GALANTAS GOLD CORPORATION

Management's Discussion and Analysis

Year Ended

December 31, 2024

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Introduction

This Management Discussion and Analysis ("MD&A"), dated April 29, 2025 provides a review of the financial position and the results of operations of Galantas Gold Corporation ("Galantas" or the "Company") and constitutes management review of the factors that affected the Company's financial and operating performance for the year ended December 31, 2024. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. The review is provided to enable the reader to assess the significant changes in the financial condition of the Company as at and for the year ended December 31, 2024. This MD&A should be read in conjunction with the audited consolidated financial statements of the Company for the year ended December 31, 2024 together with the notes thereto. The Company's consolidated financial statements and the financial information reported in this MD&A have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the IFRS Interpretations Committee ("IFRIC"). All amounts presented are stated in Canadian dollars, unless otherwise indicated. Information contained herein is presented as of December 31, 2024 unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of Galantas' common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity. Additional information about the Company is available on SEDAR at ***www.sedar.com*** or at the Company's website ***www.galantas.com***.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward looking statements.

Forward-looking information	Assumptions	Risk factors
Potential of the Company's properties to contain economic deposits of base metals and other metals.	Financing will be available for future exploration and development and operation of the Company's properties; the actual results of the Company's exploration activities will be favourable; operating and exploration costs will not exceed the Company's expectations; the Company will be able to retain and attract skilled staff; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions will be favourable to the Company; the price of applicable metals and applicable interest and exchange rates will be favourable to the Company; no title disputes exist with respect to the Company's properties	Metal price volatility; uncertainties involved in interpreting geological data and retaining title to acquired properties; the possibility that future exploration results will not be consistent with the Company's expectations; availability of financing for future exploration and development of the Company's properties; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company's ability to retain and attract skilled staff.
The Company's ability to meet its working capital needs at the current level for the year ending December 31, 2025.	The operating and exploration activities of the Company for the year ending December 31, 2025 and the costs associated therewith, will be dependent on raising sufficient additional capital consistent with the Company's current expectations; debt and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company.	Adverse changes in debt and equity markets; timing and availability of external financing on acceptable terms; increases in costs; environmental compliance and changes in environmental and other local legislation and regulation; interest rate and exchange rate fluctuations; changes in economic conditions.

Management’s outlook regarding future trends.	Financing will be available for the Company’s exploration, development and operating activities; the price of applicable metals, interest rates and exchange rates will be favourable to the Company.	Metal price volatility; changes in debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions.
Asset values for the year ended December 31, 2024.	Management’s belief that no write-down is required for its property and equipment resulting from continuing efforts to raise capital (debt or equity, or a combination of both) to implement planned work programs on the Company’s projects.	If the Company does not obtain equity or debt financing on terms favorable to the Company or at all, a decline in asset values that could be deemed to be other than temporary, may result in impairment losses.
Sensitivity analysis of financial instruments.	The Company has an interest rate risk on its loan with Ocean Partners UK Ltd (transferred from G&F Phelps Ltd.) The Company has no significant deposit interest rate risk due to low interest rates on its cash balances.	Changes in debt and equity markets; interest rate and exchange rate fluctuations.
Prices and price volatility for metals.	The price of metals will be favourable; debt and equity markets, interest and exchange rates and other economic factors which may impact the price of metals will be favourable to the Company.	Changes in debt and equity markets and the spot prices of metals; interest rate and exchange rate fluctuations; changes in economic and political conditions.

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond Galantas' ability to predict or control. Please also make reference to those risk factors referenced in the "Risks and Uncertainties" section below. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause Galantas' actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

Date of MD&A

This MD&A was prepared on April 29, 2025.

Overview – Strategy - Description of Business

Galantas Gold Corporation has been a producing mineral resource issuer and the first to acquire planning consent to mine gold in Northern Ireland. Cavanacaw Corporation, a wholly owned subsidiary of Galantas, owns all of the shares of the Northern Ireland companies – Flintridge Resources Limited, Omagh Minerals Limited and Galantas Irish Gold Limited. During 2014 Cavanacaw acquired Flintridge Resources Limited, a dormant company, and following a strategic review of its business, certain assets owned by Omagh Minerals were acquired by Flintridge.

Mining at the Omagh mine had been conducted by open pit methods up to the suspension of production in 2013. The mine produced a flotation concentrate and was shipped to a smelter under an off-take agreement. The Company's strategy to increase shareholder value has been to:

- With the additional funding, continue the expanded exploration programme and the further development of its underground mine;
- Recommence production at the mine and processing plant;
- Continue to explore and develop extensions to the Kearney, Joshua and nearby known veins so as to expand resources and increase gold production in stages;
- Explore the Company's prospecting licences, focusing on the more than 60 gold targets identified to date; these targets are the subject of further evaluation to rank and prioritise the more prospective targets.

Underground development of a decline tunnel, located at the base of the existing open pit, commenced in 2017. The underground gold mine at Omagh commenced limited production of gold concentrate, from feed produced in development of the Kearney vein in 2018. The processing plant uses a non-toxic flotation process to produce concentrates, without the use of cyanide or mercury. It satisfies strict environmental monitoring criteria set by the Northern Ireland regulatory authorities. The decline tunnel is planned to be extended in depth to provide access to lower levels of in vein development which will form the development necessary to block off production stopes.

Mineral Resources

During 2008, ACA Howe International Ltd prepared an updated estimate of mineral resources for the Omagh mine. The report, entitled Technical Report on the Omagh Gold Project was dated 28th May 2008 and published on www.sedar.com and www.galantas.com. In September 2012 ACA Howe International Ltd (Howe UK) completed an updated Mineral Resource Estimate together with a Preliminary Economic Assessment. This report, which was based on drilling results and analyses received to September 2012, identified all resources discovered at that date. The Company subsequently filed the complete Technical Report and Preliminary Economic Assessment on SEDAR in August 2012. An updated resource estimate was prepared by the Company during the second quarter of 2013 based on drilling results received to May 2013. There was a 50% increase in resources classified as measured and indicated and a 28% increase in resources classified as inferred, when compared to the resource estimate prepared in 2012. The Company subsequently updated the 2013 resource estimate to incorporate results from later drill holes not previously included and also finalised a revised NI 43-101 report.

Galantas reported the revised updated estimate of gold resources together with a Preliminary Economic Assessment (PEA) update during the third quarter of 2014 (see press release dated July 28, 2014). The revised estimate of resources is in compliance with the Pan European Reporting Code (PERC), Canadian Institute of Mining, Metallurgy and Petroleum (CIM) standards. Overall, there has been a 19% increase in resources since the Galantas September 2013 Resource Report and a 60% increase in resources since the July 2012 Resource Report by ACA Howe International Ltd. The increases since 2012 largely relate to the Kearney and Joshua veins, since this is where the drilling program has been concentrated. The drilling program was mainly designed to focus on increasing the quantity of Measured and Indicated resources on these two veins, to support potential funding opportunities for the financing of production. The Company also filed the complete updated Technical Report on SEDAR as required by NI 43-101 in September 2014.

The drilling programme, which was suspended in 2013 pending the availability of cash for future exploration, recommenced in September 2015 to target the Joshua vein at depth. In total, 3,602 metres were drilled by March 2016.

In July 2019 Galantas announced that underground development northwards on the 1072 level had discovered mineralisation outside of the resource model and was continuing to explore an extension to the resource model.

During the first quarter of 2020 an exploration report was prepared, detailing the underground geological observations and interpretations (see Press Release 6th May 2020).

All fieldwork was suspended in March due to the COVID-19 pandemic. Exploration was scaled down for much of the rest of the year; however, geologists were able to complete the OM4 fieldwork programme during August 2020.

Galantas announced the commencement of a new Exploration Drilling programme comprising 4,000 metres of diamond drilling within the mine site in July 2021. The main aims of the programme were to upgrade the current resource and to target potential dilation zones. Drilling from surface focussed on the Joshua Vein; in September a second rig was brought to site to begin underground drilling of the Kearney Vein system. The results from initial holes completed before the end of 2021 are summarised in the Table below and include significant intersections on both the Kearney and Joshua Veins e.g. 26.7 grams per tonne (g/t) gold (Au), 88.2 g/t silver (Ag) and 3.5% lead (Pb) over 2.9 metres of core (Kearney, November 24, 2021 release) and 10.1 g/t Au, 93.5 g/t Ag and 3.4% Pb over 6.5 m core (Joshua, December 13, 2021 release).

Summary of drill results reported before the end of 2021

Hole ID	Vein Target	Intersect (m) (downhole)	Est. true width (m)	Intersect vertical depth (m)	Gold (g/t)	Silver (g/t)	Lead (%)	Core loss (%)
FR-DD-21-UG-172	Kearney	1.6	0.5	117	4.1	17.9	0.9	1.9
and		2.8	1.0	121	10.4	50.5	2.4	8
FR-DD-21-171	Joshua	0.5	0.3	35	4	10.3	0.6	0
and		6.5	4.3	73	10.1	93.5	3.4	12
FR-DD-21-UG-170	Kearney	2.9	1.6	134	26.7	88.2	3.5	0
including		0.9	0.5		79.5	281.4	10.6	
and		1.8	1.0	152	5.8	14.2	0.2	0
FR-DD-21-169	Joshua - No significant mineralization							
FR-DD-21-UG-168	Kearney	2.5	1.2	136.5	17.7	50.9	4.6	8.7
including		0.8	0.4		30.5	60.8	4.4	11.4
and		1.5	0.7	176.3	10.8	23.6	3.3	0
FR-DD-21-167	Joshua - No significant mineralization							
FR-DD-21-166	Joshua	0.9	0.6	88	5.3	35.5	0	0
FR-DD-21-165	Joshua	1.1	0.3	104	2.4	6.2	0	0
and		0.9	0.3	107	1.4	13.2	0	0
FR-DD-21-164	Joshua	2.7	1.8	38	7.7	24.3	0.6	3.8

Further information is detailed in the Exploration Section.

In November 2022, Micon International were appointed to produce a NI 43-101compliant Mineral Resource Estimate for the Cavanacaw project. This process completed at the end of Q2 2023 and is summarised in press release on 18th July, 2023 and on Pages 23 to 24 of this document.

Mining Project

The project embraced an open pit mine which supplied ore to a crushing-grinding-froth flotation plant. The plant was commissioned in 2007 and designed to produce a gold and silver rich sulphide flotation concentrate for sale to a commercial smelter. In early 2013 there was a shift in operations from mining and processing ore from open pits to operating from lower grade stock already mined which impacted negatively on production levels. Later in 2013 the processing of low-grade ore was suspended awaiting planning consent for an underground operation. The underground mine utilizes the same processing methods and is the first underground gold mine, of any scale, in Ireland. The strategy is to establish the underground mine and look for further expansion of gold resources on the property, which has many undrilled targets.

The granting of planning consent during the second quarter of 2015 for an underground operation at the Omagh site permits the continuation and expansion of gold mining. This planning consent was appealed by a third party in a judicial review hearing which commenced in September 2016 and was then adjourned to and completed in February 2017. Judgement was received in September 2017 whereby the third party's request for the quashing of the planning consent was denied. However, in November 2017, Galantas received notice of an application by the third party to the Court of Appeal in relation to the positive judicial review judgment. This appeal was completed in February 2018. During the fourth quarter of 2018 the Company announced that the Court of Appeal delivered its judgement in regard to the appeal against the positive judicial review judgement in favour of the Company. The Court has determined that the appeal has failed and thus the planning consent was confirmed. Galantas had earlier been advised that its consents continue to remain valid, at least until judgement and thereafter subject to the judgement.

Galantas announced in December 2016 that it would commence the first phase of underground development and re-start concentrate shipments at its Omagh mine. Underground development of a decline tunnel, located at the base of the existing open pit, commenced in the first quarter 2017. After over-coming initial difficulties, tunnelling continued through 2017 and 2018 with the north / south Kearney vein being intersected in June 2018 as planned. During the third quarter of 2018 limited feed was provided to the mill resulting in the commencement of limited production of gold concentrate from feed produced in the development of the Kearney vein. During 2019 the decline tunnel continued to be extended in depth to provide access to lower levels of in vein development which will form the development necessary to demarcate production panels. As additional lower levels are developed on-vein, there is expected to be an enhanced supply of mill feed. Further increases in mill supply are expected when stoping commences. The phased development arrangement, in terms of mine access dimensions, is expected to allow for rapid expansion of production as additional capital becomes available. By the end of 2019, the main Kearney vein has been exposed on four levels with a fifth level at the point of intersection.

During the fourth quarter of 2019 Galantas announced a temporary suspension of blasting operations at its Omagh gold mine (see press release dated October 29, 2019). Certain underground work has continued since the first quarter of 2020, but ore production is suspended until finance is available to expand the underground operation (see press release dated May 12, 2020). Specialist safety training of key personnel continues to ensure a restart is not impaired in regard to safety matters. The processing plant continued to operate on a limited basis with feedstock for the plant being from low grade stock and recently announced (November 9th 2020) an increase in processing operations.

During the first quarter of 2021, Galantas announced that a formal agreement regarding blasting had been reached with the Police Service of Northern Ireland (PSNI). Galantas also announced during this quarter that limited blasting underground had re-commenced. (See Press Releases dated February 3rd and March 12th, 2021).

On April 16, 2021, the Company provided an operational update for the operating mine. Underground blasting (as reported March 12, 2021) continued with mining on a single shift basis. As expected, development of the Kearney vein has produced a feed of higher gold grade for the processing plant than the existing feed, which comes from low grade stock.

On January 10, 2022, the Company provided a corporate update on development progress and production guidance for the operating mine.

"2021 Project Highlights:

- *A total of 2,200 metres of underground mine development have been completed to date, with rehabilitation of early mine workings ongoing.*
- *Upgrading work on mine electrical reticulation commenced in 2021. Additional fans and pumps have arrived on site and are being installed.*

- *Refurbishment and procurement of major equipment is now complete.*
- *Development of a secondary egress has commenced.*
- *The process plant is being prepared for installation of new equipment.*
- *Laboratory testing equipment has been procured, with partial commissioning completed in 2021.*
- *Key operational team members have been recruited to fill safety, mining, milling, and technical services roles. Key positions of the operational management team are now in place with ongoing recruitment of mining and processing employees to meet operational targets.*
- *Underground drilling at the Kearney Vein and surface drilling at the Joshua Vein have commenced for resource expansion and mine planning.*
- *The Company engaged JDS Energy & Mining Inc. for mine planning."*

On April 27, 2022, Galantas provided an update on the Company's progress to commence production at the Omagh Project in Northern Ireland.

"The Company has made significant progress in rehabilitating the underground workings, refurbishing and acquiring critical mining equipment, and installation of electrical, water and ventilation systems.

As Galantas has faced a tight labour market for experienced underground miners, the Company has focused on hiring and training local trainee miners. The UK government has now granted Galantas a Visa Licence, which will allow the Company to recruit eligible people who satisfy the labour entry requirements from outside the UK and Ireland.

The Company delayed completion of the secondary egress and installation of the manway, which is a prerequisite for the start of production, to mid-May 2022 to enable safe rehabilitation of the ramp access and ore headings at the 1048 level. The Company resolved these geotechnical matters and hired an experienced contract driller to assist with the start-up of production and recommenced development drilling and blasting in the first half of May 2023."

By July 2022, the secondary egress raise was completed and commissioned and the first stope was opened and subsequently backfilled in Block 1 between the 1060 and 1072 levels. A second stoping block is now also being mined between 1072 and 1084 levels on the north end. The ramp below 1048 level has been restarted and will be driven to the 1036 level and then to lower levels,

Development drives on 1048 and 1060 levels are being mined on parallel lenses along strike. The company is currently evaluating options with a contractor to expedite the development to the Joshua vein to enable increased production from multiple working areas, which will bring significant benefit in late 2023 and onwards.

Training of local recruits in the mine continues with experienced trainers providing practical and classroom customised training, which is accredited through the Minerals Products Qualification Council (MPQC).

Mario Stifano, CEO of Galantas, commented: *"Our team has made significant progress to recommence production at the Omagh mine. The decision to delay the completion of the secondary egress prior to commencement of production by approximately six weeks is part of our commitment to best mining and operational practices for the long-term success of the Omagh Project and mining in Northern Ireland. The Company is working with experienced mining contractor QME to develop engineering plans to accelerate* *development to the Joshua Vein by 12 months, which will enable Galantas to mine from multiple headings and veins to provide greater operational flexibility with an expected positive impact on 2023 production while also providing drilling platforms to drill both Joshua and Kearney veins from underground."*

On July 5, 2022, Galantas provided an update on the Company's progress to commence production at the Omagh Project in Northern Ireland.

"Longhole drilling has commenced in the first series of stopes, marking the start of the production process. Installation of the secondary egress from the 1,096 to 1,052 level is in the final stage of completion and is expected to be commissioned in approximately two weeks followed by the blasting of the stopes. The mine has a series of five stopes which will be mined in the first block, using the longhole open-stoping method, with cemented rockfill as the method of backfill. The stopes will be mined between the 1,072 and 1,060 levels on the Kearney Vein.

The first series of accredited training courses through the Mineral Products Qualification Council (MPQC) has been completed and a group of miners from the project have received their certificates. This training meets with the requirement by the Health and Safety Executive for Northern Ireland (HSENI) to implement a formalized training course in all mines. Training course accreditations include shotfiring, jumbo drilling, operation of load-haul-dump (LHD) equipment, truck driving, services installation and shotcreting."

However, given the potentially high grade and thicker widths within dilation zones below the current underground development, the Company is proceeding with a sustainable mine that will allow the Company to develop at these lower levels in order to optimize production. The mine plan will determine the suitability of targeting initially 10,000 gold ounces a year, with the potential for this to increase to 20,000 ounces a year, followed by staged expansions. The plan is expected to include development options for mining at the lower levels of the Kearney Vein and to the north and south extensions of the vein's existing workings.

The recruitment and retention of underground mining crews at the Omagh Project has continued to be a challenge due to the consequences of only being able to recruit miners from the UK and Ireland, greatly impacting productivity. A core group of experienced miners is now focused on plans for mine and waste development, prioritizing access to the high-grade dilation zones below the current underground workings as the Company looks to transition to contract mining with Q.M.E. Mining Services (NI) Ltd. as a potential manpower, mining and development solution. The Company will establish a new mine optimization plan to develop to the high-grade dilation zones at depth to maximize productivity.

QME was founded in 1985 and is an experienced mining services provider engaged in mine development and the supply of new and re-manufactured equipment for underground and open pit use. QME is currently engaged in mining contracts in Ireland and Portugal and has prior experience in mining projects in the Republic of Ireland, Northern Ireland and Scotland. Current and past clients include Tara Mines, Dalradian Gold, Lundin Mining and Barrick Gold.

Management and Staff

Overall management is exercised by one Executive Director, the Chief Executive Officer, along with two senior officers, the Chief Financial Officer, and the Chief Operating Officer, who is in charge of day to day operations in Omagh where the mine, plant, exploration and administration employ 16 personnel as of April 28, 2025.

Key Performance Driver

The key performance driver is the achievement of production and cash flow from profitably mining the deposits at Omagh.

Overview of year ended December 31, 2024

Galantas incurred a net loss of $ 1,488,684 (which includes an impairment reversal of $ 3,250,867) for the year ended December 31, 2024 compared with a net loss of $ 8,568,140 (which includes an impairment figure of $ 3,635,570) for the year ended December 31, 2023. The main reasons for the difference between the years was the reversal of the impairment from 2023 and a large unrealized gain on the convertible debenture of $1,870,422 in 2024 compared to $241,886 in 2023.

The Company had cash balances on December 31, 2024 of $ 525,643 compared to $ 2,593,265 on December 31, 2023. The working capital deficit on December 31, 2024 amounted to $ 16,218,988 which compared with a working capital deficit of $ 12,599,514 on December 31, 2023. This includes loans outstanding to Melquart Limited, and related party balances owing to Ocean Partners.

Review of Financial Results

Year Ended December 31, 2024

The net loss for the year ended December 31, 2024 amounted to $ 1,488,684 which compares to a net loss of $ 8,568,140 for the year ended December 31, 2023 as summarized below.

	Year Ended December 31, 2024 $	Year Ended December 31, 2023 $
Revenues	**0**	**0**
Production related costs	(112,568)	(182,295)
Cost and expenses of operations	**(112,568)**	**(182,295)**
(Loss) Income before the undernoted	**(112,568)**	**(182,295)**
Depreciation	(434,912)	(515,003)
General administrative expenses	(4,611,618)	(4,243,507)
Foreign exchange (loss)	(561,986)	(233,651)
Unrealized gain on derivative fair value adjustment	1,870,422	241,886
(Reversal)/Impairment of PP&E and E&E assets	3,250,867	(3,635,570)
Write-down of prepaid expenses	(888,889)	0
Net (Loss) for the Year	**$ (1,488,684)**	**$ (8,568,140)**

Sales revenues for the year ended December 31, 2024 amounted to $ Nil compared to revenues of $Nil for year ended December 31, 2023 as sales revenues continue to be capitalised. For year ended December 31, 2024, concentrate sales provisional revenues totalled approximately US$ 853,591 (CAD$ 1,228,232) compared to US$ 1,103,532 (CAD$ 1,491,453) for year ended December 31, 2023. However, until the mine commences commercial production, the net proceeds from concentrate sales are being offset against development assets.

Cost and expenses of operations include production related costs at the mine and inventory movements and totalled $ 112,568 for the year ended December 31, 2024 compared to $ 182,295 for the year ended December 31, 2023. Production related costs were incurred mainly in connection with ongoing care, maintenance and restoration costs at the mine site.

This has resulted in a net operating loss of $ 112,568 before depreciation, general administrative expenses and foreign exchange loss for the year ended December 31, 2024 compared to net operating loss of $ 182,295 for the year ended December 31, 2023.

Depreciation of property, plant and equipment excluding mine development assets during the year ended December 31, 2024 totalled $434,912 which compared with $ 515,003 for the year ended December 31, 2023. There was no depreciation of mine development assets during both periods. Depreciation of mine development assets will commence when the mine reaches commercial production.

General administrative expenses for the year ended December 31, 2024 amounted to $ 4,611,618 compared to $ 4,243,507 for the year ended December 31, 2023. General administrative expenses are reviewed in more detail in "Other MD&A Requirements" on pages 40 and 41 of the MD&A.

There was a foreign exchange loss of $ 561,986 for year ended December 31, 2024 which compared with a foreign exchange loss of $ 233,651 for the year ended December 31, 2023. There was an impairment reversal of $ 3,250,867 as well as a write-down of prepaid expenses of $ 888,889 in the year ended December 31, 2024 compared to an impairment adjustment of $ 3,635,570 and $ nil write-down of prepaid expenses during the year ended December 31, 2023. There was also an unrealized gain on derivative fair value adjustment of $ 1,870,422 for the year ended December 31, 2024 compared to an unrealized gain of $ 241,886 for the year ended December 31, 2023.

This has resulted in a net loss of $ 4,739,551 for the year ended December 31, 2024 (prior to the impairment reversal which decreases the overall loss to $ 1,488,684) compared to a net loss of $ 4,932,570 (prior to the impairment adjustment which increases the overall loss to $8,568,140) for the year ended December 31, 2023. The cash outflow from operating activities before changes in non-cash working capital items, amounted to $ 1,098,038 for the year ended December 31, 2024 compared to a cash outflow of $ 1,788,453 for the year ended December 31, 2023.

Exchange differences on translating foreign operations, which is included in Consolidated Statements of Comprehensive Loss resulted in a gain of $1,137,043 for the year ended December 31, 2024 which compared to a gain of $ 963,193 for the year ended December 31, 2023. This resulted in a total comprehensive loss of $ 351,641 for the year ended December 31, 2024 compared to a total comprehensive loss of $ 7,604,947 for the year ended December 31, 2023. The foreign currency translation gain during the year arose as a result of the net assets of the Company's UK subsidiaries, the majority of which are denominated in British Pound GBP(GPB), being translated to Canadian dollars (CAD) at period end exchange rates. The Canadian dollar exchange rate continued to strengthen throughout 2024 in comparison to 2023 resulting in the exchange gain.

Total assets on December 31, 2024 amounted to $ 36,078,171 compared to $ 32,584,019 on December 31, 2023. Cash on December 31, 2024 was $ 525,643 compared to $ 2,593,265 on December 31, 2023. Accounts receivable consisting mainly of trade debtors, reclaimable taxes and prepayments amounted to $ 364,362 on December 31, 2024 compared to $ 1,596,880 on December 31, 2023. Concentrate inventories amounted to $ 213,644 on December 31, 2024 compared with $ 18,184 on December 31, 2023.

Property, plant, and equipment totalled $ 28,946,456 compared to $ 23,094,171 on December 31, 2023. Exploration and evaluation assets totalled $ 5,487,196 on December 31, 2024 compared to $ 4,776,409 on December 31, 2023. Long term deposit on December 31, 2024, representing funds held in trust in connection with the Company's asset retirement obligations, amounted to $ 540,870 compared to $ 505,110 on December 31, 2023.

Current liabilities on December 31, 2024 amounted to $ 17,322,637 compared to $ 16,807,843 on December 31, 2023. The working capital deficit on December 31, 2024 amounted to $ 16,218,988 compared to a working capital deficit of $ 12,599,514 on December 31, 2023. Accounts payable and other liabilities totalled $ 3,437,002 compared to $ 3,662,842 on December 31, 2023. Current amounts due to related parties on December 31, 2024 amounted to $ 13,885,635 compared to $ 5,838,256 on December 31, 2023 as set out on Note 20 of the Consolidated Financial Statements. The current portion of the financing facilities on December 31, 2024 was $ nil compared to $ 6,119,308 on December 31, 2023. In addition, a subsidiary of Galantas, Omagh Minerals Limited, previously had a contingent liability arising from a payment demand from Her Majesty's Revenue and Customs in the amount of $ 548,604 (GBP 304,290) in connection with an aggregate levy arising from the removal of waste rock from the mine site during 2008 and early 2009. Omagh Minerals Limited believed this claim was without merit and had appealed the assessment. During the first quarter of 2019, the Tax Tribunals Service issued their judgement dismissing the appeal by Omagh in respect of the assessments. A provision was included in the 2018 consolidated financial statements in respect of the aggregates levy plus interest and penalty. There is a contingent liability in respect of potential additional interest which may be applied in respect of the aggregates levy dispute. Omagh Minerals Limited is unable to make a reliable estimate of the amount of the potential additional penalty that may be applied by HMRC.

The non-current portion of the amounts due to related parties totaled $ nil on December 31, 2024 compared to $ 638,432 on December 31, 2023. The decommissioning liability on December 31, 2024 amounted to $ 666,128 compared to $ 611,452 on December 31, 2023. Convertible debentures amounted to $ 6,556,155 compared to $ 1,923,509 on 31 December 2023. There was a Derivative Liability (related to the conversion feature of the convertible debenture as the convertible debenture is denominated in US$) of $ 123,452 on December 31, 2024 compared to $ 1,245,627 on 31 December 2023. Details of the convertible debentures and the derivative liability are laid out in note 15 to the financial statements.

Capital and Reserves totalled $ 11,409,709 on December 31, 2024 compared to $ 11,357,156 on December 31, 2023.

Review of Operations

2021 Financing Activities

The Company had sought strategic alternatives to its current ownership structure which included reviewing its licenses and operations and considering the possibility of engaging in a sale, joint venture, partnership or other options with third parties and alternative financing structures and was actively engaged in that process.

On May 18, 2021, the Company announced the closing of its oversubscribed private placement (the "Placement" or "Financing") previously announced on April 21, 2021, to fund the Galantas Gold Mine in Omagh, Northern Ireland to full production and accelerate exploration plans to expand the high-grade gold resources (See Press Release).

The Placement resulted in the issuance of 26,663,264 units at a price of C$0.30 per “Unit” for aggregate gross proceeds of C$7,998,980. Each Unit comprises one Common Share and one Common Share purchase warrant. Each warrant is exercisable into one additional Common Share at an exercise price of C$0.40 for 24 months from the closing date of the Placement. There is a 4-month and one day hold period on the trading of securities issued in connection with this Financing.

In connection with closing, Roland Phelps retired as Galantas’ President and Chief Executive Officer and as a member of the Board of Directors. His role as CEO has been assumed by Mario Stifano, an experienced mining executive who has raised significant capital for a number of mining and resource companies in exploration, development and production such as Lake Shore Gold Corp. (now part of Pan American Silver Corp.). Mr. Stifano joined the Board of Directors. Mr. Eric Sprott and Mr. Mike Gentile also participated in the Placement on May 26, 2021 and currently hold significant shareholdings of 8,333,333 (10.64%, Eric Sprott) and 5,600,000 (6.75%, Mike Gentile). The existing Offtake Agreement with Ocean Partners has been extended from a minimum total of 50,000 tonnes of concentrate deliveries to a minimum total of 150,000 tonnes and marketed at market rates.

The maturity date of the Ocean Partners loan due on December 31, 2021 has been extended to December 31, 2023. Interest may be deferred and added to the balance outstanding until March 31, 2022, at which point interest will be paid monthly. The 1,700,000 Ocean Partners warrants currently issued have been extended, subject to regulatory approval, by 24 months to December 31, 2023.

The maturity date of the G&F Phelps Ltd loan (the “G&F Loan”) has been extended to December 31, 2023 (the “G&F Loan Extension”). Interest may be deferred and added to the balance outstanding until March 31, 2022, at which point interest will be paid monthly. In consideration for extending the G&F Loan and deferring interest, G&F Phelps Ltd has received, subject to regulatory approval, 1,700,000 warrants exercisable into one common share at an exercise price of C$0.33, with said warrants expiring on December 31, 2023. G&F Phelps Ltd is a company controlled by Mr. Phelps.

An application was filed and accepted for admittance of 26,704,931 additional shares to AIM (“Admission”). Following Admission, Galantas Gold Corporation's issued and outstanding Common Shares was total 73,270,468.

2022 Financing Activities

Due to some uncertainty around when actual mining may commence in 2022, on February 3, 2022, the company announced the closing of the loan agreement ("Loan Agreement") for US$1.06 million (the "Loan") with Ocean Partners UK Ltd. ("Ocean" or the "Lender") to provide the necessary level of finance to continue development until stoping has commenced.

Terms of the Loan Agreement, as previously announced on January 25, 2022:

- The Loan matures on July 31, 2022 (the "Maturity Date").
- The Loan will bear interest at an annual rate of 10% compounded monthly payable upon repayment of the Loan.
- US$20,000 structuring fee has been paid to Ocean.
- US$40,000 consulting fee will be paid to Ocean, to be invoiced separately by Ocean.
- 250,000 warrants (the "Bonus Warrants") have been granted to Ocean, which will be exercisable for a period of 12 months at an exercise price of CAD$0.50. The bonus Warrants are subject to a hold period under applicable securities laws and the rules of the TSX Venture Exchange, expiring on June 4, 2022.

- US$40,000 extension fee was paid to Ocean as the Company elected to extend the Loan for a further six months from the Maturity Date.

Proceeds from the Loan were used for further development of the Omagh Gold Project in Northern Ireland and working capital.

The consolidated financial statements have been prepared on a going concern basis as discussed in Note 1 of the December 31, 2023 audited consolidated financial statements. The Company's ongoing viability has been dependent on securing sufficient financing to fund ongoing operational activity and the development of the underground mine. The going concern assumption is dependent upon forecast cash flows at the Omagh mine being met.

The blasting arrangements with the PSNI have now been resolved. The directors' assumptions in relation to future levels of production, gold prices and mine operating costs are crucial to forecast cash flows being achieved. Should production be significantly delayed, revenues fall short of expectations or operating costs and capital costs increase significantly, there may be insufficient cash flows to sustain day to day operations without seeking further finance.

Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the consolidated statements of financial position.

On July 26, 2022, Galantas announced that it has entered into a further loan agreement ("Loan Agreement") for US$530,000 (the "Loan") with Ocean Partners UK Ltd. ("Ocean" or the "Lender"). The Loan is to be used to fund the development of the underground mining operations at the Omagh Gold Project in Northern Ireland and working capital.

The Loan was repayable six months from the date of closing of the issue of the Loan (the "Closing") and will bear interest at an annual rate of 12% compounded monthly and repayable in full on maturity of the Loan.

As consideration for providing the Loan, Ocean will receive, upon the Closing, 125,000 warrants of Galantas (the "Bonus Warrants"), subject to acceptance by the TSX Venture Exchange.

On Closing, each Bonus Warrant will be exercisable into one common share of Galantas for a period of 12 months. The exercise price will be determined by reference to the closing price of the Company's common shares on the TSX Venture Exchange on July 26, 2022.

In connection with the Loan Agreement, Galantas will also pay Ocean a commitment fee of US$10,000 which will be deducted from the initial proceeds of the Loan. Galantas may, at its option extend the Loan for a further six months by paying Ocean an additional structuring fee of US$20,000.

The above terms are subject to TSX Venture Exchange approval under the TSXV Policy 5.1 – Loans, Loan Bonuses, Finder's Fees and Commissions.

The Company also confirmed that it exercised its option to extend the US$1.06 million loan entered into with Ocean on January 31, 2022 (see announcement on January 25, 2022) for a further six months, to January 31, 2023, by paying Ocean an additional structuring fee of US$40,000 in accordance with the terms of that loan.

On August 30, 2022, Galantas announced that it has closed its previously announced private placement, pursuant to which the Company sold an aggregate of (i) 14,826,674 units of the Company ("Units") at a price of C$0.45 per Unit (the "Offering Price") on a "best efforts" brokered private placement basis (the "Brokered Offering") for gross proceeds of C$6,672,003.30 and (ii) 506,667 Units at the Offering Price on a non-brokered private placement basis (the "Non-Brokered Offering" and, together with the Brokered Offering, the "Offering") for gross proceeds of C$228,000.15, for aggregate gross proceeds to the Company of approximately C$6.9 million, including full exercise of the agents' option. Each Unit was comprised of one common share in the capital of the Company (each, a "Common Share") and one-half of one common share purchase warrant of the Company (each whole common share purchase warrant, a "Warrant"). Each Warrant entitled the holder thereof to purchase one Common Share (a "Warrant Share") at a price of C$0.55 per Warrant Share until February 28, 2025.

Canaccord Genuity Corp., Cormark Securities Inc. and Research Capital Corporation acted as agents (the "Agents") in connection with the Brokered Offering pursuant to the terms of an agency agreement dated August 30, 2022. In consideration for their services in connection with the Brokered Offering, the Company paid the Agents a cash commission equal to C$355,320, being 6% of the aggregate gross proceeds from the sale of Units under the Brokered Offering, and a reduced cash commission equal to 3% of the aggregate gross proceeds from the sale of Units under the Brokered Offering to certain purchasers identified by the Company's management to the Agents (the "President's List"). As additional consideration for their services in connection with the Brokered Offering, the Company issued the Agents 789,600 non-transferable broker warrants of the Company ("Broker Warrants"), being 6% of the aggregate number of Units issued pursuant to the Brokered Offering, and a reduced number of Broker Warrants equal to 3% of the number of Units issued pursuant to the Brokered Offering to certain purchasers on the President's List. Each Broker Warrant is exercisable to acquire one Common Share at an exercise price of C$0.45 per share until August 30, 2024. In addition, the Company also paid the Agents a cash advisory fee equal to C$13,680 and issued the Agents an additional 30,400 Broker Warrants.

The Company used the net proceeds of the Offering for exploration and development at the Joshua Target as well as for working capital and general corporate purposes.

Melquart Limited, a London-based investment firm and an existing shareholder, acquired 2,666,667 Units for consideration of C$1,200,000.15. Following the Offering, Melquart Limited held 28,140,195 Common Shares, representing approximately 27.36% of the issued and outstanding Common Shares on a non-diluted basis.

Eric Sprott, through 2176423 Ontario Ltd., a corporation that is beneficially owned by Mr. Sprott, acquired 1,333,334 Units for consideration of C$600,000.30. Following the Offering, Eric Sprott held 10,166,667 Common Shares, representing approximately 9.88% of the issued and outstanding Common Shares on a non-diluted basis. Mr. Sprott is a renowned and respected leader in the investment community and one of the world's premier gold and silver investors.

Michael Gentile acquired 222,222 Units for consideration of C$99,999,90. Following the Offering, Michael Gentile held 6,217,222 Common Shares, representing approximately 6.04% of the issued and outstanding Common Shares on a non-diluted basis. Mr. Gentile is a retired professional money manager with over 20 years' experience investing in the mining and natural resource sector. Currently, Mr. Gentile is an active investor in the junior mining space with significant positions in a number of companies.

Ocean Partners UK Ltd. acquired 461,112 Units for consideration of C$207,500.40. Following the Offering, Ocean Partners UK Ltd. held 2,869,446 Common Shares, representing approximately 2.80% of the issued and outstanding Common Shares on a non-diluted basis.

Mario Stifano, a director of the Company, acquired 55,556 Units for consideration of C$25,000.20. Following the Offering, Mario Stifano held 547,388 Common Shares, representing approximately 0.53% of the issued and outstanding Common Shares on a non-diluted basis.

As indicated above, Melquart Limited, an insider of the Company, Eric Sprott, an insider of the Company, and Mario Stifano, an officer and a director of the Company, subscribed for 2,666,667 Units, 1,333,334 Units and 55,556 Units, respectively, under the Offering on the same terms as arm's length investors. The participation of Melquart Limited, Mr. Sprott and Mr. Stifano in the Offering constituted a "related party transaction" for the purposes of Multilateral Instrument 61-101 – Protection of Minority Security Holders in Special Transactions ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Offering in reliance on sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101, as no securities of the Company are listed or quoted on the specified markets and neither the fair market value of the securities to be received by the related parties nor the fair market value of the consideration for the securities exceeds 25% of the Company's market capitalization as calculated in accordance with MI 61-101. The Company did not file a material change report more than 21 days before the expected closing date of the Offering as the aforementioned insider participation had not been confirmed at that time and the Company wished to close the Offering as expeditiously as possible.

Melquart Limited and Eric Sprott were deemed to be related parties of the Company by virtue of being Substantial Shareholders of the Company and Mario Stifano is deemed to be a related party of the Company by virtue of being a director of the Company as defined in the AIM Rules for Companies (together the "Related Parties"). As a consequence, the Directors of the Company (excluding Mr. Stifano for the purposes of considering his involvement in the placing) consider, having consulted with their nominated adviser, Grant Thornton UK LLP, that the terms of the Related Parties' involvement in the Offering were fair and reasonable insofar as shareholders are concerned.

The Offering was made by way of private placement in each of the provinces of Canada pursuant to applicable exemptions from the prospectus requirements and in certain other jurisdictions, in each case in accordance with all applicable laws. The securities issued under the Offering were subject to a four month hold period under applicable Canadian securities laws which expired on December 31, 2022. The Offering was subject to final acceptance of the TSX Venture Exchange.

On October 31, 2022, Galantas Gold Corporation provided an update on the Company's private placement of units of the Company ("Units") as announced by way of news release on August 8, 2022, August 11, 2022 and August 30, 2022. The Company wishes to correct its disclosure to clarify that a portion of the closing of such private placement represented "Shares for Services" under TSX Venture Exchange Policy 4.3.

Pursuant to the private placement, on August 30, 2022, the Company sold an aggregate of (i) 12,604,452 Units at a price of C$0.45 per Unit (the "Offering Price") on a "best efforts" brokered private placement basis (the "Brokered Offering") for gross proceeds of C$5,672,003.40 and (ii) 506,667 Units at the Offering Price on a non-brokered private placement basis (together with the Brokered Offering, the "Offering") for gross proceeds of C$228,000.15, for aggregate gross proceeds to the Company of approximately C$5.9 million, including full exercise of the agents' option.

The balance of 2,222,222 Units were sold to QME Mining Services (NI) Limited, a wholly owned subsidiary of Quarry & Mining Equipment Limited, a third-party service provider on the same terms as the Brokered Offering. The aggregate subscription price for such Units, being $999,999.90, was offset against certain fees payable to the third-party service provider by the Company pursuant to a service agreement between the third-party service provider and the Company dated August 30, 2022 (the "Shares for Services Arrangement"), for the underground development towards the Joshua Vein at the Omagh Gold Project. On September 15, 2022, the Company announced the engagement of QME for this work.

The securities issued under the Offering and the Shares for Services Arrangement were subject to a four-month hold period under applicable Canadian securities laws which expired on December 31, 2022. The Offering and the Shares for Services Arrangement were subject to final acceptance of the TSX Venture Exchange which was received on November 18, 2022.

An amount of 7,838,000 warrants were exercised during Q1 2022 which brought the Galantas Gold Corporation's issued and outstanding Common Shares at March 31, 2022 to 82,521,801.

Further exercise of warrants totalling 3,848,333 occurred during Q2 2022 which brought the Galantas Gold Corporation's issued and outstanding Common Shares at June 30, 2022 to 86,370,134.

There was an additional 1,939,700 warrants exercised during Q3 and Q4 which brought the Galantas Gold Corporation's issued and outstanding Common Shares at December 31, 2022 to 103,518,509.

On December 8, Galantas announced that it entered into an agreement with Ocean Partners UK Ltd. (“Ocean”), whereby Ocean has sold on behalf of Galantas call options on 6,000 ounces of gold at 500 ounces per month from February 2024 to January 2025 at a strike price of US$1,775 per ounce for proceeds of US$804,000 to Galantas (an option premium of US$134 per gold ounce).

Proceeds from the sale are being used to fund development of the underground mining operations at the Omagh Gold Project in Northern Ireland and working capital.

The Terms of the Trading Agreement were as follows:

If the gold price during February 2024 to January 2025 is at or below US$1,775 per ounce, Galantas will receive the price of gold at the time for the sale of its gold produced. If the gold price is above US$1,775 per ounce, Galantas will receive US$1,775 per ounce in revenue for the sale of its gold. Ocean has agreed to maintain all margin requirements through its existing credit lines on behalf of Galantas and provide additional financial support.

Pursuant to the Trading Agreement, and in return for Ocean facilitating the call option sale and agreeing to maintain all margin requirements on Galantas’ behalf, which Galantas has determined has a value of at least CAD$150,000, Galantas agreed to grant 500,000 warrants (the “Warrants”) to Ocean at an exercise price of CAD$0.55 expiring on January 31, 2025. The Warrants are subject to a hold period under applicable securities laws and the rules of the TSX Venture Exchange.

2023 Financing Activities

On January 26, 2023, Galantas announced that it entered into an agreement to acquire a 100% interest and the exclusive rights to explore and develop the Gairloch Project, a 217 km² mineral licence area in Scotland that covers the Gairloch Schist Belt from the owners of the Gairloch Estate lands (the “Lessor”). The Company has acquired exploration and developments rights for an initial payment of £347,000 and annual payments of £69,000 beginning in year 6 (see the Lease Agreement Terms).

Historical Exploration Highlights at Gairloch Project :

- Drill hole GBH39 intersect of 11.29 grams per tonne (g/t) gold (Au), 2.44 g/t silver (Ag), 0.58% copper (Cu) and 0.19% zinc (Zn) over 16 metres (80 to 96 metres downhole).
- Drill hole GBH30 intersect of 3.16 g/t Au, 3.39 g/t Ag, 0.90% Cu and 0.51% Zn over 18 metres (32.82 to 50.82 metres downhole).
- Drill hole GBH68 intersect of 1.5 g/t Au, 16.5 g/t Ag, 5.92% Cu and 0.54% Zn over 6 metres (261.88 to 267.88 metres downhole).
- District-scale potential with an outcrop tested by the British Geological Survey (BGS) 10 km from historical drilling returning 4 g/t Au, 1.5% Cu and 2.3% Zn.
- Elevated levels of cobalt identified in stream sampling and in outcrop up to 410 g/t.

On February 13, 2023, Galantas announced that it has entered into a loan agreement for £347,000 (approximately C$562,930) (the “Loan”) with London-based family office Melquart Ltd. (“Melquart” or the “Lender”). The Loan is to be used for the initial lease payment for the Gairloch Project in Scotland (see Galantas’ news release dated January 26, 2023).

The Loan is payable 24 months from the date of the Loan Agreement and will bear interest at an annual rate of 12% payable upon repayment of the Loan.

As consideration for providing the Loan, Melquart will receive upon closing of the Loan Agreement, 100,000 warrants of Galantas (the “Bonus Warrants”), subject to acceptance by the TSX Venture Exchange. Each Bonus Warrant will be exercisable into one common share of Galantas for a period of 24 months from the Closing at an exercise price equal to the closing price of the Company’s common shares on the TSX Venture Exchange on February 10, 2023.

On March 27, 2023, Galantas Gold Corporation announced that it closed its previously announced non-brokered private placement (the "Offering"), pursuant to which the Company sold an aggregate of 8,230,951 units of the Company ("Units") at a price of C$0.36 per Unit for aggregate gross proceeds of C$2,963,142.36. Each Unit was comprised of one common share of the Company (a "Common Share") and one Common Share purchase warrant (a "Warrant"), with each Warrant entitling the holder thereof to purchase one Common Share at a price of C$0.55 per share until March 27, 2028. The Offering was oversubscribed.

In addition, the Company announced it agreed to the terms of a proposed shares for debt transaction with several additional arm's length creditors of the Company. In connection with the debt settlement, the Company agreed to settle a total of approximately $749,020 of indebtedness through the issuance of an aggregate of 2,080,609 units a deemed price of $0.36 per unit on substantially in the same terms as the units issued under the offering. The securities pursuant to the debt settlement will be subject to a four month hold period under applicable Canadian securities laws.

The net proceeds of the Offering are expected to be used for exploration, including follow-up drilling targeting the high-grade dilation zones to depth at the Joshua Vein and the recently identified Kerr Vein target, development at Galantas' gold project in Northern Ireland, as well as exploration at the recently announced gold-rich volcanogenic massive sulphide project in Scotland, and for general working capital purposes.

Canaccord Genuity Corp., Sprott Capital Partners LP, Echelon Wealth Partners Inc., Haywood Securities Inc., Research Capital Corporation, Apex GT Capital Corp. and Red Cloud Securities Inc. (collectively, the "Finders") acted as finders in connection with the Offering. In consideration for their services, the Company paid the Finders cash finder's fees in the aggregate amount of C$146,966, representing 7% of the gross proceeds generated by such Finders pursuant to the Offering. In addition, the Company also issued an aggregate of 407,962 non-transferable compensation warrants (the "Finder's Warrants") to the Finders, representing 7% of the number of Units sold to subscribers identified by such Finders pursuant to the Offering. Each Finder's Warrant entitles the holder thereof to purchase one Common Share at a price of C$0.36 per share until March 27, 2025. In consideration for providing certain advisory services to the Company in connection with the Offering, the Company also paid an advisory fee to Research Capital Corporation in the amount of C$16,000.

Existing shareholder Ross Beaty acquired 1,000,000 Units for consideration of C$360,000. Ocean Partners UK Ltd. acquired 691,666 Units for consideration of approximately C$249,000. Following the Offering, Ocean Partners UK Ltd. will hold 3,561,113 Common Shares representing approximately 3.19% of the issued and outstanding Common Shares on a non-diluted basis.

Brendan Morris, an officer of the Company, subscribed for 468,416 Units under the Offering on the same terms as arm's length investors. The participation of Mr. Morris in the Offering constitutes a "related party transaction" for the purposes of Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* ("MI 61-101"). The Company is exempt from the requirements to obtain a formal valuation or minority shareholder approval in connection with the Offering in reliance on sections 5.5(b) and 5.7(1)(a), respectively, of MI 61-101, as no securities of the Company are listed or quoted on the specified markets and neither the fair market value of the securities to be received by the related party nor the fair market value of the consideration for the securities exceeds 25% of the Company's market capitalization as calculated in accordance with MI 61-101.

On December 20, 2023, the Company closed a $3,502,054 (US$ 2,627,000) convertible debenture. The convertible debenture is unsecured, is for a term of three years commencing on the date that it is issued, carries a coupon of 10% per annum and is convertible into common shares of the Company. Each debenture consists of US$1,000 principal amount of unsecured convertible debentures. The convertible debentures have a term of 36 months from the date of issuance with a conversion price of US$0.255. A four month hold period will apply to common shares converted through the convertible debenture. The hold period will expire on April 21, 2024.

In accordance with the terms of the convertible debentures, if, at any time following the issuance of the convertible debentures, the closing price of the common shares of the Company on the TSXV equals or exceeds $0.70 per common share for 10 consecutive trading days or more, the Company may elect to convert all but not less than all of the outstanding principal amount of the convertible debentures into conversion shares at the conversion price, upon giving the holders of the convertible debentures not less than 30 calendar days advance written notice. On December 20, 2026, any outstanding principal amount of convertible debentures plus any accrued and unpaid interest thereon shall be repaid by the Company in cash.

Interest on the principal amount outstanding under each convertible debenture shall accrue during the period commencing on December 20, 2023 until December 20, 2026 and shall be payable in cash on an annual basis on December 31st of each year (each, an "Interest Payment Date"); provided, however, that the first interest payment date shall be December 31, 2024. Each convertible debenture shall bear interest at a minimum interest rate of 10% per annum (the "Base Interest Rate"). During each interest period (an "Interest Period"), being the period commencing on December 20, 2023 to but excluding the first Interest Payment Date and thereafter the period from and including an Interest Payment Date to but excluding the next Interest Payment Date or other applicable payment date, the Base Interest Rate will be adjusted based on a gold price of US$2,000 per ounce, with the Base Interest Rate being increased by 1% per annum for each US$100 in which the average gold price for such Interest Period exceeds US$2,000 per ounce, up to a maximum interest rate of 30% per annum; provided, however, that, without the prior acceptance of the TSXV, the average interest rate shall not exceed 24% per annum during the term of the convertible debentures. Any adjustment to the Base Interest Rate in respect of an Interest Period shall be calculated based on the average gold price quoted by the London Bullion Market Association, being the LBMA Gold Price PM, in respect of the Interest Period ending on December 31, 2024, from December 20, 2023 to and including December 15, 2024, and for each subsequent Interest Period, from January 1st to and including December 15th of that year or 15 days prior to the applicable payment date.

Melquart, an insider and controlling person of the Company (as defined by the TSXV), subscribed for US$875,000. Ocean Partners, which has a common director with the Company, acquired US$875,0000 aggregate principal amount of convertible debentures.

The Company paid a cash finder's fee of US$40,500 and issued 158,823 non-transferable finder's warrants to Canaccord Genuity Corp. in consideration for providing certain finder services to the Company under the offering. Each finder warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.35 per common share at any time on or before December 20, 2026. The fair value of the 158,823 finder warrants was estimated at $24,670 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield - 0%, expected volatility - 107.02%, risk-free interest rate - 3.71% and an expected average life of 3 years.

The debentures consist of the liability component and conversion feature. Due to the convertible debenture being denominated in US$, the conversion feature has been presented as a non-cash derivative liability.

On April 26, 2023, the Company agreed to the terms of a proposed shares-for-debt transaction with several arm's length creditors of the Company and agreed to settle a total of approximately $749,020 of indebtedness through the issuance of an aggregate of 2,080,609 units a deemed price of $0.36 per unit. Each unit consists of one common share of the Company and one common share purchase warrant, with each warrant entitling the holder to purchase an additional common share at a price of $0.55 per share until April 26, 2028. The fair value of the 2,080,609 warrants was estimated at $324,828 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield - 0%, expected volatility - 126.25%, risk-free interest rate - 2.98% and an expected average life of 5 years.

2024 Financial Activities

On February 5, 2024, the Company announced that it closed a debt settlement transaction, pursuant to which the Company settled US$2,711,000 of indebtedness owing to Ocean Partners through the issuance of US$2,711,000 aggregate principal amount of unsecured convertible debentures of the Company.

The convertible debenture issued in connection with the debt settlement were issued on substantially the same terms as the unsecured convertible debentures closed on December 20, 2023. The convertible debentures issued pursuant to the debt settlement are subject to a four-month hold period which expired on June 6, 2024.

The debentures consist of the liability component and conversion feature. Due to the convertible debenture being denominated in US$, the conversion feature has been presented as a non-cash derivative liability.

On the date of issuance, the fair value of the derivative liability was estimated to be $748,337 using the Black-Scholes option pricing model with the following assumptions: expected dividend yield - 0%, expected volatility - 95.0%, risk-free interest rate - 4.28% and an expected average life of 2.87 years.

The fair value of the liability component was recorded at $2,918,833, discounted at an effective interest rate of 20%. Refer to Note 15 (ii) in the financial statements.

On February 27, 2024, total of 306,000 units issued to consultants in the debt settlement transaction that closed in prior year were canceled.

On February 13, 2023, the Company announced that it entered into a loan agreement for $580,392 (GBP 347,000) with London-based family office Melquart Limited ("Melquart"), an insider and control person of the Company (as defined by the TSXV). During the year ended December 31, 2024, Melquart advanced an additional $137,936 (GBP 76,965) to the Company with the same terms.

Production/Mine Development

Underground development of the decline tunnel at the Omagh gold mine, located at the base of the existing open pit, commenced in early 2017 and the mine commenced limited production of gold concentrate during the third quarter of 2018. Underground development of the decline tunnel continued to be progressed during 2018 and 2019 from feed produced in the development of the Kearney vein. The plant had continued limited production of a gold & silver concentrate using a non-toxic, froth-flotation process, run on a batch basis from a stockpile of underground vein material plus additional feed produced from on-vein development operations. Blasting operations had been limited since all blasting must be supervised by the Police Service of Northern Ireland (PSNI) and were not sufficient for the desired level of operations. The Company had been working with the PSNI during 2019 to increase blasting availability to normal levels for an underground mine. While progress had been made and substantive investment incurred in accordance with recommendations, the Company was still awaiting final approvals from the authorities to be able to implement its increased blasting protocols at the end of the third quarter of 2019. The arrangements, current at that time were not sufficient to allow for the expansion of mine operations as envisaged by the Company's existing mine plan and until changes were agreed, the inefficiencies caused by those arrangements formed an increasing financial burden, which had proved a significant drain on the financial resources of the Company which resulted in the temporary suspension of blasting at the mine during the fourth quarter of 2019 (see press release dated October 29, 2019) resulting in the numbers employed at the operation were reduced from 46 to 21. During the second quarter of 2020 Galantas reported that confirmation has been received from PSNI, regarding their satisfaction of certain secure storage and handling protocols required for an increase in blasting to a commercial level subject to financial matters being agreed. These financial matters have since been agreed.

A probe drilling campaign was carried out following the suspension of operations using the retained personnel and equipment. The results of this campaign, combined with detailed mapping of the exposed mineralisation underground suggests zones of higher width of mineralisation within the vein, linking adjacent levels. This supports an implication that such zonal mineralisation may continue at depth, with enhanced exploration potential for targeting gold resources particularly to the north and within the Company's license area. Probe drilling does not provide samples suitable for use in mineral resource estimates but can provide strong indications where mineralisation is concentrated and is of significantly less cost than core drilling. During the second quarter of 2021, the Company reported that it had filed a short technical report in respect of the probe drilling campaign. The report is available on www.sedar.com and www.galantas.com.

Following the suspension of blasting operations at the mine, the processing plant continued to operate on a limited basis. In March 2020 and following UK government guidelines regarding Covid-19, processing operations temporarily ceased until later in May when the Company announced that concentrate processing has recommenced. The company carried out maintenance to the processing plant during the milling suspension, to minimise future maintenance interruptions. The restart follows a review of Northern Ireland / UK government health advice regarding Covid-19, a risk assessment and the introduction of appropriate modifications to working practices. Feedstock for the processing plant is from low grade stock until suitable arrangements are in place to recommence development underground. The number of employees that had been furloughed during the first quarter under a NI/UK government scheme was reduced from seven to three and then to zero. Concentrate production during 2020 totalled 293 tonnes of concentrate provisionally assessed as grading 95 g/t. Shipments of concentrate under the off-take arrangements had previously commenced during the second quarter of 2019. For the year 2020 provisional revenues from concentrate sales totalled US$ 1,355,000.

Until the mine reaches the commencement of commercial production, the net proceeds from concentrate sales will be offset against Development assets.

The Company continued to seek alternatives during the first quarter 2021 including reviewing its licenses and operations; and considering the possibility of engaging in a sale, joint venture, partnership or other options with third parties and alternative financing structures.

The Company has been working with the PSNI on an ongoing basis to agree arrangements that would increase blasting availability to normal levels for an underground mine.

During the second quarter the company reported that confirmation had been received from PSNI, regarding their satisfaction of certain secure storage and handling protocols required for an increase in blasting to a commercial level subject to financial matters being agreed. These financial matters have now been mutually agreed and, following a formal agreement, a limited re-start of underground blasting commenced late in the first quarter of 2021 and was announced March 12, 2021.

On February 3, 2021 the Company announced that a formal agreement regarding blasting was reached between the Company's operating subsidiary and the Police Service of Northern Ireland (PSNI). The PSNI have responsibilities regarding the supervision of the use of blasting materials in Northern Ireland.

The agreement provides the potential for a materially improved economic arrangement for an expansion of underground blasting, required for full production, to take place at the Omagh Mine. The agreement has followed a comprehensive review by the PSNI and regulators.

On March 12, 2021 the Company announced that limited blasting underground had re-commenced. Development mining of the Kearney gold vein has re-started on a single shift basis. It is expected to produce a feed of higher gold grade for the processing plant than the current feed, which comes from low grade stock.

Total concentrate production is expected to rise, driven by an expected higher feed grade. During the period of suspension of blasting operations at the mine, key mining skill sets were preserved by the incorporation of personnel within process plant operations.

The limited re-start was being carried out within limited cash resources, using a single existing equipment suite, which was fully operational.

On April 16, 2022, the Company provided an operational update for the operating mine.

Underground blasting (as reported March 12, 2021) continued with mining on a single shift basis. As expected, development of the Kearney vein has produced a feed of higher gold grade for the processing plant than the existing feed, which comes from low grade stock.

Safety is a high priority and the company continued to invest in safety-related training and infra-structure. The zero lost time accident rate since the start of underground operations, continues. Environmental monitoring demonstrates a high level of regulatory compliance.

The initial objective following the investment in May 2021, was to re-establish the mine to facilitate future production, including priority areas such as.

- the rebuilding of the mining team and rebuilding/acquiring a ‘fit for purpose’ equipment fleet
- upgrading mining services such as electrical and pumping, suitable for future development
- rehabilitation of working areas to ensure safe mining
- improving safe systems of mining aligned with best practice mining
- successfully completing the period of restricted blasting with the PSNI
- facilitating the underground and surface exploration programme
- upgrade of the surface mineral processing facilities
- facilitating the upgrade of the tailings facility and the restoration programme

As part of the objective, Galantas engaged JDS to assist with a mine plan, ventilation plan and budget. An experienced Safety Manager has been recently employed to ensure that the mine works towards ‘best practice’ safety standards. Waste development to new ore drives will be a focus area for development mining, while at the same time starting the first production stopes in the upper Kearney zone.

Development has restarted on the Joshua decline and exploration drilling from surface which started in early August 2022, is focused on this area. Underground exploration commenced in late August and drilling was initially focused on the Kearney zone. In August 2022, the PSNI agreed that the mine can blast on a daily basis with previous restrictions removed. New and refurbished ‘used’ equipment arrived on site and training on these units is now complete.

On February 23, 2023, the company announced that the recruitment and retention of underground mining crews at the Omagh Project has continued to be a challenge due to the consequences of only being able to recruit miners from the UK and Ireland, greatly impacting productivity. A core group of experienced miners is now focused on plans for mine and waste development, prioritizing access to the high-grade dilation zones below the current underground workings as the Company looks to transition to contract mining with Q.M.E. Mining Services (NI) Ltd. as a potential manpower, mining and development solution. The Company will establish a new mine optimization plan to develop to the high-grade dilation zones at depth to maximize productivity.

On April 11, 2023, Galantas announced an extension to its drilling program at the Omagh Gold Project in Northern Ireland. An initial 600 metres of diamond drilling is planned from the underground development to target the Kerr zone and deeper extensions of the Joshua Vein.

The underground drive between the Kearney and Joshua veins provides an opportunity to drill the under-explored area between these two main veins, approximately >300 metres north, and on strike of the Kerr surface exposures. It also allows for deeper targeting of the Joshua Vein. Specifically, new drill holes will test the down-dip potential of a deep dilation zone* and also target areas outside of the current model.

Earlier results for drill holes within the deeper dilation zone on the Joshua Vein include:

- 8.4 grams per tonne (g/t) gold (Au) over a 26.6-metre intersection (see Galantas news release dated June 11, 2012).
- 12.4 g/t Au over a 5.6-metre intersection (see Galantas news release dated August 27, 2013).

On April 18, 2023, Galantas announced that drilling at the newly acquired Gairloch Project will commence by the end of Q2 2023. Drill mobilization has commenced for an initial 800-metre program targeting the Kerry Road deposit, including testing the depth potential of near surface mineralization.

On June 14, 2023, the Company announced that mining contractor QME Mining Services (NI) Ltd. Ireland (“QME”) has successfully concluded its due diligence process at the Company’s Omagh Gold Project in Northern Ireland, as part of its work on a sustainable mine plan.

It is envisioned that the mine plan will allow the Company to further develop and mine the ore zones down to the existing lower levels of the Omagh Mine. The mine plan is aimed to optimize production from the dilation zones, which have potential for higher grades and thicker widths of mineralization. The mine plan will outline a staged production plan, estimating the initial production levels, followed by staged expansions of production. The Company believes this will be a lower capital cost pathway of de-risking the growth in production, while the Company continues its focus on exploration and expanding its mineral resources at Omagh. The forthcoming mine plan will involve mining both the Joshua and Kearney veins, leveraging QME's highly skilled workforce and state-of-the-art original equipment manufacturer (OEM) mining equipment.

QME was founded in 1985 and is an experienced mining services provider engaged in mine development and the supply of new and re-manufactured equipment for underground and open pit use. QME is currently engaged in mining contracts in Ireland and Portugal and has prior experience in mining projects in the Republic of Ireland, Northern Ireland and Scotland. Current and past clients include Tara Mines, Dalradian Gold, Lundin Mining and Barrick Gold.

The mine continues to process low grade ore from stockpiles, providing gold concentrate to the market.

In April 2024, the company produced a report ‘A summary of the trial stoping at the Cavanacaw Mine’, which described the process of mining six trial stopes in 2022 and 2023. The report concluded that the mining of the Cavanacaw mine can be completed successfully utilising a longhole open stoping mining method.

On July 10, 2024, the Company announced that it agreed in principle to a proposal from G&F Phelps to develop a solar power facility at the Cavanacaw Gold Mine at the Omagh Project. The two-megawatt facility, with battery storage, is expected to significantly boost power generation on site and provide lower cost power than existing diesel generation, at a significantly lower carbon footprint. The proposal anticipates G&F Phelps renting rehabilitated land comprised of former tailings cells and a filled southern section of the former open pit. G&F Phelps is expected to provide the majority of capital required for the 25 project, recouping the cost from the power generated. The proposal is subject to a detailed cost study, impact assessment and planning permission from regulatory authorities. Surplus power from the solar facility is expected to be exported to the local grid.

On November 20, 2024, the Company produced a report 'The Omagh Project – Exploration and Mining Plan' which described the plan for future exploration and a mine development and production plan. The report highlights the key exploration targets identified to increase the resource and a mining plan for the next 4.5 years.

The mine continues to process low grade ore from stockpiles, providing gold concentrate to the market.

Reserves and Resources

In November 2022, Micon International were appointed to produce a NI 43-101compliant Mineral Resource Estimate for the Cavanacaw project. This process completed at the end of Q2 2023 and is summarised in press release on 18th July, 2023. The Mineral Resource estimate (see Table below) is the most robust estimate for the Kearney and Joshua Veins demonstrating reasonable prospects for eventual economic extraction (RPEEE).

Classification	**Vein**	**Tonnage (tonnes)**	**Gold Grade (grams/tonne)**	**Contained Gold (ounces)**
Measured	Kearney	94,131	6.73	20,371
	Joshua	18,381	6.59	3,897
Indicated	Kearney	402,924	6.50	84,258
	Joshua	247,217	7.39	58,730
Measured + Indicated	Kearney	497,055	6.54	104,629
	Joshua	265,598	7.33	62,627
	Total Measured + Indicated	762,653	6.82	167,256
Inferred	Kearney	402,479	5.33	69,020
	Joshua	283,925	6.21	56,648
	Total Inferred	**686,404**	**5.69**	**125,668**

Mineral Resources of the Kearney and Joshua vein system, effective June 22, 2023.

Notes:

1. *The Mineral Resource Estimate has been prepared in accordance with National Instrument 43-101 (NI 43-101) Standards of Disclosure for Mineral Projects.*
2. *To demonstrate Reasonable Prospects for Eventual Economic Extraction (RPEEE), underground Mineral Resources were constrained by Mineable Shape Optimizer (MSO) shapes of 1.2 m minimum stope width optimized to a cut-off of 2.25 g/t Au to demonstrate RPEEE.*
3. *Economic parameters for cut-off grade determination: US$1,800 oz Au price, 92% process recovery, 90% payability, 4% royalty, US$120 t mining cost, US$30.72 t processing cost, US$13 t general and administration.*

4. *Diluted tonnages and grades are reported based on minimum stope widths.*
5. *Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. There is no certainty that all or any part of the estimated Mineral Resources will be converted into Mineral Reserves.*
6. *Average density values: mineralized veins = 2.98 t/m^3, waste =2.70 t/m^3.*
7. *Grade interpolation by 2D inverse distance cubed (ID^3) using a block size of 5 m (X) by 5 m (Y).*
8. *Grade capping for outliers at 80 g/t Au.*
9. *Mineral Resource Classification:*
    a. *Measured - within 20 m of channel samples used in the Mineral Resource estimate or volumes where the average distance to the nearest drill hole is <30 m and the majority of intercepts are from recent underground drill holes.*
    b. *Indicated - volumes where the average distance to the nearest drill hole is <30 m.*
    c. *Inferred - all other interpolated blocks inside the vein wireframes.*
10. *Mineral Resources are inclusive of Mineral Reserves.*

The 2023 MRE for the Omagh Project is set out in the table below. It includes the results of the Mineral Resource Estimate for the Kearney and Joshua vein systems by Micon, effective June 22, 2023 (above). All other veins were not updated during this process and therefore remain unchanged from the 2014 PEA.

	Measured			Indicated			Inferred		
Vein	**Tonnage (t)**	**Gold Grade (g/t)**	**Contained Gold (oz)**	**Tonnage (t)**	**Gold Grade (g/t)**	**Contained Gold (oz)**	**Tonnage (t)**	**Gold Grade (g/t)**	**Contained Gold (oz)**
Kearney	94,131	6.73	20,371	402,924	6.50	84,258	402,479	5.33	69,020
Joshua	18,381	6.59	3,897	247,217	7.39	58,730	283,925	6.21	56,648
Kerr	6,848	4.63	1,019	12,061	4.34	1,683	23,398	3.20	2,405
Elkins	-	-	-	68,500	4.24	9,000	20,000	5.84	3,800
Gormleys	-	-	-	-	-	-	75,000	8.78	21,000
Princes	-	-	-	-	-	-	10,000	38.11	13,000
Sammy's	-	-	-	-	-	-	27,000	6.07	5,000
Kearney North	-	-	-	-	-	-	18,000	3.47	2,000
TOTAL	**119,360**	**6.59**	**25,287**	**730,702**	**6.56**	**153,671**	**859,802**	**6.24**	**172,873**

Notes:

1. *Updated Mineral Resource Estimate for the Kearney and Joshua vein was completed by Micon in June 2023.*
2. *All other veins were not updated during 2023 and therefore remain unchanged from the 2014 Mineral Resource estimate by Galantas as stated in the technical report "Resource Estimate, Preliminary Economic Assessment & Detailed Feasibility Study on the Omagh Gold Project, County Tyrone, Northern Ireland" dated July 26, 2014 and filed on September 4, 2014.*
3. *Reported Contained Gold (oz) for veins from the 2014 Mineral Resource Estimate have used an inconsistent factor to convert from grams to ounces.*
4. *Mineral Resources are inclusive of Mineral Reserves.*

The MRE, prepared by Micon International Limited ("Micon"), includes the main Kearney and Joshua vein systems which have been updated on the basis of 42 additional drill holes and a complete review of the previous vein wireframe interpretations.

Highlights of the Omagh Project 2023 MRE include:

Increased strike and depth continuity of modelled veins in the Kearney and Joshua vein systems.

The Mineral Resources are the most robust estimate of the Kearney and Joshua veins demonstrating reasonable prospects for eventual economic extraction (RPEEE).
53% of Mineral Resources are reported in the Measured and Indicated categories.

Total contained gold ounces have increased by 77% from the previous 2014 estimate (announced on July 28, 2014).

Exploration

An exploration programme carried out between 2011 and 2013 included the drilling of 17,348 metres of core and channel sampling on the Joshua, Kearney and Kerr vein systems. Assay results from both the drilling and channel sampling programmes were encouraging with significant gold intersections encountered. A new programme commenced in September 2015 to target the Joshua vein at depth. In total, 3,602 metres were drilled by March 2016. In early 2016 Galantas reported the assay results for three holes completed in 2015 (see press release dated January 26, 2016). Most notable was hole OML-DD-15-155 which intersected a wide zone (13 m true width) of the Joshua vein at a vertical depth of 117 m grading 9.9 g/t Au. This drilling programme also identified a new vein, Kestrel, running 70 m west of Joshua. An initial shallow (42.4 m) intersect returned 35.8 g/t Au over 0.7 m true width. A further drill hole targeted the Kestrel vein ~80 metres north and hit mineralisation at a vertical depth of 73 m (3.2 g/t Au over 1.2 m true width). Two 155 m deep water monitoring holes were drilled at the beginning of 2017; these were located according to planning specifications, not with the aim of mineral recovery. However, the PQ drill core provided insight to key lithological changes with depth, north and south of the site. This information was incorporated into the site mapping project instigated during the summer of 2016.

Geologists recorded and analysed detailed geological information underground which could not be gained through surface exposure or diamond drilling. Plan maps of mineralisation were compiled and digitised for all of the ore drives in the third quarter of 2019. Detailed maps indicated vein swelling and marginal gold grade increase in predictable zones along ore drives in the first four levels of the mine development. Zones of enhanced mineralisation appear to occur on shallow north dipping planes and may be tied in with the initial south-east directed thrusting which forced Dalradian metasediments over the Tyrone Igneous Complex. Earlier mapping by Galantas geologists in the Creevan Burn revealed evidence for a thrust stack rooted in graphitic schist. Recent spatial data analysis provides support for the continuation of this thrust stack to the north. Testing of this model began in 2019 through a probing and sediment sampling programme. Initial results have helped to build a clearer picture of the location and extent of dilation zones. Follow-up work has brought together and incorporated historic surface channel data and drill core evidence in the model. Further confirmation of the apparent trends is expected to enhance targeting of future exploration and has potentially economic improvements to the underground mine plan. During the first quarter of 2020 an exploration report was prepared, detailing the underground geological observations and interpretations (see Press Release 6th May 2020). Results from the current 4000 m drilling programme support the theory of dilation zones (see below).

Flintridge Resources Ltd submitted an application for two exploration licences (24th June 2021) in the Republic of Ireland these were previously held by OML (Omagh Minerals Limited, a Galantas subsidiary) but relinquished in August 2020. The Co. Leitrim licences, PLs 3162 and 1469, sit in lithologically and structurally prospective ground south-west of the Lack inlier along the same system of regional faults. The Geoscience Regulation Office (GSRO) issued the prospecting licences over areas 1469 and 3162 to Flintridge Resources Ltd on 28th April 2022. Following a successful review in June 2024 the licences have continued into their third year. Omagh Minerals Ltd surrendered three Republic of Ireland licences: 3039, 3040 and 3235, the process was completed in April 2024

During the second quarter of 2021 a soil grid was completed over the Garvetagh Hill area of licence OM4 (Northern Ireland). The 63-sample high resolution grid (50m interval) was centred on a historic base metal geochemical anomaly cluster. In April 2022 deep overburden (pionjar) sampling was carried out over the Garvetagh Hill target, as well as two other target grids within the OM4 licence. The work was contracted out to BRG and completed in Q2. Results of this showed raised base metal occurrences within a central portion of the grid, over a north-south trend. Infill sampling and a short extension to the south was completed in April 2024.

The Mineral Prospecting Licence for OM1 expired in July 2022, a re-application was submitted to the Department for the Economy (Minerals and Petroleum Branch) in December 2021 and granted by the Department at the end of the third quarter. The new licence (OM1/22) commences on 1st October 2022. A re-assessment of targets in the western half of the Lack Inlier (OM1 licence) was carried out through field mapping and sampling in July 2021. A revision of the main lithological boundaries has been conducted, and a new Member ('the Cavanacaw Member' - a sub-category of the Mullaghcarn Formation) has been identified as the host for mineralisation due to its distinctive mechanical properties. Towards the end of 2023 a ~1.4km2 area ~5km west of the mine site, known as Cornavarrow, had been selected for an Induced Polarization (IP) gradient array survey. The survey was completed during Q1 and results are reported in the March 6th 2024 release. In summary, a 900 m north-south trending apparent resistivity anomaly was identified within the Cornavarrow target area. The geophysical signal is similar to that found over both Pigeon Top and Elkins, in September 2021; it is possible that these north-south aligned anomalies represent fault structures in the bedrock (see press release, 1st December 2021).

The OM4 Mineral Prospecting Licence is due to expire in May 2025. An application for a further 6-year term was submitted to the Department for the Economy on 12th November 2024. The processing of this application is expected to take a maximum of six months.

Drilling Programme

Surface drilling began during the last week in July 2021 following Permitted Development notification to the Council on 22nd June. The surface programme targeted key areas of the Joshua vein to increase resource confidence and test the location of dilation zones. The Permitted Development allowed surface drilling to continue to the 12th November. Over the four month period a total of 1,262 metres were drilled from surface over eight holes. Three holes successfully targeted dilation zones with results of 7.7 g/t gold and 24.3 g/t silver over an estimated true width of 1.8m (2.7 m intersection) in FR-DD-21-164; 10.1 g/t gold and 93.5 g/t silver over 4.3 m (6.5 m intersection) in FR-DD-21-171; and 17.4 g/t gold, 74.6 g/t silver, over 6.9 m (13.1 m intersection) in FR-DD-21-175.

A second rig arrived on site at the end of August and underground drilling from the Kearney development began on the 6th September 2021. The underground drill programme targeted 'Inferred' areas of the Kearney main vein and also tested the continuity and grade of mineralisation running parallel. By the end of the fourth quarter, a total of 866.4 m had been completed from two levels underground. Key results include two intersections on a parallel running zone of mineralisation a few metres west of the main Kearney vein yielding 17.7 g/t gold, 50.9 g/t silver over an estimated 1.2 m (2.5 m intersection) in FR-DD-21-UG-168, and 26.7 g/t gold, 88.2 g/t silver over 1.6m (2.9 m intersection) in FR-DD-21-UG-170. Intersections on the 'B' and 'C' Kearney lenses were also recorded in the fourth quarter, with results of 73.6 g/t gold and 93.4 g/t silver over an estimated 1.3 m (2.2 m intersection), and 23.8 g/t gold and 16.8 g/t silver over an estimated 1.5 m (2.9 m intersection), respectively.

Further results for the 4000m drill programme were published on 31st January,21st March, 16th May, 4th August & 24th October 2022 (see press releases). A total of 4,232 m of drilling had been carried out by the end of 2022.

Drilling highlights for 2022 include: Hole FR-DD-22-UG-181 which yielded 31.7 g/t gold and 58.5 g/t silver over 3.3 m (7 m intersection) at the main Kearney Vein including 106.3 g/t gold and 111 g/t silver over 0.5 m (1 m intersection). FR-DD-21-UG-174 which intersected 73.6 g/t gold and 93.4 g/t silver over 1.3 m (2.2 m intersection) on a parallel-running vein known as the 'B-lens', FR-DD-21-UG-176 which hit 23.8 g/t gold and 16.8 g/t silver over 1.5 m (2.9 m intersection) on the 'C-lens'.

Hole FR-DD-22-UG-186 which targeted a dilation zone within the Kearney Vein and intersected 31.8 g/t gold and 39.2 g/t silver over 4.4 metres. A summary table of drill holes reported in 2022 is shown below. The dilation zone image for Kearney is also shown in the Figure below.

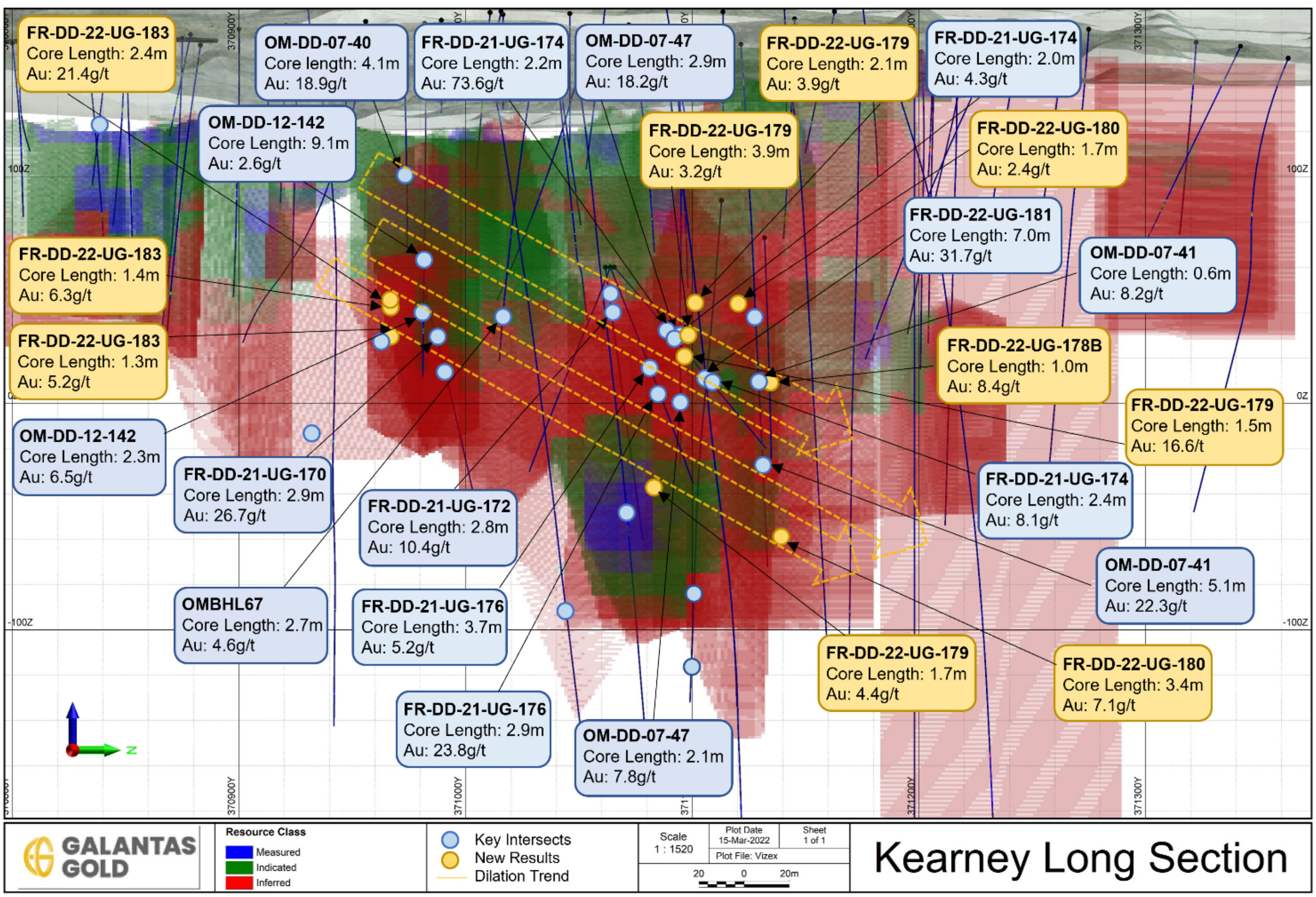
Hole ID	Azimuth/ Dip (degrees)	Intersect (m) (downhole)	Est. true width (m)	Intersect vertical depth (m)	Gold (g/t)	Silver (g/t)	Lead (%)	Core loss (%)
FR-DD-22-UG-191	277.2/74	11	**3**	169	**6.3**	32.1	0.9	3.3
Including		4.5	1.2		14.2	59.3	1.5	6.9
FR-DD-22-UG-188	121.5/63	2.9	1.1	170	9.3	23.3	2.6	0
FR-DD-22-UG-187	073/49	2.4	**1.5**	128	**13.2**	27.7	1	3
And	073/49	1.8	1.1	133	5.5	5	0	23.5
And	72.5/52	1.8	1.1	152	6.7	8.6	0.3	6.9
FR-DD-22-UG-186	039/37	3.3	**2.5**	140	**10.4**	29.4	1.6	0
and	039/37	4.4	**3.0**	143	**31.8**	39.2	4.0	0
including		1.4	**1.0**		**69.6**	86.6	9.6	0
and	038/37	1.2	0.7	156	6.7	6.8	0	0
FR-DD-22-UG-185	158.4/28	2.3	0.5	141	3.8	4.8	0.2	22.0
and	160.4/33	2.0	0.5	184	2.2	2.8	0.1	7.4
FR-DD-22-UG-183	90/24	2.4	**2.2**	116	**21.4**	32.9	0.8	0
and	90/24	1.4	1.2	118	6.3	7.4	0.5	0
and	93/26	1.3	1.1	132	5.2	4.6	0	0
FR-DD-22-UG-182	122.2/55.3	2.1	1.0	158	8.9	36.4	0.9	36.8
FR-DD-22-UG-181	99/60	7	**3.3**	150	**31.7**	58.5	2.8	10
including		1	0.5	155	106.3	111	3.2	0
and	95/67	1.2	0.4	244	2.2	1.5	0.1	0
and	95/69	2.3	0.7	278	7.3	5.7	0.2	22
FR-DD-22-UG-180	77/54	1.7	1	116	2.4	7.6	0.3	0
and	75/57	3.4	1.7	219	7.1	13.2	0.8	0
FR-DD-22-UG-179	106/50	2.1	1.1	117	3.9	6.8	0	0
and		3.9	2	130	3.2	9.8	0.5	0
and	107/50	1.5	**0.8**	138	**16.6**	26.9	0.6	0
and	106/52	1.7	1	197	4.4	5.6	0.1	19
FR-DD-21-UG-178B	87/58	1.0	0.5	152	8.4	32.1	1.5	0
FR-DD-21-UG-176	54.7/56.6	3.7	1.9	148	5.2	6.4	0.1	10.9
and	54.5/57.2	2.9	**1.5**	160	**23**.8	16.8	0.1	0
FR-DD-21-175	275.5/58.2	13.1	6.9	71	17.4	74.6	1.9	8.4
including		8.7	**4.5**		**25.3**	108.4	2.9	9.2
FR-DD-21-UG-174	35.6/44.6	2.2	**1.3**	134	**73.6**	93.4	8.9	0
and	35.6/44.6	2	1.2	137	4.3	3.9	0	0
and	35.9/44.3	2.4	1.3	153	8.1	7.7	0.2	2.1

Five further holes were published during 2023, results from these are presented in the Table below (see press releases 9th February 2023,19th July 2023 and 18th September 2023).

Hole ID	Azimuth/ Dip (degrees)	Intersect (m) (downhole)	Est. true width (m)	Intersect vertical depth (m)*	Gold (g/t)	Silver (g/t)	Lead (%)	Core loss (%)

FR-DD-23-196	250.1/50.3	2.5	1.5	132	13.1	91.6	8.9	1
FR-DD-23-UG-193	52.9/44.3	1.7	1.1	102	19.8	11.3	0	0
FR-DD-22-UG-192	261/69.1	11.1	4.0	156	6.2	46.6	1.2	1.8
Including		2.7	1.0	163	22.5	170.8	4.6	3.9
And	261/69.1	1.1	0.4	179	14.4	13.6	0.4	0
FR-DD-22-UG-190	110.8/43.4	1.4	1.0	128	4.0	3.5	0	28
And		1.7	1.2	142	5.0	2.7	0	3.2
FR-DD-22-UG-189	129.4/26.1	1.9	1.3	131	4.7	8.8	1	8.3

Summary of drill holes reported during 2022



Current dilation zone image for Kearney showing key results only (see release May 16th 2022).

A second Permitted Development notification, for the drilling of on-site surface exploration holes, was submitted to the local Council on 1st October 2021. The local Council issued a direction in pursuance of

Article 7 of the General Permitted Development Order 2020, a Planning Application was submitted on 21st June for this phase of surface drilling which is now completed. Gravis Planning have been engaged in this process. Full planning permission to drill eight boreholes from three locations within the mine site was granted during Q1 2024. These holes target the southern portion of the main Joshua Vein. Underground drilling continued until June and at the beginning of July 2023 the rig was moved to surface following a successful Permitted Development notification. Two holes were drilled from surface targeting the south of the Joshua Vein, during the third quarter. FR-DD-23-196 successfully targeted an undrilled area of the earlier (2014) resource model and the intersection fell within a predicted dilation zone. Results for this hole were: 13.1 g/t gold, 91.6 g/t silver over a 2.5 m intersection (see release Sept 18th 2023).

A notification for drilling three holes on the Kearney North target was submitted to the local council in April 2024; these holes can be drilled under Permitted Development following a positive meeting of the Local Council Planning Committee on May 22nd, 2024 (Release May 28, 2024).

Micon International were appointed to produce a NI 43-101compliant Mineral Resource Estimate for the Cavanacaw project and this process began in the fourth Quarter 2022. The results of this were published in a press release on 18th July 2023 and are summarised in the 'Reserves and Resources' section above.

Gairloch Update

On July 10, 2023, the Company announced the results of the first exploration drill hole at the Gairloch Project in Scotland.

Drilling highlights:

- Cobalt and vanadium, which are part of the UK's list of critical minerals[1], have been discovered, in addition to other minerals that are important raw materials enabling the transition to clean energy, including copper, silver, titanium and zinc.
- Hole 23-GL-01 intersected 2.87% copper (Cu), 0.77 grams per tonne (g/t) gold (Au), 0.46% zinc (Zn), 0.03% cobalt (Co) and 7.52 g/t silver (Ag) over 17.90 metres, including 5.08% Cu, 0.46 g/t Au, 0.35% Zn, 12.93 g/t Ag, 0.01% Co, 0.23% titanium (Ti) and 176 g/t vanadium (V) over 1.68 metres.
- Four holes have been completed over the main deposit area totalling 190.4 metres

Hole	From (m)	To (m)	Width (m)	Gold (g/t)	Copper (%)	Zinc (%)	Cobalt (%)	Silver (g/t)	Titanium (%)	Vanadium (g/t)	Copper Equivalent (%)
23-GL-01	4.78	22.68	17.90	0.77	2.87	0.46	0.03	7.52	0.02	19.93	3.77
including	21.00	22.68	1.68	0.46	5.08	0.35	0.01	12.93	0.23	175.48	5.66

Notes:

1. Reported intervals are downhole widths.

2. The copper equivalent values are estimated using approximate metal prices of $8,350/t copper, $2,480/t zinc, $1,900/oz gold, $23/oz silver and $33,140/t cobalt and are presented for ease of interval comparison only. Metallurgical factors are assumed to be 100% although recovery factors and smelter returns may vary significantly.

3. True width is estimated at 17.7 metres, based on historical information that the unit dips at approximately 50 degrees. Galantas drilled down dip at 45 degrees intersecting the mineralization at 85 degrees.

While the titanium and vanadium grades are low in this first hole, it indicates their presence within the system and the potential to discover higher grades.

This drill hole is part of a program of eight holes aiming to test the Kerry Road deposit which has seen limited historical drilling and has never had a resource estimate. The mineralized horizon intercepted in the first hole 23-GL-01 was observed within a quartz carbonate rich unit sandwiched between hornblende schist. The sulphide within this horizon was predominantly massive and semi-massive pyrrhotite and chalcopyrite.

Four further holes were reported by the end of 2023 (see Releases 27th July, 29th August 2023 and 16th October 2023)

Drilling highlights:

- Hole 23-GL-02 intersected 1.88 grams per tonne (g/t) gold (Au), 1.23% copper (Cu), 0.51% zinc (Zn), 0.01% cobalt (Co) and 4.64 g/t silver (Ag) over 33 metres, including 2.55 g/t Au, 1.72% Cu, 0.80% Zn, 5.59 g/t Ag and 0.01% Co over 19.33 metres.

- Hole 23-GL-03 intersected 1.34 g/t Au, 0.86% Cu, 0.16% Zn, 82 g/t Co and 3.2 g/t Ag over 18 m.

- Hole 23-GL-04 intersected 4.42 g/t Au, 0.71% Cu, 0.52% Zn, 69 g/t Co and 3.74 g/t Ag over 31 m including 15.46 g/t Au, 0.8% Cu, 1.91% Zn, 133 g/t Co and 6.35 g/t Ag over 6.95 m.

- Hole 23-GL-05 intersected 1.87 g/t Au, 1.17% Cu, 1.2% Zn, 131 g/t Co and 7.06 g/t Ag over 34.25 m.

Summary of Quarterly Results

Revenues and financial results in Canadian dollars for Q4 of 2024 and for the seven preceding quarters are summarized below.

Quarter Ended	Accounting Policies	Total Revenue	Net Income (Loss)	Net Income (Loss) per share & per share diluted
December 31, 2024	IFRS	$ Nil	$ 1,497,180	$ 0.01
September 30, 2024	IFRS	$ Nil	$ (740,629)	$ (0.01)
June 30, 2024	IFRS	$ Nil	$ (1,591,619)	$ (0.01)
March 31, 2024	IFRS	$ Nil	$ (653,616)	$ (0.01)
December 31, 2023	IFRS	$ Nil	$ (4,505,655)	$ (0.05)
September 30, 2023	IFRS	$ Nil	$ (1,313,355)	$ (0.01)
June 30, 2023	IFRS	$ Nil	$ (1,355,516)	$ (0.01)
March 31, 2023	IFRS	$ Nil	$ (1,393,614)	$ (0.01)

The results for the year ended December 31, 2024 are discussed under Review of Financial Results on pages 10-12 of the MD&A.

The net profit for the quarter ended December 31, 2024 totalling $ 1,497,180 consisted of sales revenues $ Nil, cost and expenses of operations $ 42,635, depreciation $111,279, general administrative expenses $756,788 , unrealized gain on derivative fair value adjustment $ 669,065, impairment reversal of $ 3,250,867, write down of prepaid expenses $ 888,889 and foreign exchange loss $623,161.

The net loss for the quarter ended September 30, 2024 totalling $ 740,629 consisted of sales revenues $ Nil, cost and expenses of operations $ 22,283, depreciation $ 110,126, general administrative expenses $ 1,174,156, unrealized gain on derivative fair value adjustment $ 592,489 and foreign exchange loss $ 26,553.

The net loss for the quarter ended June 30, 2024 totalling $ 1,591,619 consisted of sales revenues $ Nil, cost and expenses of operations $ 30,318, depreciation $ 107,281, general administrative expenses $ 1,507,639, unrealized gain on derivative fair value adjustment $ 85,018 and foreign exchange loss $ 31,399.

The net loss for the quarter ended March 31, 2024 totaling $ 653,616 consisted of sales revenues $ Nil, cost and expenses of operations $ 17,332, depreciation $ 106,226, general administrative expenses $ 1,173,035, unrealized gain on derivative fair value adjustment $ 523,850, and foreign exchange gain of $ 119,127.

The net loss for the quarter ended December 31, 2023 totaling $ 4,505,655 consisted of sales revenues $ Nil, cost and expenses of operations $ 34,471, depreciation $ 124,312, general administrative expenses $ 954,247, unrealized gain on derivative fair value adjustment $ 241,886, impairment loss of $ 3,635,570 and foreign exchange gain of $ 1,059.

The net loss for the quarter ended September 30, 2023 totaling $ 1,313,355 consisted of sales revenues $ Nil, cost and expenses of operations $ 24,728, depreciation $ 135,597, general administrative expenses $ 858,600 and foreign exchange loss of $ 294,430.

The net loss for the quarter ended June 30, 2023 totaling $ 1,355,516 consisted of sales revenues $ Nil, cost and expenses of operations $ 72,881, depreciation $ 128,989, general administrative expenses $ 1,187,896 and foreign exchange gain of $ 34,250.

The net loss for the quarter ended March 31, 2023 totaling $ 1,393,614 consisted of sales revenues $ Nil, cost and expenses of operations $ 50,215, depreciation $ 126,105, general administrative expenses $ 1,242,764 and foreign exchange gain of $ 25,470.

Liquidity and Financial Position

The Company, which is involved in mining and exploration activities, has had a limited source of operating revenue in the recent past, as a result of the suspension of mining activities. The Company anticipates receiving additional revenues when the planned underground mine advances. Until the mine ramps up to the point where the funds generated from operating activities will cover normal operating expenses, the activities of the Company will continue to be financed through equity offerings and loans.

Galantas reported a working capital deficit of $ 16,218,988 on December 31, 2024 which compared with a working capital deficit of $ 12,599,514 on December 31, 2023. Current liabilities include financing facilities and loans which are all recorded under amounts due to related parties at December 31, 2024. Loan terms with current finance providers are currently being rolled forward on a month to month basis (see note 20 due to related parties).

The Company had cash balances of $ 525,643 on December 31, 2024 compared with cash balances of $ 2,593,265 on December 31, 2023. Accounts receivable consisting mainly of trade debtors, reclaimable taxes and prepayments amounted to $ 364,362 on December 31, 2024 compared to $ 1,596,880 on December 31, 2023. Inventories of ores on December 31, 2024, which were processed during the following quarter, amounted to $ 213,644 compared with an inventory of $ 18,184 on December 31, 2023.

Accounts payable and other liabilities amounted to $ 3,437,002 on December 31, 2024 compared with $ 3,662,842 on December 31, 2023. Amounts due to related parties on December 31, 2024 amounted to $ 13,885,635 compared to $ 5,838,256 at the end of December 2023.

Off-Balance Sheet Arrangements

The Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on its financial performance or financial condition, including without limitation, such considerations as liquidity, capital expenditures and capital resources that would be considered material to investors.

Related Party Transactions

Related parties include the board of directors, their close family members, substantial shareholders, and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

Related party transactions conducted in the normal course of operations are measured at the fair value (the amount established and agreed by the related parties) and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

The Company entered the following transactions with related parties during the year ended 2024:

Director fees totalled $ 140,000 for the year ended December 31, 2024 ($ 140,000 for the year ended December 31, 2023). Stock based compensation for these directors, the CFO and COO totalled $ 286,097 for the year ended December 31, 2024 ($263,333 for the year ended December 31, 2023).

Remuneration for the President/CEO totalled $189,583 for the year ended December 31, 2024. This compared to $ 197,748 for the year ended December 31, 2023. Stock based compensation for the current President/CEO, was valued at $138,857 for the year ended December 31, 2024 ($ 142,744 for the year ended December 31, 2023).

Remuneration of the CFO totalled $153,130 for the year ended December 31, 2024 compared to $ 113,113 for the year ended December 31, 2023. Stock based compensation for the CFO was valued at $ 34,714 for the year ended December 31, 2024 ($ 29,795 for the year ended December 31, 2023).

As at December 31, 2024 fees due to directors totalled $ 210,000 (December 31, 2023 - $ 140,000) and due to key management, primarily for salaries and benefits accrued at December 31, 2024 amounted to $ 139,886 and are included under due to related parties (December 31, 2023 - $ 25,106).

As at December 31, 2024, the issued shares of Galantas total 114,770,587. Ross Beaty owns 3,744,747 common shares of the Company or approximately 3.3% of the outstanding common shares. Premier Miton owns 4,848,243 common shares of the Company or approximately 4.2%. Melquart owns, directly and indirectly, 28,140,195 common shares of the Company or approximately 24.5% of the outstanding common shares of the Company. G&F Phelps owns 5,353,818 common shares of the Company or approximately 4.7%. Eric Sprott owns 10,166,667 common shares of the Company or approximately 8.9%. Mike Gentile owns 6,217,222 common shares of the Company or approximately 5.4%.

Excluding the Melquart Ltd, Premier Miton, Mr. Beaty, Mr. Phelps, Mr. Sprott and Mr. Gentile shareholdings discussed above, the remaining 49% of the shares are widely held, which includes various small holdings which are owned by directors of the Company. These holdings can change at anytime at the discretion of the of the owner.

Events After The Balance Sheet Date

(i) On January 31, 2025, 500,000 warrants with an exercise price of $0.55 expired unexercised.
(ii) On February 13, 2025, 100,000 warrants with an exercise price of $0.41 expired unexercised.
(iii) On February 28, 2025, 7,666,669 warrants with an exercise price of $0.55 expired unexercised.
(iv) On March 27, 2025, 407,962 warrants with an exercise price of $0.36 expired unexercised.

Critical Accounting Estimates

The preparation of the consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and the reported amount of revenues and expenses during the reported period. Actual outcomes could differ from these estimates. These consolidated financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are applied prospectively. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Significant assumptions about the future that management has made that could result in a material adjustment to the carrying amounts of assets and liabilities, in the event that actual results differ from assumptions made, relate to, but are not limited to, the following:

- the recoverability of accounts receivable that are included in the consolidated statements of financial position;the recoverability of property, plant and equipment incurred on the Omagh underground mine in the consolidated statements of financial position. The Omagh underground mine and the open pit mine are considered as one cash generating unit ("CGU") and were tested for impairment on December 31, 2024 and an impairment in the asset value was recorded in the accounts. The calculations of the recoverable amount of CGU require the use of methods such as the discounted cash flow method, which uses assumptions to estimate future cash flows. Significant assumptions applied in the discounted cash flow calculation include: discount rate, foreign exchange rate, gold sale price, grade of ore mined, mill throughput, mill recovery rate and external contractor costs

- the estimated life of the ore body based on the estimated recoverable ounces or pounds mined from proven and probable reserves of the mine development costs which impacts the consolidated statements of financial position and the related depreciation included in the consolidated statements of loss;
- the estimated useful lives and residual value of property, plant and equipment which are included in the consolidated statements of financial position and the related depreciation included in the consolidated statements of loss;
- stock-based compensation – management is required to make a number of estimates when determining the compensation expense resulting from share-based transactions, including volatility, which is an estimate based on historical price of the Company's share, the forfeiture rate and expected life of the instruments;
- warrants – management is required to make a number of estimates when determining the fair value of the warrants, including volatility, the forfeiture rate and expected life of the instruments;
- convertible debenture is separated into its liability (host loan) and embedded derivative liability (conversion feature). The fair value of the embedded derivative at the time of issue is calculated by using black-scholes valuation model. Subsequent to the measurement of derivative liability, the residual value will be allocated as fair value of the host loan. The host loan will be subsequently measured at amortized cost by using an effective interest rate method (see note 15). Changes in the input assumptions can materially affect the fair value estimates and the Company's classification between debt and derivative components. The transaction costs incurred to obtain the convertible debenture are prorated between equity and debt liability;Derivative financial liability – management is required to make a number of estimates when determining the fair value of the derivative financial liability, including volatility, the forfeiture rate and expected life of the instruments;
- share issued for non-cash consideration - the Company measures equity-settled share-based payment transactions based on an estimate of the fair value of goods or services received, unless that fair value cannot be estimated reliably, in which case the Company measures the fair value of the goods or services received based on the fair value of the equity instruments granted; and
- Decommissioning liabilities has been created based on the estimated settlement amounts. Assumptions, based on the current economic environment, have been made which management believes are a reasonable basis upon which to estimate the future liability. These estimates take into account any material changes to the assumptions that occur when reviewed regularly by management. Estimates are reviewed quarterly and are based on current regulatory requirements. Significant changes in estimates of contamination, restoration standards and techniques will result in changes to liability on a quarterly basis. Actual decommissioning costs will ultimately depend on actual future settlement amount for the decommissioning costs which will reflect the market condition at the time the decommissioning costs are actually incurred. The final cost of the currently recognized decommissioning provisions may be higher or lower than currently provided for.

Critical Accounting Judgments

- Functional Currency– the functional currency for the parent entity and each of its subsidiaries, is the currency of the primary economic environment in which the entity operates. The parent entity has determined its functional currency is the Canadian dollar and each subsidiary to be the UK £ Sterling. Determination of functional currency may involve certain judgements to determine the primary economic environment and the parent entity reconsiders the functional currency of its entities if there is a change in events and conditions which determined primary economic environment.

- Exploration and evaluation assets – the determination of the demonstration of technical feasibility and commercial viability is subject to a significant degree of judgement and assessment of all relevant factors;

- Income taxes – measurement of income taxes payable and deferred income tax assets and liabilities requires management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements; and

- Going concern assumption – Going concern presentation of the consolidated financial statements which assumes that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of operations as they come due; and

- Whether there are any indicators that the Company's property, plant and equipment assets and exploration and evaluation assets are impaired. Where an indicator of impairment exists for its non-current assets, the Company performs an analysis to estimate the recoverable amount, which includes various key estimates and assumptions as discussed above.

Accounting Policies including Initial Adoption

The Company applies International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

The accounting policies and methods of computation followed in the Galantas December 31, 2024 consolidated financial statements and are set out in Note 4 of these annual consolidated financial statements

Financial and Property Risk Management

Property risk

The Company's significant project is the Omagh mine. Unless the Company acquires or develops additional significant projects, the Company will be solely dependent upon the Omagh mine. If no additional projects are acquired by the Company, any adverse development affecting the Omagh mine would have a material effect on the Company's consolidated financial condition and results of operations.

Financial risk

The Company's activities expose it to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate risk, foreign currency risk and commodity and equity price risk). Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

(i) Credit risk and sales concentration
Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash, accounts receivable and long-term deposit. Cash and long-term deposit are held with financial institutions and the United Kingdom Crown respectively, from which management believes the risk of loss to be minimal. All the revenues from sales are from one customer and the accounts receivable consist mainly of a trade account receivable from one customer, value added tax receivable and sales tax receivable. The Company is exposed to concentration of credit and sales risk with one of its customers. Management believes that the credit risk is minimized due to the financial worthiness of this company. Valued added tax receivable is collectable from the Government of Northern Ireland. Sales tax receivable is collectable from government authorities in Canada.

(ii) Liquidity risk
Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company manages liquidity risk by monitoring maturities of financial commitments and maintaining adequate cash reserves and available borrowing facilities to meet these commitments as they come due. As of December 31, 2024, the Company had a working capital deficit of $ 16,218,988 (December 31, 2023 working capital of deficit of $ 12,599,514). All of the Company's financial liabilities have contractual maturities of less than 30 days other than certain related party loans.

(iii) Market risk
Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates and commodity price risk.

(a) Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances, significant interest-bearing debt due to related parties and financing facility. The Company is exposed to interest rate risk on both certain related party loans and third-party loans which bear interest at variable rates.

(b) Foreign currency risk
Certain of the Company's assets, liabilities are designated in GBP and expenses are incurred in GBP which is the currency of Northern Ireland and the United Kingdom while the Company's primary revenues are received in the currency of United States and are therefore subject to gains and losses due to fluctuations in these currencies against the functional currency. The loan from third party is designated in US dollars.

(c) Commodity price risk
The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as it relates to gold to determine the appropriate course of action to be taken by the Company.

Sensitivity analysis

Based on management's knowledge and experience of the financial markets, the Company believes the following movements are reasonably possible over a twelve month period:

(i) Certain related party loans, a loan facility with a third party and convertible debentures are subject to interest rate risk. As at December 31, 2024, if interest rates had decreased/increased by 1% with all other variables held constant, the net loss for the year ended December 31, 2024, would have been approximately $192,000 lower/higher respectively, as a result of lower/higher interest rates from certain related party loans, a loan facility and convertible debentures. Similarly, as at December 31, 2024, shareholders' equity would have been approximately $192,000 higher/lower as a result of a 1% decrease/increase in interest rates from certain related party loans, a loan facility and convertible debentures.

(ii) The Company is exposed to foreign currency risk on fluctuations related to cash and cash equivalents, accounts receivable, long-term deposit, accounts payable and other liabilities, financing liability, lease liability and due to related parties that are denominated in GBP as well as convertible debentures that are denominated in US$. As at December 31, 2024, had the GBP and US$ weakened/strengthened by 5% against the CAD with all other variables held constant, the Company’s consolidated comprehensive loss for the year ended December 31, 2024 would have been approximately $1,074,000 higher/lower as a result of foreign exchange losses/gains on translation of non-CAD denominated financial instruments. Similarly, as at December 31, 2024, shareholders' equity would have been approximately $1,074,000 higher/lower had the GBP and US$ weakened/strengthened by 5% against the CAD as a result of foreign exchange losses/gains on translation of non-CAD denominated financial instruments.

(iii) Commodity price risk could adversely affect the Company. In particular, the Company’s future profitability and viability of development depends upon the world market price of gold. Gold prices have fluctuated widely in recent years. There is no assurance that, even as commercial quantities of gold may be produced in the future, a profitable market will exist for them. A decline in the market price of gold may also require the Company to reduce production of its mineral resources, which could have a material and adverse effect on the Company's value. Management believes that the impact would be immaterial for the year ended December 31, 2024.

Capital Risk Management

The Company manages its capital with the following objectives:

· to ensure sufficient financial flexibility to achieve the ongoing business objectives including funding of future growth opportunities, and pursuit of accretive acquisitions; and

· to maximize shareholder return.

The Company monitors its capital structure and makes adjustments according to market conditions in an effort to meet its objectives given the current outlook of the business and industry in general. The Company may manage its capital structure by issuing new shares, repurchasing outstanding shares, adjusting capital spending, or disposing of assets. The capital structure is reviewed by management and the Board of Directors on an ongoing basis.

The Company considers its capital to be equity, comprising share capital, reserves and deficit which at December 31, 2024 totaled $11,409,709 (December 31, 2023 - $11,357,156). The Company manages capital through its financial and operational forecasting processes. The Company reviews its working capital and forecasts its future cash flows based on future sales revenues, operating expenditures, and other investing and financing activities. The forecast is updated based on its operating and exploration activities. Selected information is provided to the Board of Directors of the Company. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2024. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements, and (ii) the consolidated financial statements fairly present in all material respects the financial condition, financial performance and cash flow of the Company, as of the date of and for the periods presented.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109, Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate do not make any representations relating to the establishment and maintenance of:

(i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
(ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's generally accepted accounting principles (IFRS).
The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in the certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Disclosure of Other MD&A Requirements

Additional Disclosure for Venture Issuers without Significant Revenue or Exploration, Disclosure of Outstanding Share Data

General Administrative Expenses for the Quarter Ended December 31, 2024 and December 31, 2023 are detailed below:

Expense Account	Quarter Ended December 31, 2024	Quarter Ended December 31, 2023
Management & administrative wages	123,701	131,825
Other operating expenses	65,423	90,903
Accounting and corporate	31,508	28,640
Legal & audit	33,084	29,513
Stock-based compensation	73,061	24,054
Shareholder communication and investor relations	42,888	33,251
Transfer agent	(4,410)	17,603
Directors fees	85,000	35,000
General office	15,254	11,601
Accretion expenses	(705,180)	192,603
Loan interest and bank charges	233,065	359,254
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Total	**756,788**	**954,247**

General administrative expenses for the quarter ended December 31, 2024 totaled $ 756,788 compared to $ 954,247 for the quarter ended December 31, 2023.

Management and administrative wages include payroll costs of both Galantas corporate and at the Omagh mine, totaled $ 123,701 for the quarter ended December 31, 2024 compared to $ 131,825 for Q4 2023. Other operating expenses, the majority of which are incurred in GBP and include amongst others professional fees, insurance costs, travel, and other costs, amounted to $ 65,423 for the quarter ended December 31, 2024 compared to $ 90,903 for the quarter ended December 31, 2023.

Accounting and corporate costs for the quarter ended December 31, 2024 amounted to $ 31,508 which is a small increase on the figure of $ 28,640 for the corresponding period in 2023. Legal and audit costs totalled $ 33,084 for the quarter ended December 31, 2024 comparative to $ 29,513 for the corresponding period of 2023.

Stock-based compensation costs for the quarter ended December 31, 2024 amounted to $ 73,061 compared to $ 24,054 for the same period of 2023.

Shareholder communication and investor relations costs amounted to $ 42,888 for the quarter ended December 31, 2024 compared to $ 33,251 for the corresponding period of 2023. Shareholder communication and investor relations costs include shareholders information, investor relations, filing fees and listing fees. Transfer agent's fees included a reversal for Q4 2024 and so a refund of $ 4,410 is shown compared to a cost of $ 17,603 for the same period in the previous year. Directors' fees totalled $ 85,000 for the quarter ended December 31, 2024 compared to $ 35,000 for the corresponding period of 2023. General office expenses amounted to $ 15,254 compared to $ 11,601 for the same period of 2023.

Accretion expenses for the quarter ended December 31, 2024 amounted to $ (705,180) which compared to $ 192,603 for the same period of 2023. Accretion expenses are charged in connection with the accretion of the fair value of the bonus warrants issued in connection with the Ocean Partners loans as set out in Note 20 of the December 31, 2024 consolidated financial statements. Accretion expense also includes accretion on the decommissioning liability as set out in Note 12 of the consolidated financial statements, accretion on convertible debentures laid out in note 15 and accretion on financing facilities with Melquart Limited as set out in Note 20 of the consolidated financial statements.

Loan interest and bank charges for the quarter ended December 31, 2024 were mainly in connection with interest on the G&F Phelps loan which was transferred to Ocean Partners during the year on the same terms. Loan interest and bank charges net of deposit interest amounted to $ 233,065 compared to $ 359,254 for the year ended December 31, 2023.

Disclosure of Outstanding Share Data

The Company is authorized to issue in series an unlimited number of common and preference shares. On April 28, 2025 there were a total of 114,770,587 shares issued, 158,823 warrants with an expiry date of December 20, 2026, 7,924,841 warrants with an expiry date of March 27, 2028, 2,080,609 warrants with an expiry date of April 26, 2028 and 8,690,000 stock options outstanding with expiry dates from May 2026 to April 2029.

Trends Affecting the Company's Business

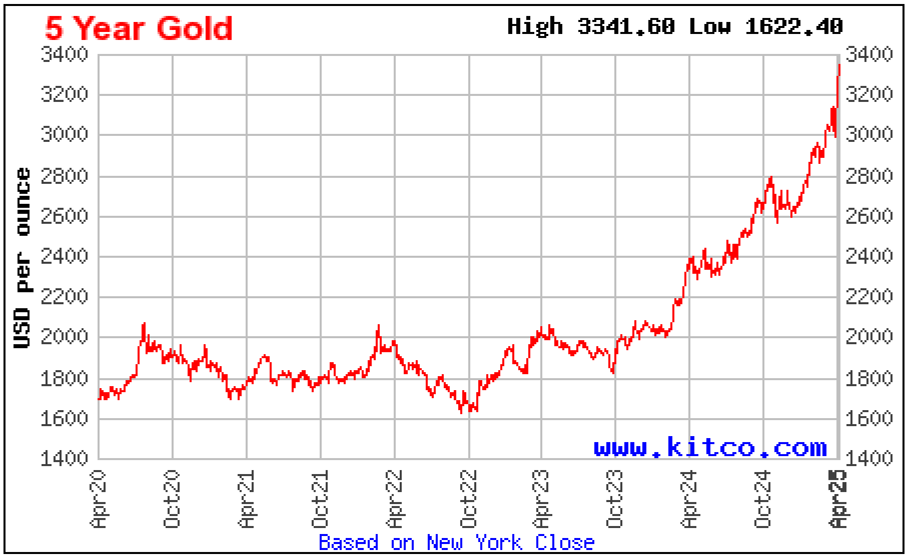
Gold Price in US Dollars and GBP Sterling

The Gold concentrate from the Omagh Mine is sold in US Dollars. Most of the value is accrued from the gold content.

The US Dollar gold price was at a high point in Q3 2020 after being on a generally upward trend since 2019 impacted by worldwide economic uncertainty relating to the Coronavirus Pandemic. Prices in 2021 remained high with the average over the whole year at approx. $1,800. The price spiked in March 2022 after Russia's invasion of Ukraine and then decreased due to the global rise in inflation and related opportunity costs. Throughout 2023 the gold price was on an upward trend hitting $2,078/oz at the end of the year, the highest annual close on record.

The price has continued to increase into 2024 for various reasons, central banks & hedge funds are buying gold in record amounts, interest rates are beginning to decrease again after the spike in inflation which has led to investors seeking out high return assets. There was a short period where the price dropped after the U.S. Election when Donald Trump was elected president. Since this, the price has risen again to an all time high on 16th April 2025 of $3,357.40. This increase is primarily driven by escalating geopolitical tensions, notably the intensifying U.S.-China trade conflict marked by President Trump's tariffs These developments have heightened investor uncertainty, prompting a shift towards gold as a safe-haven asset . Additionally, expectations of interest rate cuts by the Federal Reserve have bolstered gold's appeal, as lower rates decrease the opportunity cost of holding non-yielding assets . Central banks, particularly China's, have significantly increased their gold reserves, with substantial purchases observed in early 2025 . Furthermore, the weakening U.S. dollar has made gold more attractive to international investors. If these current geopolitical and economic trends continue, further increases are expected.

Galantas has a policy of being un-hedged in regard to gold production.



The US Dollar/GBP Sterling Currency Exchange Rate

Sales revenue at the Omagh mine are designated in US dollars and are converted to GBP Sterling, as operating, exploration and capital costs are designated in GBP Sterling. Thus, a stronger US$/weaker GBP Sterling is to the Company's financial benefit. A currency policy has been adopted of converting incoming payments into the currency required within a short period of receipt, thus avoiding the taking of a large currency position on either side of the market.

The GBP Sterling was on a downward trend against the US Dollar since mid 2021. 2022 Q3 saw the GBP USD exchange rate fall to its lowest level since the 1980's, with the lowest rate of 1.0849 reached on 23 September 2022. This decline was caused by a combination of excessive government spending, record high inflation (due to the coronavirus pandemic and the impact of the Russia-Ukraine conflict on energy and food markets) and economic uncertainty. GBP Sterling has been hit particularly hard due to previous UK government policy announcements which proposed to cut taxes and borrow from international debt markets in an attempt to stimulate the UK economy. Bond markets reacted negatively to this news, causing a large sell off in sterling-denominated assets and downward pressure on market value of Sterling relative to major currencies. This policy was later retracted, and GBP Sterling has been slowly recovering since.

Sterling increased steadily against the USD from 2022 Q3. In mid-July 2023 the pound surged to a 15 month high of 1.31 which was due to UK wage growth and decreasing US inflation. The pound then lost value after the Bank of England voted to lift interest rates to 5.25%, a 15 year high, increasing fears amongst the public that UK that there would be a negative impact the deteriorating UK economy. 2023 ended at 1.27 and has remained steady since – this is due to inflation returning to a lower and more stable level, along with expected decreases to interest rates in 2024.

In 2024, the GBP/USD exchange rate has fluctuated within a range of approximately 1.23 to 1.34 with an average rate of 1.2781 throughout the year. The pound initially weakened in early 2024 due to economic uncertainties and persistent inflation in the UK but recovered due to improved UK economic indicators and expectations of stable monetary policy. The re-election of President Trump led to new uncertainties, including the effect of trade tariffs which have resulted in economic uncertainty and a weakening USD. At the date of this MD&A the USD is contuinuing to show signs of weakness against other major currencies including GBP. This position reflects market apprehension regarding U.S. economic policies and global trade dynamics.

<u>The Canadian Dollar/GBP Sterling Currency Exchange Rate</u>

The accounts of the company are expressed in Canadian Dollars. The majority of costs at the mine are incurred in GBP Sterling and are converted to Canadian Dollars at the average rate for the relevant accounting period. When costs are expressed in Canadian Dollar terms within the Company's financials, there is an increase in costs when there is a fall in value or weakening of the Canadian Dollar against GBP Sterling. A weakening/strengthening of the Canadian Dollar also increases/decreases the value of GBP Sterling based net assets, which are converted at period end rates, when expressed in Canadian Dollars.

As with the US Dollar, there was a downward trend in 2022 impacted by the same factors of economic uncertainty and high levels of inflation. Again, the lowest point was reached after the UK government policy announcement to cut taxes on September 25th with a rate of 1.4665. This has since recovered back to 1.64 at the end of 2022 and has fluctuated between 1.64 and 1.74 throughout 2023.

By mid 2024 the pound was gaining against the CAD due to Bank of Englands cautious approach to interest rate cuts and stable economic indiactors. Conversely, Canada's exposure to global trade tensions and commodity price volatility.

<u>The Financing Trends and Political Trends</u>

Difficulties in the Western credit markets have impacted on all companies entering banking credit arrangements. The Canadian and UK equity markets for junior mining companies appear to have weakened since 2018 and have subsequently remained weak. Whilst the remaining malaise in this market sector has restricted financing opportunities, Galantas has been able to secure funding arrangements since 2021 based on early cash flow expectations. It is expected that the precious metals market is carving out a bottom from this and substantial gains can be expected in the following 3 to 5 years.

In Northern Ireland, the widely acknowledged political agreement consolidated the positive financial effects of peace and stability in the province, but there continues a low level of activity by those not allied to the peace process. There has been an increase in political antipathy against gold mining companies, based upon opinions regarding the use of cyanide reagents. Galantas does not utilise cyanise reagents and has therefore not suffered the same level of opprobrium.

Significant Brexit related issues have not yet arisen but recruitment of skilled miners as a result of this continues to be a challenge. No tariff issues on the company's products have arisen.

The introduction of new tariffs by President Trump has created significant uncertainty for companies in many industries globally, particularly those engaged in cross-border trade or reliant on imported equipment and materials. These tariffs could increase operational costs, disrupt established supply chains, and complicate export arrangements.

With a move towards sustainability and the energy transition (renewable power and electrification) there is a growing need for materials which is increasing demand across various mining sectors. With this it is expected that demand will surpass supply and as a result new technologies and investment are expected to be injected into the industry.

Risks and Uncertainties

Galantas operates in a sector – mineral production and exploration – which carries inherent risks only some of which are within management's ability to reduce or remove. The main sector risk is always metal price. An investment in the securities of the Company is highly speculative and involves numerous and significant risks. It should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment.

There is additional general risk which applies to all sectors in relation to cost and inflation pressure. Inflation surged to a high of over 7% during 2023 with a knock on effect on various costs in the industry. Fuel prices also remained high after the Russian invasion of Ukraine due to supply issues. However, inflation has dropped back to a more regular 2% level in 2024 and fuel prices are also beginning to level out. Economic uncertainty and the related risk on costs is an ongoing risk.

Prospective investors should carefully consider the risk factors that have affected, and which in the future are reasonably expected to affect, the Company and its financial position.

Qualified Person Statement

The financial components of this disclosure have been reviewed by Alan Buckley (Chief Financial Officer), the exploration and geological components by Sarah Coulter and the production and permitting components by Brendan Morris, all Qualified Persons under the meaning of NI. 43-101 and AIM rules. The information in this disclosure is based upon local production and financial data prepared under their supervision. The statement of mineral resource estimates is based upon a Technical report announced 18th July 2023.