GRID METALS CORP.
MANAGEMENT'S DISCUSSION AND ANALYSIS
September 30, 2024

This Management's Discussion and Analysis ("MD&A") should be read in conjunction with the September 30, 2024 interim condensed consolidated financial statements of Grid Metals Corp. ("Grid" or the "Company"), which have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A includes certain statements that may be deemed "forward-looking statements". All statements in this discussion, other than statements of historical fact, that address future exploration activities and events or developments that the Company expects, are forward-looking statements. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements. Additional information can be found on SEDAR, www.sedar.com. All amounts are in Canadian dollars, unless otherwise noted.

1. DATE

The date of this MD&A is November 29, 2024.

2. SUMMARY and THIRD QUARTER OPERATIONAL HIGHLIGHTS

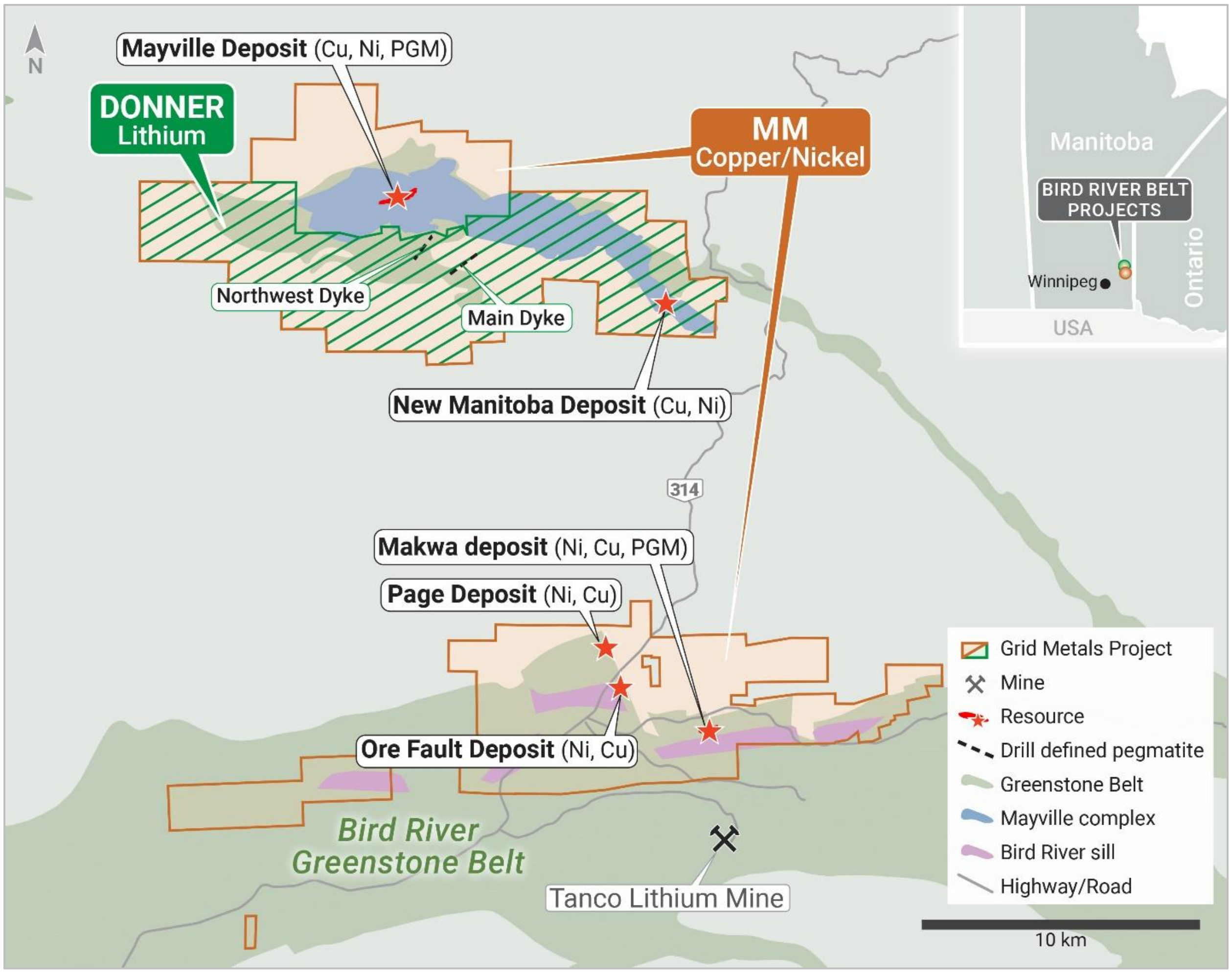
Grid Metals Corp. has as its primary focus the exploration and development of **its properties in the Bird River Greenstone Belt area northeast of Winnipeg Manitoba.** The key properties are the MM Copper Nickel PGM Project and the . 75%-owned Donner Lithium Project ("Donner"). The Projects have different exploration and development timelines but benefit from synergies in exploration, infrastructure, permitting and community and First Nations relations.

During Q3 2024 the Company continued fieldwork at the MM Project and also continued efforts to obtain drill permits for drilling at MM Project. Following consultation with the affected First Nations and other community groups the Company received the drill permit for MM at the end of the quarter. With the permits in hand the drill program commenced at the beginning of Q4 2024. Approximately four thousand metres are planned. The objective is to discover copper dominant mineralization associated with the Eagle gabbro target. At Eagle copper-nickel mineralization is found in gabbroic rocks at various locations along the trend. Historical drilling along the trend was mostly completed in the 1950s with almost all of the target area undrilled other than the historical showing in the area. The Company believes that there is potential for significant tonnages of open pit grade material as well as higher grade underground mineral inventory. Mineralization seen to date in field mapping occurs in a mineral package consisting of predominantly copper but also lesser amounts of nickel, platinum group metals, cobalt and gold.

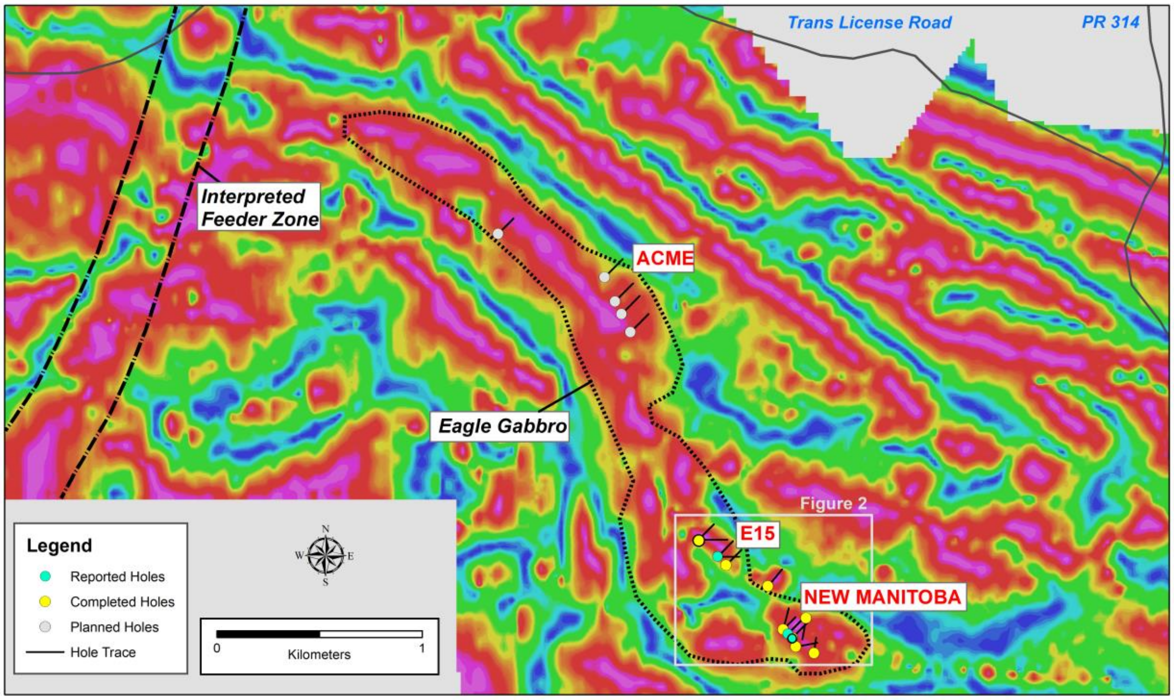
With the continuation of depressed prices for lithium the Company has not completed any meaningful work on the Donner Lake Lithium project during the quarter.

In addition to its lithium assets, Grid has exposure **to copper, nickel and platinum group metals via its Makwa-Mayville ("MM") Project** which is also located in the Bird River Greenstone Belt. The Company announced an updated National Instrument 43-101 resource estimate on May 6, 2024 for MM. The MM project occupies the majority of the favorable host rocks in the Bird River area prospective for copper-nickel mineralization. During 2023, the Company acquired a significant portion of the prospective belt that it didn't already control via two transactions. The properties acquired included several pegmatite occurrences and three historical copper-nickel deposits, two of which were prepared in accordance with NI 43-101 standards. Going forward, these deposits will be evaluated for their potential expansion.

Upcoming Priorities – Grid immediate exploration priorities are adding additional resources to the MM Project. To this end the company is completing fieldwork consisting of mapping and sampling through the third quarter at both the north and south arms of the MM Project. Additional airborne geophysics (magnetics and electromagnetics) and ground geophysics (IP) was planned to be completed in Q4 to complement the fieldwork. At quarter end, a new drill program was also being launched on the Eagle gabbro trend, which is the eastern most extension of the Mayville trend.



Above: *Map showing location and proximity of Donner Lithium and MM properties. The area is approximately 150 km northeast of Winnipeg, the provincial capital.*



Above: *Drill hole locations for the ongoing drilling campaign at the Eagle gabbro, MM project, southeastern Manitoba.*

Third Quarter 2024 Operational Highlights

- Company applied for and received permits for drilling for the Eagle gabbro target at the MM Property.
- Company completed additional geological mapping and sampling at the MM Property.
- Subsequent to quarter end the Company commenced drilling at the Eagle gabbro target.

3. JURISDICTION AND ESG

Manitoba - A Tier One Mining Jurisdiction

The Company views southeastern Manitoba as an excellent location for the development of its lithium and copper/nickel projects. The project area has excellent infrastructure, a skilled local workforce and low-cost hydroelectric power. Mining is a major economic driver to the province, and Manitoba has supported mining activities for many years. Southeastern Manitoba has existing road and rail access to both the eastern and western parts of Canada and to the United States. The current NDP government was elected in October 2023 and represents a change of governing party. The NDP government has expressed public support for the critical metals sector of the mining industry and the mining industry in general, which is an important source of jobs in the province.

Environmental Social and Governance

The Company is committed to expanding its operations, compliance and practices relating to environmental, social issues and governance matters going forward. With respect to environmental stewardship, the Company looks to minimize the footprint of its on-the-ground activities and comply with and exceed all government regulations relating to its activities.

The Company has an exploration agreement with the Sagkeeng First Nation in whose Traditional Territory the Donner and MM projects are located. The purpose of the agreement is to establish a mutually beneficial relationship covering environmental and economic aspects of the project. The Company also has an exploration agreement with the Peguis First Nation with respect to a Treaty Land Entitlement selection that covers a portion of the Falcon West property.

4. PROPERTY SUMMARIES

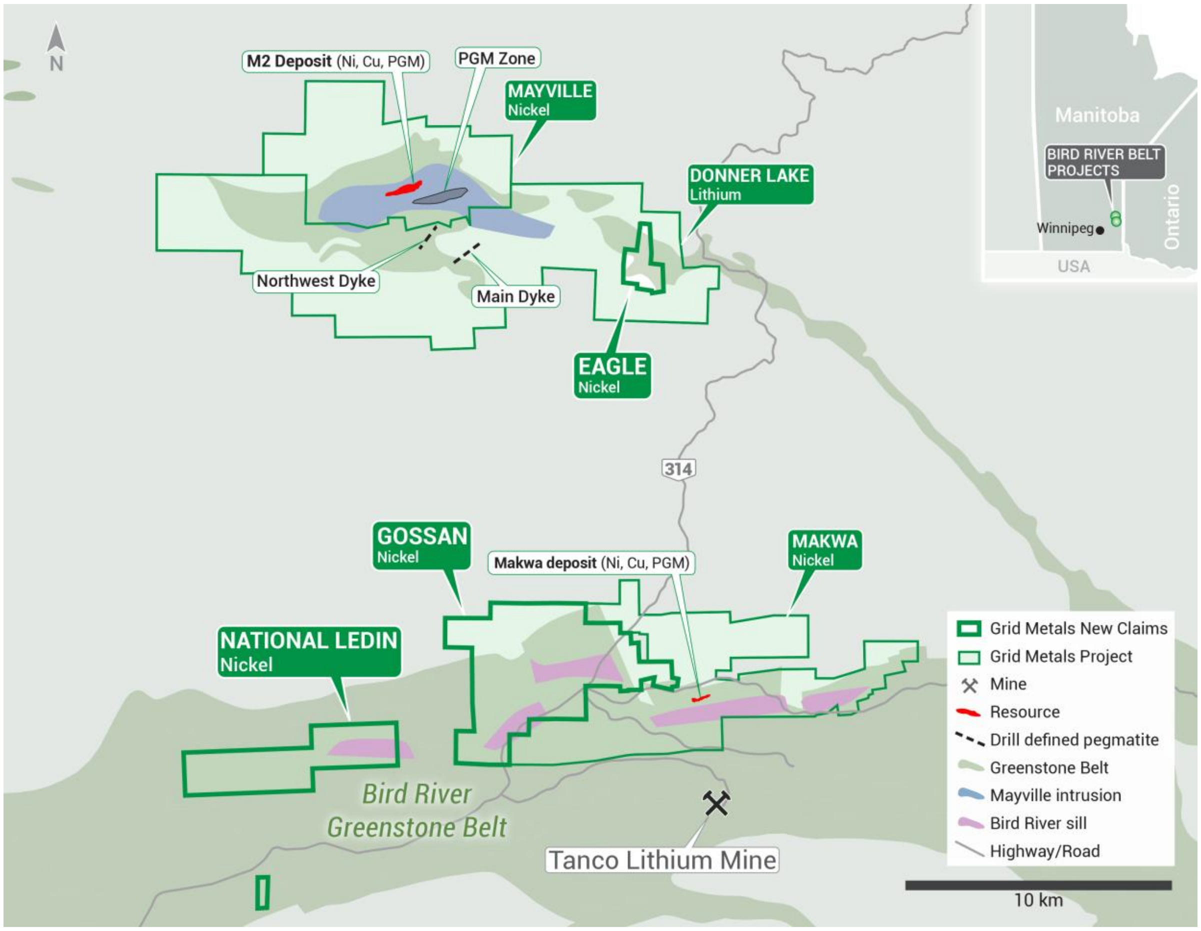
Makwa Mayville ("MM") Ni-Cu-PGM-Co Project

Overview

The **MM Ni-Cu-PGM-Co Project** is located ~145 kilometers northeast of Winnipeg, Manitoba. The mineral title to the property is held via several blocks of mining claims (Mayville on the north arm of the Bird River Belt and Makwa on the south arm) and a mineral lease over the Makwa Nickel deposit. Certain claims are subject to a joint venture between Grid (60%) and Maskwa Nickel Chrome Mines Limited (40%). Maskwa Nickel Chrome Mines Limited is a 72.56% owned subsidiary of Grid.

There are two NI 43-101 defined resources making up the project resource: (1) Makwa, where the predominant metal is nickel with by-product credits of copper and platinum group metals (mostly palladium); and (2) Mayville, which is a copper-dominant copper-nickel sulfide deposit with significant platinum group metals credits. The two deposits are approximately 35 km apart and a Preliminary Economic Assessment published in 2014 envisaged a central concentrator located at Mayville and treating feed from both deposits there. Over the past two decades, Grid has spent over $25 million in exploration and development on the two properties. Expenditures include extensive drilling, resource estimates, metallurgical and other test work, environmental and archeological surveys and economic studies.

The overall strategy for the MM project is to expand the resources (Micon, 2024 – see below) to exceed the following threshold values: 200,000 tonnes of contained nickel, 250,000 tonnes of contained copper and 1 million ounces of contained palladium + platinum + gold. To increase the potential of achieving this resource expansion target, the Company announced the acquisition in 2023 of three mineral deposits and associated prospective copper/nickel sulfide exploration ground. The acquisition included the Page and Ore Fault Deposits located on the Gossan claims adjacent to Makwa; and the Eagle or New Manitoba historical deposit property located on the Eagle Claims which are located adjacent to the Mayville Property. In addition, the Company staked several claims covering the western extension of the Bird River Sill (National Ledin claims). The development plan for the Project going forward would commence with additional drilling to increase the Project resources prior to completing an updated PEA for the Project.



Above: *Map of Bird River Greenstone belt showing Grid properties and the recently acquired National Ledin, Gossan and Eagle properties*.

The most recent economic study at the MM Project was a Preliminary Economic Assessment completed in April 2014 and authored by RPA Associates. Since 2014, additional metallurgical test work was completed for the Mayville deposit. The test work concluded that nickel recoveries from the Mayville resource could be significantly improved over the levels that were used in the 2014 PEA and that despite the low nickel grades, a marketable nickel concentrate could be produced from the Mayville resource.

New Technical Report

In June, a new Technical Report containing an updated mineral resource estimate for the MM project was filed on Sedar. The report is dated June 14, 2024 and was authored by Micon International. The updated mineral resources for MM as described in the report are as follows:

Table 1. *Mayville Pit Constrained and Underground Resource as of December 31, 2023*

Mining	Category	Tonnage	Density	CuEq	Cu	Ni	Co	Pd	Pt	Au	SR
				%	%	%	%	g/t	g/t	g/t	
OP	Indicated	32,019,000	3.00	0.61	0.40	0.16	0.01	0.13	0.05	0.05	3.17
	Inferred	-	-	-	-	-	-	-	-	-	
UG	Indicated	322,461	3.00	1.62	0.96	0.37	0.02	0.19	0.08	0.11	NA
	Inferred	203,323	3.00	1.50	0.96	0.32	0.02	0.16	0.08	0.11	

**SR = strip ratio*

Table 1B. *Makwa Pit Constrained and Underground Resources as of December 31, 2023*

Mining	Category	Zone	Tonnage	Density	NiEq	Ni	Cu	Co	Pd	Pt	SR
					%	%	%	%	g/t	g/t	
OP	Indicated	HG1	4,846,590	2.94	1.26	0.89	0.17	0.03	0.71	0.19	4.66
		LG1	9,370,784	2.88	0.48	0.28	0.08	0.01	0.19	0.06	
		HG1 + LG1	**14,217,374**	**2.90**	**0.75**	**0.48**	**0.11**	**0.02**	**0.37**	**0.10**	
	Inferred	LG1	18,000	2.88	0.36	0.23	0.04	0.01	0.11	0.04	
UG	Indicated	HG1	437,743	2.94	1.19	0.83	0.11	0.03	0.73	0.21	NA
		LG1	62,783	2.88	0.53	0.30	0.08	0.01	0.27	0.08	
		HG1 + LG1	**500,526**	**2.93**	**1.11**	**0.77**	**0.11**	**0.02**	**0.67**	**0.19**	
	Inferred	HG1 + LG1	-	-	-	-	-	-	-	-	

**SR = strip ratio*

Notes to Accompany the Makwa and Mayville Resource Estimate:

1. The effective date of this Mineral Resource Estimate is December 31, 2023.
2. The MRE presented above uses economic assumptions for both, surface mining and underground mining.
3. The MRE has been classified in the Indicated and Inferred categories following spatial grade continuity analysis and geological confidence.
4. The calculated cut-off grades ("COG") to report the MRE are dynamic in nature following metallurgical recovery curves, the average COG for Makwa is 0.30 % NiEq in surface mining and 0.84 % NiEq in underground mining, for Mayville is 0.30 % CuEq in surface mining and 1.37 % CuEq in underground mining.
5. The economic parameters used metal prices of US$9.0/lb Ni, US$3.75/lb Cu, US$23.0/lb Co, US$900/oz Pt, US$1,400/oz Pd and US$1,750/Au with specific metallurgical recovery curves detailed in tables 4.14 and 14.15 of the technical report (copper recoveries of 87% to high grade copper concentrate (28%) & nickel recoveries range from 50% to 68% to 10% nickel concentrate at Mayville and 50-68% nickel recovery to 10% nickel concentrate based on average grades and over 70% recovery

for highest grade (+1% Ni) blocks at Makwa), a mining cost of US$3.5/t in surface and US$80.0/t in underground. Processing cost of US$15/t and a General & Administration cost of US$3.2/t.

6. For surface mining the open pits at Makwa and Mayville use a slope angle of 53°.
7. The block models for Makwa and Mayville are rotated and use a block size of 10 m x 5 m x 5 m with the narrow side across strike (North-South).
8. The open pit optimization uses a re-blocked size of 10 m x 10 m x 10 m and for the underground the optimization uses stopes of 20 m long by 20 m high and a minimum mining width of 3 m.
9. Messrs. Alan J. San Martin, MAusIMM(CP) and Charley Murahwi, P.Geo. from Micon International Limited are the Qualified Persons (QPs) for this Mineral Resource Estimate (MRE).
10. Mineral resources unlike mineral reserves do not have demonstrated economic viability. The estimate of mineral resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.
11. The mineral resources have been estimated in accordance with the CIM Best Practice Guidelines (2019) and the CIM Definition Standards (2014).
12. Totals may not add correctly due to rounding.
13. Equivalent (Eq) Grade Calculations: (a) Makwa NiEq = Ni% + ((Cu% x CuR x CuP) + (Co% x CoR x CoP) + (Pt g/t x PtR x PtP) + (Pd g/t x PdR x PdP))/(NiR x NiP); (b) Mayville CuEq* = Cu% + ((Ni% x NiR x NiP) + (Co% x CoR x CoP) + (Pt g/t x PtR x PtP) + (Pd g/t x PdR x PdP) + (Au g/t x AuR x AuP))/(CuR x CuP). NiEQ = nickel equivalent grade. R = metal recovery. P = metal price.
14. The Mayville CuEq calculation assumes the production of separate Cu and Ni concentrates.

Mineral Title

The mineral rights of the **Makwa Property** consist of a mineral lease with an unexpired term of 19 years, a surface lease, and exploration claims held by the Company. An annual payment of approximately $10,000 must be made to the province of Manitoba to keep the mineral lease and surface lease in good standing. There is a 1.0% NSR royalty on the Makwa property. The Company has the option to purchase 0.5% of the NSR royalty for $500,000.

The Company owns a cumulative 89% interest in the **Mayville Propert**y (consisting entirely of Crown Mineral Claims) in 2005. A direct 60% interest was acquired from a vendor for consideration of $90,000 in cash, a note for $165,000 due 18 months from closing (which was paid during 2006), and 700,000 common shares of the Company (issued in 2005). The additional 29% interest was acquired through the acquisition of a 72.56% interest in Maskwa Nickel Chrome Mines Limited ("MNCM"), a company which holds the remaining 40% interest in the Mayville property subject to a joint venture agreement. If a party to the joint venture agreement is diluted below 10% then their respective interest converts to a 10% Net Profits Interest which is payable after all capital investment and exploration and development costs have been recouped by the operating party. Grid is the operator of the joint venture. The shares in MNCM were acquired through the issuance of 400,000 common shares of the Company and a cash payment of $120,000. A royalty payment in the amount of $210,000 will be due in five equal annual payments upon the commencement of commercial production on any portion of the MNCM property. In January 2022, 25% of the lithium rights and a 2% royalty on the original Tanco Claims and fifteen of the original Mayville mining claims were sold.

Both Makwa and Mayville are located on the Traditional Territory of the Sagkeeng First Nation.

Gossan Property

The Gossan Property (51 mineral claims encompassing approximately 2,870 hectares) was optioned from Gossan Resources Limited and consists of the Ore Fault and Page Ni-Cu-PGM resources and associated exploration property that adjoin the Company's Makwa nickel property to the west. The resources were calculated per a 2009 Technical Report *(see Technical Report and Resource Estimate on the Ore Fault, Galaxy and Page Zones of the Marathon/Gossan Resources Bird River Property, Southeast Manitoba; P&E Mining Consultants Inc., Feb. 26, 2009).* Exploration drilling by Grid will be required to validate reported resources.

Terms of the option agreement were the issuance by Grid of 1.5 million common shares and a payment of $500,000 on closing and two additional payments of $300,000 due in April of 2024 (paid) and April 2025. Gossan Resources retains a 2% net smelter return ("NSR") royalty payable upon the commencement of commercial production from the property. In addition, a $300,000 deferred cash payment is due to Gossan Resources upon the commencement of commercial production from the property. The Company plans to conduct additional exploration on the Property for

Ni-Cu-PGM mineralization. Key exploration objectives would be validating and updating the mineral resources and conducting exploration to expand the resources.

Eagle Property

Grid acquired the mining claims that comprise the Eagle Property (10 claims – 238 hectares) from First Mining Gold Corp. in April 2023. The terms of the acquisition were the payment of $300,000 and the issuance of 250,000 common shares of Grid. The Company has granted First Mining Gold a 2% NSR royalty payable upon the commencement of commercial production from the property, half of which can be bought back by the Company by paying $1 million in cash to First Mining Gold. In addition, a deferred cash payment is due to First Mining Gold if the Company defines a greater than 2 million tonne NI 43-101 mineral resource on the property. The Eagle Claims hosts the historical New Manitoba nickel-copper sulfide deposit, located 9 km east of the Company's Mayville resource. The property hosts favorable stratigraphy for copper nickel mineralization and is on strike with known pegmatite trends. There is a historical mineral resource estimate of 1.8Mt at 0.75% Cu and 0.33% Ni *(Manitoba Mineral Inventory Card #217)* at New Manitoba. Note that the Company has not been able to verify the historical estimate as relevant and the historical estimate should not be relied on.

Eagle Gabbro Exploration Plans

Subsequent to quarter end, the Company received exploration permits to support its maiden drilling program at the Eagle gabbro. Next quarter, the company plans to complete ~4,000 metres of diamond drilling targeting an outcropping trend of disseminated magmatic sulfide mineralization hosted by the Eagle gabbro. Surface sampling results from 2023 and 2024 combined with historical assessment records suggest the potential for a ~4 km long mineralized trend featuring copper-dominant sulfides and having similar widths and metal grades and tenors to the Mayville deposit. The southern part of the Eagle gabbro hosts the New Manitoba deposit that was drilled off in the 1950's. The northern part hosts the ACME Zone (no drilling). To help guide future drilling of the Eagle gabbro the Company is also contracting two airborne magnetic and electromagnetic surveys and a ground IP survey over the Eagle property. These surveys are also planned to commence in the fourth quarter.

MANITOBA

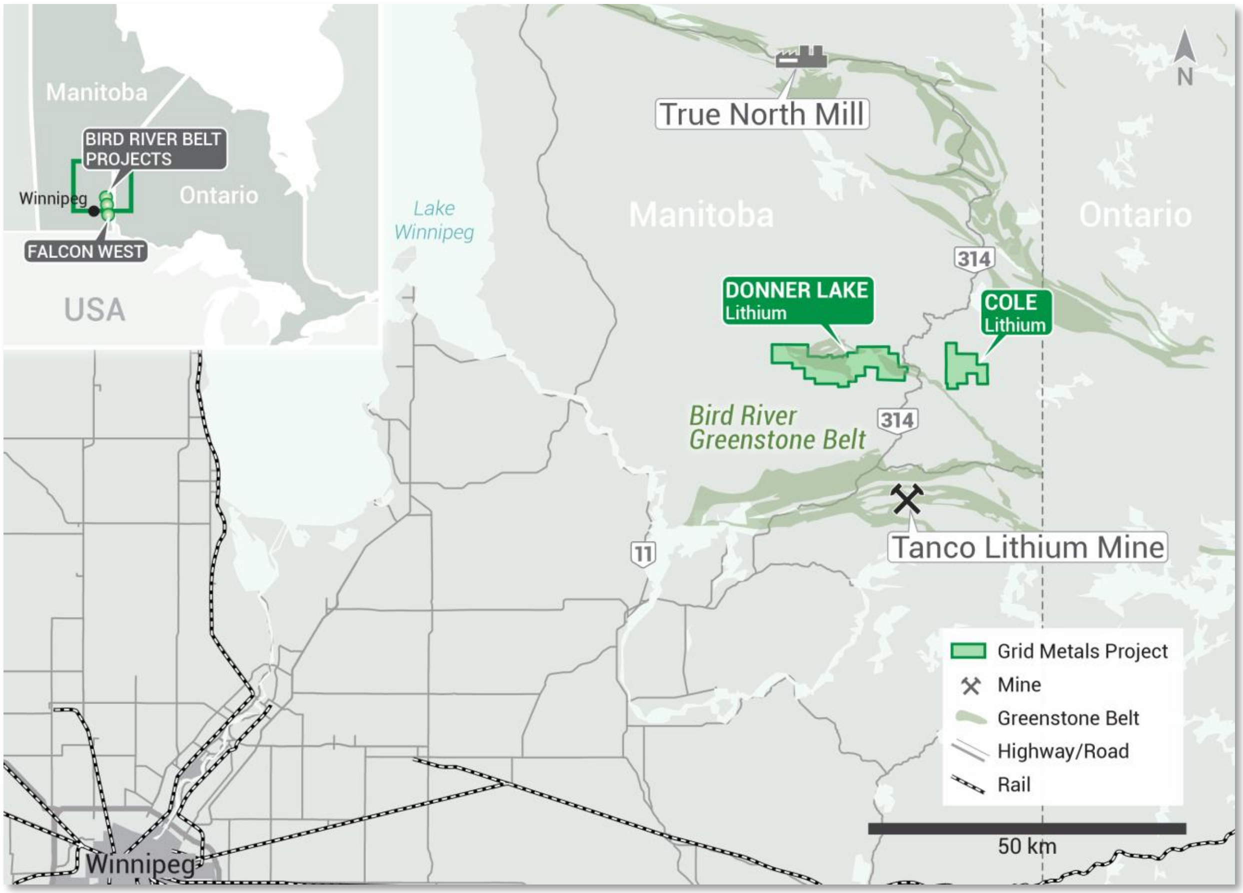
Donner Lithium Project

Overview

The Donner project is located approximately 145 kilometers northeast of Winnipeg, Manitoba. The Property is subject to a joint venture agreement between Grid (75%) and Lithium Equities Investments LLC ("LEI"), an investment fund managed by Waratah Capital Advisors (25%). Grid Metals is the operator of the Joint Venture. Each party is responsible for its share of the project costs on an ongoing basis or faces dilution of its project interest.

The Bird River Greenstone Belt in southeastern Manitoba hosts several lithium-cesium-tantalum-enriched ("LCT-type") pegmatite dykes including the world famous Tanco pegmatite and the producing Tanco Mine. The Tanco Mine has produced lithium, tantalum, and cesium products intermittently since 1968. Currently, the Tanco Mine is producing lithium spodumene concentrate. There are a number of pegmatite fields in the Bird River Greenstone area in addition to Bernic Lake, which hosts the Tanco Deposit. There has been intermittent exploration activity in the belt since the 1950's. With the recent rise of lithium prices in 2021/2022, there was new staking and exploration activity in the area. New entrants funding exploration include Mineral Resources (ASX:MIN) which is the world's fifth largest spodumene concentrate producer.

The overall strategy at Donner is to leverage existing milling infrastructure in the region to expedite the mining and processing of lithium to produce a lithium concentrate. The Company has a binding lease agreement (the "Lease") with 1911 Gold Corp. ("1911") to lease and reconfigure the True North gold mill (the "True North Mill") located in Bisset, Manitoba to produce spodumene concentrate. The Company also has an MOU with the Tanco Mine to process lithium material. Both of these processing options are within trucking distance from Donner. The True North Mill processing option is currently the preferred option for the Company.



Above: *Location of the True North mill in the Rice Lake greenstone belt showing proximity to the Donner lithium property and the City of Winnipeg.*

<u>Mineral Title:</u>

Donner comprises 51 crown mineral claims totaling 6,656 hectares. The claims are held in the name of a wholly owned private subsidiary of Grid Metals Corp (1000078824 Ontario Inc.). The Project is owned 75% by Grid Metals and 25% by a private equity fund (Lithium Equities Investment LP) owned by Waratah Capital. Lithium Royalty Corp. owns a 2% gross overriding royalty on future rare metal mine production. A portion of the property is also subject to a 2% NSR royalty on future rare metal production that is owned by the Tantalum Mining Corporation of Canada (1% subject to a buyback). Under the terms of the joint venture agreement, each party must fund its proportionate share of the joint venture expenditures to maintain their respective interests or face dilution. Grid is the project operator.

<u>Exploration and Mineral Resources</u>

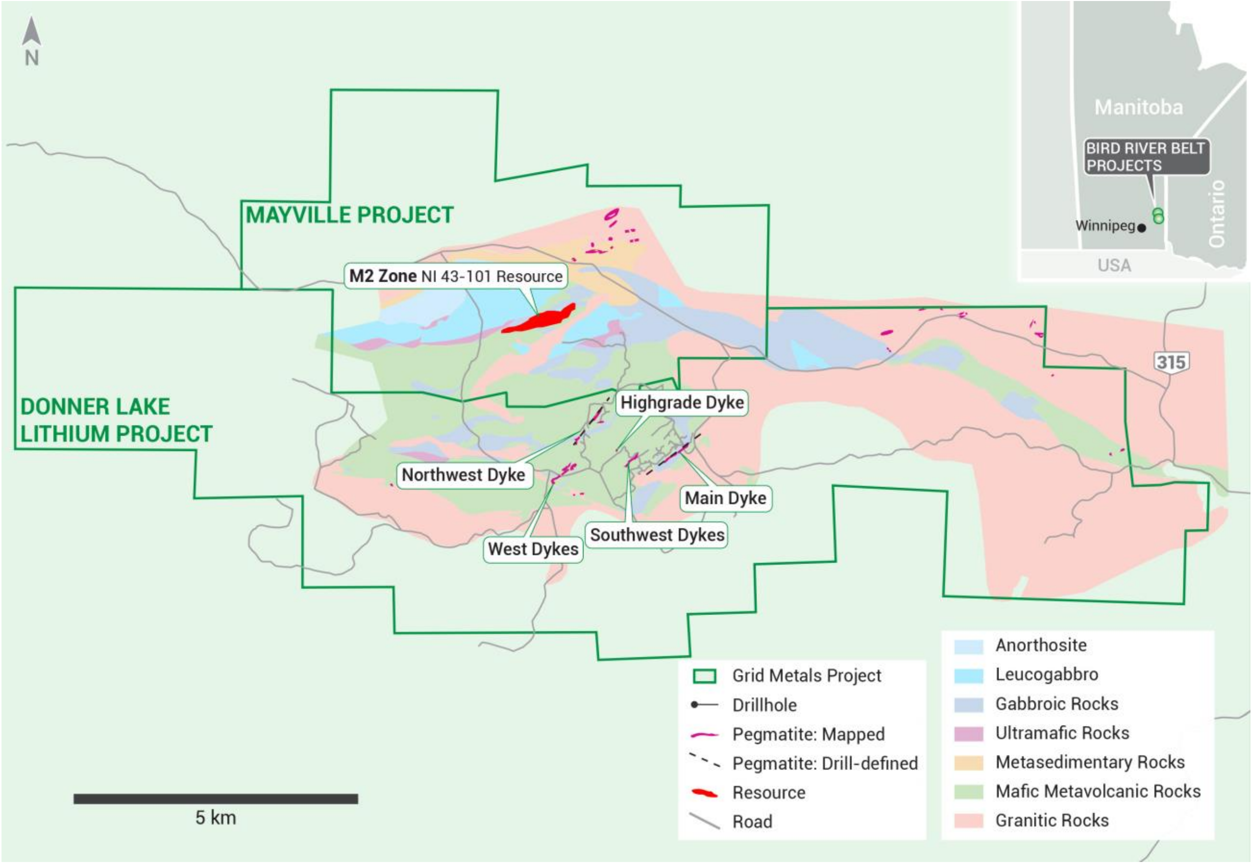
On July 18, 2023, the Company announced the release of a maiden Inferred Mineral Resource prepared in compliance with National Instrument 43-101. Mineralization at both of the two dykes that host the mineral resource remains open at depth. The current mineral resources for Donner are shown below:

Classification (Cut-Off Grade)	Deposit	Inferred Resource (tonnes)	Grade (% Li_2O)
Open Pit (0.3% Li_2O)	Main Dyke	1,145,000	1.48%
	NW Dyke	955,000	1.36%
	Total	**2,100,000**	**1.42%**
Underground (0.5% Li_2O)	Main Dyke	3,669,000	1.45%
	NW Dyke	1,042,000	1.11%
	Total	**4,710,000**	**1.37%**
GLOBAL	Main Dyke	4,814,000	1.46%
	NW Dyke	1,997,000	1.23%
	Total	**6,810,000**	**1.39%**

Above: Inferred Mineral Resource Estimate for Donner Lithium Project

Notes:

1. The Mineral Resource Estimate ("MRE") has an effective date of the June 27, 2023. The Qualified Persons for the MRE are Mr. Rohan Millar, P.Geo. an employee of SGS.
2. The classification of the current Mineral Resource Estimate into Inferred Resource is consistent with current 2014 CIM Definition Standards - For Mineral Resources and Mineral Reserves.
3. All figures are rounded to reflect the relative accuracy of the estimate and numbers may not add due to rounding.
4. All Resources are presented undiluted and in situ, constrained by continuous 3D wireframe models, and are considered to have reasonable prospects for eventual economic extraction.
5. Mineral resources which are not mineral reserves do not have demonstrated economic viability. An Inferred Mineral Resource has a lower level of confidence than that applying to an Indicated Mineral Resource and must not be converted to a Mineral Reserve. It is reasonably expected that the majority of Inferred Mineral Resources could be upgraded to Indicated Mineral Resources with continued exploration.
6. It is envisioned that parts of the Donner Lake deposit may be mined using open pit mining methods. In-pit mineral resources are reported at a cut-off grade of 0.3% Li_2O within a conceptual pit shell.
7. The results from the pit optimization are used solely for the purpose of testing the "reasonable prospects for economic extraction" by an open pit and do not represent an attempt to estimate mineral reserves. There are no mineral reserves on the Property. The results are used as a guide to assist in the preparation of a Mineral Resource statement and to select an appropriate resource reporting cut-off grade.
8. Underground (below-pit) Mineral Resources are estimated from the bottom of the pit and are reported at a base case cut-off grade of 0.5% Li_2O. The underground Mineral Resource grade blocks were quantified above the base case cut-off grade, below the constraining pit shell and within the constraining mineralized wireframes. At this base case cut-off grade the deposit shows good deposit continuity with no orphaned blocks.
9. Bulk density values (specific gravity 2.7 grams per cubic centimetre) were determined based on physical test work from each deposit.
10. The in-pit base case cut-off grade of 0.3% Li_2O considers a lithium concentrate 6% (LC6) Li_2O price of US$1800/tonne, a mining cost of US$3.50/t rock and processing, treatment and refining, transportation and G&A cost of US$45.00/t mineralised material, and an overall pit slope of 55 degrees.
11. The below-pit base case cut-off grade of 0.5% Li_2O considers a lithium concentrate 6% (LC6) Li_2O price of US$1800/tonne, a mining cost of US$60.00/t rock and processing, treatment and refining, transportation, and G&A cost of US$45.00/t mineralised material.
12. The estimate of Mineral Resources may be materially affected by environmental, permitting, legal, title, taxation, socio-political, marketing, or other relevant issues.



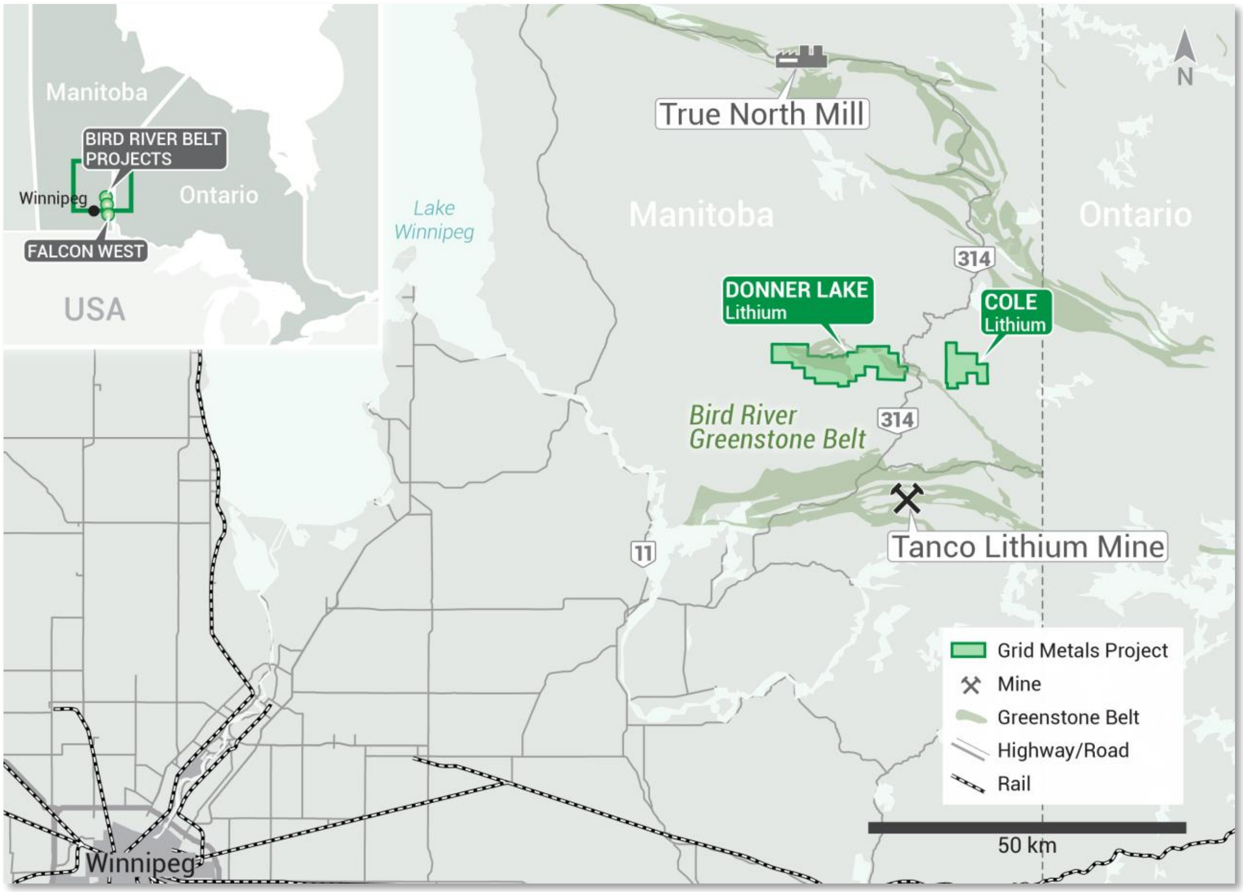
Above: *Mayville and Donner property area. The lithium resource is hosted by the Northwest and Main Dykes.*

The Company has completed several preliminary metallurgical testwork programs on different composite samples from the Main and Northwest Dykes including a program completed in parallel with the Primero Study. The Primero Study used these results to design the flow sheet and estimate recoveries. The flow sheet will utilize flotation to recover lithium which is mainly found in spodumene. Further metallurgical tests are planned prior to completing an economic study for the Project.

The Company has completed two field seasons of exploration work on the Property focused on finding other lithium-bearing pegmatites. The work has included geological mapping and sampling, geochemical sampling, and geophysics. Several areas of interest have been identified on the property which will be followed up by future drill programs.

Q1 2024 Drilling

During the second quarter, the Company received all assays for the 4,031 metres of drilling that were completed at Donner during the first quarter. The drill program included 2 extension holes at the Main Dyke, 13 resource infill holes at the NW Dyke and 5 exploration holes in the gap target area between these dykes. Results from the extension drilling and infill drilling programs were reported by the Company on April 18, 2024. All drilling results were in line with expectations.



Above: *Location of the True North mill in the Rice Lake greenstone belt showing proximity to the Donner lithium property and the City of Winnipeg*

True North Mill – Bissett

The Company completed an initial scoping level evaluation of utilizing the True North mill for processing lithium feed from Donner. The evaluation included the Primero Group Study, a third-party review of the True North mill tailings facility, geological and legal due diligence, and discussions with other stakeholders and government. The information obtained resulted in the Company announcing its intention to proceed with the True North Mill Lease and commencing with activities to re-permit the mill and tailings for lithium spodumene processing and continued activities to permit the Donner property site for mining and shipment of the lithium material to the True North mill for conversion to lithium spodumene concentrate.

On July 18, 2023, the Company announced it had signed the Lease to use the True North Mill in order to process lithium feed from Donner. The initial Lease term is five years, subject to a two-year notice period for cancellation (a total of 7 years), which may be extended for an additional five years by mutual agreement after five years.

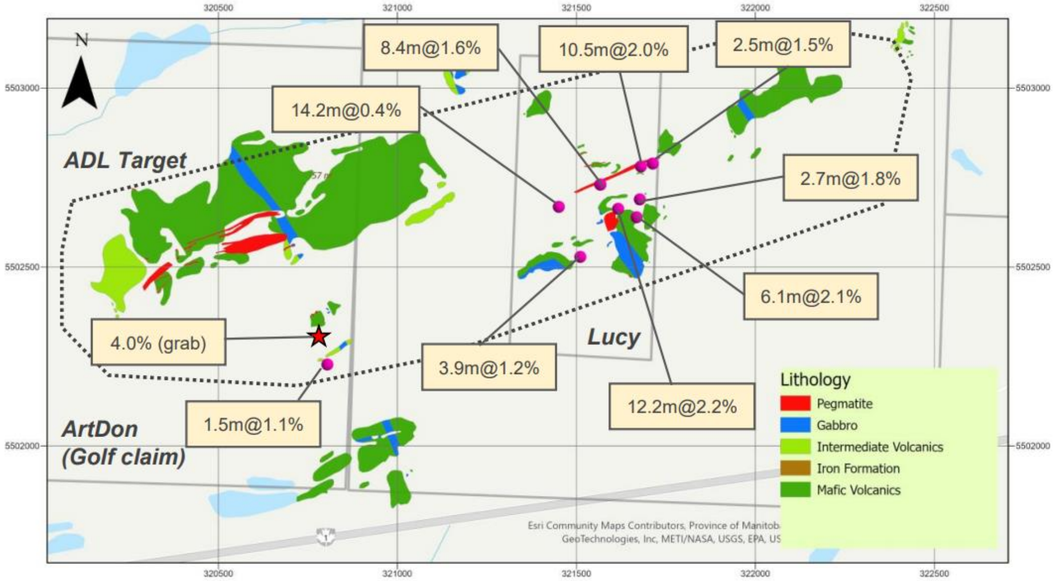
On October 25, 2023 the Company announced that the financial terms of the Lease were amended as follows: An upfront, non-refundable payment of $300,000 (paid); a $1,000,000 payment by October 25, 2023 (paid); monthly payments covering certain ongoing site expenses for site security commencing January 2024, environmental monitoring and maintenance commencing January 1, 2024; a payment for environmental liabilities of True North of $500,000 on April 30, 2024, $1,000,0000 on December 31, 2024, and $900,000 on December 31, 2025; $1,000,000 payable upon commencement of commercial production by the Company at the True North Mill which is defined as the processing of at least 200,000 tonnes of lithium material; a payment of $1,000,000 on the fifth anniversary of the Lease; a payment of $2,000,000 if the Parties agree to extend the lease for an additional five-year period at the end of the first five-year term of the Lease; a payment of C$1,000,000 on the sixth anniversary of the Lease; a 1% net smelter returns royalty in favor of 1911, subject to the Company having the right of first refusal on any disposition of the royalty by 1911; a fee of $7.50 per tonne of lithium material processed through the True North Mill during the term of the Lease; and, if the Lease is extended, the assumption by the Company of up to $10,000,000 of reclamation obligations prorated equally over years 6-10 of the Lease in the event that there are increased closure obligations as a result of lithium processing use of the mill by Grid. Subsequently, the financial terms have been further amended to reduce the overall financial obligations. The April 30, 2024 payment was reduced to $100,000 (paid) with the next payment to 1911 under the revised terms due on December 31, 2024 for $200,000.

Above : *Aerial View Of True North Mill*

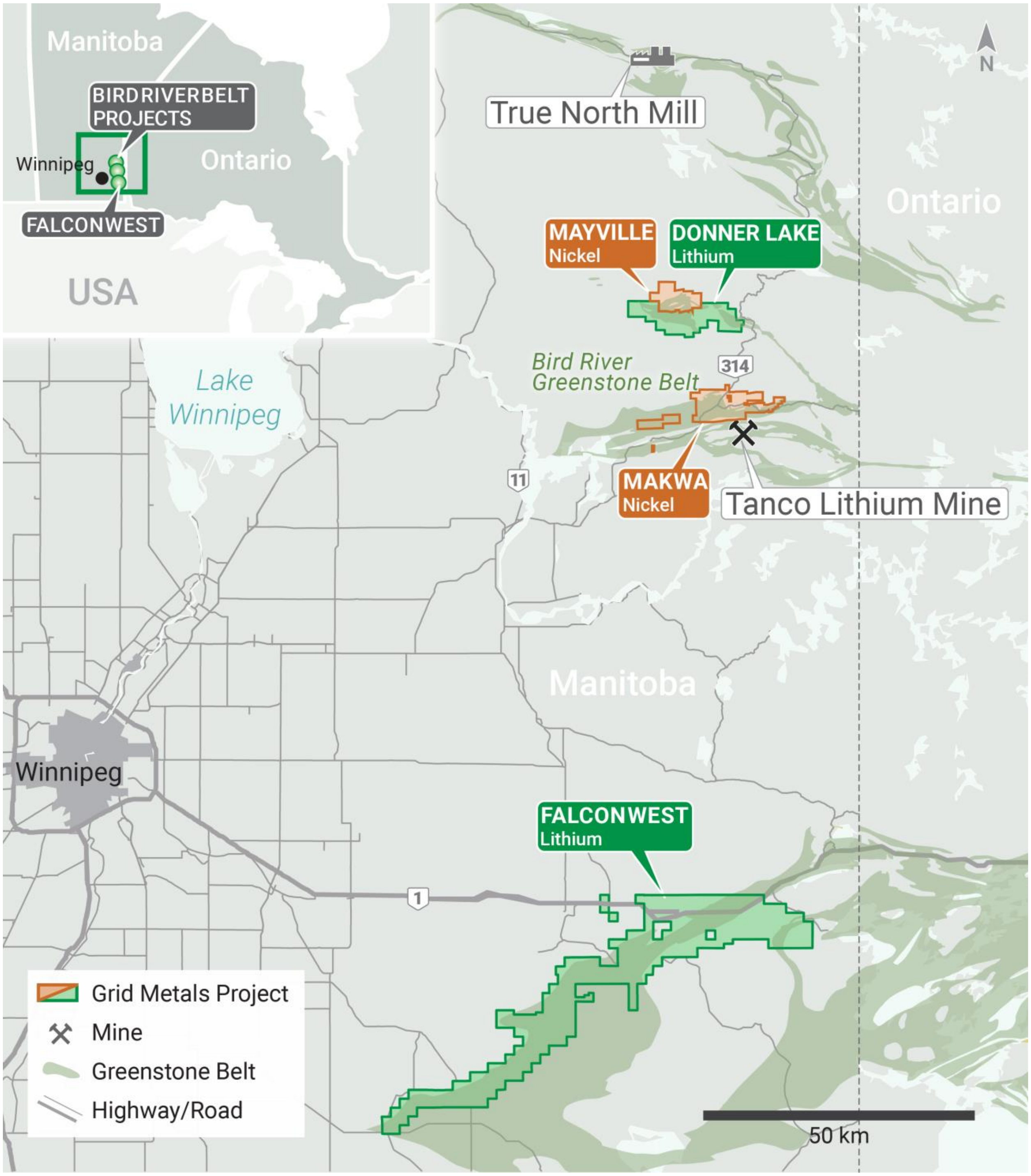
Advanced Exploration Permit Application – The Company submitted an application to the Mines Branch of Manitoba for an Advanced Exploration Permit. The permit would allow extraction of a 10,000 tonne bulk sample at the site as well as enabling the establishment of certain infrastructure. The Company received notice from the Province of Manitoba Mines Branch that the Advanced Exploration Permit had been approved subject to posting of a closure bond of approximately $950,000.

Falcon West Lithium

Falcon West is located within the West Hawk Lake Greenstone Belt of southeastern Manitoba. The property covers the favorable geology of the next greenstone belt to the south of the Bird River Greenstone belt which hosts the world class Tanco Pegmatite. Lithium-bearing pegmatites that have been historically identified in the area are hosted in mafic volcanic rock units present at the contact between the Wabigoon and Winnipeg River geological Subprovinces. Grid Metals has staked approximately 90 km of this prospective mafic volcanic and granitic contact. The initial focus for exploration is a ~ 1.25 km area (the ArtDon – Lucy trend or the ‘ADL’ target) that has lithium showings on surface and lithium noted in historical drilling.



Above: *Historical lithium values along the ArtDon Lucy ("ADL") trend at Falcon West.*



Above: Location of Falcon West Lithium Property. The property is transected by the TransCanada Highway and is approximately 100 km east of Winnipeg, the provincial capital.

The ADL Trend comprises the known ArtDon, Lucy South and Lucy North pegmatites. Several phases of drilling have been completed over the decades by several companies including Sherritt Gordon (1943, 19 drill holes – no analytical data), East Braintree Lithium Corp (1955, 48 holes for 2,986 metres - limited analytical data), Tantalum Mining Corporation of Canada Limited (1983, 4 holes 296 metres - tantalum assays only) and Avalon Ventures (2000 – 10 holes with lithium, cesium, and tantalum assays). The last drill holes were completed in 2012 by Mr. William C. Hood, P.Geo., but were not analyzed at that time. During 2023, samples from several pegmatite intersections from the

2012 drill core were assayed by Grid Metals. Results were reported on March 28, 2023 and significant values were noted in multiple drill holes.

First Quarter 2024 Drilling at Falcon West

During the first quarter, a total of twenty-two (22) drill holes were completed in two areas (ArtDon and Lucy target areas) situated 750 metres apart and located in the eastern part of the Falcon West Lithium Property. Several of the new holes intersected multiple intervals of lithium-enriched, highly fractionated LCT-type pegmatite within a few metres to tens of metres from surface. Very coarse white spodumene is associated with the highest-grade lithium intersections. High-grade lithium intersections locally contain percent levels of cesium and rubidium and highly anomalous tantalum, reflecting the presence of a Tanco-type, highly fractionated pegmatite system. These intersections occur within a >100-metre-wide and up to 100-metre-deep complex pegmatite unit that is traceable along strike with magnetics for >3 km. The complex pegmatite unit encountered at the target area occupies the western portion of a major, craton-scale tectonic boundary zone that has seen very limited, previous lithium exploration.

Highlights reported from the drilling include:

At the ArtDon target (west area):

- **3.7 metres grading 2.83% Li_2O** in hole ADL24-21 (from 4.4 metres depth)
- **4.3 metres grading 2.82% Li_2O** in hole ADL24-22 (from 1.25 metres) including **1.7 metres grading 4.69% Li_2O**, followed by a second interval of **6.0 metres grading 1.17% Li_2O** (from 20.3 metres)

At the Lucy target (east area), highlights include:

- **13.9 metres grading 0.73% Li_2O** (from 5.8 metres) and **3.6 metres grading 1.11% Li_2O** (from 34.1 metres) in drill hole ADL24-01
- **5.0 metres grading 1.07% Li_2O** in hole ADL24-02 (from 13.2 metres)
- **5.8 metres grading 1.32% Li_2O** in drill hole ADL24-09 (from 19.9 metres)

OTHER PROJECTS

The Company has other lithium and base metals projects located in Manitoba and Ontario. The recent focus of the Company has been to progress the Donner property through to production to meet expected future demand for lithium in the North America market. However, in light of the poor market conditions for lithium, the Company has begun to refocus most of its exploration activities on base metals, while continuing to advance permitting efforts at Donner. In particular, the MM Ni-Cu-PGM-Co Project has a significant resource with good exploration upside. The MM project will, in the near term, provide the Company with the best opportunity to attract future investment and the project has clear synergies with the Donner project, which is located directly adjacent to the Mayville base metal resource. By advancing work on the MM project, the Company hopes to attract new interest around the concept of its development of a southeast Manitoba critical metals production hub.

Northern Manitoba Mineral Exploration Licenses

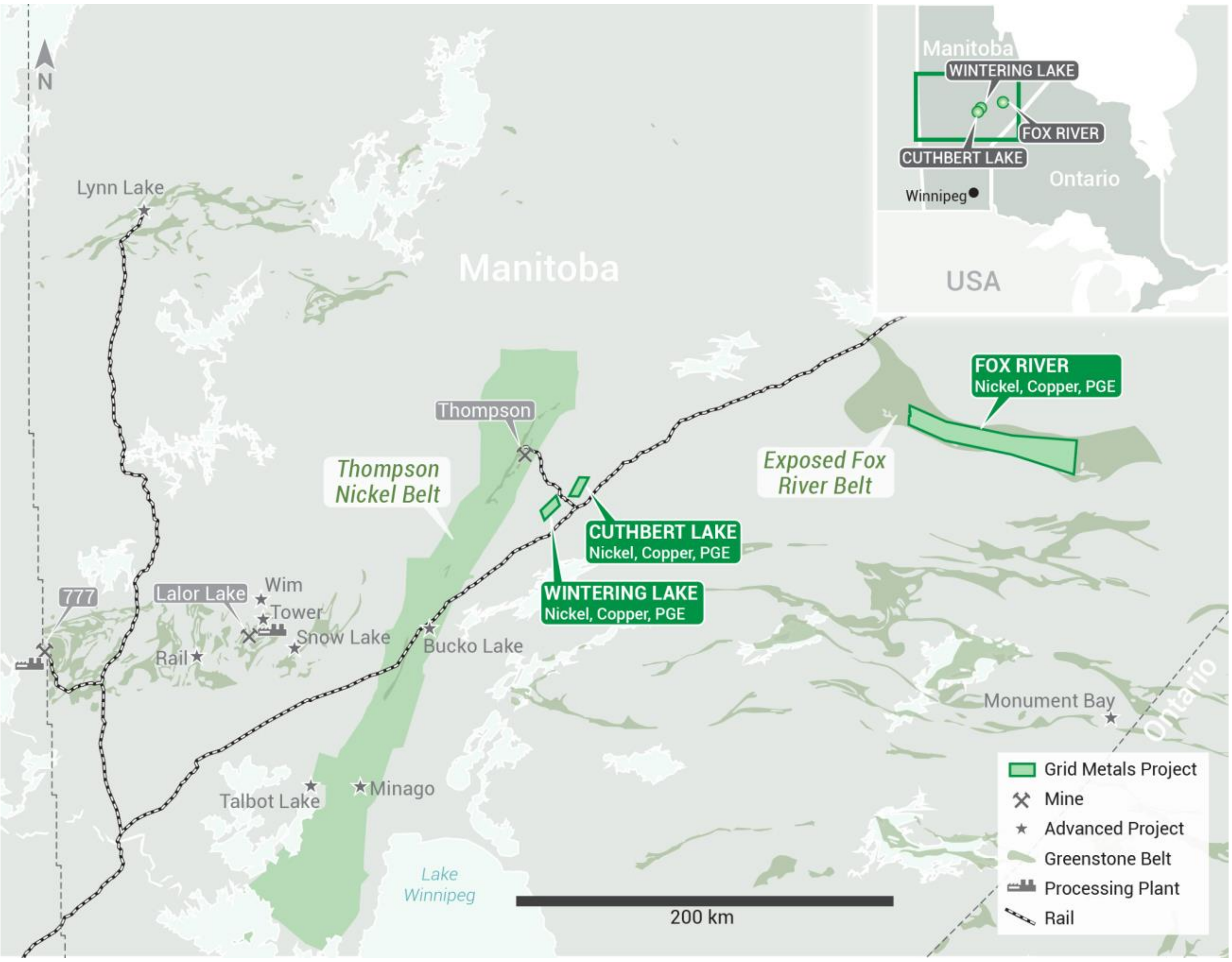
In September 2021, the Company acquired the mineral rights for five Mineral Exploration Licenses (MELs) located in northern Manitoba. Three of the licenses cover a large section of the Proterozoic Fox River Belt, situated on the Superior Boundary Zone – host to a majority of Canada's major nickel sulfide mining camps at Thompson Manitoba, Sudbury Ontario, and the Raglan Camp of northern Quebec. The other two licenses cover prospective mafic-ultramafic intrusions and known Ni-Cu-PGE surface showings in the Pikwitonei Granulite Domain directly east of the Thompson Nickel Belt and the mining city of Thompson.

A tabulation of the MEL numbers and their size and annual holding costs are given in the table below.

Type of License	Regular MEL – Zone A	Special MEL – Zone B
Deposit (with application)	$0.50/hectare	$0.50/hectare
Zone	Zone A	Zone B
Annual Assessment Requirement	$1.25/hectare in Year 1 increasing to $7.50 per hectare in Year 3	$0.50/hectare in Year 1 increasing to $4.00 per hectare in Year 5
Initial Ownership Term	3 years	5 years
Renewal Term	3 years	5 years
Grid Property & MEL#	**Thompson East:** 1134A (Cuthbert Lake), 1135A, 1245A, 1246A, 1247A (Wintering Lake)	**Fox River Belt:** 1153B, 1132B, 1133B
Area of Grid MELs	41,083 hectares	102,600 hectares
Year 1 2021/22 Cost	$13,250	$51,269
Year 1 Anniversary	Sept. 8, 2022	Sept. 8, 2022
Year 1 Expiry Date	Dec. 7, 2022	Dec. 7, 2022
Year 2 2022/23 Cost	$53,000	$102,537
Year 2 Expiry Date	Dec. 7, 2023	Dec. 7, 2023
Year 3 Cost	$79,500	$153,806
Year 3 Expiry Date	Dec. 7, 2024	Dec.7, 2024
New MELs Expiry	Jan. 3, 2025	**-**
New MELs Yr 1 Cost	$38,104	**-**

In September 2023, the Company received approval for three additional MELs – all of which directly adjoin the existing Wintering Lake license #1135A. The expiry date for these three licenses is January 3, 2025 and the initial year's assessment requirements total $38,104.

Although the Company remains committed to maintaining a focus on southeastern Manitoba assets, the acquisition of the Fox River MELs represented a very rare opportunity to gain a large land position in both an established (Thompson Belt) and highly prospective frontier belt (Fox River) at a time of increasing investor interest in nickel sulfide projects located in Tier 1 jurisdictions. The Company will be exploring different options at its disposal to fund and manage future exploration of these MELs including, but not limited to, partnering with an established nickel sulfide mining company and vending a NSR royalty.



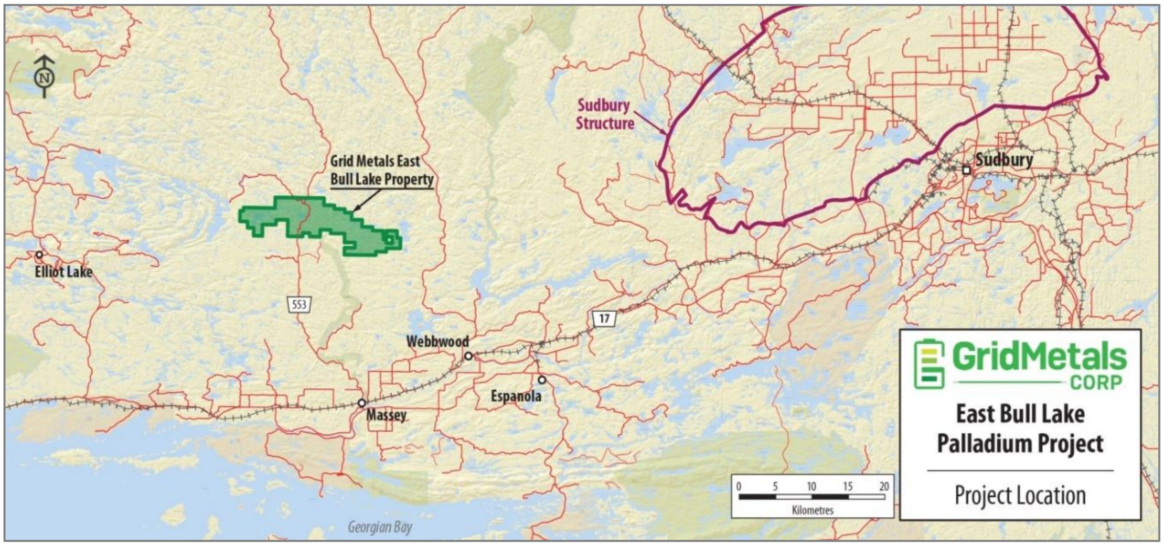
Above: *Location of Grid's northern Manitoba Mineral Exploration Licenses acquired in September, 2021*

ONTARIO

East Bull Lake Palladium Property

Overview and Mineral Title

The East Bull Lake Palladium Property ("EBL") consists of approximately 515 single cell and boundary mining claims held 100% by Grid which cover ~80% of the ~22km x ~4 km layered intrusion that hosts widespread, palladium-dominant disseminated sulfide mineralization. EBL is subject to underlying royalties held by the original optionors of the property of up to 3%. Grid focused the exploration at EBL for palladium in the area of the south margin looking for mineralization occurring in embayments or feeder structures in the intrusion.



Above: *Location of East Bull Lake Palladium Property*

Recent Exploration

The Company completed 31 drill holes totalling 8,021 metres during 2020 and 2021 at EBL targeting palladium-rich disseminated sulfide mineralization. There were many localized occurrences of significant palladium values and several narrow intercepts of high-grade massive sulfides in the footwall. No zones of economic significance at long term forecast palladium prices were identified in the drilling programs. No further work at EBL is planned at this time but geochemical interpretations completed subsequent to the recent drilling programs highlight the potential for Sudbury-type, structurally-controlled massive nickel-copper sulfide mineralization below the palladium-rich mineralization.

Campus Creek Lithium Property

Overview

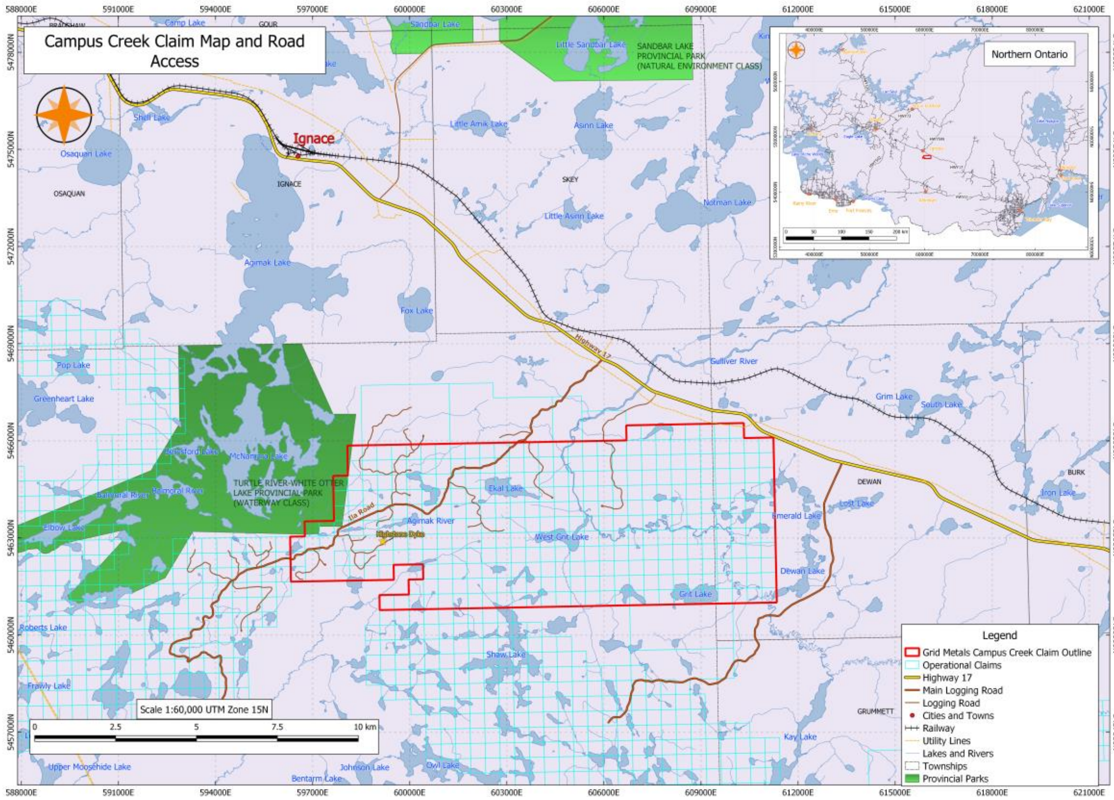
The Company owns an interest in the early-stage Campus Creek lithium exploration project located near the town of Ignace in northwestern Ontario. The Property is subject to a joint venture agreement between Grid (75%) and Lithium Equities Investments LLC (LEI)), an investment fund managed by Waratah Capital Advisors (25%). Grid Metals is the operator of the Joint Venture. The Campus Creek property is located adjacent to International Lithium's Raleigh Lake property which hosts a maiden Measured and Indicated resource of 2.293 million tonnes grading 0.64% Li_2O (see International Lithium Corp. news release dated April 13, 2023).

Mineral Title

The property consists of approximately 329 single cell mineral claims covering an area of ~7,000 hectares.

Exploration

The Company completed an 885m drill program during the third quarter of 2023 which was focused on the area of the Highstone Dyke and a spodumene showing there. There were no significant lithium values obtained in any of the eight drill holes completed. With the decline in lithium prices and the focus of its activities in Manitoba, Grid has no plans for further exploration at Campus Creek at this time.



Above: *Location map of the Campus Creek lithium property*

5. SELECTED ANNUAL INFORMATION

Selected audited annual information for the three most recently completed fiscal years, all reported under IFRS, are as follows:

Years ended December 31,	**2023** **$**	**2022** **$**	**2021** **$**
Net income (loss) before provision for income taxes	(10,371,762)	275,756	(3,852,669)
Net income (loss) after provision for income taxes	(10,371,762)	275,756	(3,852,669)
Basic and diluted loss per share	(0.06)	(0.00)	(0.04)
Total assets	12,790,483	12,901,272	3,001,528

6. DISCUSSION OF OPERATIONS

Overview

The following table provides selected financial information that should be read in conjunction with the consolidated financial statements of the Company for the three and nine months ended September 30, 2024 and 2023.

	For the three months ended September 30,		**For the nine months ended September 30,**	
	2024	2023	**2024**	2023
Exploration and evaluation expenses	**$ 583,298**	$ 1,408,331	**$ 3,660,445**	$ 7,133,491
Net operating expenses	**(1,364,649)**	(2,086,508)	**(6,012,699)**	(9,040,336)
Other income (loss) and realized gains on transactions	**308,951**	17,238	**1,224,875**	(142,712)
Net income (loss)	**(1,055,698)**	(2,069,270)	**(4,787,824)**	(9,183,048)
Net loss per share	**(0.01)**	(0.01)	**(0.02)**	(0.05)
Total assets	**$ 6,648,350**	$ 5,750,934	**$ 6,648,350**	$ 5,750,934

Revenues

None of the Company's properties have advanced to the point where a production decision can be made. As a consequence, the Company has no producing properties and no sales or revenues. From time to time the Company will earn interest from funds on deposit and other income from sale of property interests.

Other Income

The major items of other income for the three and nine months ended September 30, 2024 and 2023 are summarized as follows:

	For the three months ended September 30,		**For the nine months ended September 30,**	
	2024	2022	**2024**	2023
Gain on extinguishment of debt	**$ -**	$ -	**$ 1,052,348**	$ -
Loss on write-down of asset	**-**	-	**(533,677)**	-
Unrealized gain (loss) on marketable securities	**106,149**	(46,875)	**325,792**	(131,319)
Realized loss on sale of marketable securities	**96,328**	-	**96,328**	(347,021)
Government Grant	**97,500**	-	**97,500**	-
Gain on disposition of exploration and evaluation properties	**-**	-	**55,000**	133,750
Other income	**8,974**	64,113	**131,584**	201,878
	$ 308,951	$ 17,238	**$ 1,224,875**	$ (142,712)

The major expense items for three and nine months ended September 30, 2024 and 2023 are summarized as follows:

	For the three months ended September 30,		For the nine months ended September 30,	
	2024	2023	**2024**	2023
Exploration and evaluation expenditures	**$ 583,298**	$ 1,408,331	**$ 3,660,445**	$ 7,133,491
Management fees and directors fees	**217,455**	176,546	**673,570**	716,044
Office, general and administrative	**233,408**	104,594	**98,471**	701,244
Professional and consulting fees	**56,406**	189,170	**483,823**	575,707
Share-based payments	**14,276**	148,618	**254,466**	494,503
Public company costs	**54,360**	52,070	**131,182**	161,940
Amortization	**136,228**	7,179	**443,309**	21,407
Accretion	**69,218**	-	**267,433**	-
Flow-through share premium recovery	**-**	-	**-**	(764,000)
	$ 1,364,649	$ 2,086,508	**$ 6,012,699**	$ 9,040,336

Exploration and Development Expenditures

For the nine months ended September 30, 2024

	Makwa	Mayville	Eagle	Gossan	Donner Lake Lithium	Campus Creek	Falcon West	Other	Total
Acquisition	$ 6,052	$ -	$ 204	$ 16	$ 15	$ -	$ 150,929	$ 92,687	$ 249,903
Assays	10,108	5,432	8,967	-	89,055	-	83,623	736	197,921
Consulting	36,013	35,228	30,698	29,541	109,019	1,302	92,490	3,906	338,197
Drilling	-	-	-	-	902,569	-	506,678	-	1,409,247
Geological	69,572	40,103	-	-	6,611	-	-	-	116,286
Geophysics	127,095	66,230	2,800	19,750	2,600	-	700	3,501	222,676
Labour	76,382	10,547	28,403	485	78,949	951	49,538	11,907	257,162
Other	67,567	35,178	17,482	22,626	218,663	546	71,834	8,584	442,480
Project Development	-	-	-	-	549,357	-	-	-	549,357
Permitting and Consultation	-	-	-	-	-	-	-	80,999	80,999
Subtotal	**$ 392,789**	**192,718**	**88,554**	**72,418**	**1,956,838**	**2,799**	**955,792**	**202,320**	**3,864,228**
Reimbursements from JO partner	-	-	-	-	(203,783)	-	-	-	(203,783)
Total	**$ 392,789**	**$ 192,718**	**$ 88,554**	**$ 72,418**	**$ 1,753,055**	**$ 2,799**	**$ 955,792**	**$ 202,320**	**$ 3,660,445**

	Makwa	Mayville	Eagle	Gossan	Donner Lake Lithium	Campus Creek	Falcon West	Other	Total
Acquisition	$ -	$ -	$ 335,150	$ 710,000	$ 857,142	$ -	$ 358,020	$ (3,750)	$ 2,256,562
Assays	-	134,755	-	-	346,106	44,723	10,923	-	536,507
Consulting	55,368	49,607	7,563	11,690	372,399	7,517	30,477	34,580	569,201
Drilling	-	330,714	-	-	2,311,604	144,249	-	-	2,786,567
Geological	54,627	78,439	-	-	127,773	-	-	16,344	277,183
Geophysics	3,790	28,677	20,375	4,200	140,660	-	-	32,475	230,177
Labour	38,236	52,416	1,741	-	181,719	40,637	1,966	6,707	323,422
Other	98,210	59,808	-	-	449,808	5,932	132,664	32,742	779,164
Project Development	-	-	-	-	191,018	-	-	-	191,018
Staking	-	-		-	-	-	-	22,577	22,577
Subtotal	**$ 250,231**	**734,416**	**364,829**	**725,890**	**4,978,229**	**243,058**	**534,050**	**141,675**	**7,972,378**
Reimbursements from JO partner	-				(838,887)				(838,887)
Total	**$ 250,231**	**$ 734,416**	**$ 364,829**	**$ 725,890**	**$ 4,139,342**	**$243,058**	**$ 534,050**	**$ 141,675**	**$ 7,133,491**

7. SUMMARY OF QUARTERLY RESULTS

Selected financial information for the last eight fiscal quarters:

	2024 Q3	2024 Q2	2024 Q1	2023 Q4
	$	$	$	$
Net income (loss)	(1,055,698)	(512,010)	(3,220,416)	(1,188,714)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)	(0.01)

	2023 Q3	2023 Q2	2023 Q1	2022 Q4
	$	$	$	$
Net income (loss)	(2,069,270)	(3,181,161)	(3,932,612)	(310,586)
Basic and diluted loss per share	(0.01)	(0.02)	(0.02)	0.00

Comments on quarterly results

2024 – Q3
Results for the quarter were a net loss of $1,055,698 vs a net loss of $2,069,270 for the 2023 period. The decreased loss in the 2024 period was mainly due to the following: Exploration and evaluation expense of declining $922,533 to $485,798 (2023 - $1,408,331); Management and directors' fees of increasing $40,909 to $217,455 (2023 - $176,546) mainly due to severance costs; Office, general and administrative expense of increasing $128,814 to $233,408 (2023 – $104,594) mainly due to the Company's contribution to 1911 mill operating expenses; Professional and consulting fees declining $132,764 to $56,406 (2023 - $189,170); Share-based compensation declining $134,342 to $28,614 (2023 – $189,170); Amortization increasing $129,049 to $136,228 (2023 – $7,179) mainly due to the recognition of the 1911 Mill lease asset amortization; Accretion of $69,218 (2023 - $nil) due to the recognition of the 1911 Mill lease liability; Unrealized gain on marketable securities of $106,149 (2023 – unrealized loss of $46,875), a Government Grant of $97,500 and, a realized gain on the sale of marketable securities of $96,328 (2023 - $nil).

2024 – Q2
Results for the quarter were a net loss of $512,010 vs a net loss of $3,181,161 for the 2023 period. The 2024 period included exploration and evaluation expense of $589,937 (2023 - $1,975,598), share-based compensation of $28,614 (2023 – $542,201), a gain of $1,052,348 from the gain on extinguishment of debt (2023 - $nil), loss on write-down of asset of $533,677 and a realized loss of $nil from the disposition of marketable securities (2023 - $289,359).

2024 – Q1
Results for the quarter were a net loss of $3,220,416 vs a net loss of $3,932,612 for the 2023 period. The 2024 period included exploration and evaluation expense of $2,487,210 (2023 - $3,749,562), flow-through share premium recovery of $nil (2023 - $764,000), share-based compensation of $55,581 (2023 – $10,425), a gain of $nil from the disposition of exploration and evaluation properties (2023 - $133,750), and a realized loss of $nil from the disposition of marketable securities (2023 - $347,021).

2023 – Q4
Results for the quarter were a net loss of $1,188,714 vs a loss of $310,586 for the 2022 period. The increased loss in the 2023 period of $703,128 was mainly due to a $1,484,413 decrease in exploration and evaluation expenses to $544,246 (2022 - $2,028,659) – mainly due to joint arrangement partner payments of $704,422 received by the Company during the period. The decreased exploration and evaluation expenses were offset by an increase in management fees and directors fees of $319,462 to $384,518 (2022 – $65,056), an increase in amortization expense of $119,268 to $129,790 (2022 - $10,522), flow-through share premium recovery of $nil (2022 - $1,203,090), the realized loss on marketable securities of $nil (2022 - $260,256), and the unrealized loss on marketable securities of $299,716 (2022 – unrealized gain of $1,153,912), the unrealized gain in the prior period due to the appreciation of Canada Nickel shares.

8. LIQUIDITY

The Company has no significant revenues and no expectation of significant revenues in the near term. The cash position of the Company is reduced as exploration and overhead expenses are incurred.

The Company has working capital at September 30, 2024 of $223,902 (December 31, 2023 – $4,439,860).

9. CAPITAL RESOURCES

During the three months ended September 30, 2024 there were no unusual factors that affected the Company's capital resources.

10. OFF-BALANCE SHEET ARRANGEMENTS

At September 30, 2024 and 2023, the Company did not have any off-balance sheet arrangements.

11. TRANSACTIONS BETWEEN RELATED PARTIES

Director's fees, professional fees and other compensation of directors and key management personnel were as follows for the nine months ended September 30, 2024 and 2023:

Nine months ended September 30,	**2024**	2023
	$	$
Short-term compensation and benefits	**949,532**	966,234
Share-based payments (stock option, RSU and DSU grants)	**91,275**	423,914
Total key management compensation	**1,040,807**	1,390,148

Short-term compensation and benefits charged to exploration and evaluation expenditures during the nine months ended September 30, 2024 amounted to $89,986 (2023 – $105,315).

Amounts due to key management personnel included in accounts payable amounted to $65,691 (2023 – $22,645).

Legal fees were charged by a legal firm during the nine month period ended September 30, 2024, of which an officer of the Company is an employee, for legal and corporate secretarial services in the amount of $41,981 (2023 - $91,124. Accounts payable and accrued liabilities include $10,441 owing to the legal firm (2023 – $24,994).

Amounts due to related parties included in accounts payable are unsecured, non-interest bearing and due on demand.

See also Notes 9(b) and 13 of the Company's interim unaudited condensed consolidated financial statements for the nine months ended September 30, 2024 and 2023.

12. PROPOSED TRANSACTIONS

There are no proposed transactions contemplated as of the date hereof.

13. CRITICAL ACCOUNTING ESTIMATES

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets, liabilities, and contingent liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting periods. Estimates and judgments are continuously evaluated and are based on management's experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual outcomes can differ from these estimates. The key sources of estimation uncertainty that have a significant risk of causing material adjustment to the amounts recognized in the financial statements are:

Income taxes and recoverability of potential deferred tax assets

The Company is subject to income, value added, withholding and other taxes in various jurisdictions. Significant judgment is required in determining the Company's provisions for taxes. There are many transactions and calculations for which the ultimate tax determination is uncertain during the ordinary course of business. The Company recognizes liabilities for anticipated tax audit issues based on estimates of whether additional taxes will be due. The determination of the Company's income, value added, withholding and other tax liabilities requires interpretation of complex laws and regulations often involving multiple jurisdictions. The Company's interpretation of taxation law as applied to transactions and activities may not coincide with the interpretation of the tax authorities. All tax related filings are subject to government audit and potential reassessment subsequent to the financial statement reporting period. Where the final tax outcome of these matters is different from the amounts that were initially recorded, such differences will impact the tax related accruals and deferred income tax provisions in the period in which such determination is made.

In assessing the probability of realizing income tax assets recognized, management makes estimates related to expectations of future taxable income, applicable tax planning opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. The Company considers whether relevant tax planning opportunities are within the Company's control, are feasible, and are within management's ability to implement. Examination by applicable tax authorities is supported based on individual facts and circumstances of the relevant tax position examined in light of all available evidence. Where applicable tax laws and regulations are either unclear or subject to ongoing varying interpretations, it is reasonably possible that changes in these estimates can occur that materially affect the amounts of income tax assets recognized. Also, future changes in tax laws could limit the Company from realizing the tax benefits from the deferred tax assets. The Company reassesses unrecognized income tax assets at each reporting year.

Share-based payments

Management determines the valuation of share-based payments and warrants using market-based valuation techniques. The fair value of the market-based and performance-based share awards and warrants are determined at the date of grant using generally accepted valuation techniques. Assumptions are made and judgment used in applying valuation techniques. These assumptions and judgments may include estimating the future volatility of the stock price, expected dividend yield, future employee turnover rates and future employee stock option exercise behaviors and corporate performance. Such judgments and assumptions are inherently uncertain. Changes in these assumptions affect the fair value estimates.

Mineral reserve estimates

The figures for mineral reserves and mineral resources are determined in accordance with National Instrument 43-101, "Standards of Disclosure for Mineral Projects", issued by the Canadian Securities Administrators. There are numerous uncertainties inherent in estimating mineral reserves and mineral resources, including many factors beyond the Company's control. Such estimation is a subjective process, and the accuracy of any mineral reserve or mineral resource estimate is a function of the quantity and quality of available data and of the assumptions made and judgments used in engineering and geological interpretation. Differences between management's assumptions including economic assumptions such as metal prices and market conditions could have a material effect in the future on the Company's financial position and results of operation.

Commitments and contingencies

Refer to Notes 10 and 11 of the Company's interim unaudited condensed consolidated financial statements for the nine months ended September 30, 2024 and 2023.

14. FINANCIAL ASSETS, AND OTHER INSTRUMENTS

Financial assets

Initial recognition and measurement

Non-derivative financial assets within the scope of IFRS 9 are classified and measured as "financial assets at fair value", as either Fair Value through Profit or Loss ("FVPL") or Fair Value through Other Comprehensive Income ("FVOCI"), and "financial assets at amortized costs", as appropriate. The Company determines the classification of financial assets at the time of initial recognition based on the Company's business model and the contractual terms of the cash flows.

Subsequent measurement – financial assets at amortized cost
After initial recognition, financial assets measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the Effective Interest Rate ("EIR") method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR.

Subsequent measurement – financial assets at FVOCI
Financial assets measured at FVOCI are non-derivative financial assets that are not held for trading and the Company has made an irrevocable election at the time of initial recognition to measure the assets at FVOCI. The Company does not measure any financial assets at FVOCI.

After initial measurement, investments measured at FVOCI are subsequently measured at fair value with unrealized gains or losses recognized in other comprehensive income or loss in the consolidated statements of comprehensive income (loss). When the investment is sold, the cumulative gain or loss remains in accumulated other comprehensive income or loss and is not reclassified to profit or loss.

Dividends from such investments are recognized in other income in the consolidated statements of earnings (loss) when the right to receive payments is established.

Subsequent measurement – financial assets at FVPL
Financial assets measured at FVPL include financial assets management intends to sell in the short term and any derivative financial instrument that is not designated as a hedging instrument in a hedge relationship. Financial assets measured at FVPL are carried at fair value in the consolidated statements of financial position with changes in fair value recognized in other income or expense in the consolidated statements of earnings (loss). The Company's marketable securities are classified as financial assets at FVPL.

Derecognition
A financial asset is derecognized when the contractual rights to the cash flows from the asset expire, or the Company no longer retains substantially all the risks and rewards of ownership.

Impairment of financial assets
The Company's only financial assets subject to impairment are other accounts receivable, which are measured at amortized cost. The Company has elected to apply the simplified approach to impairment as permitted by IFRS 9, which requires the expected lifetime loss to be recognized at the time of initial recognition of the receivable. To measure estimated credit losses, accounts receivable has been grouped based on shared credit risk characteristics, including the number of days past due. An impairment loss is reversed in subsequent periods if the amount of the expected loss decreases, and the decrease can be objectively related to an event occurring after the initial impairment was recognized.

Financial liabilities
Initial recognition and measurement
Financial liabilities are measured at amortized cost, unless they are required to be measured at FVPL as is the case for held for trading or derivative instruments, or the Company has opted to measure the financial liability at FVPL. The Company's financial liabilities include accounts payable and accrued liabilities and lease obligations, which are each measured at amortized cost. All financial liabilities are recognized initially at fair value and in the case of long-term debt, net of directly attributable transaction costs.

Subsequent measurement – financial liabilities at amortized cost
After initial recognition, financial liabilities measured at amortized cost are subsequently measured at the end of each reporting period at amortized cost using the EIR method. Amortized cost is calculated by taking into account any discount or premium on acquisition and any fees or costs that are an integral part of the EIR. The EIR amortization is included in finance cost in the consolidated statements of operations.

Derecognition
A financial liability is derecognized when the obligation under the liability is discharged, cancelled, or expires with any associated gain or loss recognized in other income or expense in the consolidated statements of operations.

Credit Risk
The Company's credit risk is primarily attributable to accounts receivable. The Company has no significant concentration of credit risk arising from operations. Management believes that the credit risk concentration with respect to the financial instrument included in amounts receivable is remote.

Liquidity Risk

The Company's main source of liquidity is derived from its common stock issuances. As at September 30, 2024, the Company had current assets of $3,482,647 (December 31, 2023 - $8,678,413) to settle current liabilities of $3,258,745 (December 31, 2023 - $4,238,553). Current liabilities include un-renounced flow through share premium, which will be a non-cash item on settlement, of $2,222,778 (December 31, 2023 - $2,222,778). All of the Company's financial liabilities have contractual maturities that are subject to normal trade terms.

Interest Rate Risk
Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by its banking institutions. The Company monitors its cash balances and is satisfied with the creditworthiness of its banks. As a result, the Company's exposure to interest rate risk is minimal.

Market Risk
Foreign Currency Risk
The Company's functional and reporting currency is the Canadian dollar, and all expenditures are transacted in Canadian dollars. As a result, the Company's exposure to foreign currency risk is minimal.

Price Risk
The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company. As the Company's properties are in the exploration stage and to date do not contain any identified mineral resources or reserves, the Company does not hedge against commodity price risk.

Sensitivity Analysis
Management's view with respect to interest rate and foreign exchange risks is as follows:
(i) The Company receives low interest rates on its cash and cash equivalent balances and, as such, the Company does not have significant interest rate risk.
(ii) The Company does not have exposure to foreign exchange risk.

Land access and permitting
The Company is required to obtain permits to conduct exploration and evaluation activities on its properties and part of that process requires consultations with First Nations. In management's view there is uncertainty concerning the First Nation's consultation process, and there are risks of permitting delays. The impact of any delays on the Company's operations is unknown.

Operating Risk
All assets of the Company are either at the exploration or development stage. The Company faces a number of risks to the successful exploration and/or development of its properties. These include the availability of capital, technical risk, permitting risk and environmental risk. There is no certainty the Company will be able to fund or complete the required work in order to build a mine or profitably divest any of its assets. The Company is required to engage with First Nations in order to obtain exploration permits and there is ongoing uncertainty with respect to the permitting process.

15. DISCLOSURE OF OUTSTANDING SHARE DATA

Share Capital

Common Shares
As at September 30, 2024 and the date hereof, there were 204,401,164 common shares of the Company outstanding (2023 – 166,522,856).

Warrants
At September 30, 2024, and the date hereof, there were a total of 12,059,996 warrants outstanding (2023 – 20,807,242).

Options
At September 30, 2024, and the date hereof, there were a total of 11,120,000 stock options outstanding (2023 – 5,670,000).

Deferred Share Units
At September 30, 2024, and at the date hereof, there were 1,675,000 deferred share units of the Company outstanding (2023 – 2,150,000).

Restricted Share Units
At September 30, 2024, and at the date hereof, there were 1,600,000 restricted share units outstanding (2023 – 100,000).

Subsequent Events

Subsequent to September 30, 2024 the Company sold 4,576,667 1911 Shares for gross proceeds of $759,945, to hold nil.

Directors and officers of the Company

Robin E. Dunbar	President, Chief Executive Officer, and Director
Doug Harris	Chief Financial Officer
Dave Peck	Vice President
Brandon Smith	Chief Development Officer
Nadim Wakeam	Corporate Secretary
Grant McAdam	Director
Thomas Meredith	Director
Constantine Karayannopoulos	Director
Patrick Murphy	Director

Dave Peck, P.Geo, is the Qualified Person for Grid Metals Corp. for the purposes of National Instrument 43-101 and has reviewed the technical content of this document.

Additional Information
Additional information about the Company including the financial statements, press releases and other filings are available on the internet at www.sedar.com and additional supplemental information is available on the Company website at www.gridmetalscorp.com