

NUBIAN RESOURCES LTD.

Management's Discussion and Analysis of Financial Position and Results of Operations for the period ended April 30, 2024

CONTAINING INFORMATION UP TO AND INCLUDING JUNE 28, 2024

Nubian Resources Ltd. ("Nubian" or the "Company") is listed on the TSX Venture Exchange ("TSX-V") and the OTCQB Venture Market under the trading symbols "NBR" and "NBRFF". The Company is a junior mineral exploration company whose mission is to create shareholder value by discovering and developing mineral resources which can be profitably exploited.

This management discussion and analysis ("MD&A") of the consolidated operating results and financial condition of the Company for the interim period ended April 30, 2024 has been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A is intended to help the reader understand the consolidated financial statements of the Company.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedure and internal controls and to ensure that information used internally or disclosed externally, including the financial statements and MD&A, is complete and reliable. The Company's board of directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The board's audit committee meets with management quarterly to review the financial statements including the MD&A and to discuss other financial, operating and internal control matters.

Readers should use the information contained in this report in conjunction with all other disclosure documents including those filed on SEDAR+ (www.sedarplus.ca). Additional information relating to Nubian can be found on the Company's website www.nubianr.com.

All dollar amounts referred to in this discussion and analysis are expressed in Canadian dollars except where indicated otherwise.

The date of this MD&A is June 28, 2024.

Forward Looking Statements

Except for statements of historical fact, certain information contained herein constitutes forward-looking statements. Forward-looking statements are usually identified by the use of certain terminology, including "will", "believes", "may", "expects", "should", "seeks", "anticipates", or "intends" or by discussions of strategy or intentions. Such forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause our actual results or achievements to be materially different from any future results or achievements expressed or implied by such forward-looking statements. Forward-looking statements are statements that are not historical facts, and include but are not limited to, estimates and their underlying assumptions; statements regarding plans, objective and expectations with respect to the effectiveness of the Company's business model; future operations, products and services; the impact of regulatory initiatives on the Company's operations; the size of and opportunities related to the markets for the Company's products; general industry and macroeconomic growth rates; expectations related to possible joint and/or strategic ventures and statements regarding future performance.

Forward-looking statements used in this discussion are subject to various risks and uncertainties, most of which are difficult to predict and generally beyond the control of the Company. If risks or uncertainties materialize, or if underlying assumptions prove incorrect, the Company's actual results may vary materially from those expected, estimated or projected. Forward looking statements in this document are not a prediction of future events or circumstances, and those future events or circumstances may not occur. Given these uncertainties, users of the information included herein, including investors and prospective investors are cautioned not to place undue reliance on such forward-looking statements.

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Company Background

The Company is focused on precious metals with a goal to develop properties with an economical resource equivalent of a minimum of 1 million ounces of "inferred and indicated" gold within two to three years from acquisition. Opportunities outside the precious metal sector are to be developed in conjunction with joint venture partners specialized in the respective metal and location, with Nubian retaining an interest in cash-flow and property royalty.

Recent Developments

Exploration Projects

Australian Projects

Yandoit Project

On May 21, 2020, the Company entered into a binding letter of intent to acquire the Yandoit Project, situated in the historic Daylesford gold corridor of central Victoria, Australia (the "Yandoit LOI"). The approximately 38 square kilometre (3,800 ha) property consists of one Mining Licence and one Exploration Licence, collectively the "Yandoit Project". At the time of the signing of the Yandoit LOI, the vendor, B.S.B. Mining Pty Ltd. ("BSB Mining"), an arm's length party to the Company, was finalizing the purchase of a second Exploration Licence that has six historic gold mines. Under the terms of the Yandoit LOI, Nubian paid an AUD\$20,000 (~CAD\$18,300) deposit for an exclusivity period of 90 days. As part of the Yandoit LOI, BSB Mining will be granted 2% net smelter return royalty, which can be purchased by Nubian at AUD\$250,000 (~CAD\$229,000) at any time after 36 months from the definitive agreement date.

On August 17, 2020, the Company signed an extension to the Yandoit LOI to provide for additional time to complete due diligence and finalize definitive agreements. On September 24, 2020, the Company received Australian Foreign Investment Review Board ("FIRB") approval for the acquisition of Ballarat Investment Project Management Pty Ltd. ("BIPM"), a company that holds the Yandoit Project mining concessions subsequent to organization and transfer by BSB Mining.

In connection with the Yandoit LOI, on October 27, 2020, the Company announced that its wholly-owned subsidiary, Blackwood Prospecting Pty Ltd. ("Blackwood") entered into a definitive subscription agreement with BIPM and has settled on definitive agreements to acquire a 60% interest and the right to acquire the remaining 40% interest in the Yandoit Project.

On November 27, 2020, the Company closed the acquisition of the Yandoit Project with the payment of AUD\$370,000 (CAD\$357,346) in cash and issued 4,695,093 common shares in the capital of the Company at a fair value of CAD\$0.49 per share to BIPM Shareholders, including 333,333 common shares issued pursuant to a finder's fee agreement and entered into a promissory note with BIPM Shareholders, which promissory note is redeemable at the expiration of 18 months from the closing date for, at the sole election of Blackwood, one of the following: (i) the payment of AUD\$750,000 in cash; or (ii) the issuance to the BIPM Shareholders of a number of common shares in the capital of the Company equal to the quotient obtained by dividing the Canadian dollar equivalent of AUD\$750,000, by the volume weighted average price of the Company's common shares traded on the TSX-V for the 20 trading days immediately preceding the redemption date; or (iii) by transferring to the BIPM Shareholders a number of shares of BIPM equivalent to 35% of the issued capital of BIPM (thereby reducing the Company's indirect holdings in BIPM to 25% of the issued capital of BIPM).

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On December 23, 2020, the Company announced the commencement of exploration at the Yandoit Project and provided exploration updates and results in press releases dated March 3, April 29, June 8, October 6, 2021 and March 22, 2022. See Overview of Properties, Australia, Yandoit for a summary of exploration results.

On June 8, 2021, the Company announced the commencement of diamond drilling at the Yandoit Project targeting seven locations within the project area along a north south trending gold mineralized corridor defined by historical mine shafts and workings. Targets were defined by a combination of recent geophysical surveys, soil geochemistry and geological mapping alongside past mine production records. It was noted that drilling would begin at the North Sardinia Prospect which consists of at least four major gold bearing reefs that were exploited and last mined around the 1860's and that drilling is planned to test these reefs at depth and to expand on known gold mineralization in the area. Mapping and sampling by Nubian has highlighted the prospectivity of North Sardinia, and revealed significant quantities of gold within sulphide that was not recoverable when mining previously occurred.

On August 6, 2021, the Company announced in relation to the Yandoit Project, that the transfers of the adjacent EL6274 and mining licence (MIN5503) to BIPM, a controlled subsidiary of the Company, were waiting for final authorization from Earth Resources Regulation, Department of Jobs, Precincts and Regions ("Earth Resources Regulation") due in part to the original license holder having been placed into Administration, an event beyond the Company's control, which resulted in an extended review process by Earth Resources Regulation. It was disclosed that until such time as the transfers occur, the Company was not able to conduct exploration or drilling programs in the areas covered by these licenses. On November 4, 2021, the Company announced that the transfer of EL6274 had been finalized. In consideration for the transfer failure and the loss of MIN5503, the redeemable promissory note to purchase 100% of BIPM and the Yandoit Project (see November 27, 2020 announcement above) of AUD\$750,000 will be reduced to AUD\$450,000.

On March 13, 2023, the Company provided notice of its intention not to exercise certain rights under the definitive agreement, including to exercise an option to increase its ownership in BIPM to 100%. In accordance with the definitive agreement, the Company will forfeit 27% of its ownership interest in BIPM and the promissory note will revert back to Nubian. As a result, the Company will remain a 33% shareholder of BIPM, the owner of the Yandoit Project going forward.

In addition, pursuant to the subscription agreement entered into between the Company and BIPM on October 22, 2020, and the transfer failure event that occurred when neither MIN5503 nor EL6274 were registered in the name of BIPM by the Sunset Date (as defined in the subscription agreement), the 1,744,704 escrow shares were cancelled, and the acquisition cost of the Yandoit Project reduced (see further disclosure in the financial statements for the year ended July 31, 2023).

Stavely Projects

On July 11, 2020, the Company entered into a binding letter of intent with Stavely Minerals Limited and its wholly-owned subsidiary, Stavely Tasmania Pty Ltd. (collectively "Stavely") to acquire three mining projects (the "Stavely LOI"). Together, the three mining projects comprise six exploration licenses that include the 82 km² Fosterville East Project located in central Victoria, approximately 10 km east of Kirkland Lake Gold's Fosterville Gold Mine, and the 27 km² Lefroy and 142 km² Mathinna projects located in northeast Tasmania (collectively the "Stavely Projects"). In exchange for acquiring 100% the Stavely Projects, Nubian paid an AUD\$100,000 (CAD\$94,900) non-refundable deposit and will issue Nubian shares equal to AUD\$2,400,000 (CAD\$2,278,000) based on the volume weighted average price of Nubian shares on the five trading days prior to the execution of definitive agreements, subject to a minimum of 5,050,000 common shares being issued.

On December 15, 2020, the Company closed its acquisition of the Stavely Projects. In exchange for acquiring 100% the Stavely Projects, Nubian paid AUD\$2,500,000 comprising AUD\$100,000 (CAD\$94,900) in cash as a deposit and issued 5,050,000 common shares of the Company in accordance with the Stavely LOI. The common

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shares issued are subject to a statutory hold period of four months and one day in accordance with securities laws. In connection with the acquisitions, the Company's subsidiary, Blackwood, entered into a share Purchase Agreement with Van Diemens Gold Limited and Stavely Minerals Limited for the purchase of all of the issued and outstanding shares of Stavely Tasmania Pty Ltd, the owner of the Fosterville East project and the Lefroy and Mathinna projects, and a share purchase agreement with Lantech Developments Pty Ltd, Long Weekend (QLD) Pty Ltd and a private individual for the purchase of all of the issued and outstanding shares of Bestlevel Holdings Pty Ltd ("Bestlevel"), the part owner of three of Mathinna Exploration Licences. These three Exploration Licences in the Mathinna project had been held by Bestlevel and Stavely (as operator) pursuant to a farm-in agreement. In connection with the acquisition, the Company also issued 126,832 common shares as a finder's fee.

On September 8, 2021, the Company announced that a 50-line km gravity survey on the Company's Fosterville East property (EL006668) in the Central Victorian Goldfields, Australia had been completed. The initial geophysical campaign comprised five east-west and one north-south lines utilizing existing road access where possible. Two lines passed close to historic gold workings in the area.

Peru Project

On August 18, 2020, the Company accelerated its purchase of the Esquilache Silver Project, located in southern Peru, with a one-time cash payment to Zinc One Resources Inc. ("Zinc One") of \$350,000 to satisfy all the payments due under the original agreement dated December 28, 2017. Subsequent to the payment, and transfer by Zinc One, the Company was able to register its 100% ownership of the Esquilache Silver Project with the Peruvian Department of Mines clearing the way for the Company to apply for mine permits and firm up community agreements. Under the terms of the agreement with Zinc One, the Esquilache Silver Project is subject to a 2% NSR of which Nubian will have the right to purchase 1% for \$500,000 at any time, until the third anniversary of the first sale of gold, silver or concentrate.

On October 12, 2022, the Company announced that it entered into a royalty transfer agreement with Zinc One to purchase the 2% net smelter returns royalty (the "NSR Transfer Agreement") on the Esquilache Silver Project for a cash payment of \$75,000 and the issuance of 500,000 common shares of the Company. The common shares issued were subject to a four month and one day hold period in accordance with Canadian securities legislation.

United States Projects

On August 21, 2020, the Company announced that it had entered into a binding letter of intent with Athena Gold Corporation ("Athena") for Athena to acquire the Company's Excelsior Springs exploration project and the Palmetto mineral claims ("Excelsior Springs"). Under the terms of the Athena LOI, Athena paid a \$10,000 USD deposit to Nubian for an exclusive 90 day due diligence period during which time Nubian and Athena agreed to finalize definitive agreements with respect to the transaction, and for Athena to make an application for listing on a Canadian stock exchange and to raise a minimum of \$750,000 USD. On December 11, 2020, Nubian and Athena entered into an option agreement (the "Option Agreement") that provides for Athena to acquire a 10% interest in the Excelsior Springs and the Palmetto mineral claims with the issuance of 5,000,000 common shares at a deemed value of \$0.05 (the "First Option") and prior to December 31, 2021, for Athena to acquire the remaining 90% interest in Excelsior Springs and the Palmetto mineral claims with the issuance of 45,000,000 common shares at a deemed value of \$0.05 (the "Second Option"). To close the Second Option, it was agreed that Athena would have received approval for listing on the Canadian Securities Exchange, would have a minimum of USD\$500,000 in cash and a maximum of 75 million common shares outstanding, with the issuance of the 45,000,000 common shares, and further that the Second Option Conditions Precedent being met would trigger a 30 day period within which Athena must exercise the Second Option. Nubian would retain a 1% NSR on Excelsior Springs and Athena would have the right to purchase 0.5% for \$500,000 and the remaining 0.5% at fair market value.

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On October 21, 2021, the Company announced that Athena had received listing approval from the Canadian Securities Exchange with trading having commenced on October 18, 2021, under the symbol "ATHA" meeting the Second Option Conditions Precedent triggering the 30 day completion time to issuance the remaining 45,000,000 common shares of Athena. On November 23, 2021, the Company announced that it had entered into an amending agreement to provide for the exercise of the Second Option to December 31, 2021.

Effective December 31, 2021, the Company sold to Athena the remaining 90% interest that the Company held in Excelsior Springs, as first contemplated in the option agreement. Athena acquired the interest in Excelsior Springs through the acquisition of all of the outstanding shares of Nubian Resources (USA) Ltd. ("Holdco"). On completion of the transaction, through its acquisition of Holdco, Athena held a 100% interest in Excelsior Springs, subject to a 1% of net smelter returns royalty (the "Royalty") with respect to Excelsior Springs granted to the Company. The transaction was effected as at December 31, 2021 pursuant to the terms a share purchase agreement (the "Share Purchase Agreement"), whereby the Company sold to Athena and Athena purchased from the Company all of the shares of Holdco for the remaining consideration payable under the terms of the Option Agreement, which consisted of 45 million shares of Athena's common stock ("Athena Shares") and the Royalty.

Under the terms of the Share Purchase Agreement, Nubian also agreed to use commercially reasonable efforts to distribute all Athena Shares to its shareholders, pro rata, subject to certain conditions, including that the distribution can be effected in accordance with applicable laws and the policies of the TSX-V, exempt from the requirements to file a prospectus in Canada. In order to facilitate this proposed distribution, the Company and Athena agreed to prepare and file with the U.S. Securities and Exchange Commission (the "SEC") a registration statement on Form S-1, covering the resale and distribution by Nubian to its shareholders of the Athena Shares held by it. The Company also agreed that, subject to certain exceptions, for a period of twelve months from the closing of the transaction, or until such time as Nubian owns less than 4.9% of the outstanding Athena Shares, it would not vote against certain matters that have been recommended by Athena's board of directors for approval by Athena's shareholders at any meeting of Athena shareholders.

On June 22, 2022, the Company announced that Athena filed a registration statement on Form S-1 to qualify the distribution of the Athena Shares to Nubian shareholders, which was approved by the Company's shareholders at its annual and special meeting held March 31, 2022. However, the registration statement was not made effective within the time frame initially envisaged by the Company and the distribution did not occur as planned. The Company believes that, at the present time, it is no longer in the best interests of the Company to proceed with the distribution of the Athena Shares. Instead, the Company presently intends to continue to hold the Athena Shares for investment purposes. The Company has no present intention to acquire additional securities of Athena. From time to time and depending on market and other conditions, the Company may increase or decrease its beneficial ownership, control or direction over those securities through market transactions, private agreements or otherwise.

On June 29, 2022, the Company announced that Athena encountered encouraging results from its Phase 1 drill program at Excelsior Springs.

On November 1, 2022, the Company announced that Athena has begun a follow-up Reverse Circulation drilling program at Excelsior Springs to further test the high grade gold discovery (announced June 29, 2022) through a focused step out drilling program. It was noted that the Board of Directors believes it is in the best interests of the Company to evaluate the follow-up drill program prior to making a decision on the timing of the return of capital transaction that was disclosed in the Company's June 22, 2022 press release.

On January 16, 2023, the Company announced the Reverse Circulation drilling program at Excelsior Spring had intersected further high-grade results including 6.05 g/t Au and 17.4 g/t Ag over 27.4 metres, including 10.2 g/t Au and 30.8 g/t Ag over 10.7 metres. These assay results follow up on the high grade drill hole intercept of DB23 reported in August 2022 and confirm the discovery of a new high grade area at Excelsior Springs.

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On April 17, 2023, the Company announced its intention to invest \$350,000 in an Athena non-brokered private placement to maintain its ownership in Athena and Excelsior Springs. On April 27, 2023, Nubian filed an Early Warning Report regarding its acquisition of 5,000,000 units of Athena at a price of \$0.07 per unit for a total consideration of \$350,000. Each unit was comprised of one Athena common share and one common share purchase warrant. Further information in respect to the Athena non-brokered private placement is contained in Athena's new release dated April 24, 2023. Immediately before completion of the non-brokered private placement, Nubian held and controlled an aggregate of 50,000,000 Athena common shares, representing approximately 36.74% of the issued and outstanding common shares on a non-diluted basis and no warrants. Upon completion of the non-brokered private placement, the Company held and controlled an aggregate of 55,000,000 Athena common shares and 5,000,000 warrants, representing 36.52% on a non-diluted basis and approximately 38.56% on a partially diluted basis, assuming the exercise of the 5,000,000 warrants.

Corporate

On April 11, 2024, Nubian announced its intention to re-start exploration at the Fosterville East Project and to undertake a non-brokered private placement to raise up to \$600,000 through the issuance of up to 10,000,000 units, with each unit priced at \$0.06. Each unit will comprise one common share and one-half common share purchase warrant (each whole common share purchase warrant, a "Warrant"). Each Warrant will be exercisable at \$0.08 for a period of 24 months post the closing date. In connection with the non-brokered private placement, the Company may pay finder's fees of 7% cash and 7% compensation warrants in accordance with the policies of the TSXV. The proceeds of the non-brokered private placement will be utilized to undertake exploration activities at Fosterville East and for general working capital purposes. On June 25, 2024, the Company closed an initial tranche of the non-brokered private placement with the issuance of 4,416,667 units for gross proceeds of \$265,000. In connection with the first tranche closing, the Company paid finder's fees of \$10,150 cash and issued 169,166 finder's warrants in accordance with the policies of the TSX Venture Exchange.

On June 28, 2024, the Company announced the results of its Annual and Special Meeting held June 27, 2024. A total of 25,851,321 common shares of the Company were represented at the Meeting, representing approximately 41% of the total number of common shares of the Company issued and outstanding. All matters presented for approval at the Meeting were duly authorized and approved including: (1) setting the board of directors at five; (2) election of all five management nominees (Marc Henderson (Chair), Matthew Andrews, Markus Janser, Campbell Smyth and Martin Walter (CEO)) to the board of directors of the Company; (3) the appointment of DeVisser Gray LLP as auditors of the Company for the ensuing year and authorization of the directors to fix their remuneration; (4) re-approval of the stock option plan; (5) approval of the alteration of the Company's articles to provide for an Advance Notice Provision; and (6) board authorization to change the name of the Company.

Overview of Properties

Australia

Yandoit Project

The approximately 38 square kilometre (3,800 ha) property consists of one Mining Licence and one Exploration Licence. The Project is situated in the historic Daylesford gold corridor of central Victoria, Australia, located about 39 km northeast of the city of Ballarat and 100 km northwest of Melbourne. The advanced-stage Project is in a region that has seen punctuated periods of hard rock and alluvial gold mining over the past 160 years. Local geological environments are very similar to that seen in the higher activity Bendigo (e.g., Fosterville Mine, 70 km to the northeast), Castlemaine, and Malmsbury gold corridors located to the north and northeast.

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Gold mineralization in the Bendigo, Malden and Yandoit-Franklinford districts typically occurs as course gold in sediment-hosted stacked quartz reefs and within rich alluvial surface deposits. The gold-bearing quartz reefs form in faults and along dilational features associated with anticlinal and synclinal folds and structural offsets. Historical literature on the Project notes the Project's high gold grades and several sizeable gold nuggets that have been found at surface, some very recently. Typical high-grade gold grades and widths in the Project area are +12-34 g/t Au over one to two metres. Nubian has not undertaken sufficient work to confirm the historical information and the Company notes that additional sampling, drilling and quality control will be required to verify the information.

The heart of the Project covers a 5 km long gold mineralized corridor that has been outlined at surface, defined through historical and current gold showings, exploration pits, gold reef workings, surface gossans, and gold bearing alluvial sands.

On December 23, 2020, the Company announced the commencement of exploration to map and define drill targets within the extensive trends of prior mining, mapped quartz reefs and prospective fault zones through a deep auger soil sampling program on an extensive and close-spaced grid to test for gold and other metals within thin soils as well as an 18 kilometre Deep Penetrating Ground Radar (DPGR) geophysical survey. Exploration work was undertaken over an 8 kilometre long north-south trending gold mineralized corridor that extends throughout the Project and hosts up to eight historically mined gold bearing quartz reefs within a sequence of folded sedimentary rock units.

On March 3, 2021, the Company provided an update on the exploration being undertaken at the Project focused on the Sardinia Reef where historic workings trend for more than 2 km in strike, with 10 drill targets now prioritized. It was noted that 14 line-kilometres of DGPR was completed across three gold targets and that a total of 1,197 soil samples have been collected to date and analysed utilizing a Portable X-ray Fluorescence spectroscopy ("pXRF") device. Prior studies indicate arsenic works as a suitable pathfinder element for gold in the Central Victorian Goldfields, and as an exploration tool, the pXRF technique provides acceptable accuracy, precision and repeatability. From the 1,197 samples collected to date, pXRF arsenic ranges from below detection (3 ppm) to 697 ppm with an average of 11 ppm and median of 8 ppm.

On April 29, 2021, the Company released the metallurgical characterization results from rock chip samples gathered from mine dumps associated with the historic Goldsmith mine at the Project. The metallurgical work was undertaken to assist in the design of a processing circuit to extract gold from the Project in a potential future mining operation. Six samples, consisting of sulphide-bearing quartz were sent to Gekko Laboratories in Ballarat, Victoria for metallurgical characterization and gold recovery determination. Visible gold was not present in any sample, and consequently all rocks were regarded as waste and discarded during historic production. The samples are considered typical of sulphide-mineralized quartz, mined but discarded as barren during historic mining at the Project. Similar samples are found on surface dumps around the four sub-parallel gold reef systems discovered to date - Sardinia, Graveyard, Golconda and Welcome Line. All samples correlate with areas of anomalous arsenic in soil sampling. Mapping of the Welcome, Graveyard and Sardinia reefs suggests they are lateral extensions or splays off the Golconda and Goldsmith reefs that were the two dominant historical gold mines. The six samples were crushed and processed by gravity separation at Gekko Laboratories to produce heavy mineral concentrates. These concentrates were assayed for gold, silver and arsenic (arsenic being a well-known pathfinder for gold). High gold grades were identified in all concentrate samples, despite free gold not being visible, indicating the likely presence of gold within sulphide.

The weighted average grade from the six concentrate samples produced from rock chips was 29.36 g/t and 30 g/t Ag. This preliminary testwork suggests a substantial amount of gold may be present within sulphide, that was not recoverable within historic mining operations. Gravity combined with flotation may be very effective for the Project in the future to produce a bulk concentrate for sale or further treatment. Detailed test work from drill core samples along with bulk sampling is required to confirm these results, determine the distribution of gold between free and sulphide-hosted, and determine the quantity of sulphide in quartz veins.

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On June 8, 2021, the Company announced the commencement of diamond drilling at the Project targeting seven locations within the Project area along a north south trending gold mineralized corridor defined by historical mine shafts and workings. Targets were defined by a combination of recent geophysical surveys, soil geochemistry and geological mapping alongside past mine production records. Drilling was planned to begin at the North Sardinia Prospect which consists of at least four major gold bearing reefs that were exploited and last mined around the 1860', however due to the delay in the transfer of EL6274, drilling efforts were diverted from the North Sardinia Prospect to the Goldsmith area on EL5193.

On October 6, 2021, the Company provided an update on the maiden drill program indicating that to date 1,164 metres of reverse circulation ("RC") and 458 metres of diamond core has been completed at the Goldsmith and Golconda prospects with assay results received from 20 holes including 2.0m @ 52.4 g/t gold in hole YRC008 highlighting the potential for exceptional high-grade gold at the Yandoit Project. It was noted that all 20 holes intersected quartz veins, sulphide and structural zones that are indicative of the reef positions targeted by historic mining. Full details of the results are included in the Company's press release of October 6, 2021.

On March 22, 2022, the Company announced further results on the maiden drill and soil sampling program indicating that a total of 1,164 metres of RC and 743.3 metres of diamond core was completed during 2021, focused on the Goldsmith and Golconda lines of lode in the northeast of the project area. Other areas along and across trend were also tested by 2,711 reconnaissance soil samples, identifying dozens of new prospect areas. Highlights from the exploration program included:

- 1.1m @ 2.3 g/t Au from 87.0m in GDD005 including 0.5m @ 3.97 g/t Au from 87.0m;
- 0.2m @ 2.04 g/t from 90.4m in GDD005;
- 2.9m @ 0.55 g/t Au from 17.4m in GDD006;
- GDD001 at Golconda returned 7.2m @ 0.95 g/t, including 2m @ 1.9 g/t Au from 198.2m and 1.1m @ 2.99 g/t;
- Surface rock assays returning up to 7.45 g/t Au; and
- Completion of 2,711 soil samples identifying numerous prospective areas.

The completed pXRF soil campaigns identified dozens of potentially gold bearing locations. Final batches of soil identified as containing elevated arsenic have been screened and are in process of being delivered at the Genalysis Intertek assay laboratory to confirm arsenic anomalism and detect the value of gold. Interestingly, pXRF analysis of soil returned occasional silver which may contribute as a diagnostic in targeting and defining these newer prospect areas. A final reconciliation of these soil results will be made once the results from the laboratory are completed.

The Yandoit Project is characterized by the presence of multiple north-south striking quartz vein systems, each spaced approximately 50 metres apart, marked by quartz float and abundant historic workings. The recently completed program focused on the northern extension of the Goldsmith and Golconda mines which were in production until approximately 1908, and were known for rich structurally controlled shoots of free gold.

Exploration across both EL5193 and EL6274 stalled in 2022 and early 2023 as both leases were up for five and 10 year (non-extendable) lease expiry dates. Late in 2022, the Company was successful in extending EL6274 and was granted an additional five year period. With respect to EL5193 and after its 10 year period, the Victoria Department of Jobs and Precincts canceled the exploration licence due to the absence of a reported JORC mineral resource forcing the Company to reapply for the area. On May 11, 2023, the Victorian Department of Energy Environment and Climate Action notified BIPM that it had been successful in its new application for the area subject to a number of conditions being met and issued a new exploration licence EL8255 that covers the same area as its predecessor concession EL5193. The Company continues to evaluate its plans for the Yandoit Project. The Company has identified multiple drill targets on EL6274 in the west of the project area. The Sardinia line of lode lies 1.6 km's to the west of previous drilling where soil sampling and ground penetrating radar has already been completed. Surface rock geochemistry by the previous tenement holder returned up to 0.61 g/t Au and 2,041 ppm arsenic. The Company has obtained quotes for a future drill program.

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As at the date of this MD&A, certain rehabilitation activities on the former MIN5503 are being undertaken and with bonds having been posted on EL6274 and EL6668, the Company anticipates Earth Resources Regulation will provide renewal for these exploration licenses in the coming months.

Fosterville East Project

The Fosterville East Project is located within the Bendigo Structural Zone approximately 10 km east of Kirkland Lake Gold's Fosterville Gold Mine and immediately east of a recently lifted exploration moratorium area, is largely covered by shallow cover which has limited the amount of past exploration. There is at least one major interpreted structure (Mount Pleasant Fault) running through the tenement which appears to be sub-parallel to the main north-northwest structures that control gold mineralization at the Fosterville Gold Mine. Like several major Victorian goldfields, the Fosterville Mine lies in the hanging wall of the west-dipping Redesdale Fault, Bendigo lies in the hanging wall of the Whitelaw Fault, and Ballarat in the hanging wall of the Williamson Creek Fault. Gold mineralization is associated with smaller faults that are interpreted to splay off these major structures. Most of the Fosterville East licence lies within a few kilometres of the hanging wall of the major north-northeast trending Heathcote Fault Zone, with the target Mount Pleasant Creek Fault interpreted as a north-northwest splay off of the west-dipping Heathcote Fault.

In 2021, the Company undertook a comprehensive review of all historical exploration data pertinent to the licence area, and commenced and completed a 50-line km gravity survey comprising five east-west and one north-south lines utilizing existing road access where possible. Two lines passed close to historic gold workings in the area. In 2024, subject to financing, the Company plans to undertake a program of wide-space air-core drill as follow up to the gravity geophysical program that it completed in 2021. The Company is looking into completing up to 10,000 metres of air-core drilling through a local drilling contractor comprising up to 80 holes across the entire Fosterville East lease on roughly a 300 x 300 metre grid spacing. Holes will vary in depths from 80 to 150 metres depending on drilling and lithological conditions with the hope to intersect Fosterville style mineralization within rocks just beneath the overburden cover. The program is expected to take approximately three months to complete with assay results expected to be available soon after.

As announced on April 11, 2023, and subject to closing of the non-brokered private placement, the Company plans to move forward with the next phase of exploration work including a comprehensive air-core drilling program.

Lefroy Project

The 27 km² Lefroy Project consists of one Retention Licence which covers the historical Pinafore and Chum mines, and one Exploration Licence which covers the majority of the remaining historical Lefroy Goldfield. The Lefroy Goldfield is dominated by high-grade, east-west trending gold reefs that have historically been mined to depths of 30 to 100 metres. Historical reporting from Mineral Resources Tasmania show that the Lefroy Goldfield produced more than 167,000 ounces of gold at an average grade of 26 g/t Au, with the bulk of production coming from four mines that included the Pinafore and Chum mines¹. The area has seen limited regional exploration activity in the last 20 years with most exploration focused near the past-producing mines.

The Company notes that limited recent exploration and drilling has been completed and the selected sampling disclosed above is not necessarily representative of the mineralization currently hosted on the Lefroy Project. The data comes from historic reports prepared by previous owners and available in the public record including Mineral Resources Tasmania and a Nubian Qualified Person has not verified the data disclosed, including sampling, analytical and test data underlying the information.

¹ Tasmania Department of Mines, Report 1994/03, Northeast Goldfields: A Summary of the Beaconsfield, Lefroy, Back Creek and Gladstone goldfields, McClenaghan, 1994.

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In 2024, subject to financing, the Company plans to move forward with its field work which is planned to include sampling, geophysical surveys and geological mapping. The data gathered from the field work program will be utilized to generate drill targets to test for additional gold mineralization in close proximity to the Lefroy Project, either down dip or along strike of the current known gold mineralization.

Mathinna Project

The 142 km² Mathinna Project consists of four Exploration Licences that cover about 30 km of structural trend within the historical Alberton-Mathinna Goldfield. Historical reporting from Mineral Resources Tasmania show that production from the Mathinna Project area is about 315,000 ounces of gold at an average reported grade of 26 g/t Au, with 20,000 to 30,000 ounces coming from alluvial production².

The Company notes that limited recent exploration and drilling has been completed and the selected sampling disclosed above are not necessarily representative of the mineralization currently hosted on the Mathinna Project. The data comes from historic reports prepared by previous owners and available in the public record including Mineral Resources Tasmania and a Nubian Qualified Person has not verified the data disclosed in respect of the Mathinna Project, including sampling, analytical and test data underlying the information.

Located in northeast Tasmania, the Mathinna Project represents an area where some of Tasmania's best historical gold production has come from. Gold was discovered in the 1890's and the Company's tenements cover the Golden Gate Gold Mine, a prolific historical high grade gold producer in its time. The Company believes that there is a significant gold resource at Mathinna yet to be discovered. The Company's geologists visited the project early in 2021 prior to the State of Tasmania reinstituting COVID-19 quarantine restrictions.

In 2024, subject to financing, the Company plans to move forward with its field work which is planned to include sampling, geophysical surveys and geological mapping. It is envisaged that the geophysical surveys and the geological mapping of the historical mine workings could lead to better ore body modelling and eventually generate drilling targets.

Peru

Esquilache Silver Lead Zinc Project

The Esquilache Silver Project is located in the Puno region in southeastern Peru, approximately 850 kilometres (km) southeast of Lima and 40 km southwest of the city of Puno, adjacent to Buenaventura's Chucapaca Gold/Silver deposit. The Esquilache Silver Project consists of two mining concessions covering an area of 1,600 hectares (ha) as well as the Virgen de Chapi extension located approximately 3 km south of the former Esquilache mill.

The Esquilache Silver Project contains three main mineralized zones – Sepulveda, Creston and Mamacocha where mineralization is widespread, high grade near surface and intersections remain open at depth. Highlights of the most recent 2015 drilling program from the former owner of the Esquilache Silver Project included:

- 2.0 metres of 977.0 g/t Ag + 4.88 g/t Au
- 5.65 metres of 304 g/t Ag
- 24.2 metres of 131 g/t Ag + 0.4 g/t Au
- 8.1 metres of 292 g/t Ag + 0.73 g/t Au
- 2.0 metres of 593 g/t Ag

² Tasmania Department of Mines, Report 1992/10, Northeast Goldfields: A Summary of the Tower Hill, Mathinna and Dans Rivulet goldfields, Taheri and Findlay, 1992.

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A *National Instrument* 43-101 technical report was filed by the Company on May 8, 2018.

On April 19, 2022, the Company announced the appointments of Steven Park as Project Manager for South America and Walter Cuba as Senior Geologist. The Company also announced that it has retained the services of two independent geological consulting groups, Atticus Geoscience Consulting S.A.C. and Caracle Creek Chile SpA for mineral resource modelling and to work with the new geological team to evaluate silver and zinc resources at the Esquilache Silver Project.

On December 7, 2022, the Company provided an update on indicating that after revision of the historical database, compiled by previous operators, the Nubian geological staff and Atticus Geoscience Consulting S.A.C. ("Atticus"), a consultant to the Company, re-modelling of 26 primary and secondary veins and have identified 26 additional veins containing significant mineralization that were not previously recognized on surface by historical geological mapping. It was noted that the Esquilache Silver Project database includes 7,075 samples from surface and underground sampling and from two historical drilling programs, totalling approximately 5,500 metres (Vena Resources Ltd., 2009-2011 and 2014-2015). It was noted that Atticus is currently modelling these vein sets with the objective of establishing drill targets to locate high-grade silver zones that would warrant initiating pre-feasibility studies as a preliminary step towards eventual production on a selective basis. As yet, no field work has been conducted by Nubian to verify all of the veins and vein systems.

The Company is waiting for improved metal prices to re-commence field activities at the Esquilache Silver Project.

United States

Copper Hills Gold Project, New Mexico

The Company owns 10 unpatented claims in Socorro County, New Mexico on an extension of the Morenci copper trend from Arizona.

Dunfee Gold Project, Nevada

The Company owns 22 unpatented claims in a gold project in Gold Point Mining District, Esmeralda County.

Selected Financial Information

The following table sets out selected consolidated financial statements for the last three completed fiscal years under Canadian GAAP and IFRS:

	2023	2022	2021
Sales	\$ -	\$ -	\$ -
Net Income (Loss) and Comprehensive Loss	\$ (3,666,833)	\$ 6,760,209	\$ (1,701,332)
Net Income (Loss) per share (basic and fully diluted)	\$ (0.06)	\$ 0.10	\$ (0.03)
Total Assets	\$ 12,918,664	\$ 18,189,188	\$ 11,656,096
Long Term Financial Liabilities	\$ -	\$ -	\$ -
Cash Dividends per share	\$ -	\$ -	\$ -

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The following tables set out selected results of operations for each of the eight most recently completed quarters:

	Quarter ended April 30, 2024	Quarter ended January 31, 2024	Quarter ended October 31, 2023	Quarter ended July 31, 2023
Sales	\$ -	\$ -	\$ -	\$ -
Net income (Loss)	\$ (76,454)	\$ (113,936)	\$ (73,522)	\$ (102,590)
Income (loss) per share - basic and fully diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Income (loss) and comprehensive income (loss)	\$ 550,000	\$ (113,936)	\$ 2,548,522	\$ 722,410
Income (loss) and comprehensive income (loss) per share - basic and fully diluted	\$ 0.01	\$ (0.00)	\$ (0.00)	\$ 0.01

	Quarter ended April 30, 2023	Quarter ended January 31, 2023	Quarter ended October 31, 2022	Quarter ended July 31, 2022
Sales	\$ -	\$ -	\$ -	\$ -
Loss	\$ (88,260)	\$ (75,073)	\$ (225,910)	\$ 138,156
Loss per share - basic and fully diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.01)
Loss and comprehensive loss	\$ (588,260)	\$ (575,073)	\$ (3,225,910)	\$ 3,137,154
Loss per share - basic and fully diluted	\$ (0.01)	\$ (0.01)	\$ (0.05)	\$ 0.04

Results of Operations

For the three months ended April 30, 2024 compared to the period ended April 30, 2023

For the three months ended April 30, 2024, the Company recorded a loss of \$76,454 compared to net loss of \$88,260. The loss reflects the lower management, directors' fees, investor relations and professional fees.

For the nine months ended April 30, 2024 compared to the period ended April 30, 2023

For the nine months ended April 30, 2024, the Company recorded a loss of \$263,892 compared to a loss of \$389,240. The decrease in loss was mainly a result of the write-off of a mineral licence offset by the reduced management and director fees.

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Exploration and Evaluation Assets

<u>April 30, 2024</u>		USA		Peru		Australia		
		Dunfee & Copper Hills Properties		Esquilache Project		Yandoit Project		Stavely Projects
								Total
Acquisition costs:								
Balance, beginning of year	\$	2	\$	1,072,500	\$	1,809,017	\$	2,768,055
Balance, end of period		2		1,072,500		1,809,017		2,768,055
Exploration costs:								
Balance, beginning of year		-		903,383		1,131,192		126,348
Incurred during the period:								
Data modelling		-		-		-		-
Licences and permits		-		-		-		-
Drilling and exploration		-		-		-		-
General and administrative		-		39,432		52,295		17,235
Balance, end of period		-		942,815		1,183,487		143,583
Total expenditures	\$	2	\$	2,015,315	\$	2,992,504	\$	2,911,638

<u>July 31, 2023</u>		USA		Peru		Australia		
		Dunfee & Copper Hills Properties		Esquilache Project		Yandoit Project		Stavely Projects
								Total
Acquisition costs:								
Balance, beginning of year	\$	2	\$	950,000	\$	3,496,252	\$	2,768,055
Write-off of mineral licence		-		-		(98,230)		-
Reduction of acquisition costs		-		-		(1,589,005)		-
Purchase of 2% NSR		-		122,500		-		-
Balance, end of year		2		1,072,500		1,809,017		2,768,055
Exploration costs:								
Balance, beginning of year		-		733,652		1,001,685		101,571
Incurred during the year:								
Data modelling		-		61,987		11,446		21,315
Licences and permits		-		60,984		-		1,426
Drilling and exploration		-		-		14,453		-
Management fees		-		-		69,996		-
General and administrative		-		46,760		33,612		2,036
Balance, end of year		-		903,383		1,131,192		126,348
Total expenditures	\$	2	\$	1,975,883	\$	2,940,209	\$	2,894,403

Liquidity

The Company had working capital of \$2,655,576 as at April 30, 2024 compared to working capital of \$4,952,974 at July 31, 2023. Ongoing corporate expenses and the marketable securities of Athena adjusted to market, resulted in the Company's total assets decreasing by \$2,040,254 to \$10,878,410 at April 30, 2024 from \$12,918,664 at July 31, 2023.

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Capital Resources

The Company's authorized capital consists of an unlimited number of common shares without par value.

During the year ended July 31, 2023:

On October 6, 2022, the Company entered into a royalty transfer agreement with Zinc One Resources Inc. ("Zinc One") to purchase the 2% NSR (the "NSR Transfer Agreement"). As consideration for the NSR Transfer Agreement, the Company paid Zinc One \$75,000 in cash and issued 500,000 common shares of the Company at a deemed value of \$0.095 per share, being \$47,500 in Nubian common shares.

During the year ended July 31, 2023 and the period ended April 30, 2024, no shares were issued and no share purchase options or warrants were exercised.

As at the date of this MD&A, the Company has 63,326,401 (July 31, 2023 – 63,326,401) issued and outstanding common shares.

Significant Accounting Judgments and Estimates

The Company's significant accounting policies are summarized in Note 2(d) of its audited consolidated financial statements for the year ended July 31, 2023.

The preparation of the consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, 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 recognized in the period in which the estimate is revised and may affect both the period of revision and further periods.

Significant assumptions about the future and other sources of estimation uncertainty that management has made at the statement of financial position date, 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 proceeds receivable which are included in the consolidated statement of financial position;
- the carrying value and recoverable amount of exploration and evaluation assets; and
- the inputs used in accounting for share-based payments expense in the consolidated statements of operations and comprehensive loss.

Off-balance Sheet Arrangements

The Company did not enter into any off-balance sheet arrangements during the period.

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Proposed Transactions

The Company does not currently have any proposed transactions approved by the Board of Directors.

Future Accounting Pronouncements

The Company has reviewed new and revised accounting pronouncements that have been issued but are not yet effective. The Company has not early adopted any of these standards and is currently evaluating the impact, if any, that these standards might have on its consolidated statements.

Risk Factors

The Company is engaged in the exploration for mineral deposits. These activities involve significant risks which even with careful evaluation, experience and knowledge may not, in some cases, be eliminated. The Company's success depends on a number of factors, many of which are beyond its control. The primary risk factors affecting the Company include inherent risks in the mining industry, metal price fluctuations and operating in foreign countries and currencies.

(a) Inherent risks within the mining industry

The commercial viability of any mineral deposit depends on many factors, not all of which are within the control of management. Some of the factors that will affect the financial viability of a given mineral deposit include its size, grade and proximity to infrastructure. Government regulation, taxes, royalties, land tenure and use, social and community factors, environmental protection and reclamation and closure obligations could also have a profound impact on the economic viability of a mineral deposit.

Mining activities also involve risks such as unexpected or unusual geological operating conditions, floods, fires, earthquakes, other natural or environmental occurrences and political and social instability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or for other reasons. The Company does not currently maintain insurance against political or environmental risks. Should any uninsured liabilities arise, they could result in increased costs, reductions in profitability, and a decline in the value of the Company's securities.

There is no assurance at this time that the Company's current mineral properties will be economically viable for development and production.

(b) Prices for gold, silver, and base metals

Metal prices are subject to volatile price fluctuations and may have a direct impact on the future commercial viability of the Company's exploration properties. Price volatility results from a variety of factors, including global consumption and demand for metals, international economic and political trends, fluctuations in the US dollar and other currencies, interest rates, and inflation.

(c) Foreign currency risks

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, Australia, Peru and United States of America and a portion of its expenses are incurred in Australian dollars ("AUD") and United States dollars ("USD"). A significant change in the currency exchange rates between the Canadian dollar and the AUD or USD could have an effect on the Company's results of operations, financial position or cash flows. The Company has not hedged its exposure to currency fluctuations.

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At April 30, 2024, the Company was exposed to currency risk through the following assets and liabilities denominated in USD and AUD.

(d) Risks Associated with Foreign Operations

The Company's investments in foreign countries such as the U.S., Australia and Peru carry certain risks associated with different political, business, social and economic environments. The Company will undertake new investments only when it is satisfied that the risks and uncertainties of operating in different social, cultural, economic and political environments are manageable and reasonable relative to the expected benefits. Title to mineral properties involves certain inherent risks due to the difficulties of determining the validity of certain claims as well as the potential for problems arising from the frequently ambiguous conveyance and regulatory characteristics of property rights in certain foreign countries.

Future government, political, legal or regulatory changes in the foreign jurisdictions in which the Company currently operates or plans to operate could affect many aspects of the Company's business, including title to properties and assets, environmental protection requirements, labor relations, taxation, currency convertibility, repatriation of profits or capital, the ability to import necessary materials or services, or the ability to export produced materials.

(e) Geopolitical and Economic Risk

In recent years, the spread of COVID-19 and invasion of Ukraine by Russia have severely impacted many local economies around the globe. Global stock markets also experienced great volatility, with governments and central banks having responded with monetary and fiscal interventions to stabilize economic conditions. The continued impacts from the COVID-19 pandemic, together with the Russian invasion of Ukraine, and the resulting inflation experienced globally, as well as the effects of certain countermeasures taken by central banks have, and are expected to continue to, adversely affect the Company.

Related Party Transactions

The following Director transactions and Related Party balances pertain solely to Nubian.

(a) Director transactions

For the period ended April 30, 2024

	Management & consulting Fees	Employee Benefits	Total
	\$	\$	\$
Executive Directors and Officers*	81,000	5,557	86,557
Non-executive Directors*	41,250	-	41,250

For the period ended April 30, 2023

	Management & consulting Fees	Employee Benefits	Total
	\$	\$	\$
Executive Directors and Officers*	99,000	4,858	103,858
Non-executive Directors*	72,417	-	72,417

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(b) Related Party balances

	April 30, 2024	July 31, 2023
Accounts payable	\$ 103,500	\$ 13,442

* Paid to directors, non-executive directors, and/or companies controlled by those individuals. All balances owing are unsecured with no fixed terms of repayment.

Financial Instruments and Risk Management

Financial assets and financial liabilities are measured on an ongoing basis at fair value or amortized cost. The disclosures in the notes to these consolidated financial statements describe how the categories of financial instruments are measured and how income and expenses, including fair value gains and losses, are recognized.

As at April 30, 2024, the classification of the financial instruments and as their carrying values and fair values are shown in the table below:

	Level	Book value/ amortized cost	Fair value/ amortized cost
Financial assets			
Cash	1	\$ 93,797	\$ 93,797
Marketable securities	1	5,100,000	2,750,000
		\$ 5,193,797	\$ 2,843,797
Financial liabilities			
Accounts payable	1	\$ 224,568	\$ 224,568
		\$ 224,568	\$ 224,568

Currency Risk

The Company is exposed to the financial risk related to the fluctuation of foreign exchange rates. The Company operates in Canada, United States of America, Peru and Australia and a portion of its expenses are incurred in Australian dollars ("AUD") and United States dollars ("USD"). A significant change in the currency exchange rates between the Canadian dollar and the AUD or USD could have an effect on the Company's results of operations, financial position or cash flows.

The Company has not hedged its exposure to currency fluctuations. At April 30, 2024, the Company was exposed to currency risk through the following assets and liabilities denominated in AUD and USD.

	April 30, 2024	July 31, 2023
Cash	\$ 42,137	\$ 80,473
Accounts payable and accrued liabilities	\$ (23,041)	\$ (37,155)

Based on the above net exposures at April 30, 2024, and assuming that all other variables remain constant a 10% appreciation or depreciation of the Canadian dollar against the AUD or USD would result in an increase/decrease of \$1,910 (\$5,400 - July 31, 2023), respectively in the Company's loss from operations.

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Controls and Procedures

In contrast to the certificate required under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings (NI 52-109), this 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 are not making any representations relating to the establishment and maintenance of:

- (a) 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
- (b) 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 GAAP.

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 this 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.