LION ONE METALS LIMITED

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE YEAR ENDED JUNE 30, 2024

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INTRODUCTION

The Management Discussion & Analysis ("MD&A") has been prepared by management and reviewed and approved by the Board of Directors on September 30, 2024. Set out below is a review of the activities, results of operations and financial condition of Lion One Metals Limited ("LIO", "Lion One", or the "Company") and its subsidiaries for the year ended June 30, 2024. The following discussion of performance, financial condition and future prospects should be read in conjunction with the audited annual consolidated financial statements and the related notes thereto for the year ended June 30, 2024. Those financial statements are prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board. This discussion covers the year ended June 30, 2024 and the subsequent period up to September 30, 2024, the date of preparation of this MD&A. Monetary amounts in the following discussion are in Canadian dollars unless otherwise noted. The Company is listed on the TSX Venture Exchange ("TSX-V") under the symbol LIO and on the OTCQX market under the symbol LOMLF.

Mr. Alex Nichol, B. Sc., who is an officer of the Company and a Member of the Australian Institute of Geoscientists is the Qualified Person under the meaning of Canadian National Instrument 43-101, and responsible for the exploration and geology technical content of this Management's Discussion and Analysis.

Mr. Patrick Hickey, P. Eng., MBA, who is an officer of the Company and a Qualified Person under the meaning of Canadian National Instrument 43-101, is responsible for the development and engineering content of this Management's Discussion and Analysis.

OBJECTIVES

Lion One is focused on advancing premium quality gold assets in Fiji that have: high grades, scope, district scale, and depth potential, with access to infrastructure in a mining-friendly jurisdiction. The Company's 100% owned Tuvatu Gold Project ("Tuvatu") has received all the mandatory regulatory approvals, including a 10-year renewable mining lease Special Mining Lease (SML 62) and a 21-year surface lease, for the complete development of mining and processing operations. In August 2022, SML 62 was extended for an additional 10-year renewable term to February 28, 2035. The 384.5 hectare Tuvatu mining lease is located near its epicenter and hosts the high grade, permitted for production, Tuvatu gold resource. In May 2019, SPL 1512 was issued for the Navilawa tenement and Lion One became the first company in modern times to consolidate and carry out systematic exploration over the entire 7km diameter Navilawa Caldera. The Project area consists of four contiguous exploration licenses covering approximately 13,613 hectares.

Mineralization of the Tuvatu deposit is associated with the emplacement of an alkalic volcanic intrusive complex, with Navilawa Caldera being one of several volcanic calderas to host large mineralized alkaline gold systems, aligned along the Viti Levu Lineament, referred to as Fiji's gold corridor. The geologic setting of Tuvatu shares affinities with the Vatukoula deposit in the neighboring Tavua Caldera, where over seven million ounces of gold have been recovered since mining commenced at Vatukoula in 1933. The Fijian Islands are located along the Pacific Island Arc, which hosts several other well-known major mineralized alkaline gold systems. This variety of gold system is not prolific in number globally but are among the largest producers of gold in the world, with notable examples in the Pacific Island Arc including the Porgera (>25 million ounces gold) and Lihir (>40 million ounces gold) gold mines in Papua New Guinea, and Vatukoula in Fiji (>11 million ounces gold), only 40km from Tuvatu. A North American example is the Cripple Creek gold mine, which is the largest gold mine in the Colorado mineral belt. These deposits, like other alkaline hosted gold deposits, are associated with deep crustal magmas, characteristic alteration mineral assemblages, and are valued for their high grades and deep vertical profiles, resulting in large gold endowments.

In 2019, the Company commenced a deep diamond drilling program targeting feeder structures at depth below the known Tuvatu mineralization and discovered the Deep Feeder 500 Zone ("500 Zone"), which supports the alkaline gold model and the concept that Tuvatu has high-grade gold mineralization extending and evolving to great depths. The deep drilling program reached depths of over 1,000m below the surface and was designed to gain a better understanding of the underlying plumbing system which served as a conduit for the gold-rich fluids from the base of the crust in that area. The Company also owns and operates a fleet of seven diamond drilling rigs capable of operating year-round through the rainy season, and a fully operational, quick-response metallurgical and geochemical laboratory at its Fiji head office close to the mine site.

The Company's objective is to achieve steady state mine and mill production at 350 to 400 tonnes per day during the initial pilot plant phase of operations in 2024 before expanding operations to 600 to 700 tonnes per day. Resource infill drilling and underground grade control drilling targeting areas of planned early production at Tuvatu will be conducted in support of mining operations. In terms of exploration, Lion One will continue to test regional targets and discoveries identified as new high-grade occurrences within the current exploration tenements. During the dry seasons, the Company will also carry out a regional exploration program aimed at identifying deep high-grade and bonanza-grade resources for the eventual development of a larger and richer resource base, thereby proving the concept that the Tuvatu property has the potential to become a multi-million ounce gold camp.

HIGHLIGHTS AND SIGNIFICANT SUBSEQUENT EVENTS

Underground Mine Development

During the three-month period ended June 30, 2024, the Company achieved the following mining physicals:

- Total tonnes mined of 50,566, with 15,047 tonnes of waste and 35,519 tonnes of mineralized material at average grade of approximately 4.5 g/t Au
- Total capital development of 262 meters
- Total operating development of 735 meters
- Decline advancement of 150 meters and vertical development of 143 meters
- First mechanized production mining at Tuvatu, including remote bogging at Tuvatu on May 16th and long hole firing at Tuvatu on May 18th
- Record monthly mine production in June with 13,264 tonnes of mineralized material at 5.0 g/t

During three-month period ended June 30, 2024, mining operations advanced in Zone 2 and in Zone 5, with airleg stoping on the UR2 lode in Zone 5, with two leadings stopes underway and sublevels being driven for a gallery stope. Two remote capable loaders were commissioned in May to support long hole production and long hole production started in both in Zone 2 and in Zone 5. Mechanized production mining commenced in May, the first remote bogging at Tuvatu occurred on May 16th, and the first long hole stope blast occurred on May 18th. Both are also firsts for the country of Fiji. This is a major milestone for the Company as it represents the transition from predominantly development mining to predominantly production mining.

Subsequent to the quarter ended on June 30, 2024, mine production was impacted by mine equipment availability in July and August as two underground loaders and a single boom jumbo were not available for repairs. A new underground loader arrived on site in September resulting in improved equipment availability. Despite the mine equipment utilization issues, the mine was still able to deliver 9,954 tonnes of mineralized materials for July at 4.5 g/t Au and 8,515 tonnes of mineralized materials for August at 4.6 g/t Au. In the near term, the Company will continue to add mining equipment to improve equipment availability and invest in critical mine infrastructure projects such as the raise bore and mine ventilation project scheduled to start in October.

Pilot Plant Mill Operations

During the three-month period ended June 30, 2024, the Company achieved the following mill physicals:

- Processed 32,100 tonnes of mineralized materials at an average head grade of 4.6 g/t Au
- Record gold recovered of 3,551 oz, including 3,251 oz of gold doré poured with 2,860 oz of gold was refined and sold
- Record monthly production achieved in June of 1,710 Au oz recovered with mill head grade of 6 g/t Au.
- Mill achieved overall recovery of 75.3% for quarter, with 80.3% recovery achieved in June
- The mill operated for 88 days and only had 3 days of downtime.
- At June 30, 2024, approximately 1,064 oz of mineralized material (primarily gold) was retained within the mill circuit as in process store of metal and 410 oz of gold doré was in inventory.
- Sustained throughput of over 400 TPD is now possible at the mill due to operational improvements and debottlenecking projects completed by the mill operations team.

Subsequent to the quarter ended on June 30, 2024, the Company's mill production was impacted by a scheduled nine day mill maintenance shutdown in July. Despite the down time from July, the Company is on pace for a record quarter of gold production for three month period ending September 30, estimated to be approximately 3,700 gold ounces, with the month of September estimated to be 1,700 gold ounces.

The Company advises that it has not based its current mine development plan on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit.

June 2024 Exploration Summary:

During the three-month period ended June 30, 2024, the Company continued with its exploration program to confirm and expand the potential for a significant high-grade alkaline gold system. A total of five drill rigs are currently operating: three rigs are focused on infill and grade control drill programs from surface and two rigs on grade control drilling from underground in areas earmarked for near-term mining. The Company is currently undertaking two tiers of drilling for exploration and development purposes:

1) shallow resource grade infill drilling from surface and underground targeting areas of planned mid-term production and development;
2) shallow resource grade control drilling from surface and underground targeting areas of planned near-term production;

During this period, the Company completed 10,621.8 meters of diamond drilling in 92 completed holes, with a further 5 drill holes still in progress.

June 2024 Quarter Exploration Summary	
Activity	**Number**
# of drill holes completed	92
# of drill holes in progress at end of Quarter	5
# of meters drilled	10,621.8
# of drill core samples submitted for analysis	17,527
# of channels excavated and sampled	328
# of samples from channel sampling	1,996
# of surface rock chip samples collected	14
# of soil samples collected	791
# of samples analyzed in Lion One Laboratory	23,573

On April 25, 2024, the Company reported significant new high-grade gold results from ongoing infill and grade control drilling in Zone 2. Highlights of Zone 2 drill results (3.0 g/t cutoff, downhole lengths) include:

- 226.55 g/t Au over 0.6 m (including 448.98 g/t Au over 0.3 m) (TGC-0113, from 84.6 m depth)
- 18.35 g/t Au over 4.8 m (including 40.99 g/t Au over 0.6 m) (TUDDH-686A, from 128.9 m depth)
- 9.99 g/t Au over 8.1 m (including 30.34 g/t Au over 0.3 m) (TGC-0121, from 65.0 m depth)
- 82.35 g/t Au over 0.9 m (including 82.35 g/t Au over 0.9 m) (TGC-0110, from 65.1 m depth)
- 7.48 g/t Au over 9 m (including 20.78 g/t Au over 0.9 m) (TGC-0118, from 86.3 m depth)
- 14.9 g/t Au over 4.2 m (including 21.44 g/t Au over 2.4 m) (TUDDH-698, from 146.3 m depth)
- 8.27 g/t Au over 7.2 m (including 25.58 g/t Au over 0.3 m) (TGC-0127, from 66.0 m depth)
- 11.08 g/t Au over 4.5 m (including 46.77 g/t Au over 0.6 m) (TGC-0102, from 41.4 m depth)

These drill intercepts are all located in the near surface portion of Tuvatu and are scheduled for mining in the short term. The results above are from drill holes that targeted the URW1 and Murau lode systems proximal to underground development.

On May 8, 2024, the Company reported significant new high-grade gold results from near-mine expansion drilling in the Murau down-dip extension and SKL areas of Tuvatu. Both areas are outside the current mine plan yet are close to current underground workings and are being brought into the mine plan for late 2024 and 2025. The Murau down-dip extension drilling represents an expansion of the Murau lode system in Zone 2. The SKL area is in Zone 5 near the entrance to the historical exploration audit and is one of Lion One's priority resource expansion targets. High-grade results have been returned from both the Murau down-dip extension and the SKL target areas.

Highlights of near-mine drill results:

- 64.46 g/t Au over 8.1 m (including 268.36 g/t Au over 1.2 m) (TGC-0150, from 16.5 m depth)
- 30.48 g/t Au over 4.8 m (including 104.55 g/t Au over 0.6 m) (TUDDH-732, from 36.1 m depth)
- 39.05 g/t Au over 3.3 m (including 223.05 g/t Au over 0.3 m) (TUDDH-729, from 98.8 m depth)
- 76.49 g/t Au over 1.2 m (TUDDH-715, from 174.8 m depth)
- 28.44 g/t Au over 2.1 m (including 45.96 g/t Au over 1.2 m) (TGC-0150, from 43.8 m depth)
- 20.89 g/t Au over 2.4 m (including 38.76 g/t Au over 0.6 m) (TUDDH-710, from 75.2 m depth)
- 8.51 g/t Au over 5.0 m (including 54.34 g/t Au over 0.3 m) (TUDDH-727, from 184.4 m depth)

Assay results are also presented here for infill and grade control drilling in the Zone 5 area of Tuvatu. Drill results include multiple bonanza grade gold assays such as 1568.55 g/t, 215.86 g/t, 143.95 g/t, and 134.68 g/t (see Table 1 below). These results are all located proximal to underground development in the near-surface portion of the mine. Drilling was focused on two locations; to the north and south of the Cabex fault, which is a carbonate healed, deposit scale structure. The primary targets for these drillholes were the downdip and southern extensions of the UR2 and URW3 lodes. Highlights:

- Top new drill intersects:

  - 393.01 g/t Au over 1.2 m (including 1568.55 g/t Au over 0.3 m)
  - 215.86 g/t Au over 0.6 m
  - 49.85 g/t Au over 1.2 m (including 63.35 g/t Au over 0.3 m)
  - 14.98 g/t Au over 3.9 m (including 143.95 g/t Au over 0.3 m
  - 26.59 g/t Au over 1.8 m (including 90.85 g/t Au over 0.3 m)
- 36 new drill holes reported (30 underground, 6 surface)
- 4,930.7 m of new drilling reported

On June 12, 2024, the Company reported significant new high-grade gold results from Zone 5 infill and grade control drilling. Assay results are presented here for infill and grade control drilling in the Zone 5 area of Tuvatu. Drill results include multiple bonanza grade gold assays such as 750.05 g/t, 315.46 g/t, 167.55 g/t, 134.10 g/t, 132.29 g/t, 126.84 g/t, and 120.8 g/t. These results are all located proximal to underground development in the near-surface portion of the mine. Drilling was focused on the up-dip, down-dip, and southern areas of the UR2 and URW3 lodes. These areas are targeted for mining within the next 12 months. The headline intercept of 97.46 g/t gold over 3.3 m is currently under development for extraction. Highlights of near-mine drill results (3.0 g/t cutoff, downhole lengths):

- 97.46 g/t Au over 3.3 m (including 750.05 g/t Au over 0.3 m) (TGC-0208, from 82.8 m depth)
- 54.70 g/t Au over 1.8 m (including 134.10 g/t Au over 0.3 m) (TGC-0187, from 100.5 m depth)
- 79.64 g/t Au over 1.2 m (including 315.46 g/t Au over 0.3 m) (TGC-0191, from 75 m depth)
- 42.11 g/t Au over 1.5 m (including 95.33 g/t Au over 0.3 m) (TGC-0204, from 117.2 m depth) 167.55 g/t Au over 0.3 m (TGC-0188, from 60.3 m depth)

On June 26, 2024, the Company announced record gold production, increased plant expansion, reported on the results of an extensive soil survey that significantly expands the surface footprint south of the orebody, and reported on the filing an updated 43-101 compliant Technical Report, at its 100% owned Tuvatu Alkaline Gold Project in Fiji. Highlights include:

- Completion of an extensive soil survey over Tuvatu showing a 650 m extension of high-grade gold-in-soil anomaly to the south of Tuvatu, with coincident arsenic-, lead-, and zinc-in-soil anomalies
- Announced an increase in the planned mill expansion to 600 to 700 TPD from the previously announced planned expansion to 500 TPD. This planned expansion represents a doubling of the name plate capacity at Tuvatu.

Board of Directors

On June 30, 2024, Mr. David Tretbar has resigned from the company's Board of Directors. Mr Tretbar has resigned due to his increased management responsibilities at San Cristobal Mining, for which he is the founder, Senior Vice President of Exploration, and Director. Mr Tretbar was appointed to the Board of Directors in June 2020 and helped guide Lion One Metals through a period of tremendous growth, including the discovery of the Zone 500 feeder zone, the construction and commissioning of the Tuvatu underground gold mine and processing plant, the first gold pour at Tuvatu, and the ramp-up of gold production during the 300 TPD pilot plant phase.

Equity Raise

On July 26, 2024, the Company closed a market public offering, offering of 31,485,379 units at a price of $0.37 per unit for gross proceeds of $11,649,590 (the "Offering"). Each unit consists of a common share of the Company and one common share purchase warrant. Each whole common share purchase warrant, may be exercised to purchase a common share purchase at a price of $0.50 for a period of 36 months following the closing date of the Offering. The Company issued 1,996,891 compensation warrants (the "CO") to the Underwriters. Each CO is exercisable to purchase a common share at a price of $0.37 for a period of 24 months following the closing date of the Offering. The Company paid $738,850 of cash finders fees in relation to the Offering.

BACKGROUND AND CORE BUSINESS

Lion One Metals Limited was incorporated on November 12, 1996, under the name X-Tal Minerals Corp. and under the laws of the Province of British Columbia, Canada. On January 28, 2011, the Company executed a reverse takeover of X-Tal by American Eagle Resources Inc. and changed its name to Lion One Metals Limited. Lion One is a reporting issuer in British Columbia and Alberta, with its common shares listed on the TSX Venture Exchange under the symbol "LIO", and a secondary listing of Chess Depository Interests "CDI's" on the Australian Stock Exchange "ASX" under the symbol "LLO". The Company's head office and principal address is 306 – 267 West Esplanade, North Vancouver, BC, V7M 1A5.

The Company's primary asset is the 100% held Tuvatu Gold Project, located 17 km from the Nadi International Airport on the main island of Viti Levu in Fiji. Discovered in 1987, Tuvatu is a high-grade underground gold project situated along the Viti Levu lineament, Fiji's corridor of high-grade alkaline gold deposits. The Tuvatu resource covers a 5-hectare footprint within the 384-hectare mining lease. The project contains numerous high-grade prospects proximal to Tuvatu, at depth, and along strike from the resource area, giving near-term production and further discovery upside on one of Fiji's largest and underexplored alkaline gold systems. The Tuvatu Project was acquired by Lion One in 2011 and has over 200,000 meters of drilling completed to date.

The Tuvatu Gold Project has been fully permitted for development, construction, and mining by the Government of Fiji with the grant of a Special Mining Lease (SML 62) in 2015. In June 2022, the Ministry of Environment of Fiji approved the Environmental Impact Assessment (EIA) update. The Company has also submitted its Rehabilitation and Closure Plan for the operation. The Company signed a 21-year Surface Lease agreement with local landowners and the iTaukei Land Trust in 2014 and the SML has been granted for a term of ten years provided the Company complies with the terms of the lease. In August 2022, the SML 62 was extended for an additional 10 years ending February 28, 2035. Extensions to the term can be applied subject to the terms of the lease and the Mining Act.

Concomitant with the mine development plan being undertaken, Lion One continues to pursue aggressive exploration drilling of newly defined feeder targets in proximity to the Tuvatu resource, including the prolific 500 Zone, as well as regional targets within the 7 km wide Navilawa caldera. Lion One believes the Tuvatu region can host multiple deep, high-grade alkaline gold systems associated with the interpreted magma chamber underlying the Navilawa Caldera.

The Company's objective is to achieve steady state mine and mill production at 300 tonnes per day during the initial pilot plant phase of operations in 2024 before expanding operations to 600-700 tonnes per day. Resource infill drilling and underground grade control drilling targeting areas of planned early production at Tuvatu will be conducted in support of mining operations. In terms of exploration, Lion One will continue to test regional targets and discoveries identified as new high-grade occurrences within the current exploration tenements. During the dry seasons, the Company will also carry out a regional exploration program aimed at identifying deep high-grade and bonanza-grade resources for the eventual development of a larger and richer resource base, thereby proving the concept that the Tuvatu property has the potential to become a multi-million ounce gold camp.

Underground Mine Development

	Quarter July to September 2023	Quarter October to December 2023	Quarter January to March 2024	Quarter April to June 2024	Year Ended July 2023 to June 2024
Mineralized Material Mined (in tonnes)	4,045 tonnes at 4.3 Au g/t	10,560 tonnes at 4.0 g/t Au	19,331 tonnes at 3.0 g/t Au	35,519 tonnes at 4.5 g/t Au	69,455 tonnes at 4.0 g/t Au
Waste Material Mined (in tonnes)	26,169	32,041	33,532	15,047	106,789
Capital Development (in meters)	392	399	412	262	1,465
Decline Development (in meters)	126	136	177	150	589
Operating Development (in meters)	257	514	652	735	2,158

The focus of mining activities during the 300 TPD pilot plant phase of operations for the twelve-month period ending on June 30, 2024, was the development of the underground mine with over 1,465 m of capital development including 589 m for the decline, with the goal of advancing the main decline to the 500 Zone as quickly as is safely possible. A secondary goal during this phase of operations is the development of as many stope access points as feasible in advance of the plant expansion.

As mine development has progressed at Tuvatu, additional mineralization has been discovered in areas that were not previously expected to be mineralized. This includes mineralization associated with stockwork veining as well as entirely new mineralized lodes. Many of the development headings at Tuvatu have been found to contain low-grade gold mineralization. This low-grade development material is ideal for use as feed stock to test the different gold recovery circuits during the initial stages of plant operation. Processing the development material served to offset costs during mine development as this material needs to be removed regardless of whether it is mineralized. Most of the mill feed during the start-up of the 300 TPD pilot plant up to April 2024 consisted of low-grade development material.

The Company mined a record of 35,519 tonnes of mineralized materials at average grade of 4.5 g/t Au for the three-month period ending June 30, 2024 and 69,455 tonnes of mineralized materials at average grade of 4.0 g/t Au for the twelve-month period ending on June 30, 2024. In June, the Company mined a record of 13,264 tonnes of mineralized materials at average grade of 5.0 g/t Au. The Company also mined 15,047 tonnes of waste material for the three-month period ending June 30, 2024 and 106,789 tonnes for the twelve-month period ending on June 30, 2024. At June 30, 2024, there was 5,676 tonnes of mineralized materials in inventory at an average grade of 3.5 g/t Au.

During three-month period ended June 30, 2024, mining operations advanced in Zone 2 and in Zone 5, with airleg stoping on the UR2 lode in Zone 5, with two leadings stopes underway and sublevels being driven for a gallery stope. Two remote-capable loaders required to facilitate the extraction of material from longhole stopes were acquired, including a CAT 1700 loader fitted with remote technology that was commissioned in May for bogging of the 1101 bulk stope at the URW1 lodes, and a CAT 1300 remote loader from Australia was also commissioned in early May. These loaders are required for long hole stoping operations and will enable increased production from the mine. Mechanized production mining commenced in May, the first remote bogging at Tuvatu occurred on May 16th, and the first long hole stope blast occurred on May 18th. Both are also firsts for the country of Fiji. This is a major milestone for the Company as it represents the transition from predominantly development mining to predominantly production mining.

Subsequent to the quarter ended on June 30, 2024, mine production was impacted by mine equipment availability in July and August as two underground loaders and a single boom jumbo were not available due to repairs. A new underground loader arrived on site in September 2024 resulting in improved equipment availability. Despite the mine equipment utilization issues, the mine was able to deliver 9,954 tonnes of mineralized materials for July at 4.5 g/t Au and 8,515 tonnes of mineralized materials for August at 4.6 g/t Au. In the near term, the Company will continue to add mining equipment to improve equipment availability and invest in critical mine infrastructure projects such as the raise bore and mine ventilation project scheduled to start in October 2024.

Pilot Plant Mill Operations

	Quarter October to December 2023	Quarter January to March 2024	Quarter April to June 2024	Year Ended July 2023 to June 2024
Mineralized material processed (tonnes)	14,379	20,751	32,099	67,229
Gold head grade (g/t)	4.1	2.9	4.6	4.0
Recovery (%)	75.7	71.3	74.5	73.8
Gold doré poured (oz)	589	1,526	3,251	5,366
Gold recovered (oz)	1,441	1,394	3,551	6,387
Gold production refined (oz)	479	1,516	2,860	4,855
Gold doré and refined gold at quarter end (oz)	102	128	410	410
Gold in mill circuit at quarter end (oz)	735	698	1,064	1,064

During the three-month period ended June 30, 2024, the Company milled 32,099 tonnes of mineralized material at average head grade of 4.6 g/t Au to produce 2,860 oz of gold and operated for a record 88 days with only down for 3 days. At June 30, 2024, 410 oz of gold doré was in inventory.

Commissioning activities continued into April, with air spargers were installed in the CIL tanks and two new blowers needed to properly aerate the CIL tanks and cyanide detoxification circuit were installed in late April and early May. The installation of air spargers resulted in improved aeration and gold recovery in the CIL circuit and the installation of new blowers is anticipated to further improve these recoveries.

The overall recovery rate for the quarter was 74.5%, due to one-time issues in May offset by improved mill performance in June. After achieving improved recoveries in April of 74.8%, the mill recovery for May dropped to 68.7% due primarily to the trial milling and processing of high-grade oxide stockpile which upset the mill coupled with carbon fines contamination in tailings due damaged carbon screen that occurred in April. Many of these issues were one time in nature and by late May these issues were resolved and the operations stabilized.

For the month of June, the Company achieved 80.3% and record gold production of 1,711 with 11,035 tonnes milled at average grade of 6.01g/t Au, a significant 636 Au ounce increase from May's gold production of 1,075 at a record 11,659 tonnes milled at 4.2g/t Au. Operational improvements and debottlenecking projects at the processing plant have resulted in sustained throughput of over 400 TPD by May 2024. These debottlenecking projects include upgraded process water recycle system, upgraded thickener pumps and piping, and reduced tailings filter press cycle times.

Subsequent to the quarter ended on June 30, 2024, the Company's mill production was impacted by a scheduled nine day mill maintenance shutdown in July. The mill shutdown in July was conducted to maintain and upgrade the Tuvatu processing plant facilities, and will have a significant impact on processing efficiency and cost saving moving forward. Major upgrades completed during the shutdown include re-lining the primary ball mill with rubber liners, replacing the bowl/mantle for the cone crusher, replacing the #1 conveyor belt, replacing the grinding and gravity circuit piping with flexible slurry hoses, and installing new detox feed pumps and feed splitter box for the detox circuit. Despite the down time from July, the Company is on pace for a record quarter of gold production for 3 month period ending in September estimated to be approximately 3,700 Au ounces. With the month of September estimated to be 1,700 gold ounces.

Surface Development for 300TPD Pilot Plant

The Tuvatu project is currently in the pilot plant stage of operations. The construction and commissioning of the 300 TPD pilot processing plant was completed and handed over to the operations team in November of 2023. The tailings storage pond and TSF tailings dam (stage 1) was also handed over for disposal of filtered tailings since November 2023. During the quarter ended June 30, 2024 and up to the September 2024, the following miscellaneous works were completed at the mine:

- Completed installation and commissioning of 11KV power line and 500KVA 11KV/415V step-down transformer for withdrawal of up to 500KVA power from national grid. The 500KVA grid power, with standby power from the diesel generators, will be used to energize critical processing plant equipment and the site Administration Office.
- Installed and commissioned the second high efficiency and higher pressure magnetic blower for the aeration of CIL tanks.
- Expanded electrical room of the mill power plant to accommodate additional electrical distribution equipment.
- Constructed a toilet block on the mill pad for the mill operators.
- Installed additional CCTV cameras at various locations of the mine and plant.

TSF Construction:

- Installed piezometers at tailings dam to monitor water pressure within the tailings dam.
- Constructed the ramp inside the TSF pond with filtered tailings and reinforced with geogrid to improve the bearing capacity. Tailings dump trucks are now able to discharge tailings in the TSF pond basin.
- Constructed a sump with geotextile and rock lining at the discharge end of the TSF south diversion chanel to control erosion.

The Company advises that it has not based its current mine development plan on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit.

Surface Development for Flotation and 600-700TPD Plant Upgrade

The Company has decided to expand the pilot plant to 600 to 700 TPD from previous plans of 500TPD, which requires upgrades of existing pilot plant processing plant circuits and the addition of a new flotation system. A new primary mill will need to be installed, and the two existing ball mills will be turned into secondary mills. A flotation circuit along with a tower mill will be added to the process. The purpose of the tower mill is to produce a finer grind of concentrates from the flotation concentrate, thereby increasing recoveries. Additional CIL tanks will also be added to leach the flotation concentrate. Furthermore, two new identical filter presses will be required to dewatering the tailings due to the doubled throughput. The 600-700 TPD process flow diagrams are being developed at this time and under review.

NI 43-101 Technical Report

Lion One Metals has SEDAR-filed an updated NI 43-101 Technical Report for Tuvatu with an effective date of June 24, 2024. An independent mineral resource estimate (MRE) has been carried out for gold contained in the portion of the Tuvatu Property that is currently being developed and mined. The effective date of the MRE is March 25, 2024, and is based on a drillhole dataset in csv format, 69 wireframes representing mineralized veins and zones in the Tuvatu deposit, as well as underground development as of March 24, 2024.

The drillhole database, including pre-Lion One drilling, contained 7,592 collar locations and 240,002 assays for gold. Some samples fall outside the limits of the MRE, and their exclusion resulted in a useable data set of 233,703 assays. Assays for sludge (69) and face (channel) samples (6,205) were removed from the data set. The sludge samples were removed because the source location of their assay values cannot be established with sufficient accuracy for use in an MRE. The face samples were removed because attempts to reconcile estimated resources against mined resources within Zone Two resulted in an overestimation of gold present when face samples were included in the dataset. A further 30 samples were removed because they had anomalously long lengths and were either of unidentified source or had not been sampled. The resultant imported dataset included 1,288 collars and 233,703 gold assays. All sample data used for the MRE was obtained from drill core samples (85%) and reverse circulation cuttings (15%).

The estimated tonnes and ounces of gold represented by the Underground Development were subtracted from the estimated tonnes and ounces of gold estimated for the 69 Domains and the net (depleted) resource within the 69 Domains is reported as the current MRE. The resource within the Outside Domains is reported separately. Blocks were classified as Indicated or Inferred. For the 69 Domains, classification was carried out using all composites for all 69 domains. Classification of the Underground Development was carried out using composites for only that domain. In both cases, interpolation was by ID². The Outside Domains were classified as Inferred. The search ellipse for the Indicated class is of the same dimensions as that used for the first interpolation pass for most domains. The Inferred classification was designed to capture all blocks in each domain that fall outside the Indicated category.

Table 1 summarizes the Tuvatu MRE for the 69 Domains by Class. The left-hand columns of the table show the gross tonnes and ounces within the 69 Domains, the central columns show the tonnes and ounces in the Underground Development, and the right-hand columns show the resources in the 69 Domains net of the tonnes and ounces in the Underground Development. The base case is taken as 3 g/t and is highlighted. Table 2 shows the resource in the Outside Domains. The 3 g/t base case is highlighted.

Table 1. Tuvatu 69 Domains Mineral Resource Estimate Summary Net of Underground Development

CutOff Au g/t	Classification	69 Domains Gross			Underground Development			69 Domains Net		
		Au g/t	Tonnes	Ounces	Au g/t	Tonnes	Ounces	Au g/t	Net Tonnes	Net Ounces
4	Indicated	9.95	500,000	160,000	5.00	8,000	1,300	10.05	492,000	159,000
4	Inferred	9.47	958,000	292,000	5.22	2,000	300	9.50	956,000	292,000
3	Indicated	8.41	655,000	177,000	4.44	14,000	2,000	8.48	642,000	175,000
3	Inferred	7.61	1,388,000	340,000	4.43	3,000	500	7.62	1,384,000	339,000
2	Indicated	6.89	880,000	195,000	3.84	19,000	2,300	6.97	861,000	193,000
2	Inferred	5.99	2,023,000	389,000	4.23	4,000	500	5.99	2,019,000	389,000

Table 2. Tuvatu Mineral Resource Summary for Outside Domains

CutOff Au g/t	Classification	Aug/t	Tonnes	Ounces Au
4	Inferred	11.72	8,000	3,000
3	Inferred	9.32	11,000	3,000
2	Inferred	7.47	15,000	4,000

a. Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability.

b. There is no certainty that all or any part of the Mineral Resources estimated will be converted into Mineral Reserves.

c. Mineral Resource tonnage and contained metal have been rounded to reflect the accuracy of the estimate, and numbers may not add due to rounding.

d. The base case is based on a 3 g/t Au cutoff and cost estimates for mining of US$56/tonne, processing of US$56/tonne and G&A of US$25/tonne; gold recovery of 80%; and a three-year trailing gold price of US$1,973/ounce.

e. Mineral Resource tonnage and grades are reported as undiluted.

f. The effective date of the mineral resource estimate is March 25, 2024

The MRE in the NI 43-101 Technical Report was prepared independently by Gregory Z. Mosher, P. Geo. with cooperation and information from Lion One geologists. Other portions of the Technical Report were prepared by Darren Holden, Ph.D., FAusIMM and William J. Witte, P.Eng. Messrs. Mosher, Holden and Witte have read and approved this news release, and consent to the inclusion in this news release of the matters based on form and context of the June 24, 2024 "NI 43-101 Technical Report and Mineral Estimate Tuvatu Gold Project."

EXPLORATION PROGRAM

Lion One has been drilling at Tuvatu since 2008, and as of the effective date of the latest 43-101 compliant Technical Report issued on June 24, 2024, the company had completed a total of 588 drill holes totaling 135,373m of diamond drilling on both the Tuvatu deposit and the regional targets combined. This includes a significant quantity of grade control and development drilling at Tuvatu since September 2022.

The Company continues to advance its deposit-scale and regional diamond drilling program to demonstrate that the project has the potential to become a multi-million ounce gold camp, consistent with Tuvatu as an example of an alkaline gold mineralizing system. Alkaline gold systems typically have large gold endowments due to their high grade and deep vertical extents. Predominant vein minerals include quartz, biotite, potassium-rich feldspar, hydrothermal apatite, epidote, a vanadium-rich hydrothermal mica called roscoelite which is characteristic of alkaline gold mineralized systems,and late-stage carbonate minerals. Gold occurs as native free Au, as well as in association with pyrite, lesser chalcopyrite, sphalerite, galena, trace tetrahedrite, and minor telluride minerals. The mineral textures observed reflect rapid deposition of gold from a metal-saturated ore-forming colloid or fluid; a process referred to as "flashing". Such rapid gold-deposition can result from sudden pressure drops or a sudden change in physico-chemical conditions which destabilizes the fluid, triggering the rapid precipitation of metals. These conditions are known to generate very high grades in epithermal gold systems. Tuvatu is a low-sulphur system with sulphide minerals accounting for less than 5% overall, and include pyrite (2 generations), lesser marcasite, sphalerite, chalcopyrite, and traces of galena, arsenopyrite, tetrahedrite, and bornite.

During the quarter ended June 30, 2024, the Company completed 10,621.8 meters of diamond drilling in 92 completed holes, while a further 5 drill holes were still in progress.

The Company is currently undertaking two primary tiers of drilling for exploration and development purposes:

1) shallow resource grade control drilling from surface and underground targeting areas of planned near-term production and development;
2) shallow resource infill drilling from surface targeting areas of planned mid-term production and development planning;

In addition to these programs the company also engages in regional exploration drilling, which typically requires access to remote parts of the Navilawa caldera (SPL1512). These regional exploration programs are interrupted during the wet season, which typically runs from November to March. During this period the regional exploration programs transition to near-mine exploration programs. During the quarter ending June 30th, the focus for drilling has been to define and expand the Tuvatu deposit resource. No regional exploration drilling was carried out during this period, though some near-mine exploration programs were continued.

Grade control and infill drilling

The company reported significant new high-grade gold results from infill and grade control drill programs on April 25th, June 5th, and June 12th. These programs targeted near-term production areas in Zone 2 and in Zone 5. Bonanza grade gold results were returned from both Zones. Highlights of infill and grade control drill results for the quarter ending June 30th (3.0 g/t cutoff):

- 393.01 g/t Au over 1.2 m (including 1568.55 g/t Au over 0.3 m) (TGC-0163, from 24.9 m depth)
- 97.46 g/t Au over 3.3 m (including 750.05 g/t Au over 0.3 m) (TGC-0208, from 82.8 m depth)
- 226.55 g/t Au over 0.6 m (including 448.98 g/t Au over 0.3 m) (TGC-0113, from 84.6 m depth)
- 215.86 g/t Au over 0.6 m (TUDDH-709, from 252.2 m depth)
- 54.70 g/t Au over 1.8 m (including 134.10 g/t Au over 0.3 m) (TGC-0187, from 100.5 m depth)
- 79.64 g/t Au over 1.2 m (including 315.46 g/t Au over 0.3 m) (TGC-0191, from 75 m depth)
- 18.35 g/t Au over 4.8 m (including 40.99 g/t Au over 0.6 m) (TUDDH-686A, from 128.9 m depth)
- 9.99 g/t Au over 8.1 m (including 30.34 g/t Au over 0.3 m) (TGC-0121, from 65.0 m depth)
- 7.48 g/t Au over 9 m (including 20.78 g/t Au over 0.9 m) (TGC-0118, from 86.3 m depth)
- 42.11 g/t Au over 1.5 m (including 95.33 g/t Au over 0.3 m) (TGC-0204, from 117.2 m depth)
- 14.9 g/t Au over 4.2 m (including 21.44 g/t Au over 2.4 m) (TUDDH-698, from 146.3 m depth)
- 49.85 g/t Au over 1.2 m (including 63.35 g/t Au over 0.3 m) (TGC-0173, from 98.7 m depth)
- 8.27 g/t Au over 7.2 m (including 25.58 g/t Au over 0.3 m) (TGC-0127, from 66.0 m depth)
- 14.98 g/t Au over 3.9 m (including 143.95 g/t Au over 0.3 m) (TGC-0171, from 103.2 m depth)
- 33.92 g/t Au over 1.5 m (including 92.89 g/t Au over 0.3 m) (TGC-0134, from 113.8 m depth)
- 167.55 g/t Au over 0.3 m (TGC-0188, from 60.3 m depth)
- 11.08 g/t Au over 4.5 m (including 46.77 g/t Au over 0.6 m) (TGC-0102, from 41.4 m depth)
- 26.59 g/t Au over 1.8 m (including 90.85 g/t Au over 0.3 m) TGC-0179, from 101.1 m depth)
- 13.18 g/t Au over 3.3 m (including 22.4 g/t Au over 0.9 m) (TGC-0125, from 100.2 m depth)

All drill intersects are downhole lengths

The drill results reported on April 25th targeted areas of the URW1 and Murau lode systems proximal to underground development (Figure 1).

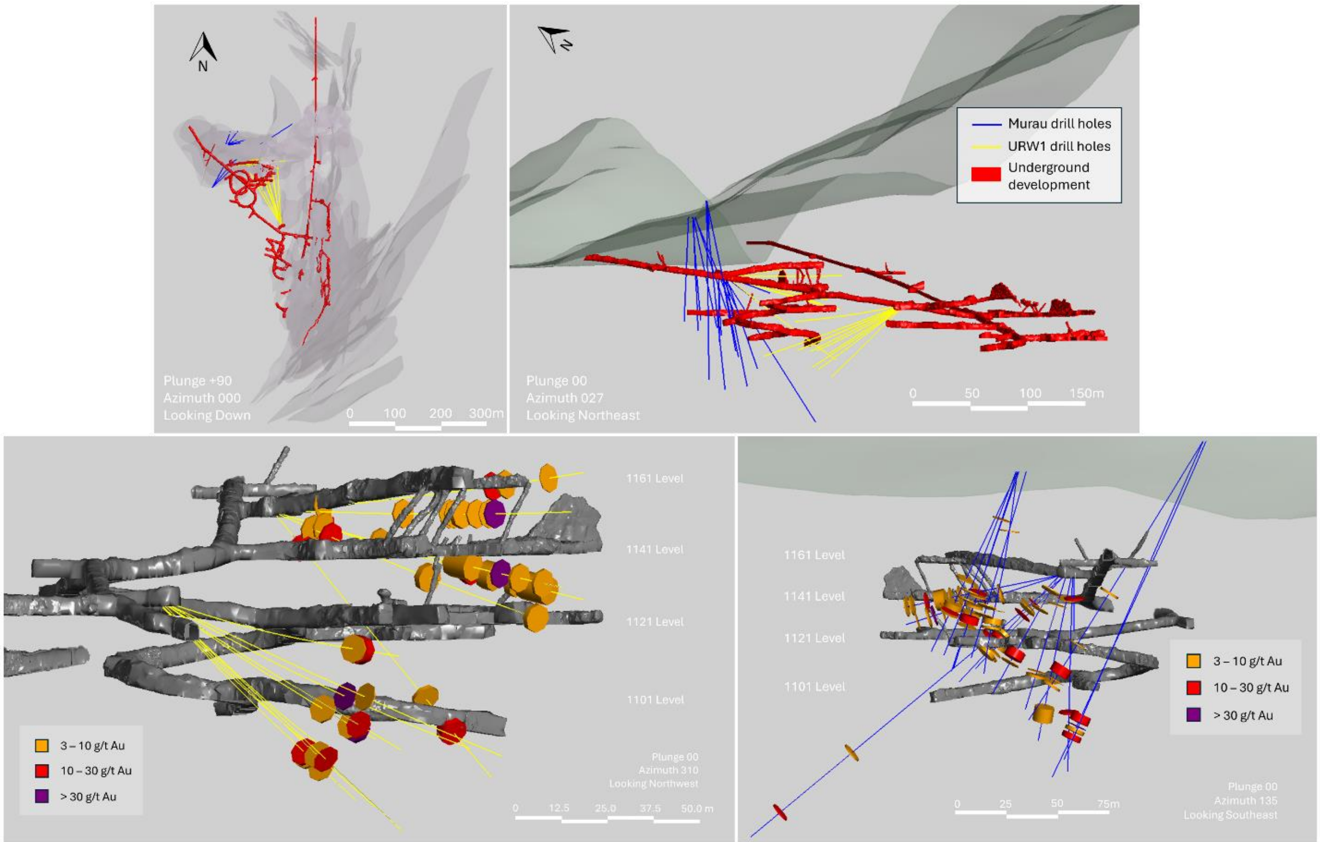


Figure 1. Zone 2 infill and grade control drill results reported April 25th. Top: Location of drillholes in relation to mineralized lodes (grey) and underground developments (red). Bottom left: URW1 drill results. Bottom right: Murau drill results.

The drill results reported on June 5th targeted the near-surface portions of the UR2 and URW3 lodes (Figure 2). This drill program was separated into two focus areas: to the north of the Cabex Fault, and to the south of the Cabex Fault. The Cabex Fault is a post-mineralization fault that strikes approximately ESE and dips approximately 65° to the SSW. It is interpreted to be a late caldera collapse structure that is healed with carbonate. Drilling to the north of the Cabex primarily targeted the down dip extension of the UR2 lode below the 1120 level. Drilling to the south of the Cabex targeted both the down dip extensions of the UR2 and URW3 lodes below the 1100 level, as well as the southern extension of the lodes above and below the 1120 level.

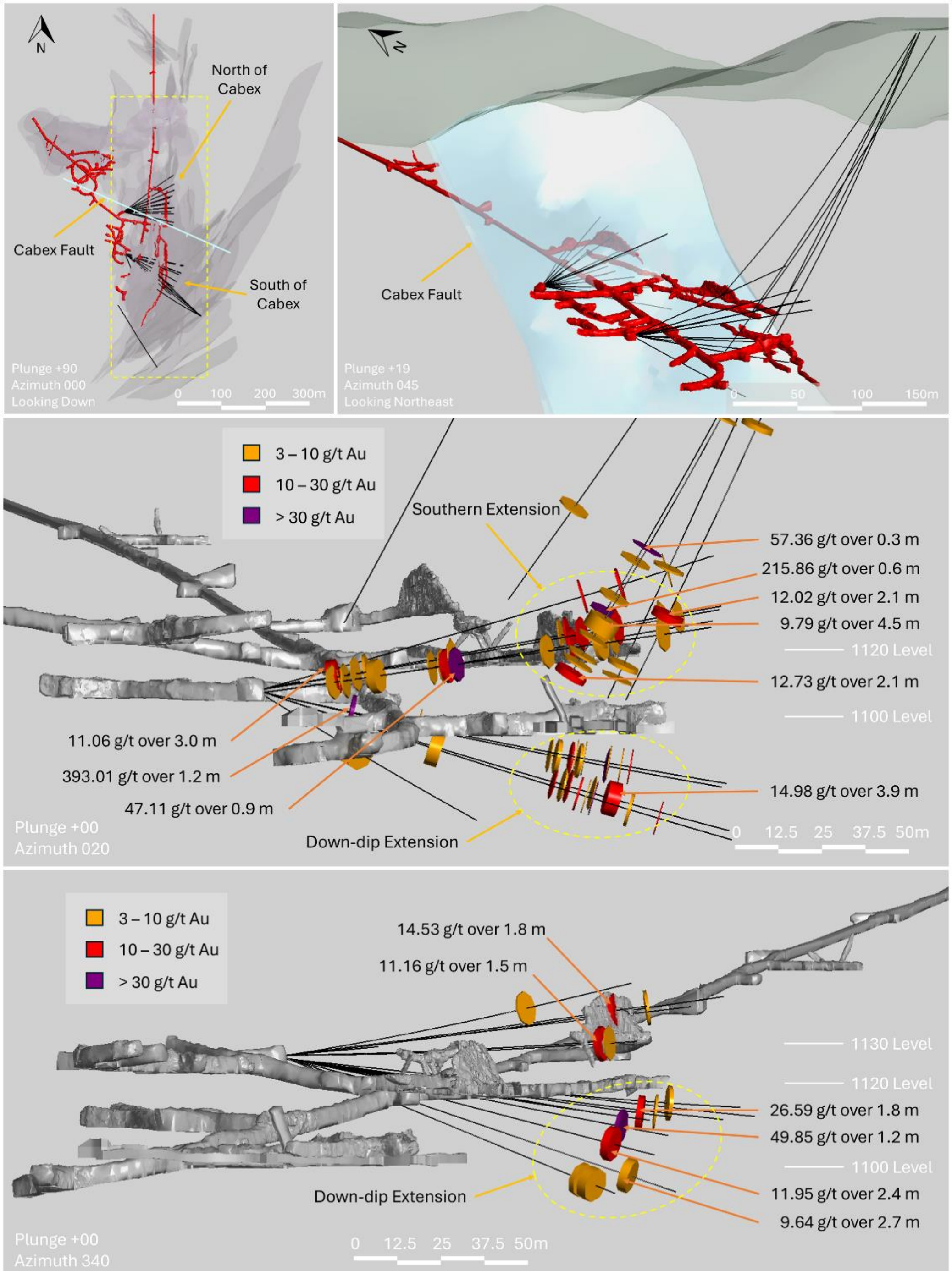


Figure 2. Zone 5 infill and grade control drill results reported June 5th. Top: Location of drillholes in relation to mineralized lodes (grey), underground developments (red), and Cabex fault (pale blue). Middle: Drill results from the Zone 5 south of Cabex drilling. Bottom: Drill results from the Zone 5 north of Cabex drilling.

The drill results reported on June 12th targeted the up-dip, down-dip, and southern areas of the UR2 and URW3 lodes. The southern drillholes reported on June 12th are the southernmost underground infill drillholes completed by Lion One up to that point and represent a new area of infill and grade control drilling targeted at Tuvatu (Figure 3).

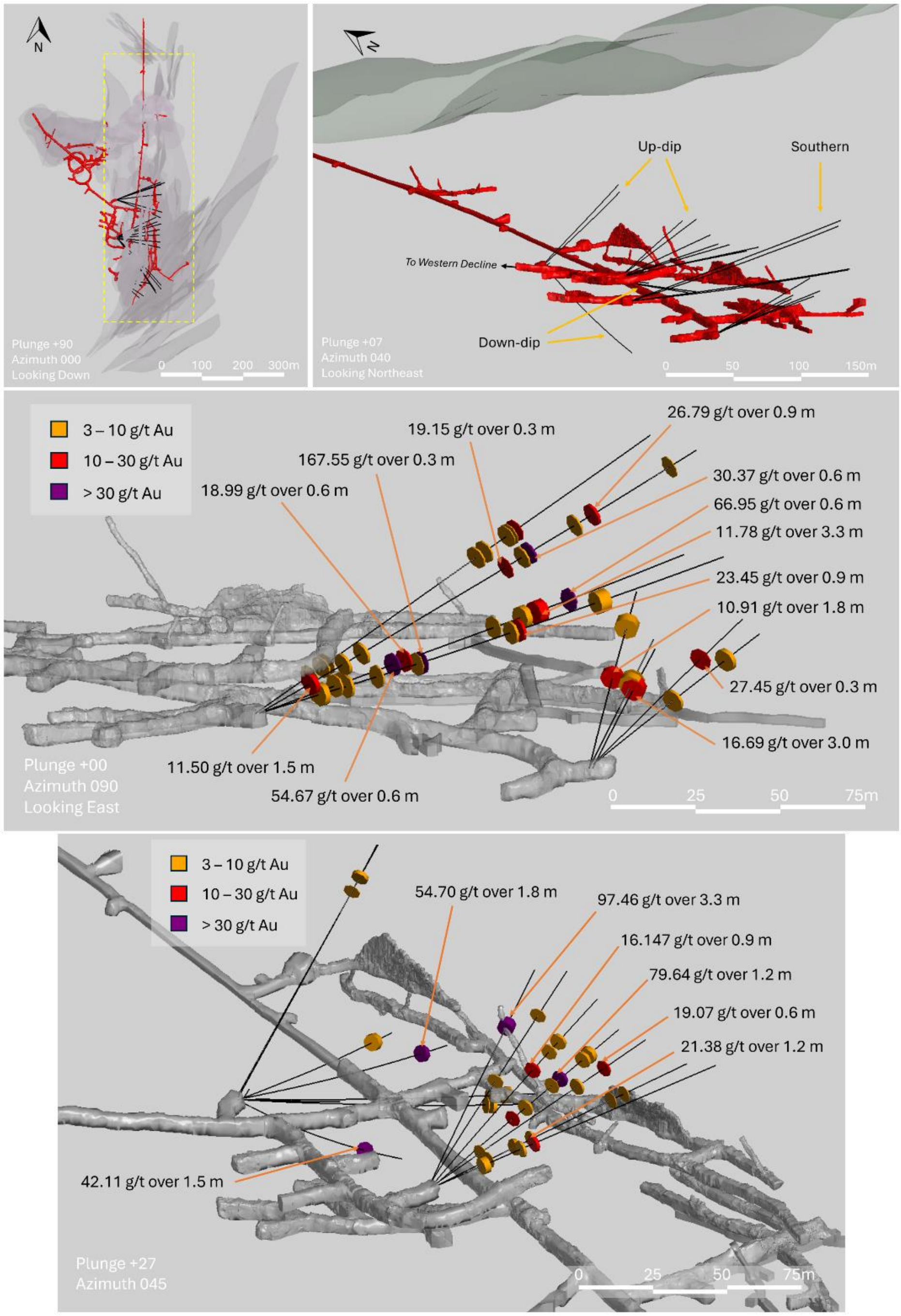


Figure 3. Zone 5 infill and grade control drill results reported June 12th. Top: Location of drillholes in relation to mineralized lodes (grey) and underground developments (red). Middle: Drill results from the Zone 5 southern drilling. Bottom: Drill results from the Zone 5 up-dip and down-dip drilling.

Near-mine expansion drilling

On May 8, 2024, the Company reported significant new high-grade gold results from near-mine expansion drilling in the Murau down-dip extension and SKL areas of Tuvatu (Figures 4, 5, 6). Both areas are outside the current mine plan yet are close to current underground workings and are being brought into the mine plan for late 2024 and 2025. The Murau down-dip extension drilling represents an expansion of the Murau lode system in Zone 2, which will be entering production in late 2024. The SKL area is in Zone 5 near the entrance to the historical exploration adit and is one of Lion One's priority resource expansion targets. The 2024 SKL drill program is the first modern systematic drill program targeting the area.

Highlights of near-mine drill results (3.0 g/t cutoff, downhole lengths):

- 64.46 g/t Au over 8.1 m (including 268.36 g/t Au over 1.2 m) (TGC-0150, from 16.5 m depth)
- 30.48 g/t Au over 4.8 m (including 104.55 g/t Au over 0.6 m) (TUDDH-732, from 36.1 m depth)
- 39.05 g/t Au over 3.3 m (including 223.05 g/t Au over 0.3 m) (TUDDH-729, from 98.8 m depth)
- 76.49 g/t Au over 1.2 m (TUDDH-715, from 174.8 m depth)
- 71.46 g/t Au over 0.9 m (TUDDH-704, from 84.9 m depth)
- 28.44 g/t Au over 2.1 m (including 45.96 g/t Au over 1.2 m) (TGC-0150, from 43.8 m depth)
- 26.28 g/t Au over 2.1 m (including 66.32 g/t Au over 0.3 m) (TUDDH-728, from 51.4 m depth)
- 20.89 g/t Au over 2.4 m (including 38.76 g/t Au over 0.6 m) (TUDDH-710, from 75.2 m depth)
- 26.56 g/t Au over 1.8 m (including 52.34 g/t Au over 0.6 m) (TUDDH-710, from 101.3 m depth)
- 8.51 g/t Au over 5.0 m (including 54.34 g/t Au over 0.3 m) (TUDDH-727, from 184.4 m depth)

These exceptional drill intercepts are all located in the near surface portion of Tuvatu and are scheduled for mining in 2024 and 2025.

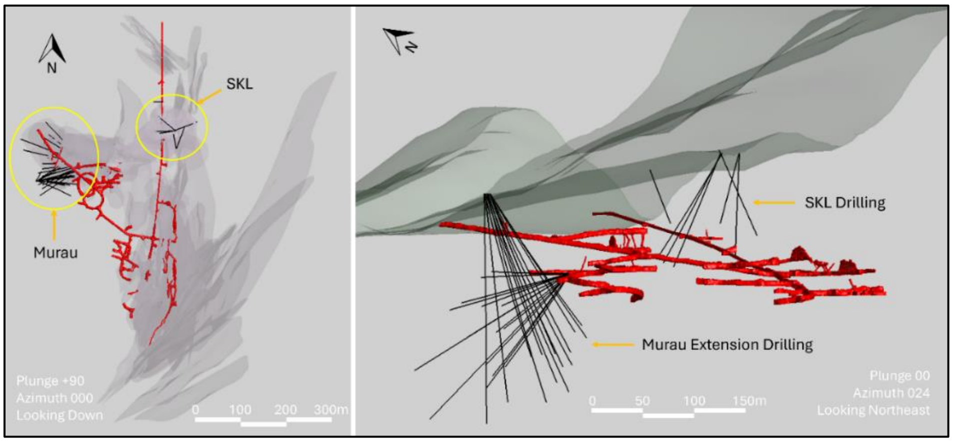


Figure 4. Location of Murau extension and SKL near-mine expansion drillholes. Left image: Plan view of Tuvatu showing Murau and SKL drillholes in relation to the mineralized lodes at Tuvatu, shown in grey. Right image: Oblique view of Murau and SKL drilling looking approximately northeast.

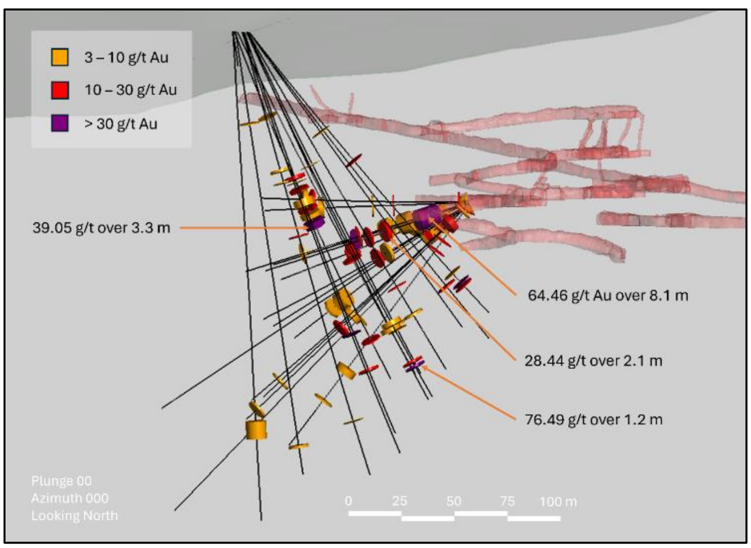


Figure 5. Murau down-dip extension drilling with high-grade intersects highlighted, 3.0 g/t gold cutoff.

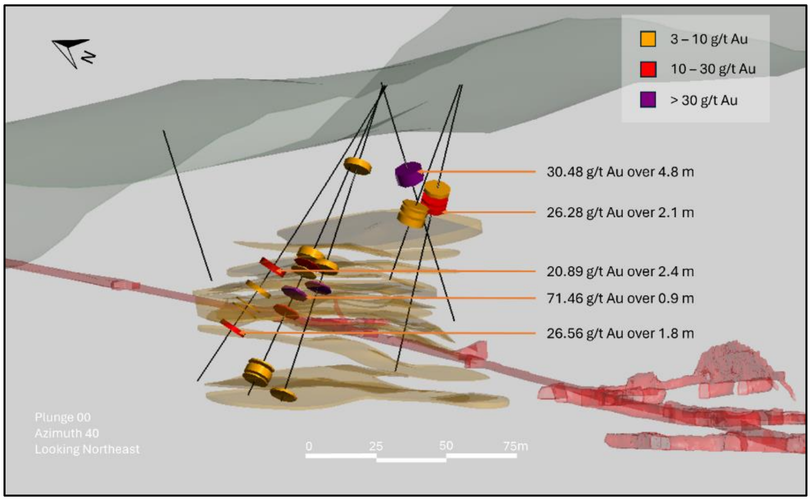


Figure 6. SKL exploration drilling with high-grade intersects highlighted, 3.0 g/t gold cutoff. The SKL lode system has historically been modelled as a series of stacked flat-lying mineralized lodes (light brown). The drillholes reported here are the first modern drillholes designed to target the SKL lodes.

Soil Sampling and Gold Extension

As part of Lion One's exploration program, a near-mine soil sampling program was completed. The soil program is divided into two halves: the West Grid and the East Grid (Figure 12). The West Grid encompasses the area immediately to the West of Tuvatu, including the West Zone, as well as the area immediately to the south of Tuvatu. The East Grid encompasses the area immediately to the east of Tuvatu.

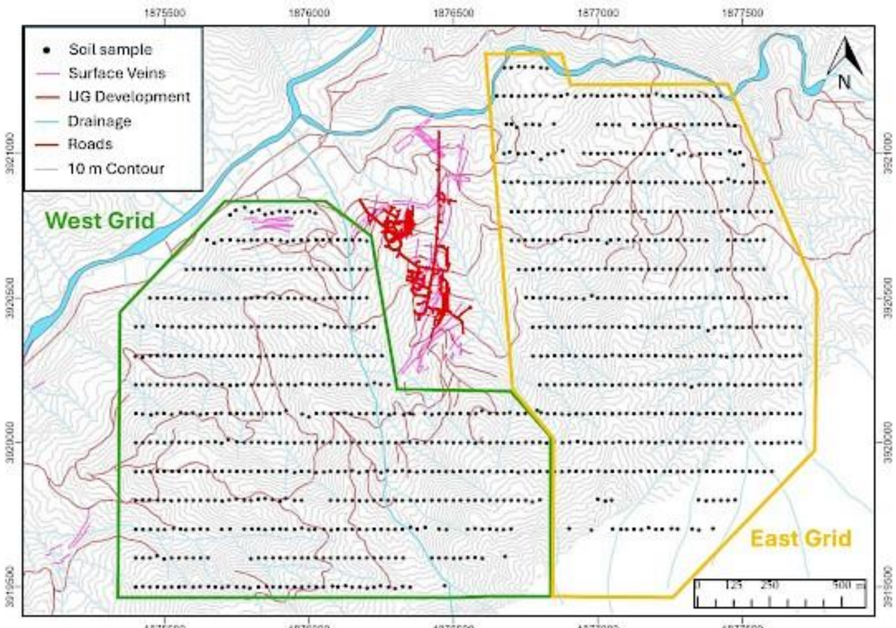


Figure 7. Tuvatu Soil Sample Locations. The 2024 near-mine soil sample program is divided into two sections – a West Grid and an East Grid.

A total of 549 samples were collected across 14 lines in the West Grid, while a total of 521 samples were collected across 17 lines in the East Grid. Assay results from the West Grid were released on June 26th. Peak gold-in -soil results from the West Grid are 1.66 g/t, 0.65 g/t, 0.57 g/t, and 0.51 g/t gold, which are all significantly above background values and are considered very high-grade values for soil samples. A total of 19 samples returned gold assays above 0.1 g/t gold. This compares favourably to the Tuvatu deposit itself, which is associated with a 0.05 g/t surface gold-in-soil anomaly from historic auger soil surveys.

Results from the West Grid indicate a clear 650 m long north-south gold anomaly immediately to the south of and along strike from the known mineralization at Tuvatu (Figure 13). The Tuvatu deposit has a known strike length of 950 m and therefore these results indicate a potential 70% increase in the strike length of Tuvatu. The gold-in-soil anomaly is coincident with wider arsenic, lead, and zinc anomalies, all of which are known pathfinders for gold, thereby increasing the strength of the anomaly. These soil results are a new discovery at Tuvatu and represent a prime target for near-mine exploration and resource expansion. Strong gold soil assay results were also observed in the West Zone.

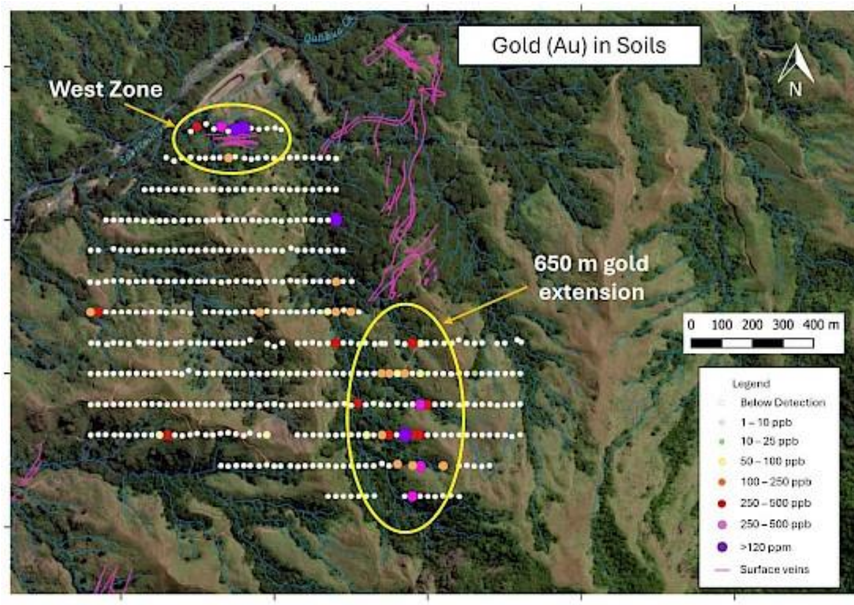


Figure 8 Gold Soil Assay Results, West Grid. The gold assay results from the West Grid soil sampling program reveal a clear 650 m long north-south anomaly directly south of and along strike from the Tuvatu deposit. This represents a potential 70% increase in the strike length of Tuvatu and is a prime target for near-mine exploration and resource expansion. The assay results for arsenic, lead and zinc reveal a similar north-south anomaly, further strengthening the potential for the southward expansion of Tuvatu. Strong gold results are also observed in the West Zone.

Navilawa Tenement and Exploration Program

In May 2019, SPL 1512 was issued for the Navilawa tenement for a 5-year term renewable in 2024. An application for a 5-year renewal has been submitted. The tenement area directly adjoins the northern boundary of Lion One's tenements at Tuvatu, which consolidates ownership of the entire Navilawa mineral complex under a contiguous 13,613 hectare tenement package with Tuvatu's 384.5 hectare Mining Lease (SML 62) and mining and processing site, at its center. This is the first time that modern, systematic exploration has been undertaken over the entire area. The Navilawa area has over 10 well defined prospects including the Kingston, Banana Creek, Matanavatu, and Tuvatu North. Some of the most significant historic results returned were surface rock chip samples of 46.30 g/t Au from Banana Creek; 176.27 g/t Au from the Kingston, and 8.50 g/t Au from Tuvatu North. Although little systematic historical exploration has previously been undertaken in the area, a number of prospects have historic workings with short shafts or adits up to 15 meters depth, or have manual workings on copper- and gold-bearing rocks, as is the case at the Central Ridge prospect. Previous efforts have been primarily focused at Banana Creek, where the Company's team has completed two drill holes totaling 1,458.7m.

In June 2022, the Company initiated a major benching program following up on positive results from 2021 along Qualibua creek, by extending a new bench in the Batiri creek area towards Banana creek. On August 29, 2022, the Company announced a new regional high grade gold discovery, the Batiri Creek Vein, located in the Navilawa Caldera 1.8 km northeast of the Tuvatu Alkaline Gold Project. This new regional discovery was made as a result of this benching program, referred to as the Batiri Creek occurrence returning 13.3 g/t Au over 4.0m at surface. The Batiri Vein discovery is credited to the Lion One exploration team's regional benching and surface sampling program targeting new gold bearing systems in under-explored regions peripheral to Tuvatu in the surrounding Navilawa Caldera.

The new structure is characterized by an intense zone of veining on a lithological contact between monzonite and andesite, with two significant N-S and NE-SW oriented structural intersections. The lithological contact and structural intersections observed in the Batiri Vein are comparable to the lithological contact and structural intersections observed from deep extensional drilling in the 500 Zone below the Tuvatu resource where Lion One reported the longest and highest-grade intercepts yet recovered at Tuvatu, including 20.86 g/t Au over 75.90m from TUG 141 and 12.22 g/t Au over 54.90m including 20.10m @ 23.03 g/t Au from TUDDH 601. In August 2022, the Company mobilized a drill rig to this occurrence to test the Batiri Creek discovery. A three-hole program was planned with only two holes completed

(TUDDH-611 and 614), with a third hole (TUDDH-615) abandoned due to extreme wet conditions. The highlights include 5.04 g/t Au over 0.3m in hole TUDDH-614.

Following the wet season which typically ends in late March-early April, a dedicated mapping/sampling program occurs, aiming to identify additional areas for follow-up by diamond drilling. For 2023, the regional mapping/sampling program commenced late April, and to the end of September, a total of 3,955 regional samples had been added to the database.

In August 24, 2023, the Company announced the discovery of a new mineralized structure carrying bonanza grade gold 1 km to the north of the company's Tuvatu Alkaline Gold Project and has been named the Lumuni occurrence. The structure is located 1 km north of Tuvatu, approximately along strike from the NS-trending lodes (UR1, UR2, and UR3).Highlights of Lumuni channel sampling:

- 66.83 g/t Au over 0.7m (CH3850)
- 48.45 g/t Au over 0.7m (including 92.55 g/t Au over 0.3m) (CH3851)
- 15.18 g/t Au over 1.1m (including 31.25 g/t Au over 0.3m) (CH3849)
- 14.66 g/t Au over 1.1m (including 16.78 g/t Au over 0.7m) (CH3855)
- 17.04 g/t Au over 0.6m (including 30.59 g/t Au over 0.3m) (CH3853)
- 10.30 g/t Au over 0.9m (including 13.89 g/t Au over 0.6m) (CH3852)

The continuity of the high-grade material is notable including the fact that a traceable lode of high to very-high grade material can be followed along at surface. Moreover, the high-grade samples coincide with a steeply dipping resistivity low which is compelling as it provides the Company with immediate drill targets to pursue. The Company has added Lumuni to the growing list of high-priority regional exploration targets.

On March 4, 2024, the Company announced the discovery of a new porphyry copper style mineralization at Wailoaloa located at SPL1296, located approximately 1 km northeast of the Tuvatu deposit (Figure 9).

Surface sampling in the Wailoaloa area in 2019 and again in 2023 led to the discovery of a widespread zone of weakly to moderately anomalous gold associated with a strong copper anomaly. Sampling consisted primarily of bench sampling along newly excavated access trails. Results from a total of 443 samples were included in the March 4, 2024 news release, focused on the Wailoaloa drill area. Of these samples, 72 (16%) returned copper grades in excess of 2000 ppm, and 141 (32%) returned copper grades in excess of 1000 ppm. Copper grades above 500 ppm are considered anomalous. The Wailoaloa area is therefore strongly anomalous in copper. The surface copper anomaly outlined by the Wailoaloa sampling is 150 m by 100 m in size and may be expanded further with additional sampling.

Mineralization is controlled by a large stockwork system with a minimum proven surface extent of 150 m N-S by 100 m E-W. The stockwork system dips steeply to the south. Numerous copper showings have been identified in a wide halo around the Wailoaloa prospect, including strong malachite staining after chalcopyrite in the historic Qalibua adit 250 m to the northwest of Wailoaloa. This suggests a system of potentially considerable size. Additional copper showings have also been identified throughout the Navilawa Caldera, such as the historic Kingston adit as well as the Matanavatu showings, 1800 m northwest and 1500 m north of Wailoaloa respectively. TUDDH-662 was the first drill hole designed to test the surface copper anomaly at Wailoaloa. The lithology down hole consists dominantly of alternating unsorted to poorly sorted polymictic volcanic breccia with lesser massive monzonite. The volcanic breccia includes alkaline monzonite, porphyry, and re-worked breccia clasts, with gradational zones of finer grain material. It is cross-cut locally by monomictic clast-supported hydrothermal breccias with strongly bleached angular to sub-rounded clasts, as well as monzonite intrusives and late-stage unaltered pyroxene porphyry dykes.

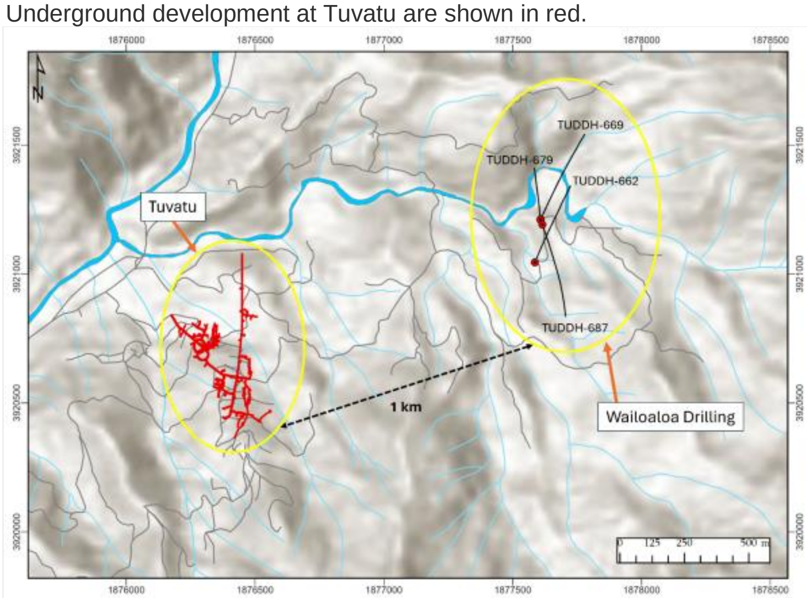
Drill hole TUDDH-662 intersected one major zone of elevated copper mineralization, averaging 0.17% Cu over 163.2 m from 110.8 m to 274.0 m depth with a peak copper value of 1.0%. This zone coincides both with an abundance of secondary cross-cutting stockwork veinlets and with intense bleaching that overprints the background propylitic alteration. Chalcopyrite mineralization occurs within the stockwork veinlets as well as finely disseminated throughout the zone.

TUDDH-687 was the fourth and final drillhole drilled at the Wailoaloa prospect before the onset of the wet season in Fiji. It was drilled in a south-southeast direction based on surface structural measurements and oriented drill core measurements from TUDDH-662. The lithology in TUDDH-687 consists primarily of unsorted to poorly sorted, polymictic, matrix-supported volcanic breccia with an overall clast to matrix ratio of 70:30, with rare intervals of hydrothermal cement up to several meters in width. The volcanic breccia is locally intersected by monzonite dykes and late pyroxene porphyry dykes, similar to that observed in TUDDH-662.

Alteration throughout the hole progresses from outer propylitic in the upper part of the hole to potassic in the bottom part of the hole, with patches of intense bleaching. The outer propylitic alteration in the upper part of the hole occurs as widespread patchy to pervasive epidote-chlorite alteration with intervals of intense silica-sericite bleaching. Copper mineralization in this part of the hole occurs as cryptic hairline veinlets of chalcopyrite. This corresponds to the first major zone of copper mineralization in TUDDH-687, with the top 210.8 m of the hole returning a composite grade of

0.13% Cu. The second major zone of copper mineralization occurs from 377.8 m to 525.2 m downhole and returned a composite grade of 0.15% Cu. This interval corresponds to an increase in alteration from pervasive bleaching (propylitic) to an assemblage of potassic feldspar, magnetite, and possibly tremolite (inner propylitic to potassic and calc-potassic alteration). Here, thin but distinct B-type veins of quartz-bornite and quartz-chalcopyrite-bornite are observed. The presence of blebby disseminated bornite and (rare) patchy native copper is a distinctive feature of TUDDH-687. The third major zone of copper mineralization, grading 0.12% Cu from 658.1 m to 785.9 m, is dominated by intense texturally-destructive K-feldspar-magnetite alteration with coarse crystalline secondary anhedral "shreddy" biotite. Late, discrete sericite-silica-pyrite veinlets which overprint potassic alteration assemblages throughout the sequence suggest evidence of multiple overprinting alteration events.

Figure 9. Plan View of Wailoaloa Drillholes in Relation to Tuvatu. The Wailoaloa discovery is approximately 1 km northeast of Tuvatu. Underground development at Tuvatu are shown in red.



EXPLORATION AND EVALUATION ASSETS

The Company's primary asset is the Tuvatu Gold Project located near Nadi on the island of Viti Levu, Fiji. The Tuvatu Gold Project has been fully permitted for development, construction, and mining by the Government of Fiji with the grant of a Special Mining Lease (SML 62) in 2015. In June 2022, the Ministry of Environment of Fiji approved the Environmental Impact Assessment (EIA) update. The Company has also submitted its Rehabilitation and Closure Plan for the operation. The Company signed a 21-year Surface Lease agreement with local landowners and the iTaukei Land Trust in 2014 and the SML has been granted for a term of ten years provided the Company complies with the terms of the lease. In August 2022, the SML 62 was extended for an additional 10 years ending February 28, 2035. Extensions to the term can be applied subject to the terms of the lease and the Mining Act.

SML 62 is a designated area within the original boundaries of the Company's SPLs 1283 and 1296. SML 62 provides exclusive rights for the potential development, construction, and operation of mining, processing, and waste management infrastructure at Tuvatu. The Mining Lease area covers 384.5 hectares and contains all the current NI 43-101 resource and multiple high-grade prospects in the Navilawa Caldera. The Tuvatu camp is located 16 km by road from the Lion One Fiji head office adjacent to the International Airport in Nadi, and 35 km from the Port of Lautoka.

In 2019, the Company purchased drilling equipment from Geodrill, a Fijian drilling company, and employed several experienced drillers and offsiders from Geodrill. This strategic acquisition ensured the Company has readily available, cost-effective diamond drilling capabilities by operating these drills "in-house". In 2020-2021, the Company purchased three additional deep capacity diamond drill rigs. In March 2022, the Company purchased two additional deep capacity rigs which were delivered to Fiji in September 2022.

The Company has encountered multiple high-grade intercepts from its high-grade feeder diamond drill program since 2020, which supports the alkaline gold model and the concept that Tuvatu has high-grade gold mineralization extending and evolving at great depths. The Company has drilled to depths in excess and 1,000m below surface, with the aim to gain a better understanding of the underlying plumbing system that provided a conduit for the gold-rich fluids to rise from the base of the crust to surface in the Tuvatu area. Alkaline-hosted gold deposits are known to extend to great depths, so there are many areas to explore. The Company is actively engaging in infill and grade control drilling from surface and underground targeting areas of planned early production. Additional sampling, resampling and relogging of earlier diamond drill holes is also ongoing, as is trenching, mapping, and sampling within the Company's tenement holding.

In May 2019, SPL 1512 was issued for the Navilawa tenement for a 5-year term ending in 2024 (5-year renewal submitted in May 2024), which for the first time consolidated the ownership of the entire Navilawa mineral complex under a tenement package with the Tuvatu 384.5 hectare SML 62 Mining Lease at its center. A number of access tracks into the Navilawa tenement were completed and sampling of prospective zones continues with numerous additional targets identified to date. The Company has a large pipeline of drilling targets across the Navilawa Caldera and this program will include deep drilling, further geophysics, mapping and sampling, and targeted exploration of other prospects generated. The SPL1512 renewal application was submitted to the MRD in May 2024 in accordance with statutory requirements, and renewal is pending.

In 2019, the Company completed a specialized stream sediment sampling program using the BLEG ("Bulk Leach Extractable Gold") technique over the entire project area. The results from that BLEG sampling program indicate an extensive anomalous area within the northern part of the Navilawa caldera. Furthermore, to better define the underlying structural controls that host the high-grade vein network in the Navilawa Caldera, an initial controlled source audio-magnetotelluric ("CSAMT") geophysical program was also completed late in 2019. Following the interpretation of this CSAMT program, the deep drilling program was expanded to include targets identified from that survey. The Company also implemented a regional drill program aimed at drill-testing some of the anomalies derived from previous geophysical and geochemical survey results. In 2022-23, the Company carried out a second CSAMT geophysical survey designed to infill and add detail and resolution to the existing CSAMT results. The new CSAMT data will help the Company to identify and refine drill targets underlying those prospects to drill test select targets in the future.

The Company holds four exploration licenses (SPL's) for the Tuvatu properties. Under the terms of the SPL's, the Company is required to spend a minimum threshold of expenditures on each of the licenses.

SPL	Issued	Expiry Date	Bond (Fijian $)	Bond (Canadian $)	Expenditure Requirement (Fijian $)	Expenditure Requirement (Canadian $)
1283	Aug. 24, 2020	Aug. 23, 2025	158,180	96,009	1,400,000	849,741
1296	Aug. 24, 2020	Aug. 23, 2025	158,180	96,009	1,600,000	971,133
1465	Mar. 5, 2022	Mar. 4, 2025	67,979	41,260	679,789	412,603
1512	May 14, 2019	May 13, 2024*	633,223	384,340	15,333,305	9,306,672

***** Renewal application has been submitted in accordance with statutory requirements, and renewal is pending.

Expenditures incurred on the Fiji properties are as follows:

	June 30, 2022	Additions	June 30, 2023	Transfer to Mineral Property	Additions	June 30 , 2024
Acquisition costs	$ 21,915,063	$ -	$ 21,915,063	$(11,163,198)	$ -	$ 10,751,865
Camp costs and field supplies	2,074,471	3,861,858	5,936,329	(5,832,859)	734,363	837,833
Consulting fees	5,047,075	4,017,388	9,064,463	(9,090,900)	344,066	317,629
Depreciation	3,026,073	2,171,249	5,197,322	(2,757,005)	755,853	3,196,170
Development, dewatering, geology and environmental	5,871,955	20,328,082	26,200,037	(23,420,402)	197,476	2,977,111
Drilling	6,858,433	1,717,199	8,575,632	(7,840,356)	297,976	1,033,252
Office administration and professional fees	7,894,808	5,052,195	12,947,003	(8,909,065)	1,370,317	5,408,255
Permitting and community consults	2,072,895	715,145	2,788,040	(2,532,156)	225,608	481,492
Site works and road building	4,715,593	184,249	4,899,842	(3,388,991)	36,608	1,547,459
Salaries and wages	11,268,271	4,666,404	15,934,675	(13,585,525)	1,445,765	3,794,915
Sample preparation, assaying and analysis	3,693,858	1,586,419	5,280,277	(4,499,721)	290,622	1,071,178
Technical reports	1,556,022	335,774	1,891,796	(889,628)	-	1,002,168
Travel	1,516,502	837,843	2,354,345	(1,587,328)	183,133	950,150
Vehicle and transportation	2,401,674	634,424	3,036,098	(894,612)	470,074	2,611,560
Capitalized finance cost	-	1,412,422	1,412,422	(1,412,422)	-	-
Write-off of exploration assets	(771,648)	-	(771,648)		-	(771,648)
Cumulative foreign currency translation adjustment	(3,733,082)	351,170	(3,381,912)	2,863,446	319,046	(199,420)
	$ 75,407,963	$ 47,871,821	$ 123,279,784	$(94,940,722)	$6,670,907	$ 35,009,969

A full tenement listing is provided in Schedule A at the end of this MD&A

Selected Annual Information

	2024	2023	2022
Interest income	$ 900,116	$ 1,147,124	$ 366,340
Net loss	27,336,738	2,909,551	2,508,953
Net loss per share	0.13	0.02	0.02
Comprehensive loss	23,119,673	2,528,625	4,679,366
Comprehensive loss per share	0.11	0.02	0.03
Working capital	20,501,089	45,424,078	36,645,040
Property, plant and equipment	150,333,840	30,998,185	10,294,938
Exploration and evaluation assets	35,009,969	123,279,784	75,407,963
Total assets	215,888,042	208,116,895	131,275,674

The difference between net and comprehensive loss over the periods presented is attributed to the foreign exchange translation on the Company's long-term assets denominated in Fijian and Australian dollars.

Selected Quarterly Results

	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
Total assets	$ 215,888,042	$ 221,295,724	$ 216,484,066	$ 209,570,987
Exploration and evaluation assets	35,009,969	22,272,480	21,194,872	19,136,657
Mineral property, plant and equipment	150,333,840	167,742,025	166,097,457	150,201,436
Working capital	20,501,089	21,892,371	18,984,800	31,105,048
Revenue	9,358,359	4,087,037	1,306,090	-
Interest income	88,305	243,169	178,885	389,757
Net gain (loss) for the period	(12,078,260)	(7,637,653)	(6,359,344)	(1,261,480)
Comprehensive income (loss) for the period	(7,300,520)	(10,333,130)	(3,489,138)	(1,996,884)
Basic and diluted loss per share	(0.05)	(0.03)	(0.03)	(0.01)

	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Total assets	$ 208,116,895	$ 182,661,161	$ 147,640,714	$ 147,162,124
Exploration and evaluation assets	123,279,784	107,873,845	95,845,120	84,781,639
Property and equipment	30,998,185	14,493,079	14,420,998	11,782,254
Working capital	45,424,078	37,135,946	20,861,205	32,337,138
Interest income	757,612	259,126	219,863	169,649
Net loss for the period	339,941	(968,786)	(782,767)	(1,238,814)
Comprehensive income (loss) for the period	(3,162,743)	(1,050,924)	1,249,957	612,072
Basic and diluted loss per share	0.00	(0.01)	0.00	(0.01)

The focus of the Company over the periods presented has been the exploration and development of its Tuvatu Project. On September 30, 2023, the Company reclassified capitalized costs from exploration and evaluation assets to mineral property, plant and equipment and as the Company moved into mineral property development stage. Over the past two years, the Company completed multiple financings which has increased the total assets and funds available to accelerate the development of Tuvatu project resulting in increases in exploration and evaluations assets, mineral property, plant and equipment, offset by declines in working capital. During the quarters ended in December 2023 to June 2024, the 300TPD pilot plant was commissioned resulting in gold revenues and mine operating losses due to ramp up and commissioning coupled with low grade feed of mineralized material from mine development. The differential between net and comprehensive loss in each period reflects the translation adjustment of the assets and liabilities of the Company's subsidiary, Lion One PTE Limited, which is denominated in Fijian dollars.

Financial Highlights

	Quarter October to December 2023	Quarter January to March 2024	Quarter April to June 2024	Year Ended June 30, 2024
Gold (oz) sold	479	1,462	2,849	4,790
Average realized selling price Gold (oz)	$ 2,723	$ 2,723	$3,197	$3,068
Cash Cost per oz (produced)*	$ 7,194	$5,368	$6,207	$6,501
Revenue – Gold and Silver Sales	$1,306,090	$4,087,037	$9,358,359	$14,751,486
Production Costs incl. royalties/refining and transport	(2,499,152)	(8,784,124)	(19,318,708)	(30,601,984)
Inventory NRV Adjustment**	(3,138,676)	1,033,442	1,566,165	(539,069)
Mine Operating Loss	(4,331,738)	(3,663,644)	(8,394,185)	(16,389,567)

*Cash operating cost is a non-IFRS measure with no standard definition under IFRS and is calculated using ounces produced. See the "Non-IFRS financial performance measures"
** The Company provided an inventory net realizable value adjustment for $539,069 to reduce the work-in-process inventory by $Nil, finished goods by $383,956 and mineralized materials by $155,113.

Results of Operations for the year ended June 30, 2024 compared to 2023

The comprehensive loss for the year ended June 30, 2024 was $23,119,673 (2023 – $2,528,625). Significant changes to the comprehensive loss are explained as follows:

- Revenue recognized of $14,751,486 (2023 - $Nil), the Company had its first metal sales in December 2023. For further revenue please refer to Note 12 of the consolidated financial statements for the year ended June 30, 2024.

- Cost of sales recognized of $31,141,053 (2023 - $Nil), of which $30,601,984 relates to the Company’s first gold sales during the last three quarters and recorded the related costs of producing this gold as cost of sales and $539,069 relates to net realizable value adjustment for work in process, finished goods and mineralized materials. Cost of production during the ramp-up phase are not necessarily indicative of costs to be expected after reaching sustained production at 300TPD. For further revenue please refer to Note 13 of the consolidated financial statements for the year ended June 30, 2024.

- General and administrative expenses increased by $723,188 to $3,885,501 (2023 - $3,162,313) primarily due to higher head count, legal fees and consulting fees with higher level of corporate activities compared to prior year period, please refer to Note 14 of the consolidated financial statements for year ended June 30, 2024.

- Interest and finance expense increased by $5,013,139 to $5,045,560 (2023 - $32,421) primarily due to the recognition of accretion and interest expense for the financing facility to the consolidated statements of loss and comprehensive loss as the 300 TPD mine and mill was commissioned in November 2023 and accretion and interest expenses are no longer being capitalized and prior period debt facility interest costs were capitalized.

- Share-based payments expense increased to $1,837,606 (2023 - $1,439,910) due to the timing of employee stock options granted in December 2023 and January 2024.

- During the year ended June 30, 2024, the Company recognized a foreign exchange translation gain of $4,217,065 on its net assets denominated in Fijian dollars reflecting a strengthening of the Fijian dollar against the Canadian dollar since June 30, 2023. A foreign exchange translation gain of $380,926 was recognized in the comparative period.

Results of Operations for the three months ended June 30, 2024 compared to 2023

The comprehensive loss for the three months ended June 30, 2024 was $7,300,520 (2023 – $3,339,730). Significant changes to the comprehensive loss are explained as follows:

- Revenue recognized of $9,358,359 (2023 - $Nil), the Company had its first metal sales in December 2023. For further revenue please refer to Note 12 of the consolidated financial statements for the year ended June 30, 2024.

- Cost of sales recognized of $17,752,543 (2023 - $Nil), of which $19,318,708 relates to the Company’s first gold sales during the last three quarters and recorded the related costs of producing this gold as cost of sales and $1,566,165 relates to net realizable value adjustment for work in process, finished goods and mineralized materials. Costs of production during the ramp-up phase are not necessarily indicative of costs to be expected after reaching sustained production at 300TPD. For further revenue please refer to Note 13 of the consolidated financial statements for the year ended June 30, 2024.

- General and administrative expenses increased by $151,142 to $970,318 (2023 - $819,176) primarily due to higher head count, legal fees and consulting fees with higher level of corporate activities compared to prior year period.

- Interest and finance expense increased by $1,990,809 to $2,018,838 (2023 - $28,029) primarily due to the recognition of accretion and interest expense for the financing facility to the consolidated statements of loss and comprehensive loss as the 300 TPD mine and mill was commissioned in November 2023 and accretion and interest expenses are no longer being capitalized and prior period debt facility interest costs were capitalized.

- Share-based payments expense increased to $314,054 (2023 - $174,925) due to the timing of employee stock options granted in December 2023 and January 2024.

- During the three months ended June 30, 2024, the Company recognized a foreign exchange translation gain of $4,777,740 on its net assets denominated in Fijian dollars reflecting a strengthening of the Fijian dollar against the Canadian dollar since March 31, 2024. A foreign exchange translation loss of $3,420,546 was recognized in the comparative period.

Cash flows for the year ended June 30, 2024 compared to 2023

Cash, cash equivalent and short-term investments have decreased by $38,662,497 to $6,731,873 at June 30, 2024 from a balance of $45,394,370 as at June 30, 2023.

Cash outflows from operating activities increased by $21,034,702 to $26,655,497 (2023 – $5,620,795). This is primarily due to a build up in inventory as 300TPD pilot plant was commissioned and an increase in VAT receivables as the Fijian Government increased the Valued Added Taxes ("VAT") rate for all supplies/services from 9% to 15% on August 1, 2023.

Cash outflows from investing activities decreased by $38,761,439 to $21,328,996 (2023 - $60,090,435) due primarily to increase in purchases of mining and process plant equipment and offset by decrease in purchases of exploration expenditures and increase of short-term investment redemptions in the current year.

Cash inflows from financing activities decreased by $48,585,848 to $20,945,922 (2023 - $69,531,770) due to net cash proceeds from the September 28, 2022 bought deal and net cash proceeds in February 2023 Tranche 1 – loan facility, offset by net cash proceeds in January 2024 Tranche 2 – loan facility and February 14, 2024 bought deal, and exercise of options.

Financial Position

Cash, cash equivalents and short-term investment have decreased by $38,662,497 to $6,731,873 as at June 30, 2024 from a balance of $45,394,370 as at June 30, 2023, due primarily to expenditures on exploration and evaluation assets and mineral property, plant and equipment and a build up of inventory and VAT receivables during the current period. Subsequent to year end, the

Shareholders' equity decreased by $9,825,707 to $165,225,554 (June 30, 2023 – $175,051,261) primarily due to mine operating loss and higher interest and accretion expenses, which were previously capitalized during the 300TPD construction stage.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2024, the Company had a working capital of $20,501,089 including cash and cash equivalents of $6,731,873 as compared to working capital of $45,424,078 including cash, cash equivalents and short-term investments of $45,394,370 as at June 30, 2023.

Management cautions that the Company's ability to raise further funding is not certain. Additional funds will be required in order to pursue the Company's current exploration and mine development plans. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration and development activities. Management believes it will be able to raise equity capital as required in the long term, but recognizes there will be risks involved that may be beyond their control.

CRITICAL ACCOUNTING ESTIMATES

The Company's accounting policies are described in Notes 2 and 3 of its consolidated financial statements for the year ended June 30, 2024. The preparation of the consolidated financial statements requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported expenses during the year. Actual results could differ from these estimates. Management considers the following estimates to be the most critical in understanding the judgments and estimates that are involved in the preparation of the Company's consolidated financial statements and the uncertainties that could impact the results of operations, financial condition and cash flows:

Functional currency

The functional currency of each of the subsidiaries and the Company were assessed to determine the economic substance of the currency in which each entity performed its operations. The functional currency of the Company is the Canadian dollar. The functional currencies of the Company's subsidiaries have been assessed and incorporate the Canadian dollar, Fijian dollar and Australian dollar as detailed in Note 2 of the consolidated financial statements for the year ended June 30, 2024.

Impairment of non-current assets

The carrying value and recoverability of exploration and evaluation assets, mineral properties and property and equipment requires management to make certain estimates, judgments and assumptions about its project. Management considers the economics of the project, including the latest resource prices and the long-term forecasts, and the overall economic viability of the project.

Income taxes

The determination of income tax is inherently complex and requires making certain estimates and assumptions about future events. While income tax filings are subject to audits and reassessments, the Company has adequately provided for all income tax obligations. However, changes in facts and circumstances as a result of income tax audits, reassessments, jurisprudence and any new legislation may result in an increase or decrease in the Company's provision for income taxes.

Share-based payments

Share-based payments are subject to estimation of the value of the award at the date of grant using pricing models such as the Black-Scholes option valuation model. The option valuation model requires the input of highly subjective assumptions including the expected share price volatility. Where such valuations are applied, such as the time of a stock option grant or issuance of shares from trust, management provides detailed valuation assumptions.

Inventory

Stockpiled mineralized materials, work-in-process inventory, and finished goods are measured at the lower of weighted average cost or net realizable value ("NRV"). The assumptions used in the valuation of work-in process inventory include estimates of the amount of gold and silver in the mill circuits and assumptions of the gold and silver prices expected to be realized when the metals are recovered. If these estimates or assumptions prove to be inaccurate, the Company could be required to write-down the recorded value of its work-in-process inventory, which would reduce the Company's earnings. The Company allocates mining costs between capital mine development activities and operating activities on a monthly basis, by using capital and operating meters advanced and ore tonnes and waste tonnes mined ore as a basis to allocate.

PROPOSED TRANSACTIONS

Other than as disclosed elsewhere in this document, the Company does not have any proposed transactions.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial instruments of the Company comprise of cash, cash equivalents, short term investment, receivables, deposits, accounts payable and accrued liabilities, lease liability, loan facility and accrued interest. The carrying values of these financial instruments do not materially differ from their fair values due to their ability for prompt liquidation or their short terms to maturity. The fair value of long-term liabilities are initially recorded at fair value and subsequently carried at amortized cost using rates comparable to market interest rates.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash, cash equivalents, short-term investments and receivables. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash, cash equivalents, short-term investments with high-credit quality financial institutions. Receivables mainly consist of Goods and Services Tax ("GST") receivable from the Government of Canada, GST receivable from the Government of Australia, and Value Added Tax ("VAT") receivable from the Government of Fiji. The Company has not had issues with respect to collectability of these amounts and believes that the credit risk concentration with respect to receivables is minimal.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with its financial liabilities. The Company will raise funds for future use from equity financings and other methods as contemplated by management to satisfy its capital requirements and will continue to depend heavily upon these financing activities. All of the Company's current financial liabilities have contractual maturities of 30 days or due on demand and are subject to normal trade terms. As at June 30, 2024, the Company had a working capital of $20,501,089.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. The Company does not have a practice of trading derivatives.

a) Interest rate risk
The Company has cash balances, investment-grade short-term deposit certificates issued by its banking institution and long-term debt under the loan facility. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. Advances under the loan facility will bear interest at the 3 month SOFR +8% for Tranche 1 and +10% for Tranche 2/3. The Company manages this risk by monitoring fluctuations in SOFR and in the event 3-month SOFR is in excess of 5%, the Company has the option to pay that portion of the interest attributable to Term SOFR that exceeds 5% by issuing shares of the Company subject to the approval of the TSX-V.

b) Foreign currency risk
The Company's property exploration work occurs in Fiji and is conducted in Canadian dollars and Fijian dollars. A portion of the Company's financial assets (liabilities) and other assets are denominated in US dollars and Australian dollars. As such, the Company is exposed to foreign currency risk in fluctuations.

c) Price risk
The Company is exposed to price risk with respect to commodity and equity prices. The Company closely monitors commodity prices to determine the appropriate strategic action to be taken by the Company.

OFF-BALANCE SHEET ARRANGEMENTS

At June 30, 2024, the Company had no material off balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, derivative instruments obligations or any obligations that trigger financing, liquidity, market or credit risk to the Company.

RELATED PARTY TRANSACTIONS

The consolidated financial statements include the financial statements of Lion One Metals Limited and its 100% owned subsidiaries American Eagle Resources Inc. (Canada), Laimes International Inc. (BVI), Auksas Inc. (BVI), Lion One Limited (Fiji), Lion One Australia Pty Ltd. (Australia) and Piche Resources Pty Ltd. (Australia).

Key management personnel comprise of the: Chief Executive Officer, Managing Director, Chief Financial Officer, Chief Operating Officer, Senior Vice President Exploration and Vice President, Corporate Secretary of the Company, members of the Board of Directors and related companies. The remuneration of the key management personnel is as follows for the year ended June 30:

	2024	2023
Payments to key management personnel:		
Cash compensation expensed to management fees, professional fees, investor relations, directors' fees and consulting fees	$ 1,154,227	$ 981,879
Cash compensation capitalized to mineral property, plant and equipment and exploration and evaluation assets	596,080	533,927
Share-based payments	958,946	1,719,254

During the year ended June 30, 2024, the Company paid $180,000 (2023 - $180,000) in rent to Cabrera Capital Corp. ("Cabrera"), a company controlled by Walter Berukoff, the CEO and director of the Company. As at June 30, 2024, the Company had a lease liability of $472,234 (June 30, 2023 – $549,197) due to Cabrera equal to the present value of office space lease payments over the term of the lease. As at June 30, 2024, the Company has a payable of $127,737 (June 30, 2023 – $Nil)

The Company had a management and corporate services agreement with Cabrera pursuant to which Cabrera provides a fully furnished and equipped business premises as well as management and administration services to the Company. With the exception of rent expense, Cabrera charges the Company on a cost-recovery basis. On April 1, 2023, the Cabrera management and corporate services agreement was renewed for an additional 5-year term.

During the year ended June 30, 2024, the Company paid $183,908 (2023 - $174,405) in rent to Lions Den (Fiji) Pte Limited, a company controlled by Walter Berukoff, the CEO and director of the Company, for short-term and long-term accommodations including utilities in Fiji, and as of June 30, 2024, has a receivable of $12,229 (June 30, 2023 – receivable $6,590).

During the year ended June 30, 2024, the Company paid $220,226 (2023 – $Nil) in royalty to Laimes Global, Inc, a company controlled by Walter Berukoff, the CEO and director of the Company. As at June 30, 2024, the Company has a payable of $91,173 (June 30, 2023 – $Nil).

During the year ended June 30, 2024, the Company paid professional fees of $42,639 (2023 - $34,258) to a management services company owned by David McArthur, a director of the Company's subsidiary, Lion One Australia Pty Ltd. As at June 30, 2024, the Company had a payable of $7,670 (June 30, 2023 - $7,756).

During the year ended June 30, 2024, the Company paid professional fees of $240,000 (2023 - $80,000) to Richard Meli, a director of the Company, for consulting services. During the year ended June 30, 2024, the Company paid professional fees of $Nil (2023 - $171,463) to Adera LLC, a company owned by Kevin Puil, a director of the Company, for consulting services.

RISK FACTORS

Prior to making an investment decision, investors should consider the investment risks set out in the Annual Information Form ("AIF"), located on SEDAR at www.sedar.com, which are in addition to the usual risks associated with an investment in a business at an early stage of development. The directors of the Company consider the risks set out in the AIF to be the most significant to potential investors in the Company, but are not all of the risks associated with an investment in securities of the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Directors are currently unaware, or which they consider not to be material in relation to the Company's business, actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects, are likely to be materially and adversely affected. In such circumstances, the price of the Company's securities could decline and investors may lose all or part of their investment.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Disclosure Controls and Procedures ("DC&P")

The Company has established disclosure controls and procedures to ensure that information disclosed in this MD&A and the related consolidated financial statements was properly recorded, processed, summarized and reported to the Company's Board and Audit Committee. The Company's certifying officers conducted or caused to be conducted under their supervision an evaluation of the disclosure controls and procedures as required under Canadian Securities Administration regulations, as at June 30, 2024. Based on the evaluation, the Company's certifying officers concluded that the disclosure controls and procedures were effective to provide a reasonable level of assurance that information required to be disclosed by the Company in its annual filings and other reports that it files or submits under Canadian securities legislation is recorded, processed, summarized and reported within the time period specified and that such information is accumulated and communicated to the Company's management, including the certifying officers, as appropriate to allow for timely decisions regarding required disclosure.

It should be noted that while the Company's certifying officers believe that the Company's disclosure controls and procedures provide a reasonable level of assurance and that they are effective, they do not expect that the disclosure controls and procedures will prevent all errors and fraud. A control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Control over Financial Reporting ("ICFR")

The Company's certifying officers acknowledge that they are responsible for designing internal controls over financial reporting, or causing them to be designed under their supervision in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Limitations of Controls and Procedures

The Company's management, including the Chief Executive Officer and Chief Financial Officer, believe that any disclosure controls and procedures or internal controls over financial reporting, no matter how well conceived and operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met. Further, the design of a control system must reflect the fact that there are resource constraints, and the benefits of controls must be considered relative to their costs. Because of the inherent limitations in all control systems, they cannot provide absolute assurance that all control issues and instances of fraud, if any, within the Company have been prevented or detected. These inherent limitations include the realities that judgments in decision-making can be faulty, and that breakdowns can occur because of simple error or mistake. Additionally, controls can be circumvented by the individual acts of some persons, by collusion of two or more people, or by unauthorized override of the control. The design of any systems of controls also is based in part upon certain assumptions about the likelihood of future events, and there can be no assurance that any design will succeed in achieving its stated goals under all potential future conditions. Accordingly, because of the inherent limitations in a cost-effective control system, misstatements due to error or fraud may occur and not be detected.

NON-IFRS PERFORMANCE MEASURES

The Company provides some non-IFRS measures as supplementary information that management believes may be useful to investors to explain the Company's financial results.
Cash operating cost

''Cash operating cost per ounce produced'' and "total cash cost per ounce sold" are common financial performance measures in the gold mining industry but with no standard meaning under IFRS. Management believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS. The measure, along with sales, is considered to be a key indicator of a Company's ability to generate earnings and cash flow from its mining operations.

Cash cost figures are calculated in accordance with a standard developed by The Gold Institute, which was a worldwide association of suppliers of gold and gold products and included leading North American gold producers. The Gold Institute ceased operations in 2002, but the standard is the accepted standard of reporting cash cost of production in North-America. Adoption of the standard is voluntary and the cost measures presented may not be comparable to other similarly titled measures of other companies. Other companies may calculate these measures differently. Cash operating cost per ounce produced and tonne processed are derived from mining operating costs such as mining, processing, mine site general and administrative expenses. Total cash cost per ounce sold represents mining operations expenses plus royalties and selling expenses divided by ounces sold.

OUTSTANDING SHARE DATA

As at June 30, 2024 and September 27, 2024, the balance of common shares, stock options, warrants and compensation units were issued and outstanding as follows:

	Balance June 30, 2024	**Balance September 30, 2024**
Common Shares	230,550,241	262,035,620
Warrants	62,832,087	94,317,466
Stock Options	14,131,666	13,081,666
Compensation Options	4,244,880	6,241,771

INFORMATION REGARDING FORWARD LOOKING STATEMENTS

This Management's Discussion and Analysis of Financial Condition and Results of Operations contain certain forward-looking statements. Forward-looking statements include but are not limited to the timing and amount of estimated future production, costs of production, capital expenditures, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, currency fluctuations, requirements for additional capital, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage and the timing and possible outcome of pending litigation. In certain cases, forward-looking statements can be identified by the use of words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes" or variations of such words and phrases, or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such risks and uncertainties include, among others, the actual results of current exploration activities, conclusions or economic evaluations, changes in project parameters as plans continue to be refined, possible variations in grade and or recovery rates, failure of plant, equipment or processes to operate as anticipated, accidents, labour disputes, impact of the COVID-19 pandemic on operations or other risks of the mining industry, delays in obtaining government approvals or financing or incompletion of development or construction activities, risks relating to the integration of acquisitions, to international operations, and to the prices of gold and other metals.

While the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company expressly disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise except as required by law.

ADDITIONAL INFORMATION

Additional information regarding the Company can be found at www.sedar.com and the Company's website www.liononemetals.com.

SCHEDULE "A"

LION ONE METALS LIMITED
TENEMENT LISTING

TENEMENT DESCRIPTION	TENEMENT NUMBERS (1)	PERCENTAGE INTEREST	CHANGES IN THE PERIOD
FIJI			
TUVATU GOLD PROJECT, VITI LEVU			
Tuvatu	SML 62	100%	
Tuvatu	SPL 1283	100%	
Yavuna	SPL 1296	100%	
Nagado	SPL 1465	100%	
Navilawa	SPL 1512	100%	In May 2024, renewal application has been submitted in accordance with statutory requirements, and renewal is pending.

(1) Tenured ground held in Fiji is held under Special Prospecting Licenses (SPL's) and a Special Mining License (SML).