CARLIN GOLD CORPORATION

CONSOLIDATED FINANCIAL STATEMENTS

(Expressed in Canadian dollars)

For the years ended December 31, 2024 and 2023

Index	**Page**
Consolidated Interim Financial Statements	
Independent Auditor's Report	2 - 5
Consolidated Statements of Financial Position	6
Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)	7
Consolidated Statements of Equity	8
Consolidated Statements of Cash Flows	9
Notes to Consolidated Financial Statements	10 - 26

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INDEPENDENT AUDITOR'S REPORT

TO THE SHAREHOLDERS OF CARLIN GOLD CORPORATION

Opinion

We have audited the consolidated financial statements of Carlin Gold Corporation and its subsidiary (collectively the "Company"), which comprise:

- the consolidated statements of financial position as at December 31, 2024 and 2023;
- the consolidated statements of income (loss) and comprehensive income (loss) for the years then ended;
- the consolidate statements of changes in equity for the years then ended;
- the consolidated statements of cash flows for the years then ended; and
- the notes to the consolidated financial statements, including material accounting policy information.

In our opinion, the accompanying consolidated financial statements present fairly, in all material respects, the consolidated financial position of the Company as at December 31, 2024 and 2023, and its consolidated financial performance and its consolidated cash flows for the years then ended in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board (IFRS Accounting Standards).

Basis for Opinion

We conducted our audits in accordance with Canadian generally accepted auditing standards. Our responsibilities under those standards are further described in the *Auditor's Responsibilities for the Audit of the Consolidated Financial Statements* section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the consolidated financial statements in Canada, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained in our audits is sufficient and appropriate to provide a basis for our opinion.

Material Uncertainty Related to Going Concern

We draw attention to Note 1 in the consolidated financial statements, which indicates that the Company incurred a net loss of $156,142 during the year ended December 31, 2024 and as at that date, has an accumulated deficit of $8,102,708. As stated in Note 1, these events or conditions, along with other matters as set forth in Note 1, indicate that a material uncertainty exists that may cast significant doubt on the Company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the consolidated financial statements for the year ended December 31, 2024. These matters were addressed in the context of our audit of the consolidated financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

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Except for the matter described in the Material Uncertainty Related to Going Concern section, we have determined that there are no other key audit matters to communicate in our auditor's report.

Other Information

Management is responsible for the other information. The other information comprises Management's Discussion and Analysis.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audits of the consolidated financial statements, our responsibility is to read the other information identified above and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

We obtained Management's Discussion and Analysis prior to the date of this auditor's report. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and Those Charged with Governance for the Consolidated Financial Statements

Management is responsible for the preparation and fair presentation of the consolidated financial statements in accordance with IFRS Accounting Standards, and for such internal control as management determines is necessary to enable the preparation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the consolidated financial statements, management is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

Those charged with governance are responsible for overseeing the Company's financial reporting process.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with Canadian generally accepted auditing standards will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these consolidated financial statements. As part of an audit in accordance with Canadian generally accepted auditing standards, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the consolidated financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.

- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control.

- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.

- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the consolidated financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.

- Evaluate the overall presentation, structure and content of the consolidated financial statements, including the disclosures, and whether the consolidated financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

- Plan and perform the group audit to obtain sufficient appropriate audit evidence regarding the financial information of the entities or business units within the Company as a basis for forming an opinion on the group financial statements. We are responsible for the direction, supervision and review of the audit work performed for purposes of the group audit. We remain solely responsible for our audit opinion.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

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From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

The engagement partner on the audit resulting in this independent auditor's report is Karen Ka Yee Cheng.

Smythe LLP

Chartered Professional Accountants

Vancouver, British Columbia
April 28, 2025

CARLIN GOLD
CARLIN GOLD CORPORATION

Consolidated Statements of Financial Position
As at December 31, 2024 and December 31, 2023
(Expressed in Canadian dollars)

		December 31 2024		December 31 2023
Assets				
Current assets:				
Cash and cash equivalents	**$**	**809,931**	$	747,962
Amounts receivable		**27,682**		32,011
Marketable securities (Note 5)		**943,053**		1,174,914
		1,780,666		1,954,887
Exploration and evaluation properties (Note 6)		**2,212,363**		2,031,482
	$	**3,993,029**	$	3,986,369
Liabilities				
Current liabilities:				
Trade payables and accrued liabilities	**$**	**38,916**	$	20,783
Other amounts due to related parties (Note 9)		**2,966**		5,323
		41,882		26,106
Equity				
Share capital (Note 7)		**11,877,089**		11,877,089
Reserves - Stock options (Note 7(c))		**176,766**		29,740
Deficit		**(8,102,708)**		(7,946,566)
		3,951,147		3,960,263
	$	**3,993,029**	$	3,986,369

Approved on behalf of the Board of Directors by:

"K. Wayne Livingstone"
Director

"Robert Culbert"
Director

See accompanying notes to consolidated financial statements.

Consolidated Statements of Income (Loss) and Comprehensive Income (Loss)
For the years ended December 31, 2024 and 2023
(Expressed in Canadian dollars)

		Years ended December 31		
		2024		2023
Expenses:				
Accounting and audit	**$**	**36,300**	$	22,268
Insurance		**7,500**		-
Legal fees		**6,396**		46,623
Management and administration fees (Note 9)		**60,000**		60,000
Office		**20,640**		16,337
Regulatory fees		**7,999**		15,080
Share-based payments (Note 7(c))		**147,026**		29,740
Technical consulting		**7,325**		9,313
Travel		**3,525**		-
Transfer agent fees		**2,664**		17,188
		(299,375)		(216,549)
Interest income		**21,764**		-
Foreign exchange gain (loss)		**138**		(899)
Gain on sale of exploration and evaluation assets (Notes 6(c))		**-**		738,000
Gain on sale of marketable securities (Note 5)		**135,079**		(28,517)
Write-down of exploration properties (Note 6)		**(13,748)**		(11,273)
Write-down of amounts due to related parties (Note 9)		**-**		82,468
Net income (loss) and comprehensive income (loss) for the year	**$**	**(156,142)**	$	563,230
Income (loss) per share, basic and diluted	**$**	**(0.01)**	$	0.04
Weighted average number of common shares outstanding		**18,543,946**		14,078,741

See accompanying notes to consolidated financial statements.

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CARLIN GOLD CORPORATION

Consolidated Statements of Equity
For the years ended December 31, 2024 and 2023
(Expressed in Canadian dollars)

	Share Capital		Reserves		
	Number of Shares	Amount	Stock options	Deficit	Total equity
Balance, December 31, 2022	**8,893,946**	**$10,603,291**	**$ -**	**($8,509,796)**	**$ 2,093,495**
Units issued for private placement (Note 7(b))	5,050,000	606,000	-	-	606,000
Shares issued for debt settlement (Note 7(b) and 9)	4,600,000	690,000	-	-	690,000
Fractional shares issued on share consolidation	18	-	-	-	-
Share-based payments (Note 7(c))	-	-	29,740	-	29,740
Share issue costs (Note 7(b))	-	(22,202)	-	-	(22,202)
Net income for the year	-	-	-	563,230	563,230
Balance, December 31, 2023	**18,543,964**	**$11,877,089**	**$ 29,740**	**($7,946,566)**	**$ 3,960,263**
Share-based payments (Note 7(c))	-	-	147,026	-	147,026
Net loss for the year	-	-	-	(156,142)	(156,142)
Balance, December 31, 2024	**18,543,964**	**$11,877,089**	**$ 176,766**	**($8,102,708)**	**$ 3,951,147**

See accompanying notes to consolidated financial statements.

CARLIN GOLD
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Consolidated Statements of Cash Flows
For the years ended December 31, 2024 and 2023
(Expressed in Canadian dollars)

	2024	2023
Operating Activities:		
Net loss (income) for the year	**$ (156,142)**	$ 563,230
Items not affecting cash:		
Gain on sale of exploration and evaluation property (Notes 6(c))	**-**	(738,000)
Share-based payments (Note 7(c))	**147,026**	29,740
Gain on sale of marketable securities	**(76,190)**	(28,859)
Fair value change of marketable securities (Note 5)	**(58,889)**	57,376
Write-down of exploration and evaluation properties (Note 6)	**13,748**	11,273
Write-off of amounts due to related parties (Note 9)	**-**	(82,468)
Change in non-cash operating working capital:		
Amounts receivable	**4,329**	(26,905)
Trade payables and accrued liabilities	**18,133**	(5,384)
Amounts due to related parties	**(2,357)**	6,258
Cash used in operating activities	**(110,342)**	(213,739)
Investing Activities:		
Exploration and evaluation property expenditures (Note 6)	**(194,629)**	(121,926)
Proceeds from sale of marketable securities (Note 5)	**366,940**	300,859
Cash provided by investing activities	**172,311**	178,933
Financing Activities:		
Private placement proceeds (Note 7(b))	**-**	606,000
Share issuance costs (Note 7(b))	**-**	(22,202)
Cash Provided by Financing Activities	**-**	583,798
Increase in cash	**61,969**	548,992
Cash and cash equivalents, beginning of year	**747,962**	198,970
Cash and cash equivalents, end of year	**$ 809,931**	$ 747,962
Supplemental cash flow information:		
Interest paid	**$ -**	$ -
Income taxes paid	**$ -**	$ -
Shares for debt settlements (Note 7(b) and 9)	**$ -**	$ 690,000
Cash and cash equivalents:		
Cash	**$** 144,931	$ 742,962
Cash equivalents	**$** 665,000	$ -

See accompanying notes to consolidated financial statements.

1. NATURE OF OPERATIONS AND GOING CONCERN

Carlin Gold Corporation (the “Company”) is registered under the British Columbia Business Corporations Act and trades on the TSX Venture Exchange. The Company is in the business of acquiring, exploring and developing mineral properties in Nevada USA, and has not yet determined whether its properties contain ore reserves that are economically recoverable. The head office and principal address of the Company is situated at Suite 405 – 375 Water Street, Vancouver, British Columbia, Canada, V6B 5C6.

The Company has not generated any operating revenue since inception, has never paid dividends and is unlikely to pay dividends or generate operating earnings in the immediate or foreseeable future. The Company has incurred a net loss and comprehensive net loss of $156,142 during the year ended December 31, 2024 (2023 - net income and comprehensive income of $563,230) and as at that date has an accumulated deficit of $8,102,708 (2023 - $7,946,566). The continuation of the Company as a going concern is dependent upon the ability of the Company to obtain necessary equity financing to continue operations and to determine the existence, discovery and successful exploitation of economically recoverable reserves in its mineral properties, confirmation of the Company’s interests in the underlying properties and the attainment of profitable operations, or realize proceeds from sale of properties. The Company will require additional capital to finance future operations and growth. If the Company is unable to obtain additional financing, the Company would be unable to continue. There can be no assurance that management’s plans will be successful.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral interests. The recoverability of amounts shown for exploration and evaluation properties is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of these exploration and evaluation properties and establish future profitable production, or realize proceeds from the disposition of exploration and evaluation properties.

These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These consolidated financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

2. BASIS OF PRESENTATION

The accompanying consolidated financial statements have been prepared in accordance with IFRS Accounting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). The accounting policies, methods of computation, and presentation applied in these consolidated financial statements are consistent with those of the previous financial year.

a) Approval of consolidated financial statements

These consolidated financial statements of the Company for the years ended December 31, 2024 and 2023 were approved and authorized for issue by the Board of Directors on April 28, 2025.

b) Basis of measurement

The consolidated financial statements have been prepared on a historical cost basis, except for certain financial instruments, which are stated at their fair values. In addition, these consolidated financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

The preparation of consolidated financial statements in compliance with IFRS Accounting Standards requires management to make certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies. The areas involving a higher degree of judgment of complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are disclosed in Note 3.

c) Basis of consolidation

These consolidated financial statements include the accounts of the Company and its 100% controlled entity, Carlin Gold US Inc. (a Nevada corporation). A subsidiary is an entity in which the Company has control, where control requires exposure or rights to variable returns and the ability to affect those returns through power over the investee. Inter-company balances and transactions, including unrealized income and expenses arising from inter-company transactions, are eliminated on consolidation.

d) New standards and interpretations

Accounting standards or amendments to existing accounting standards that have been issued but have future effective dates have been assessed by the Company and are not expected to have a significant impact on the Company's consolidated financial statements. The Company has not early adopted these standards.

3. MATERIAL ACCOUNTING POLICIES

a) Judgments and estimates

The preparation of these consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues, and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial year and include, but are not limited to, the following:

Share-based Payments

A significant area requiring the use of estimates relates to the determination of the inputs to the Black-Scholes option pricing model, which is used to measure the fair value of share-based payments pursuant to the issuance of stock options. Changes in these inputs assumptions can significantly affect the fair value estimate.

Critical accounting judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

Going concern

The assessment of the Company's ability to continue as a going concern and to raise sufficient funds to pay its ongoing operating expenditures, meet its liabilities for the ensuing year, and to fund planned and contractual exploration programs involves significant judgment based on historical experience and other factors, including expectation of future events that are believed to be reasonable under the circumstances.

3. MATERIAL ACCOUNTING POLICIES (Continued)

a) Judgments and estimates (continued)

Critical accounting judgments (continued)

Exploration and evaluation properties

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indicators of impairment. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation properties.

Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, economic assessments/studies, accessible facilities and existing permits.

b) Foreign currency translation

The functional and reporting currency of the Company and its subsidiary is the Canadian dollar. Transactions in currencies other than the functional currency are recorded at the rate of exchange prevailing on the dates of transactions. Monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at each reporting date. Non-monetary assets and liabilities denominated in foreign currencies that are measured at fair value and revenues and expenses denominated in foreign currencies are retranslated to the functional currency at the exchange rate on the date of the transaction. Non-monetary items that are measured in terms of historical cost in a foreign currency are not retranslated. Foreign currency translation differences are recognized in profit or loss.

c) Exploration and evaluation properties

Costs directly related to the exploration and evaluation of resource properties are capitalized once the legal rights to explore the resource properties are acquired and obtained. If it is determined that capitalized acquisition, exploration and evaluation costs are not recoverable, or the property is abandoned or management has determined an impairment in value, the cash generating unit is written down to its recoverable amount. Resource properties are reviewed for impairment at each reporting date.

From time to time, the Company acquires or disposes of properties pursuant to the terms of option agreements. Options are exercisable entirely at the discretion of the optionee, and accordingly, are recorded as mineral property costs or recoveries when the payments are made or received. After costs are recovered, the balance of the payments received are recorded as a gain on option or sale of exploration and evaluation properties.

3. MATERIAL ACCOUNTING POLICIES (Continued)

c) Exploration and evaluation properties (continued)

The Company's exploration and evaluation assets are reviewed for an indication of impairment at the end of each reporting period. If an indication of impairment exists, the Company makes an estimate of the asset's recoverable amount. Individual assets are grouped for impairment assessment purposes at the lowest level at which there are identifiable cash flows that are largely independent of the cash flows of other groups of assets. The recoverable amount of an asset group is the higher of its fair value less costs to sell and its value in use. Where the carrying amount of an asset group exceeds its recoverable amount, the asset group is considered impaired and is written down to its recoverable amount. Impairment losses are recognized in profit or loss to the extent the carrying amount exceeds the recoverable amount. In assessing value in use, the estimated future cash flows are adjusted for the risks specific to the asset group and are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money.

An assessment is made at each reporting date as to whether there is any indication that previously recognized impairment losses may no longer exist or may have decreased. If such indication exists, the recoverable amount is estimated. A previously recognized impairment loss is reversed only if there has been a change in the estimates used to determine the asset's recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation, if no impairment loss had been recognized.

d) Provision for closure and reclamation

The Company recognizes liabilities for legal or constructive obligations associated with the retirement of resource properties and equipment. The net present value of future rehabilitation costs is capitalized to the related asset along with a corresponding increase in the rehabilitation provision in the period incurred. Discount rates using a pre-tax rate that reflects the time value of money are used to calculate the net present value.

The Company's estimates of reclamation costs could change as a result of changes in regulatory requirements, discount rates and assumptions regarding the amount and timing of the future expenditures. These changes are recorded directly to the related assets with a corresponding entry to the rehabilitation provision. The increase in the provision due to the passage of time is recognized as interest expense.

3. MATERIAL ACCOUNTING POLICIES (Continued)

e) Share-based payments

The Company has a stock option plan that is described in Note 7(c). Share-based payments to employees are measured at the fair value of the instruments issued and amortized over the vesting periods. Share-based payments to non-employees are measured at the fair value of the goods or services received or the fair value of the equity instruments issued, if it is determined the fair value of the goods or services cannot be reliably measured, and are recorded at the date the goods or services are received. The fair value of the instruments issued is measured using the Black-Scholes option pricing model. The amount recognized as an expense is adjusted to reflect the number of awards expected to vest. The offset to the recorded cost is to option reserve. Consideration received on the exercise of stock options is recorded as share capital and the related option reserve is transferred to share capital. When options and warrants expire or are forfeited unexercised, such amounts are transferred to deficit. Charges for options that are forfeited before vesting are reversed from option reserve.

f) Earnings per share

Basic earnings per share is calculated by dividing the income available to common shareholders by the weighted average number of common shares outstanding in the year. For all years presented, the income available to common shareholders equals the reported income. Diluted earnings per share is calculated by the treasury stock method. Under the treasury stock method, the weighted average number of common shares outstanding for the calculation of diluted earnings per share assumes that the proceeds to be received on the exercise of dilutive share options and warrants are used to repurchase common shares at the average market price during the period. In the Company's case, diluted earnings per share for the years ended December 31, 2024 and 2023 are the same as basic earnings per share, as the effects of including all outstanding options would be anti-dilutive.

g) Financial instruments

Financial assets

The Company measures its financial assets in the following categories: amortized cost, fair value through profit or loss, or fair value through other comprehensive income. The measurement depends on the purpose for which the financial assets were acquired. Management determines the measurement of financial assets at recognition.

Financial assets at amortized cost
Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, these financial assets are recorded at amortized cost using the effective interest method, except for short-term receivables when the recognition of interest would be immaterial. Amounts receivable excluding GST is included in this category of financial assets.

Financial assets at fair value through profit or loss ("FVTPL")
Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period. Cash and cash equivalents and marketable securities are included in this category of financial assets.

3. MATERIAL ACCOUNTING POLICIES (Continued)

h) Financial instruments

Impairment of financial assets
At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities in the following categories: at amortized cost and financial liabilities at fair value through profit or loss.

Other financial liabilities
Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Other financial liabilities include trade payables and accrued liabilities and other amounts due to related parties.

The following table summarizes the fair value hierarchy under which the Company's financial instruments are valued.

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities
Level 2 - Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3 - Inputs for the asset or liability that are not based upon observable market data.

i) Share capital

The Company records proceeds from share issuances, net of issue costs. Common shares issued for consideration other than cash are valued based on their market value at the date the agreement to issue shares is concluded.

j) Valuation of equity units issued in private placements

Proceeds received on the issuance of units, consisting of common shares and warrants, are allocated first to common shares based on the market trading price of the common shares at the time the units are priced, and any excess is allocated to warrants.

(Expressed in Canadian dollars)

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company has classified its cash and marketable securities as FVTPL; amounts receivable excluding GST as amortized cost; and trade payables and accrued liabilities and other amounts due to related parties, at amortized cost.

Fair value

The carrying values of trade payables and accrued liabilities and other amounts due to related parties all approximate their fair value due to the short-term nature of these financial instruments.

At December 31, 2024 and 2023, the marketable securities are valued using quoted prices (unadjusted) from an active market (Level 1).

The principal risks to which the Company's financial instruments are exposed are described below.

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash and cash equivalents. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	December 31 2024	December 31 2023
Cash and cash equivalents – Canada	**$ 780,778**	$ 738,252
Cash – USA	**29,153**	9,710
Total	**$ 809,931**	$ 747,962

b) Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and cash equivalents. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing, and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

The Company owns marketable securities, which are recorded as FVTPL. The Company may, from time to time, liquidate a portion of its holdings depending on market conditions and the Company's cash requirements. Depending on timing, the Company's ability to liquidate these securities is subject to price fluctuations and market conditions, which may affect the Company's ability to liquidate the securities in a timely manner.

4. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT (Continued)

b) Liquidity risk (continued)

At December 31, 2024, the Company had trade payables and accrued liabilities totaling $38,916 (2023 - $20,783) which are due within 90 days, and other amounts due to related parties totaling $2,966 (2023 - $5,323) which are without stated terms of repayment.

c) Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk, and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company's bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be immaterially affected by interest rate fluctuations.

(ii) Foreign currency risk

As at December 31, 2024, certain of the Company's financial instruments are held in US dollars. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollar.

The Company does not use derivatives or similar techniques to manage currency risk.

As at December 31, 2024, the Company is exposed to foreign currency risk on $31,079 (2023 - $14,983) cash. Based on forecast exchange rate movements for the next twelve months assuming all other variables remain constant, the Company considers its financial performance and cash flows would not be materially affected by a 5% weakening or strengthening of the US dollar.

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company's marketable securities are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company's sensitivity analysis suggests that a 50% (2023 - 50%) change in market prices would change other comprehensive income/loss by approximately $472,000 (2023 - $587,000).

(Expressed in Canadian dollars)

5. MARKETABLE SECURITIES

At December 31, 2024 and 2023, the Company owned the following marketable securities at FVTPL:

	December 31, 2024		December 31, 2023	
	Number of Shares	Fair Value	Number of Shares	Fair Value
American Pacific Mining Corp.	220,250	$ 46,253	220,250	$ 56,164
HighGold Mining Inc.	-	$ -	200,000	$ 68,000
Fireweed Zinc Ltd.	250,000	$ 350,000	250,000	$ 297,500
Onyx Gold Corp.	50,000	$ 10,250	50,000	$ 10,750
Snowline Gold Corp.	105,000	$ 536,550	150,000	$ 742,500
Total		$ 943,053		$ 1,174,914

In the year ended December 31, 2024, the Company sold 45,000 shares of Snowline Gold Corp. and 200,000 shares of HighGold Mining Inc. and recorded an aggregate gain of $76,190 on the sale of these shares. The Company recorded net cash proceeds of $366,940 from the aggregate sale of the shares. See Note 12.

In the year ended December 31, 2024, the Company recorded a gain of $58,889 (2023 - loss of $57,376) relating to the aggregate fair value change of its investments.

In June 2023, the Company received 50,000 shares of Onyx Gold Corp. (“Onyx”) as a result of owning shares of HighGold when it completed a spin-out and distributed shares of Onyx to its shareholders.

In August 2023, the Company received 150,000 shares of Snowline valued at $738,000 in regard to the final share payment received on an amended mineral option agreement with Snowline for the Yukon mineral claims. In the year ended December 31, 2023, the Company sold 100,000 shares of Snowline and recorded a gain of $28,859 on the sale of the shares. The Company received cash proceeds of $300,859 on the sale of the shares.

(Expressed in Canadian dollars)

6. EXPLORATION AND EVALUATION PROPERTIES

The following is a summary of the Company's exploration and evaluation properties:

	Cortez Summit	Ivy	Willow	Total
Balance, December 31, 2022	$ 1,920,829	$ -	$ 1	$ 1,920,830
Acquisition costs	$ 33,939	$ 61,928	$ 11,261	$ 107,128
Geological and maintenance	3,251	11,534	12	14,797
Writedown of exploration and evaluation property	-	-	(11,273)	(11,273)
Balance, December 31, 2023	$ 1,958,019	$ 73,462	$ 1	$ 2,031,482
Acquisition costs	41,452	44,904	13,748	100,104
Geological and maintenance	23,477	71,048	-	94,525
Writedown of exploration and evaluation property	-	-	(13,748)	(13,748)
Balance, December 31, 2024	$ 2,022,948	$ 189,414	$ 1	$ 2,212,363

The Company incurred aggregate expenditures totaling $194,629 on its exploration and evaluation properties in the year ended December 31, 2024 (2023 - $121,925).

a) Cortez Summit Property, Nevada, USA

The Company owns a 100% interest in claims in the Cortez gold trend in Eureka County, Nevada, which were acquired by staking and are not subject to any royalties.

b) Ivy Property, Nevada, USA

In October 2023, the Company acquired a copper-gold property in northeastern Nevada, USA through purchase of a 100% interest of a core claim group from a private party and additional claim staking by the Company. The property consists of 108 unpatented mining claims (the "Ivy Property"). The purchase price of the purchased claims was US$25,000 and a 1% net smelter production royalty on gold and silver and 0.75% on all other metals, to the seller.

c) Gain on sale of Yukon mineral claims

In August 2023, the Company received 150,000 shares of Snowline as the final option payment which completed the sale of certain Yukon mineral claims to Snowline under a mineral property option agreement first announced in 2021. The $738,000 value of the shares was recorded as a gain on sale of exploration and evaluation property during the year ended December 31, 2023.

d) Closure and reclamation costs

The Company has assessed that it does not have any closure or reclamation costs at this time.

6. EXPLORATION AND EVALUATION PROPERTIES (Continued)

e) Realization of assets

The investment in and expenditures on exploration and evaluation properties comprise a significant portion of the Company's assets. Realization of the Company's investment in these assets is dependent upon the establishment of legal ownership, the attainment of successful production from the properties, or proceeds from their disposal.

Resource exploration and development are highly speculative and contain inherent risks. While the rewards if an ore body is discovered can be substantial, few properties that are explored are ultimately developed into producing mines. There can be no assurance that current exploration programs will result in the discovery of economically viable quantities of ore.

The amounts shown for acquisition costs and deferred exploration expenditures represent costs incurred to date and do not necessarily reflect present or future values. These costs will be depleted over the useful lives of the properties upon commencement of commercial production or written off if the properties are abandoned or the claims allowed to lapse.

f) Environmental

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous material and other matters. The Company may also be held liable should environmental problems be discovered that were caused by former owners and operators of its properties and properties in which it has previously had an interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liability to the Company.

Environmental legislation is becoming increasingly stringent, and costs and expenses of regulatory compliance are increasing. The impact of new and future environmental legislation on the Company's operations may cause additional expenses and restrictions. If the restrictions adversely affect the scope of exploration and development on the mineral property interests, the potential for production on the property may be diminished or negated.

g) Title to mineral property interests

Although the Company has taken steps to verify title to its exploration and evaluation properties, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

(Expressed in Canadian dollars)

7. SHARE CAPITAL

a) Authorized: unlimited number of common shares without par value

b) Issued and outstanding at December 31, 2024 and 2023: 18,543,964 common shares

i) There were no shares issued in 2024.

ii) On June 14, 2023, the Company completed a private placement issuing 5,050,000 common shares at an issue price of $0.12 per unit for total proceeds of $606,000. Each unit consisted of one common share and one non-transferable share purchase warrant. Each warrant entitles the holder to purchase one common share at a price of $0.20 per share until June 6, 2028. The Company incurred share issue costs of $22,202 in connection with the private placement.

iii) On June 28, 2023, the Company issued 4,600,000 common shares at a fair value of $0.15 per common share to three officers and directors of the Company in a shares-for-debt settlement transaction to settle debts having an aggregate value of $690,000 (Note 9).

c) Stock options

The Company has a share purchase option plan whereby the Board of Directors may, from time to time, grant options to directors, officers, employees, or consultants. Options granted must be exercised no later than five years from the date of grant or such lesser period as determined by the Company's Board of Directors. The exercise price of an option is not less than the closing price of the stock on the last trading day preceding the grant date. The maximum number of options to be granted under this plan is 10% of the outstanding shares of the Company (i.e., currently 1,854,396 options).

A summary of the status of the Company's stock options at December 31, 2024 and December 31, 2023 and changes during the years then ended are as follows:

	December 31, 2024		December 31, 2023	
	Number of options	**Weighted average exercise price**	Number of options	Weighted average exercise price
Balance, beginning of year	**172,500**	**$ 0.50**	-	$ -
Granted	**1,150,000**	**0.15**	172,500	0.50
Balance, end of year	**1,322,500**	**$ 0.20**	172,500	$ 0.50

In January 2023, the Company issued 172,500 stock options for the purchase of up to 172,500 common shares of the Company at an exercise price of $0.50 per share with a five-year term and recorded $29,740 in stock options reserves and to share-based payments.

(Expressed in Canadian dollars)

7. SHARE CAPITAL (Continued)

c) Stock options (continued**)**

In January 2024, the Company issued 1,150,000 stock options for the purchase of up to 1,150,000 common shares of the Company at an exercise price of $0.15 per share with a five-year term and recorded $147,026 in stock options reserves and to share-based payments.

The fair value of the above stock options was estimated as of the date of grant, using the Black-Scholes option pricing model with the following assumptions:

	January 2024	January 2023
Risk-free interest rate	3.43%	2.76%
Expected life (in days)	1,825	1,825
Annualized volatility	150.00%	150.00%
Dividend rate	n/a	n/a

Expected stock price volatility was derived from an average volatility based on historical movements in the closing prices of the Company's stock for a length of time equal to the expected life of the options. The risk-free rate of return is the yield on a zero-coupon Canadian Treasury Bill of a term consistent with the assumed option life. The expected average option term is the average expected period to exercise, based on the historical activity patterns for each individually vesting tranche.

A summary of the Company's stock options as at December 31, 2024 is as follows:

Expiry Date		Exercise Price	Number of Options Outstanding
January 28, 2028	$	0.50	172,500
January 19, 2029	$	0.15	1,150,000

d) Warrants

On June 14, 2023, in connection with its private placement of that date, the Company issued 5,050,000 warrants exercisable at a price of $0.20 per warrant for a period of five years. As at December 31, 2024, the remaining contractual life is 3.45 years.

(Expressed in Canadian dollars)

8. INCOME TAXES

Income tax expense differs from the amount that would be computed by applying the Canadian statutory income tax rate of 27% (2023 - 27%) to income before income taxes. The reason for the differences is as follows:

	2024	2023
Income (loss) before tax	$ (156,142)	$ 563,230
Statutory income tax rate	27.0%	27.0%
Expected income tax (recovery)	(42,158)	152,072
Temporary differences	(52,431)	79,719
Items not deductible for tax purposes	39,697	(8,710)
Differences between Canadian and foreign tax rates	1,549	(3,235)
Under provided in prior years	14,495	40,210
Impact of foreign exchange on tax assets and liabilities	(102,501)	23,618
Unused tax losses and tax offsets not recognized in tax assets	141,349	(283,674)
Total income taxes	$ -	$ -

The tax effected items that give rise to significant portions of the deferred income tax assets and deferred income tax liabilities at December 31, 2024 and 2023 are presented below:

	2024	2023
Marketable securities	$ (5,022)	$ (5,868)
Non-capital loss carry-forwards utilized	5,022	5,868
Net deferred income tax liability	$ -	$ -

The Company recognizes tax benefits or losses or other deductible amounts generated in countries where the probable criteria for the recognition of deferred tax assets have been met. The Company's unrecognized deductible temporary differences and unused tax losses for which no deferred tax asset is recognized consist of the following amounts:

	2024	2023
Future income tax assets		
Non-capital loss carry-forwards	$ 5,606,762	$ 5,032,072
Capital losses	51,970	52,170
Mineral property interests	3,144,803	4,256,311
Unrecognized deductible temporary differences	$ 8,803,535	$ 9,340,553

(Expressed in Canadian dollars)

8. INCOME TAXES (Continued)

The Company's unrecognized unused tax losses for December 31, 2024 have the following expiry dates:

Year expiring:	Canada	USA	Total
2025	$ -	$ 57,494	$ 57,494
2026	-	145,415	145,415
2027	-	1,003,889	1,003,889
2028	110,557	496,635	607,192
2029	161,397	-	161,397
2030	175,460	8,025	183,485
2031	192,448	40,004	232,452
2032	332,281	41,551	373,832
2033	156,255	33,616	189,871
2034	216,630	46,799	263,429
2035	149,346	59,699	209,045
2036	209,635	31,066	240,701
2037	201,992	47,226	249,218
2038	176,052	23,063	199,115
2039	82,523	1,108,126	1,190,649
2040	-	38,662	38,662
2041	-	21,457	21,457
2042	79,023	29,381	108,404
2043	-	-	-
2044	118,371	12,687	131,058
Total	**$ 2,361,970**	**$ 3,244,795**	**$ 5,606,765**

9. RELATED PARTY TRANSACTIONS

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer ("CFO"), and the Vice-President of Exploration. Aggregate compensation for the year ended December 31, 2024 was $94,204 (2023 - $76,196) for management and other fees, as described below.

The Company recorded a total of $30,000 for management and administration services to NS Star Enterprises Ltd., a company controlled by the president, during the year ended December 31, 2024 (2023 - $30,000). The Company recorded a total of $30,000 for accounting, management, and administration services to Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the year ended December 31, 2024 (2023 - $30,000). The Company recorded $34,204 from Mr. Robert Thomas, Vice-President of Exploration, for technical consulting and management and administration services during the year ended December 31, 2024 (2023 - $16,196).

As at December 31, 2024, a total of $2,966 (2023 - $2,698) is due to director Mr. Robert Thomas and $nil (2023 - $2,625) to Mr. Aris Morfopoulos for fees and reimbursable expenses. The foregoing amounts are unsecured, without interest or stated terms of repayment.

9. RELATED PARTY TRANSACTIONS (Continued)

In June 2023, the Company completed a shares-for-debt transaction to settle outstanding debts totaling $772,539 (the "Debt") owing to certain directors and officers of the Company for management fees owing as of March 31, 2023 (the "Debt Settlement"). As part of the Debt Settlement, the creditors reduced the Debt by $82,539 and the Debt was extinguished by the issuance of an aggregate of 4,600,000 common shares of the Company at $0.15 per share for an aggregate fair value of $690,000 (Note 7(b)(ii)).

10. MANAGEMENT OF CAPITAL

The Company manages its common shares, stock options, and warrants as capital (Note 7). There has been no change in the nature of the Company's capital management during the year ended December 31, 2024. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure, which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital restrictions.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, or acquire or dispose of assets.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

11. SEGMENTED INFORMATION

The Company has one operating segment: mineral exploration and development. As at December 31, 2024 and 2023, all of the Company's non-current assets by geographical location are located in the United States of America.

12. SUBSEQUENT EVENT

Subsequent to the end of the year ended December 31, 2024, the Company received $209,038 cash in proceeds from the sale of marketable securities.

CARLIN GOLD

CARLIN GOLD CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the year ended December 31, 2024

Carlin Gold Corporation
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Description of Business and Report Date

The information in this Management's Discussion and Analysis ("MD&A") is intended to assist the reader in the understanding and assessment of the trends and significant changes in the results of operations and financial conditions of Carlin Gold Corporation (the "Company" or "Carlin"). This MD&A should be read in conjunction with the audited financial statements of the Company, including the notes thereto, for the years ended December 31, 2024 and 2023, and other information relating to the Company on file with the Canadian provincial securities regulatory authorities on SEDAR at www.sedar.com. The Company's audited financial statements for the years ended December 31, 2024 and 2023 have been prepared in accordance with International Financial Reporting Standards ("IFRS"). This MD&A has taken into account information available up to and including April 28, 2025. All monetary units herein are expressed in Canadian dollars unless otherwise noted.

Carlin is an exploration stage company engaged in the identification, evaluation, acquisition and exploration primarily of gold properties in Nevada, USA and Yukon, Canada. The Company is a reporting issuer in British Columbia and Alberta, and trades on the TSX Venture Exchange under the symbol CGD. The Company's head office is located at Suite 405 – 375 Water St., Vancouver, B.C., V6B 5C6.

This MD&A contains forward-looking statements. Please refer to the cautionary language at the end of this document.

Highlights

Over $360,000 from Sale of Marketable Securities in 2024 and $209,000 in 2025

In 2024 the Company realized cash proceeds of $366,940 from the sale of marketable securities that it received from the sale of mineral properties in 2023. As at December 31, 2024, the Company's remaining marketable securities were valued at $943,053. The Company also realized cash proceeds of $209,038 from the sale of Marketable Securities since the beginning of 2025.

Additional Nevada Copper-Gold Mineral Property Staked in 2024

In 2024 the Company added 59 claims to its new Ivy Project, an early-stage copper/gold project in northeastern Nevada, increasing its total number of claims from 49 to 108 unpatented mining claims. See description below for a detailed description of the Ivy project.

Description of Cortez Summit Exploration Project, Nevada U.S.A.

The Company's 100% owned Cortez Summit Property ("Property" or "Cortez Summit") consists of 142 unpatented claims and is centrally located on the Cortez Trend, within one of the most active gold mining areas in Nevada, between the historic Buckhorn mine and the Goldrush deposit/Fourmile resource. The Cortez Trend contains a major gold endowment that exceeds 55 million oz. total gold produced, reserves and resources (Nevada Bureau of Mines and Geology annual mineral reports, Barrick Gold Corporation annual reports).

The mineralized zones and orebodies in the Cortez Trend area are generally aligned along northwest trending structural zones where intersecting with favorable lower plate carbonate host rocks. The main known deposit trends are the Pipeline-Robertson, Cortez Hills and the original 1968 Cortez Mine, Horse Canyon-Mill Creek, Goldrush-Fourmile, Aspen and Buckhorn (see Carlin website Corporate Presentation).

Cortez Summit lies about 1.4 kilometers north-east of the north end of Nevada Gold Mines' ("NGM") 14.3 M oz Goldrush deposit and east of Barrick's Fourmile 7.8 M oz indicated and inferred resource (Barrick results for Q4 2024 presentation). The Cortez Summit property is contiguous with Barrick and NGM claims on all sides.

Carlin's primary target at Cortez Summit is Carlin-style mineralization in a structural and stratigraphic setting defined by geology, geochemistry and geophysics, referred to as the "Fourmile Structural Zone"*, which is subparallel to the alignment of the neighboring Goldrush/Fourmile reserve/resource. Much of this target is blind, being covered by Miocene-age post-mineral basaltic andesite and interlayered gravels. The "Fourmile Structural Zone" trends north-northwest for 4,500 ft. (1,370 m) within the southwestern part of the Property and extends an additional 4 miles (6.5 km) on Barrick property to the north. Barrick geologists have defined a pattern of surface alteration and geochemical anomalies spatially associated with this structural zone (Barrick 2017 Q4 webcast). At Cortez Summit, Carlin geologists encountered a similar alteration and geochemistry pattern in limited upper plate rock exposures along Carlin's "Fourmile Structural Zone" on the west edge of the Property. The east extent of this alteration pattern is unknown, as it is concealed along almost the entire west side of the Property by post-mineral Miocene gravels and basalts but is noted in the exploration drill holes that penetrated below the post-mineral rocks.

**Note: Quotation marks used around "Fourmile Structural Zone" are to distinguish this structural corridor interpreted by Carlin geologists on the southwest portion of the Cortez Summit Property from Barrick's high grade Fourmile resource located approximately 1 km to the west on Barrick property.*

Exploration at Cortez Summit

In 2012 the Company completed an initial drill program in the southwest portion of the Property. The program consisted of seven vertical reverse circulation drill holes totaling 11,720 ft. (3,573 m) ranging in depth between 1,500 and 1,800 ft. (450-550 m). Drilling confirmed Carlin-type geology, alteration and geochemistry in upper plate rocks within the limited area tested but did not test lower plate stratigraphy. This drilling encountered the contact metamorphic effects of the Jurassic-age Mill Canyon stock, an important feature with respect to potential for high-grade mineralization similar to what Barrick is encountering at their Fourmile resource.

In 2013, in order to explore for the deeper lower plate carbonates that host mineralization at the Goldrush deposit, Carlin re-entered reverse circulation drill hole CS-12-2 with a core drill rig. This hole, CS12-2C, deepened from 1,760 ft. (536 m) to 4,032 ft. (1,229 m), encountered 373 ft. (114 m) of favorable lower plate carbonate rocks below the Roberts Mountain Thrust. This interval represents the upper portion of the stratigraphic section above the gold-bearing horizons at Goldrush, Fourmile and the nearby major Cortez area deposits. Carlin-type alteration features were encountered, including decalcification, clay alteration and calcite veining.

The Company entered into an Exploration and Earn-In agreement with Barrick on Cortez Summit in 2016, which was terminated in early 2018 after Barrick completed one core hole, SJV17-1D (vertical) to a depth of 5,171 ft. (1,576 m). SJV17-1D was collared in the southwest portion of the Property in the vicinity of Carlin's previous shallow reverse circulation holes drilled in 2012 into upper plate lithologies, adjacent to the "Fourmile Structural Zone".

SJV17-1D encountered a thick 567 ft. (173 m) zone at 333-900 ft. (102-274 m) in upper plate rocks consisting of variably clay-altered, iron oxide-stained, brecciated hornfels and lesser mudstone/siltstone, with the most intense clay alteration and iron oxide development at 652-798 ft. (199-243 m). Associated with this alteration is a 592 ft. (180 m) interval of highly anomalous arsenic at 328-920 ft. (100-280 m) averaging 480 ppm, with accompanying strongly anomalous Carlin-style pathfinder elements including mercury (to 17 ppm), antimony (to 173 ppm) and thallium (to 6.3 ppm). Gold values in this alteration zone include a 10 ft. (3 m) zone at 694-704 ft. (211-214 m) grading 2.6 g/t. Modest zones of anomalous arsenic and thallium occur further down the hole, including a 415 ft. (127 m) interval of anomalous thallium straddling the base of the Roberts Mountain Thrust. The favorable lower plate carbonate section was encountered at a depth of 4,234 ft. (1,290 m) and continued to the bottom of the hole, although no significant gold values were detected. This hole did not extend to the lower stratigraphic horizons containing the new discovery at the Dorothy target in the Wenban Formation (Barrick Q3 MD&A presentation) north of the Fourmile resource referenced below. SJV17-1D also marks the most easterly alteration and mineralization so far encountered under the post mineralization basalt-gravel cover rocks, which extend approximately 1.5 miles (2.5 km) to the east edge of the property.

There are two deposits adjacent to Carlin’s Cortez Summit property on the west side. These are summarized below for the reader’s information. The information about Fourmile and Goldrush is meant to demonstrate some parameters for the type of mineral deposit that the Company may encounter while conducting exploration at Cortez Summit. The Company cannot state and it should not be implied, that similar mineralization will be discovered at Cortez Summit.

NGM completed a stand-alone underground feasibility study for Goldrush in Q2 2021 (Barrick Q3 2021 report). The Final Environmental Impact Statement was combined into a Notice of Availability briefing package and submitted to the Bureau of Land Management in January 2023. A Record of Decision was issued in December 2023. Development production from Goldrush was forecast to produce 130,000 ounces in 2024, with commercial production scheduled for 2026 reaching a nominal rate of 400,000 ounces per year by 2028 (Barrick 2023 Annual Report).

Following several campaigns of exploration drilling, Barrick announced the discovery at Fourmile in November 2018. The expanding resource, 1 km west of Cortez Summit, lies immediately north of Goldrush. Fourmile is not currently part of NGM, but is “anticipated to be contributed, at fair market value, if certain conditions are met” (Barrick Q3 2024 presentation). Fourmile resource estimates, as of December 31, 2024, include an indicated resource of 3.6 million tonnes grading 11.76 g/t representing 1.4 million ounces of gold, and an inferred resource of 14 million tonnes grading 14.1 g/t, representing 6.4 million ounces of gold (Barrick 2024 Annual Report). This resource covers approximately one-third of the currently drilled mineralization (Barrick Q4 2024 results presentation). Exploration drilling is ongoing north of the resource towards the Dorothy target located approximately 800 meters to the north of the current resource (Barrick 2023 Q2 Management Discussion and Analysis). Prefeasibility study expenditures of $78M are planned for 2025, including 16 drill rigs targeting growth of resources (Barrick Q4 2024 results presentation) north toward the Sophia and Dorothy targets. This work is aimed at supporting the decision to commence the development on the Bullion Hill access portal. Barrick’s Q3 report presentation (Barrick Q3 2023) states “2023 drilling continues to demonstrate continuity between the Sophia and Dorothy zones highlighted by 28.7 m @ 51.10 g/t Au”. Drilling at Dorothy has encountered two mineralized stratigraphic horizons, the lowermost of which had not been previously tested. Intercepts in this lower zone include 39.6 meters of 12.71 g/t and 31.7 meters of 33.67 gpt (Barrick 2022 Annual Report). Drilling in 2023 confirms this lower mineralized zone with an intercept of 28.7 meters of 51.1 g/t (Barrick Q3 2023 MD&A and presentation). Both the Sophia and Dorothy targets are north of the current resource.

Exploration Potential

The Company is encouraged by the strong alteration and pathfinder elements along with significant gold values encountered in upper plate rocks adjacent to the "Fourmile Structural Zone" as shown in Barrick's drillhole SJV17-1D and the Company's shallow 2012 reverse-circulation drilling. This "shallow" anomalous zone potentially represents the upper extension of a mineralized conduit which could be used to guide exploration for deeper gold mineralization in favorable carbonate rocks. A potentially significant shallower, ±200 ft. (60m) thick silty to sandy carbonate section contained within the upper plate sequence was encountered by Barrick core hole SJV17-1D and also in one of the early Carlin drill holes located 2,200 ft. (670m) south-southeast. This represents an additional host rock target in the upper plate approximately 2,000 ft. (610 m) above the base of the Roberts Mountain Thrust.

Barrick continues to discover gold mineralization in additional portions of the carbonate stratigraphy, highlighted by high-grade drill intercepts at the Dorothy target north of the Fourmile resource: 31.7 m @ 33.69 g/t Au (Barrick Q4-2022 results presentation), 28.7 m @ 51.1 g/t (Barrick Q3-2023 results presentation). These intercepts are hosted in deeper stratigraphic levels of the sedimentary rock section tested in the one core hole SJV17-1D drilled by Barrick in 2017.

Cortez Summit has only been partially explored; drilling to date has tested just a small portion in the southwest corner of the 4 square mile claim block. SJV17-1D is the only drillhole to have penetrated the favorable lower plate section that hosts the nearby Goldrush reserve/resource, and the Fourmile indicated and inferred resources (although this hole did not penetrate down to the stratigraphy that hosts Barrick's Dorothy target intercepts described above). The contact thermal metamorphic zone around the Jurassic age Mill Canyon quartz monzonite stock is considered an important contributing feature to high-grade mineralization at the Fourmile resource. Hornfels alteration in upper plate rocks has been encountered in most of the Carlin/Barrick drill holes drilled on the Property, suggesting proximity to a possible southeastern extension of the Mill Canyon stock at depth. This contact metamorphic environment at Cortez Summit suggests that in addition to the classic Carlin-type bedding replacement style mineralization displayed at Goldrush, the Property also has excellent potential for higher grade, more structurally controlled mineralization within the contact metamorphic aureole of the Mill Creek stock.

The Company has evaluated existing ground and airborne geophysical survey data which has been helpful in better defining the "Fourmile Structural Zone" at depth below the post-mineral cover, and also in identifying several other parallel northwest-trending structures on the Property, located to the east. These structures represent additional targets below the Miocene volcanic-covered rocks. Together with the "Fourmile Structural Zone", these structures represent high-quality targets for classic Carlin-style mineralization where they intersect with favorable carbonate stratigraphy.

Cortez Summit is an excellent exploration opportunity located in one of the most well-endowed gold regions in North America. Barrick continues to discover gold mineralization in deeper horizons of the carbonate stratigraphy, highlighted by high grade drill intercepts cited above at the Dorothy target north of the Fourmile resource. These lower stratigraphic horizons have not been drill tested on the Cortez Summit Property. Deep drilling beneath the Goldrush deposit targeting mineralized structures in the deeper (older) Roberts Mountain formation (Barrick 2023 Q3 MD&A) encountered encouraging deformation and alteration. These new stratigraphic discoveries open additional geological opportunity for evaluating Cortez Summit gold mineralization potential.

Description of Ivy Property, Nevada USA

The Company acquired the 100% owned Ivy Property in 2023, consisting of 49 unpatented mining claims located within the Contact Mining District in northeastern Elko County, Nevada. Subsequent staking added 59 claims, bringing the total block to 108 claims. Copper-gold mineralization occurs on the property mainly in calc-silicate/skarn altered limestone both adjacent to and outboard of a large Jurassic-age granodiorite stock. Numerous historic workings on the Ivy claims include prospect pits, shafts and adits. The widespread copper mineralization observed to date defines a 4.3 km long northwest trending zone reaching widths of 1.4 km. Mineralization occurs in northwest-trending sulfidic skarn zones containing 1-3% disseminated pyrite, chalcopyrite and ±bornite and in narrow oxidized zones of calc-silicate altered Permian-age(?) carbonate rocks containing secondary copper minerals. Lesser covellite and chalcocite have also been described in a 2019 MSc study of the skarns. The Company's sampling has been from dumps at old workings and also from outcrop/subcrop exposures, with 46 of the 92 samples containing > 0.5% Cu and 36 samples grading over 1.0% Cu. The highest copper value (15.2% Cu with 1.7 ppm gold) was selected from a small dump of an adit near the east contact of the Paleozoic section with the Jurassic granodiorite. Twenty-seven of the samples contained > 0.100 ppm Au. Silver values ranged up to 231 ppm. Lead and zinc values are generally low.

A 1912 United States Geological Survey Bulletin describes a 400 ft. (122 m.) wide sulfide zone extending for about 6,000 ft. (1,830 m.), lying about 1,200 ft (366 m) outboard (west) and parallel to the igneous contact. It is described as following the strike of the steeply dipping sedimentary rock package. This report states that "Chalcopyrite, bornite and molybdenite are disseminated throughout silicified skarn consisting of garnet, epidote, diopside and iron oxides." Carlin's initial investigation supported the USGS description of this feature, and is also coincident with one of the several skarn zones described as part of an MSc thesis. Subsequent mapping by the Company has added further definition to this zone, now termed the "Main Skarn Zone" (MSZ). The MSZ is the principal exploration target. The main expression of this zone as approximately 1 mile (1.6 km) long, reaching widths of 490 feet ((150 m). Carlin geologists believe that the observed mineralization may represent "leakage" from a deeper intrusive system capable of generating skarn deposits in the carbonate units and potential disseminated intrusive porphyry-style mineralization.

Public Bureau of Land Management information shows that there has been no exploration drilling since records started to be maintained in the mid -1970s. This is generally consistent with Carlin's field investigation, which encountered just one core hole collar on the northern edge of the property, as well as several bits of small diameter core from a backpack-style rig? observed at one locality in the skarn zone.

The Company has identified a significant-sized skarn target, the MSZ, and is in the process of establishing areas for further refinement by geophysical surveys, including induced polarization and possibly drone magnetics.

Description of Willow Property, Nevada, USA

The Willow property (47 claims, 20 miles southwest of IVY) is an early-stage Carlin-style gold project located in an active exploration and mining area in northeast Nevada, highlighted by Nevada Gold Mines' Long Canyon mine located 80 kilometers southwest. The exploration targets on the property are contained in favorable carbonate rocks in the lower plate of the the Roberts Mountain Thrust Fault. Lower plate rocks here . include the Roberts Mountain and Hanson Creek Formations, common Carlin-type deposit host rocks. Road cut rock sampling encountered anomalous gold, with strong arsenic and elevated thallium associated with jasperoid alteration along steep northeast trending cross cutting structures. An altered felsic dyke located 2 km northeast of the property is dated at 42 Ma, a late Eocene age similar to the age of Carlin-type deposits in the Carlin trend. These favorable geological features combine to define quality drill targets on the under-explored property.

(Expressed in Canadian Dollars)

Results of Operations

In the year ended December 31, 2024, the Company incurred $194,629 in exploration property expenditures on its Nevada properties (2023 – $121,925).

The Company's consolidated net loss for the year ended December 31,2024 was $156,142 (2023 – $563,230 net income). The net loss for the year was offset by a $76,190 gain on sale of marketable securities and a $58,889 decrease in the fair value of its marketable securities.

The Company's $299,375 (2023 – $216,549) in operating costs for the year ended December 31, 2024 were higher than the previous year, primarily due to share based compensation costs of $147,026 for stock options granted during the year (2023 - $29,740).

Selected Annual Information

	2024	2023	2022
Operating loss before other items	$ (299,375)	$ (216,549)	$ (142,245)
Net income (loss) for the year	(156,142)	563,230	388,583
Basic and diluted income (loss) per share	(0.01)	0.04	0.00
Total assets	3,993,029	3,986,369	2,891,196
Total liabilities	41,882	26,106	797,701

Summary of Quarterly Results

The following is a summary of certain consolidated financial information concerning the Company for each of the last eight quarters:

Fiscal Quarter ended	**December 2024**	September 2024	June 2024	March 2024
Net income (loss)	**$ (41,720)**	$ (28,834)	$ (21,745)	$ (63,843)
Net income (loss) per share	**(0.00)**	(0.00)	(0.00)	(0.00)
Total Assets	**3,993,029**	4,016,698	4,041,682	4,081,090
Fiscal Quarter ended	December 2023	September 2023	June 30 2023	March 31 2023
Net income (loss)	$ (75,427)	$ 659,971	$ 101,039	$ (122,353)
Net income (loss) per share	(0.00)	0.05	(0.00)	(0.00)
Total Assets	3,986,369	2,115,777	3,466,928	2,820,968

The Company recorded a net loss of $41,720 for the three months ended December 31, 2024 (2023- $75,427). Its $34,581(2023-$18,092) in operating expenses for the quarter continued to be in a low range.

Financial Condition, Liquidity and Capital Resources

The Company's cash and cash equivalents at December 31, 2024, was $809,931 (2023–$747,962). At December 31, 2024, the Company had working capital of $1,738,784 (2023–$1,928,780). During the year ended December 31, 2024, the Company received $366,940 cash from the sale of marketable securities.

At December 31, 2024, the Company had $943,053 in marketable securities (2023–$1,174,914), which represented a significant component of the Company's working capital. The value of these investments is subject to market fluctuations and is therefore highly variable.

At December 31, 2024, the Company had $41,882 (2023–$26,106) in current liabilities, of which $2,966 (2023–$5,323) was due to related parties.

The Company is not in commercial production on any of its exploration and evaluation properties and accordingly, it does not generate cash from operations. The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its exploration and evaluation properties. There can, however, be no assurance the Company will be able to raise funds in the near future, in which case management may continue to delay future exploration activities until funds become available.

Off-Balance Sheet Arrangements

The Company has not entered into any off-balance sheet financing arrangements.

Proposed Transactions

There are no proposed transactions as of the date of this MD&A.

Transactions with Related Parties

Key management personnel compensation consists of the Chief Executive Officer, Chief Financial Officer ("CFO") and the Vice-President of Exploration. Aggregate compensation for the years ended December 31, 2024 was $94,204 (2023 - $76,196) for management and other fees, as described below.

The Company recorded a total of $30,000 for management and administration services to NS Star Enterprises Ltd., a company controlled by the president, during the years ended December 31, 2024 (2023- $30,000). The Company recorded a total of $30,000 for accounting, management and administration services to Morfopoulos Consulting Associates Ltd., a company controlled by the CFO, during the years ended December 31, 2024 (2023 - $30,000). The Company recorded $34,204 from Mr. Robert Thomas, Vice-President of Exploration, for technical consulting and management and administration services during the years ended December 31, 2024 (2023 - $16,196).

As at December 31, 2024, a total of $2,966 (2023 - $2,698) is due to director Mr. Robert Thomas and Nil (2023- $2,625) to Mr. Aris Morfopoulos for fees and reimbursable expenses. The foregoing amounts are unsecured, without interest or stated terms of repayment.

(Expressed in Canadian Dollars)

Outstanding Share Data

Carlin's authorized capital is an unlimited number of common shares without par value.

As at December 31, 2024 and as of the date of this report, the Company has 18,543,946 common shares outstanding.

As at December 31, 2024, and as of the date of this report, the Company has the following stock options outstanding:

Expiry Date		Exercise Price	Number of Options Outstanding
January 28, 2028	$	0.50	172,500
January 19, 2029	$	0.15	1,150,000

As at December 31, 2024, and as of the date of this report, the Company has 5,050,000 warrants outstanding at an exercise price of $0.20 per warrant until their expiry date on June 14, 2028.

Management of Capital

The Company manages its common shares and stock options as capital. There has been no change in the nature of the Company's capital during the year ended December 31, 2024. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure which optimizes the costs of capital at an acceptable risk. The Company does not have any externally imposed capital requirements to which it is subject.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, issue debt, acquire or dispose of assets or adjust the amount of cash and cash equivalents.

In order to facilitate the management of its capital requirements, the Company prepares expenditure budgets that are updated as necessary depending on various factors, including successful capital deployment and general industry conditions.

In order to maximize ongoing exploration efforts, the Company does not pay out dividends. The Company's investment policy is to keep its cash treasury on deposit in an interest bearing Canadian chartered bank account.

Use of Judgments and Estimates

The preparation of consolidated financial statements requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenues and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances and which form the basis of making judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods.

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

Critical accounting estimates

Critical accounting estimates are estimates and assumptions made by management that may result in a material adjustment to the carrying amount of assets and liabilities within the next financial period and include, but are not limited to, the following:

<u>Recoverable value of long-term assets</u>

The carrying value of mineral properties and the likelihood of future economic recoverability is subject to significant management estimates. The application of the Company’s accounting policy for and determination of recoverability of capitalized assets is based on assumptions about future events or circumstances. If information becomes available indicating that recovery of expenditures is unlikely, the amounts capitalized are impaired and recognized as a loss in the period that the new information becomes available. A change in estimate could result in the carrying amount of capitalized assets being materially different from their presented carrying costs.

Critical Accounting Judgments

Information about critical judgments in applying accounting policies that have the most significant effect on the amounts recognized in the consolidated financial statements include, but are not limited to, the following:

<u>Going concern</u>

The ability of the Company to continue as a going concern and meet its commitments as they become due, including completion of the acquisition, exploration and development of its mineral property interests, is dependent on the Company’s ability to obtain the necessary financing. The Company will require additional capital to finance future operations and growth. If the Company is unable to obtain additional financing, the Company would be unable to continue. There can be no assurance that management’s plans will be successful.

The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral property interests. The recoverability of amounts shown for exploration and evaluation properties is dependent on several factors. These include the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of these exploration and evaluation properties, and establish future profitable production, or realize proceeds from the disposition of exploration and evaluation properties. The carrying value of the Company's exploration and evaluation properties does not reflect current or future values.

These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern. These condensed consolidated interim financial statements do not include any adjustments relating to the recoverability of assets and classification of assets and liabilities that might be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

Functional currency

The Company applied judgment in determining its functional currency and the functional currency of its Nevada subsidiary. Functional currency was determined based on the currency in which funds are sourced and the degree of dependence by the subsidiary on the Company for financial support.

Exploration and evaluation properties

Management is required to make judgments on the status of each mineral property and the future plans with respect to finding commercial reserves. The nature of exploration and evaluation activity is such that only a few projects are ultimately successful and some assets are likely to become impaired in future periods.

Assets or cash-generating units are evaluated at each reporting date to determine whether there are any indicators of impairments. The Company considers both internal and external sources of information when making the assessment of whether there are indications of impairment for the Company's exploration and evaluation properties.

Management uses several criteria in its assessments of economic recoverability and probability of future economic benefit including geologic and metallurgic information, economic assessments/studies, accessible facilities and existing permits.

Financial Instruments

Financial Assets

The Company measures its financial assets in the following categories: amortized cost, or fair value through profit or loss. The measurement depends on the purpose for which the financial assets were acquired. Management determines the measurement of financial assets at recognition.

Financial assets at amortized cost

Loans and receivables are financial assets with fixed or determinable payments that are not quoted in an active market. Subsequent to initial recognition, these financial assets are recorded at amortized cost using the effective interest method, except for short-term receivables when the recognition of interest would be immaterial.

Financial assets at fair value through profit or loss ("FVTPL")

All financial assets not classified as measured at amortized cost are measured at FVTPL. Derivative financial instruments that are not designated and effective as hedging instruments are classified as FVTPL. The

Company has no designated hedges. Financial instruments classified as FVTPL are stated at fair value with any changes in fair value recognized in earnings for the period. Marketable securities and cash are included in this category of financial assets.

Impairment of financial assets

At each reporting date the Company assesses whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or group of financial assets is deemed to be impaired, if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset and that event has an impact on the estimated future cash flows of the financial asset or the group of financial assets.

Financial liabilities

The Company classifies its financial liabilities at amortized cost.

Other financial liabilities

Other financial liabilities are non-derivatives and are recognized initially at fair value, net of transaction costs incurred, and are subsequently stated at amortized cost. Any difference between the amounts originally received, net of transaction costs, and the redemption value is recognized in profit or loss over the period to maturity using the effective interest method.

Other financial liabilities are classified as current or non-current based on their maturity date. Other financial liabilities include accounts payable and accrued liabilities.

Financial liabilities at fair value through profit or loss

This category is comprised of derivative financial liabilities. Derivative financial liabilities are initially recognized at their fair value on the date the derivative contract is entered into and are subsequently re-measured at their fair value at each reporting period with changes in the fair value recognized in profit or loss.

The following summarizes the fair value hierarchy under which the Company's financial instruments are valued.

Level 1	- Unadjusted quoted prices in active markets for identical assets or liabilities;
Level 2	- Inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly or indirectly; and
Level 3	- Inputs for the asset or liability that are not based upon observable market data.

(Expressed in Canadian Dollars)

Risk Factors

Companies operating in the mining industry face many and varied kind of risks. Following are the risk factors most applicable to the Company.

Liquidity risk

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they become due. The Company ensures that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities.

The Company is dependent on raising funds through the issuance of shares, obtaining debt financing and/or attracting joint venture partners in order to undertake further exploration and development of its mineral properties and finance office and administrative expenditures. There can be no assurance the Company will be able to raise funds in the future.

The Company has marketable securities, which are recorded as FVTPL. The Company may, from time to time, liquidate a portion of its holdings depending on market conditions and the Company's cash requirements. Depending on timing, the Company's ability to liquidate these securities is subject to price fluctuations and market conditions, which may affect the Company's ability to liquidate the securities in a timely manner.

At December 31, 2024, the Company had trade payables and accrued liabilities totaling $38,916 (2023 - $20,783) which are currently due, and other amounts due to related parties totaling $2,966 (2023 - $5,323).

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company is exposed to credit risk on its cash and cash equivalents. However, this risk is minimized as all amounts are held with major Canadian and American financial institutions. The Company's concentration of credit risk and maximum exposure thereto is as follows:

	December 31 2024	December 31 2023
Cash and cash equivalents – Canada	**$ 780,778**	$738,252
Cash – USA	**29,153**	9,710
Total	**$ 809,931**	$ 747,962

Market risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market prices. Market risk comprises three types of risk: interest rate risk, foreign currency risk and other price risk.

(i) Interest rate risk

The Company is not exposed to significant interest rate risk. The Company’s bank accounts earn interest at variable rates. Future cash flows from interest income on cash will be affected by interest rate fluctuations.

(ii) Foreign currency risk

As at December 31, 2024, certain of the Company’s financial instruments are held in US dollars. The Company has operations in Nevada, USA. As a result, the Company is exposed to foreign currency risk from fluctuations between the Canadian and US dollar.

The Company does not use derivatives or similar techniques to manage currency risk.

As at December 31, 2024, the Company is exposed to foreign currency risk on $31,079 (2023 - $14,983).

(iii) Other price risk

Other price risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in market prices, other than those arising from currency risk or interest rate risk. The Company’s marketable securities are carried at market value and are, therefore, directly affected by fluctuations in the market value of the underlying securities. The Company’s sensitivity analysis suggests that a 50% (2023 - 50%) change in market prices would change other comprehensive income/loss by approximately $472,000 (2023 - $587,000).

Industry

Exploring and developing mineral resource projects bears a high potential for a variety of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed.

Although the Company has taken steps to verify the title to exploration and evaluation properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Metal Prices

The principal activity of the Company is the exploration and development of gold resource properties. The feasible development of such properties is highly dependent upon the price of gold. A sustained and substantial decline in commodity gold prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect gold commodity prices in order to assess the feasibility of its resource projects.

Political Risk

The resource properties on which the Company is pursuing its exploration and development activities are located in Nevada, U.S.A. While the political climate is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. To alleviate such risk, the Company funds its Nevada operations on an as-needed basis. The Company does not presently maintain political risk insurance for its U.S. exploration projects.

Environmental

Exploration and development projects are subject to the environmental laws and regulations of the country within which the Company is conducting its operations. As such laws are subject to change, the Company carefully monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

Forward-Looking Statements

Some of the statements in this MD&A constitute "forward looking statements". Where Carlin expresses an expectation or belief as to future events or results, including management plans and objectives, and projections of exploration results, such expectation or belief is expressed in good faith and is believed to have a reasonable basis. The Company makes no representation that reasonable business people in possession of the same information would reach the same conclusions. While these statements represent our best current judgment, they are subject to risks and uncertainties that could cause actual results to vary, the specifics of which are detailed in disclosures with the heading "Risk Factors" in the Company's periodic filings with securities regulators. Although 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. Forward-looking statements in this MD&A are made as of the date of this MD&A or, in the case of documents incorporated by reference herein, as of the date of such documents, and Carlin does not assume the obligation to update any forward-looking statement.

Approval

Mr. Robert Thomas, a director of the Company and a Qualified Person in compliance under National Instrument 43-101, has reviewed and approved the technical information contained in this report.

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Additional Information

Additional disclosures pertaining to the Company's technical reports, management information circulars, material change reports, press releases and other information are available on the SEDAR Plus website at www.sedarplus.com.