



# SUN SUMMIT

## MINERALS

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Management's Discussion and Analysis  
For the six months ended May 31, 2025

## **GENERAL**

This Management Discussion and Analysis ("MD&A") provides a detailed analysis of the business of Sun Summit Minerals Corp. ("Sun Summit" or the "Company") for the six months ended May 31, 2025 ("Current Period"). This MD&A contains information up to and including July 17, 2025, and should be read in conjunction with the Company's unaudited condensed interim consolidated financial statements and related notes for the six months ended May 31, 2025, which have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All amounts are stated in Canadian dollars unless otherwise indicated.

Additional information relevant to the Company's activities is available on SEDAR at [www.sedar.com](http://www.sedar.com) and the Company's web site at [www.sunsummitminerals.com](http://www.sunsummitminerals.com).

## **FORWARD-LOOKING STATEMENTS**

Certain statements contained in this MD&A that are not historical facts may be forward-looking statements and prospective. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company to be materially different from actual future results. Readers are cautioned not to place undue reliance on these forward-looking statements. See also the **Caution Regarding Forward-Looking Statements** at the end of this MD&A.

## **OVERVIEW**

The Company was incorporated on September 27, 2005 under the *Business Corporations Act* of British Columbia. The Company is engaged in the acquisition, exploration and advancement of mineral properties, currently active in British Columbia. The Company has no operations from which to derive revenues and relies on its cash, raised through the issuance of common shares, in order to fund its exploration and general and administrative expenses.

The Company's principal assets are the Buck Property and the JD Property in British Columbia, Canada. The Company continues to identify and evaluate prospective properties in British Columbia. The properties are further discussed under Mineral Projects – Exploration and Acquisition Activities below.

During the Current Period:

- The Company completed a non-brokered private placement of 33,832,770 flow-through units (each a "FT Unit"), 40,868,432 charity flow-through units (each a "Charity FT Unit") and 47,481,459 non-flow-through units (each a "NFT Unit") for gross proceeds of \$10,152,435. Each FT Unit consists of one common share of the Company issued on a flow-through basis and one-half of one warrant. Each Charity FT Unit consists of one common share of the Company issued on a flow-through basis and one warrant. Each NFT Unit consists of one common share of the Company and one warrant. Each whole warrant issued is exercisable to purchase one additional common share of the Company at a price of \$0.11 per common share until May 30, 2027.

In connection with the private placement, the Company incurred regulatory and professional fees of \$309,868, cash finders' fees of \$170,820, advisory fees of \$463,878, and issued 1,606,515 NFT Units and 3,581,127 finders' warrants, with each finders' warrant exercisable to purchase one additional common share of the Company at an exercise price of \$0.11 per until May 30, 2027. The

fair value of the finders' warrants issued was calculated to be \$221,905 using the Black-Scholes Option Pricing Model (Note 8d).

- The Company entered into several investor relations, advertising and corporate advisory agreements to enhance market visibility and investor engagement, summarized as follows:
  - Dig Media Inc. dba Investing News Network: 12-month term starting April 30, 2025, for \$50,000 to provide company profiles, lead generation, press release syndication, and various digital marketing services.
  - Amvest Capital Securities LLC: 6-month term starting May 12, 2025, for USD\$42,000 to conduct non-deal roadshows, virtual one-on-one meetings, and informational webinars.
  - Market One Media Group Inc.: 12-month term starting May 21, 2025, for \$104,000 for online and broadcast interviews, investor updates on BNN Bloomberg, and email lead generation.
  - StreetWise: 6-month term starting May 21, 2025, for USD\$90,000 to deliver market research, insights, and digital advertising services.
  - Departures Capital Inc.: 6-12 month term starting May 2, 2025, for \$20,000 to develop landing pages, create multimedia content, and manage advertising campaigns.
  - Investor Events Inc.: 12-month term starting May 30, 2025, for \$7,500 per month to provide event coordination, capital markets advisory, and investor engagement through its Engage360 Program.
- The Company executed an option agreement to acquire a 100% interest in the Theory copper-gold project located in the Toodoggone Mining District of British Columbia (the "Theory Agreement"). Pursuant to the Theory Agreement, the Company can earn the first 75% by incurring exploration expenditures of \$3,000,000 (of which \$200,000 is to be incurred by December 31, 2025), making cash payments totaling \$250,000 and issuing 750,000 common shares of the Company on or before December 1, 2028. Upon earning the first 75% interest, the Company can earn the remaining 25% interest by making a one-time additional payment of \$1,000,000 of which \$500,000 can be settled in the common shares of the Company. The Theory copper-gold project shall be subject to a 2% NSR royalty which can be reduced to 1% through a cash payment of \$1,000,000. To date, the Company has made a cash payment of \$20,000 and issued 50,000 common shares.
- The Company completed a non-brokered private placement of 13,748,621 flow-through units (each a "FT Unit") and 5,265,384 non-flow-through units (each a "NFT Unit") for gross proceeds of \$2,678,050. Each FT Unit consists of one common share of the Company issued on a flow-through basis and one-half of one warrant. Each NFT Unit consists of one common share of the Company and one warrant. Each whole warrant issued as part of the FT Unit is exercisable to purchase one additional common share of the Company at a price of \$0.145 per common share for a period of 24 months from the date of grant. Each whole warrant issued as part of the NFT Unit is exercisable to purchase one additional common share of the Company at a price of \$0.13 per common share for a period of 36 months from the date of grant.

In connection with the private placement, the Company incurred cash finders' fees of \$121,826 and issued 848,864 finders' warrants, with each finder's warrant exercisable to purchase one additional

common share of the Company at an exercise price of \$0.13 per share in respect of the NFT Unit portion of the private placement for a period of 36 months and \$0.145 per share in respect of the FT Unit portion of the private placement for a period of 24 months from the date of grant.

- The Company issued 1,000,000 common shares and paid \$200,000 pursuant to the terms of the agreements underlying the JD Project.
- The Company granted a total of 2,300,000 restricted share units to various directors, officers and consultants of the Company, exercisable one year from the date of grant.
- The Company granted a total of 500,000 stock options and 200,000 restricted share units to its chief executive officer and director. The stock options are subject to vesting provisions and each stock option is exercisable at a price of \$0.16 for a period of three years. The restricted share units are exercisable 50% at each of the one-year and two-year anniversaries.

Subsequent to the Current Period:

- The Company granted 6,000,000 RSUs to certain directors, officers and advisors of the Company. The RSUs vest 50% on June 2, 2026 and June 2, 2027. The fair value of the RSUs granted has been calculated as \$600,000, which is based on the grant date fair value of the common shares of the Company, and will be recorded as share-based payment expense over the vesting period of the RSUs.
- 100% of the Company's interest in Green Earth Metals Inc. was acquired by a third party, Defiance Silver Corp. In exchange, the Company received 1,189,159 common shares of Defiance Silver Corp. with a fair value of approximately \$297,300.

The business of mining and exploration involves a high degree of risk. As Sun Summit has no operations and is without revenues, it is entirely reliant on its current cash and upon future financings in order to fund its exploration and administration expenses. The Company's ability to secure future financing necessary to advance its projects, is dependent on numerous factors, many of which are outside of its control, including fluctuations in the Company's share price, investor perceptions and expectations, and global financial and metals markets. While these factors are dynamic and likely to change over time, at present, equity financing for mineral exploration companies is difficult and there can be no assurance that future financing will be available or secured. Furthermore, given the Company's recent share price and the current state of equity markets, such financing, if available, may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company would likely seek additional financing through, but not limited to, the issuance of additional equity.

Title to mining properties involves certain inherent risks as well, particularly in foreign jurisdictions, including the difficulties of determining the validity of title and the potential for problems arising from numerous transfers of historical mining properties. The Company has diligently investigated the rights of ownership to all of the mineral concessions in which it has an interest and, to the best of its knowledge, such ownership rights are valid and in good standing. However, this should not be construed as a guarantee of title. The concessions may be subject to prior claims, agreements or transfers, and rights of ownership may be affected by undetected defects.

## **EXPLORATION AND ACQUISITION ACTIVITIES**

### **Buck Project, British Columbia, Canada**

The Company owns 100% interest in the Buck Property, subject to a 2.5% NSR royalty in favour of the optionors. The Buck property lies within the western Skeena Arch region of central British Columbia; a region endowed with a variety of past- and present-producing metallic mines, advanced developed prospects and hundreds of mineral occurrences. The primary target developed to-date is an intermediate sulfidation epithermal system with both bulk tonnage disseminated mineralization and high-grade vein zones with gold, silver, and zinc mineralization. The property is located about 10 kilometres south of the town of Houston in north-central British Columbia.

The Company acquired 100% interest in the CR mineral claims from Teck totalling 8,964 hectares, subject to a 1.0% NSR royalty on these claims, of which one-half may be purchased for \$2,000,000 at any time. There is also a pre-existing 0.5% NSR royalty to the original landowner which can be purchased by the Company for \$10,000,000. The CR project adjoins the Buck Property on its western border.

The Company announced on February 26, 2025 an inaugural Mineral Resource Estimate ("MRE") on the Buck Main zone.

Highlights of the MRE:

- Inferred Mineral Resources at Buck Main are estimated to include 820,400 oz AuEq1 (775,500 oz gold and 8,435,000 oz silver) at a grade of 0.489 g/t AuEq1 (0.462 g/t Au, 5.0 g/t Ag) contained within 52.2 Mt.
- Indicated Mineral Resources at Buck Main are estimated to include 19,100 gold equivalent ounces1 (oz AuEq) (18,300 oz gold and 158,000 oz silver) at a grade of 0.519 g/t gold equivalent1 (g/t AuEq) (0.496 g/t Au, 4.3 g/t Ag) contained within 1.15 million tonnes (Mt).
- The near-surface Mineral Resource at Buck Main is constrained within an optimized open-pit shell using a 0.25 g/t AuEq cutoff, ensuring reasonable prospects for economic extraction.
- Additional upside at Buck Main as the deposit remains open for expansion in most directions and at depth.

The Buck Property highlights include:

- large hydrothermal system identified at the Buck Main zone, with intensely altered breccia bodies, and drill-indicated mineralization open in most directions, including along strike and at depth;
- the Buck Main zone is considered to be part of the Late Cretaceous Kasalka Group; potentially similar to some major bulk tonnage gold deposits in B.C., such as Artemis Gold's Blackwater Gold Project;
- close proximity to several former operating mines: Equity Silver (Goldcorp), Endako (Centerra Gold Inc.) and Huckleberry (Imperial Metals Corporation) - mineralization hosted on those properties is not necessarily indicative of mineralization hosted at the Buck Property;

- excellent exploration potential for possible new discoveries at multiple untested targets including structurally controlled gold/silver/zinc mineralization; additional mineralized breccia bodies, and a drill-ready porphyry copper-molybdenum mineralized zone at the CR prospect;
- road accessible with excellent infrastructure, including access to electrical and gas utilities, highways and major airports;
- fully functional core-shack and secure core yard facility located in Houston, BC
- year-round access allows for drilling throughout the year and inexpensive drill costs, and
- large land package totalling approximately 52,000 hectares.

Exploration on the Buck Property to date includes:

- 15 diamond drill holes totalling 5,998 metres were completed on Buck Main in 2020 intersecting wide zones of continuous gold mineralization and multiple discrete zones of high-grade gold mineralization;
- 50 diamond drill holes totalling 17,464 metres were completed in 2021 on Buck Main confirming the continuity of mineralization and discovering new zones of mineralization;
- 19 diamond drill holes totalling 7,149 metres were completed in 2022 on Buck Main discovering new zones of near-surface mineralization and outlining the strong expansion potential of the system;
- 9 diamond drill holes totalling 2,016 metres were completed in Q1 2023 at two previously untested target areas to the south of Buck Main (Irk and Eagle Eye zones);
- 13 diamond drill holes totalling 3,738 metres were completed in Q3 2023 on Buck Main indicating strong expansion potential laterally and at depth; and
- 68 historic drill holes were drilled prior to Sun Summit optioning the property, with most intersecting gold/silver/zinc mineralization.

As at May 31, 2025, Company has made cash payments of \$300,000 and issued 2,066,666 common shares to the optionors pursuant to the Buck Agreement and has acquired its 100% ownership of the Buck Property. Pursuant to the terms of the Buck Agreement, the optionors retained a 2.5% NSR royalty on any commercial production from the Buck Property, which can be reduced to a 1.5% NSR royalty with the payment of \$2,500,000 to the Optionors prior to the first anniversary of the commencement of commercial production. An additional 4,000,000 common shares must also be issued to the optionors upon the earlier of the completion of a bankable feasibility study or October 9, 2027.

### **JD Project, British Columbia, Canada**

On November 3, 2023, the Company signed a letter of intent to acquire a 100% interest in the JD Project covering ~16,000 hectares in the Toadoggone region of British Columbia. The terms of the option agreement were executed on December 31, 2023, and the option agreement was approved by the TSX Venture Exchange on February 8, 2024.

The Toadoggone gold-copper mining district in north-central British Columbia is a highly prospective, deposit-rich metallogenic belt. The project is in close proximity to active exploration and development projects, such as Thesis Gold's Lawyers and Ranch projects, TDG Gold's Baker-Shasta projects, Amarc Resource's AuRORA project, Centerra's Gold's Kemess East and Underground projects, as well as the past-producing Kemess open pit copper-gold mine.

The project is 450 kilometres northwest of the city of Prince George, and 25 kilometres north of the Sturdee airstrip. It is proximal to existing infrastructure in place to support the past-producing Kemess mine, including roads and a hydroelectric power line.

The JD Project is underlain by prospective geology host to high-grade epithermal-related gold and silver mineralization, as well as porphyry-related copper and gold mineralization.

Exploration on the JD Property to date includes:

- 12 diamond drill holes totalling 2,537 metres were completed at the JD project in 2024 by Sun Summit Minerals focused on targeting the extensions of known zones of mineralization at the Creek Zone, as well as testing new exploration targets. In addition to drilling, a comprehensive field exploration program was undertaken, including soil sampling, ground IP geophysics, geological mapping and prospecting, and a LiDAR survey.

Historical exploration across the project has included drilling, soil and rock geochemistry, and geophysics, however the project area is considered largely underexplored.

To exercise the option and obtain a 100% interest in the JD Property, the Company must make cash payments totalling \$1,175,000, issue 8,000,000 common shares of the Company, and incur \$22,500,000 in exploration expenditures on or before December 31, 2029. As of August 31, 2024, the Company has made cash payments of \$175,000 and issued 2,000,000 common shares to the optionors pursuant to the option agreement.

On the exercise of the option, the optionors will be granted various NSR royalties as follows:

- 1.0% NSR royalty on certain claims known as the JD Claims pursuant to the JD Agreement, of which 0.5% can be re-purchased with a payment of \$3,750,000 on or before securing production financing or \$5,000,000 on or before reaching commercial production on the JD Property;
- 0.5% NSR royalty on certain claims known as the Belle Claims pursuant to the JD Agreement; and
- 0.5% NSR royalty on any additional interests acquired within a specified area of interest.

Furthermore, the Belle Claims also carry an existing 2.0% NSR royalty to a third party, which can be reduced to 1% with a \$2,000,000 payment.



If the Option is exercised, the Company will pay \$125,000 annually in advance royalties until the earlier of the commencement of commercial production, or the Company's decision to abandon development of the JD Property. These advanced payments will be credited against future royalty obligations. Additionally, a one-time payment of \$1,000,000 will be made upon commencement of commercial production.

### **Theory Project, British Columbia, Canada**

On January 13, 2025, the Company signed a letter of intent to acquire a 100% interest in the Theory Project covering ~10,000 hectares in the northern Toodoggone Mining District of British Columbia. The terms of the option agreement were executed on March 17, 2025.

The project is 100% owned by Eagle Plains Resources Ltd. (TSX-V: EPL) ("Eagle Plains"), with 122 hectares of the property subject to an underlying 0.5% net smelter returns royalty ("NSR") held by a third party. The project is located in north-central B.C. within the Toodoggone Mining District, and is in close proximity with Sun Summit's JD Project. The project area shares similar geology to the JD Project and Thesis Gold's Ranch-Lawyers Projects.

#### **Highlights:**

- **Strategic acquisition:** The acquisition of the Theory Project will increase Sun Summit's Toodoggone footprint by ~10,000 hectares, creating a combined district-scale project of ~25,000 hectares.
- **Increased land position in prime location:** The Theory Project borders Thesis Gold's Ranch Project to the north and is located within 10 km of Sun Summit's JD Project, presenting significant synergies and logistical advantages. The combined land package would effectively border the Ranch Project on its northern and eastern boundary and provide the Company with an attractive, district scale exploration and development opportunity.
- **Significant exploration potential:** Theory Project hosts highly prospective geology with both epithermal-related gold targets, and large bulk-mineable porphyry-related copper-gold targets, supported by historical exploration and recent geophysical surveys.
- **Attractive option terms:** The Theory Option Agreement includes the option to acquire a 75% interest over four years with aggregate exploration expenditures of CDN \$3,000,000, cash payments of CDN \$250,000, and the issuance of 750,000 shares, with the remaining 25% interest available for CDN \$1,000,000.
- **Ongoing exploration planning:** Sun Summit in cooperation with Eagle Plains will complete an extensive data compilation and target generation exercise, which will inform future exploration planning at the Theory Project.
- **The project is helicopter-accessible and recent road upgrades completed in 2023 by Thesis Gold** has brought road access to within 8 kilometres of the southern boundary of the Theory Project.
- **Eagle Plains has engaged Terralogic Exploration to conduct 2025 exploration activities at the Theory Cu-Au Project.** The program will focus on existing data compilation results, and newly acquired airborne & satellite geophysical data, to refine Cu+-Au porphyry, and Au-Ag-Cu epithermal deposit targets for field surface assessment in 2025. Work is scheduled to commence in



early August 2025 and will be conducted from the Company's JD Camp. A two-week field program of prospecting, geological mapping, and rock, soil and silt geochemical sampling to assess the mineralization potential of these new prioritized targets will be completed.

Geology in the Theory region is primarily comprised of lower Jurassic Hazelton Group volcanics (Toodoggone Formation, same host rock as the JD Project) which unconformably overlie late Triassic Takla Group volcanics. The entire package of volcanic and volcanoclastic rocks is intruded by late Triassic and early Jurassic stocks. The Jurassic-Triassic unconformity (~200 Ma), termed by the B.C. Geological Survey as the 'red-line', is observed throughout the Golden Triangle and Toodoggone regions to have a high spatial correlation to many known mineral deposits. The majority of the property encompasses this highly prospective contact.

Exploration by previous operators has been intermittent since the mid-1960's and regional government surveys are sparse, however encouraging mineralization and alteration commonly associated to both epithermal and porphyry systems has been documented. The most significant documented work was completed in 1988 in the north and west areas of the Theory project area. This work documented occurrences of low-sulphidation epithermal-related mineralization including quartz-barite veins with up to 8.2 g/t Au, 195 g/t Ag, and 6.2% Cu at the DM occurrence (BC Minfile 094E 231)\*; and a quartz carbonate vein system with up to 6.8 g/t Au and 1,480 g/t Ag at the Fred-1 occurrence (BC Minfile 094E 402)\*. The BEV occurrences (BC Minfile 094E 259)\*, interpreted as a Cu-Au porphyry target, returned select historical rock results up to 0.47% Cu, 10.5 g/t Ag, and 0.13 g/t Au. Detailed soils revealed a 1.6 by 2 kilometre copper-in-soil anomaly with peak soil results to 920 ppm Cu. Very little work is documented in the south and eastern parts of the property.

Eagle Plains completed a 2024 property-wide airborne magnetic and radiometric survey at a nominal 100 metre line spacing to advance the property. The airborne geophysical survey highlighted a 13 by 13 kilometre area underlain by highly prospective Takla Group volcanics to the east and north, and Hazelton Group volcanics and sediments to the south and west. This data provides a solid foundation upon which to integrate historical local mapping and sampling results.

Note: Grab samples by nature are selective and therefore may not be representative of the mineralization being evaluated.

\*BC Mineral Occurrence Database, Ministry of Energy, Mines and Petroleum Resources, <https://minfile.gov.bc.ca/>

## **SELECTED FINANCIAL INFORMATION**

The following table sets out selected quarterly financial information derived from the Company's unaudited interim condensed consolidated financial statements for each of the eight quarters ended on the dates indicated below. The data should be read in conjunction with the Company's consolidated financial statements for the Current Period and the notes thereto.

Period	Revenue	Net Loss	Basic and Diluted Loss per share
	\$	\$	\$
2 <sup>nd</sup> quarter ended May 31, 2025	Nil	725,738	0.01
1 <sup>st</sup> quarter ended February 28, 2025	Nil	1,060,929	0.01
4 <sup>th</sup> quarter ended November 30, 2024	Nil	868,000	0.02
3 <sup>rd</sup> quarter ended August 31, 2024	Nil	1,989,429	0.03
2 <sup>nd</sup> quarter ended May 31, 2024	Nil	1,075,197	0.02
1 <sup>st</sup> quarter ended February 29, 2024	Nil	494,463	0.01
4 <sup>th</sup> quarter ended November 30, 2023	Nil	1,097,912	0.03
3 <sup>rd</sup> quarter ended August 31, 2023	Nil	1,022,414	0.03

The Company's quarterly and annual results will vary primarily in accordance with the Company's exploration activities.

## **RESULTS OF OPERATIONS**

The Company currently has no properties in production and, consequently, has no operating income or cash inflows with the exception of investment and other income. All expenses directly related to the acquisition of the Company's mineral properties have been capitalized as mineral properties. All other costs relating to exploration, evaluation and property maintenance are expensed as incurred.

**OPERATIONS DURING THE SIX MONTHS ENDED MAY 31, 2025**  
**COMPARED TO THE SIX MONTHS ENDED MAY 31, 2024**

The Company incurred a loss of 1,786,307 during the Current Period compared to \$1,569,659 during the six months ended May 31, 2024 (the "Comparative Period"), an increase of \$216,648.

Some of the significant changes are as follows:

- Exploration and evaluation: \$870,246 (2024 - \$290,750) – The increase in the exploration and evaluation expenses during the Current Period relates to the Company focusing on strategic targets in British Columbia on the JD Property for which funds were raised during the Current Period.
- Share-based payments: \$211,057 (2024 - \$508,000) – The decrease in share-based payments expense during the Current Period relates to a significant reduction in the number of stock options granted in the Current Period compared to the Comparative Period. Furthermore, some of the decrease due to lower stock options granted in the Current Period was offset by the granting of RSUs in the Current Period.
- Recovery of flow-through premium: \$168,202 (2024 - \$45,578) – The increase in the recovery of flow-through premium during the Current Period is due to increased flow-through eligible expenditures incurred in the Current Period on exploration and evaluation activities.

Other costs incurred for the Company's operations during the Current Quarter remained relatively consistent with those incurred during the Comparative Period.

**OPERATIONS DURING THE THREE MONTHS ENDED MAY 31, 2025**  
**COMPARED TO THE THREE MONTHS ENDED MAY 31, 2024**

The Company incurred a loss of \$725,378 during the three months ended May 31, 2025 (the "Current Quarter") compared to \$1,075,197 during the three months ended May 31, 2024 (the "Comparative Quarter"), an increase of \$66,860.

Some of the significant changes are as follows:

- Exploration and evaluation: \$212,851 (2024 - \$129,898) – The increase in the exploration and evaluation expenses during the Current Quarter relates to the Company focusing on strategic targets in British Columbia on the JD Property for which funds were raised during the Current Period.
- Share-based payments: \$102,705 (2024 - \$508,000) – The decrease in share-based payments expense during the Current Period relates to the fact that the Company did not grant any stock options in the current Quarter compared to the Comparative Quarter where a significant number of stock options were granted. Furthermore, some of the decrease in the share-based payments expense was offset by the granting of RSUs in the Current Period.
- Recovery of flow-through premium: \$81,562 (2024 - \$9,809) – The increase in the recovery of flow-through premium during the Current Quarter is due to increased flow-through eligible expenditures incurred in the Current Quarter on exploration and evaluation activities.

Other costs incurred for the Company's operations during the Current Quarter remained relatively consistent with those incurred during the Comparative Period.

## **LIQUIDITY AND CAPITAL RESOURCES**

At May 31, 2025 and November 30, 2024, the Company's liquidity and capital resources were as follows:

	<b>May 31, 2025</b>	<b>November 30, 2024</b>
	<b>\$</b>	<b>\$</b>
Cash and receivables	10,415,505	475,085
Accounts payable	(1,282,008)	(131,129)
Working capital	8,454,134	373,710

As of May 31, 2025, the Company had \$10,276,550 (November 30, 2024 - \$285,182) in cash. The Company's plan is to continue to conserve its cash resources while focusing its exploration efforts on the Company's exploration and evaluation assets.

As of May 31, 2025, the Company had accounts payable totaling \$1,282,008 (November 30, 2024 - \$131,129). The significant increase in accounts payable is attributed to the finders fees, regulatory fees, professional fees and corporate advisory fees recorded as share issuance cost as of May 31, 2025. These payables were paid in full subsequent to May 31, 2025.

During the Current Period, the Company raised gross proceeds of \$12,830,395 through the issuance of flow-through and non-flow-through units pursuant to the terms of the private placements completed in December 2024 and May 2025. Furthermore, a total of \$870,246 in cash was spent on exploration and evaluation activities (May 31, 2025 - \$290,750) and \$220,000 was spent on acquisition of mineral properties (May 31, 2024 - \$150,000).

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company has no off balance sheet arrangements.

## **RELATED PARTY TRANSACTIONS**

### **Compensation of key management personnel**

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole.

The remuneration of the directors, the Company's president and the executive chairman for the six months ended May 31, 2025 and 2024 were as follows:

	<b>May 31, 2025</b>	<b>May 31, 2024</b>
	\$	\$
Consulting fees	60,000	80,000
Wages and benefits	89,583	82,500
Share based payments	68,348	462,746
<b>Total</b>	<b>217,931</b>	<b>625,246</b>

### **Transactions with other related parties**

Certain of the Company's officers render services to the Company through entities in which they are a director or partner.

The Company incurred the following fees and expenses during the six months ended May 31, 2025 and 2024 with these related parties as follows:

	<b>May 31, 2025</b>	<b>May 31, 2024</b>
	\$	\$
Accounting fees	40,000	32,250
<b>Total</b>	<b>32,250</b>	<b>32,250</b>

At May 31, 2025, there was \$3,675 (November 30, 2024 - \$10,808) included in accounts payable that was owing to related parties for accounting fees. Amounts owing are non-interest bearing and have no terms of repayment.

## **FINANCIAL INSTRUMENTS RISK EXPOSURE AND MANAGEMENT**

As of May 31, 2025, the carrying values of the reclamation deposit and accounts payable approximate their fair values due to the short-term nature of these instruments. Cash and marketable securities are measured at fair value.

## **RISKS AND UNCERTAINTIES**

The principal business of the Company is the acquisition and exploration of mineral properties.

An investment in securities of the Company involves a high degree of risk and must be considered highly speculative due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. In addition to information set out or incorporated by reference in this MD&A, prospective investors should carefully consider the risk factors set out below. Readers are encouraged to thoroughly review the risks factors detailed in the Company's annual MD&A for fiscal 2014. Any one of such risk factors could materially affect the Company's financial condition and future operating results and could cause actual events to differ materially from those described in forward looking statements relating to the Company. Risks and uncertainties of importance to Sun Summit and its operation include (but are not limited to) those related to:

- exploration and mining
- operating in a foreign jurisdiction
- title to its properties
- the requirement for additional and ongoing funding
- global economic conditions
- its reliance on independent contractors
- the market price of the Company's shares and volatility thereof
- dilution of the Company's share capital
- future sales of shares by existing shareholders
- future profits or losses
- currency fluctuations
- competition
- loss of key employees
- conflicts of interest
- labour and employment matters
- acquisitions and integration
- environmental regulations
- factors beyond the Company's control
- litigation and tax
- operating hazards
- infrastructure
- no history of dividends

## **ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES**

The unaudited condensed interim consolidated financial statements have been prepared on a historical cost basis except for certain financial instruments classified as financial instruments at fair value through profit and loss, which are stated at fair value. In addition, the financial statements have been prepared using the



accrual basis of accounting except for cash flow information. All dollar amounts presented are in Canadian dollars unless otherwise specified.

### **Exploration and evaluation expenditures**

Costs directly related to the acquisition of mineral properties are capitalized. Option payments are considered acquisition costs if the Company has the intention of exercising the underlying option.

Exploration, evaluation and property maintenance costs incurred on sites without an existing mine and on areas outside the boundary of a known mineral deposit which contains proven and probable reserves are expensed as incurred up to the date of establishing that property costs are economically recoverable and that the project is technically feasible.

If no economically viable ore body is discovered, previously capitalized acquisition costs are expensed in the period that the property is determined to be uneconomical or abandoned.

### **Significant accounting estimates and judgments**

The preparation of consolidated financial statements in conformity with IFRS requires management to make estimates, judgments and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

### **Recent accounting pronouncements**

Certain new standards, interpretations, amendments and improvements to existing standards were issued by the IASB or IFRIC. During the six months ended May 31, 2025, the Company was not required to, and has not adopted any new standards, interpretations, amendments and improvements to existing standards which had a material impact on the Company's unaudited condensed interim consolidated financial statements. The Company also does not expect the adoption of any currently announced new standards, interpretations, amendments and improvements to existing standards to have a material impact on the Company's unaudited condensed interim consolidated financial statements.

### **CAPITAL MANAGEMENT**

The objective when managing capital is to safeguard the Company's ability to continue as a going concern, so that it can continue to provide adequate returns to shareholders, benefits to other stakeholders and to have sufficient funds on hand to meet the Company's exploration plans to ensure the on-going growth of the business.

The Company considers the items in the shareholders' equity as capital. The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of its underlying assets. In order to maintain or adjust capital structure, the Company may issue new shares through private placements, sell assets, incur debt, or return capital to shareholders. The Company is not subject to externally imposed capital requirements.

### **DISCLOSURE OF OUTSTANDING SHARE DATA**

Authorized share capital consists of an unlimited number of common shares without par value. As at the date of this MD&A, the Company had 213,879,979 common shares issued and outstanding and options and warrants outstanding to purchase common shares as follows:

<b>Stock options</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
	\$	
50,000	0.93	August 4, 2025
266,666	1.29	January 13, 2026
400,000	0.24	October 11, 2026
466,667	1.71	November 10, 2026
316,667	0.75	July 11, 2027
66,667	0.48	November 3, 2027
50,000	0.48	November 30, 2027
500,000	0.16	January 30, 2028
3,725,000	0.195	April 25, 2029
<b>5,841,667</b>		

<b>Share purchase warrants</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
	\$	
11,990,000	0.13	April 23, 2026
218,050	0.10	April 23, 2026
3,108,115	0.25	July 24, 2026
198,353	0.18	July 24, 2026
84,895	0.21	July 24, 2026
110,453,918	0.11	May 30, 2027
7,639,175	0.145	December 20, 2026
5,349,384	0.13	December 20, 2027
<b>139,041,890</b>		

<b>Restricted share units</b>	<b>Vested</b>	<b>Vesting Date</b>
3,000,000	-	June 2, 2026
2,300,000	-	January 13, 2026
100,000	-	January 31, 2026
100,000	-	January 31, 2027
3,000,000	-	June 2, 2027
<b>8,500,000</b>	-	

## **EFFECTIVENESS OF DISCLOSURE CONTROLS**

The Company has internal controls over financial reporting to provide reasonable assurance as to the reliability of financial reporting and the preparation of financial statements prepared for external purposes are in accordance with IFRS. There is an inability to totally segregate duties due to the small size of the Company, but management believes these weaknesses have been mitigated through management and directors' involvement.

## **FUTURE PLANS AND OUTLOOK**

### **Exploration**

The Company's primary focus will be exploration on the JD Property. Historical exploration across the JD Project has included drilling, soil and rock geochemistry, and geophysics, however the project area is considered largely underexplored.

On June 18, 2025, the Company announced the commencement of its \$6 million 2025 project-wide exploration program at the JD Project, Toodoggone Mining District, north-central British Columbia. Over 5,000 meters of drilling together with geophysical and geochemical surveys are designed to focus on target advancement, target generation and discovery. The 2025 program is more robust than the inaugural 2024 program, with double the budget and drill metres planned. Crews have mobilised to site with camp construction, geological mapping, soil geochemical surveys and IP Geophysics completed. Drill pad construction is underway.

On July 14, 2025, the Company announced that drilling had commenced, advancing the first hole on the northwestern extent of the Creek Zone. Up to 3,000 meters of drilling is planned at the Creek Zone designed to investigate the extent and continuity of near-surface, high-grade and bulk-tonnage gold mineralization.

Up to 2,000 meters of drilling planned at the Finn Zone to be completed following the Creek Zone drilling: Holes are designed to evaluate the extent and continuity of high-grade and bulk-tonnage gold mineralization.

Project-wide exploration activities focused on drill target refinement are ongoing, including:

- Over 20-line km of induced polarization (IP) geophysics has been completed along the JD Porphyry Trend.
- Over 1,500 soil samples have now been collected across the Belle South, Belle East Extension, and Kadah Lake soil grids to assist in more arcuately defining the southern extent of the JD Porphyry Trend.
- Geological mapping and prospecting has been completed on McClair Creek which transects the JD Porphyry Trend. Mapping has also been completed along the Finn to Creek Corridor as well as the Oxide Peak West target.

In 2024, 12 diamond drill holes totalling 2,537 metres were completed at the JD project focused on targeting the extensions of known zones of mineralization at the Creek Zone, as well as testing new exploration targets. In addition to drilling, a comprehensive field exploration program was undertaken, including soil sampling, ground IP geophysics, geological mapping and prospecting, and a LiDAR survey.

The Company is also planning to continue exploration on the Buck Property. Several drill programs have been completed by Sun Summit since the property was optioned:

- 15 diamond drill holes totalling 5,998 metres were completed in 2020;
- 50 diamond drill holes totalling 17,464 metres were completed in 2021;
- 19 diamond drill holes totalling 7,149 metres were completed in 2022;
- 22 diamond drill holes totalling 5,754 metres were completed in 2023.

Multiple underexplored targets are also present on the Buck Property which the Company plans to continue to explore and advance to the drill-ready stage.

The Company is also planning an exploration program at the newly acquired Theory Project, however, the precise nature and extent of the exploration program has not been finalized yet.

Sun Summit's management and Board of Directors strongly believe that the Company's properties provide significant opportunity for increasing shareholder value.

### **Corporate**

Based on planned additional equity financing, the Company expects to have sufficient financial resources to meet its administrative overhead expenses for the next twelve months. The Company bases its decisions regarding where to direct its exploration expenditures on a number of factors including the priority of targets, the type of exploration program required to add meaningful technical understanding, and the level of financial resources available to it and is therefore able to increase or decrease these expenditures as necessary depending on its level of funding. Nonetheless, as the Company has no revenues or sources of income at this time, it will be reliant on future financing to meet its ongoing working capital and exploration expenses.

While Sun Summit has been successful in raising capital in the past, there can be no assurance that additional capital will be available to it in the future. Such financing, if available, it may be very dilutive to the Company's shares and shareholders. As it has in the past, the Company would likely continue to seek additional financing through, but not limited to, the issuance of additional equity.

### **CAUTION REGARDING FORWARD-LOOKING STATEMENTS**

Statements contained in this document that are not historical facts may be forward-looking statements and prospective. These statements appear in a number of different places in this MD&A and can be identified by words such as "estimates", "projects", "expects", "intends", "continues" "plans", "may", "will", "could" or their negatives or other comparable words.

Forward-looking statements include statements regarding the outlook for our future operations, plans and timing for the commencement or advancement of exploration activities on our properties, statements about future market conditions, forecasts of future costs and expenditures, the outcome of any legal proceedings, and other expectations, intention and plans that are not historical fact. Forward-looking statements are based on certain factors and assumptions including expected economic conditions, precious metal prices, results of operations, performance, and business prospects and opportunities.

The Company considers the factors and assumptions on which these forward-looking statements are based to be reasonable at the time they were prepared, but cautions readers that these assumptions may ultimately prove to be incorrect. Forward-looking statements by their nature necessarily involve risks, uncertainties

and other factors including, without limitation, the risk that precious metal prices fluctuations could adversely affect the Company, that the Company's exploration activities may not result in profitable commercial mining operations, that competition in the precious metal industry could adversely affect the Company, that failure to obtain additional financing on a timely basis could cause the Company to reduce its interest in its properties, that compliance with and changes to environmental and other regulatory laws could adversely affect the Company, as well as other unanticipated and unusual events. These and other factors could cause actual results to differ materially from future results expressed or implied by such forward-looking statements. Consequently, all forward-looking statements made in this MD&A are qualified by this cautionary statement and there can be no assurance that actual results or developments anticipated by the Company will be realized.

For the reasons set forth above, investors should not place undue reliance on forward-looking statements. Except as required by applicable securities laws (and the Company's disclosure policy), the Company disclaims any intention or obligation to update or revise any forward looking statements whether as a result of new information, future events or otherwise.

#### **NATIONAL INSTRUMENT 43-101 DISCLOSURE**

The technical information contained in this document has been verified, and the disclosure of such technical information has been approved, by Sun Summit's Vice-President of Exploration, Ken MacDonald, P. Geo., a "Qualified Person" as defined in National Instrument 43-101 *Standards of Disclosure for Mineral Projects* of the Canadian Securities Administrators.

All technical information for the Company's exploration programs is obtained and reported under a formal quality assurance and quality control (QA/QC) program. Sun Summit's sample collection, integrity, and quality control and assurance procedures are in line with industry best practices.

#### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning Sun Summit's operating expenses and exploration costs is provided in the Company's unaudited condensed interim consolidated statements of net and comprehensive loss and in Note 5 of the consolidated financial statements For the six months ended May 31, 2025 available on Sun Summit's website at [www.sunsummit.com](http://www.sunsummit.com) or on its SEDAR company page accessed through [www.sedar.com](http://www.sedar.com).

#### **APPROVAL**

The Audit Committee of the Company has approved the disclosure contained in this MD&A.