



MANAGEMENT'S DISCUSSION & ANALYSIS

FOR THE YEAR ENDED DECEMBER 31, 2024

(EXPRESSED IN US DOLLARS)

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Scorpio Gold Corporation

MANAGEMENT DISCUSSION AND ANALYSIS

For the Year Ended December 31, 2024

INTRODUCTION

This Management's Discussion and Analysis (the "MD&A") has been prepared to provide material updates and analysis of the business operations, financial condition, financial performance, cash flows, liquidity, and capital resources of Scorpio Gold Corporation and its subsidiaries ("Scorpio Gold" or the "Company") for the year December 31, 2024, is prepared as at April 30, 2025. This MD&A should be read in conjunction with the audited consolidated financial statements for the year ended December 31, 2024, and the supporting notes. Those audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All financial amounts are stated in US dollars unless stated otherwise. Additional information relating to the Company is filed on SEDAR+ at www.sedarplus.ca.

FORWARD-LOOKING INFORMATION

This MD&A may include or incorporate by reference certain statements or disclosures that constitute "forward-looking information" under applicable securities laws. All information, other than statements of historical fact, included or incorporated by reference in this MD&A that addresses activities, events or developments that Scorpio Gold or its management expects or anticipates will or may occur in the future constitute forward-looking information. Forward-looking information is provided through statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential" and similar expressions, or that events or conditions "will", "would", "may", "could" or "should" occur or continue. These forward-looking statements are based on certain assumptions and analyses made by Scorpio Gold and its management in light of its experience and its perception of historical trends, current conditions and expected future developments, as well as other factors it believes are appropriate in the circumstances.

Although Scorpio Gold believes such forward-looking information and the expectations expressed in them are based on reasonable assumptions, investors are cautioned that any such information and statements are not guarantees of future realities and actual realities or developments may differ materially from those projected in forward-looking information and statements. Whether actual results will conform to the expectations of Scorpio Gold, the Company is subject to a number of risks and uncertainties, including those risk factors discussed under "Risk Management" in the above documents incorporated herein by reference. In particular, if any of the risk factors materialize, the expectations and the predictions based on them may need to be re-evaluated. Consequently, all of the forward-looking information in this MD&A and the documents incorporated herein by reference is expressly qualified by these cautionary statements and other cautionary statements or factors contained herein or in documents incorporated by reference herein, and there can be no assurance that the actual results or developments anticipated by Scorpio Gold will be realized or, even if substantially realized, that they will have the expected consequences for Scorpio Gold.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. Unless otherwise required by law, Scorpio Gold expressly disclaims any intention and assumes no obligation to update or revise any forward-looking statements in the event that management's beliefs, estimates or opinions, or other factors, should change, whether as a result of new information, future events or otherwise, and Scorpio Gold does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws. Accordingly, readers should not place undue reliance on forward-looking statements or forward-looking information.

OVERVIEW

Scorpio Gold was incorporated under the Business Corporations Act (British Columbia). The Company is a reporting issuer in the provinces of British Columbia and Alberta. Scorpio Gold is listed on the TSX Venture Exchange (the "TSX-V") under the trading symbol SGN. The Company and its subsidiaries conduct mining exploitation, exploration and development activities in the United States of America ("USA").

CORPORATE HIGHLIGHTS

- **Private Placement**

On January 22, 2024, and February 23, 2024, the Company completed two tranches of a private placement for a total of 36,800,000 units at a price of C\$0.15 for gross proceeds of \$4,089,873 (C\$5,520,000). Each unit consisted of one common share and one share purchase warrants. Each share purchase warrants entitles its holder to purchase one additional common share at an exercise price of C\$0.20 for a period of two years following the closing of the private placement.

On October 3, 2024, the Company completed a private placement for a total of 20,858,666 shares at a price of C\$0.12 for gross proceeds of \$1,849,178 (C\$2,503,040).

In April 2025, the Company completed a non-brokered private placement for a total of 88,375,000 shares at a price of C\$0.08 for gross proceeds of C\$7,070,000. The Company issued 3,389,850 finders' warrants, with each warrant exercisable into one common share of the Company at C\$0.08 per share for a period of one year.

- **Acquisition of Altus Gold Corp.**

On February 23, 2024, the Company completed the acquisition of all the issued and outstanding shares of Altus Gold Corp. ("Altus") by way of a three-cornered amalgamation (the "Transaction") in which the Company's wholly-owned subsidiary, 1455812 B.C. Ltd. ("Subco") amalgamated with Altus to form the entity Scorpio Gold BC Holding Corp. ("Amalco"), a wholly-owned subsidiary of the Company, and the Company issued to the former shareholders of Altus an aggregate of 22,839,611 common shares of the Company in exchange for their common shares of Altus. In addition, 10,523,605 warrants with an exercise price ranging from CA\$0.10 to \$0.25 issued by Altus (the "Altus Warrants") prior to the Transaction were exchanged for the Company's warrants on a 1:1 basis.

As a result of the Transaction, Amalco now holds an option to acquire a 90% interest in the mineral exploration project in Esmeralda County, Nevada referred to as the Northstar property, adjacent to the Company's Mineral Ridge Project.

The bridge loan advanced by Altus to the Company was forgiven by Altus Gold in connection with the Transaction, with no obligation or liability for the Company to convert the bridge loan into common shares of the Company (Note 8). In connection with closing of the Transaction, the Company issued an aggregate of 36,800,000 units in a private placement for aggregate gross proceeds of C\$5,520,000.

The Transaction has been accounted for by the Company as a purchase of assets and assumption of liabilities. The Transaction did not qualify as a business combination under IFRS 3 - Business Combinations, as the significant inputs, processes and outputs, that together constitute a business, did not exist in Altus Gold at the time of the Transaction.

- **Shares for debt settlement**

On September 11, 2024, 18,950,411 common shares were issued to extinguish the convertible notes owed by the Company. The shares were valued at \$0.12 per share which is the market price as of the issuance date. The total value of the shares is \$1,601,989.

On April 2, 2025, the Company issued 2,149,174 shares to a creditor at a deemed price of C\$0.09 per share to settle debts of \$134,118.

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For the Year Ended December 31, 2024

EXPLORATION

Goldwedge property and mill (Nevada, USA)

The Company holds a 100% interest in the consolidated Manhattan District in Nevada comprising the advanced exploration-stage Goldwedge property in Manhattan, Nevada with a fully permitted underground mine and a 400 ton per day mill facility.

Manhattan property (Nevada, USA)

The Company holds a 100% interest in the Manhattan Property, situated adjacent and proximal to the Goldwedge property.

On April 16, 2024, the Company provided an update on the Manhattan property. The Company's core focus will be on conducting a renewed exploration program in 2024 (the "2024 Program") to continue building on the success of the 2022 program and ultimately work towards an NI 43-101 compliant mineral resource estimate. The 2024 Program is anticipated to commence in early May 2024. The Company intends to conduct a targeted diamond-drill campaign, alongside detailed mapping, sampling and a target generation field program.

Capitalized exploration expenditure

During the year ended December 31, 2024, the Company capitalized the following exploration expenditures on Manhattan property:

	<i>Goldwedge Manhattan Property</i>
Exploration expenditure	
Assay	\$ 152,517
Contractors and labour	656,585
Equipment	31,212
Fuel	41,218
Supplies	245,441
Consulting	235,255
Others	9,655
Total	\$ 1,371,883

Mineral Ridge property (Nevada, US)

The Company holds 100% interest in the Mineral Ridge gold project located in Esmeralda Country, Nevada.

On April 16, 2024, the Company reported that it is currently conducting an internal review of the 2018 Mineral Ridge updated feasibility study, exploring optionality with regard to updating the study based upon current gold prices and economic conditions. With the acquisition of Altus Gold, the consolidated opportunity with the Northstar target presents a renewed potential to significantly increase the resource at Mineral Ridge, all while leveraging the mine's established infrastructure and permitting, including water rights.

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Northstar property (Nevada, US)

The Company acquired the Northstar property in connection with the acquisition of Altus Gold Corp. (see “Corporate Highlights”).

Altus entered into a property option agreement (the “Northstar Agreement”) with Guardian Angel LLC and Silver Spartan LLC (collectively the “Northstar Optionors”), and Altus Capital Partners Inc. (the “Altus Capital”) granted an exclusive option to acquire a 90% undivided interest in unpatented lode mining claims located in Esmeralda County (the “Esmeralda Property”) and right of first offer to acquire the claims located in Esmeralda County, Nevada (the “ROFR Claims”).

Pursuant to the Northstar Agreement, the Company is required to make:

- A total cash payment of \$60,000, which was paid by Altus prior to the Transaction;
- Cash payments in amounts equal to the gold price for 599.5 oz of gold;
- Issue 12,000,000 common shares of Altus Gold or the Company of which 3,000,000 common shares were issued by Altus prior to the Transaction and 4,000,000 common shares were issued by the Company on April 10, 2024 (Note 14); and
- Incur \$1,900,000 in exploration expenditures on the project.

The agreement is subject to a 2% net smelter royalty to the Northstar Optionors.

The Company is default on cash payment under the option agreement. As a result, the option agreement was terminated, and the Company wrote off the Northstar property as of December 31, 2024.

QUALIFIED PERSON

The technical information contained within this MD&A has been reviewed and approved by Thomas Poitras, P.Geo., a Qualified Person as defined by National Instrument 43-101 (NI 43-101).

SELECTED INFORMATION

	For the year ended		
	December 31, 2024	December 31, 2023	December 31, 2022
	\$	\$	\$
Operating expenses	15,251,517	2,273,057	2,210,496
Net loss for the year	(15,251,517)	(2,273,057)	(2,210,496)
Comprehensive loss for the year	(15,732,983)	(2,273,057)	(2,210,496)
Basic and diluted loss per share:			
- net loss	(0.17)	(0.10)	(0.11)

As at	December 31, 2024	December 31, 2023	December 31, 2022
	\$	\$	\$
Working capital (deficiency)	(2,300,931)	(5,657,088)	(3,021,728)
Total assets	17,128,077	14,689,068	14,448,328
Total liabilities	16,778,990	11,918,730	9,622,446
Share capital	72,069,324	61,242,411	61,028,900
Deficit	(80,963,910)	(65,712,393)	(63,439,336)

*During the year ended December 31, 2024, the Company recorded an impairment of exploration and evaluation assets of \$11,801,178.

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For the Year Ended December 31, 2024

RESULTS OF OPERATIONS

Year Ended December 31, 2024, and 2023

The Company reported a net loss of \$15,251,517 for the year ended December 31, 2024, compared with a loss of 2,273,057 for the comparative year ended December 31, 2023. The following significant items caused the net loss difference between the years ended December 31, 2024, and 2023:

- Impairment of exploration and evaluation of \$11,801,178 (2023 – recovery of \$295,981) which consists of write-off of Northstar property of \$3,730,034 due to default on option payment and \$8,071,144 of Mineral Ridge Property that arose from the remeasurement of asset retirement obligation.
- Share based compensation of \$514,309 (2023 - \$Nil) on 8,300,000 stock options and 900,000 restricted share units granted to directors, officers, consultants and employees during the year ended December 31, 2024.
- Gain on settlement of debts of \$1,395,297 (2023 - \$Nil) was mainly due to the difference of share price on the agreement date and the issuance date.
- Impairment of property, plant and equipment of \$222,871 (2023 - \$Nil) was due to revaluation of property, plant and equipment.

General and administrative expenses of \$1,710,259 (2023 - \$372,445) increased significantly due to the increased activities after the acquisition of Altus in February 2024:

- Salaries and benefits of \$117,356 (2023 - \$Nil) are related to two employees hired in June 2024.
- Consultants of \$601,038 (2023- \$172,171) are related to consulting fees paid to both new and old management during the transition period, and additional technical consultants engaged to help on geological technical matters.
- Insurance, travel and office related of \$217,135 (2023 - \$31,330) was mainly due to frequent trips of new management from Vancouver to Nevada to visit mineral properties for operations.
- Investor relations of \$375,371 (2023 - \$4,001) is due to increased equity financing activities.
- Professional fee of \$257,331 (2023 - \$137,262) is mainly related to the acquisition of Altus and the transition afterwards.
- Transfer agent and filing fees of \$142,028 (2023 - \$27,681) increased mainly due to the acquisition of Altus, various equity financing, and debt settlement transactions.

The Company suspended mining operations of its Mineral Ridge mine in November 2017 as the Company had mined all of its economical mineral reserves based on gold pricing and heap leach recovery parameters. Since then, the Company has generated limited revenues from Mineral Ridge from residual but diminishing gold recoveries from the leach pads. In December 2021, the Company determined that operating the heap leach pads were no longer economic and so ceased operations at Mineral Ridge.

During the year ended December 31, 2024, the Mineral Ridge property was in care and maintenance. The annual care and maintenance costs is \$2,106,715 for the year ended December 31, 2024, consistent with \$1,831,738 for the comparative year ended December 31, 2023.

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For the Year Ended December 31, 2024

Finance costs totaled \$644,362 for the year ended December 31, 2024, compared to \$755,019 for the year ended December 31, 2023, and primarily consists of \$387,714 (2023 - \$492,867) in interest on the convertible debentures.

Three Months Ended December 31, 2024, and 2023

The Company reported a net loss of \$13,581,907 for the three months ended December 31, 2024, compared with \$352,247 for the three months ended December 31, 2023. The following significant items caused the net loss difference between the years ended December 31, 2024, and 2023:

- Impairment of exploration and evaluation of \$11,801,178 (2023 - \$Nil) which consists of write-off of Northstar property of \$3,730,034 due to default on option payment and \$8,071,144 of Mineral Ridge Property that arose from the remeasurement of asset retirement obligation.
- Share based compensation of \$514,309 (2023 - \$Nil) on 8,300,000 stock options and 900,000 restricted share units granted to directors, officers, consultants and employees during the year ended December 31, 2024.
- Impairment of property, plant and equipment of \$222,871 (2023 - \$Nil) was due to revaluation of property, plant and equipment.

During the three months ended December 31, 2024, the Mineral Ridge projects were in care and maintenance. Expenditures on Mineral Ridge totalled \$530,922 (2023 - \$319,212).

General and administrative expenses totaled \$356,338 for the three months ended December 31, 2024, compared to \$131,141 for the three months ended December 31, 2023. The increase is due to increased equity activities such as financing, grant of options and restricted share units.

Finance costs totaled \$34,432 for the three months ended December 31, 2024, reduced from \$202,186 for the three months ended December 31, 2023, due to the settlement of debentures.

SUMMARY OF QUARTERLY INFORMATION

The quarterly results for the last eight quarters are summarized below:

	Three months ended			
	December 31, 2024***	September 30, 2024**	June 30, 2024*	March 31, 2024*
	\$	\$	\$	\$
Revenue	-	-	-	-
Net income (loss)	(13,581,907)	89,387	1,559,881	(3,318,877)
Comprehensive income (loss)	(13,581,907)	89,387	1,559,881	(3,318,877)
Basic and diluted income (loss) per share	(0.10)	0.00	0.02	(0.06)

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For the Year Ended December 31, 2024

	Three months ended			
	December 31,	September 30,	June 30,	March 31,
	2023	2023	2023	2023
	\$	\$	\$	\$
Revenue	-	-	-	-
Net income (loss)	(352,247)	(581,761)	(670,293)	(668,756)
Comprehensive income (loss)	(352,247)	(581,761)	(670,293)	(668,756)
Basic and diluted income (loss) per share	(0.09)	(0.00)	(0.00)	(0.01)

*The fluctuation is mainly caused by the gain or loss on remeasurement of warrant liability. The Company recorded a gain on remeasurement of warrant liability of \$2,868,428 during the three months ended June 30, 2024, and a loss of \$2,420,026 during the three months ended March 31, 2024.

** During the three months ended September 30, 2024, the Company recorded a gain on settlement of convertible notes of \$1,542,516.

*** During the three months ended December 31, 2024, the Company recorded impairment of exploration and evaluation assets of \$11,801,178.

LIQUIDITY AND CAPITAL RESOURCES

As of December 31, 2024, the Company had a working capital deficiency of \$2,300,931 (2023 – deficiency of \$5,657,088) including bank overdraft of \$5,042 (2023 – cash and cash equivalents \$294,846).

- **Operating activities**

Cash used in operating activities comprises primarily of cash spent on administrative overhead costs to support care and maintenance activities. During the year ended December 31, 2024, the Company used \$4,355,971 (2023 - \$1,440,905) of cash in operating activities. The increase was mainly due to an increased activities after the acquisition of Altus in February 2024.

- **Investing activities**

During the year ended December 31, 2024, the Company incurred \$1,090,518 (2023 - \$72,480) of exploration expenditures and paid additional reclamation bond of \$1,212,959 (2023 - \$Nil). During the comparative year ended December 31, 2023, the Company had the following investing activities received \$203,000 proceeds from disposal of property, plant and equipment.

- **Financing activities**

During the year ended December 31, 2024, the Company received net proceeds of \$5,853,973 (2023 - \$350,972) from private placements, \$53,758 (2023 - \$Nil) from warrant exercises, and loan proceeds of \$992,790 (2023 - \$922,360). During the year ended December 31, 2024, the Company repaid loan of \$519,101 (2023 - \$Nil).

While the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms acceptable to the Company. These material uncertainties may cast significant doubt upon the Company's ability to continue as a going concern.

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In April 2025, the Company completed a non-brokered private placement for a total of 88,375,000 shares at a price of C\$0.08 for gross proceeds of C\$7,070,000, and repaid loan of C\$750,000.

OUTSTANDING SHARE DATA

Authorized Capital

Unlimited number of common shares without par value.

Share consolidation

On November 24, 2023, the Company implemented the share consolidation of one post-consolidation common share for nine pre-consolidation common shares.

Issued and outstanding common shares as at the date of this MD&A

221,357,418 common shares

Outstanding restricted share units as at the date of this MD&A

900,000 restricted share units fully vested on October 30, 2025.

Outstanding stock options as at the date of this MD&A

Expiry date	Exercise price (CA\$)	Options outstanding
September 14, 2025	1.49	184,999
November 10, 2027	0.41	693,883
July 16, 2029	0.15	2,650,000
July 16, 2030	0.15	1,000,000
October 28, 2028	0.135	4,300,000
October 28, 2028	0.15	350,000
Total		9,178,892

Outstanding warrants as at the date of this MD&A

Expiry date	Exercise price (C\$)	Warrants outstanding
December 13, 2025	0.20	3,240,000
January 22, 2026	0.20	6,437,766
February 23, 2026	0.20	30,975,460
October 3, 2025	0.12	64,750
November 30, 2025	0.10	1,200,000
March 1, 2026	0.10	2,305,000
May 15, 2026	0.25	250,000
May 29, 2026	0.25	612,500
May 30, 2025	0.25	195,000
June 8, 2025	0.25	333,500
June 9, 2025	0.25	859,999
June 14, 2025	0.25	50,000
June 27, 2025	0.25	332,500

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June 30, 2025	0.25	452,500
August 4, 2025	0.25	73,806
October 30, 2026	0.25	300,000
December 13, 2026	0.25	2,775,000
May 29, 2025	0.25	31,200
June 9, 2025	0.25	61,600
June 14, 2025	0.25	8,000
June 27, 2025	0.25	18,000
June 30, 2025	0.25	32,000
August 4, 2025	0.25	8,000
October 30, 2026	0.25	10,000
April 1, 2026	0.08	1,280,350
April 22, 2026	0.08	2,109,500
Total		54,016,431

TRANSACTIONS WITH RELATED PARTIES

Compensation of key management personnel and directors

Key management includes members of the Board of Directors, the Chief Executive Officer, the Chief Financial Officer, and the Corporate Secretary.

During the year ended December 31, 2024, compensation incurred to the key management are as follows:

- Chief Executive Officer - \$72,971 (December 31, 2023 - \$Nil)
- Former Chief Financial Officer – \$50,623 (December 31, 2023 - \$Nil)
- Former Chief Financial Officer – \$48,759 (December 31, 2023– \$102,493); and
- General Manager, the spouse of the former CEO – \$Nil (December 31, 2023 – \$125,008)
- Travel allowance to company controlled by a director - \$21,891 (December 31, 2023 - \$Nil)
- Director fees - \$Nil (December 31, 2023 - \$11,701)
- 2,300,000 (December 31, 2023 – Nil) stock options and 250,000 (December 31, 2023 – Nil) restricted share units granted to directors and officers were valued at \$224,774 (December 31, 2023 - \$Nil) at the grant date, of which \$105,353 was recorded in the statement of loss and comprehensive loss during the year ended December 31, 2024 (December 31, 2023 - \$Nil).

Amounts due to related parties

Included in trade and other payables as of December 31, 2024, is \$12,037 (December 31, 2023 – \$130,450) due to key management for director fees and the reimbursement of expenditures.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

CRITICAL ACCOUNTING ESTIMATES

The preparation of the consolidated financial statements requires management to make estimates, assumptions and judgments that affect the reported amount of assets and liabilities, and the reported amount of expenses during the period. Actual results may differ from these estimates. Estimates, assumptions, and judgments are reviewed on an ongoing basis. Revisions to accounting estimates are recognized on a prospective basis beginning from the period in

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For the Year Ended December 31, 2024

which they are revised. Critical accounting estimates are used in the accounting for share-based payments and significant judgments are used when determining if there are any indicators of impairment on the coal properties.

SUBSEQUENT EVENTS

Private placement

In April 2025, the Company completed a non-brokered private placement for a total of 88,375,000 shares at a price of C\$0.08 for gross proceeds of C\$7,070,000. The Company issued 3,389,850 finders' warrants, with each warrant exercisable into one common share of the Company at C\$0.08 per share for a period of one year.

Shares for debt settlement

On April 2, 2025, the Company issued 2,149,174 shares to a creditor at a deemed price of C\$0.09 per share to settle debts of \$134,118. The Company also repaid US\$148,110 on April 1, 2025.

Debt payments

On April 9, 2025, the Company repaid a short-term loan balance of C\$750,000.

FINANCIAL INSTRUMENTS

In the normal course of business, the Company is inherently exposed to certain financial risks, including market risk, credit risk and liquidity risk, through the use of financial instruments. The timeframe and manner in which the Company manages these risks varies based upon management's assessment of the risk and available alternatives for mitigating risk. The Company does not acquire or issue derivative financial instruments for trading or speculative purposes. All transactions undertaken are to support the Company's operations. These financial risks and the Company's exposure to these risks are provided in various tables in note 19 of our audited consolidated financial statements for the year ended December 31, 2024. For a discussion on the significant assumptions made in determining the fair value of financial instruments, refer also to note 2 of the financial statements for the year ended December 31, 2024.

DISCLOSURE CONTROLS AND PROCEDURES AND INTERNAL CONTROLS OVER FINANCING REPORTING

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109") the Chief Executive Officer and Chief Financial Officer have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the consolidated financial statements for the year ended December 31, 2024, and this accompanying MD&A (together the "Annual Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company on SEDAR+ at www.sedarplus.ca.

OTHER INFORMATION

Additional information relating to the Company is available for viewing on SEDAR+ at www.sedarplus.ca and at the Company's web site at www.scorpiogold.com.