



TRU Precious Metals Corp.

INTERIM MANAGEMENT DISCUSSION AND ANALYSIS- Quarterly Highlights

For the Three Months Ended March 31, 2024

This Management's Discussion and Analysis ("MD&A") provides a discussion and analysis of the financial condition and results of operations of TRU Precious Metals Corp. (the "Company" or "TRU") as at and for the three months ended March 31, 2024 and 2023. The MD&A should be read in conjunction with the Unaudited Condensed Interim Financial Statements for the three months ended March 31, 2024 and the Company's Audited Financial Statements and Notes as at and for the year ended December 31, 2023.

This MD&A reports our activities through May 2, 2024, unless otherwise indicated.

All amounts included in the MD&A are in Canadian dollars, unless otherwise specified. Additional information about the Company including the Company's public filings can be reviewed under the Company's profile on the SEDAR+ website (www.sedarplus.ca).

All scientific and technical information disclosed in this MD&A has previously been reviewed and approved by Paul Ténrière, M.Sc., P.Geo., former Vice President of Exploration for TRU, and a Qualified Person as defined in NI 43-101.

This MD&A has been reviewed and approved by management of the Company, and the Audit Committee and the Board of Directors on May 2, 2024.

For the purposes of preparing this MD&A, management considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Cautionary Statement Regarding Forward-Looking Information

This MD&A contains forward-looking statements intended to provide readers with a reasonable basis for assessing the Company's performance. Forward-looking statements can be identified by such words as "plans", "expects", "budgets", "estimates", "intends", "anticipates", "believes", "continues", "may", "could", "would", "should", "might" or "will", or equivalents or variations thereof. Forward-looking statements include those with respect to the Company's future strategy, plans, transactions, objectives and adequacy of working capital, including without limitation statements relating to acquiring, exploring, and monetizing mineral exploration properties.

Cautionary Statement Regarding Forward-Looking Information (continued)

Forward-looking statements rely on underlying assumptions, including management's expectations as to transaction opportunities, exploration potential, and precious metals and copper prices that, if not realized, can result in such forward-looking statements not being achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that could cause the actual results of the Company to differ materially from those expressed or implied by such forward-looking statements. Such risks and uncertainties include, those described under "Risks and Uncertainties" below and among others, the exploration or monetization potential of the Company's mineral properties, transaction execution risk, volatility in financial markets and economic conditions, volatility in precious metals and copper prices, and unanticipated increases in expenses. Although the Company has attempted to identify important factors that could cause actions, events or results not to be as predicted, there can be no assurance that forward-looking statements will prove to be accurate. Other than as required by applicable Canadian securities laws, the Company does not undertake to update any such forward-looking statements to reflect events or circumstances after the date hereof. Accordingly, readers should not place undue reliance on any forward-looking statements herein.

Description of Business

TRU Precious Metals Corp. is a transaction-oriented Canadian natural resources company listed on the TSX Venture Exchange (the "TSXV") under the symbol "TRU". The Company's common shares are also listed on the OTC Pink Open Market ("OTC") under the symbol "TRUIF", and on the Frankfurt Stock Exchange under the symbol "706". The Company exists under the laws of the Province of Ontario. The Company's head office is located at 70 Trius Drive, Fredericton, New Brunswick, Canada, E3B 5E3. The Company has no subsidiaries. The Company has assembled a portfolio of gold exploration properties (mineral claims) in the Central Newfoundland Gold Belt in the Province of Newfoundland and Labrador, Canada, with its flagship project being the gold-copper Golden Rose Project ("Golden Rose").

Corporate Highlights

There are no corporate highlights for the three months ended March 31, 2024.

Outlook

A spring and summer exploration program is currently being planned for Golden Rose. The program will assess the critical minerals potential of the property.

While the Company has already established several high-quality, high-grade, drill-ready gold targets on Golden Rose, and as gold prices break record highs, it will continue to evaluate when market conditions will be more conducive to fully recognizing promising gold exploration and drilling results prior to commencing a drill program.

The Company is continuing an ongoing cost-reduction program to minimize expenses, in order to maximize cash preservation amidst very challenging financial market conditions that are expected to persist in the near future. The Company also continuously evaluates and in some cases creates cash-generation opportunities, including a treasury management program to invest excess cash balances in short-term, risk-free, interest-bearing instruments, and the contracting-out of its exploration personnel for third-party programs. TRU's multi-million-dollar treasury and highly-prospective Golden Rose Project make the Company well-positioned for further cost-effective, value-enhancing exploration while also being able to capitalize on any transaction opportunities that may arise in current market conditions.

Overall Performance

At March 31, 2024, the Company reported a cash and equivalents position of \$2,338,888 (December 31, 2023 - \$2,649,188), total current assets of \$2,528,837 (December 31, 2023 - \$2,896,716) and current liabilities of \$113,155 (December 31, 2023 - \$218,331).

Working capital is \$2,415,682 at March 31, 2024 (December 31, 2023 - \$2,678,385).

During the three months ended March 31, 2024, the Company reported a net loss of \$201,024 (\$0.00 basic and diluted loss per share) compared to net loss of \$366,108 (\$0.00 basic and diluted loss per share) for the same period in the prior year.

Cash used in operating activities during the three months ended March 31, 2024 was \$250,412 (2023 - \$297,221). The Company decreased the use of cash as a result of reduced spending in a majority of its expense categories following a concerted and ongoing cost-reduction program.

During the three months ended March 31, 2024, cash used in financing activities was \$59,888 (2023 - \$6,637). The increase in cash used in 2024 predominantly relates to the Company's share repurchases under the NCIB initiated in December 2023.

During the three months ended March 31, 2024, cash provided by investing activities was \$Nil (2023 - \$3,265). The cash in 2023 relates to proceeds from the sale of investments net of purchases.

Results of Operations

The Company's results of operations reflect the costs incurred for mineral property acquisitions and exploration expenses, as well as overhead costs incurred by the Company to provide an administrative infrastructure to manage the acquisition, exploration and financing activities of the Company. General and administrative costs can be expected to increase or decrease in relation to the changes in property acquisition and exploration activities. As at March 31, 2024, the Company had not recorded any significant revenues, although it did generate geological exploration services revenue by contracting-out its exploration personnel for a third-party exploration program.

Three Months Ended March 31, 2024

During the three months ended March 31, 2024, the Company reported a net loss of \$201,024 compared to net loss of \$366,108 for the same period in the prior year. Explanations of the significant variances are provided below:

- Stock-based compensation decreased by \$55,234 over the prior year as the Q1-2023 expense included charges for more options granted and vesting from previous option grants. In addition, some formerly granted options were forfeited in Q1-2024 resulting in the Black-Scholes value of unvested options previously charged to operations being reversed.
- Corporate communications and investor relations costs decreased by \$57,282 predominantly due to a reduction in the number of marketing and investor relations consultants and service providers utilized by the Company, and a shift to lower cost providers.
- Exploration and evaluation expenses decreased by \$39,412 over the prior year as a result of a reduction in the size of the exploration program for 2024 relative to 2023.
- Net interest income for the three months ended March 31, 2024 was \$21,723 higher than in 2023 due to higher cash balances being invested in short-term interest bearing instruments.
- The flow-through premium recovery of \$11,284 in Q1-2023 recognizes a portion of the premium from the December 2022 flow-through financing based on incurred qualifying exploration and evaluation expenditures. There was no flow-through financing in 2023 and accordingly, no premium in Q1-2024.

Selected Quarterly Information

The following table sets out selected quarterly information for the last eight quarters.

Three Months Ended	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Net interest income	29,514	36,102	10,947	4,006
Geological Services income	4,107	80,966	-	-
Net Income (Loss)	(201,024)	(491,901)	(674,435)	(610,731)
Basic and diluted Net (Loss) per common share	(0.00)	(0.00)	(0.01)	(0.01)
Three Months Ended	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
	\$	\$	\$	\$
Net interest income (expense)	7,791	6,222	7,895	3,129
Geological Services income	-	-	-	-
Net Income (Loss)	(366,108)	(464,185)	(1,432,237)	(1,367,724)
Basic and diluted Net (Loss) per common share	(0.00)	(0.01)	(0.02)	(0.02)

Liquidity and Capital Resources

The Company's main anticipated expenditures are those required to maintain its mineral exploration properties in good standing and/or those expended to conduct further exploration, and those relating to corporate overhead.

Cash and cash equivalent balances as at March 31, 2024 and December 31, 2023 were as follows:

	March 31, 2024	December 31, 2023
	\$	\$
Cash and cash equivalents	2,338,888	2,649,188

The Company monitors its working capital calculated as follows:

	March 31, 2024,	December 31, 2023
	\$	\$
Current assets	2,528,837	2,896,716
Current liabilities	(113,155)	(218,331)
Net working capital	2,415,682	2,678,385

Liquidity and Capital Resources (continued)

Although the Company does not generate material amounts of revenue or cash, the Company's working capital is primarily comprised of cash, short term receivables and investments, and is expected to be adequate to sustain limited mineral exploration and corporate overhead well beyond the next 12 months. If the Company should require additional working capital, the most likely source will be equity financings, which are not assured and will depend on, among other things, financial market conditions, precious metals prices, and the Company's exploration results.

Summary of Share Capital

As at the date of this MD&A, TRU has the following securities outstanding: 162,841,322 common shares; 9,700,000 stock options; and 72,955,824 share purchase warrants.

Related Party Transactions

In the course of regular business activities, the Company has transactions with related parties. Such transactions were measured at the exchange amount, which is the amount established and agreed to by the related parties, and are as follows:

Compensation of directors and key management personnel:

	Three months ended	
	March 31, 2024	March 31, 2023
Management fees and salaries	\$ 94,500	\$ 89,500
Exploration and evaluation expenses	13,149	21,000
Directors' fees and expenses	4,500	9,000
Administrative costs	6,750	6,750
Share-based compensation	542	11,048
	\$ 119,441	\$ 137,298

The remuneration of directors and key executives are determined by the Board of Directors having regard to their respective performance, compensation levels at comparable companies, and market trends.

Effective May 1, 2022, the Company entered into a corporate services agreement for corporate secretarial services and rent with a company controlled by a director and officer of the Company. The corporate secretarial charges are included in management fees while rent is included in administrative costs.

Effective November 1, 2023, the Company entered into a technical services agreement with Ormonde Mining plc whereby Ormonde would provide technical consulting, primarily including the services of a Project Evaluation Advisor, to TRU on a cost basis. Ormonde is a related party by virtue of its board representation.

At March 31, 2024, \$12,004 (2023: \$26,000) due to related parties is included in accounts payables and accrued liabilities. These amounts are unsecured, non-interest bearing and due on demand.

Operating Activities - Exploration Properties

Golden Rose Project

In 2021, 2022 and 2023, the Company staked, optioned and/or purchased numerous packages of claims comprising the Golden Rose Project, which is the Company's flagship property. Details regarding the transactions are provided in Note 12 of the December 31, 2023 year-end financial statements.

The Company further consolidated its extensive land package at Golden Rose by purchasing 2 mineral licenses comprising 14 mineral claims from two arm's length vendors in January 2023 and staking an additional 3 claims in March 2023. In September 30, 2023, the Company staked an additional 96 claims contiguous with Golden Rose.

Wood Lake - Target Highlights:

Towards the end of 2021, the Company completed a 4,102.7 metre ("m") diamond drilling campaign consisting of 22 HQ diamond drill holes primarily covering the Wood Lake Gold Zone prospect ("Wood Lake"). Some of the best assay results from Wood Lake include:

- 9.9 m grading 2.13 g/t gold ("Au") within a broader interval of 18.9 m grading 1.26 g/t Au in drill hole WL-21-03; and
- 7 m grading 1.71 g/t Au, including 2.39 g/t over 4 m in drill hole WL-21-06 in drill hole WL-21-06.

Jacob's Pond - Target Highlights:

In the third quarter of 2022, the Company completed a 2,147 m drill program at the Jacob's Pond main and Jacob's Twin areas of Golden Rose, consisting of 13 holes. Drilling discovered a new primarily copper bearing quartz-carbonate vein system. Two of the drill holes at Jacob's Twin intersected multiple copper-silver-gold zones in altered conglomerate, with each hole also intersecting high-grade copper ("Cu") and silver ("Ag"). The discovery remains open for expansion in multiple directions.

Notable assay results include:

- 1.03% Cu, 0.71 g/t Au, and 24.95 g/t Ag over a 3 m interval; and
- 1.10% Cu, 0.87 g/t Au, and 46.60 g/t Ag over a 2.8 m interval including 1.14 m at 2.19% Cu, 1.39 g/t Au and 108.3 g/t Ag.

Mark's Pond - Target Highlights:

At Mark's Pond, a total of 159 channel samples were collected in a late 2022 exploration program within the Company's excavated 275 m long trench, including 85 samples within a 23 m long easterly extension at the southern end of the trench along strike of a visible gold-bearing volcanoclastic and graphitic shear zone. This newly discovered high-grade gold zone has been named the "Northcott Gold Zone".

The highlights from the 2022 trenching and channel sampling are as follows:

- The Northcott Gold Zone is a 2 to 3 m wide northeast trending shear zone containing abundant visible gold within quartz-carbonate veins and the surrounding wall rock.
- Significant channel sample gold results from the Northcott Gold Zone included:
 - 57.6 g/t Au over 2.5 m including 141 g/t Au over 1.0 m
 - 34.0 g/t Au over 2.0 m including 65.4 g/t Au over 1.0 m
 - 23.5 g/t Au over 2.0 m including 90 g/t Au over 0.5 m

During the summer 2023 channel sampling program at Mark's Pond, approximately 400 channel samples were collected from the main Northcott trench, and five additional trenches excavated to the northeast and southwest of the main Northcott trench.

Operating Activities - Exploration Properties (continued)

Golden Rose Project (continued)

The highlights from the 2023 trenching and channel sampling of the Northcott West Extension trench include:

- 14.58 g/t Au over 0.5 m, and 5.73 g/t Au over 0.5 m; and
- 2.92 g/t Au over 1.1 m, including 3.76 g/t Au over 0.6 m.

All of the channel samples from the fall 2022 and summer 2023 trenching programs were collected at 0.5 to 1 m intervals within each trench and included QAQC protocols.

The Northcott Gold Zone has been mapped over a 240 m strike length through trenching. These most recent channel sample results have confirmed that gold mineralization in the Northcott Gold Zone extends along strike to the southwest at least 145 metres from the main Northcott trench and still remains open along strike to the southwest and northeast.

Other - Target Highlights:

Highlights from the summer and fall 2023 prospecting and rock sampling programs, focused on discovering new gold and critical minerals targets, are as follows:

- A newly discovered copper-rich target located less than 2 km north-northeast of the Mark's Pond target along the Cape Ray Shear Zone returned between 0.53% to 7.6% Cu and 0.9 to 5.3 g/t Ag from bedrock grab samples.
- Five bedrock grab samples collected from the southeastern part of Victoria Lake along the Valentine Lake Shear Zone returned assay values between 0.69 to 3.1 g/t Au.
- Bedrock grab samples at the Rich House target returned between 2.25 g/t and 54.38 g/t Au and 7.6 g/t Ag further confirming the high-grade gold and silver present at this target located only 4 km northeast of the Mark's Pond Gold Zone.
- A bedrock grab sample collected approximately 500 metres north of Wood Lake returned 10.46 g/t Au and a float sample south of Wood Lake returned 9.66 g/t Au.

Twilite Gold Property

On November 9, 2020, the Company completed an asset purchase agreement with GBC Grand Exploration Inc. ("GBC"), pursuant to which TRU indirectly agreed to purchase 65 mineral claims located in Central Newfoundland now known as Twilite, along with all related permits and technical data.

In August 2022, the Company entered into the Twilite Option Agreement. Details of the option agreement are available in Note 12 of the December 31, 2023 year-end financial statements.

In September 2023, the Twilite Option Agreement was mutually terminated. TRU forfeited its special warrants to acquire Eastern shares but retains 100% ownership of Twilite, for which a NI 43-101 Technical Report was funded and completed by Eastern. TRU is pursuing alternative transactions involving Twilite.

Composition of Exploration and Evaluation Expenditures

A breakdown of exploration and evaluation expenditures by property is provided in Note 10 of the condensed interim financial statements for the three months ended March 31, 2024. The Company incurred acquisition costs of \$25,750 and exploration and evaluation expenditures of \$50,710 in the first quarter of 2024.

The Company also incurred \$3,423 of exploration and evaluation expenditures related to the performance of exploration and geological services required pursuant to a Geological Services Contract with Lynx Resources Corp.

Risks & Uncertainties

The business and performance of the Company is highly speculative and involves numerous and significant risks including those described below. Readers should refer to those risks set out in detail in the Annual MD&A under “Risks & Uncertainties”.

Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur financial loss. The Company’s primary exposure to credit risk is on its cash and accounts receivable. The credit risk on cash is remote as the Company maintains accounts with highly rated financial institutions.

Credit risk with respect to accounts receivable has been assessed as remote as it relates to HST and GST input tax credits owed from the Government of Canada and grants and refunds from the Newfoundland Provincial government. Receivables from another arms-length party are partially secured by cash security deposits.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company has a planning and budgeting process in place to help determine the funds required to support the Company’s normal operating requirements on an ongoing basis. As at March 31, 2024, the Company has current assets totaling \$2,528,837 to settle current liabilities of \$113,155, providing the Company with ample liquidity for the foreseeable future.

Commitments

The Company is required to make certain cash payments, incur exploration costs, and issue shares to maintain certain of its mineral properties in good standing (see Note 12 of the December 31, 2023 year-end financial statements). These payments, costs and share issuances are at the Company’s discretion and are based upon available financial resources and the exploration merits of the mineral properties, which are evaluated on a periodic basis.

The Company’s exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company expects to make future expenditures to comply with such laws and regulations.

At March 31, 2024, the Company is party to two personnel contracts which would require the Company to pay an aggregate of \$255,000 upon the occurrence of certain events such as change of control. As a triggering event has not taken place, and as the strategic investment by Ormonde does not constitute a “change of control” under such contracts, the contingent payments have not been reflected in the financial statements.

Proposed Transactions

There are no proposed asset or business acquisitions or dispositions that are reportable as of the date of this MD&A.

Subsequent Events

There are no material subsequent events other than those described in Note 13 of the condensed interim financial statements.

Disclosure of Internal Controls

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) these quarterly financials do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by such financial statements; and (ii) these quarterly financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented.

In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures (“DC&P”) and internal control over financial reporting (“ICFR”). In particular, management is not making any representations relating to the establishment and maintenance of:

- i) controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.