



COSA RESOURCES CORP.

Management's Discussion and Analysis

For the three months ended March 31, 2025 and 2024

MANAGEMENT'S DISCUSSION AND ANALYSIS

This Management's Discussion and Analysis ("MD&A") of the results of operations and financial condition of Cosa Resources Corp. ("Cosa" or the "Company") should be read in conjunction with the Company's unaudited condensed interim financial statements as at and for the three months ended March 31, 2025 and 2024 (the "Financial Statements"), which are prepared in accordance with International Financial Reporting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee, including International Accounting Standards 34 *Interim Financial Reporting*. In addition, the MD&A should be read in conjunction with the audited financial statements for the year ended December 31, 2024 and the fourteen months ended December 31, 2023 (the "Annual Financial Statements") and the management's discussion and analysis for the year ended December 31, 2024 and the fourteen months ended December 31, 2023 (the "Annual MD&A"), as some disclosures from the Annual Financial Statements and the Annual MD&A have been condensed or omitted.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a 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 was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present, in all material respects, the financial condition, financial performance and cash flows of the Company as of the date of, and for the periods presented in the filings.

The Company's Audit Committee and the Board of Directors provide an oversight role with respect to all public financial disclosures by the Company. The Board of Directors approves the financial statements and MD&A after the completion of its review and recommendation for approval by the Audit Committee, which meets periodically to review all financial reports, prior to filing.

In this MD&A, the words "we", "us", or "our", collectively refer to Cosa. The first, second, third, fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3", "Q4", respectively. The first six months of a year are referred to as "H1" and the last six months of a year as "H2".

This MD&A is prepared by management and approved by the Board of Directors as of May 27, 2025 (the "MD&A Date"). This discussion covers the three months ended March 31, 2025 and 2024 and the subsequent period up to the MD&A Date.

FORWARD-LOOKING STATEMENTS

This MD&A contains "forward-looking statements" (referred to as "forward-looking information") within the meaning of applicable Canadian securities legislation. All statements, other than statements of historical facts, included in this MD&A that address activities, events or developments that Cosa expects or anticipates will or may occur in the future, including, without limitation, statements about the future exploration activities; sources, and proposed uses, of funds; capital and operating cost estimates, including general and administrative expenses; expectations regarding the ability to raise capital for future activities; and other such matters are forward-looking statements. The use of words such as "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe", "outlook", "forecast" and similar expressions are intended to identify forward-looking statements.

Forward-looking information and statements are based on expectations, beliefs, assumptions, estimates and forecasts about Cosa's business and the industry and markets in which it operates. Forward-looking information and statements are made based upon certain assumptions and other important factors that could cause the actual results, performances, or achievements of Cosa to be materially different from future results, performances or achievements expressed or implied by such information or statements. Such information and statements are based on numerous assumptions including, among others, that the results of planned exploration activities are as anticipated, the price of copper and uranium, the anticipated cost of planned exploration activities, that general business and economic conditions will not change in a material adverse manner, that financing will be available if and when needed on reasonable terms and that third party contractors, equipment, supplies and governmental and other approvals required to conduct Cosa's planned exploration activities will be available on reasonable terms and in a timely manner.

Forward-looking information and statements involve known and unknown risks, uncertainties, and other factors, which may cause the actual results, performance, or achievements of Cosa to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Such factors include, among others, risks related to the negative operating cash flow and dependence on third party financing; the uncertainty of additional financing; the limited operating history of Cosa ; the lack of known mineral resources or reserves; the influence of a large shareholder; copper prices; uranium prices; aboriginal title and consultation issues; risks related to exploration activities generally; reliance upon key management and other personnel; title to properties; uninsurable risks; conflicts of interest; permits and licenses; environmental and other regulatory requirements; political regulatory risks; competition; and the volatility of share prices, all as more particularly described in the "risks and uncertainties" section below.

Although Cosa has attempted to identify important factors that could cause actual results to differ materially, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place reliance on forward-looking statements.

DESCRIPTION OF BUSINESS

The Company was incorporated under the Business Corporations Act of British Columbia on November 16, 2020. The Company's head office is located at 1723 - 595 Burrard St, Vancouver British Columbia, Canada, V7X 1L4; and its registered office is located at 401 - 353 Water Street, Vancouver, British Columbia, Canada, V6B 1B8. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "COSA", the OTCQB Venture Market under the ticker symbol "COSAF", and on the Frankfurt Stock Exchange under the ticker symbol "SSKU".

The Company's principal business activities include the acquisition and exploration of mineral property assets. The Company is in the exploration stage with respect to its interests in exploration and evaluation assets. The recoverability of the amounts comprising exploration and evaluation assets is dependent upon the confirmation of economically recoverable reserves, the ability of the Company to obtain necessary financing to successfully complete their exploration and development and upon future profitable production.

OVERALL PERFORMANCE

During the year ended October 31, 2022, the Company completed its initial public offering ("IPO") and listing on the TSX-V, completed the acquisition of Polaris and carried out exploration work on the Heron Project. Subsequently, Cosa transitioned to uranium-focused exploration activities and acquired several assets in Saskatchewan's Athabasca basin, as detailed in the "Discussion of Operations" section below. As an exploration stage company, Cosa does not have revenues and is expected to generate operating losses. As at March 31, 2025, the Company had cash and cash equivalents of \$5,282,683 (December 31, 2024 - \$1,682,243), a deficit of \$11,793,998 (December 31, 2024 - \$10,153,995) and working capital of \$3,913,802 (December 31, 2024 - of \$1,480,123).

The business of mineral property exploration involves a high degree of risk. Cosa is an exploration company and is subject to risks and challenges similar to companies in a comparable stage and industry. These risks include, but are not limited to, the challenges of securing adequate capital; exploration, development, and operational risks inherent in the mining industry; changes in government policies and regulations; the ability to obtain the necessary permitting; as well as global economic and commodity price volatility; all of which are uncertain.

The underlying value of the Company's exploration and evaluation assets is dependent upon the existence and economic recovery of mineral reserves and is subject to, but not limited to, the risks and challenges identified above. Changes in future conditions could require material write-downs of the carrying value of the Company's exploration and evaluation assets.

The Company does not generate revenue. As a result, Cosa continues to be dependent on third party financing to continue exploration activities on the Company's properties. Accordingly, the Company's future performance will be most affected by its access to financing, whether debt, equity, or other means. Access to such financing, in turn, is affected by general economic conditions, the price of copper, and uranium or commodities or metals exploration risks and the other factors described in the "risks and uncertainties" section below.

TECHNICAL DISCLOSURE

The Company's disclosure of technical or scientific information in this MD&A has been reviewed and approved by Andy Carmichael, P.Geo., Vice President of Exploration for Cosa. Mr. Carmichael is a Qualified Person as defined under the terms of National Instrument 43-101 *Standards of Disclosure for Mineral Projects*. Mr. Carmichael is not independent by virtue of his position as an officer of the Company.

DISCUSSION OF OPERATIONS

During Q1 2025 and the period to the MD&A Date, the Company had the following corporate activities:

- Completed the period with \$3,913,802 in working capital, including cash and cash equivalents of \$5,282,683.
- On January 13, 2025, the Company completed an acquisition (the "Acquisition") to acquire from Denison Mines Corp. ("Denison") a 70% ownership interest in three prospective eastern-Athabasca uranium projects: Murphy Lake North, Darby, and Packrat.
 - i. *Murphy Lake North* - comprises of two mineral claims totalling 1532 hectares. The project is immediately east of and within three kilometres of IsoEnergy's Hurricane deposit at their Larocque East project.
 - ii. *Darby* - comprises 18,069 hectares across 12 mineral claims. The project is roughly 10 kilometres west of the Cigar Lake Uranium Mine which is currently producing and operated by Cameco Corporation. Darby is roughly 6 kilometres east-southeast of Cosa's 100% owned Orion project.
 - iii. *Packrat* - comprises one mineral claim covering 1,621 hectares. The project resides along the eastern margin of the Athabasca Basin and is roughly 28 kilometres east of the Cigar Lake Mine.
- In addition to transferring a 70% property interest for each project, Denison has agreed to participate in Cosa's equity financings for an aggregate total of up to \$1 million at Cosa's discretion. In exchange for the property interests, Cosa has granted, issued or agreed to additional considerations paid to Denison:
 - i. 14,195,506 common shares at \$0.255 per share for a fair value of \$3,619,854 representing 19.95% of Cosa's then current outstanding shares issued on the Closing Date (January 13, 2025) and;
 - ii. equity participation rights to retain 19.95% of Cosa's common shares for so long as Denison holds at least 5% of Cosa's issued and outstanding commons shares.
- On February 26, 2025, the Company closed a brokered private placement for aggregate gross proceeds of \$6,000,000 by issuing 8,800,000 units at a price of \$0.25 per unit and 8,941,176 charity flow-through units (the "2025 Charity FT Units") at a price of \$0.425 per Charity FT Unit.
- In early 2025, the Company completed an initial drilling program at the Murphy Lake North Joint Venture. The four hole, 1,739 metre campaign sought to located and define the interpreted strike extension of the Hurricane trend within Murphy Lake North and follow-up historical intersections of weak mineralization. Drilling was successful in locating the Hurricane Trend, and the fourth and final drill hole and the southernmost on the Hurricane trend, intersected the strongest sandstone alteration on the project to date. The results are considered encouraging and planning for follow up drilling in H2 2025 is underway.
- On April 8, 2025, the Company entered into an option agreement with Global Uranium Corporation ("Global Uranium"), pursuant to which Global Uranium may earn up to an 80% interest in the Company's Astro uranium project. The earn-in is structured over five phases through December 31, 2029, requiring total exploration expenditures of \$9.5 million, cash payments of \$800,000, and the issuance of 2.6 million Global Uranium shares.

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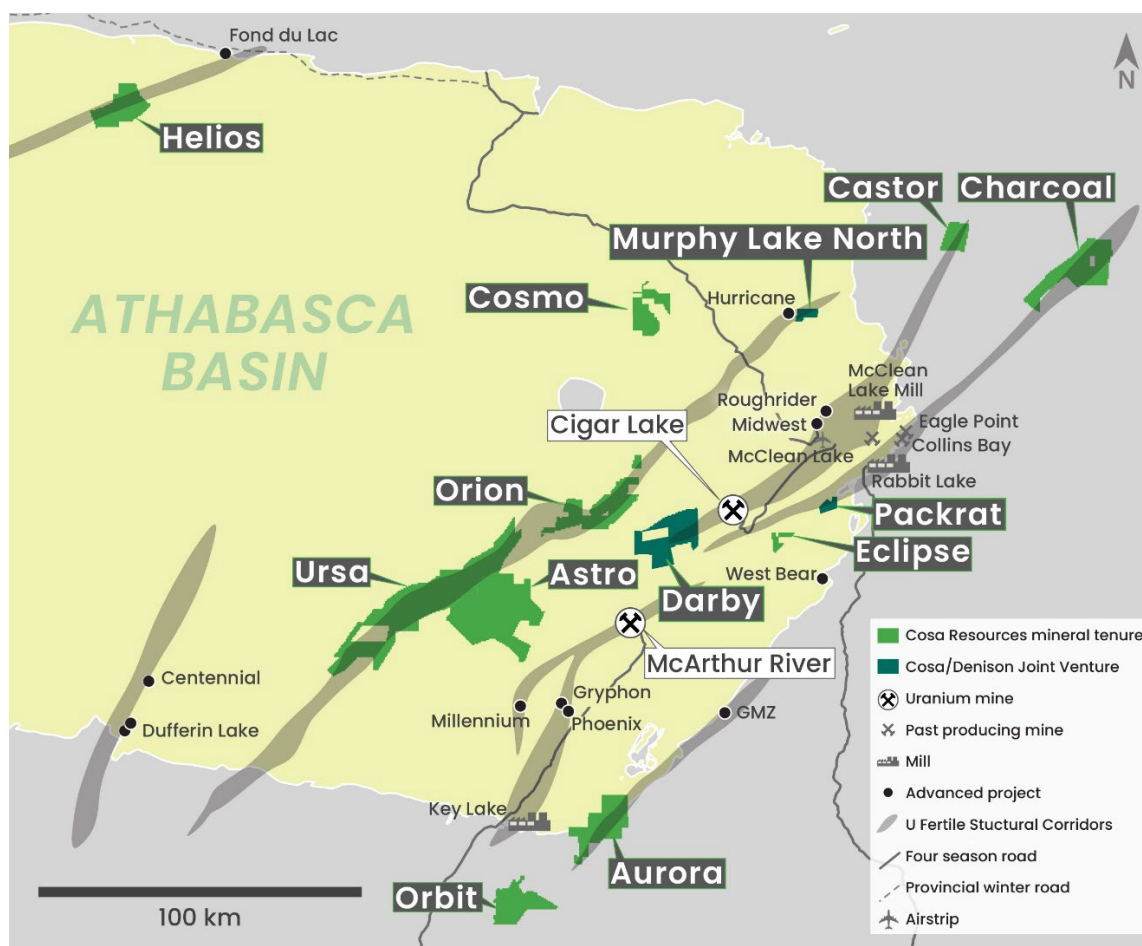
- As at the MD&A Date the Company's properties are as follows:

Commodity	Project	Hectares	Ownership	Date Acquired	Acquisition Type	Encumbrance
Uranium	Castor	5,686	100%	2022	Purchased	None
	Charcoal	21,181	100%	2022	Purchased	None
	Orion	20,255	100%	2022	Purchased/Staked	None
	Ursa	60,599	100%	2022	Purchased/Staked	2% NSR ⁽¹⁾
	Astro	45,734	100%	2023	Staked	None
	Aurora	18,744	100%	2023	Purchased/Staked	None
	Cosmo	10,145	100%	2024	Staked	None
	Eclipse	1,622	100%	2023	Staked	None
	Helios	12,835	100%	2023	Staked	None
	Orbit	14,585	100%	2023	Purchased/Staked	None
	Polaris	3,290	100%	2023	Staked	None
	Solstice	628	100%	2023	Staked	None
	Darby	18,069	70%	2025	Purchased	2% NSR ⁽²⁾
	Murphy Lake North	1,532	70%	2025	Purchased	2% NSR ⁽²⁾
	Packrat	1,621	70%	2025	Purchased	2% NSR ⁽²⁾
Copper	Heron	3,697		2021		2% NSR ⁽³⁾
		236,526				

(1) 2% net smelter return royalty ("NSR") can be reduced to 1% for \$1,000,000.

(2) 2% NSR can be reduced to 1% for \$2,000,000.

(3) 2% NSR can be reduced to 1% for \$2,000,000; Remaining 1% can be purchased for \$5,000,000.



Use of proceeds

The Company has completed five financings since November 1, 2021, its IPO on March 18, 2022 for net proceeds of \$0.4 million, a private placement on April 22, 2022 for net proceeds of \$2.0 million, a brokered private placement on June 21, 2023 for net proceeds of \$5.1 million, a brokered private placement on March 5, 2024 for net proceeds of \$6.5 million and a brokered private placement on February 26, 2025 for net proceeds of \$6.0 million. Along with its opening working capital, the Company has used the proceeds as follows:

	Total (\$millions)
Available proceeds	
Working capital - November 1, 2021	0.3
Net proceeds from financings	19.0
Available proceeds to December 31, 2024	19.3
Use of proceeds	
Heron Project - phase 1	(0.3)
Acquisition of exploration and evaluation assets	(0.4)
Exploration and evaluation expenses	(9.7)
General administration and other operating expenses	(3.4)
Use of proceeds to December 31, 2024	(13.8)
Working capital as at March 31, 2025 ⁽¹⁾	5.5

⁽¹⁾ Working capital for the purposes of this section excludes the Company's Flow-through premium liability.

Considering the current uncertainty as to the general market and competitive conditions, the Company continues to maintain its fiscally responsible approach to its mineral exploration activities. In particular, the Company continues to evaluate market conditions on an ongoing basis, with the goal of, among other things: (i) identifying the appropriate time to initiate certain business objectives, and (ii) exploring potential alternatives, viable opportunities to further develop and expand the Company's business. As such, the Company notes that there may be circumstances where, for sound business reasons, the Company may be required to reallocate funds, including due to demands for shifting focus or investment in mining exploration and/or development activities, requirements for accelerating, increasing, reducing, or eliminating initiatives in response to changes in market, regulations and/or developments in the mining sector generally and in the prices of uranium and copper, unexpected setbacks, and strategic opportunities, such as partnerships, strategic partners, joint ventures, mergers, acquisitions, and other opportunities.

DENISON ACQUISITION

On November 27, 2024, the Company entered into an acquisition agreement with Denison Mines Corp. ("Denison") to acquire a 70% ownership interest in the Murphy Lake North, Darby and Packrat properties (collectively, the "Denison Projects") from Denison (the "Acquisition"). Upon closing of the Acquisition, the parties agreed to form a joint venture for each of the Denison Projects. The Acquisition was completed on January 13, 2025.

The Acquisition has been accounted for as an equity-settled share-based payment transaction within the scope of IFRS 2 Share-based payments. The Acquisition 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 the Denison Projects at the time of acquisition. Accordingly, the consideration in excess of net assets acquired was recognized as exploration and evaluation asset acquisition costs and capitalized.

Consideration for the Acquisition of the Denison Projects comprised:

- 14,195,506 common shares of the Company at \$0.255 per share for a fair value of \$3,619,854 ("Effective Date Consideration Shares");
- Common shares of the Company with an aggregate value of \$2,250,000 ("Deferred Consideration Shares"). It is estimated the Deferred Consideration Shares will be issued annually starting from January 13, 2027.

Due to the deferral in issuing the Deferred Consideration Shares, their value is measured at the acquisition date by discounting the future payment using the effective interest method. During the three months ended March 31, 2025, the Company recognized \$34,295 as accretion expense in connection with the Deferred Consideration Shares. As at March 31, 2025, the carrying value of the Deferred Consideration Shares is \$1,786,672.

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The Acquisition does not meet the definition of a joint operation under IFRS 11 Joint arrangements since the acquisition and joint venture agreements do not establish joint control. The Company, with a 70% ownership interest, retains sole control over the Denison Projects and full decision-making authority. The Company, as the operator, recognizes in full all assets, liabilities, revenue and expenses according to relevant IFRS Accounting Standards.

A summary of the consideration for the Acquisition is as follows:

	January 13, 2025
	\$
Effective Date Consideration Shares	3,619,854
Deferred Consideration Shares	1,752,377
Acquisition cost - professional fees	181,375
	5,553,606

EXPLORATION AND EVALUATION ASSETS

In 2023 and 2024 the Company's exploration focus was the Ursa Project. In 2023, the company completed a property-wide airborne MobileMT™ survey to improve the understanding of Project geology and identify target areas for follow-up. Work in 2024 included electromagnetic ("EM") and Ambient Noise Tomography (ANT) surveys and diamond drilling to follow up the results of the 2023 airborne MobileMT™ survey. EM surveys identified conductive anomalies at all survey areas considered to indicate the presence of prospective graphitic basement rocks. ANT is a passive seismic surveying method used to generate three-dimensional models of seismic wave velocity and is considered to have the potential to identify zones of structure and/or alteration in the subsurface. ANT surveys identified seismic velocity anomalies coincident with conductive basement which are interpreted to potentially reflect zones of structure and/or hydrothermal alteration of the sandstone. Six diamond drill holes totaling 6,861 metres were completed in two campaigns. Notable drilling results include the intersection of a broad zone of alteration and structure in the medial sandstone of UR24-03 during the initial campaign. The second diamond drilling campaign followed up the results of the winter drilling, historical drilling, and ANT surveys. The final drill hole of the program, UR24-06, intersected significant alteration in the lower sandstone and several intervals of weak uranium mineralization in the basement while testing an ANT anomaly.

At Orion, ANT surveying was completed to follow-up the results of the 2023 MobileMT™ survey. ANT results from Orion are expected to guide follow-up EM surveying in advance of diamond drilling. ANT surveying was completed at Orion in conjunction with ANT work at Ursa and survey results were received in Q4 2024. Interpretation of ANT results continues and the Company anticipates releasing ANT results in H1 2025.

Work completed at the Aurora and Orbit Projects comprised airborne electromagnetic and gravity surveys. Airborne surveys begun in May were completed in June. Final datasets were received from the survey contractors in Q3 2024 and geophysical interpretations of survey results were received in Q4 2024. Geological interpretation and identification of follow-up targets for diamond drilling was completed and released in Q4 2024.

A summary of the Company's exploration and evaluation assets comprising capitalized acquisition costs is as follows:

	March 31, 2025	December 31, 2024
	\$	\$
Murphy Lake North Project	2,550,338	49,978
Darby Project	2,040,271	39,983
Packrat Project	962,997	18,872
Ursa Property	398,371	398,371
Other Projects	1,518,065	1,516,862
	7,470,042	2,024,066

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A summary of the Company's exploration and evaluation expenditures is as follows:

	Q1 2025	Q1 2024
	\$	\$
Murphy Lake North Project	792,860	-
Darby Project	4,360	-
Packrat Project	1,470	-
Ursa Property	792,417	2,567,588
Other Projects	14,515	13,341
	1,605,622	2,580,929

Denison Projects

On January 13, 2025, the Company acquired a 70% interest in three prospective eastern-Athabasca uranium projects: Murphy Lake North, Darby, and Packrat. In addition to transferring a 70% property interest for each project, Denison has agreed to participate in Cosa's equity financings for an aggregate total of up to \$1 million at Cosa's discretion.

In exchange for the property interests, Cosa has granted, issued or agreed to additional considerations paid to Denison:

- 14,195,506 common shares and Cosa must issue an additional \$2.25 million in deferred consideration shares within five years of the Closing Date for a total consideration of \$5.4 million;
- equity participation rights to retain 19.95% of Cosa's common shares for so long as Denison holds at least 5% of Cosa's issued and outstanding common shares;
- the ability to appoint a technical advisor with Cosa's reasonable approval of the individual for five years from the Closing Date or until all of Cosa's obligations under the Agreement have been fulfilled; and
- the ability to nominate one director to Cosa's board of directors for so long as Denison holds at least 5% of the issued and outstanding common shares and an additional director to Cosa's board of directors for so long as Denison holds at least 10% of the issued and outstanding common shares.

Murphy Lake North Project

Murphy Lake North comprises two mineral claims totaling 1,532 hectares and has been attributed \$2.6 million of the total consideration of \$5.5 million. The project is immediately east of and within three kilometers of IsoEnergy's Hurricane deposit at their Larocque East project. Hurricane boasts the world's highest grade Indicated Mineral Resource for uranium. Hurricane was discovered and delineated by several members of Cosa's management team between 2018 and 2022. As part of the Agreement with Denison, Cosa must sole-fund the first \$1.5 million of exploration expenditures at Murphy Lake North which must be incurred by December 31, 2027.

A summary of the Company's exploration and evaluation expenses relating to the Murphy Lake North Project is as follows:

	Q1 2025	Q1 2024
	\$	\$
Drilling	717,158	-
General exploration	75,702	-
	792,860	-

Darby Project

The Darby project comprises 18,069 hectares across 12 mineral claims and has attributed \$2.0 million of the total consideration of \$5.5 million. The project is roughly 10 kilometers west of the Cigar Lake Uranium Mine which is currently produced and operated by Cameco Corporation. Darby is roughly 6 kilometers east-southeast of Cosa's 100% owned Orion project. As part of the Agreement, Cosa must sole-fund the first \$5 million of exploration expenditures at Darby which must be incurred by June 30th, 2029. The Darby project is subject to a buydown ("Buydown") which permits Denison to reclaim up to 60% of the Darby Project and is to be the greater of: (i) \$50 million or (ii) 450% of Cosa's exploration expenditures to date (excluding the initial \$5 million in Cosa funded expenditures) incurred on the Darby claim(s) for the proportion of the property interest subject to the Buydown. The Buydown can be completed through a combination of cash payments and Denison sole-funded project expenditure and must be a minimum of 25% cash. The Buydown will be extinguished if Denison's interest in the Darby Project claims subject to the Buydown fall below 10%, or upon commercial production of 500,000 lbs of U₃O₈ from the claims subject to the Buydown.

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During the three months ended March 31, 2025, the Company incurred exploration and evaluation expenses of \$4,360 (2024 - \$nil) for general exploration related to Darby Project.

Packrat

The Packrat project comprises one mineral claim covering 1621 hectares and has attributed \$1.0 million of the total consideration of \$5.4 million. The project resides along the eastern margin of the Athabasca Basin and is roughly 28 kilometers east of Lake Cigar Mine.

During the three months ended March 31, 2025, the Company incurred exploration and evaluation expenses of \$1,470 (2024 - \$nil) for general exploration related to Packrat Project.

Ursa Property

A summary of the Company's exploration and evaluation expenses relating to the Ursa Property is as follows:

	Q1 2025	Q1 2024
	\$	\$
Drilling	105,411	2,048,431
Geophysics	836	516,098
General exploration	686,170	3,059
	792,417	2,567,588

The Company holds a 100% interest in the Ursa Property, which is a large property comprised of over 60,599 hectares of highly prospective uranium exploration ground in the Eastern Athabasca Basin, located 43 km west of Cameco Corp.'s McArthur River uranium mine. The Ursa Property covers more than 60 kilometers of strike length of the Cable Bay Shear Zone, a structural corridor with known uranium occurrences. The vast majority of the strike length remains completely untested.

On January 19, 2023, the Company acquired an additional 41,119 hectares of uranium exploration mineral claims along the Cable Bay Shear Zone in the eastern Athabasca basin, which is contiguous to the Company's Ursa Property with acquisition costs of \$53,641. The additional claims were acquired via low-cost staking and cash consideration paid to an arm's length property vendor. In addition, on September 12, 2023, the Company staked an additional 3,530 hectares that were contiguous to the Ursa Property.

On May 11, 2023, the Company announced it has engaged Expert Geophysics Limited to conduct airborne MobileMT surveys at the Ursa Property and the Orion Property in the Athabasca Basin. A total of 3,104 line-kilometers of surveying was completed at Ursa and Orion in summer 2023, with 90% of the work completed at the Ursa Property. MobileMT is a modern, helicopter-borne, magnetotelluric survey system capable of detecting both the basement-hosted electromagnetic conductors and sandstone-hosted zones of anomalous resistivity commonly associated with significant Athabasca Basin uranium deposits. The survey assisted in gaining a high-level assessment of the nearly 75 kilometers of underexplored, prospective strike length covered by the properties, and will accelerate exploration through the prioritization of target areas. Surveying was completed between July 1 and July 21, 2023. Interpretation of the survey results was completed in the third quarter of 2023 with results announced on November 1, 2023.

In late 2023 and early 2024, the Company engaged Discovery Int'l Geophysics to complete ground-based EM surveys to follow-up the results of the 2023 MobileMT™ survey and refine targets ahead of drilling. EM surveying comprised six lines spread across the southern two thirds of the Ursa Project. Surveying identified conductive anomalies in all target areas.

In March and April 2024, the Company undertook diamond drilling at the Ursa Project. Three drill holes totaling 3,438 metres were completed in the Kodiak target area. Notable results include the intersection of a broad zone of alteration and structure in the medial sandstone of UR24-03. Anomalous uranium geochemistry was intersected in the basal sandstone of UR24-03.

ANT surveying was begun at Ursa in May 2024. ANT surveys were completed in June 2024 and survey results were received in 2024 Q3 and 2024 Q4. Interpretation of ANT results is ongoing. The Company anticipates releasing ANT results in H1 2025.

A second diamond drilling campaign comprising three drill holes totaling 3,423 metres was completed in August through October 2024 to follow up the results of the winter drilling, historical drilling, and ANT surveys. The final drill hole of the program, UR24-06, intersected significant alteration in the lower sandstone and several intervals of weak uranium mineralization in the basement. Drilling to follow up alteration and structure in UR24-03 intersected weaker alteration and is interpreted to have undershot the optimal target by approximately 50 metres. Strongly graphitic and pyritic basement rocks were intersected down-dip of the UR24-03 sandstone alteration and structure.

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In Q1 2025 the Company demobilised its camp operations at Ursa. The camp which was used for drilling and geophysical exploration work in 2024 will be fully vacated in Q2 2025. The Company will be analysing the results of 2024 exploration activities through the year to determine the best approach to increase value at Ursa.

Other Projects

A summary of the Company's exploration and evaluation expenses relating to the Other Projects is as follows:

	Q1 2025	Q1 2024
	\$	\$
Early-Stage Exploration	7,760	-
Geophysics	-	3,552
General exploration	6,755	9,789
	14,515	13,341

Heron Project

In April 2021, the Company entered into an option agreement with arm's length vendors pursuant to which the Company had the option to acquire a 100% interest in the Heron copper project in northern Saskatchewan, Canada (the "Heron Project"). On May 12, 2022, the Company exercised its option to acquire a 100% interest in the Heron Project and issued 1,000,000 common shares of the Company with a fair value of \$450,000 to complete its remaining obligation under the terms of the option agreement.

The Heron Project is subject to a 2% net smelter return royalty ("NSR"). The Company will have the right at any time following the delivery of a feasibility report on the Heron Project to repurchase 1% NSR for \$2,000,000 in cash, and the remaining 1% NSR for \$5,000,000 in cash.

Castor Property

The Company holds a 100% interest in the Castor Property, which is located 55 kilometers north of Cameco Corp.'s Rabbit Lake, Eagle Point uranium mine operations. Castor covers a flexure where a prominent northeast trending magnetic low anomaly oriented roughly parallel to the Eagle Point, Collins Bay trend bends to the west. This flexure may be an area of enhanced structural complexity that would be prospective for uranium mineralization.

Charcoal Property

The Company holds a 100% interest in the Charcoal Property, which is a property comprised of over 21,181 hectares located 52 kilometers northeast of Cameco Corp.'s Rabbit Lake, Eagle Point uranium mine operation. The property sits within a prominent magnetic low zone hosting historical electromagnetic conductors extending northeast from the mine.

During Q1 2023, the Company commenced work on an airborne geophysical survey on the Charcoal and Castor Uranium projects to help characterize the geology of the projects by locating conductive stratigraphy and alteration zones in areas of structural complexity. The surveying confirmed that the magnetic low zone hosts electromagnetic conductors within the Castor Property and the Charcoal Property, possibly indicating the presence of graphitic metasediments and associated brittle faults often associated with uranium mineralization in the Athabasca Basin.

Orion Property

The Company holds a 100% interest in the Orion Property, which is a property located approximately 34kilometers northwest of the McArthur River uranium mine and is at the intersection of an interpreted extension of the Larocque uranium corridor and a splay off the Cable Bay Shear Zone. On May 11, 2023, the Company announced it has engaged Expert Geophysics Limited to conduct airborne MobileMT surveys at the Ursa Property and the Orion Property. A total of 3,104 line-kilometers of surveying was completed at Ursa and Orion in summer 2023, with 10% of the work completed at the Orion Property. MobileMT is a modern, helicopter-borne, magnetotelluric survey system capable of detecting both the basement-hosted electromagnetic conductors and sandstone-hosted zones of anomalous resistivity commonly associated with significant Athabasca Basin uranium deposits.

The survey assisted in gaining a high-level assessment of the nearly 75 kilometers of underexplored, prospective strike length covered by the properties and will accelerate exploration through the prioritization of target areas. Surveying was completed between July 1 and July 21, 2023. Interpretation of the survey results was completed in the third quarter of 2023 with results announced on November 1, 2023.

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On October 5, 2023, the Company announced expansion of Orion Property to 9,000 hectares with two new claims totaling 5,119 hectares. The expansion area covers the interpreted southern extension of the Larocque uranium corridor, host to the Hurricane deposit and Alligator Lake and Larocque Lake uranium zones, including the intersection of the western extension of the Cigar Lake - Tucker Lake trend with the Larocque uranium corridor. Work at Orion is expected to include additional ambient noise tomography, a passive seismic survey method, and additional airborne surveying to identify areas for high-quality ground geophysical surveying to generate targets for subsequent diamond drilling.

On January 31, 2024, the Company acquired the Titan Uranium Project which comprises an additional 9,333 hectares that are part of the Company's Orion Property. The extension to the Orion Property was acquired through the issuance of 300,000 shares, as a result \$159,000 was recognized as exploration and evaluation assets of the Company.

In May 2024, the Company began ANT surveying at Orion to follow up the 2023 airborne survey results. ANT surveys were completed in June 2024 and survey results were received in 2024 Q4. The Company anticipates releasing ANT results in H1 2025.

In September 2024, the Company expanded the Orion Property by staking four additional claims totaling 1,923 hectares.

Aurora Uranium Project

The Aurora Uranium Project was acquired by issuing 150,000 common shares to acquire 100% interest in the project at a price of \$0.50 per common share for fair value of \$75,000.

Other Athabasca Uranium Projects

As at March 31, 2025, the Company holds a portfolio of properties in the Athabasca Basin which includes seven uranium exploration properties, totaling of 105,718 hectares of prospective uranium exploration ground (together known as the "Other Athabasca Uranium Projects"). The Other Athabasca Uranium Projects have been acquired through staking and purchase and include Astro, Eclipse, Helios, Orbit, Polaris, Cosmo, and Solstice.

RESULTS OF OPERATIONS

A summary of the Company's results of operations is as follows:

	Q1 2025	Q1 2024
	\$	\$
Operating expenses		
Depreciation	809	818
Exploration and evaluation expenses	1,605,622	2,580,929
Marketing and investor relations	134,209	348,518
Office and administrative	46,130	44,546
Professional fees	40,540	48,937
Salaries and management fees	153,055	209,213
Share-based compensation	175,462	65,247
Transfer agent and filing fees	12,999	15,868
Travel	10,702	13,830
	(2,179,528)	(3,327,906)
Other income (expense)		
Accretion expense	(34,295)	-
Amortization of flow-through premium liability	547,669	825,472
Interest income	26,151	57,813
Net loss and comprehensive loss	(1,640,003)	(2,444,621)

Q1 2025 compared to Q1 2024

The Company's net loss was \$1,640,003 compared to \$2,444,621 in the prior year comparable period. The primary drivers of this decrease in net loss were decreases to expenses as follows:

- Exploration and evaluation expenses decreased to \$1,605,622 compared to \$2,580,929 in the prior year comparable period due to increased geological drilling and surveys on its projects, primarily the Ursa Property in the prior year period.

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- Marketing and investor relations decreased to \$134,209 compared to \$348,518 in the prior year comparable period due to increased investor relations activities to raise public awareness of the Company as well as to support the equity financings completed in March 2024.

Partially offsetting the decrease in net loss were increases to expenses and decreases to income as follows:

- Salaries and management fees increased to \$153,055 compared to \$209,213 in the prior year comparable period due to increased compensation of management to support the expansion of mineral property acquisition and exploration activities during the current period.
- Accretion expense increased to \$34,295 compared to \$nil in the prior year comparable period due to the recognition of accretion on deferred consideration shares related to the acquisition of the Denison Projects.
- Amortization of flow-through premium liability decreased to \$547,669 compared to \$825,472 in the prior year comparable period due to reduced qualifying exploration expenditures in the current period.

SUMMARY OF QUARTERLY RESULTS

The following summarizes quarterly financial results of the Company for the last eight most recently completed quarters:

	Q1 2025	Q4 2024	Q3 2024	Q2 2024
	\$	\$	\$	\$
Net loss and comprehensive loss	(1,640,003)	(1,084,622)	(1,165,686)	(1,552,859)
Basic and diluted loss per share	(0.02)	(0.02)	(0.02)	(0.03)

	Q1 2024	Q5 2023	Q4 2023	Q3 2023
	\$	\$	\$	\$
Net loss and comprehensive loss	(2,444,621)	(622,364)	(581,229)	(755,067)
Basic and diluted loss per share	(0.05)	(0.01)	(0.02)	(0.02)

All the Company's exploration and evaluation assets are in the exploration stage. The Company has not generated revenue since inception and operating results are not seasonal in nature. The quarterly results have been mainly due to the amount of exploration activities and corporate costs each quarter. Starting Q3 2023, the net loss and comprehensive loss increased significantly from the prior quarters primarily due to an increase in the exploration and evaluation expenditures related to the airborne surveys at the Ursa Property. During Q1 2024, the net loss and comprehensive loss increased from prior quarters due to increased exploration geophysical surveys, drilling, and consulting at the Ursa Property. During Q2 2024, the net loss and comprehensive loss decreased from prior quarter as the winter exploration was completed in early Q2 2024. Limited field activity was completed in the remainder of Q2 2024, however the Company has commenced drilling in the later part of Q3 2024 which continued into Q4 2024. During Q1 2025, the net loss and comprehensive loss increased from prior quarters due to increased exploration drilling activities at both the Ursa Property and the Murphy Lake Project.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the issuance of common shares. The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

As at March 31, 2025 the Company had cash and cash equivalents of \$5,282,683 (December 31, 2024 - \$1,682,243) and working capital of \$3,913,802 (December 31, 2024 - \$1,480,123). On February 26, 2025 the Company completed a brokered private placement with gross proceeds of \$6,000,000. The Company intends to use the proceeds raised from the private placement to fund exploration and for additional working capital purposes. Gross proceeds from the sale of flow-through units will be used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act and "flow through mining expenditures" as defined in subsection 66.1(6) of the Income Tax Act.

The Company's cash flows from operations are negative as it is an exploration stage company. During the three months ended March 31, 2025, the Company used cash of \$1,827,381 in operating activities (2024 - \$2,785,373) primarily due to cash payments of exploration and evaluation expenses, salaries and management fees, professional fees, as well as marketing and investor relations fees.

During the three months ended March 31, 2025, the Company used cash of \$73,745 in investing activities on asset acquisition costs related to the Denison Project (2024 - \$21,081).

During the three months ended March 31, 2025, the Company received cash of \$5,501,566 from financing activities (2024 - \$6,025,283) primarily due to proceeds from private placements offset by cash unit issuance costs.

The Company has not yet achieved profitable operations. The continuing operations of the Company are dependent upon obtaining necessary financing to meet the Company's commitments as they come due and to finance future exploration and development, potential business acquisitions, economically recoverable reserves, securing and maintaining title and beneficial interest in the properties and upon future profitable production. Failure to continue as a going concern would require that assets and liabilities be recorded at their liquidation values, which may differ materially from their carrying values. The financial statements do not include adjustments that would be necessary should the Company be unable to continue as a going concern.

Capital management

The Company's capital structure consists of all components of shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support current operations comprising the acquisition and development of its exploration and evaluation assets. The Company obtains funding primarily through issuing common stock. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future.

There were no changes to the Company's approach to capital management during the three months ended March 31, 2025. The Company is not subject to externally imposed capital requirements.

As at March 31, 2025 and the MD&A Date, the Company has no commitments for capital expenditure.

CRITICAL ACCOUNTING ESTIMATES AND ACCOUNTING JUDGEMENTS

The preparation of financial statements under IFRS Accounting Standards requires management to make judgments, estimates, and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The Company's management reviews these estimates and underlying assumptions on an ongoing basis, based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Revisions to estimates are adjusted for prospectively in the period in which the estimates are revised.

The accounting estimates, judgements and assumptions used in the preparation of the Financial Statements are consistent with those applied and disclosed in the notes to the Annual Financial Statements, with exception of the following:

Assessment of the transactions as business combinations or asset acquisitions

Management has had to apply judgment relating to the Denison acquisition with respect to whether the acquisition was a business combination or an asset acquisition. Management applied a three-element process to determine whether a business or an asset was purchased, considering inputs, processes, and outputs of the acquisition in order to reach a conclusion. The acquired assets do not have inputs, outputs and processes that constitute a business. Pursuant to the assessment, the Company has determined the Denison acquisition to be an asset acquisition.

OFF-BALANCE SHEET ARRANGEMENTS

As at March 31, 2025 and the MD&A Date, the Company had no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

As at March 31, 2025 and the MD&A Date, the Company had no proposed transactions.

COMMITMENTS

As part of the Acquisition, the Company has agreed to fund \$1,500,000 before December 31, 2027 and \$5,000,000 before June 30, 2029 for evaluation and exploration expenditures on Murphy Lake North and Darby Project, respectively. Failure to complete the required expenditure will reduce the Company's ownership percentage in each property to 49%. As of March 31, 2025, the Company has completed \$792,860 and \$4,360 of expenditure towards the Murphy Lake North and Darby Project, respectively.

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As a part of the Acquisition, the Company also agreed to issue \$2,250,000 in Deferred Consideration Shares. As of March 31, 2025, no Deferred Consideration Shares have been issued by the Company.

SUBSEQUENT EVENT

On April 8, 2025, the Company entered into an option agreement with Global Uranium Corporation ("Global Uranium"), pursuant to which Global Uranium may earn up to an 80% interest in the Company's Astro uranium project. The earn-in is structured over five phases through December 31, 2029, requiring total exploration expenditures of \$9.5 million, cash payments of \$800,000, and the issuance of 2.6 million Global Uranium shares. The Company will act as the initial operator and is entitled to receive an industry standard operatorship fee. The agreement provides Global Uranium the option to accelerate the earn-in schedule or enter into a joint venture after completion of Phase 2. If Global Uranium terminates the agreement prior to completing Phases 1 and 2 by their respective deadlines, all consideration paid will be forfeited and no interest in the Astro Project will be retained.

OUTSTANDING SHARE DATA

A summary of the Company's securities issued and outstanding is as follows:

Type	March 31, 2025	MD&A Date
	#	#
Common shares issued and outstanding ⁽¹⁾	88,896,596	88,896,596
Warrants	21,843,081	21,843,081
Stock options	6,865,000	6,865,000

(1) Authorized: Unlimited common shares without par value.

Escrowed Shares

During the three months ended March 31, 2025, the Company released 881,250 common shares from escrow and as at March 31, 2025 the Company has no common shares subject to escrow.

RELATED PARTY DISCLOSURES

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

A summary of the Company's related party transactions with key management personnel is as follows:

	Q1 2025	Q1 2024
	\$	\$
Exploration and evaluation expenses	43,604	33,397
Salaries and management fees	95,299	88,111
Share-based compensation	96,589	46,577
	235,492	168,085

A summary of the Company's related party exploration and evaluation expenses is as follows:

	Q1 2025	Q1 2024
	\$	\$
Vice President of Exploration	43,604	33,397

A summary of the Company's related party management fees is as follows:

	Q1 2025	Q1 2024
	\$	\$
Chief Executive Officer	56,375	55,000
Chief Financial Officer	31,278	30,000
Vice President of Exploration	7,646	3,111
	95,299	88,111

A summary of the Company's related party share-based compensation is as follows:

	Q1 2025	Q1 2024
	\$	\$
Chief Executive Officer	17,503	6,728
Chief Financial Officer	13,914	6,806
Vice President of Exploration	17,932	11,910
Directors	47,240	21,133
	96,589	46,577

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments comprise cash and cash equivalents, deposits and accounts payable and accrued liabilities which are classified as and subsequently measured at amortized cost. The carrying values of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values because of their short-term nature.

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is as follows:

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the Company by failing to discharge an obligation. Credit risk for the Company is associated with its cash and cash equivalents and deposit. The Company has minimal exposure of credit risk on its cash and cash equivalents as the Company's cash and cash equivalents are held with major Canadian financial institutions and its deposit with a government ministry.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and foreign exchange rates. The Company holds its cash and cash equivalents in bank accounts that earn variable interest rates. Due to the short-term nature of these financial instruments, fluctuations in market interest rates do not have a significant impact on the estimated fair value of the Company's cash and cash equivalents balance as at March 31, 2025. The Company does not have any financial assets or liabilities subject to changes in exchange rates so does not expect exchange rates to have a material impact to the Company.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. The Company reviews its working capital position regularly to ensure there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash and cash equivalents. The Company's cash and cash equivalents are invested in business accounts, which are available on demand. The Company manages its liquidity risk mainly through raising funds from private placements.

RISKS AND UNCERTAINTIES

For a detailed listing of the risk factors faced by the Company, refer to the Company's Annual MD&A.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at the Company's website at <https://cosaresources.ca/> and at www.sedarplus.ca.