



STERLING METALS CORP.

**MANAGEMENT DISCUSSION AND ANALYSIS
OF THE FINANCIAL POSITION AND RESULTS OF OPERATIONS
FOR THE THREE MONTHS AND YEAR ENDED DECEMBER 31, 2023**

Stated in Canadian Funds

Dated March 22, 2024

STERLING METALS CORP.

FOR THE THREE MONTHS AND YEAR ENDED DECEMBER 31, 2023

EXPRESSED IN CANADIAN DOLLARS

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

TO OUR SHAREHOLDERS

This Management discussion and Analysis of the financial condition and results of operation (“MD&A”) of Sterling Metals Corp. (“Sterling” or the “Company”) should be read in conjunction with Sterling’s audited financial statements for the years ended December 31, 2023, and 2022, and related notes therein.

Except as otherwise indicated, all financial data in this MD&A have been prepared in accordance with IFRS Accounting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and interpretations of the IFRS Interpretations Committee (“IFRIC”).

All dollar amounts in this MD&A are reported in Canadian dollars except where otherwise indicated. As of December 31, 2023, the Company had working capital of \$3,493,589 and had reported a net loss of \$1,564,255 for the year ended December 31, 2023, (net loss of \$1,540,747 for the year ended December 31, 2022). The Company has yet to achieve profitable operations and has an accumulated deficit of \$54,573,918 as of December 31, 2023. These continuing losses indicate the existence of a material uncertainty that may cast significant doubt about the Company’s ability to continue as a going concern.

The Company is subject to risks and challenges similar to companies in a comparable stage of exploration and development. The Company’s ability to continue as a going concern is dependent upon the ability to obtain financing and to ultimately achieve and maintain profitable operations. Should profitable operations not be achieved, the Company will be required to obtain supplementary funding. The ability of the Company to achieve these objectives cannot be assured at this time and accordingly, these matters may cast significant doubt on the Company’s ability to continue as a going concern. The Company’s financial statements do not reflect adjustments that would be necessary if the going concern assumption was not appropriate, in which case adjustments that could be material to the carrying values of the assets and liabilities, the reported expenses and the statement of financial position reclassifications would be necessary.

Further information about the company, its operations and other continuous disclosure documents, including the Company’s press releases and interim quarterly reports are available through its filings with the securities regulatory authorities in Canada at www.sedarplus.ca and are also available on the Company’s website www.sterlingmetals.ca.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as “forward-looking statements”). These statements relate to future events or the Company’s future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “continues”, “forecasts”, “projects”, “predicts”, “intends”, “anticipates” or “believes”, or variations of, or the negatives of, such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “should”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

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The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-Looking Information	Key Assumptions	Most Relevant Risk Factors
Future funding for ongoing operations	The Company will be able to raise these funds	The Company has disclosed that this may be difficult and failure to raise these funds will materially impact the Company's ability to continue as a going concern

Inherent in forward-looking statements are risks, uncertainties, and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors in the "Risk Factors" section below. Readers are cautioned that the preceding table does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance, or achievements to be materially different from any of its anticipated results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

CORPORATE OVERVIEW

Sterling Metals Corp. is a mining and mineral exploration corporation focused on the discovery, acquisition, and development of potential mineral deposits globally.

The Company is listed on the TSX Venture Exchange (the "Exchange" or "TSX-V") where it trades under the symbol "SAG".

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MINERAL EXPLORATION PROPERTIES

SAIL POND PROJECT



Figure 1. Sail Pond Project Area Access Road and Trenching at Heimdall Zone, looking towards the north

PROPERTY PAYMENT

In consideration for the purchase of the Project, on signing of the Definitive Agreement (the “Agreement”), the Company issued 5,899,125 common shares of the Company on a post-consolidation basis, representing approximately, to Altius Resources Inc. (“Altius”). Altius also holds a 0.5% NSR royalty over the project. A 1.5% NSR is held by Mr. Tony Kearney, the initial finder of the Sail Pond asset of which 1% can be purchased from Mr. Kearney for \$1,000,000 by Altius.

Additionally, the Company issued 606,061 common shares to Altius on February 1, 2021, at a price of \$0.33 per common share. The issuance settled \$200,000 that was owing to Altius as part of the Company’s acquisition of the Sail Pond Project. The transaction was approved by the TSX Venture Exchange on October 2, 2020. Sterling Metals has earned 100% of this project by incurring over \$1,500,000 in exploration expenditures on the project prior to September 30, 2021

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PROJECT LOCATION

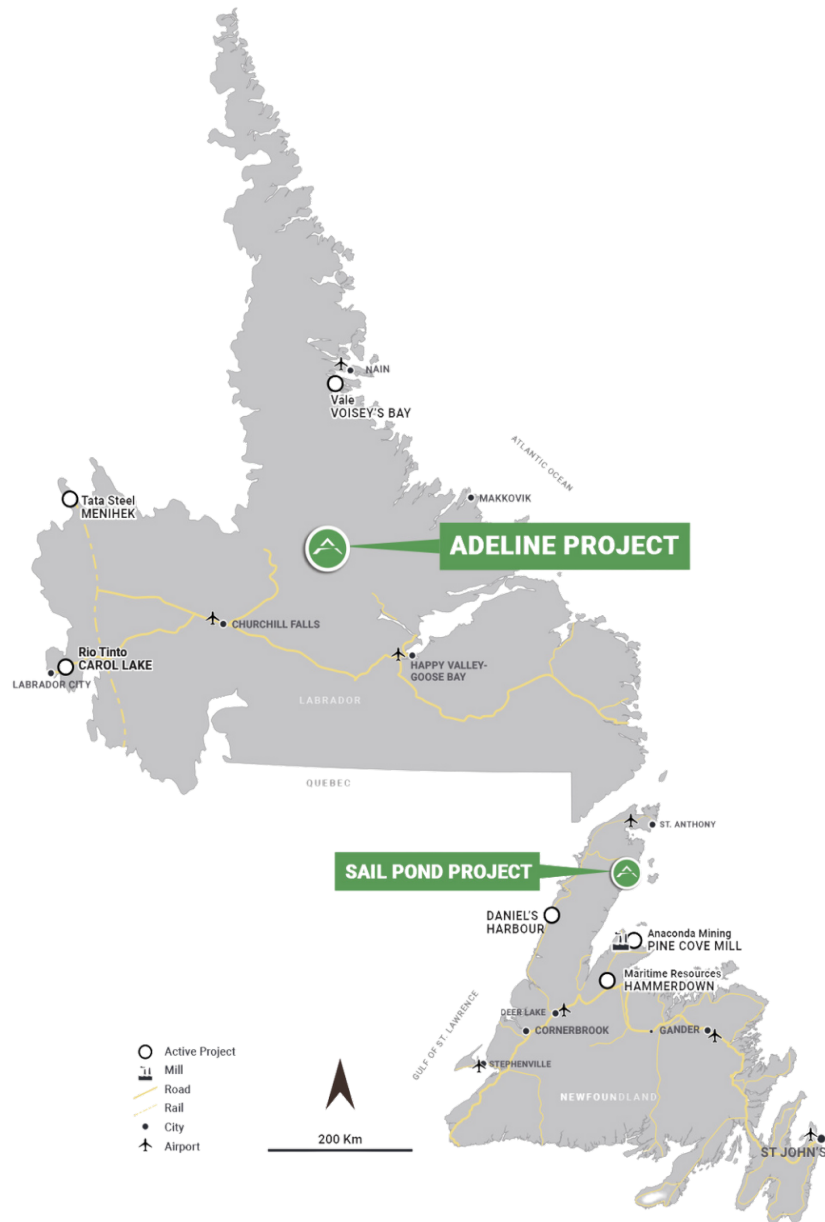


Figure 2. Sail Pond and Adeline project locations within Newfoundland and Labrador.

The Sail Pond project is comprised of 13,500 Ha and is located on Newfoundland's Great Northern Peninsula, eastern Canada. The property is easily accessible by a series of paved highways, forest access roads and trails. Adjacent to many regional services and within 32 km of the St. Anthony regional airport and the access roads are 20km north of

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the town of Roddickton, which Sterling utilizes for core logging and its exploration base. The company has a 100% interest in the Sail Pond project which is subject to a 2% NSR.

GEOLOGICAL SETTING

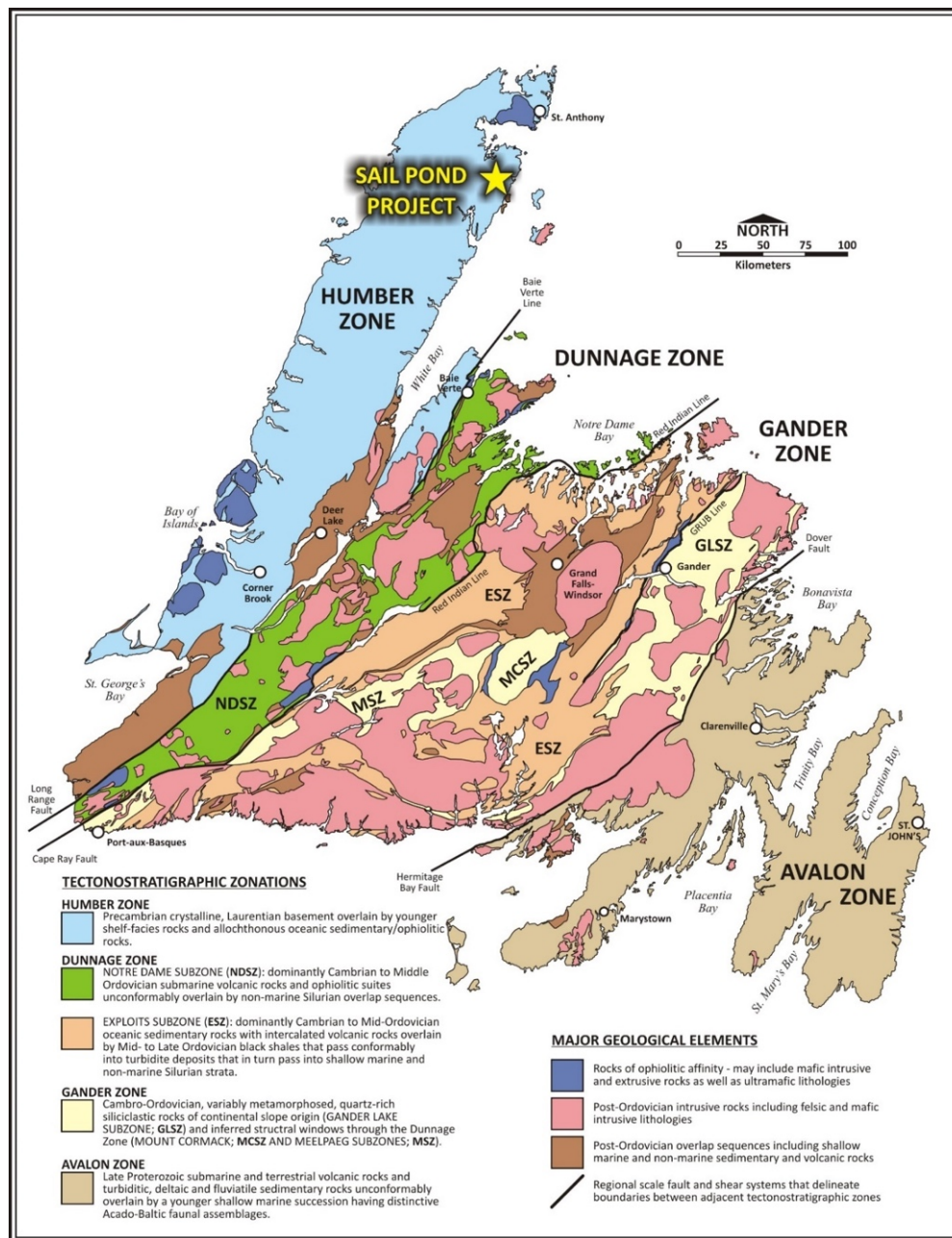


Figure 3. Newfoundland geology map with Sail Pond Project location.

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The high-grade silver (Ag) with copper (Cu), lead (Pb), zinc (Zn) and antimony (Sb) mineralization found at Sail Pond is unique for eastern Canada Laurentian Margin – Humber Tectonostratigraphic Zone.

The mineralization is distinguished by thick, massive sequences of pervasively altered (i.e. silica ± calcite ± sericite) dolostone (or dolomitized limestone) of the St. George Group (possibly Catoche and/or Aguathuna formations). Commonly, these dolostones are folded and bounded by shear zones or thrust faults, and often deform brittlely. Conjugate quartz veins are the predominant host for the Ag-Cu-Pb-Zn-Sb mineralization and are found almost entirely within sequences or blocks of massive dolostone. Quartz veins can constitute upwards of 30-40 volume percent of the exposed rock, with individual quartz veins generally less than 10 cm in thickness but can reach up to 2 m in some locations. Mineralization has been observed in both sets of quartz veins. Similar styles of mineralization are present throughout the property, albeit hosted in narrower units (0.5 to 5 m widths) of dolostone, and there has been little work conducted thus far to evaluate these areas.

Sulphide mineralization at Sail Pond is comprised mostly of chalcocite, tetrahedrite, tennantite, sphalerite, boulangerite, galena and locally trace to minor amounts of pyrite, bornite, covellite, mimetite, sulfosalts, fluorite and apatite. Silver is almost exclusively associated with the tetrahedrite and the copper is dominantly found in chalcocite. Mineralization is generally within, or spatially associated with quartz veins; as open-space infilling (clots), disseminations, and as vein-parallel massive bands or veinlets.

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RECENT EXPLORATION WORK AT SAIL POND PROJECT

On November 15, 2023, the Company announced the results of the 2023 drilling campaign at Sail Pond. The program included 2,058m from 8 drill holes, all NQ core holes. Drilling targeted four distinct target areas based on the Orion 3D geophysical survey as well as an interpreted structural trend from Heimdall North zone. The highest-grade intervals from the campaign came from the holes SP-23-084 and SP-23-085 targeting the structural trend from Heimdall North and these holes extended the mineralization 200m from previous intersections. The structures were interpreted from LiDAR data, which displayed the convergence of two prominent structures. The mineralization remains open on trend to the north (Figure 4).

Key 2023 Exploration Highlights at Sail Pond:

A total of 8 drill holes covering 2,058 m were completed, focusing on 4 distinct target areas defined by the Orion 3D geophysical survey (the “Orion survey”).

Drilling extended high-grade silver-copper mineralization 200 m beyond previous intersections and the area remains open to the north.

The new extension of the Heimdall North Zone discovered through structural interpretation of the project lidar, graded 932 g/t Ag, 4.51% Cu over 0.3 m starting at 209 m depth in hole SP-23-085 (Figure 5) and 303 g/t Ag, 1.26% Cu and 5.59% Pb over 0.3 m starting at 279.9 m.

The Company recently completed physical property studies using the relevant core from Sail Pond and its new structural understanding to delineate areas of interest for higher permeability where economic quantities of high-grade sulfides are trapped.

Drilling at the four Orion 3D geophysical targets did not intersect significant mineralization. Two of the holes were unable to reach the target depth due to a wide fault zone containing sand. The other holes intersected argillite with pyrite mineralization, which explains the geophysical anomalies.

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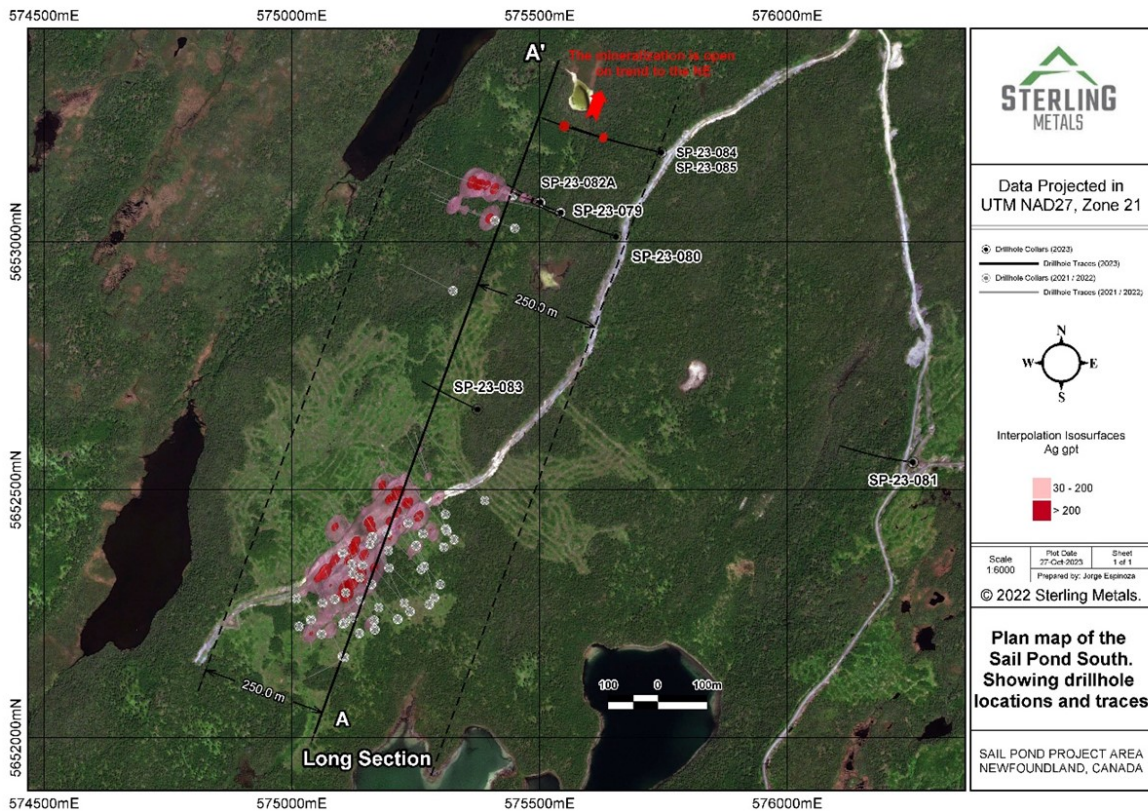


Figure 4. Plan map of Heimdall and Heimdall North Zones at Sail Pond with drill hole locations.

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Figure 5. Drill core photo of high-grade mineralization in hole SP-23-085 from 208.97m to 209.29m

On May 8, 2023 the Company announced the completion and results from the Orion survey completed at Sail Pond. Notable highlights include:

Orion Survey Highlights

- Four new exploration targets identified
- Favorable geology mapped to a depth of 2 kilometres
- Strong anomaly beneath newly discovered Heimdall North Zone (hole SP-22-064)
- Survey covered 1.4km of the 14km mineralization trend
- Permits submitted for summer drilling to test anomalies

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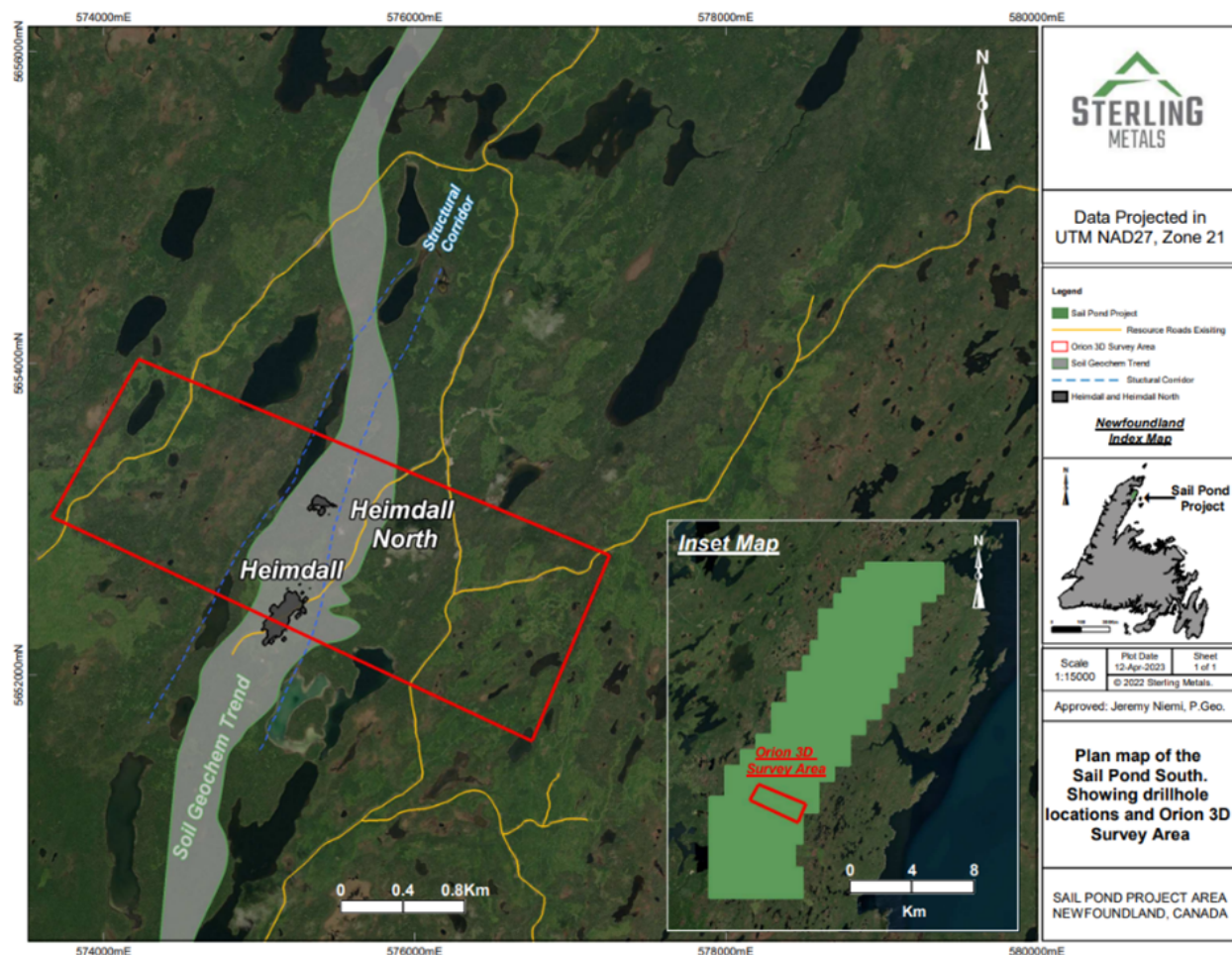


Figure 6. Plan map of Orion 3D survey area at Sail Pond Project.

The Deep Orion 3D Swath DCIP and MT Survey employed state-of-the-art 3D ground geophysical techniques on a priority area which includes the Heimdall and Heimdall North Zones. The survey was designed with 200 m spaced lines and readings between lines to generate a 3D interpretation of key structural controls on mineralization and to identify potential high-grade feeder zones as exploration targets. The survey utilized 3 km long lines for deep viewing measuring IP (chargeability) to locate potential sulphide mineralization bodies to 500 m depth, and MT (resistivity) to map favorable host geology to 2 km depth.

The deep-looking Orion survey uncovered several new IP anomalies and successfully mapped the favorable anticline geology of the host dolostone unit to 2 km depth. Cross-cutting north-east trending structures, potentially mineral-bearing, were also identified. In total 1.5 km of the 14 km trend at Sail Pond was surveyed as a test before covering larger sections of the property. The results of this survey have isolated four new exploration targets, including a strong IP anomaly coincident with a resistivity high discovered beneath the new Heimdall North Zone and SP-22-064. Permits for summer drilling have been submitted, and plans are underway to test these anomalies in the coming months. Additionally, an airborne geophysics survey is planned to scan the entire property based on drill results. As shown in Figure 4, the final footprint of the Orion survey was focused on the most prospective area surrounding the

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Heimdall and Heimdall North Zones. Two of the new targets are in proximity to the Heimdall North Zone and displayed in Figure 5.

A 2058m drill program to test the IP/MT chargeability anomalies was completed in early July 2023 with the drill results reported on November 15, 2023.

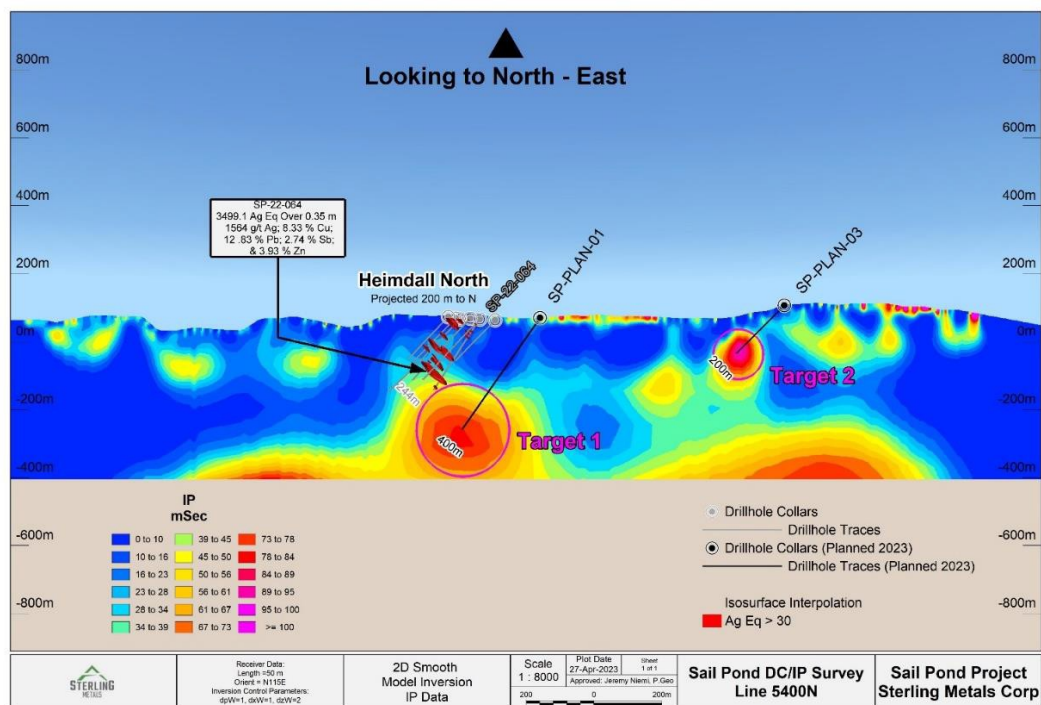


Figure 7. Cross section from Orion 3D survey at Heimdall North showing two of four new targets.

ADELINE COPPER-SILVER PROJECT

PROPERTY PAYMENT

On March 6, 2023, the Company entered into an option agreement (“Adeline Property Option Agreement”) with Chesterfield Resources Plc, and its wholly owned subsidiary, Chesterfield (Canada) Inc. (collectively “Chesterfield”) to purchase from Chesterfield, 100% of the Adeline Copper-Silver project in Labrador. In consideration for the purchase of the Project, on signing of the Definitive Agreement (the “Agreement”), the Company made a cash payment of \$100,000. On approval of the transaction by the TSX Venture Exchange on March 23, 2023, the Company issued 4,500,000 common shares of the Company, to Chesterfield Resources Plc., and made an additional cash payment of \$300,000 to Chesterfield (Canada) Inc. Other key conditions of the option purchase agreement include the issuance of an additional 4,500,000 common shares of the Company on or before November 30, 2024, and an additional cash payment of \$400,000 on or before November 30, 2024.

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PROJECT LOCATION

Comprised of roughly 30,000 hectares and a 44 km strike of copper-silver-rich terrain, the Adeline project is located in Labrador, Canada, close to road, rail, and power infrastructure and within 500 km of the Sail Pond project, allowing for strong economies of scale for exploration (Figure 6).



Figure 8: Adeline Project in Labrador, Canada

Possessing a robust early-stage exploration database including regional airborne magnetics, ground Induced Polarization (IP), extensive geological mapping and over 250 surface samples assaying as high as 26.9% copper (Cu), Adeline exhibits strong geological comparisons with preferred epigenetic sediment-hosted copper deposits such as Udokan. In addition to the land package, the Project has a pipeline of exploration targets at different stages of development including two drill-ready targets at two key prospects, one of which has returned an encouraging intercept of 1.76% Cu and 58.2 g/t Ag over 7.9 m on the edge of a large chargeability anomaly (2011, Playfair hole SL-11-10).

On July 13, 2023 the company began construction of an all-season camp to support its initial 2000 m drill program.

Recent Exploration Work at Adeline Project

On August 29, 2023 the Company announced the commencement of its 2,000 m inaugural drill program at the Adeline Project. The drill program was designed to test the Ellis Main prospect, which was the subject of recent trenching and past historical work including the strongest mineralization encountered to date in hole SL-11-10 from

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90.6 m where 7.9 m @ 1.76% Cu and 56.2 g/t Ag was intercepted on trend from a surface trench of 4.5 m of 2.5% Cu, 94.3 g/t Ag (2011, Playfair Mining Ltd.). The Ellis Main prospect is exposed in a series of 11 trenches along the western end of Seal Lake. Re-modelling of IP data collected by Noranda in the early 90s indicates that the discovery hole intercepted at Ellis was just the very edge of a broad Induced Polarization (IP) anomaly located at the intersection of a prominent crosscutting structure and the key copper mineralization hosting sedimentary beds.

In addition to the Ellis target, multiple targets exist within the 100% owned 44km x 7km basin. These targets continue to be advanced through the compilation and analysis of previous exploration data, re-logging of available core on site and in Goose Bay, and new field work by the on-site geological team.

The inaugural drill program was completed in October 2023 with results announced on December 8, 2023. The highlights include:

A total of 1,930 meters of drilling was completed in 11 drill holes focused on testing the Ellis Main prospect ("Ellis") and the Whiskey target. In addition to the drilling campaign, the Company completed a surface sampling program from outcrops in the Whiskey area.

- Inaugural drilling across the 44km x 7km basin tested two initial targets on opposite ends of the basin, with 10 of 11 holes intersecting copper mineralization, underscoring the robustness of the system (Figure 1)
- At Ellis, 8 holes tested the historic mineralized grey bed at depth and along strike with the following results as shown in Figure 2:
 - ELS-23-007 intersected an extensive copper zone over a 150m by 100m area, with 25m @ 0.24% Cu and 4.05 g/t Ag, including 2.6m @ 0.87% Cu and 11.54 g/t Ag
 - While the grey bed unexpectedly thinned, drilling intersection a mafic sill, a rock type differing from initial expectations, though typical in systems of this nature
 - Notably, visuals confirmed 6 copper minerals across this 25m wide zone with extensive copper oxides suggesting potential at depth of sulphide accumulations
- At Whiskey located 25km east of Ellis, 3 holes showed pinching of the grey bed with narrower mineralization including:
 - WHS-23-010 intersected 3.1m @ 0.96% Cu and 11.78 g/t Ag, including 0.7m @ 3.54% Cu and 46 g/t Ag
 - WHS-23-011 which intersected 2.1m @ 1.20% Cu and 16.43 g/t Ag and 0.6m @ 3.22% Cu and 46 g/t Ag
- Additionally, encouraging sampling of outcrops south of drilling in the Whiskey area showed additional emerging copper trends on the eastern portion of the basin with 17 samples grading higher than 0.5% Cu and up to 2.44% Cu
- Camp was winterized prior to demobilization and a drill remains on site for future drill program

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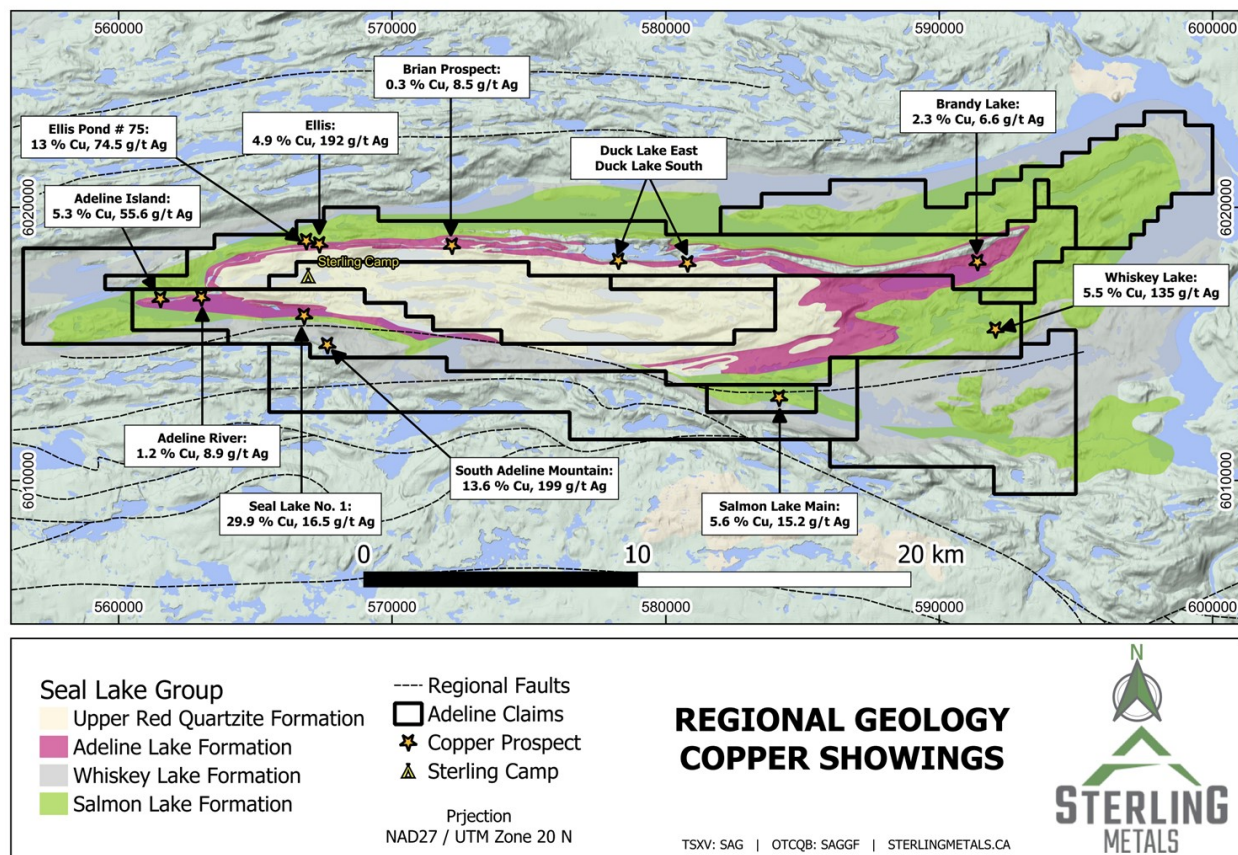


Figure 9. Ellis Main Prospect and additional copper occurrences at the Adeline Project.

QUALIFIED PERSON

The technical information in this MD&A has been prepared in accordance with the Canadian regulatory requirements set out in National Instrument 43-101 ("NI 43-101") and reviewed and approved by Jeremy Niemi, P.Geo. (Ontario), Senior Vice President of Exploration and Evaluation for Sterling Metals, is the Qualified Person as defined by National Instrument 43-101, Standards of Disclosure for Mineral Projects. Mr. Niemi is responsible for the scientific and technical data presented herein and has reviewed and approved this project summary. Mr. Niemi is a Qualified Person under NI 43-101.

Property Rights and Evaluation and Exploration Assets

The following table summarizes the carrying value of the Company's property rights and evaluation and exploration assets as of December 31, 2023.

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	Sail Pond	Adeline	Total
Carrying amount			
Balance January 1, 2022	\$ 6,059,652	\$ -	\$ 6,059,652
Exploration			
Drilling	1,334,737	-	1,334,737
Field and administration	234,322	-	234,322
Geological and Geophysical services	660,500	-	660,500
Assays	365,420	-	365,420
Prospecting	87,810	-	87,810
Depreciation and amortization capitalized	16,230	-	16,230
Balance December 31, 2022	\$ 8,758,671	\$ -	\$ 8,758,671
Acquisitions			
Cash	\$ -	\$ 400,000	\$ 400,000
Common shares issued	-	765,000	765,000
Exploration			
Drilling	348,249	812,908	1,161,157
Field and administration	441,112	943,186	1,384,298
Geological and Geophysical services	534,140	402,691	936,831
Assays	137,815	86,126	223,941
Prospecting	3,325	-	3,325
Depreciation and amortization capitalized	7,802	20,016	27,818
Balance December 31, 2023	\$10,231,114	\$3,429,927	\$13,661,041

FLOW THROUGH FINANCINGS

As of March 31, 2023, the Company had incurred sufficient exploration expenditures to satisfy its expenditure renunciation commitments under the various issuances of flow through shares that were issued prior to March 31, 2023.

On April 17, 2023, the Company completed a brokered private placement of: (i) 19,624,966 hard dollar units of the Company (each, a "HD Unit") at a price of \$0.15 per HD Unit, (ii) 11,914,200 flow-through units of the Company (each, a "FT Unit") at a price of \$0.17 per FT Unit, and (iii) 6,700,000 charity flow-through units of the Company (each, a "Charity FT Unit") at a price of \$0.225 per Charity FT Unit, for aggregate gross proceeds of \$6,476,664 (the "Offering"). Each HD Unit is comprised of one common share ("Common Share") in the capital of the Company and one Common Share purchase warrant ("Warrant") of the Company. Each Warrant entitles the holder thereof to acquire one Common Share at a price of \$0.25 until April 17, 2025. Each FT Unit is comprised of one Common Share, issued on a flow-through basis ("FT Share") and one Warrant, issued on a non-flow-through basis, having the same terms as the Warrants partially comprising the HD Units. Each Charity FT Unit is comprised of one Common Share, issued on a flow-through basis ("Charity FT Share") and one Warrant, having the same terms as the Warrants partially comprising the HD Units and FT Units.

Total gross proceeds of \$6,476,664 were allocated to common shares, warrants and Share Premium Liability in the amounts of \$3,876,788, \$1,859,087 and \$740,784 respectively.

Total Flow-Through issuance was \$3,532,914 and requires the Company to incur eligible expenditures on the Adeline property in that amount before December 31, 2024. As of December 31, 2023, the Company had incurred \$2,244,911 in eligible expenditures and has a remaining eligible expenditure commitment of \$1,331,507 to be incurred prior to December 31, 2024. The Company is confident, based on expenditures it has incurred subsequent to December 31,

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2023, and planned expenditures on the current exploration program on the Adeline property, that it will be able to meet the expenditure commitment prior to December 31, 2024.

RESULTS OF OPERATIONS

	Three Months Ended Dec-31-2023	Three Months Ended Dec-31-2022	Percentage Change	Year Ended Dec-31-2023	Year Ended Dec-31-2022	Percentage Change
General and administration	55,658	63,154	(11.9%)	300,323	221,169	35.8%
Investor relations	114,190	62,355	83.1%	514,882	462,516	11.3%
Management and Director fees	97,179	103,117	(5.8%)	388,508	419,868	(7.5%)
Consulting fees	-	-	n/a	-	69,967	(100.0%)
Share based compensation	23,800	-	n/a	671,700	584,400	14.9%
Professional fees	19,253	50,548	(61.9%)	113,298	85,357	32.7%
Exploration costs	-	-	n/a	-	-	n/a
Net operating loss for the period	(310,080)	(279,174)	11.1%	(1,988,711)	(1,843,277)	7.9%
Recovery of flow-through premium liability	108,254	206,219	(47.5%)	336,893	302,530	11.4%
Interest income	31,130	-	n/a	87,563	-	n/a
Net loss and comprehensive loss for the period	(170,696)	(72,955)	134.0%	(1,564,255)	(1,540,747)	1.5%
Net (loss) per share basic	\$0.00	\$0.00	n/a	(\$0.02)	(\$0.02)	n/a

A more detailed breakdown of General and Administration expenses is as follows:

	For the three months ended			For the year ended		
	December 31, 2023	December 31, 2022	Percentage Change	December 31, 2023	December 31, 2022	Percentage Change
Office expenses	31,624	27,257	16.0%	123,138	106,495	15.6%
Listing and transfer agent fees	11,543	10,298	12.1%	65,898	51,751	27.3%
Insurance (D&O and P&C)	7,902	7,329	7.8%	32,579	26,391	23.4%
Travel and entertainment	4,589	18,270	(74.9%)	78,708	36,532	115.4%
	\$ 55,658	\$ 63,154	(11.9%)	\$ 300,323	\$ 221,169	35.8%

The net loss for the three months ended December 31, 2023, was (\$170,696) compared to a net loss of (\$72,955) for the three months ended December 31, 2022. The increase in net loss during the three months ended December 31, 2023, can be attributed to an 83.1% increase in investor relations costs coupled with the recognition of \$23,800 in share-based compensation expense during the quarter compared to nil recognized during the three months ended December 31, 2022. In addition, the Company experienced a reduction in the recognition of a Recovery of flow-through share premium liability as the Company incurred flow through eligible expenditures on the Adeline property that were capitalized to the project during the period when at a lower level than was capitalized to the Sail Pond property during the three months ended December 31, 2022. Management and director fees decreased by 5.8%, General and Administration expenses decreased by 11.9%, Investor relation expenses increased by 83.1%, professional fees decreased by 61.9% and the Company incurred share-based compensation charges of \$23,800 on the granting of stock options to employees and consultants of the Company. The Company also recorded \$31,130 in interest income during the three months ended December 31, 2023, from GIC investments (that matured on January 15, 2024) during the three months ended December 30, 2023.

As of December 31, 2023, the flow-through share premium liability was \$396,863. The flow-through share premium liability is reduced as the Company renounces eligible expenditures that are incurred during the year and then recognizes a recovery of the share-premium liability as other compressive income. During the year ended December 31, 2023, the Company recorded a net increase of \$662,386 in share premium liability from the April 17, 2023 flow-

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through financing and recognized a gain on the settlement of flow-through share premium liability of \$108,254 for the three months ended December 31, 2023 (recovery of \$206,219 for the three months ended December 31, 2022) compared to a recovery of \$336,893 for the year ended December 31, 2023 (recovery of \$302,530 for the year ended December 31, 2022) bringing the outstanding liability to \$396,863 as of December 31, 2023.

The Company's accounting policy is to capitalize all eligible exploration related expenditures to the various projects under development. Capitalized amounts are reviewed for any indications of impairment on a quarterly basis. (See Note 3(b) in the Company's audited annual financial statements for the year ended December 31, 2023, for additional details).

The net loss for the year ended December 31, 2023, was (\$1,564,255) compared to a net loss of (\$1,540,747) for the year ended December 31, 2022. The increase in net loss during the year ended December 31, 2023, can be attributed to the Company recognizing a 35.8% (\$79,154) increase in General & Administration expense, an increase of 32.7% (\$27,941) in Professional fees, an increase of 14.9% (\$87,300) in share-based compensation expense, a decrease of 7.5% (\$31,360) in Management and Director compensation expense, and a decrease of \$69,967 in consulting fee expenses for a total increase in net operating loss of 7.9% (\$145,434) over the net operating loss of (\$1,843,277) for the year ended December 31, 2022. During the year ended December 31, 2023, the Company recognized a gain on the settlement of flow-through share premium liability of \$336,893 compared to a recovery of \$302,530 during the year ended December 31, 2022. The Company also recorded \$87,563 in interest income from GIC deposits during the year ended December 31, 2023 (\$nil during the year ended December 31, 2022). The overall result was an increase in the net loss for the year ended December 31, 2023, of 1.5% (\$23,508) when compared to the year ended December 31, 2022.

SUMMARY OF QUARTERLY RESULTS

Three months ended	31-Dec-23	30-Sep-23	30-Jun-23	31-Mar-23	31-Dec-22	30-Sep-22	30-Jun-22	31-Mar-22
Total revenue	-	-	-	-	-	-	-	-
Loss for the period	(\$170,696)	(\$95,070)	(\$808,577)	(\$489,912)	(\$72,955)	(\$198,503)	(\$1,072,050)	(\$197,239)
Comprehensive Loss	(\$170,696)	(\$95,070)	(\$808,577)	(\$489,912)	(\$72,955)	(\$198,503)	(\$1,072,050)	(\$197,239)
Loss per share	\$0.00	\$0.00	(\$0.01)	(\$0.01)	\$0.00	\$0.00	(\$0.02)	\$0.00
Total assets	\$17,893,675	\$18,152,459	\$18,642,044	\$12,860,915	\$12,438,595	\$12,824,198	\$12,839,637	\$8,853,236
Working capital	\$3,493,589	\$4,519,674	\$6,044,159	\$1,946,318	\$3,230,200	\$4,204,013	\$5,859,860	\$2,384,131

The net loss and comprehensive loss for the three months ended December 31, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter and interest income earned on GIC deposits during the quarter. The net loss and comprehensive loss for the three months ended September 30, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter and interest income earned on GIC deposits during the quarter. The net loss and comprehensive loss for the three months ended June 30, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses partially off-set by a recognition of a gain on the settlement of flow-through share premium liability on eligible exploration expenses that were incurred during the quarter. The net loss and comprehensive loss for the three months ended March 31, 2023, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses. The net loss and comprehensive loss for the three months ended December 31, 2022, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and general and administrative expenses. The net loss and comprehensive loss for the three months ended September 30, 2022, was comprised of management and director compensation, investor relations activity expenses, share based compensation expense, consulting and legal fees and

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general and administrative expenses. The net loss and comprehensive loss for the three months ended June 30, 2022, was comprised of management and director compensation, investor relations activity expenses, share-based compensation expense, consulting and legal fees and general and administrative expenses. The loss and comprehensive loss for the three months ended March 31, 2022, was comprised of investor relations activity, management and director fees, office expenses and consulting expenses.

SELECTED ANNUAL INFORMATION

Selected Annual Information	Dec-31-2023	Dec-31-2022	Dec-31-2021
	\$	\$	\$
Total assets	17,893,675	12,438,595	9,127,117
Total liabilities	634,353	342,056	272,830
Operating Loss for the period	1,988,711	(1,843,277)	(1,387,001)
Comprehensive loss	(1,564,255)	(1,540,747)	(1,375,180)
Loss per share	(\$0.02)	(\$0.02)	(\$0.03)

OUTSTANDING SHARES

As at the date of this report the Company had 112,499,425 common shares outstanding, options outstanding of 10,580,000 and 62,487,620 warrants outstanding.

FINANCIAL POSITION AND LIQUIDITY

As of December 31, 2023, the Company's financial instruments consist of cash, cash equivalents, and accounts payable and accrued liabilities. The Company has no speculative financial instruments, derivatives, forward contracts, or hedges.

As of December 31, 2023, the Company had working capital of \$3,493,589 compared to working capital of \$3,230,200 as of December 31, 2022.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Financial instrument classification and measurement

Financial instruments of the Company carried on the Statement of Financial Position are carried at amortized cost. There are no significant differences between the carrying value of financial instruments and their estimated fair values as of December 31, 2023, and December 31, 2022, due to the immediate or short-term maturities of the financial instruments.

b) 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 a financial loss. It is management's opinion that the Company is not exposed to significant credit risk arising from these financial instruments. The Company limits credit risk by entering into business arrangements with high credit-quality counterparties. Thus, the credit risk associated with other receivables is also considered to be negligible. There have not been any changes in the exposure to risk or the Company's objective, policies, and processes for managing the risk.

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c) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk. There have not been any changes in the exposures to risk or the Company's objectives, policies, and processes for managing risk.

d) Liquidity risk

Prudent liquidity risk management implies always maintaining sufficient cash, liquid investments and committed credit facilities to meet the Company's commitments as they arise. The Company manages liquidity risk by maintaining adequate cash reserves and by continuously monitoring forecast and actual cash flows. Where insufficient liquidity may exist, the Company may pursue various debt and equity instruments for short or long-term financing of its operations.

As of December 31, 2023, the Company had working capital of \$3,493,589 (December 31, 2022 – \$3,230,200) and anticipates that cash on hand and available working capital will be sufficient to fund all the Company's planned expenditures for the next 12 months.

The Company's potential sources of cash flow in the upcoming year will be, possible equity financings, loans, lease financing and entering into joint venture agreements, or any combination thereof. There have not been any changes in the exposure to risk or the Company's objectives, policies, and processes for managing the risk.

RISKS RELATED TO PROPERTY TITLE

Although the Company has taken steps to verify the title to the properties on which it is conducting its exploration, development and mining activities, these procedures do not guarantee the Company's title. Property title may be subject to government licensing requirements or regulations, unrestricted prior agreements, unregistered claims, aboriginal land claims and non-compliance with regulatory and environmental requirements. The Company's mining and exploration activities are subject to laws and regulations relating to the environment, which 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 has made, and expects to make in the future, expenditures to remain in compliance.

CAPITAL RESOURCES

The Company has no recent history of profitable operations. Therefore, it is subject to many risks common to comparable companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of adequate revenues.

It may be necessary for the Company to arrange for additional financing to meet its on-going exploration and overhead requirements.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. Although the Company successfully completed a financing during the current period, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable.

CAPITAL MANAGEMENT

The Company's capital consists of shareholders' equity in the amount of \$17,259,322 as of December 31, 2023 (December 31, 2022: \$12,096,539). The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing, selling assets, and incurring

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debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the period. The Company is not subject to externally imposed capital requirements. The Company does not currently have adequate sources of capital to complete its exploration plan, current obligations and ultimately the development of its business, and will need to raise adequate capital by obtaining equity financing, selling assets, and incurring debt. The Company may raise additional debt or equity financing in the near future to meet its current obligations.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as of December 31, 2023, and as at the date hereof.

RELATED PARTY TRANSACTIONS

Related party transactions are summarized as follows:

Name and principal position	Year	Remuneration or fees ⁽¹⁾		Included in accounts payable ⁽¹⁾
			Share based compensation ⁽¹⁾	
Mathew Wilson, CEO - management fees ²	2023	\$230,000	\$176,609	\$1,964
	2022	271,667	130,630	\$3,352
Dennis Logan, CFO - management fees ²	2023	\$108,000	\$57,394	-
	2022	99,000	82,504	-
Jeremy Niemi, VP Exploration ^{2,3}	2023	\$180,000	\$176,609	-
	2022	500,000	137,506	-
Richard Patricio, Director - director fees	2023	\$24,000	\$57,394	-
	2022	24,000	82,503	-
Stephen Kieth, Director - director fees	2023	\$24,000	\$21,926	-
	2022	24,000	41,252	-

⁽¹⁾ Amounts disclosed were paid or accrued to the related party during the years ended December 31, 2023 and 2022.

⁽²⁾ Amounts paid to the individuals indirectly through companies controlled by the related party.

⁽³⁾ Amounts paid have been capitalized to Property rights, exploration and evaluation assets.

These transactions were in the normal course of operations and are measured at their exchange amount, which is the amount of consideration established and agreed to by the related parties.

SEGMENTED INFORMATION

The Company operates in a single reportable operating segment – the acquisition, exploration, and development of mineral properties.

As of December 31, 2023, all of the Company's non-current assets were located in Canada. As of December 31, 2022, all of the Company's non-current assets were located in Canada.

EVENTS SUBSEQUENT TO DECEMBER 31, 2023

On February 13, 2024, the Company announced that it has entered into a definitive share purchase agreement (the "Agreement"), with Copper Road Resources Inc. (the "Vendor") and its wholly-owned subsidiary, 100797918 Ontario Inc. (the "Subsidiary") to acquire 100% interest in the Copper Road Project ("Copper Road" or the "Project"), from Copper Road Resources Inc. (TSXV: CRD), arm's length parties to the Company (the "Transaction"). Located 80km north of Sault Ste. Marie, Ontario, Canada, Copper Road is a 24,000ha high-potential brownfield copper-moly-silver-gold project associated with the Midcontinent Rift ("MCR"), which until 2021 had never been fully consolidated.

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Recent porphyry and breccia drill holes as well as past copper production from two mines suggest the potential for larger intrusion related copper mineralization.

In order to effect the Transaction, the Vendor will assign all its right, title and interest to the Project, including two option agreements (the "Option Agreements"), to the Subsidiary. The Company will acquire, by way of an exempt takeover bid, all of the issued and outstanding common shares (the "Purchased Shares") in the capital of the Subsidiary from the Vendor, in consideration, of the issuance to the Vendor such number of common shares (the "Common Shares") in the capital of the Company which is equal to 49% of the issued and outstanding Common Shares immediately upon closing of the Transaction, and aggregate cash payments of \$460,000 to the Vendor, comprised of \$200,000 upon execution of the Agreement (paid on March 1, 2024), and \$260,000 upon closing of the Transaction. The completion of the Transaction is subject to the satisfaction of certain conditions precedent, including but not limited to receipt of all necessary consents, including the consent of the assignment of the Option Agreements to the Subsidiary by the optionors to the Option Agreements, approvals and other authorizations of any regulatory authorities, including but not limited to the approval of the TSX Venture Exchange and the approval of the shareholders of the Vendor. Following the completion of the Transaction and subject to receiving shareholder approval, the Vendor intends to distribute at least 90.1% of the Common Shares that it receives in connection with the Transaction to its shareholders.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS

New Accounting Standards Issued and Adopted in the Year

New Standards Adopted in the Current Period

There were no new standards adopted by the Company during the year that had an impact on the financial statements.

RISK FACTORS

Companies operating in the mining industry face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors most applicable to the Company:

Exploring and developing mineral resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and employs experienced consulting, engineering, insurance, and legal advisors to assist in its risk management reviews.

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

There can be no guarantees that the Company will be able to obtain or maintain all the necessary licenses and permits to extract and process minerals, explore, develop, or maintain its continued operations, or that the Company will be able to comply with all the conditions imposed.

The Company files applications in the ordinary course to renew the permits associated with its mining and exploration licenses that it deems necessary and/or advisable for the continued operation of its business. Certain of the Company's permits to operate that are associated with the mining license are currently under application for renewal. There is no guarantee that the Company will be able to renew any or all of the necessary permits in order to continue operating and conducting exploration activities on areas covered by licenses and permits that are not renewed or are revoked.

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

The success of exploration programs, development programs and other transactions related to mining concessions could have a significant impact on the need for capital. If the Company decides to develop one of its properties, it must ensure that it has access to the required capital. The Company could finance its need for capital by using working capital, by arranging partnerships or other arrangements with other companies, through equity financing, by taking on long-term debt or any combination thereof.

The Company is dependent upon the personal efforts and commitments of its existing management. To the extent that management's services would be unavailable for any reason, a disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in this Management Discussion and Analysis on March XX, 2024.

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A CAUTIONARY NOTE

This document contains “forward-looking information” which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation, its subsidiaries and its projects, the future supply, demand, inventory, production and price of minerals, the estimation of reserves and resources, the realization of reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “intends”, “anticipates”, or “believes” or variations (including negative variations) of such words and phrases, or state that certain actions, events or results “may”, “could”, “would”, “might” or “will” be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of resources; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the resource industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Respectfully submitted on behalf of the Board of Directors,

“Mathew Wilson”

Mathew Wilson

President & CEO