MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE QUARTER ENDED ON MARCH 31, 2024

TSX-V: SRG

INDEX

SCOPE OF MD&A AND NOTICE TO INVESTORS

This management discussion and analysis of financial position and results of operations ("MD&A") is prepared as of May 22, 2024 and complements the unaudited condensed consolidated interim financial statements of SRG Mining Inc. (the "Corporation" or "SRG"), which include: SRG Guinee SARL ("SRG Guinee"), SRG Graphite International Inc. ("SRG Intl"), SRG Liberia Inc. ("SRG Liberia") and SRG Lithium ("SRG Lithium"), its wholly owned subsidiaries, for the period ended on March 31, 2024. The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board ("IFRS Accounting Standards"). Except as otherwise disclosed, all dollar figures included therein and in the following MD&A are quoted in Canadian dollars. The Corporation has prepared this MD&A following the requirements of National Instrument 51-102, Continuous Disclosure Obligations.

The interim condensed consolidated financial statements and related notes have been prepared in accordance with IAS 34, Interim Financial Reporting, as issued by the International Accounting Standards Board. They do not contain all the information required to be disclosed in annual financial statements. Certain information and notes usually provided in the annual financial statements have been omitted or condensed when not deemed essential to the understanding of the interim financial information of the Corporation. Therefore, this MD&A should be read in conjunction with the information contained in the annual audited consolidated financial statements of the Corporation and the notes thereto for the year ended December 31, 2023.

Management of the Corporation is responsible for the preparation and presentation of the condensed consolidated interim financial statements and notes thereto, MD&A and other information contained in this MD&A. Additionally, it is management's responsibility to ensure the Corporation complies with the laws and regulations applicable to its activities.

The unaudited condensed consolidated interim financial statements and the MD&A have been reviewed and approved by the audit committee on May 22, 2024, as delegated by the Board of directors. These documents and more information about the Corporation are available on SEDAR+ at www.sedarplus.com.

FORWARD LOOKING STATEMENTS

Certain statements made in this MD&A are forward-looking statements or information. The Corporation is hereby providing cautionary statements identifying important factors that could cause the Corporation's actual results to differ materially from those projected in the forward-looking statements. Any statements that express, or involve discussions as to, expectations, beliefs, plans, objectives, assumptions or future events or performance (often, but not always, through the use of words or phrases such as "may", "is expected to", "anticipates", "estimates", "intends", "plans", "projection", "could", "vision", "goals", "objective" and "outlook") are not historical facts and may be forward-looking and may involve estimates, assumptions and uncertainties which could cause actual results or outcomes to differ materially from those expressed in the forward-looking statements. In making these forward-looking statements, the Corporation has assumed that the current market will continue and grow and that the risks listed below will not adversely impact the business of the Corporation. By their nature, forward-looking statements involve numerous assumptions, inherent risks and uncertainties, both general and specific, which contribute to the possibility that the predicted outcomes may not occur or may be delayed. The risks, uncertainties and other factors, many of which are beyond the control of the Corporation that could influence actual results are summarized below under the heading "Risks and Uncertainties".

Further, unless otherwise noted, any forward-looking statement speaks only as of the date of this MD&A, and, except as required by applicable law, the Corporation does not undertake any obligation to update any forward-looking statement to reflect events or circumstances after the date on which such statement is made or to reflect the occurrence of unanticipated events. New factors emerge from time to time, and it is not possible for management to predict all such factors and to assess in advance the impact of each such factor on the business of the Corporation, or the extent to which any factor or combination of factors may cause actual results to differ materially from those contained in any forward-looking statement.

CORPORATION OVERVIEW

The Corporation was incorporated on April 16, 1996 under the Canada Business Corporations Act. SRG Mining Inc. common shares are currently listed on the TSX-V under the trading symbol "SRG.V". The Corporation's head office is located at #132 – 1320 Graham boulevard, Mont-Royal, Quebec, Canada, H3P 3C8.

SRG Mining Inc. is a Canadian-based mining corporation focused on developing the Lola Graphite Project located in the Republic of Guinea, West Africa. The Lola Graphite Project has Proven and Probable Reserves of 40.9Mt at a grade of 4.14% Cg, for 1,7MT of contained graphite. SRG aims to develop a fully integrated source of battery anode material to supply the lithium-ion and fuel cell markets. With attractive operating costs, proximity to end-markets and strong ESG credentials, SRG is poised to become a reliable supplier while promoting sustainability and supply chain transparency. SRG is committed to generating sustainable, long-term benefits that are shared with the host countries and communities where it operates.

The Lola Graphite project has a mining exploitation permit of 94 km^2 with a prospective surface outline of continuous graphitic gneiss extending over a 8.7km strike, hosting one of the largest graphitic surface areas in the world. SRG owns 100% of the Lola Graphite Property. **Figure 1** presents the Corporation's Lola Graphite research permit and the surrounding village along with a map showing the deposit's location in the country and the possible import/export routes.

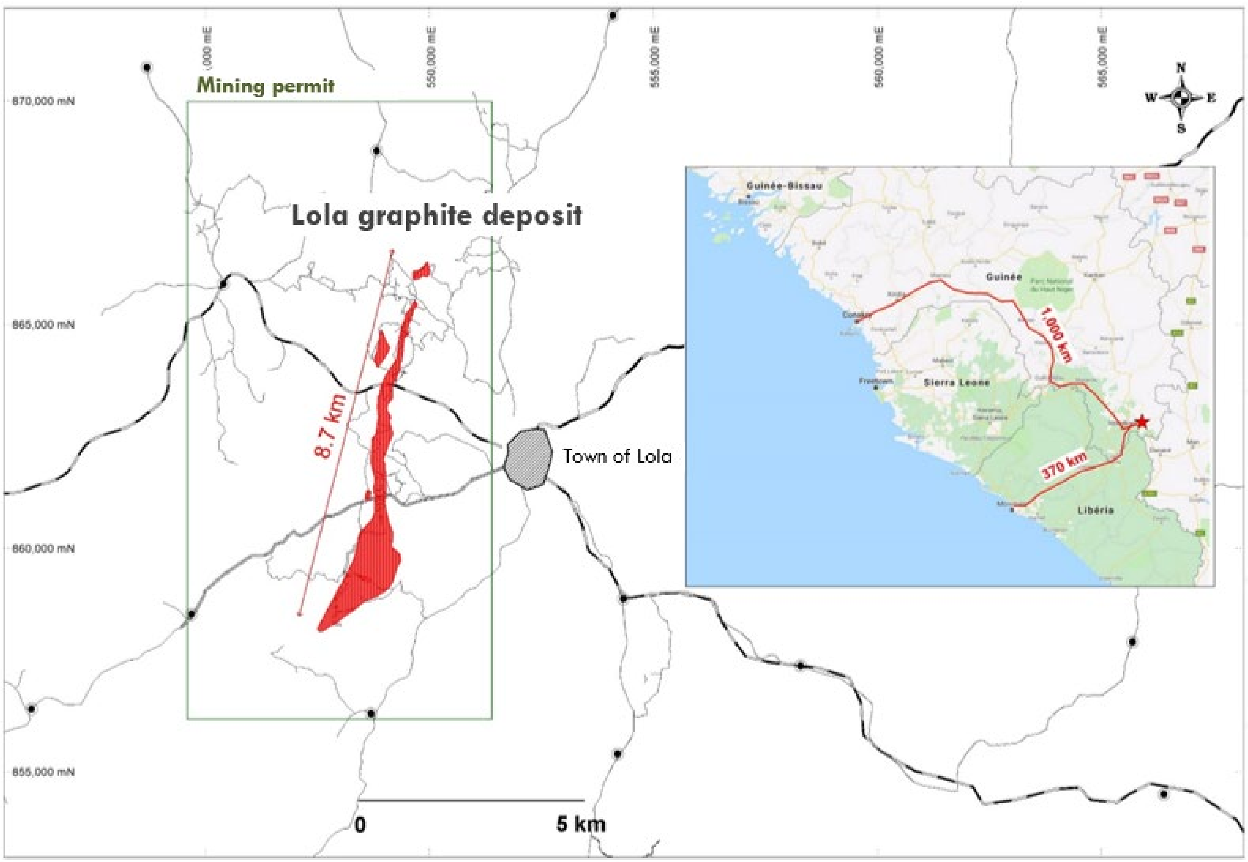

Figure 1 Exploration permits in Guinea

HIGHLIGHTS

- On February 26, 2024, the Corporation announced, following a comprehensive review of various jurisdictions, the selection of Abu Dhabi Global Market in the United Arab Emirates ("UAE") as the preferred jurisdiction for Redomiciliation (the "UAE Redomiciliation"). The UAE Redomiciliation will provide the Corporation with expanded strategic optionality. Additionally, the UAE has a double taxation treaty and a bilateral investment treaty with the Republic of Guinea, where SRG's main asset, the Lola Graphite Project, is located. In addition, the Corporation also announced it is currently evaluating its various strategic options following meetings with several other strategic partners who have expressed interest to become a Tier One supplier to the Western battery end markets. The UAE Redomiciliation requires shareholders approval, which is expected in Q2 2024.

- On March 5, 2024, the Corporation announced the strategic decision to terminate the agreements and non-binding term sheet with C-ONE, initially announced on July 10th, 2023, and November 29th, 2023, respectively.

- On April 12, 2024, the Corporation announced (i) the cancellation of all 1,750,000 outstanding restricted share units of the Corporation, previously issued on March 1, 2022, and (ii) the annual grant of 4,096,713 stock options to certain officers.

- On May 17, 2024, proposal to continue the Corporation out of the federal jurisdiction of Canada under the Canada Business Corporations Act and into the jurisdiction of the Abu Dhabi Global Market (the "Continuance"), and subject to and upon the Continuance, the proposal to adopt the new articles of continuance as detailed in the information circular and proxy statement of the Corporation dated April 15, 2024 and change of the Corporation name to Falcon Energy Materials plc was approved during the Annual General Meeting.

OVERALL PERFORMANCE

Over the past 12 months, the Corporation has focused on arranging financing required for construction, obtaining, and maintaining the necessary permits and finding a partner for its Lola graphite project and the development of an anode material plant in Morocco.

BUSINESS OBJECTIVES AND MILESTONES

The demand for raw materials for anode battery materials, and graphite specifically, is expected to grow in the medium to long-term, becoming a strategic and critical element for years to come.. The completion of the UFS has been a critical milestone to advance the project finance and offtake discussions for the Lola Graphite Project.

MINERAL PROPERTY PORTFOLIO

The Corporation's exploration programs are designed, managed and reviewed by Marc-Antoine Audet, P. Geo, PhD, Lead Geologist for SRG. The Corporation's technical reports and metallurgical tests are managed and reviewed by Patrick Moryoussef, P. Eng, COO for SRG. Both individuals are 'qualified persons' ("QP"), as defined by National Instrument 43-101, Standards for Disclosure for Mineral Projects ("NI 43-101") in their respective fields.

LOLA GRAPHITE PROPERTY – MINING EXPLOITATION PERMIT

On November 6, 2019, the Government of Guinea awarded SRG Guinée, through presidential order NºD/2019/291/PRG/SGG the mining permit for its Lola graphite project near the town of Lola in eastern Guinea, West Africa. The fifteen (15) year renewable permit was officially granted by the Government of Guinea through presidential decree number D/2019/291/PRG/SGG. The mining permit covers an area of 94.38 square kilometers. SRG Guinée has agreed to develop the mine and has an obligation to invest US$110,000,000 within the first year of the permit being granted. The mining permit is subject to the general obligations of the Guinean mining code. In June 2020, the Corporation asked the Government of Guinea for a deferment due to the ongoing Covid-19 crisis. A number of events since its receipt of the mining permit, namely the COVID pandemic as well as a Coup d'État, each of which the Corporation considers being a Force Majeure event, rendered impossible the fulfillment of certain obligations by the Corporation during a significant period of time. Furthermore, on June 5, 2021, the Corporation and the government of Guinea signed an agreement which stipulates that the Corporation must begin work on its Lola project within six months of being formally reissued the Gogota permit. The Corporation remains in active dialogue with the government of Guinea about the development timeline for the Lola Graphite Project and intends to start early development works on the mining permit once the situation is resolved.

PROJECT INFORMATION:

MINERAL RESOURCES

The resource estimate was established using data from boreholes drilled and sampled up to December 1, 2018. The total resource estimate of the Lola Project includes Measured and Indicated Resources of 54.0 Mt grading 3.98% Cg, and Inferred Resources of 12.3 Mt grading 3.60% Cg. The resource estimate has been prepared using a cut-off grade of 1.0% Cg for oxides and 1.4% Cg for fresh rock. **Figure 2** depicts the resource locations on the deposit.

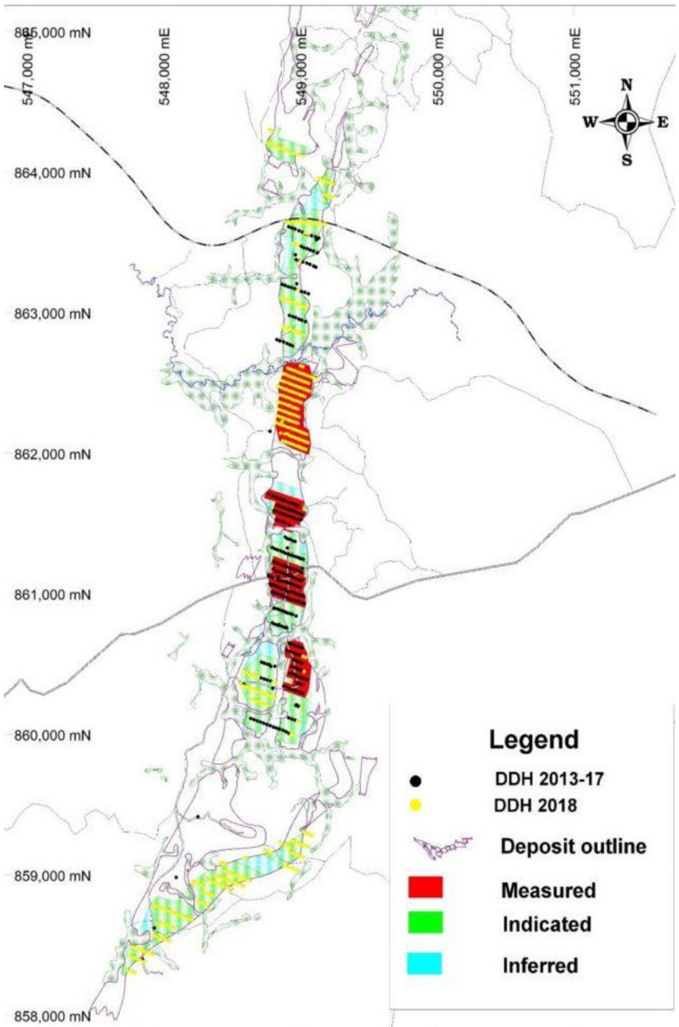

Figure 2 Map of the deposit with resource classification

MINERAL RESERVES

The Lola Graphite Project is characterized by its oxide surface mineralization, which continues along strike and at depth into the fresh rock bed. For the UFS, mining operations considered the mineralized material contained in the oxide weathered lateritic and saprolitic zones, as well as the mineralized material contained in the fresh rock formation. The total reserve estimate includes Proven and Probable Mineral Reserves of approximately 40.9 Mt grading 4.14% Cg. To access these Mineral Reserves, 35.9 Mt of overburden and waste rock must be mined, resulting in a low life-of-mine strip ratio of 0.88:1.

Table 1 Mineral Reserves

Category	Tonnage (Mt)	Grade (% Cg)	Contained Cg (kt)
Oxide	6.15	4.38	269.5
Fresh Rock	0.28	4.34	12.2
Proven Reserves	**6.43**	**4.38**	**281.8**
Oxide	20.38	4.10	835.5
Fresh Rock	14.12	4.08	576.2
Probable Reserves	**34.50**	**4.09**	**1,411.1**
Total Reserves	**40.93**	**4.14**	**1,694.7**

Notes:
1. Mineral Reserves has been estimated by the Reserves QP.
2. The Mineral Reserves are reported in accordance with the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines prepared by the CIM Standing Committee on Reserve Definitions and adopted by the CIM Council.
3. The effective date of the estimate is February 27, 2023.
4. Mineral Reserves are included in Mineral Resources.
5. Pit shell was developed using a 34-degree pit slope in oxide and 42-degree pit slope in fresh rock, concentrate sales price of US$1,289/t concentrate, average mining costs of US$3.25 /t ore oxide, US$3.75 /t ore fresh rock, US$2.75 /t waste oxide and US$3.25 /t waste fresh rock, processing costs of US$12.71 /t processed, G&A cost of US$1.52 /t processed and transportation costs of US$50/t concentrate, 84.2% process recovery and 95.4% concentrate grade and an assumed 100,000 tpa concentrate production.
6. The Mineral Reserves are inclusive of mining dilution and ore loss.
7. Contained graphite before processing recovery. Mining loss and dilution applied.
8. The open pit Mineral Reserves are estimated using an optimal cut-off grade of 1.9 % Cg.
9. The strip ratio for the open pits is 0.88 to 1.
10. The Mineral Reserves are stated as dry tonnes delivered at the crusher.
11. Totals may not add due to rounding.

MINING

The Lola deposit is characterized with its saprolite surface mineralization, which continues at depth into the fresh rock bed. For the UFS, mining operations are a mix of the weathered zone, and fresh rock. On average, the first 32 meters of the deposit represents the weathered material.

The average head grade over the 17-year mine life is 4.14% Cg, and the total average material mined per year is 4.7Mt (ore and waste) with an average strip ratio of 0.88. Mining costs were established at US3.28/t, considering preliminary pit design and access roads. **Table 2** provides a summary of Mining highlights.

Table 2 Mining highlights

Mining costs (US$/t material mined)	3.28
Average graphite grade (% Cg)	4.14%
Stripping ratio (waste/mineralized)	0.88
Average graphite bearing material mined per year (t/y)	2,565,443
Average waste mined per year (t/y)	2,158,303
Mine of Life (years)	17 years

PROCESS

The processing plant and waste dump are located on a plateau, west of the main pit, where the land is already conveniently flat and barren of trees. It is currently less than one kilometer from the visual mineralization. This proximity will ensure short cycle times and contribute to the control of production costs.

Efforts were made to keep a simple flowsheet with limited polishing and flotation stages. Saprolite ore beneficiation process has an overall graphite recovery of 73.1%, producing a graphite concentrate grade of 95.4 % Cg. The addition of up to 45% of fresh rock in the feed blend improves the overall graphite recovery to 84.2%. A suitable process flowsheet able to handle saprolite as well as a feed blend with fresh rocks has been developed for the updated feasibility study. Reagents used for processing are diesel as a collector and methyl isobutyl carbinol ("MIBC") as a frother, both commonly available and routinely used reagents in the graphite sector. The processing costs are US$11.69/t of processed material resulting in US$325/t of graphite concentrate. **Table 3** provides a summary of results.

Table 3 Process highlights

Processing costs (US$/t plant feed)	11.69
Processing costs (US$/t concentrate)	324.57
Average concentrate grade (%Cg)	>95%
Graphite plant recovery	84%
Average material fed to the plant (t/year)	2,565,443

PROCESS DESCRIPTION:

The mineral processing plant consists of a crushing area and a concentrator where material beneficiation and concentrate, dewatering, screening, and packaging takes place. The process flowsheet includes crushing, grinding, rougher flotation, polishing, and cleaner flotation. The back end of the concentrator includes tailings thickening, concentrate filtration and drying, dry screening and bagging of graphite products, and material handling. All the tailings from the concentrator will be thickened and pumped to the lined tailings ponds. Reclaiming water from the tailings ponds has been considered in the process design to minimize freshwater makeup to the concentrator.

The graphite concentrate will be recovered by a conventional flotation process at an overall recovery over the life of mine of 83.6 producing a graphite concentrate grade of 95.4 % Cg. The processing plant is expected to produce graphite concentrate divided into four standard-size fractions: +48 mesh, -48+80 mesh, -80+100 mesh and -100 mesh. **Figure 3** provides a summary of the Process flowsheet.

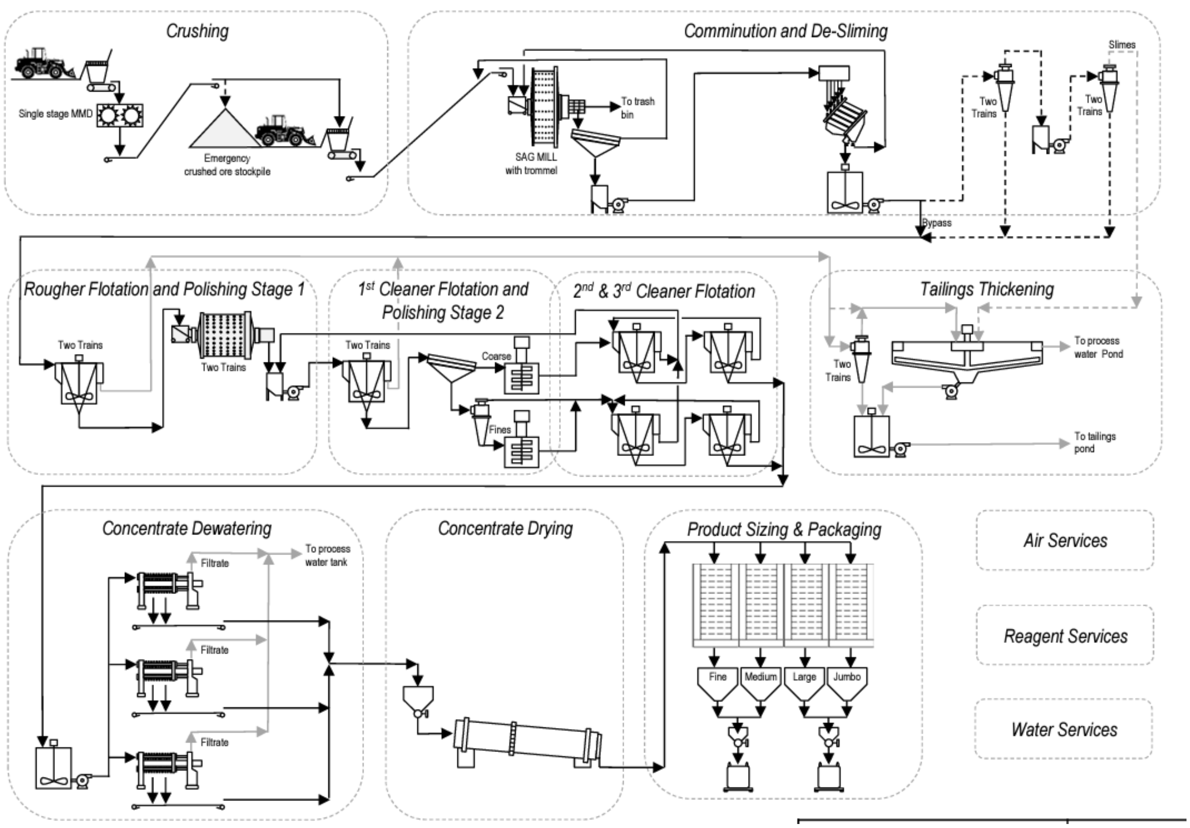

Figure 3 Process flowsheet

ENVIRONMENT:

The Environmental Baseline Study ("EBS") was launched March 10, 2017. The Corporation worked with external consultants and the Guinean Environment Services to produce a study which meets Guinea's standards and the International Finance Corporation's ("IFC") 2012 edition of the Environmental and Social Performance Standards. On March 22, 2019, the Corporation received its Environmental Conformity Certificate from the government of Guinea for its Lola Graphite project. The Corporation will also develop a resettlement action plan ("RAP"), which will follow IFC Performance Standards, namely PS5 pertaining to land acquisition and resettlement.

ENVIRONMENT, SOCIAL, GOVERNANCE

COMMUNITY ENGAGEMENT

The following list of activities conducted in 2023 and maintained in 2024, encapsulates SRG Mining's commitment to ESG principles, demonstrating a holistic approach to responsible resource development, stakeholder engagement, and community empowerment. SRG emphasizes the benefits and positive impact on the community's approach to maintaining commitment to Corporate Social Responsibility (CSR):

- Purchased of 200 waste bins and cutting-edge cleaning equipment for the urban municipality;
- Provided critical agricultural materials;
- Establishment of pepper nurseries;
- Creation of forest plant nurseries;
- Promotion of educational excellence with the launch of an educational initiative aimed at providing school supplies to top performers.

GOVERNANCE

All approved corporate governance policies can be found on the Corporation's website.

ENVIRONMENT

The Corporation proudly secured validation of the Environmental and Social Impact Assessment (ESIA), along with the certificate of environmental conformity from the Bureau Guinéen d'Études et Évaluations Environnementales (BGEEE). This marks a testament to our unwavering commitment to environmental responsibility.

LIQUIDITY & CAPITAL RESOURCES

While the Corporation works towards a strategic partnership, the current estimate for expenditures on the Lola Graphite Property (both corporate and capitalized expenditures) for the next year is approximately $3,000,000. The estimated expenditures will be used for the following work:

- Redomiciliation to the UAE;
- Anode material plant feasibility study;
- EPC Propositions;
- Corporate and local general and administration.

SELECTED FINANCIAL INFORMATION

FINANCIAL POSITION ANALYSIS

	March 31, 2024	December 31, 2023
	$	$
Total assets	8,304,552	9,385,011
Total liabilities	928,768	674,958
Total equity	7,375,784	8,710,053
Working capital*	7,109,338	8,415,478

*Working capital is a measure of current assets less current liabilities.

ASSETS

Total assets as at March 31, 2024 were $8,304,552 compared to $9,385,011 at December 31, 2023, a decrease of $1,080,459 mainly due to a decease of $906,048 in investments of which proceeds were used in operating activities, in prepaid expenses and deposits of $71,341, in cash of $$56,747, in property and equipment of $35,985 and in sales taxes receivables of $10,338.

LIABILITIES

Total liabilities as at March 31, 2024 were $928,768 compared to $674,958 at December 31, 2023, an increase of $253,810, as some large invoices related to the Redomiciliation were received after the quarter end. The increase is mostly related to accounts payable for $270,539, offset by a decrease of $16,729 lease liability.

EQUITY

As at March 31, 2024 the Corporation had an equity balance of $7,375,784 compared to $8,710,053 at December 31, 2023, a decrease of $1,334,269, due to the comprehensive loss for the period of $1,480,923, offset by the amortization of share-based payments to contributed surplus of $146,654.

OPERATING RESULTS ANALYSIS

	Three-month periods ended March 31,	
	2024	2023
	$	$
Revenues	**-**	-
Net loss	**1,480,923**	1,720,327
Net loss per share	**0.01**	0.02

THREE-MONTH PERIOD ENDED MARCH 31, 2024, COMPARED TO THE THREE-MONTH PERIOD ENDED MARCH 31, 2023

For the three-month period ended March 31, 2024, the Corporation recorded a net loss of $1,480,923 compared to $1,720,327 for the same period in 2023, a decrease of $239,404.

Exploration and evaluation expenses decreased by $551,808 from the same period in 2023, due to a decrease in engineering study by $510,310, as the Updated Feasibility Study for the Lola project was still ongoing during Q1 2023, in exploration expenses by $31,677 and in health, safety, environment & community relations on site by $2,027, offset by an increase in salaries and wages by $9,931.

General and administrative expenses decreased by $5,447 from the same period in 2023, mostly due to the increase in travel and representation by $27,711 and in general and office expenses by $20,074, offset by the share based payments decreased of $38,765.

Redomiciliation fees of $396,320 were incurred during the period, refer to the Highlights section for more details.

CASH FLOWS ANALYSIS

	Three-month periods ended March 31,	
	2024	2023
Cash required by operating activities	**(1,033,812)**	(1,893,515)
Cash generated by investing activities	**1,000,000**	-
Cash required by financing activities	**(22,935)**	(12,144)

THREE-MONTH PERIOD ENDED MARCH 31, 2024, COMPARED TO THE THREE-MONTH PERIOD ENDED MARCH 31, 2023

Operating Activities

For the three-month period ended March 31, 2024, operating activities required cash flows of $1,033,812 compared to $1,893,515 for the same period in 2023, a decrease of cash consumption of $859,703. The variation is mostly due to a decrease in the net loss after adjustments for items not affecting cash, which went from $1,463,157 in Q1 2023 to $1,386,030 in Q1 2024 and in the change in non-cash working capital items, which went from generating $430,358 in Q1 2023 to requiring $352,218 in Q1 2024

Investing Activities

For the three-month period ended March 31, 2024, investing activities generated cash flows of $1,000,000 compared to nil for the same period in 2023, as a portion of short-term investments were liquidated and converted to cash.

Financing Activities

For the three-month period ended March 31, 2024, financing activities required cash flows of $22,935 compared to $12,144 for the same period in 2023, an increase of cash consumption of $10,791, due to the new leases in Guinea.

QUARTERLY RESULTS TRENDS

The operating results for each of the last eight quarters are presented in the following table. Management considers that the information for each of those quarters was determined in the same way as for our financial statements for the period ended March 31, 2024.

	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022	Sep 30, 2022	Jun 30, 2022
Revenues	-	-	-	-	-	-	-	-
Net loss	(1,480,923)	(1,460,680)	(1,194,390)	(1,115,420)	(1,720,327)	(1,941,521)	(1,629,995)	(1,401,809)
Net loss per share	(0.01)	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)	(0.01)	(0.01)

RELATED PARTIES TRANSACTIONS

REMUNERATION OF KEY MANAGEMENT PERSONNEL

Key management personnel are the members of the Board of Directors, and executive officers of the Corporation. During the three-month periods ended March 31, 2024 and 2023, the remuneration awarded to key management personnel (including the amounts above) is as follows:

	Three-month periods ended March 31,	
	2024	2023
	$	$
Salaries and benefits	**16,417**	16,417
Consulting and professional fees	**207,725**	144,167
Share-based payments	**124,999**	161,910
	349,141	322,493

TERMINATION AND CHANGE OF CONTROL PROVISIONS

Certain agreements between the executive team and the Corporation contain termination without cause and change of control provisions. Assuming that these agreements would be terminated without cause during the year ending December 31, 2024, the total amounts payable in respect of severance would amount to $1,341,087. If a change of control would occur during the year ending December 31, 2024, the total amounts payable in respect of severance, if elected by the executive members, would amount to $2,465,213.

COMMITMENTS

The Corporation must pay $9,588 in superficial rights every year for the next eleven years to the government of Guinea to retain the rights of its mining title.

Minimum annual payments relating to the above commitments in the next five fiscal years and thereafter are as follows:

Year	$
2024	9,588
2025	9,588
2026	9,588
2027	9,588
2028	9,588
Thereafter	47,940

OUTSTANDING SHARE DATA

	Number of Shares Outstanding (Diluted)
Outstanding as of May 22, 2024	117,385,961
Shares reserved for issuance pursuant to stock options outstanding	12,482,213
Shares reserved for issuance under the deferred stock unit plan	767,021
Shares reserved for issuance under the restricted stock unit plan	-
	130,635,195

As at the date of this MD&A, the Corporation had outstanding stock options enabling holders to acquire common shares of the Corporation as follows:

	Number outstanding	Number exercisable	Exercise price $
February 20, 2027	1,877,007	1,877,007	0.365
April 25, 2027	100,000	100,000	0.50
June 14, 2027	25,000	25,000	0.36
November 22, 2027	325,000	325,000	1.30
January 14, 2028	125,000	125,000	1.72
August 8, 2028	2,085,000	2,085,000	1.10
May 11, 2030	1,108,493	1,108,493	0.37
June 19, 2030	950,000	950,000	0.51
February 9, 2031	490,000	490,000	0.69
March 1, 2032	1,300,000	1,300,000	0.70
April 12, 2024	4,096,713	1,024,178	0.48
	12,482,213	9,409,678	

As at the date of this MD&A, the Corporation has no outstanding warrants enabling holders to acquire common shares of the Corporation.

DEFERRED STOCK UNIT PLAN

The Deferred Share Units ("DSU") plan provides for the payment of directors' compensation with DSUs. Each DSU is a right granted by the Corporation to an eligible director to receive an equivalent of the value of one common share on termination of service. The Corporation may make payments due under the DSU Plan by issuing one common share for each DSU. The number of DSUs to be granted under the DSU Plan is determined by dividing the director's compensation by the average closing price of the common shares on the TSXV, for 5 trading days immediately preceding such date. Under the DSU Plan, a maximum number of common shares available and reserved for issuance is 22,764,466 shares of the Corporation, less any shares reserved for issuance under the Plan and the RSU Plan

To date, 767,021 DSUs were granted to directors.

RESTRICTED STOCK UNIT PLAN

The RSU Plan provides for a maximum number of common shares available and reserved for issuance to 22,764,466 shares of the Corporation, less any shares reserved for issuance under the Plan and the RSU Plan. The RSUs are time-based awards and all the amount of RSUs granted will vest upon the continuous employment of the Participants on the third anniversaries of the RSU grant, starting from the date of the grant or such other period not exceeding three years determined by the Board of Directors.

To date, there are not outstanding restricted stock units grants.

OFF-BALANCE SHEET ARRANGEMENTS

The Corporation has no off-balance sheet arrangements.

CONFLICTS OF INTEREST

The Corporation's directors and officers may serve as directors and/or officers, or may be associated with, other reporting companies, or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Corporation may participate, the directors and officers of the Corporation may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Corporation will follow the provisions of the Canada Business Corporations Act dealing with conflict of interest. These provisions state that where a director has such a conflict, that director must, at a meeting of the Corporation's directors, disclose his or her interest and refrain from voting on the matter unless otherwise permitted by the Corporations Act. In accordance with the federal laws of Canada, the directors and officers of the Corporation are required to act honestly, in good faith, and in the best interests of the Corporation.

MATERIAL ACCOUNTING POLICIES

The preparation of financial statements in conformity with IFRS requires management to apply accounting policies and make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is full disclosure of the Corporation's material accounting policies in Note 2 of the audited consolidated financial statements for the year ended December 31, 2023.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, income and expenses. Significant changes in the underlying assumptions could result in significant changes to these estimates. Consequently, management reviews these estimates on a regular basis. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected. Information about these significant judgments, assumptions and estimates that have the most significant effect on the recognition and measurement of assets, liabilities, income and expenses are disclosed in Note 3 of the audited consolidated financial statements for the year ended December 31, 2023.

RISKS AND UNCERTAINTIES

The Corporation is in the business of acquiring and exploring mineral properties. It is exposed to a number of risks and uncertainties that are common to other mineral exploration companies in the same business. The industry is capital intensive at all stages and is subject to variations in commodity prices, market sentiment, exchange rates for currency, inflation and other risks. The Corporation currently has no source of revenue other than interest on cash balances. The Corporation will rely mainly on equity financing to fund activities on its mineral properties.

The risks and uncertainties described in this section are not inclusive of all the risks and uncertainties to which the Corporation may be subject.

Impact of Epidemics

SRG's operations are subject to the risk of emerging infectious diseases or the threat of viruses or other contagions or epidemic diseases, including COVID-19. Any outbreak or threat of an outbreak of a virus or other contagions or epidemic disease could have a material adverse effect on the Corporation's business, results of operations and financial condition.

Early Stage – Need for Additional Funds

The Corporation has no history of profitable operations, and its present business is at an early stage. As such, the Corporation is subject to many risks common to other companies in the same business, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and the lack of revenues. There is no assurance that the Corporation will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

Exploration and Evaluation

Mineral exploration and evaluation is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but also from finding mineral deposits that, though present, are of insufficient size and/or grade to return a profit from production.

The mineral claims to which the Corporation has a right to acquire an interest are in the exploration stages only and are without a known body of commercial ore. Upon discovery of a mineralized occurrence, several stages of exploration and assessment are required before its economic viability can be determined. Development of the subject mineral properties would follow only if favorable results are determined at each stage of assessment. Few precious and base metal deposits are ultimately developed into producing mines.

Supplies, Health and Infrastructure

The Corporation's property interests are often located in remote, undeveloped areas and the availability of infrastructures such as surface access, skilled labor, healthy labor, fuel and power at an economic cost cannot be assured. These are integral requirements for exploration, production and development facilities on mineral properties. In Guinea, power may need to be generated onsite.

Mining Title Risks

Although the Corporation has exercised the usual due diligence with respect to determining title to its mining properties in which it has a material interest, there is no guarantee that title to such mining properties will not be challenged or impugned. The Corporation's mineral property interest may be subject to prior unregistered agreements, transfers, or native claims, and title may be affected by undetected defects.

Environmental Regulations, Permits and Licenses

The Corporation's operations are subject to various laws and regulations governing the protection of the environment, exploration, development, production, taxes, labor standards, occupational health, waste disposal, safety and other matters. Environmental legislation in most countries provides restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact statements. Environmental legislation is evolving in a direction of stricter standards and enforcement, and higher fines and penalties for non-compliance. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and their directors, officers and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. The Corporation intends to fully comply with all environmental regulations.

The Corporation believes that it is in compliance with all material laws and regulations which currently apply to its activities. However, there can be no assurance that all permits which the Corporation may require for its operations and exploration activities will be obtainable on reasonable terms or on a timely basis, or that such laws and regulations would not have an adverse effect on any mining project which the Corporation might undertake.

Competition and Agreements with Other Parties

The mining industry is intensely competitive in all its phases and the Corporation competes with other companies that have greater financial resources and technical capacity. Competition could adversely affect the Corporation's ability to acquire suitable properties or prospects in the future.

The Corporation may, in the future, be unable to meet its share of costs incurred under such agreements to which it is a party and it may have its interest in the properties subject to such agreements reduced as a result. Also, if other parties to such agreements do not meet their share of such costs, the Corporation may not be able to finance the expenditures required to complete recommended programs.

Political and Economic Risks of Doing Business in Guinea

The Corporation's mineral properties are currently located in Guinea. The fiscal laws and practices are well established and generally consistent with Western rules and regulations. However, there is no assurance that future political and economic conditions in this country will not result in its government adopting different policies respecting foreign development and ownership of mineral properties. Any changes in laws, regulations or shifts in political attitudes regarding investment in the Guinea mining industry are beyond its control and may adversely affect its business. The Corporation's exploration and evaluation activities may be affected in varying degrees by a variety of economic and political risks, including cancellation or renegotiation of contracts, changes in Guinean domestic laws or regulations, changes in tax laws, royalty and tax increases, restrictions on production, price controls, expropriation of property, fluctuations in foreign currency, restrictions on the ability to repatriate earnings and pay dividends offshore, restrictions on the ability to hold foreign currencies in offshore bank accounts, environmental legislation, employment practices and mine safety. In the event of a dispute regarding any of these matters, the Corporation may be subject to the jurisdiction of courts outside of Canada which could have adverse implications on the outcome.

Dependence on Management

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

Information Systems Security Threats

Although the Corporation has not experienced any material losses to date relating to cyber-attacks or other information security breaches, there can be no assurance that the Corporation will not incur such losses in the future. The Corporation's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of these threats. As a result, cyber security and the continued development and enhancement of controls, processes and practices designed to protect systems, computers, software, data and networks from attack, damage or unauthorized access is a priority. As cyber threats continue to evolve, the Corporation may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Operating Hazards and Risks

Mining operations involve many risks which even a combination of experience, knowledge and careful evaluation may not be able to overcome. In the course of exploration, development and production of mineral properties, certain risks, and in particular unexpected or unusual geological operating conditions, including rock bursts, cave-ins, fires, flooding and earthquakes, may occur. Operations in which the Corporation has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral deposits, any of which could result in damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damage.

Although the Corporation maintains liability insurance in an amount which it considers adequate, the nature of these risks is such that liabilities could exceed policy limits, in which event the Corporation could incur significant costs that could have a materially adverse effect upon its financial conditions.