

Management's Discussion and Analysis for the quarter ended March 31, 2024



Dated: May 29, 2024

The following discussion and analysis is management's assessment of the results and financial condition of Purepoint Uranium Group Inc. ("Purepoint" or the "Company") and should be read in conjunction with the audited financial statements for the year ended December 31, 2023, together with the related notes contained therein. The Company's most recent filings are available on the SEDAR website. The date of this management's discussion and analysis is May 29, 2024.

The interim financial statements for the three-month periods ended March 31, 2024, and 2023 are prepared in accordance with International Accounting Standard ("IAS") 34 under International Financial Reporting Standards ("IFRS").

Forward looking statements

Certain information included in this discussion may constitute forward-looking statements. Forward-looking statements are based on current expectations and various risks and uncertainties. These risks and uncertainties could cause or contribute to actual results that are materially different than those expressed or implied. The Company disclaims any obligation or intention to update or revise any forward-looking statement, whether as a result of new information, future events, or otherwise.

Business of Purepoint

Purepoint maintains a focused objective of locating uranium deposits in the Athabasca Basin in Northern Saskatchewan. Purepoint currently maintains nine properties located in the Athabasca Basin. The Company entered into joint venture agreements and operates one of these projects with Cameco Corporation and Orano Canada Inc. (formerly AREVA Resources Canada Inc.), one of these projects with Cameco Corporation, while the other seven projects remain 100% owned. Saskatchewan's Athabasca Basin now provides approximately 25% of the world's uranium production credited primarily to that region's unusually high ore grade deposits.

The 2024 operating plan is discussed under Exploration Activities.

Selected quarterly information

The following selected information is derived from the audited annual and unaudited quarterly financial statements.

	Quarter ended March 31, 2024	Quarter ended December 31, 2023	Quarter ended September 30, 2023	Quarter ended June 30, 2023	Quarter ended March 31, 2023	Quarter ended December 31, 2022	Quarter ended September 30, 2022	Quarter ended June 30, 2022
Net loss	(561,928)	(1,567,300)	(369,416)	(957,806)	(2,276,780)	(2,048,103)	(1,780,200)	(910,701)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)
Total assets	3,820,675	4,459,040	1,378,114	1,704,029	2,772,031	4,484,040	3,580,537	5,107,311

Results of operations

The Company's operations during the three-month period ended March 31, 2024 produced a net loss of \$561,928 (2023 - \$2,276,780). The primary operational activity continues to be the exploration of the Company's projects. The expenditures and levels of activity relating to the Company's projects are described in greater detail below following a brief discussion of significant changes in expense line items.

Exploration and evaluation expenditures for the three-month period ended March 31, 2024 amounted to \$477,443 (2023 - \$2,152,559) and the decrease is result of decrease in operational activities especially drilling on the Company's 100% owned Red Willow property that ended in 2023.

Exploration salaries and benefits for the three-month period ended March 31, 2024 amounted to \$166,965 (2023 - \$206,685).

There were no new stock option grants in the three-month periods ended March 31, 2024 and 2023.

Transfer agent and filing fees decreased by 11,225 compared to the three-month period ended March 31, 2023 and is attributable to last year's AIF filings, a Prospectus filing and additional fees to Quebec Revenue due to tax credit forms on flow-through shares investments for a two years.

Investor relations increased by \$14,123 compared to the three-month period ended March 31, 2023 and is attributable to having more marketing activities in the first quarter of 2024.

Professional fees decreased by \$17,422 compared to the three-month period ended March 31, 2023 and is attributable to legal and accounting fees were higher in 2023 because of the Prospectus filing.

Other expenses were comparable to the same period in 2023.

Operator fees and other expense recoveries with respect to joint projects for the three-month period ended March 31, 2024 amounted to \$271,163 (2023 - \$256,158).

Cash flows

Cash flows used in operating activities

Cash used in operating activities was \$776,482 during the three-month period ended March 31, 2024 compared to \$2,413,091 in the same period in 2023. This was predominantly the result of the decreased operational activities on the Company's own properties, especially 2023 drilling on the Red Willow property.

Cash flows provided by financing activities

Cash flows used in financing activities was \$8,336 during the three-month period ended March 31, 2023 and it was amount for the exercise of options less amount paid on lease liability compared to cash provided by financing activities of \$10,836 in the same period in 2023 that was solely amount paid on lease liability.

Cash flows used in investing activities

The Company did not have any cash flows from investing activities during the three-month periods ended March 31, 2024 and 2023 as the money raised in private placements was regularly spent for operating activities during these periods.

Exploration Review

Exploration and evaluation expenditures

The Company incurred \$477,443 and \$2,152,559 in exploration and evaluation expenditures on its properties during the three-month periods ended March 31, 2024 and 2023, as follows:

	<u>2024</u>		<u>2023</u>
Red Willow Property	\$ -	\$	1,757,321
Hook Lake Property	316,640		345,795
Smart Lake Property	18,815		-
Turnor Lake Property	10,362		19,930
Henday Lake Property	-		2,258
Tabbemor Block	19,490		22,027
Russel South Property	112,136		-
Other Properties	-		5,228

Recent Highlights

Exploration activities completed during 2024 included:

1. A winter drill program carried out at the Hook Lake Joint Venture:
 - In February, the Company commenced a drill program at the 25-kilometre-long Carter Corridor designed to follow up on hole CRT23-05, which returned an assay of 0.08% U3O8 (671 ppm U) over 0.4 metres (319.1 to 319.5m) from a basement-hosted 15-metre wide graphitic shear zone (318 to 333m downhole depth) before encountering five metres of intense clay alteration.
 - The 2024 diamond drill program was completed in four holes and one lost hole for a total of 2,332 metres to test the newly identified Lightning Zone.
 - CRT24-10, the most northern drilled hole of the program, intersected a 13-metre-wide zone of altered brecciation and shearing that returned 0.29% U3O8 over 0.9 metres (at a true vertical depth of 375 metres), including 0.68% U3O8 over 0.3 metre.
2. A geophysical program at the Russell South project:
 - In March the Company announced that it would be initiating an airborne Mobile Magnetotellurics ("MobileMT") survey, including total field magnetic and VLF, at their Russell South Uranium Project.
 - The survey was designed to detect resistivity contrasts of geological structures and boundaries and cover approximately 1,064 kilometres of flight at 150 metre spacings.
 - The survey is awaiting completion.
3. A spring drill program carried out at the Turnor Lake project:
 - In late April the Company announced the initiation of a diamond drill program specifically targeting the prolific La Rocque Structural Corridor.
 - The La Rocque Structural Corridor, known for hosting the notable high-grade Hurricane Uranium Deposit (IsoEnergy Ltd.) and the La Rocque Lake Zone (Cameco Corp.), spans a promising 7-kilometre strike length within the northern portion of the Turnor Lake project.
 - The program is currently underway.

Exploration Activities

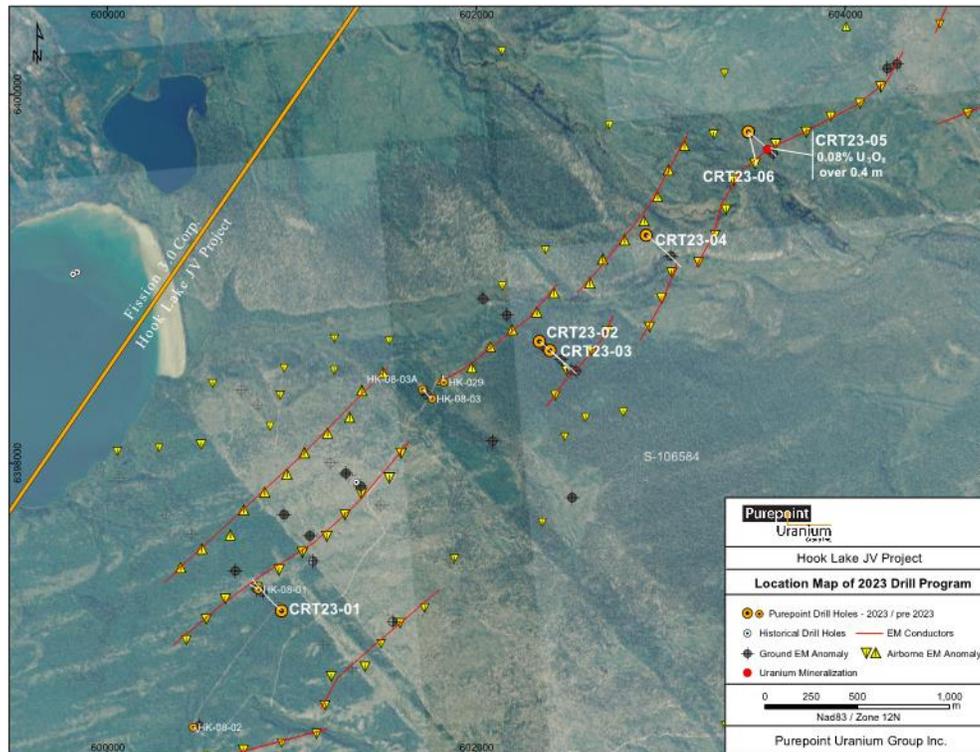
2023 Winter Drill Program at Hook Lake Joint Venture

In January 2023, Purepoint commenced drilling along the Carter Corridor at its Hook Lake Joint Venture. This first pass drill program was designed to test the main conductive trend using 800 metre step-outs towards the north in order to identify the most prospective geology.

On March 29, 2023 the Company announced the completion of the program and preliminary results, having carried out 2,710 metres of drilling in six holes. The fifth hole of the program, CRT23-05, encountered elevated radioactivity associated with graphitic shearing and intense clay alteration. The downhole gamma results were the highest counts-per-second seen outside of the project's nearby Spitfire discovery.

Assays released on May 8, 2023 showed that diamond drill hole CRT23-05 returned an assay of 0.08% U3O8 (671 ppm U) over 0.4 metres (319.1 to 319.5m) from a 15 metre graphitic shear zone

(318 to 333m) below the unconformity (283m). In addition, the CRT23-05 mineralization was found to be surrounded by a significant boron halo returning greater than 800 ppm B over 35 metres (305-340m). Results were presented to the Joint Venture partners on Monday, May 1, 2023 and plans for follow up drilling are now being developed.



2023 Winter Drill Program at Red Willow

In January 2023, Purepoint commenced follow-up drilling at the Osprey, Geneva and Radon Lake zones of its 100% owned Red Willow project.

3,854 metres of diamond drilling were completed in 15 holes continuing to demonstrate uranium mineralization and alteration present throughout the property. Testing of these zones is considered complete and Purepoint is now planning further programs to conduct first-pass drill testing of geophysical targets in the Dancing Lake, Long Lake, Topping Island, Golden Eye, Ghost Lake, Horse Lake, Boundary, Jeffrey, Dominic and Cunning Bay areas (46 kilometres of combined conductors).

Given the property size and number of targets yet untested, a newly completed, National Instrument 43-101 compliant technical report on the Red Willow project has been completed. The report can be found on SEDAR and the Company's web site - "Technical Report on the Red Willow Project, Northern Saskatchewan, Canada April 28, 2023.

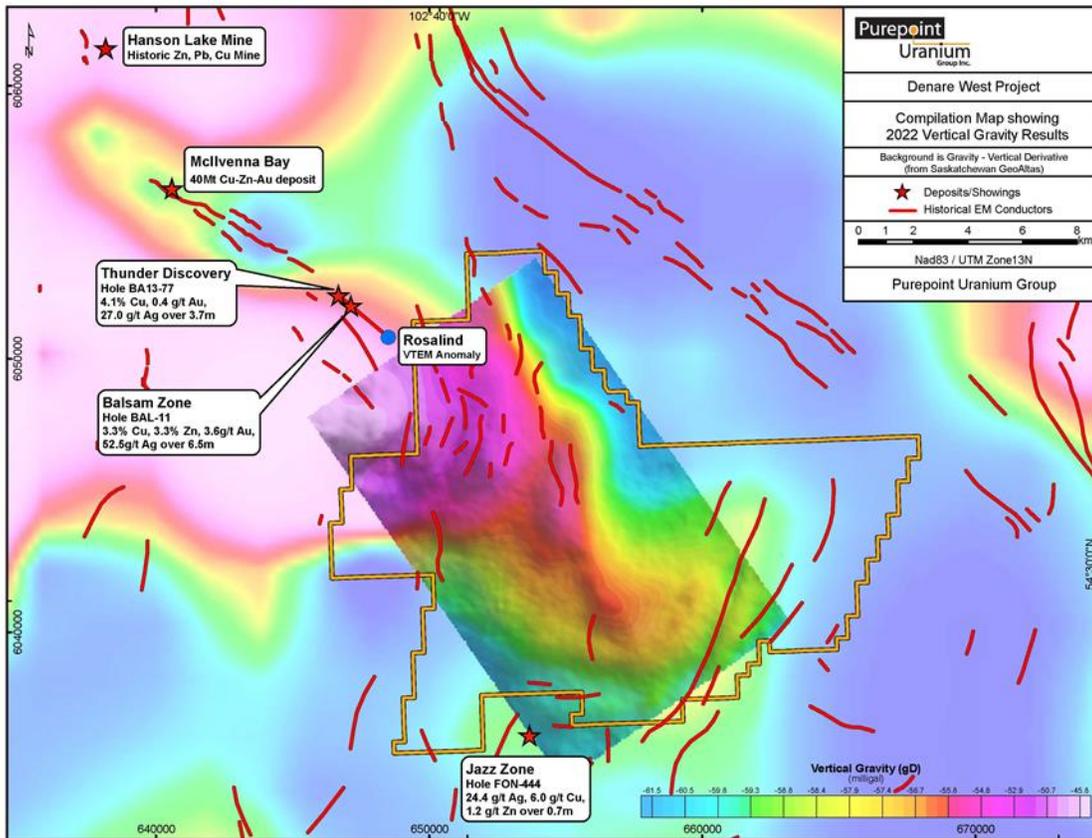
2023 Denare West Project Introduced and Optioned to Foran Mining Corporation

On May 23, 2023, Purepoint provided results from an airborne gravity survey across its 100% owned Denare West Volcanogenic Massive Sulphide (VMS) project located approximately 9 kilometres southeast of Foran Mining Corp's McIlvenna Bay Cu-Zn-Au deposit in the Hanson Lake

area of eastern Saskatchewan, the largest undeveloped VHMS deposit along the prolific Flin Flon Greenstone Belt.

The Denare West Project area was identified by Purepoint in 2018 as a highly prospective and valuable base and precious metal exploration opportunity that was on strike with the Hanson Lake and McIlvenna Bay deposits. The Denare West property was subsequently staked and is currently comprised of 10 claims covering an area of 21,066 hectares.

To Purepoint's advantage, these dispositions remained in good standing for an extended time, due to COVID-19 relief provided by the Saskatchewan Government, while Foran advanced the McIlvenna Bay project. Purepoint recently carried out an airborne gravity survey to determine a potential relationship between the project and the McIlvenna Bay resource. The results of the gravity survey are interpreted as showing a direct geologic association between the McIlvenna Bay VMS deposit and our Denare West project.



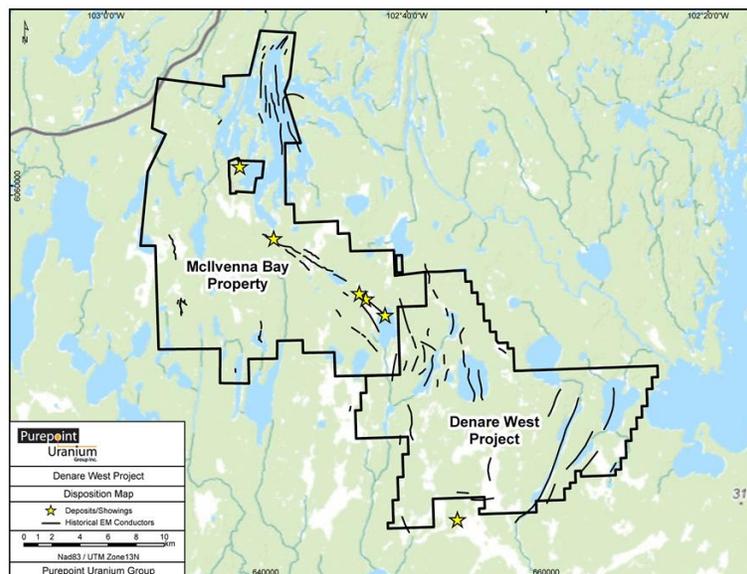
On November 20, 2023, the Company announced that it had entered into an option agreement (the "Option Agreement") with a wholly-owned subsidiary of Foran Mining Corporation (TSX: FOM) ("Foran") pursuant to which Purepoint granted options to Foran to acquire up to 100% interest in Purepoint's Denare West Project that is adjacent to and on trend with Foran's McIlvenna Bay project.

Concurrently with the execution of the Option Agreement, Foran invested \$350,000 in a non-brokered private placement of 7,000,000 common share units (each, a "Unit") of Purepoint at a price of \$0.05 per Unit (the "Private Placement"). Each Unit was comprised of one common share of Purepoint and one common share purchase warrant exercisable at a price of \$0.07 per share

for a term of two years from the date of issue. Purepoint intends to use the net proceeds of the Private Placement for general working capital purposes.

Pursuant to the option agreement:

- Foran has been granted the option to acquire a 51-per-cent beneficial interest in the property by incurring a total of \$3-million in qualifying exploration expenditures on the property over a period of up to four years from the effective date of the option agreement.
- Following the exercise of the first earn-in option, Foran will have the option to acquire an additional 29-per-cent beneficial interest in the property by incurring an additional \$3-million in expenditures on the property over a period of up to two years following the end of the first expenditure period.
- Following the exercise of the second earn-in option, Foran will have the final option to acquire the remaining 20-per-cent interest in the property by making a payment in the amount of \$10-million to Purepoint and granting a 2-per-cent net smelter return (NSR) royalty to Purepoint.
- Foran has a multistage option to buy back the NSR royalty from Purepoint: initially, it can repurchase 1-per-cent NSR royalty for \$1-million at any time before deciding to operate a mine commercially on the property. Following this, subject to exercising the first royalty option and after 60 months of NSR payments, it has the option to buy an additional 0.5-per-cent NSR royalty for another \$1-million. Finally, after 120 months of NSR royalty payments and exercising the second royalty option, it can acquire the remaining 0.5-per-cent NSR royalty for \$1-million.
- Subject to the stock exchange approval and satisfaction of certain other conditions set out in the option agreement, Foran may pay the final purchase option price, the first royalty option price, the second royalty option price and the final royalty option price by issuing common shares to Purepoint at a deemed price per share that is equal to the 20-trading-day volume-weighted average price of Foran shares immediately preceding the date of the notice of exercise of the applicable option.
- At the end of the earn-in phases, if Foran does not elect to acquire Purepoint's remaining interest in the property, Foran and Purepoint will form a joint venture, whereby Foran will finance all operations of the joint venture until it completes a prefeasibility study with respect to the property.



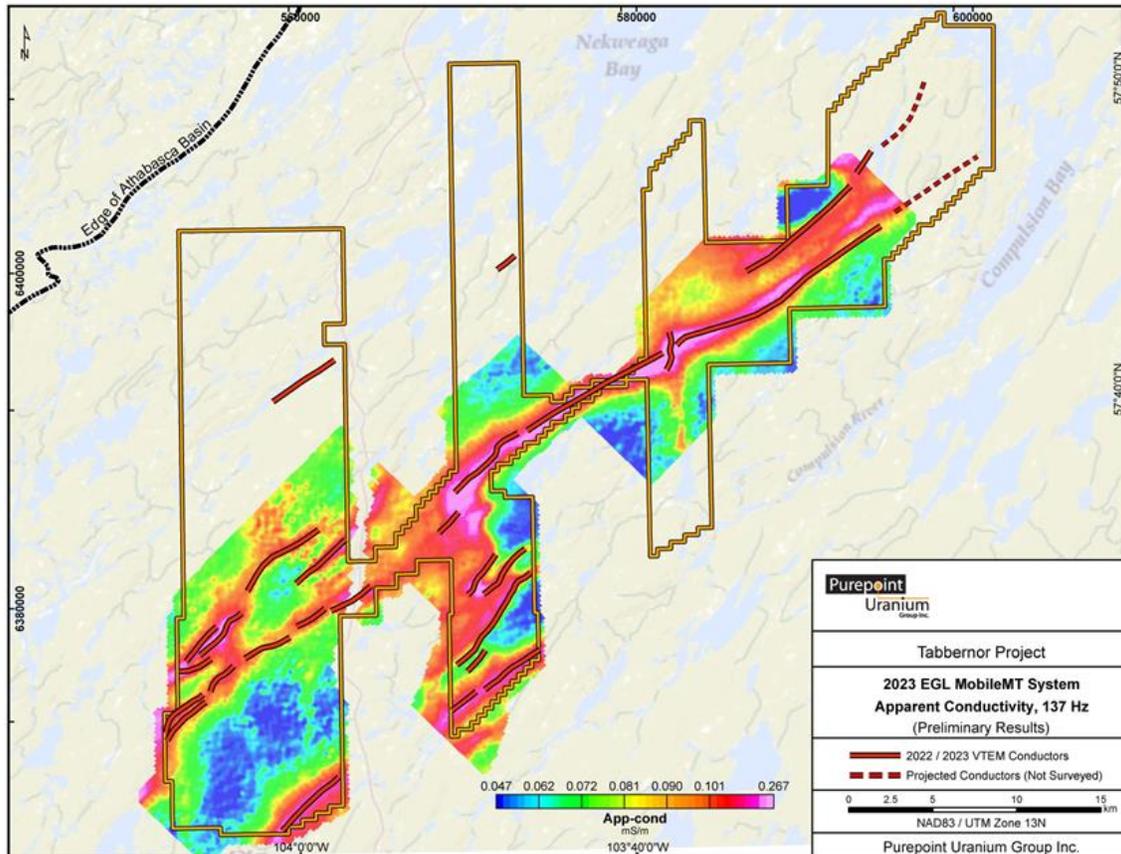
2023 Geophysical and Geochemical Surveys at Tabbernor

On November 7, 2023, the Company announced preliminary results of a follow-up airborne (electromagnetic) EM survey at Tabbernor flown by Expert Geophysics of Toronto, ON. The survey utilized Mobile MagnetoTellurics (MobileMT) equipment that provides high-resolution passive EM results to depths of 1000 metres.

The survey not only confirmed the Central EM conductor cutting through the project but identified a significant EM anomaly continuing to the east beyond the claim line. As a result, the Company added approximately 8,865 hectares to the property through staking.

Purepoint also announced the completion of a detailed soil geophysical covering approximately 2.5 kilometres of the Central EM conductor within a prospective area. Final geophysical products, assays and interpretations are pending.

Following staking, the Tabbernor Project consists of 34 claims that total 79,463 hectares.

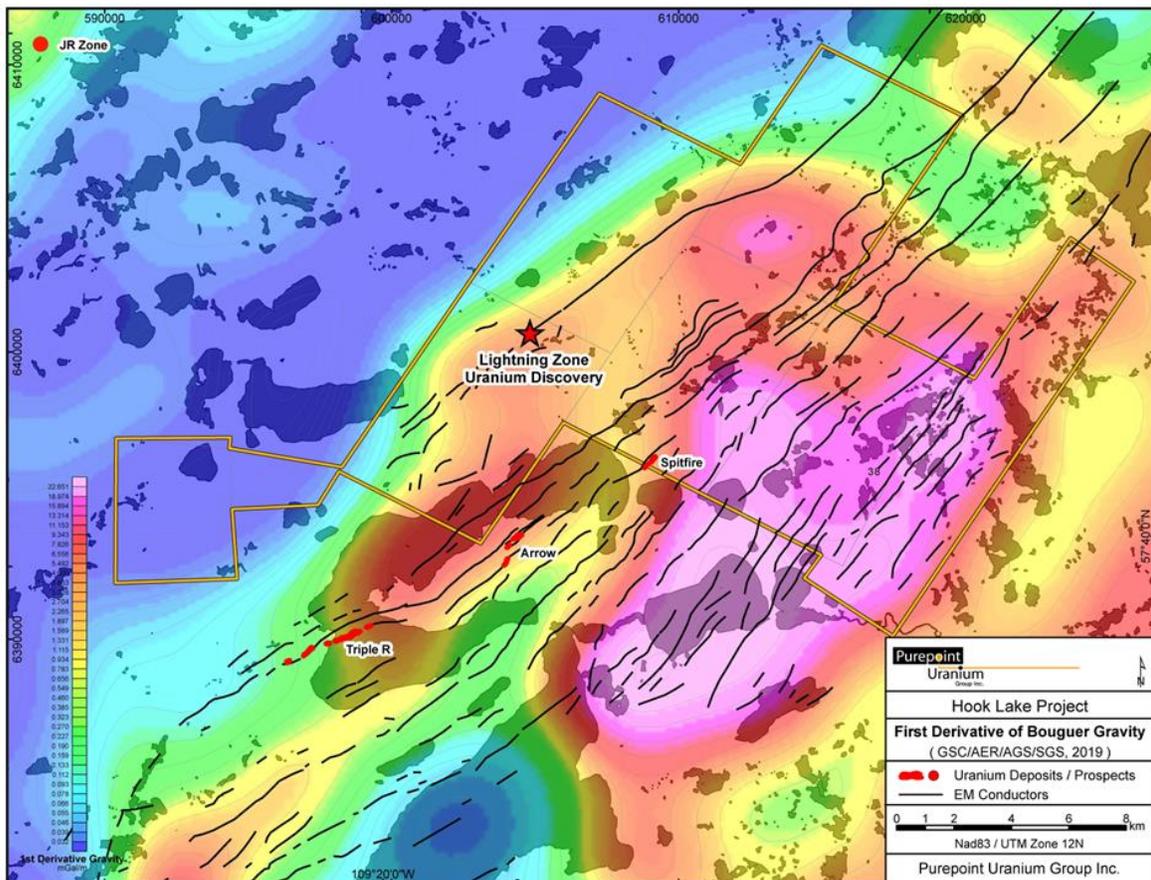


2024 Winter Drill Program at Hook Lake JV

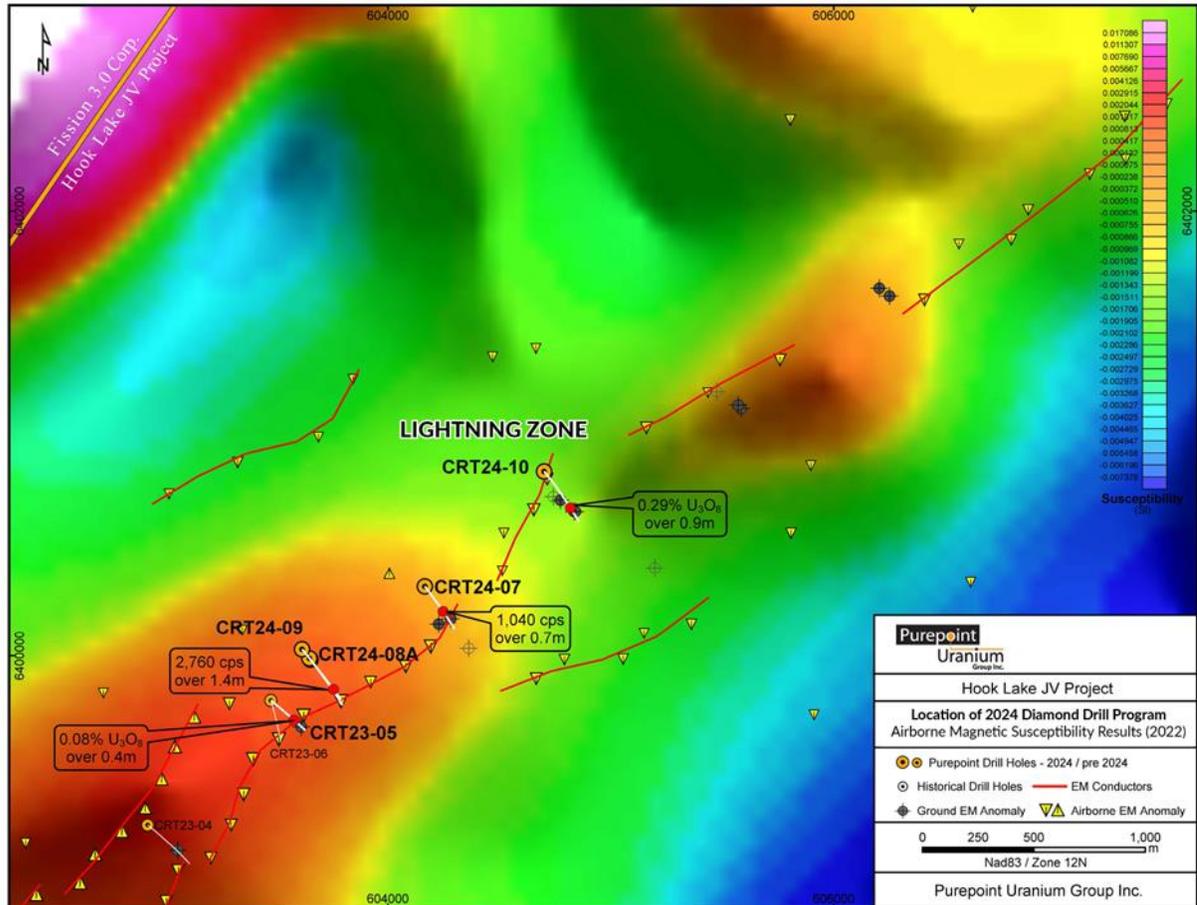
On February 7, 2024, the Company announced the commencement of its exploration program at the Hook Lake JV Project that is jointly owned by Orano (39.5%), Cameco Corporation (39.5%) and Purepoint (21%) for the upcoming winter season:

- The program, completed in early April 2024, completed four holes and one lost hole for a total of 2,332 metres to test the newly identified Lightning Zone of the Carter Corridor.
- CRT24-10, the most northern drilled hole of the program (Figure 1), intersected a 13-metre-wide zone of altered brecciation and shearing that returned 0.29% U3O8 over 0.9 metres (at a true vertical depth of 375 metres), including 0.68% U3O8 over 0.3 metre.
- CRT24-08A, a 200 metre step out from CRT23-05 towards the northeast, encountered a 28-metre-wide graphitic shear zone with clay alteration and local brecciation between 330 and 358 metres. Mineralization was intersected within a breccia zone that returned peak radioactivity of 7,370 cps and averaged 2,760 cps over 1.4 metres.
- All the 2024 drill holes were collared northeast of CRT23-05 that intersected 0.08% U3O8 over 0.4 metres within a 15-metre-wide graphitic shear zone with local brecciation and intense clay alteration.
- All 2024 drill holes encountered elevated radioactivity.

Location Map of Lightning Zone Discovery



2024 Diamond Drill Program



2024 Geophysical Survey at Russell South

In April 2024, the Company announced the initiation of an airborne Mobile Magnetotellurics (“MobileMT”) survey, including total field magnetic and VLF, at their Russell South Uranium Project which lies on the south-eastern edge of the Athabasca Basin, Saskatchewan Canada.

- The MobileMT survey detects resistivity contrasts of geology structures and boundaries and will cover approximately 1,064 kilometres of flight at 150 metre spacings.
- The airborne survey, carried out by Expert Geophysics of Aurora Ontario Canada, is still pending completion.

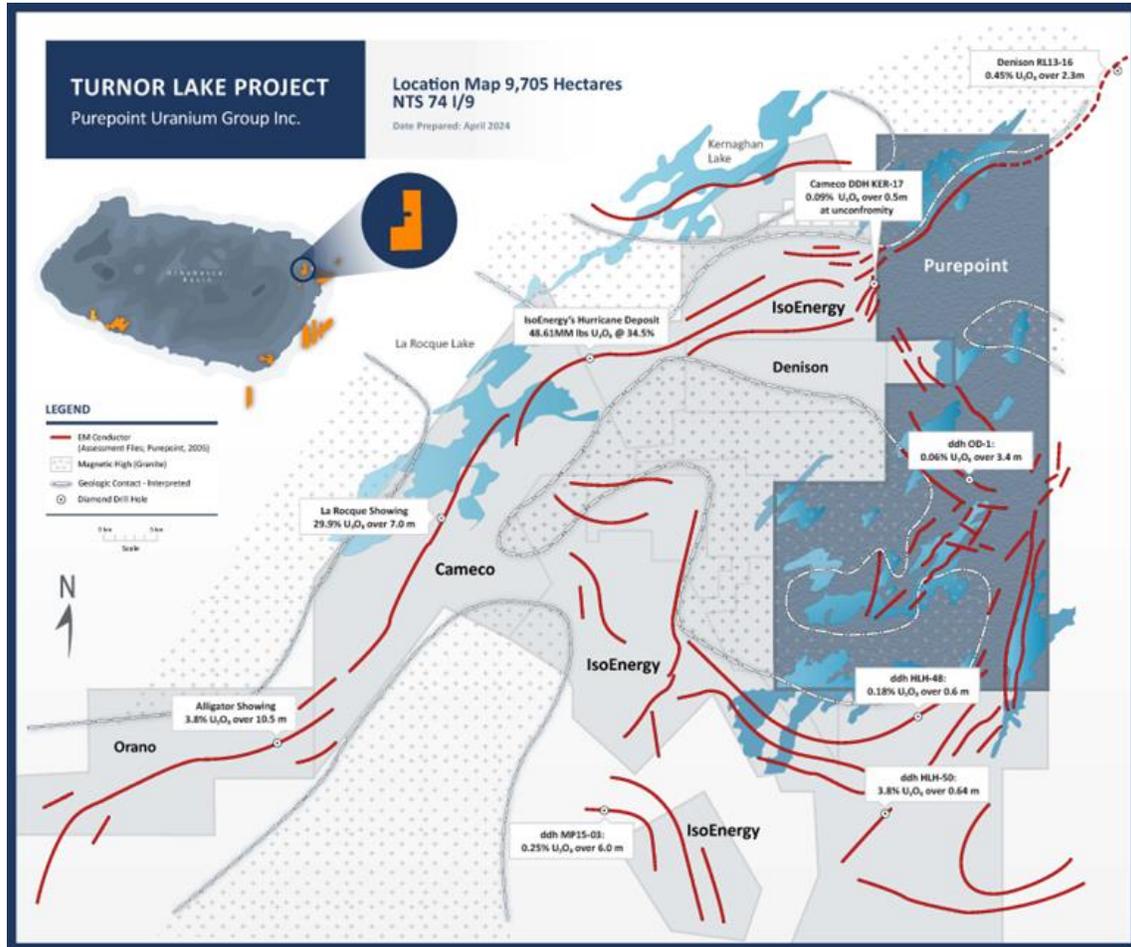
2024 Drill Program at Turnor Lake

In April 2024, the Company announced the commencement of a comprehensive drill program at their 100%-owned Turnor Lake Project, specifically targeting the prolific La Rocque Structural Corridor.

The La Rocque Structural Corridor, known for hosting the notable high-grade Hurricane Uranium Deposit (IsoEnergy Ltd.) and the La Rocque Lake Zone (Cameco Corp.), spans a promising 7-kilometre strike length within the northern portion of the Turnor Lake project.

The Company is expected to drill approximately 5,000 metres of helicopter-supported diamond drilling over 12 to 15 strategically placed holes.

The program is currently underway.



Project portfolio

Hook Lake Project - Joint Venture with Cameco Corp. and Orano Canada Inc.



The Company entered into a definitive joint venture agreement with Cameco Corporation and Orano Canada Inc. (formerly AREVA Resources Canada Inc.) for the ongoing exploration of the Hook Lake uranium project in the Athabasca Basin pursuant to its option agreement with Cameco announced February 7, 2007.

Under the original option agreement, Purepoint acquired a 21% interest in the Hook Lake project. The remaining 79% of the project is owned by Cameco Corporation (39.5%) and Orano Canada Inc. (39.5%).

Located along the Patterson Uranium District, the Hook Lake JV has been operated by Purepoint since 2007. The project resides along-strike and adjacent to two of the world's largest, high-grade uranium deposits. It consists of nine claims totaling 28,683 hectares including the Spittfire high-grade discovery (53.3% U3O8 over 1.3 metres within a 10-metre interval of 10.3% U3O8).

Smart Lake Project - Joint Venture with Cameco Corp.



The Company entered into a definitive joint venture agreement with Cameco Corp. for the ongoing exploration of the Smart Lake uranium project in the Athabasca Basin pursuant to its option agreement with Cameco announced February 7, 2007.

The Smart Lake property includes two claims with a total area of 9,800 hectares situated in the southwestern portion of the Athabasca Basin, approximately 60 km south of the former Cluff Lake mine.

Depth to the unconformity, where it occurs, is relatively shallow at less than 350 metres.

Aeromagnetic and electromagnetic patterns at Smart Lake appear to reflect an extension of the patterns underlying the Shea Creek deposits (max. grade of 58.3% U₃O₈ over 3.5 m) 55 km north of the property. Exploration by Purepoint and Cameco has firmly established the presence of uranium mineralization, hydrothermal alteration and the location of a number of basement electromagnetic conductors never drill tested.

Known uranium mineralization at the Smart Lake project is associated with a steeply dipping, north-northwest striking, and hydrothermally altered, graphitic-shear zone. The strongest radioactivity returned from the conductor is 127 ppm U over 13.3 metres in hole SMT08-01. A geochemical signature is associated with the uranium mineralization and includes the enrichment of nickel, arsenic, and cobalt.

Red Willow Project - 100% Owned



The 100 % owned Red Willow property is situated on the eastern edge of the Athabasca Basin in Northern Saskatchewan, Canada and consists of 17 mineral claims having a total area of 40,116 hectares. The property is located close to several uranium deposits including Orano Resources Canada Inc.'s mined-out JEB deposit, approximately 10 kilometres to the southwest, and Cameco's Eagle Point deposit that is approximately 10 kilometers due south.

Geophysical surveys conducted by Purepoint at Red Willow have included airborne magnetic and electromagnetic (VTEM) surveys, an airborne radiometric survey, ground gradient array IP, pole-dipole array IP, fixed-loop and moving-loop transient electromagnetics, and gravity. The detailed airborne VTEM survey provided magnetic results that are an excellent base on which to interpret structures while the EM results outlined over 70 kilometers of conductors that in most instances represent favourable graphitic lithology. A total of twenty-one conductive zones have been identified as priority exploration targets of which only seven have been subject to first pass drilling.

Turnor Lake Project - 100% Owned



Occupying 9,705 hectares on the eastern side of the Athabasca Basin, the 100% owned Turnor Lake Project is uniquely positioned across two major structural/conductive corridors, the LaRocque and Klapproth, that are both known for hosting significant uranium mineralization.

The property covers known graphitic conductors that are associated with uranium showings on adjoining properties, namely Orano Canada Inc.'s Alligator prospect (3.8 per cent U3O8 over 10.5 m in hole WF-08), Cameco Corp.'s La Rocque showing (29.9 per cent U3O8 over 7.0 m) and, most recently, IsoEnergy Ltd.'s Hurricane deposit, which has reported a resource estimate of 48.61 million lbs. U3O8 at an average grade of 34.5%.

The project lies near several uranium deposits including Roughrider, Midwest Lake, and McClean Lake.

Henday Project - 100% Owned



The 100% owned Henday Lake property is 1,029 hectares in size and consists of 2 claims. This property is located nine kilometres northwest of Orano's Midwest Lake deposit (41 million lbs. U3O8) and ten kilometres west of Rio Tinto's Roughrider Deposit (57 million lbs. U3O8).

Only one drill hole is known to have been drilled on Purepoint's Henday property. Hole HLH8-71 was drilled by Cogema Resources (now Orano Canada Inc.) in 1998 and encountered a steeply dipping, strongly graphitic fault gouge at the bottom of the hole. The claims rest within a magnetic low believed to represent pelitic basement rocks, a typical host rock for economic uranium mineralization. The depth to basement is locally less than 350 metres.

The Henday Lake property falls within the Mudjatik-Wollaston Tectonic Zone, a northeast trending structural zone along the eastern margin of the Basin. The Mudjatik-Wollaston Tectonic Zone is the NE trending high strain tectonic zone marking the boundary between the Archean gneisses and granitoids of the Mudjatik Domain to the west and Archean gneisses, metasediments, and pegmatite intrusions of the Wollaston domain to the east. All of the operating uranium mines in Canada are located along this trend.

Carson Lake Project - 100% Owned



The 100% owned, 4,972-hectare, Carson Lake Project adjoins ValOre Metals Hatchet Lake Project on the north-eastern edge of the Athabasca Basin. The project covers a historic airborne geophysical electromagnetic (EM) survey that outlined a strong northeast trending EM conductor approximately 10 kilometres in length. The survey covered two of the primary target areas.

To the north, the Killock target is presumed to be graphitic pelite that has been incorporated into the north-south trending Killock Fault. Brittle structures such as the Killock fault intersecting ductile rock types, such as graphitic pelite, can create favourable dilation zones and allow uranium-rich fluids to become trapped.

The Lejour target is located where the north-south trending Lejour Fault crosscuts the main conductive trend. Gravity results suggest that the conductive trend is associated with a lithologic contact. Interpretation of the EM results suggests the single conductor west of the Lejour Fault is present as two parallel conductors east of the fault. The lower priority Trunk target is a 1-kilometre long, sigmoidal shaped EM conductor located within the southeast portion of the project.

Russell South Project - 100% Owned



The 100% owned Russell Lake Project is located near the south-central edge of the Athabasca Basin covering an area of 13,320 hectares.

Five target areas have now been identified at the project. Four target zones are coincident airborne gravity low and magnetic low responses, interpreted as favourable rock types and/or alteration zones, that are proximal to north-northwest trending structures. The western Treleven target area hosts historic coincident geochemical anomalies possibly related to a dilational zone that lies between north-south faults.

The project adjoins Cameco's Key Lake project on which the Key Lake Mine produced over 200 million pounds of uranium at a grade averaging 2.3% U3O8 between 1983 and 1997. In addition, the project adjoins the Moore Lake Project owned by Skyharbour Resources Ltd. with their high-grade Maverick Zone and Rio Tinto's Russell Lake Project to the west and south.

Tabbarnor Block - 100% Owned



The 100% owned Tabbarnor Project was staked along three major trends of the Tabbarnor Fault System, a deep seated, 1,500-kilometre crustal shear system that runs north through the Athabasca Basin. The system not only hosts over 80 historic mines and gold occurrences but also cross cuts the Basin's mine trend aligning itself with 8 of the Basin's largest uranium discoveries.

The Tabbarnor Project consists of 34 claims that total 79,463 hectares. The original block of three north-south claim groups (23 claims) that covered Tabbarnor structures have now been joined by an additional 11 claims that cover a strong east-northeast trending belt of conductive rocks.

The Tabbarnor Fault System (TFS) is a wide, >1,500 km geophysical, topographic, and geological structural zone that trends approximately northward along Saskatchewan's eastern boundary. Purepoint's research has shown that although none of the province's currently known uranium deposits have been linked to the north-south trending TFS, localized shear zones hosting uranium mineralization may have an associated north-south structural component.

Reactivation of the TFS may have coincided with the age of formation of large uranium deposits in the Athabasca Basin (Davies, 1998). Davies also concluded that structural similarities between the TFS and mineralized areas suggest that the fault system may have had a control on the location of mineralization. More specifically, he considered that several deposits, such as the Sue, Midwest, Dawn Lake and Rabbit Lake all demonstrate a north-south control and strong Tabbarnor-like characteristics.

Purepoint staked claims to the south of the Athabasca Basin based on interpreted north-south lineaments linking the Key Lake and Millennium deposits, the Midwest and West Bear deposits, the Jeb and Raven deposits, and the Collins Bay and Eagle Point deposits.

Reference:

Davies, J.R. (1998): The origin, structural style, and reactivation history of the Tabbarnor fault zone, Saskatchewan, Canada; Master's thesis, McGill University, Montreal, Quebec, 105p.

Denare West Project - Optioned to Foran Mining Corporation

The Denare West VMS project is located in east-central Saskatchewan, roughly 55 kilometres west-southwest of Flin Flon, Manitoba, and is comprised of 10 claims covering an area of 21,066 hectares in the Hanson Lake area. Provincial highway # 106 provides access to the McIlvenna Bay site road and historic drill trails from the site provide access to the western side of the Denare West project.

On November 20, 2023, the Company announced that it had entered into an option agreement with a wholly-owned subsidiary of Foran Mining Corporation (TSX: FOM) pursuant to which Purepoint granted options to Foran to acquire up to 100% interest in Purepoint's Denare West Project located in east-central Saskatchewan, approximately 55 kilometres west-southwest of Flin Flon, Manitoba (the "Property"). The Property is adjacent to and on trend with Foran's McIlvenna Bay project.

McIlvenna Bay is the largest undeveloped VHMS deposit along the prolific Flin Flon Greenstone Belt. McIlvenna Bay's Feasibility Study supports probable mineral reserves of 25.7 Mt at 2.51% CuEq containing 697 million pounds of copper and 1.4 billion pounds of zinc included in a mineral resource of 39 million Indicated tonnes grading 2.04% CuEq for 1.0 billion pounds of copper and 1.9 billion pounds of zinc and 5 million Inferred tonnes grading 1.8% CuEq for 104 million pounds of copper and 282 million pounds of zinc. The Deposit remains open and regional exploration continues to demonstrate the exciting potential to increase throughput and mine life.

Liquidity and capital resources

At March 31, 2024, the Company had a working capital surplus of \$3,565,545, compared to a surplus of \$4,120,109 as at December 31, 2023. The decrease is attributed to the operational activities, especially geophysics work at the Company's own Russel South property and drilling at Hook Lake Property joint project with Cameco and Orano.

The Company's sources of capital at present consist of cash on hand, exercise of options and warrants, sale of assets, joint venture financings and public equity raise. Assuming that ongoing capital raise, operations and exploration activity are consistent with recent activity levels management believes that cash on hand is adequate to fund ongoing operations through the next year.

Lease commitments

With respect to its office in Saskatoon, the Company recognized right-of-use asset and initial lease liability totalling \$137,637 on January 1, 2019. The Company extended the lease of its office in Saskatoon for a further period of 3 years, from January 1, 2023 to December 31, 2025. The Company recognized right-of-use asset and initial lease liability totalling \$105,679 as of January 1, 2023. The new lease liability has a term of 3 years and is discounted at a rate of 11.67%.

	For the three-month period ended	
	March 31,	
	2024	2023
Lease liability at the beginning of the period	\$ 75,227	\$ -
New lease liability	-	105,679
Add: Lease accretion	2,537	3,615
Less: Total lease payments	(10,836)	(10,835)
Lease liability at the end of the period	66,928	98,459
Less: Current portion	(30,689)	(31,531)
Lease liability - long term	\$ 36,239	\$ 66,928

Flow-through share commitments

With respect to 2023 financings through issuance of the Flow-Through Common Shares, the gross proceeds will be used for Canadian Exploration Expenses (within the meaning of the *Income Tax Act* (Canada)) which qualify as a “flow-through mining expenditure” for purposes of the *Income Tax Act* (Canada) related to the exploration program of the Company to be conducted on the Company’s properties located in the Province of Saskatchewan. The Company renounced such Canadian Exploration Expenses with an effective date of December 31, 2023. Out of \$4,000,000 gross proceeds, \$644,408 was already spent on exploration expenses in the first quarter of 2024, leaving the Company’s commitment of \$3,355,592 to be spent until December 31, 2024.

Critical accounting estimates

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods.

Off-balance sheet arrangements

The Company had no off balance sheet arrangements as at March 31, 2024 or December 31, 2023.

Financial instruments and other instruments

The Company had no financial instruments other than accounts receivable, receivables from projects, accounts payable and accrued liabilities, advances on projects and lease liability as at March 31, 2024 and December 31, 2023.

Outstanding share data

Common Shares:

The Company has authorized an unlimited number of common shares, with no par value, of which 500,772,765 shares are issued and outstanding as of the date hereof.

Share Purchase Warrants:

As of the date hereof, 114,382,884 share purchase warrants (including finder's compensation warrants) were outstanding.

Employee Stock Options:

As of date hereof, 46,250,000 options were outstanding under the Company's stock option plan for employees, directors, officers and consultants of the Company.

On December 18, 2023 the Company approved the issuance of a total of 10,500,000 stock options to its directors and officers pursuant to the Company's stock option plan. Each of the options is exercisable to acquire one common share of the Company at a price of \$0.055 per common share. All stock options vested immediately. These options expire in five years from the date of grant.

On May 26, 2023 the Company approved the issuance of a total of 8,850,000 stock options to its directors, officers and certain staff members pursuant to the Company's stock option plan. Each of the options is exercisable to acquire one common share of the Company at a price of \$0.05 per common share. 8,550,000 stock options vested immediately and the remaining 300,000 vest 50% on June 1, 2024 and 50% on June 1, 2025. These options expire in five years from the date of grant.

Private placements

On December 4, 2023, the Company closed non-brokered private placement of common share units to Foran Mining Corporation. In connection with the closing, the Company issued 7,000,000 units at a price of \$0.05 per unit for aggregate gross proceeds of \$350,000. Each unit is comprised of one common share of Purepoint and one common share purchase warrant exercisable at a price of \$0.07 per share for a term of two years from the date of issue. The Company incurred aggregate cash costs of \$17,791. The net proceeds of the private placement will be used by Purepoint for general working capital purposes.

All securities issued in connection with the closing of the private placement are subject to a four-month hold period pursuant to the applicable securities laws with an expiry date of April 5, 2024.

On December 13, 2023, the Company closed a non-brokered private placement. In connection with the closing, the Company issued 76,190,477 flow-through units at a price of \$0.0525 per unit for aggregate gross proceeds of \$4,000,000. Each flow-through unit consists of one common share in the capital of the Company issued on a "flow through" basis pursuant to the *Income Tax Act* (Canada) and one common share purchase warrant. Each warrant entitles its holder to purchase one common share in the capital of the Company at an exercise price of \$0.07 per share for a period of 24 months from the date of issuance.

In connection with the closing of the private placement, the Company paid certain finders' fees consisting of, in aggregate, \$234,780 in cash and 4,471,996 non-transferable compensation warrants. Each compensation warrant entitles its holder to purchase one common share in the

capital of the Company at an exercise price of \$0.0525 per share for a period of 24 months after the closing date.

The net proceeds of the private placement will be used for the exploration and advancement of the Company's projects in the Athabasca Basin, Saskatchewan, and will be used to incur "Canadian exploration expenses" as defined in subsection 66.1(6) of the Income Tax Act and "flow through mining expenditures" as defined in subsection 127(9) of the Income Tax Act. Such proceeds will be renounced to the subscribers with an effective date not later than December 31, 2023, in the aggregate amount of not less than the total amount of gross proceeds raised from the issue of flow-through shares. All securities issued in connection with the closing of the private placement are subject to a four-month hold period pursuant to the applicable securities laws with an expiry date of April 14, 2024.

Related party transactions

Related parties include the Board of Directors, officers, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The aggregate compensation of key management and directors of the Company for the three-month periods ended March 31, 2024 and 2023 was as follows:

	<u>2024</u>		<u>2023</u>
Remuneration	\$ 116,954	\$	106,954
Share-based payments	\$ Nil	\$	Nil

The Company did not enter into any other significant related party transactions during the year.

Conflicts of interest

There are potential conflicts of interest which the directors and officers of the Company may be subject in connection with the operations of the Company. Some of the directors and officers of the Company may be, or may become, engaged in the mineral exploration or mining industry, and situations may arise where directors, officers, and promoters will be in direct conflict with the Company. Such conflicts must be disclosed in accordance with, and are subject to such other procedures and remedies as apply under, the Ontario Business Corporations Act, and the applicable statutes of the jurisdictions of incorporation of the Company's subsidiaries.

Material legal proceedings

The Company is not a party to any legal proceedings.

Qualified person

Scott Frostad BSc, MASC, PGeo, Purepoint's Vice President, Exploration, is the Qualified Person responsible for technical content of the Company.

Technical information

Any updates to the scientific or technical information derived from the various technical reports and any other scientific or technical information contained in this MD&A was approved by Scott Frostad, a "Qualified Person" for the purposes of National Instrument 43-101 and an officer of the Company.

Proposed transactions

Management periodically enters into informal discussions with prospective business partners in the normal course of business. However, management does not believe that any of these discussions constitute proposed transactions for the purpose of this report.

Other matters

Risk Factors

Each of Purepoint's uranium properties is at a grassroots stage of exploration and development. Further development of Purepoint's current properties is contingent upon obtaining satisfactory exploration results. Mineral exploration and development involves substantial expenses and a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to adequately mitigate.

signed: "Chris Frostad"

Chris Frostad
President & Chief Executive Officer

signed: "Ram Ramachandran"

Ram Ramachandran
Chief Financial Officer