Bonanza Mining Corporation

Management's Discussion & Analysis

May 31, 2025

MANAGEMENT'S DISCUSSION & ANALYSIS

The following Management's Discussion & Analysis ("MD&A") of Bonanza Mining Corporation ("Bonanza" or the "Company") for the three months ended May 31, 2025, should be read in conjunction with the Company's condensed interim financial statements for the three months ended May 31, 2025, and the annual audited financial statements for the year ended February 28, 2025, and related notes thereto (collectively, the "financial statements"). The financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS"), as issued by the International Accounting Standards Board ("IASB"). All monetary amounts in this MD&A are expressed in Canadian dollars, unless otherwise indicated.

Bonanza was incorporated on November 24, 2016, under the laws of the Province of British Columbia, Canada. The Company's registered and records office is located at Suite 1710 – 1177 West Hastings Street, Vancouver, British Columbia, V6E 2L3. The Company's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol "BNZ.V".

The information contained herein is presented as at **July 3, 2025** (the "MD&A Date"), unless otherwise indicated.

The financial statements, MD&A and all other continuous disclosure documents are filed with Canadian securities regulators and are available for review under the Bonanza profile at www.sedarplus.ca.

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

The Company does not utilize off-balance sheet arrangements and there are no proposed transactions as at the MD&A Date.

FORWARD-LOOKING STATEMENTS

This MD&A contains certain "forward-looking information" and "forward-looking statements" (collectively, "forward-looking statements"), within the meaning of applicable Canadian securities laws, which are based upon the Company's current internal expectations, estimates, projections, assumptions, and beliefs. All information, other than statements of historical facts, included in this MD&A that addresses activities, events or developments that the Company expects or anticipates will or may occur in the future is forward-looking information. Such statements can be identified by the use of forward-looking terminology such as "expect", "likely", "may", "will", "should", "intend", or "anticipate", "potential", "proposed", "estimate" and other similar words, including negative and grammatical variations thereof, or statements that certain events or conditions "may" or "will" happen, or by discussions of strategy. Forward-looking statements include estimates, plans, expectations, opinions, forecasts, projections, targets, guidance, or other statements that are not statements of fact. Such forward-looking statements are made as of the date of this MD&A and, except as required by law, the Company is under no obligation to update or alter any forward-looking information.

Forward-looking statements in this MD&A may include, but are not limited to, statements with respect to: proposed financings; the use proceeds from financings; the performance of the Company's business and exploration activity; the intention to perform field, drilling, or other exploration activities; regulatory changes; the competitive conditions of the industry and the Company's competitive position in the industry; the Company's exploration plans and strategies; the anticipated benefits of the Company's property option agreements; proposed exploration programs and drilling recommendations; the applicable laws, regulations and any amendments thereof; and any anticipated future exploration results.

Although the Company believes that the expectations reflected in the forward-looking statements are reasonable, there can be no assurance that such expectations will prove to be correct. The Company cannot guarantee future results, levels of exploration activity, performance, or achievements. There are risks, uncertainties, and other factors, some of which are beyond the Company's control, which could cause actual results, performance or achievements of the Company, as applicable, to differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements contained in this MD&A. Bonanza undertakes no obligation to update forward-looking statements if these beliefs, estimates and opinions or other circumstances should change, except as required by applicable securities laws. There can be no assurance that such statements will prove to be accurate, and future events and actual results could differ materially from those anticipated in such statements. Given these uncertainties, the reader of the information included herein is cautioned not to place undue reliance on such forward-looking statements. Refer to "Risk Factors" below for details of certain risks.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

Information provided in this MD&A and the financial statements is the responsibility of management. In the preparation of the financial statements, estimates are sometimes necessary to make a determination of the carrying value for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements. Management maintains a system of internal controls to provide reasonable assurances that the Company's assets are safeguarded and to facilitate the preparation of relevant and timely information.

QUALIFIED PERSON

Charles Greig, P.Geo., and a Company Director, is the Company's Qualified Person (QP) as defined by National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* ("NI 43-101") and has approved the technical information disclosed in this MD&A.

DESCRIPTION OF BUSINESS

The Company's main business activity is the acquisition, exploration and evaluation of mineral property interests located in British Columbia, Canada. The Company is in the process of exploring its mineral property interests and has not yet determined whether its mineral property interests contain mineral reserves that are economically recoverable. The Company's continuing operations and the underlying value and recoverability of the amounts shown for mineral property interests are entirely dependent upon the existence of economically recoverable mineral reserves, the ability of the Company to obtain the necessary financing to complete the exploration and development of the mineral property interests, obtaining the necessary permits to mine, and on future profitable production or proceeds from the disposition of the mineral property interests.

The Company was originally incorporated in 2016, as a Capital Pool Company as defined in the TSX-V Policy 2.4. In March 2021, the Company (formerly Califfi Capital Corp. ("Califfi") until changing its name on August 5, 2021) completed its Qualifying Transaction pursuant to a definitive Share Purchase Agreement (the "Agreement") executed in September 2020 and acquired 1107001 B.C. Ltd. ("7001 BC") (formerly Bonanza Mining Corporation until changing its name on July 21, 2021), a private British Columbia mineral exploration company having interests in properties located in British Columbia. On November 30, 2021, the two companies amalgamated as one company under the name Bonanza Mining Corporation.

Mineral Property Interests:

MC 1 & 2 Property (Rock of Ages / Dalhousie Property) ("MC property")

The MC property is wholly-owned by the Company and subject to a 1% net smelter return royalty (NSR). The MC property is comprised of gold-silver-lead-zinc mineral claims and is located in the Skeena Mining District of British Columbia, approximately 14km northeast of Stewart. The MC Project hosts historic mineral occurrences containing gold, silver, and base metal elements that is worthy of further exploration.

On March 19, 2024, the Company entered into a purchase agreement to acquire additional mineral claims adjacent to the MC property for cash consideration of $25,000 (paid), and the issuance of 250,000 common shares of the Company (issued) to the vendor. The arm's-length vendor will retain a 1% NSR royalty in any production from the claims, of which 0.5% can be purchased by the Company at any time for $500,000. The claims are located in the heart of the Stewart mining camp on the top and eastern slope of Bear River ridge approximately 12 km north of Stewart BC. Ascot Resources Ltd.'s Premier gold mine and mill, now on care and maintenance, are located on the western slope of Bear Ridge. This acquisition comprises 777.05 hectares and expands Bonanza's mineral holdings in the area to provide further scope to the exploration of the east side of Bear Ridge.

Moose Mountain Technical Services ("MMTS") completed a NI 43-101 compliant technical report on the MC property dated August 28, 2020 (the "MC Report") which has been filed on SEDAR under Bonanza's profile on March 10, 2021. The report recommended a phase 1 exploration program to follow-up on promising targets. The details of the recommended Diamond Drilling program are set out below.

Mineral exploration in the MC property area was initiated in 1910 and has continued intermittently through to the present. The MC property has been tested by four drillholes, as well as various geophysical surveys and soil, stream, and rock sampling programs. In 2017, Bonanza conducted detailed 3D IP and magnetic surveys on portions of the property as well as two phases of soil sampling and prospecting. In 2019, exploration targets were sampled and assayed.

The IP survey identified two significant chargeability anomalies on the northern part of the property. The largest anomaly measured 400m by 700m and comes to surface near the historical Dalhousie showings. A multi-element soil anomaly on the southern part of the property is 1,000 m long by 300 m wide and is open to the east and west. Historical assays from rock samples taken from showings in the soil anomaly returned values up to 10.5g/t gold, 1,503 g/t silver, 5.3% lead, 5.7% zinc, and 0.67% copper.

Recommendations for further work on the MC Project include a multiphase program consisting of: 1) Line cutting; 2) Geophysical surveying; 3) Soil, rock sampling and prospecting; 4) Geological mapping; and 5) Diamond drilling.

Recommended Diamond Drilling

A Phase 1 drill program totalling 1,000 meters of coring is recommended. A follow-up Phase 2 drilling program of at least 2,000 meters will depend on the results from the Phase 1 drill program. The Company estimates the cost of a 1,000 meter and 2,000 meter program to be approximately $800,000 and $1,200,000, respectively.

The Phase 1 drill program recommended in the NI 43-101 report comprises NQ size diamond drillholes on both the north and south areas of the property. Two shorter 100 meter drillholes are recommended to explore the Dalhousie showing's potential on the northern part of the property, for a total of 200 meters of drilling.

On the southern part of the property at least four holes are recommended to be drilled to explore the potential of the main soil anomaly and mineral showings along northwest-striking structural trends. These four holes will average about 200 meters for a total of 800 meters.

The Company received a drilling permit on the MC Project from the BC Ministry of Energy, Mines and Low Carbon Innovation which his effective through to November 2026. The Company performed minor fieldwork on MC during fiscal 2024, and incurred nominal costs related to mapping and other technical work in fiscal 2025.

Shag Property

In August 2021, the Company filed a NI 43-101 report.

The Company has an option to acquire a 100% interest in certain zinc-lead-silver mineral claims located in the Golden Mining District in British Columbia, known as the Shag property from Christopher Graf, Vice President Exploration and Company Director, by making cash payments totalling $125,000 ($45,000 remaining as at the MD&A Date), issuing 675,000 common shares of the Company (200,000 common shares remaining as at the MD&A Date), and incurring minimum aggregate exploration expenditures of $1,000,000 (approximately $483,000 remaining as at the MD&A Date).

The Shag Property is located in the BC southern Rockies approximately 24 km northeast of the town of Canal Flats and 35 km east of Radium Hot Springs and is readily accessed by major BC forestry service roads from both towns, however the upper portions of Shag creek valley will require helicopter access.

The Shag property contains twenty separate lead, zinc and silver stratabound MVT style mineral occurrences hosted within three separate horizons in middle Cambrian age dolostone rocks. Since its' discovery 1977 there have been numerous historical exploration programs conducted on the property including soil and rock sampling surveys, IP and VLF-EM geophysical surveys, geological mapping and four separate diamond drilling programs.

The Geological Survey of Canada has conducted a regional airborne magnetic survey over southeastern British Columbia and southwestern Alberta that outlined a 30 km wide magnetic low anomaly that trends northeasterly for approximately 200 km from Canal Flats, British Columbia to Red Deer, Alberta and is called the Red Deer lineament. This anomaly is a major basement fault zone that trends under the Shag property and is named the Red Deer lineament. The style of lead-zinc mineralization on the Shag property is a similar style as the MVT lead-zinc mineralization at Pine Point, Northwest Territories where numerous deposits were located and mined in Devonian age carbonate rocks along a similar basement fault zone named the Great Slave Shear Zone.

There are three zinc-lead mineralized horizons on the Shag property that occur in the Eldon and Waterfowl formations which are higher in the stratigraphic section than the Cathedral formation which hosts the past producing Monarch and Kicking Horse mines along strike near Field, British Columbia and is the most prospective formation in the district.

In fiscal 2022, the Company announced that the time domain 3D IP survey report (the "2021 3D IP survey") was received from SJ Geophysics Ltd. ("SJ"). The ground magnetic survey confirmed a previous airborne magnetic anomaly identified by the Geological Survey of Canada (the "GSC") and a one day follow up ground investigation found it occurs within altered, zebroid textured Cambrian carbonate rocks but no igneous rocks were located. The anomalous area needs to be further explored by expanding the ground magnetic survey area, soil sampling, prospecting, and geological mapping to locate a potential igneous body and any associated sulfide mineralization. The main purpose of the 3D IP survey was to locate high chargeability potential zinc-lead mineralized targets in the blind, subsurface Cathedral formation for drill testing. The high chargeability anomalies identified by the time domain 3D IP survey are very significant, high priority road accessible drill targets that Bonanza intends to drill test, and in respect of which, the Company has previously submitted a Notice of Work application to the BC government to conduct the drill program. As well, deeper drilling along the previously, shallowly drilled BM, C-4 and Red Bed horizons is recommended as a follow up program upon obtaining requisite drill permits.

The Company estimates the cost of a 2,500 meter drill program spanning a 6-week period to cost approximately $1,400,000.

A 2D vibroseis seismic survey consisting of one 7 km long seismic line was also completed along the Alberta valley forest service road where the IP survey was conducted. This survey was planned to provide information to a depth of 4,000 feet to 5,000 feet below the surface and outline the various sedimentary units within and below the lead–zinc–silver prospective Cathedral formation.

In fiscal 2022, two diamond drill holes were cored that totaled 1,118.37 meters in length. These holes were designed to intersect and test two separate geophysical 3D IP high chargeability anomalies that had been outlined by the previous 3D IP survey (see above). Both drill holes intersected intervals of pyrite mineralization but no zinc or lead mineralization.

Frog Property

In October 2021, the Company filed a NI 43-101 report.

The Company has an option to acquire a 100% interest in certain zinc-lead-silver-copper mineral claims located in the Liard Mining District in British Columbia, known as the Frog property from Christopher Graf, Vice President Exploration and Company Director, and an arm's length party (with 50% of the cash and common share consideration payable by the Company to each individual). The Company can acquire the property by making cash payments totalling $125,000 ($50,000 remaining as at the MD&A Date), issuing 675,000 common shares of the Company (200,000 common shares remaining as at the MD&A Date), and incurring minimum aggregate exploration expenditures of $1,000,000 (approximately $69,000 remaining as at the MD&A Date).

The Frog property is located approximately 170 km east of Imperial Metals – Newmont's Red Chris mine near Dease Lake, BC and about 70 km east of the major Kutcho Creek copper-zinc massive sulfide project that is being developed by Capstone Mining Corp's subsidiary Kutcho Copper Corp. There is an airstrip at Kutcho, and a 100 km long road connects the project to the town of Dease Lake and paved highway 37.

The Frog zinc-lead-silver-copper property dates back to the 1950's when an area of massive argentiferous galena-sphalerite-chalcopyrite-rhodochrosite boulders roughly 180 meters by 120 meters was discovered in sedimentary rocks there. The property was held by Conwest Mining Ltd. from that time until the early 1970's and subsequently by Cominco Ltd. through the 1970's until 1989. In the early 1960's Conwest dug two hand trenches across the zone of massive sulfide boulders and excavated ~30 tons of high-grade mineralization and assayed several samples which averaged 29.7% lead, 6.8% zinc, 16.6 oz/t silver, 0.6% copper and 0.01 oz/t gold.

In 2005, the BC government funded a regional airborne magnetic survey that covered the area where the Frog property is located and published the results in Open File # 3198 titled Cassiar Geophysics. Importantly an isolated, discreet aeromagnetic high anomaly measuring 10 km by 10 km was outlined and its 2 km by 2 km central peak area is centered directly under the mineralized area of the Frog property, indicating strong potential for the discovery of a porphyry copper and/or a large skarn deposit below the higher-level lead-zinc-copper-silver-manganese mineralization.

The Company has received a permit to explore and to drill targets located on the property. The Company estimates the cost of a 2,000 meter drill program spanning a 6-week period to cost approximately $1,000,000.

In 2022, the Company reported that the previously announced IP survey had concluded. The survey consisted of surveying seventeen 2 km long lines spaced 200 meters apart (34line km) covering an area of 6 km^2 where historical 1970's and 1980's IP, gravity, and magnetic surveys as well as trenching and soil sampling have identified significant poly-metallic sulfide mineralization. Three separate chargeability anomalies were identified and 8.1line km of detailed IP surveying was subsequently conducted on infill lines spaced 100 meters apart over the most significant chargeability anomaly that measures 1 km by 1.5 km.

When the IP surveying was completed, a geological crew employed by C.J. Greig and Associates Ltd. (related party) was mobilized to conduct a soil, rock, and stream silt sampling survey as well as geological mapping. A total of 1,636 soil samples were collected at 100-meter intervals on lines 100 meters apart over a grid measuring 4 km by 3 km. The soil samples were analyzed in the field by a portable XRF analyzer and subsequently analyzed by a 30 element ICP technique at ALS Labs. The results indicate that a significant lead, zinc, manganese soil anomaly occurs over an area measuring 1 km by 1.5 km that also includes more subdued copper values. This anomaly coincides with the three high chargeability 3D IP and remains open to the southeast. The anomalous soil values occur both within a strongly altered muscovite granodiorite body and in sedimentary quartzites and phyllites that flank it to the north and east.

OVERALL PERFORMANCE

During the three months ended May 31, 2025, the Company's net use of cash was approximately $73,000, of which approximately $66,000 was used in operating activities, and approximately $7,000 in investing activities for renewal payments on certain mineral claims.

During the three months ended May 31, 2025, there were no field exploration programs completed. The Company has paused exploration efforts and curtailed operations until additional capital is raised.

REVIEW OF FINANCIAL CONDITION

	May 31, 2025 $	February 28, 2025 $	February 29, 2024 $
Cash	**17,713**	91,145	48,115
Working capital (deficiency)	**(174,792)**	(132,157)	(93,325)
Total assets	**2,412,267**	2,476,615	2,368,495
Total liabilities	**199,375**	229,880	147,771
Shareholders' equity	**2,212,892**	2,246,735	2,220,724

DISCUSSION OF OPERATIONS

For the three months ended May 31, 2025

The following table summarizes the Company's results of operations and cash flows for the three months ended May 31, 2025 (rounded):

	Three months ended		
	May 31, 2025 $	May 31, 2024 $	**Change $**
Operating expenses	**(34,000)**	(56,000)	**22,000**
Loss and comprehensive loss	**(34,000)**	(56,000)	**22,000**
Cash used in operating activities	**(66,000)**	(25,000)	**(41,000)**
Cash provided by financing activities	**-**	25,000	**(25,000)**
Cash used in investing activities	**(7,000)**	(29,000)	**22,000**
Net use of cash	**(73,000)**	(29,000)	**(44,000)**

Certain components of the Company's operating expenses for the three months ended May 31, 2025, were as follows (rounded):

	Three months ended		
	May 31, 2025 $	May 31 2024 $	**Increase (decrease) $**
Expenses			
Management fees	**18,000**	-	**18,000**
Professional fees	**9,000**	24,000	**(15,000)**
Salaries and benefits	**-**	16,000	**(16,000)**

- Management fees includes monthly consulting and executive service fees paid to the Company's new CEO, Dayton Marks which became effective February 1, 2025.
- Professional fees includes monthly fees paid to DBM CPA Inc., a firm in which the Company's CFO is a principal for accounting and tax services ($7,500 for the year to date period), a nominal amount for under accrued audit fees relating to the fiscal 2025 year end audit services, and nominal legal fees and disbursements (approximately $2,000 for the year to date period) to Glenn R. Yeadon Personal Law Corporation, a company controlled by the Corporate Secretary of the Company.
- During the prior fiscal year ended February 28, 2025, salaries and benefits included accrued wages to Christopher Graf, Vice President Exploration and Director (until February 15, 2025), and Alfredo De Lucrezia, former President, CEO and Director (until July 31, 2024).

SUMMARY OF QUARTERLY RESULTS

Period ending	Loss and comprehensive loss $	Basic and diluted loss per share $
May 31, 2025	(33,843)	(0.00)
February 28, 2025	(29,718)	(0.00)
November 30, 2024	(24,165)	(0.00)
August 31, 2024	(36,588)	(0.00)
May 31, 2024	(56,036)	(0.00)
February 29, 2024	(64,206)	(0.00)
November 30, 2023	(32,235)	(0.00)
August 31, 2023	(40,785)	(0.00)

The increase in loss and comprehensive loss for the quarter ended February 28, 2024, relative to previous quarters is reflective of recognizing the annual audit fee accrual in the fourth quarter, which was also recognized during the quarter ended February 28, 2025 amidst lower operating activities and expenses. The Company is not subject to seasonal variations in the components of loss and comprehensive loss. The Company may conduct seasonable exploration activities which costs are capitalized to mineral property interests when sufficient capital is available to budget for and conduct field exploration programs.

TRANSACTIONS BETWEEN RELATED PARTIES

Key management personnel are the persons responsible for the planning, directing, and controlling the activities of the Company and includes both executive and non-executive Directors, and entities which key management controls or has significant influence. The Company considers all Directors and Officers of the Company to be key management.

The aggregate value of transactions and outstanding balances included within accounts payable and accrued liabilities with key management personnel and entities over which they have control or significant influence were as follows:

		Transactions three months ended May 31, 2025 $	Transactions three months ended May 31, 2024 $	**Balances outstanding May 31, 2025 $**	Balances outstanding February 28, 2025 $
(1)	Alfredo De Lucrezia	-	7,500	21,525	21,525
(2)	Andrew Burgess	-	-	1,698	-
	C.J. Greig and Associates	-	198	-	-
	Chris Graf	-	7,500	37,283	37,283
	Dayton Marks	18,000	-	12,300	6,358
	DBM CPA	7,500	6,750	4,000	-
	Yeadon Law Corp.	-	12,000	104,412	138,253
		25,500	33,948	**181,218**	203,419

(1) Mr. De Lucrezia ceased to be a related party effective August 1, 2024.

(2) Balance due to Andrew Burgess represents expenses incurred on behalf of the Company.

All related party balances are unsecured and are due within thirty days without interest.

The Company transacted with the following related parties:

(a) Christopher Graf is the Company's Vice President Exploration, and a Company Director. His salary is included within salaries and benefits. On February 15, 2025, the Company and Mr. Graf agreed to terminate his salary arrangement.

(b) Alfredo De Lucrezia was the Company's former President, CEO and a Company Director until August 1, 2024. His salary up to his date of resignation is included within salaries and benefits.

(c) Dayton Marks is the Company's President, CEO (from August 6, 2024) and a Company Director. Mr. Marks earns executive service fees included within management fees.

(d) Dan Martino is the Company's CFO. He is a principal of Donaldson Brohman Martin CPA, Inc. ("DBM CPA"), a firm in which he has significant influence. DBM CPA provides the Company with accounting and tax services which are recorded within professional fees.

(e) Glenn Yeadon is the Company's Corporate Secretary. He controls Glenn R. Yeadon Personal Law Corporation ("Yeadon

Law Corp."), which provides the Company with legal services which are recorded within professional fees, or share issue costs as a reduction to share capital.

(f) Charles Greig is a Company Director. He controls C.J. Greig and Associates Ltd. ("C.J. Greig and Associates"), which provides the Company with geological services which are capitalized to mineral property interests.

(g) Andrew Burgess is a Company Director.

LIQUIDITY AND CAPITAL RESOURCES

As at May 31, 2025, the Company had a working capital deficiency of approximately $175,000 and a cash position of approximately $18,000. For the three months then ended, this represents a decrease of approximately $43,000 in working capital and a decrease of approximately $73,000 in cash.

The Company's primary source of liquidity historically has been the proceeds raised from equity financings.

Private Placement (February 2025)

On February 12, 2025, the Company completed a private placement for aggregate gross proceeds of $166,600. The placement consisted of issuing 6,644,000 units at $0.025 per unit.

The proceeds from the placement have and will be used for general working capital purposes including payments to certain non-arm's length parties for prior and ongoing professional and general and administrative services. Certain insiders subscribed for a portion of the placement.

Capital structure and management

The Company is a junior exploration company and considers items included in shareholders' equity as capital. The Company manages its capital structure and adjusts it in light of changes in economic conditions and the risk characteristics of underlying assets. The Company's objectives when managing capital are to safeguard its ability to continue as a going concern, to maintain appropriate cash reserves on hand to meet ongoing operating costs, and to invest excess cash in highly liquid financial instruments such as guaranteed investment certificates (GICs) or high-interest savings accounts. In order to maintain or adjust its capital structure, the Company may issue new shares. The Company is not subject to any externally imposed capital requirements and does not presently utilize any quantitative measures to monitor its capital.

There were no changes to the Company's approach to capital management during the three months ended May 31, 2025.

The Company currently has no source of revenues. In order to fund future projects and pay for administrative costs, the Company will spend its existing working capital and raise additional funds as needed. The Company's ability to continue as a going concern on a long-term basis and realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation is primarily dependent upon its ability to sell or option its mineral properties and its ability to borrow or raise additional financing from capital markets.

SHARE CAPITAL INFORMATION / OUTSTANDING SHARE DATA

The authorized capital of the Company consists of unlimited common shares without par value. All issued common shares are fully paid.

Common shares:

- As at the MD&A Date the Company has 57,056,202 common shares issued and outstanding.

Stock options:

- As at the MD&A Date, the Company has 3,350,000 stock options outstanding (all of which are vested and exercisable) at an exercise price of $0.15 each, expiring on various dates during 2026.

Warrants:

- As at the MD&A Date, the Company has 6,707,280 share purchase warrants outstanding at an exercise price of $0.05 each until February 2027.

MATERIAL ACCOUNTING ESTIMATES

The preparation of financial statements requires management to make estimates and judgments that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the period. Actual results could differ from those estimates and judgments.

The information about material areas of estimation uncertainty and judgment considered by management in preparing the financial statements are described in Note 2 within the financial statements for the three months ended May 31, 2025.

FINANCIAL INSTRUMENTS

The Company's financial instruments consist of cash, reclamation deposits, and accounts payable and accrued liabilities. The carrying values of these instruments approximate their fair values because of the short-term nature of these instruments.

As at May 31, 2025 and February 28 2025, there were no financial instruments measured at fair value within the financial statements. The Company's financial instruments are exposed to certain financial risks, including credit risk, interest rate risk, and liquidity risk. Details of these risks and related assessments are included in the Company's financial statements for the three months ended May 31, 2025, within Note 9.

NEW ACCOUNTING POLICIES

New accounting policies

Certain pronouncements have been issued by the IASB or IFRIC that are effective for the Company's accounting period beginning on March 1, 2025. The adoption of these standards has not had a material impact on disclosures or amounts reported in these financial statements.

Standards issued but not yet effective

The Company has not yet adopted certain new standards, amendments and interpretations to existing standards as outlined below, which have been published but are only effective for future accounting periods.

IFRS 18 Presentation and Disclosure in Financial Statements

In April 2024, the IASB issued IFRS 18 *Presentation and Disclosure in Financial Statements* ("IFRS 18"). This standard aims to improve the consistency and clarity of financial statement presentation and disclosures by providing updated guidance on the structure and content of financial statements. Key changes include enhanced requirements for the presentation of financial performance, financial position, and cash flows, as well as additional disclosures to improve transparency and comparability. In addition, IFRS 18 requires entities to classify income and expenses into five categories, three of which are new – i.e. operating, investing and financing – and the income tax and discontinued operation categories. The new standard sets out detailed requirements for classifying income and expenses into each category. These amendments are effective for annual periods beginning on or after January 1, 2027.

The Company is currently assessing the impact that the adoption of IFRS 18 will have on its financial statements.

RISK FACTORS

The Company's securities should be considered high risk and speculative due to the nature of the Company's business. An investment in securities of the Company should only be made by persons who can afford a significant or total loss of their investment. An investment in the Company Shares and the shares of the Company should be considered highly speculative, not only due to the nature of the Company's existing and proposed business and operations, but also because of the uncertainty related to the business of the Company. In addition to the other information, an investor should carefully consider each of, and the cumulative effect of, the following factors.

The following risk factors are not an exhaustive list of risk factors with respect to the Company and an investment in the Company's common shares. The following risk factors are those that management has determined are the most significant and/or relevant at this time in respect of the Company's business activities.

Capitalization and Commercial Viability

The Company will require additional funds to further explore and, conditional upon exploration success, potentially develop and mine its properties. The Company has limited financial resources, and there is no assurance that additional funding will be available to it to carry out the completion of all proposed activities, for additional exploration, or for financing the high-cost development typically required to place a property into commercial production. Although Bonanza has in the past been successful in obtaining financing through the sale of equity securities, there can be no assurance that the Company will in future be able to obtain adequate financing on acceptable terms. Failure to obtain additional financing could result in the delay or indefinite postponement of further exploration and development of its properties, the loss of part or all of its ownership position in its properties and declines in the price of the Company's securities.

Global Economy Risk

The impact of tariffs and other trade barriers, pandemics (such as COVID-19), significant geopolitical risk and conflict globally may have a sizeable and unpredictable impact on the Company's business, financial condition and operations. The United States recently introduced broad tariffs against Canada, Mexico and China and has threatened to do so against other countries, resulting in retaliatory tariffs or the threat of retaliatory tariffs. Further, support for protectionism and rising anti-globalization sentiment in Canada, the United States and other countries may slow global growth. In particular, a protracted and wide-ranging trade conflict between the United States and various other countries, including Canada, Mexico and China, could adversely affect global economic growth. Ongoing conflicts between Russia and Ukraine and in the Middle East, including the global response to such conflicts as it relates to sanctions, trade embargos, export controls, military support and any restrictive actions in response thereto,

have resulted in significant uncertainty as well as economic and supply chain disruptions, changes in commodity prices and implications in the financial markets. Should the conflicts between Russia and Ukraine or in the Middle East go on for an extended period of time or expand territorially, or should other geopolitical disputes and conflicts emerge in other regions, this could result in material adverse effects to the Company.

Tariff Response

The potential for tariffs has resulted in significant capital market uncertainty as well as economic and supply chain disruptions, and changes in trading market pricing. There is a risk that tariffs could further disrupt capital markets, business opportunities and supply chains and cause material adverse effects to the Company.

Exploration and Development

Mineral exploration and development involves a high degree of risk. Very few properties which are explored, ultimately develop into producing mines.

The Company's properties do not presently contain mineral "resources" or "reserves", as those terms are defined in National Instrument 43-101 (NI 43-101), nor is there any guarantee that they ever shall. The process of confirming, or alternatively disproving, the presence of resources or reserves on the Company's properties will require following an exploration and development pathway comprised of sequential steps, the execution of each of which is fraught with risk and predicated on successful results from the step immediately prior to it. Failure at any step generally, though not always, puts an end to exploration or development activities. As the exploration and development pathway is followed, the metal or mineral content of the area under exploration is quantified and assessed to an increasing degree of certainty, generally by increasing the density of drilling and the amount of sampling and assaying, coupled with volume and grade modelling. With increasing certainty comes, initially, "Inferred" level resources, followed by resources in the "Indicated" and "Measured" categories, none of which have demonstrated economic viability. Only through the later application of technical (metallurgical, mining, processing, environmental etc.) and economic parameters appropriate to the resources under study, and the completion of pre-feasibility and ultimately, feasibility studies by qualified geologists, engineers and geoscientists, can resources potentially be converted to "reserves" ("ore"), which by definition would be potentially economic to mine and process, under the technical and economic criteria utilized in the feasibility study or studies applied to them. These steps and activities are costly. Should ore reserves ultimately be demonstrated to exist on the Company's properties, a positive decision to take the ore reserves thus demonstrated to commercial production would not be a given.

In addition to the steps and studies detailed above, a positive production decision would require environmental approvals, the securing of various permits, and consideration and evaluation of additional factors including, but not limited to: (1) the cost of construction of production facilities; (2) the availability and cost of financing; (3) anticipated ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) the political climate and/or governmental regulation and control.

The ability of the Company to sell, and profit from the sale of any eventual production from any of the Company's properties will be subject to the prevailing conditions in the marketplace at the time of sale. Many of these factors are beyond the control of the Company and therefore represent a market risk which could impact the long-term viability of the Company and its operations.

Title Matters, Surface Rights and Access Rights

While the Company has performed its own due diligence with respect to title to all of its properties, this should not be construed as a guarantee of title. The Company's properties may be subject to prior unregistered agreements of transfer or indigenous land claims, and title may be affected by undetected defects. Until any such competing interests have been determined, there can be no assurance as to the validity of title of any of the Company's properties and any othermining or property interests derived from or in replacement or conversion of or in connection with the mineral tenures or the size of the area to which such claims and interests pertain.

Although the Company acquires the rights to some or all of the minerals in the ground subject to the tenures that it acquires, or has a right to acquire, it does not thereby acquire any rights to, or ownership of, the surface to the areas covered by its mineral tenures. In such cases, applicable mining laws usually provide for rights of access to the surface for the purpose of carrying on mineral exploration and development activities, however, the enforcement of such rights can be costly and time consuming. In areas where there are local populations or landowners, it is necessary, as a practical matter, to negotiate surface access. There is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. There can be no assurance that the Company will be successful in acquiring any such rights.

First Nation Rights and Title

The nature and extent of First Nation rights and title remains the subject of active debate, claims and litigation in Canada and including with respect to intergovernmental relations between First Nation authorities and federal, provincial and territorial

authorities. There can be no guarantee that such claims will not cause permitting delays, unexpected interruptions or additional costs for the Company's projects.

Competition

The mining industry is highly competitive. Many of the Company's competitors for the acquisition, exploration and development of mineral properties, and for capital to finance such activities, will include companies that have greater financial and personnel resources available to them than the Company.

Environmental Risks

All phases of the exploration and mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and provincial and municipal laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with mining operations. The legislation also requires that mines and facility sites be operated, maintained, abandoned, and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers, and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations ofapplicable laws or regulations and, in particular, environmental laws.

Amendments to current laws, regulations and permits governing operations and activities of mineral resource companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at any future producing properties or require abandonment or delays in the development of new mining properties.

Permits and Licenses

The operations of the Company will require various licenses and permits from various government authorities which are or may be granted subject to various conditions and may be subject to renewal from time to time. There can be no assurance that the Company will be able to comply with such conditions and obtain or retain all necessary licenses and permits that may be required to carry out exploration, development, and mining operations at its projects. Failure to comply with these conditions may render the licenses liable to forfeiture.

The activities of the Company are subject to government approvals, various laws governing prospecting, development, land resumptions, production taxes, labour standards and occupational health, mine safety, toxic substances, and other matters, including issues affecting local First Nation populations. Although the Company believes that its activities are currently carried out in accordance with all applicable rules and regulations, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not be applied in a manner which could limit or curtail exploration, production, or development. Amendments to current laws and regulations governing operations and activities of exploration and mining, or more stringent implementation thereof, could have a material adverse impact on the business, operations, and financial performance of the Company. Further, the exploration and mining licenses and permits issued in respect of its projects maybe subject to conditions which, if not satisfied, may lead to the revocation of such licenses. In the event of revocation, the value of the Company's investments in such projects may decline.

Negative Operating Cash Flow and Operating Losses

Since inception, the Company has had negative operating cash flow and has substantially incurred operating losses. The negative operating cash flow and losses are expected to continue for the foreseeable future. The Company may never achieve positive operating cash flow or operating profitability. There is no assurance that any of the Company's mineral properties will generate earnings, operate profitably, or provide a return on investment in the future. The Company expects to incur losses and negative operating cash flow for the foreseeable future as it conducts its exploration activities on its properties. The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.