

**FIREWEED METALS CORP.**  
**(FORMERLY FIREWEED ZINC LTD.)**  
**MANAGEMENT'S DISCUSSION AND ANALYSIS**  
**For the Year Ended December 31, 2022**

**NOTE TO READER**

This Management's Discussion and Analysis ("MD&A") is for the year ended December 31, 2022 of Fireweed Metals Corp. ("Fireweed" or the "Company"; formerly Fireweed Zinc Ltd.) prepared as at April 25, 2023 and should be read in conjunction with the Company's audited annual consolidated financial statements for the year ended December 31, 2022 and 2021. All financial information in this MD&A and all dollar amounts are in Canadian dollars unless otherwise noted. Additional information relating to the Company is available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR) at [www.sedar.com](http://www.sedar.com) and on the Company's website: [www.fireweedmetals.com](http://www.fireweedmetals.com).

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

This document contains forward-looking statements. Please refer to "Note Regarding Forward-Looking Statements".

**DESCRIPTION OF BUSINESS**

Fireweed is an exploration stage, public mineral exploration company managed by an experienced and successful team of mining industry professionals. The Company explores and develops critical mineral projects through progressive leadership, innovation and collaboration. The Company has three critical mineral projects in northern Canada:

- The flagship project is the 100% owned Macmillan Pass Project (Yukon), one of the world's largest undeveloped zinc-lead-silver resources<sup>1</sup>.
- Fireweed holds the Mactung Project (Yukon/NWT), one of the world's largest and highest grade undeveloped tungsten deposits<sup>1</sup>, through a definitive asset purchase agreement signed subsequent to year end 2022.
- In 2022 Fireweed staked the Gayna River property (NWT) which is host to extensive zinc-lead-silver (-gallium-germanium) mineralization.

The Company is advancing its large Macmillan Pass Project in Yukon, Canada, which is host to the 100%-owned Tom and Jason zinc-lead-silver deposits with current mineral resources and a preliminary economic study ("PEA") as well as the Boundary Zone, Boundary West Zone, Tom North Zone and End Zone which have significant zinc-lead-silver mineralization drilled but not yet classified as mineral resources and a large area of early stage exploration ground. Since 2017, the Company consolidated most of the claims in this large district including all the known deposits as well as extensive areas of prospects and anomalies with high exploration potential, allowing the district to be explored as one contiguous package for the first time.

During the second quarter, the Company signed a binding letter of intent purchase agreement and subsequent to year end 2022 signed a definitive asset purchase agreement for the Mactung Project which includes the large, high grade Mactung tungsten deposit. The Mactung property is located immediately adjacent to the Macmillan Pass property and accessed from the same road and airstrip.

During the second quarter, the Company staked the Gayna River Project which is host to extensive zinc-lead-silver (-gallium-germanium) mineralization located 180 kilometres north of the Macmillan Pass property.

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<sup>1</sup> References to relative size and grade of the Mactung historic resources and Macmillan Pass resources in comparison to other tungsten and zinc deposits elsewhere in the world, respectively, are based on review of the Standard & Poor's Global Market Intelligence Capital IQ database.

The Company was incorporated on October 20, 2015 and commenced business at that time. The Company's business is to operate as a mineral exploration and development company. Fireweed completed its initial public offering (the "IPO") on May 29, 2017 and commenced trading on the TSX Venture stock exchange (the "Exchange") as a Tier 2 issuer under the name Fireweed Zinc Ltd. and the symbol FWZ. On November 29, 2021, the Company commenced trading on the OTCQB® Venture Exchange in the USA under the symbol FWEDF. The Company is incorporated in Yukon, extra-provincially registered in British Columbia and is a reporting issuer in British Columbia, Yukon, Ontario and Alberta. To date, equity financings have provided the main source of financing. On June 30, 2022, the Company changed its name from 'Fireweed Zinc Ltd.' to 'Fireweed Metals Corp.' to reflect its expanded portfolio of critical minerals projects beyond zinc.

The recovery of the Company's investment in its projects will depend upon the discovery and definition of economically recoverable mineral reserves and the ability to raise sufficient capital to finance mining operations. The ultimate outcome of these operations cannot presently be determined because they are contingent on future matters.

### **OVERALL PERFORMANCE AND HIGHLIGHTS**

During the year ended December 31, 2022, the Company reported the following:

- On January 12, 2022, the Company announced further assays from the 2021 drill program including 6.9% zinc, 5.0% lead and 48.7 g/t silver over 11.7 metres at the Tom East Zone.
- On March 10, 2022, the Company announced the final assays from the 2021 drill program including 14.0% zinc, 0.2% lead and 57 g/t silver over 3.05 metres within 4.9% zinc, 0.7% lead and 34 g/t silver over 21.6 metres at Boundary West Zone.
- On March 17, 2022, the Company announced a non-brokered \$9.68 million private placement. On April 4, 2022, the Company announced upsizing of the financing to \$12 million and on April 14, 2022 the Company announced upsizing again to \$13 million. On April 6, 2022, the Company announced closing of the first tranche of the financing consisting of 5,586,444 Common Shares at a price of CAD\$0.70 per share and 7,200,000 flow-through common shares at a price of CAD\$0.99 per share for total proceeds of \$11,038,511. On May 27, 2022, the Company announced closing of the second and final tranche of the financing consisting of 2,885,715 Common Shares at a price of CAD\$0.70 per share and 100,000 flow-through common shares at a price of CAD\$0.99 per share for total proceeds of \$2,119,000. In total the financing comprised two tranches totaling 8,472,159 Common Shares at a price of CAD\$0.70 per share and 7,300,000 Flow-Through Shares at a price of CAD\$0.99 per share for total gross proceeds of CAD\$13,157,511.
- On May 10, 2022, the Company announced staking of the Gayna River property located 180 kilometres north of the Macmillan Pass property. The Gayna River property is host to extensive critical minerals mineralization including zinc, gallium and germanium as well as lead and silver, outlined by 28,000 metres of historic drilling and significant upside potential.
- On June 7, 2022, the Company announced signing of a binding Letter of Intent for the Mactung Tungsten Project located adjacent to the Macmillan Pass property. Mactung is a large, high-grade tungsten deposit and one of the few potential sources for this critical mineral outside of China.
- On June 20, 2022, the Company announced that the first field crews had mobilized to Macmillan Pass for the 2022 exploration program.
- On June 30, 2022, the Company changed its name to "Fireweed Metals Corp." and began a rebranding campaign to reflect its new position on the leading edge of Critical Minerals project development with large zinc projects at Macmillan Pass and Gayna River, and the large tungsten deposit at Mactung.

- On July 6, 2022, the Company announced start of a ground gravity survey on the Gayna River project to outline drill targets for 2023.
- On July 26, 2022, the Company announced that drilling had begun at the Macmillan Pass project with plans to complete over 7,000 metres toward new mineral resources at the Boundary Zones, and upgrading of the resources at the Tom and Jason deposits.
- On September 6, 2022, the Company announced the appointment of Peter Hairsine to the Board of Directors. For more information, please refer to the news release dated September 6, 2022 available on [www.sedar.com](http://www.sedar.com) or [www.fireweedmetals.com](http://www.fireweedmetals.com)
- On September 6, 2022, the Company granted 3,950,000 stock options exercisable at a price of \$0.55 per share for a five-year term. Management, staff and consultants were granted 2,860,000 stock options and non-management directors are being granted 1,090,000 stock options.
- On September 13, 2022, provided an update in exploration activities including discovery of new massive sulphide mineralization at Boundary West.
- On September 22, 2022, the Company announced the appointment of Jill Donaldson to the Board of Directors. For more information, please refer to the news release dated September 22, 2022 available on [www.sedar.com](http://www.sedar.com) or [www.fireweedmetals.com](http://www.fireweedmetals.com)
- On November 1, 2022, the Company announced positive results from the first metallurgical test work from the Boundary Zone including up to 97% zinc recoveries in open circuit cleaner flotation, and high grade concentrates ranging from 53% to 63% zinc.
- On November 10, 2022, the Company announced that the Macmillan Pass drill program had been completed and reported highlights from the program pending assays.
- On November 17, 2022, the Company announced results from the Gayna River Project program and exploration targets defined by high grade rock and soil samples, and gravity geophysics results as well as completion of a LiDAR topographic survey.
- On November 17, 2022, the Company granted 105,000 stock options to staff and a contractor exercisable at a price of \$0.73 per share for a five-year term.
- On November 22, 2022, the Company announced first assays from the 2022 drill program at Boundary West which returned the best ever drill intersection at Macmillan Pass of 124 metres grading 12.3% zinc, 1.3% lead and 45.9 g/t silver, including 60 metres grading 19.0% zinc, 1.6% lead and 64.7 g/t silver.
- On November 29, 2022, the Company announced a non-brokered \$27.5 million private placement with lead orders by the Lundin family and other key shareholders. On November 30, 2022, the Company announced upsizing of the financing to \$34.9 million and announced closing of the financing on \$35.1 million on December 21, 2022.

Subsequent to the year end December 31, 2022, the following events have taken place:

- On January 31, 2023, the Company announced further assays from the 2022 drill program of 12.5 metres grading 11.7% zinc, including 6.2 metres grading 15.8% zinc at Boundary Main Zone.
- On February 15, 2023, the Company announced further assays from the 2022 drill program of 56.5 metres grading 6.3% zinc and 36.4 g/t silver, including 11.6 metres grading 10.9% zinc and 43.5 g/t silver at Boundary West Zone.

- On February 27, 2023, the Company announced further assays from the 2022 drill program of 105 metres grading 8.4% zinc and 12.1 g/t silver, including 12.75 metres grading 24.9% zinc and 41.7 g/t silver at Boundary Zone.
- On February 28, 2023, the Company announced signing of the definitive Asset Purchase Agreement for acquisition of 100% interest in the Mactung tungsten project located adjacent to the Macmillan Pass property. Mactung is a large, high-grade tungsten deposit and one of the few potential sources for this critical mineral outside of China.
- On February 28, 2023, the Company announced the appointment of a new Corporate Secretary.
- On February 28, 2023, the Company announced grant of 280,000 stock options, pursuant to its stock option plan, at a price of \$0.85 per share for a five-year term to staff members.
- On March 2, 2023, the Company announced final 2022 Boundary Zone drill assays of 298 metres grading 4.5% zinc, 1.4% lead and 30.9 g/t silver, including a new zone of 9.6 metres grading 24.5% zinc, 15.1% lead and 323.2 g/t silver.
- On March 6, 2023, the Company announced final 2022 Tom Zone drill assays of 40.6 metres grading 15.2% zinc, 14.6% lead and 181.6 g/t silver, including 20.9 metres grading 20.7% zinc, 22.4% lead and 280.0 g/t silver.
- On April 10, 2023, the Company announced appointment of PI Financial Corp. to provide market-making service in accordance with TSX Venture Exchange policies.

## **MACMILLAN PASS PROJECT**

The Macmillan Pass property encompasses 940 km<sup>2</sup> of contiguous mineral claims located 200 km northeast of the settlement of Ross River in the eastern Yukon Territory of Canada. It is host to the large Tom and Jason shale-hosted zinc-lead-silver deposits as well as the Boundary Main Zone, Boundary West Zone, Tom North Zone and End Zone which have significant mineralization drilled but not yet classified as mineral resources. The property also includes large blocks of 100%-owned adjacent claims (Mac, MC, MP, Jerry, BR, NS, Oro, Sol, Ben and Stump) which cover exploration targets in the district where previous and recent work identified zinc, lead and silver prospects, and geophysical and geochemical anomalies in prospective host geology. The Company has a large camp near the Tom deposit which is accessible via the North Canal Road from the community of Ross River and via a local airstrip.

The Tom and Jason deposits are located in the Selwyn Basin and hosted in Devonian-age Lower Earn Group sedimentary rocks. Zinc-lead-silver sulphide-barite mineralization typically occurs in thick stratiform lenses and extends for as much as 1,200 meters along strike and 450+ meters down dip. The Boundary zones are different and consist of veins, stockworks, disseminations and replacement sulphide mineralization as well as multiple horizons of stratiform mineralization in Devonian-age Lower Earn Group and Silurian-age Road River Group sedimentary rocks. The main economic minerals are sphalerite and galena.

The Tom and Jason sites have a Class 4 Land Use Permit, the Boundary Zones have a Class 3 Land Use Permit, and the Tom site a Type B Water Licence. A Class 1 Notification is obtained annually for work programs beyond these Class 3 and 4 permit areas. Environmental water monitoring of the Tom site has been ongoing since 2000 (see *Environment* section below for additional information). The property is located in the traditional territories of the Kaska Dena and First Nation of Na-Cho Nyäk Dun. Community relations have been good, and the Company employs workers and contracts service providers from the nearest community of Ross River for the exploration program (see *Community and First Nations* section below for additional information).  
*Summary of Macmillan Pass Property Acquisitions*

The Macmillan Pass property comprises multiple claim blocks that were acquired and consolidated over several years by Fireweed into the current large 940 km<sup>2</sup> Macmillan Pass property. Summaries of the underlying claim blocks/properties and royalties are described below.

Fireweed holds 100% interest in the 361 claims of the Tom and Jason property. The Jason claims have a third party underlying 3% net smelter return royalty (“NSR”) which can be bought out at any time for \$5,250,000. There are no underlying royalties on the Tom claims.

Fireweed holds 100% interest in the 372 claims of the Nidd property which includes the Boundary Main Zone and Boundary West Zone. Teck Corp. retained a 1% NSR royalty and a right of first offer to purchase future production concentrates from the Nidd property.

Fireweed holds 100% interest in the 820 claims of the Mac property. Vendor Maverix Metals Inc. (“Maverix”) retained production royalties of 0.25% NSR on base metals and other non-precious minerals, 1% NSR on silver and other precious metals excluding gold, and 3% NSR on gold produced from the Mac property. Subsequent to year-end in January 2023, Maverix was acquired by Triple Flag Precious Metals Corp.

Fireweed holds 100% interest in the 333 MC, 74 MP and 217 Jerry claims. Vendors Epica Gold Inc. (“Epica”) and Carlin Gold Corporation (“Carlin”) together retained production royalties of 0.5% NSR on base metals and silver, and 2% NSR on all other metals including gold produced from the MC, MP and Jerry claims, and are entitled to one additional payment of \$750,000 or equivalent in Fireweed shares at the Company’s option, upon receiving a resource calculation of at least 2 million tonnes of indicated (or better) resource on any part of the MC, MP or Jerry claims. Fireweed maintains a right of first refusal on the sale of any NSR royalty from these claims by Epica and/or Carlin.

Fireweed holds 100% interest in the 326 BR claims and 333 NS claims. Vendor Golden Ridge Resources Ltd. retained production royalties of 0.5% NSR on base metals and silver, and 2% NSR on all other metals including gold produced from the BR and NS claims, and is entitled to one additional payment of \$750,000 or equivalent in Fireweed shares at the Company’s option, upon receiving a resource calculation of at least 2 million tonnes of indicated (or better) resource on any part of the BR or NS claims. Fireweed will have the right to purchase one-half of these NSR royalties for \$2,000,000 at any time prior to the commencement of commercial production. Fireweed maintains a right of first refusal on the sale of any NSR royalty from these claims by Golden Ridge. There is also a pre-existing third party 3% NSR royalty on any future cobalt production from the BR and NS claims.

Fireweed holds 100% interest in the 410 claims of the Sol property and several small nearby separate claim blocks (Ben, NC, Stump, Bach). Vendor QuestEx Gold & Copper Ltd. (“Questex”) retained production royalties of 0.5% NSR on all base metals and silver, and 2% NSR on all other metals including gold, which may be mined from these properties. There is an additional third-party royalty consisting of a 2% NSR on production from the Sol, Stump and Bach claims of which 1% may be extinguished for \$2,000,000. On June 1, 2022, Questex was acquired by and became a subsidiary company of Skeena Resources Limited (TSX:SKE).

*Terms of the Oro Property Option Agreement*

During the first quarter on January 13, 2022, the Company exercised its option with private companies Cathro Resources Corp. (“Cathro”) and Cazador Resources Ltd. (“Cazador”), and acquired 100% interest in the 1,582 claim Oro property covering 318km<sup>2</sup> on the western extension of the Macmillan Pass District. Payment terms to exercise the option were as follows:

Due Date	Cash	Common Shares
Within 5 days of TSX Venture Exchange approval of the option agreement (January 18, 2021)	\$250,000 (paid)	500,000 (issued)
On or before January 13, 2022	\$250,000 (paid)	500,000 (issued)
<b>TOTAL</b>	<b>\$500,000</b>	<b>1,000,000</b>

Cathro and Cazador together retained a 0.5% NSR production royalty on all base metals and silver, and 2% NSR on all other metals including gold, which may be mined from the Oro property.

Titles to all these claims have been transferred and registered to the Company.

### **Tom-Jason Mineral Resources and PEA**

#### *Tom-Jason Mineral Resource Report*

Based on the 2017 drill results along with the historic core re-sampling results and compilation of historic data, the Company announced updated NI43-101 mineral resources for the Tom and Jason deposits on January 10, 2018 which were substantially larger than historically reported resources. The updated base case resources were as follows:

**Table 1: Base Case Tom+Jason Mineral Resource Estimates** (at NSR cutoff grade of \$65)

<b>Category</b>	<b>Tonnes (Mt)</b>	<b>ZnEq %</b>	<b>Zn %</b>	<b>Pb %</b>	<b>Ag g/t</b>	<b>B lbs Zn</b>	<b>B lbs Pb</b>	<b>MOz Ag</b>
Indicated	11.21	9.61	6.59	2.48	21.33	1.63	0.61	7.69
Inferred	39.47	10.00	5.84	3.14	38.15	5.08	2.73	48.41

Details and supporting information are provided in the NI43-101 Technical Report posted on [www.sedar.com](http://www.sedar.com) and in the Company's news release, both dated January 10, 2018. Additional mineralization subsequently drilled at Boundary Main Zone, Boundary West Zone, Tom North Zone and End Zone as well as step out drill holes at Tom and Jason will be considered in a future updated mineral resource estimate for the Property.

#### *Tom-Jason Preliminary Economic Assessment Report*

On May 23, 2018, the Company announced the positive results of an independent NI43-101 Preliminary Economic Assessment ("PEA") for the Tom and Jason deposits prepared by JDS Energy and Mining, Inc. ("JDS") with work on tailings and water by Knight Piesold Consulting, both of Vancouver, Canada utilizing the 2018 mineral resources of Table 1.

#### Production and Economic Highlights:

- Long mine life and large-scale production:
  - 18-year mine life with 32.7Mt of mineralization mined at 4,900 tonne-per-day average processing rate.
  - 1.54Mt of Zinc, 0.88Mt of Lead, and 37Moz of Silver in concentrate shipped.
  - Average yearly contained-metal production of 85kt Zinc, 48kt Lead and 2Moz Silver.
- Robust economics using metals prices of \$1.21/lb Zn, \$0.98/lb Pb, and \$16.80/oz Ag:
  - Pre-Tax NPV at 8% of \$779,000,000 and IRR of 32%.
  - After-Tax NPV at 8% of \$448,000,000 and IRR of 24%.
- Manageable CAPEX and rapid payback:
  - Pre-production CAPEX of \$404,000,000. CAPEX includes a total of \$100,000,000 for upgrading to a production-suitable access road to the property. On March 3, 2020 the Company announced that the Yukon Government and the Ross River Dena Council First Nation had reached an Agreement in Principle on \$71,000,000 in road upgrades which, in part, included upgrading of the property access road.
  - Payback period of 4 years.
  - Starter-pits on Tom West and Jason Main zones reduce up-front capital.
- Significant Upside
  - Numerous opportunities for significant economic improvement.
  - Known zones remain open for expansion, including into high-grade areas.
  - Highly prospective and large land package with untested exploration targets.

- Not included in this PEA study are the Boundary Zone, Boundary West Zone, Tom North Zone and End Zone as well as new step out holes at Tom and Jason which have significant zinc-lead-silver mineralization drilled after the PEA study was completed, but not yet classified as mineral resources.

Details and supporting information are provided in the NI43-101 PEA Technical Report dated July 6, 2018 (effective date May 23, 2018) posted on the Company website, <https://fireweedmetals.com>, [www.sedar.com](http://www.sedar.com), and in the Company's news release dated May 23, 2018. Additional mineralization subsequently drilled at Boundary Main Zone, Boundary West Zone, Tom North Zone and End Zone as well as step out drill holes at Tom and Jason will be considered in a future updated PEA.

#### *Macmillan Pass 2022 Exploration*

The large 2022 drill program at Macmillan Pass was the largest and most successful in the history of the Company. The main focus of drilling was Boundary Main Zone and Boundary West Zone with a few drill holes at the Tom deposit. Results from the 2022 drill program are described above. Plans are now well advanced for the larger 2023 drill program.

### **MACTUNG PROJECT**

During the second quarter, Fireweed signed a binding Letter of Intent purchase agreement and subsequent to year end in February 2023, a definitive Asset Purchase Agreement for acquisition of 100% interest in the Mactung tungsten project. The 37.6 km<sup>2</sup> Mactung property hosts the large, high grade Mactung tungsten deposit and is located adjacent to the Macmillan Pass property with access from the same road and airstrip. It is an advanced stage project with extensive historic drilling, engineering, metallurgy, geotechnical, and environmental baseline data collected by previous operators as well as a Class 4 Mining Land Use Permit. The property is located in the traditional territories of the Kaska Dena and First Nation of Na-Cho Nyäk Dun, and the Sahtú Settlement Area.

Tungsten skarn mineralization at Mactung is mostly scheelite (CaWO<sub>4</sub>) and is dominated by calcic mineral assemblages associated with abundant pyrrhotite that developed within permeable limestone units of the Cambrian-Ordovician host rocks near the contact with a Cretaceous-age granite intrusion. Historic work by previous operators included 38,000 metres of drilling and at least 1,200 metres of underground lateral workings. Historic mineral resource and economic studies were completed (see Fireweed news release dated June 7, 2022 for details).

#### *Summary of Mactung Acquisition Terms*

Fireweed holds the Mactung Project under terms of a definitive Asset Purchase Agreement signed with the Government of the Northwest Territories ("GNWT") and described in the Fireweed news releases dated February 28, 2023. Under the terms of the agreement, the GNWT sells the Mactung Project to Fireweed for a total price of C\$15,000,000 staged as follows:

1. Fireweed pays the GNWT the sum of \$1,500,000 upon execution of the binding LOI (paid);
2. Fireweed will pay to GNWT an additional \$3,500,000 within 18 months after closing of the definitive agreement and transfer of the Mactung assets to Fireweed.
3. Fireweed will pay to GNWT an additional \$5,000,000 upon Fireweed announcing its intention to construct a mine on either the Mactung Project or any portion of the mineral property interests controlled by Fireweed in the Yukon, commonly known as the Macmillan Pass project; and
4. Fireweed will pay to GNWT an additional \$5,000,000 upon Fireweed announcing its intention to construct a mine on the Mactung Project.

Closing of the final definitive agreement will occur upon completion of the transfer of the Mactung Project assets to Fireweed. Mactung carries an existing NSR Royalty of 4% which is held by a third party, 2% of which can be purchased at any time for \$2.5M.

Due diligence and validation work on historic data as well as relogging and sampling of some historic drill core has been completed and will support a new mineral resource estimate to be published in Q2 2023.

## **GAYNA RIVER PROJECT**

During the second quarter, Fireweed acquired the 128.75 km<sup>2</sup> Gayna River claims at low cost through staking. The Gayna River property is located 180 kilometres north of the Macmillan Pass property. It lies within the Sahtú Settlement Area, the Gwich'in Settlement Area, and the asserted territory of the First Nation of Na-Cho Nyäk Dun.

The property is host to extensive critical minerals mineralization including zinc, gallium and germanium as well as lead and silver. Mineralization occurs as veins and breccias in carbonate rocks similar to Mississippi-Valley-Type (MVT) mineralization, or Irish-type zinc-lead mineralization. Sphalerite and minor galena occur as infill within veins, vugs, and breccias along with dolomite-calcite-quartz-pyrite. Historic grab samples contain elevated concentrations of the critical metals gallium (up to 68 ppm) and germanium (up to 15.6 ppm). An extensive area of mineralization was outlined by 28,000 metres of wide-spaced, historic drilling but recent studies indicate potential for high grade massive sulphide targets not recognized by previous operators.

The 2022 field program consisted of airborne LiDAR topographic surveying and ground gravity geophysics and data is being interpreted toward defining 2023 drill targets.

For more details on the Company and its projects, see Fireweed's NI43-101 technical reports and news releases posted on the Company's website at <https://fireweedmetals.com> or at [www.sedar.com](http://www.sedar.com).

*Leon McGarry, P.Geo., Senior Resource Geologist for CSA Global Canada Geosciences Ltd. at the time, is independent of Fireweed Metals Corp. and a 'Qualified Person' as defined under Canadian National Instrument 43-101. Mr. McGarry is responsible for the Tom and Jason Mineral Resource Estimate and directly related information in this MD&A.*

*Michael Makarenko, P.Eng., Project Manager for JDS Energy and Mining, Inc., is independent of Fireweed Metals Corp. and a 'Qualified Person' as defined under Canadian National Instrument 43-101. Mr. Makarenko is responsible for the Tom and Jason PEA results and directly related information in this MD&A.*

*George Gorzynski, P.Eng., Executive Vice President and Director of Fireweed Metals Corp., and a Qualified Person under the meaning of Canadian National Instrument 43-101, approved the other technical information (information not directly related to the Tom and Jason Mineral Resource Estimate or the PEA) in this MD&A.*

## **HEALTH AND SAFETY**

Fireweed embeds in every business aspect, our core value of respect, for both the environment in which we work and the people we work with. Fireweed is committed to sustaining a safe and healthy work environment for the well-being of all personnel. Fireweed focuses on leading with integrity, striving for consistency in words and actions, being honest, transparent, and accountable, mitigating health and safety risks, and being progressive and innovative while promoting environmental and social stewardship. Systems and programs are implemented and followed to identify, eliminate, or control workplace hazards. All incidents, injuries, and potentially unsafe conditions must be reported immediately to a supervisor or manager, and corrective measures taken.

In March 2020, the World Health Organization declared coronavirus COVID-19 a global pandemic. In 2022 governments reduced COVID-19 restrictions but the Company continued its COVID-19 monitoring and protocols to guard against any outbreaks on its remote sites. Should there be an outbreak of COVID-19 on site, the Company's operations and/or timelines could be impacted in a number of ways including, but not limited to, a reduction or shut down of activity at project site(s); disruptions to supply chains and services; worker absenteeism due to illness; and disruption to the progress of technical work, compliance monitoring, and financing. These possible impacts could result from government directives, the need to modify work practices to meet appropriate health and safety standards, and other COVID-19 related impacts on the operations, availability of labour or to the supply chain.

Our comprehensive and protective health and safety protocols that have allowed the Company to maintain a safe workplace in years past, continue to apply. Every person arriving at our work site is first taken through a health and



safety orientation before any other activity commences. Every morning begins with daily safety “toolbox” meetings and weekly safety meetings which are attended by everyone in camp to re-enforce a safety-first mindset. We emphasize that safety is the responsibility of everyone on site. We have highly trained first aid personnel in camp with a dedicated and well equipped first aid facility, and protocols to guide timely medical evacuations by air to a hospital if required.

Our excellent safety record over successive annual exploration programs is the result of prioritizing and instilling a culture of safety first in every person at our work site and constantly seeking to improve our health and safety protocols and procedures. Lost time injuries in 2022 were limited to two minor injuries (off work for one day each).

## **ENVIRONMENT**

Fireweed is committed to executing work programs that are effectively governed, ecologically and culturally conscious, and socially beneficial. This means protecting the natural environment and respecting its users and traditional land stewards in accordance with regulatory and project-specific requirements and agreements. Through the implementation of standard management practices and mitigation, we aim to avoid or reduce potential impacts. Our exploration activities are conducted in compliance with project-specific approvals, laws, regulations and other legal requirements applicable in the regions in which we operate.

The Tom and Jason properties have a Class 4 Land Use Permit, the Boundary Zone area has a Class 3 Land Use Permit, the Tom site a Type B Water Licence, and a Class 1 Notification is obtained annually for work programs beyond these Class 3 and Class 4 areas. Historic infrastructure (associated with advanced exploration mine development to obtain a bulk mineral sample) has been closed and reclaimed by previous operator, Hudbay, and Fireweed continues to monitor to ensure that closure measures are functioning as designed.

## **COMMUNITY AND FIRST NATIONS**

Fireweed respectfully acknowledges that the lands on which we currently study and explore are within the asserted traditional territories of Indigenous Peoples. Fireweed is committed to engaging and consulting with Indigenous groups and local communities in a respectful and culturally appropriate manner to further understand their interests, perspectives, and ensure meaningful participation.

The Macmillan Pass property is located within Kaska Dena Nation and First Nation of Na-Cho Nyäk Dun traditional territories. The Mactung property is located adjacent to the Macmillan Pass property in the traditional territories of the Kaska Dena and First Nation of Na-Cho Nyäk Dun, and the Sahtú Settlement Area. The Gayna River property is located in the Sahtú Settlement Area, the Gwich'in Settlement Area, and the asserted territory of the First Nation of Na-Cho Nyäk Dun.

The nearest community to the Macmillan Pass and Mactung projects is the Kaska community of Ross River (population 400) located 200 kilometers to the southwest. There are no permanent settlements at or near the project sites but there are a small number of seasonal temporary use hunter and trapper cabins, none of which are in the immediate vicinity of the known mineralized zones.

The Company retains qualified local Indigenous-owned service providers to the extent practicable and employs local contractors and personnel to support its exploration activities. Fireweed is committed to maintaining a workplace environment that respects all individuals and provides equal employment opportunities based on merit. Workplace diversity and fostering a culture of inclusion, equity and respect in every aspect of our business is a key focus.

## FINANCING AND CORPORATE DEVELOPMENT

### SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the three recent fiscal years, ended December 31, 2022, 2021 and 2020, and should be read in conjunction with such financial statements, prepared in accordance with International Financial Reporting Standards (“IFRS”) and the related notes thereon:

Item	Fiscal Year Ended December 31, 2022	Fiscal Year Ended December 31, 2021	Fiscal Year Ended December 31, 2020
Revenues	\$ nil	\$ nil	\$ nil
Expenses	16,773,103	9,685,621	6,414,637
Net Loss	13,535,401	8,922,174	5,640,598
Net Loss per Share	(0.15)	(0.14)	(0.12)
Current Assets	40,200,190	8,734,420	2,607,837
Exploration and Evaluation Assets	12,712,865	12,088,437	11,458,395
Total Assets	54,611,945	21,031,418	14,219,765
Current Liabilities	1,409,518	870,230	229,863
Working Capital	38,790,672	7,864,190	2,377,974
Shareholders' Equity	\$ 49,161,065	\$ 18,745,199	\$ 13,713,330
Number of Shares Outstanding	135,191,999	74,897,032	56,057,112

### RESULTS OF OPERATIONS

As at December 31, 2022, total assets were \$54,611,945 (December 31, 2021 - \$21,031,418), exploration and evaluation assets totalled \$12,712,865 (December 31, 2021 - \$12,088,437). The details of the cost breakdown are contained in the schedule of Exploration and Evaluation Assets in the notes to the financial statements for the year ended December 31, 2022 (Note 4).

#### For the three months ended December 31, 2022 and 2021

The Company had a net loss of \$3,095,568 for the three months ended December 31, 2022 (“Q4-2022”) (\$0.03 per share) as compared to the three months ended December 31, 2021 (“Q4-2021”) of \$1,480,086 (\$0.02 per share).

Exploration and evaluation expenditures were the main contributor to the net loss in Q4-2022 with a significant increase of \$1,290,087 from Q4-2021 due to more exploration activities including higher camp, drilling, engineering, geological consulting, and permitting as the Company had a larger and longer exploration program including a larger drill program utilizing four drills.

Consulting and management fees increased by \$362,407 due to the strengthening of the management team including the hiring of VP Studies in comparison to Q4-2021, when the consultants and management team was smaller.

Investor relations expense increased by \$130,095 in comparison to Q4-2021 as the Company undertook more marketing, conferencing, and other promotional activities during the quarter and as a result of hiring of the new Marketing Manager and Communications Manager.

Director fees increased by \$10,118 in comparison to Q4-2021 as the Company appointed two new Directors to the Board.

Share-based compensation increased by \$208,813 in comparison to Q4-2021 as the Company granted additional options during the year ended December 31, 2022.

For the years ended December 31, 2022 and 2021

The Company had a net loss of \$13,535,401 for the year ended December 31, 2022 (\$0.15 per share) as compared to the year December 31, 2021 of \$8,922,174 (\$0.14 per share).

Exploration and evaluation expenditures increased by \$5,245,604 due to more exploration activities including higher camp, drilling, engineering, geological consulting, and permitting as the Company had a larger and longer exploration program in 2022.

Investor relations expense increased by \$415,269 as the Company undertook more marketing, branding, and other promotional activities this year and as a result of hiring of the new Marketing Manager and Communications Manager.

Property investigation increased by \$300,420 related to exploration activities on the Mactung property.

Share-based compensation increased by \$292,338 as there were more stock options granted and vested in 2022.

**SUMMARY OF QUARTERLY RESULTS**

The following table sets forth selected quarterly financial information for each of the last eight quarters with the figures for each quarter in Canadian dollars.

	<b>December 31, 2022</b>	<b>September 30, 2022</b>	<b>June 30, 2022</b>	<b>March 31, 2022</b>	<b>December 31, 2021</b>	<b>September 30, 2021</b>	<b>June 30, 2021</b>	<b>March 31, 2021</b>
Operating expenses	(3,866,091)	(9,960,795)	(1,910,521)	(1,035,696)	(1,544,188)	(4,746,460)	(2,317,739)	(1,077,234)
Net income (loss)	(3,095,568)	(7,831,236)	(1,645,874)	(962,723)	(1,480,086)	(4,052,547)	(2,312,251)	(1,077,290)
Basic and diluted earnings (loss) per share	(0.03)	(0.09)	(0.02)	(0.01)	(0.02)	(0.06)	(0.04)	(0.02)
Total assets	54,611,945	24,841,493	32,144,978	20,124,888	21,031,418	16,938,476	18,368,153	13,923,596
Shareholders' equity (deficiency)	49,161,065	20,456,046	28,133,531	18,192,724	18,745,199	15,984,921	16,818,853	13,415,023
Capital stock	93,379,425	62,075,920	62,075,920	50,333,511	50,028,511	45,971,361	42,128,558	37,212,507
Deficit	47,225,187	44,129,619	36,298,383	34,652,509	33,689,786	32,209,700	28,157,153	25,844,902

**LIQUIDITY AND CAPITAL RESOURCES**

The Company manages its capital to maintain its ability to continue as a going concern and to provide returns to shareholders and benefits to other stakeholders. The capital structure of the Company consists of cash and cash equivalents and equity comprised of issued share capital and deficit.

Fireweed manages and adjusts its capital structure in light of economic conditions and financial needs. The Company, upon approval from its Board of Directors, will balance its overall capital structure through new share issues or by undertaking other activities as deemed appropriate under the specific circumstances.

### **WORKING CAPITAL**

As at December 31, 2022, the Company had positive working capital of \$38,790,672 (December 31, 2021 - \$7,864,190). Working capital included Prepaid Expenses of \$174,133 (December 31, 2021 - \$213,744), comprised mainly of advances for advertising and promotion, software licenses, exploration work and insurance.

### **CASH**

On December 31, 2022, the Company had cash of \$39,885,979 (December 31, 2021 - \$8,179,833). Management of cash balances is conducted in-house based on internal investment guidelines. Cash is deposited with a major Canadian financial institution. Cash required for operations is held in a chequing account. Excess funds may be invested in conservative money market instruments that bear interest and carry a low degree of risk. Some examples of instruments in which we may invest its cash are treasury bills, money market funds, bank guaranteed investment certificates and bankers' acceptance notes. The objective of these investments is to preserve funds for the use in and advancement of the Company's business.

### **CASH USED IN OPERATING ACTIVITIES**

Net cash used in operating activities during the year ended December 31, 2022 was \$14,978,928 (2021 - \$8,748,068). Cash was mostly spent on exploration work, consulting fees, investor relations expenses, professional fees, and general and administrative costs.

### **CASH USED IN INVESTING ACTIVITIES**

Total cash used in investing activities during the year ended December 31, 2022 was \$1,838,928 (2021 - \$99,704), which was related to Macmillan Pass property option payments and Mactung property cash payment.

### **CASH GENERATED BY FINANCING ACTIVITIES**

Total net cash generated by financing activities during the year ended December 31, 2022 was \$48,523,656 (2021 - \$14,763,399), which consisted of funds obtained through the issuance of 40,535,186 common shares, 11,972,818 flow-through common shares and 6,300,000 charity flow-through common shares through private placements. The Company also received funds through the exercise of 790,000 options and 196,963 warrants.

### **REQUIREMENT OF ADDITIONAL EQUITY FINANCING**

The Company has relied primarily on equity financings for all funds raised to date for its operations and will need more funds to explore and develop its projects in the future. Until it starts generating profitable operations from exploration, development and sale of minerals, the Company intends to continue relying upon the issuance of securities to finance its operations and acquisitions.

The Company is not subject to externally imposed capital requirements as at December 31, 2022.

### **OUTSTANDING SHARE DATA**

The Company's authorized share capital consists of an unlimited number of common shares without par value.

As at December 31, 2022, there were 135,191,999 shares issued and outstanding (74,897,032 at December 31, 2021), which were issued for an aggregate consideration of \$93,379,425, net of issuance costs and flow-through premium liability.

As of the date of this MD&A, the following shares, warrants and options were outstanding:

	<b>Number of Shares/Options/Warrants</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Issued and Outstanding Shares	<b>135,308,999</b>		
Share Purchase Warrants	3,554,670	\$0.60	April 14, 2024

	<b>Number of Shares/Options/Warrants</b>	<b>Exercise Price</b>	<b>Expiry Date</b>
Finders' Warrants	56,669	\$0.90	July 06, 2023
Finders' Warrants	36,000	\$0.70	May 27, 2023
Finders' Warrants	501,434	\$0.80	December 21, 2023
Stock Options	200,000	\$0.65	July 11, 2024
Stock Options	742,000	\$0.59	June 10, 2025
Stock Options	160,000	\$0.71	August 25, 2025
Stock Options	120,000	\$0.99	September 18, 2025
Stock Options	1,345,000	\$0.80	July 7, 2026
Stock Options	75,000	\$0.83	November 1, 2026
Stock Options	3,950,000	\$0.55	September 2, 2027
Stock Options	190,000	\$0.59	September 21, 2027
Stock Options	105,000	\$0.73	November 17, 2027
Stock Options	280,000	\$0.85	February 27, 2028
<b>Fully diluted at April 25, 2023</b>	<b>146,624,773</b>		

\* This number excludes 3,700,000 not yet issued performance shares (please refer to Notes 16 in the financial statements for the year ended December 31, 2021 for more information).

### **CRITICAL ACCOUNTING ESTIMATES**

Our significant accounting policies are presented in Note 3 of the audited consolidated financial statements for the year ended December 31, 2022. Note 3 provides that the preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, 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 future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

Information about significant areas of estimation uncertainty in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are noted below.

### **KEY SOURCES OF ESTIMATION UNCERTAINTY**

#### Carrying value and recoverability of exploration and evaluation assets

The carrying amount of the Company's exploration and evaluation assets do not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves.

Additionally, there are numerous geological, economic, environmental, social and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

### Deferred tax assets and liabilities

The measurement of a deferred tax provision is subject to uncertainty associated with the timing of future events and changes in legislation, tax rates and interpretations by tax authorities. The estimation of taxes includes evaluating the recoverability of deferred tax assets based on an assessment of the Company's ability to utilize the underlying future tax deductions against future taxable income prior to expiry of those deductions. Management assesses whether it is probable that some or all of the deferred income tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income, which in turn is dependent upon the successful discovery, extraction, development and commercialization of mineral reserves. To the extent that management's assessment of the Company's ability to utilize future tax deductions changes, the Company would be required to recognize more or fewer deferred tax assets, and future tax provisions or recoveries could be affected.

### Share-based payments

The Company measures share-based payments expense by reference to the fair value of the stock options at the date at which they are granted. Estimating fair value for granted stock options requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility, dividend yield, and rate of forfeitures.

### Rehabilitation provision

The calculation of the asset retirement obligation involves significant measurement estimates and assumptions of the amount and timing of reclamation costs and applicable inputs used in the calculation, such as discount rates. The Company bases its estimates on historical experience, government regulations and assumptions that are believed to be reasonable given the scope of the exploration projects. Refer to Note 9 for more details.

### Capital stock

Common shares are classified as shareholders' equity. Incremental costs directly attributable to the issue of common shares and stock options are recognized as a deduction from equity. Common shares issued for consideration other than cash, are valued based on their market value at the date the shares are issued.

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component. The Company considers the fair value of common shares issued in the private placements to be the more easily measurable component and the common shares are valued at their fair value, as determined by the closing market price on the announcement date. The balance, if any, is allocated to the attached warrants. Any fair value attributed to the warrants is recorded as reserves.

## **FINANCIAL INSTRUMENTS**

The Company classifies its financial assets into one of the categories described below, depending on the purpose for which the asset was acquired. Management determines the classification of its financial assets at initial recognition.

Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL, for other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at fair value through other comprehensive income ("FVTOCI").

*Fair value through profit or loss ("FVTPL")* – Financial assets carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the income statement. Realized and unrealized gains and losses arising from changes in the fair value of the financial asset held at FVTPL are included in the income statement in the

period in which they arise. Derivatives are also categorized as FVTPL unless they are designated as hedges.

*Fair value through other comprehensive income ("FVTOCI")* - Investments in equity instruments at FVTOCI are initially recognized at fair value plus transaction costs. Subsequently, they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive income. There is no subsequent reclassification of fair value gains and losses to profit or loss following the derecognition of the investment.

*Financial assets at amortized cost* - A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

The following table shows the classification of the Company's financial instruments:

Financial instrument	Classification
Cash	Fair value through profit or loss
Receivables	Financial asset measured at amortized cost
Reclamation bond	Financial asset measured at amortized cost
Loan payable	Financial liability measured at amortized cost
Accounts payable and accrued liabilities	Financial liability measured at amortized cost

Financial liabilities are recognized initially at fair value and are subsequently stated at amortized cost. Transaction costs on financial assets and liabilities other than those classified at fair value through profit or loss are treated as part of the carrying value of the asset or liability. Transaction costs for assets and liabilities at fair value through profit or loss are expensed as incurred.

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly;  
and

Level 3 – Inputs that are not based on observable market data.

The fair value of the Company's receivables, reclamation bond and accounts payable and accrued liabilities approximate carrying value, which is the amount recorded on the statements of financial position. The fair value of the Company's other financial instruments, cash, under the fair value hierarchy are based on level 1 quoted prices in active markets for identical assets and liabilities.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

*Credit risk*

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. Receivables of \$121,215 consist of Goods and Services Tax ("GST") recoverable from the Federal Government of Canada. The Company believes its exposure to credit risk is equal to the carrying value of this balance. The Company has exposure to credit risk with respect to its cash as it places most of its cash in one financial institution in Canada where deposits are covered up to \$100,000 by the Canada Deposit Insurance Corporation. The Company believes its exposure is limited as it banks with a large Canadian institution.

*Liquidity risk*

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at December 31, 2022, the Company had a cash balance of \$39,885,979 to settle current liabilities

of \$1,409,518. The Company believes it has sufficient funds to meet its current liabilities as they become due.

The Company is dependent on obtaining regular financings in order to continue as a going concern. Despite previous success in acquiring these financings, there is no guarantee of obtaining future financings.

*Interest rate risk*

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As at December 31, 2022, the Company is not exposed to significant interest rate risk.

*Price risk*

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on profit or loss and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

*Foreign currency risk*

The Company operates predominately in Canada and is not exposed to any significant foreign currency risk.

**RELATED PARTIES TRANSACTIONS**

Related party transactions mainly include management and consulting fees, share-based compensation and director and committee fees. The related parties are represented by the key management personnel, which include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that the key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. Related parties also include companies, controlled by officers and/or directors.

The remuneration to directors and key management personnel during the years ended December 31, 2022 and 2021 was as follows:

<b>Payee</b>	<b>Nature of the transaction</b>	<b>December 31, 2022</b>	<b>December 31, 2021</b>
		<b>\$</b>	<b>\$</b>
Chief Executive Officer (CEO)	Management and consulting fees expensed	495,000	342,750
	Share-based compensation	97,134	49,735
Chief Financial Officer (CFO)	Management and consulting fees expensed	229,041	49,364
	Share-based compensation	25,987	7,489
Directors	Director and committee fees	156,449	123,000
	Investor relations and corporate development	10,162	6,002
	Management and consulting fees expensed	189,588	190,363
	Management and consulting fees related to exploration and evaluation*	11,293	13,301
	Share-based compensation	258,997	160,128
		<b>1,473,651</b>	<b>942,132</b>



The following amounts were owed to directors and key management personnel. These payables are unsecured, non-interest bearing and are expected to be repaid under normal trade terms.

		<b>December 31,</b>	<b>December 31,</b>
		<b>2022</b>	<b>2021</b>
		<b>\$</b>	<b>\$</b>
Director	Director and committee fees	12,242	-
Key management	Management fees and expense recoveries	356,840	196,019
		<b>369,082</b>	<b>196,019</b>

#### **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's statement of loss and comprehensive loss contained in its financial statements for December 31, 2022, which are available on SEDAR: [www.sedar.com](http://www.sedar.com).

#### **OFF-BALANCE SHEET ARRANGEMENTS**

The Company has no off-balance sheet arrangements.

#### **ADDITIONAL DISCLOSURE FOR JUNIOR ISSUERS**

The Company has had positive cash flow since its inception following the completion of the IPO. Following the recent private placements completed in December 2022, the Company believes its current capital resources to be sufficient to cover its operating costs for the next 12 months. Fireweed will need to obtain additional capital resources to fund operations further. The Company is planning to raise capital through equity or alternative financing. Actual funding requirements may vary from those previously planned due to a number of factors, including the progress of the Company's business activities and economic conditions.

All costs relating to the acquisition of its projects are capitalized and reported in the Statements of Financial Position in the Company's financial statements. All costs related to the exploration and evaluation are reported in the Company's Statement of Loss and Comprehensive Loss with a breakdown of categories provided in Note 4 of the audited financial statements for the year ended December 31, 2022 on SEDAR at [www.sedar.com](http://www.sedar.com).

#### **APPROVAL**

The Board of Directors oversees management's responsibility for financial reporting and internal control systems through an Audit Committee. This Committee meets periodically with management and annually with the independent auditors to review the scope and results of the annual audit and to review the financial statements before the financial statements are approved by the Board of Directors and submitted to the shareholders of the Company. The Board of Directors has approved the audited consolidated financial statements for the year ended December 31, 2022 and the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

#### **NOTE REGARDING FORWARD-LOOKING STATEMENTS**

This MD&A contains "forward-looking" statements and information ("forward-looking statements"). All statements, other than statements of historical facts, included herein, including, without limitation, statements relating to interpretation of drill results and geological data, future work plans, the use of funds, and the potential of the Company's projects, are forward looking statements. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties, and other factors that may cause the Company's actual results, levels of activity, performance or achievements to be materially different from any future results, levels of activity, performance or achievement expressed or implied by these forward-looking statements. The factors that could cause actual results to differ materially include, but are not limited to, the following: general economic conditions; changes in financial markets; political conditions and developments; pandemics, relations with First Nations; weather; changes in the supply, demand and pricing of the metal

commodities which the Company hopes to find and successfully mine; changes in regulatory requirements impacting the Company's operations; the ability to properly and efficiently staff the Company's operations; the sufficiency of current working capital and the estimated cost and availability of funding for the continued exploration and development of the Company's exploration property or properties. Should any one or more risks or uncertainties materialize or change, or should any underlying assumptions prove incorrect, actual results and forward-looking statements may vary materially from those described herein. This list is not exhaustive and these and other factors should be considered carefully, and readers should not place undue reliance on the Company's forward-looking statements.

The Company believes the expectations reflected in those forward-looking statements are reasonable, but no assurance can be given that these expectations will prove to be correct and such forward-looking statements included in this MD&A should not be unduly relied upon. These statements are current only as of the date of this MD&A. As a result of the foregoing and other factors, no assurance can be given as to any such future results, levels of activity or achievements and neither the Company nor any other person assumes responsibility for the accuracy and completeness of these forward-looking statements. The Company does not have any policies or procedures in place concerning the updating of forward-looking information other than those required under applicable securities laws.

#### **ADDITIONAL INFORMATION**

Additional information relating to the Company can be found on its website at <https://fireweedmetals.com> and on SEDAR at [www.sedar.com](http://www.sedar.com).

On behalf of the Board of Directors,

*“Brandon Macdonald”*

Brandon Macdonald  
Chief Executive Officer  
**April 25, 2023**