



CAPELLA MINERALS LIMITED
8681 Clay Street
Mission BC
CANADA

MANAGEMENT DISCUSSION AND ANALYSIS

For the Six Months Ended November 30, 2023

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Form 51-102F1
Management Discussion and Analysis
For
Capella Minerals Limited
(“Capella”, or the “Company”)

The following Management’s Discussion and Analysis (“MD&A”) of the Company has been prepared as of January 29, 2024, and is intended to supplement and complement the Company’s audited consolidated financial statements for the years ended May 31, 2023 and May 31, 2022 (the “Annual Financial Statements”) and should be read in conjunction with the Annual Financial Statements, together with the notes thereto. The Annual Financial Statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”).

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

NATURE OF BUSINESS

Capella Minerals Limited is incorporated under the laws of the Province of British Columbia, Canada with a registered address and records office located at 8681 Clay Street, Mission BC V4S 1E7.

The Company’s activities are currently focused on the exploration and development of a portfolio of copper-cobalt projects in Norway (including the advanced exploration-stage Hessjøgruva asset), lithium-REE and gold-copper projects in Finland, and two gold Joint Venture (“JV”) projects in Canada. Capella also holds a residual 49% interest in the Sierra Blanca gold-silver project in Argentina.

The Company’s primary stock exchange listing is on the TSX Venture Exchange (“TSXV”), where it trades under the symbol “CMIL”. The Company also has secondary listings on the United States OTCQB (trading symbol: “CMILF”) and also on the Frankfurt Stock Exchange (trading symbol: “N7D2”).

HIGHLIGHTS AND DEVELOPMENTS FOR THE SIX MONTHS ENDED NOVEMBER 30, 2023, AND TO THE DATE OF THIS REPORT

At the date of this report the Company held interests in the following exploration projects:

Scandinavian Base and Battery Metal Portfolio

Project	Location	Principal Commodities	Capella Ownership
Central Finland Li-REE*	Finland	Lithium, Rare Earth Elements	100%: European Energy Metals Corp. earning-in to 80%
Perho Li-REE			70%: Cullen Resources Ltd 30%
N. Finland Au-Cu		Gold, copper	70%: Cullen Resources Ltd 30%
Hessjøgruva-Kjøli	Norway	Copper, cobalt, zinc	100%
Løkken			100%
Vaddas-Birtavarre			50%; Strategic Alliance with Teako

*Joint Venture partner funded project

Canadian Gold JV's and Argentine Divestiture

Project	Location	Principal Commodities	Capella Ownership
Savant Gold JV*	Canada	Gold	100%; Prospector Metals Corp. earning-in to 70%
Domain Gold JV			29.6%; Agnico Eagle 70.4%
Sierra Blanca*	Argentina	Gold, silver	49%; Austral Gold earning-in to 80% with option to acquire outstanding 20%

*Joint Venture partner funded project

Key Developments

- On October 17, 2023, the Company announced that it had entered into a binding asset sale agreement with NickelX AS ("NickelX"), a private Norwegian mining company, through which it will sell its 100% interests in the Hessjøgruva, Kjøli, and Løkken copper-zinc-cobalt projects located in Trøndelag Province, central Norway(the "Transaction"). The total consideration of the Transaction to Capella, payable upon completion of the NickelX IPO, is CAD 7 million being CAD 5 million in cash and CAD 2 million in NickelX IPO shares. This Transaction is currently expected to close by April of 2024. NickelX currently holds 100% interests in 4 nickel exploration projects in northern Norway (Hamn, Palfjellet, Birgivi, and Envold), and is in the process of undertaking an Initial Public Offering ("IPO") with the combined assets on Oslo's Euronext Growth Exchange with the objective of becoming Norway's leading independent battery metals company.
- On November 15, 2023, the Company completed its previously announced (October 17, 2023) non-brokered private placement. The Company sold an aggregate 41,775,000 units at \$0.03 per unit for gross proceeds of C\$1,253,250 and has issued the shares and warrants to participants. The shares issued are subject to a hold period trading restriction expiring March 10, 2024. [SPACE]
- On October 23, 2023, the Company received a cash injection of US\$150,000 by entering into a convertible promissory note with a non-executive director. The note and interest of 8% per annum, compounding quarterly, is repayable in cash by October 13, 2024. Principal and interest is payable in quarterly instalments.
- On December 5, 2023, the Company announced receipt of the Killero W exploration permit in the Northern Finland gold-copper project, A total of 6 exploration permits ("EPL's") have now been granted to the Company in Northern Finland. An initial drilling campaign is planned at Killero, a former AngloAmerican project, in late Q1, 2024 to explore copper-gold targets.
- On December 7, 2023, Joint Venture partner European Energy Metals Corp. (TSX.V: FIN) ("European Energy") announced the discovery of high-grade lithium boulder trains within the northernmost Nabba reservation, Central Finland Lithium Project. Concurrently, two EPL's have been applied for and, once approved, will allow for scout drilling designed to locate the source of the boulder trains.
- On January 10, 2024 the Company noted that Joint Venture partner European Energy confirmed it had completed C\$ 1 million in exploration expenditures on the Central Finland Lithium Project, a partial requirement for earning-in to an initial 51% interest in the Project as per the original Earn-In Agreement. European Energy may formally complete its 51% earn-in to the Project through the payment of CAD 100,000 in cash and 400,000 FIN common shares to Capella (currently pending).

- During the period, Capella and Teako agreed to a strategic partnership covering exploration collaboration and communication in the northern Scandinavia copper belt. As part of this agreement, Teako has acquired a 50% interest in the combined Vaddas-Birtavarre properties for a consideration of 1,000,000 Teako common shares and retains the option to acquire a 100% interest in the projects in return for a minimum exploration expenditure of C\$100,000 with the first year and further issuances of 250,000 common shares to Capella in both Years 1 and 2.
- JV partner Agnico Eagle Mines Limited and Capella have initiated a formal strategic review of the Domain gold project in Manitoba, with alternatives under consideration including the sale of a 100% interest in the advanced exploration-stage project.

Exploration Projects - Finland

Northern Finland Gold-Copper Project (Capella Initial 70% Interest)

- Capella's Northern Finland gold-copper project consists of 6 exploration permits ("EPL's") located within the world-class metallogenic province of the Central Lapland Greenstone Belt ("CLGB"). The EPL's lie immediately adjacent to the highly-prospective Sirkka Thrust Zone, a regional structural corridor within the CLGB which is associated with numerous occurrences of both gold and base metals. The exploration permits were applied for prior to the expiry of the original 200 sq. km Aakenus-Katajavaara reservation on December 21, 2022.
- An initial five EPL's were formally granted on May 26, 2023:
 - *Killero E (Priority 1)* – former Anglo American PLC¹ project with significant copper-gold Base of Till ("BoT") geochemical anomalies but never drill tested. A major NE-trending fault zone is also evident cross-cutting the copper-gold anomaly from Capella's high resolution drone magnetic data.
 - *Saattopora W (Priority 1)* – interpreted W-NW extensions to Outokumpu Oy's former Saattopora copper-gold mining operation
 - *Keisunselka* – interpreted high-grade gold hosted in deformed banded mafic volcanic target
 - *Jolhikko* – gold and base metal targets in complex deformation zone
 - *Katajavaara* – interpreted SE extension to the former Saattopora copper-gold mining operation
- On December 5, 2023, the sixth EPL – Killero W – was granted. This target area covers a second anomalous area with exceptional copper-gold values from historical BoT sampling by Anglo American PLC but never drilled.
- Capella currently plans the first round of scout drilling to begin at Killero E in late Q1, 2024.
- The Company made its second anniversary cash payment of USD75,000 (C\$102,867) to Cullen on November 30, 2023 as required under the signed letter of intent for the Northern Finland gold-copper projects.

¹ Historic geochemical results quoted for Killero E and W are derived from Geological Survey of Finland ("GTK") datasets. Whilst Capella has not performed sufficient work to verify the published data reported, the Company believes this information to be considered reliable and relevant.

Central Finland Lithium-REE Portfolio (Capella 100%; European Energy Metals Earn-In to 80%)

- On March 20, 2023, Capella announced that it had entered into a Definitive Earn-In Agreement with Hilo Mining Ltd. (TSXV: HILO) ("Hilo") in which Hilo may earn in to an 80% interest in a portfolio of five Li-REE pegmatite reservations owned by Capella in central Finland. The five reservations cover 2,300 square kilometers and target spodumene-bearing pegmatite complexes within the Järvi-Pohjanmaa and Seinäjoki lithium-permissive tracts as defined by the Geological Survey of Finland. Four of the reservations (Nabba, Lappajärvi W, Lappajärvi E, and Kaatiala) lie immediately adjacent to, and to the south of, Keliber Oy's spodumene mine development project in the Kaustinen district. Hilo announced a Corporate name change to European Energy Metals Corp. (TSXV: FIN) ("FIN") effective April 25, 2023. The Earn-In Agreement requires FIN to invest a minimum CAD 2,500,000 in exploration expenditures and make total cash (CAD

450,000) and common share (2,000,000) payments to Capella within a 4-year period. TSXV Exchange approval for the original Capella-Hilo transaction was received on April 6, 2023.

- Field crews were active on the project between July and October 2023 and reviewed numerous known pegmatite occurrences and collected a total of 1,099 rock chip / grab samples. On December 7, 2023, European Energy announced the discovery of high-grade lithium boulder trains within the northernmost Nabba reservation, Central Finland Lithium Project. Concurrently, two EPL's have been applied for and, once approved, will allow for scout drilling designed to locate the source of the boulder trains.
- On January 10, 2024 the Company noted that European Energy confirmed that it had completed C\$ 1 million in exploration expenditures on the Central Finland Lithium Project, a partial requirement for earning-in to an initial 51% interest in the Project as per the original Earn-In Agreement. European Energy may formally complete its 51% earn-in to the Project through the payment of CAD 100,000 in cash and 400,000 FIN common shares to Capella (currently pending)

Perho Lithium-REE Project (Capella Initial Interest 70%)

- The Company's 50 sq. km Perho Li-REE reservation application in central-southern Finland was granted by Finnish authorities on October 5, 2022. The Perho reservation is located within the Eräjärvi pegmatite field and covers the Seppala lithium occurrence and lies adjacent to the former Viitaniemi and Juurakko feldspar-quartz mines. The Eräjärvi district is reported to contain over 70 pegmatite occurrences with little modern systematic exploration having been undertaken in the area.
- Initial systematic field evaluations of the Perho Li-REE reservation commenced in October 2023, together with technical and field support from local consulting company Geopool Oy. The initial field review at Perho is expected to build on the available geological and geophysical data related to the known spodumene-bearing pegmatites at Eräjärvi and allow planning for a follow-up summer 2024 field program.

Exploration Projects - Norway

Hessjøgruva-Kjøli Cu-Co-Zn District, Trøndelag County, Norway (100% Capella)

- Drill permits were received for a 4,000m / 8 hole diamond drill program at the Hessjøgruva copper-cobalt-zinc VMS project. Initial planning was based on a mixture of both infill and step-out drilling on the Hessjøgruva Lens A deposit. This drill program was originally scheduled to be executed during the 2023 summer season, however, as a direct result of financial considerations this program has been postponed to summer 2024.
- The Company filed an NI 43-101-compliant technical report for the Hessjøgruva project on September 8, 2022. This technical report was prepared by GeoVista Aktiebolag ("GeoVista") and provided a summary of all exploration activities completed to date at Hessjøgruva, including the 12,035m of historical diamond drilling that was undertaken during the 1970's. A copy of this technical report is available under Capella's profile on SEDAR (www.sedar.com) and on the Company's website (www.capellaminerals.com).
- Capella expanded its claim holdings in the Hessjøgruva district through the staking of 43 sq. km of new exploration claims over the adjacent, past-producing Kongensgruve district. The central portion of the Kongensgruve claim block lies approximately 6km east of the Hessjøgruva project and contains a series of known copper-zinc-cobalt occurrences (including Rødalen, Fjellsjøen, Kongensgruve, and Muggruva), in addition to a former mineral processing facility and tailings dam.
- On January 23, 2023, the Company announced the initiation of a scout diamond drill program at its Kjøli copper-cobalt-zinc VMS project, which is located approximately 20km NE of the Hessjøgruva project. A total of 1,412m drilling was completed in initial testing of the Kjøli Deep, Kjøli Mine Extension, and Guldalsgruva areas. Initial assay results reported on May 23, 2023 confirmed the existence of limited thicknesses of high-grade Cu-Co-Zn mineralization. The drilling was accompanied by downhole electromagnetic (DHEM) and surface-loop electromagnetic (SLEM) surveys designed to identify potential buried massive sulfide bodies in the vicinity of drill holes.

Løkken Cu-Co-Zn District, Trøndelag County (100% Capella)

- Permitting has been completed for a scout diamond drill program at the Åmot copper-cobalt-zinc VMS prospect, which is located 5km due E of the former Løkken mining operations. As for Hessjøgruva, the original drill plan for Åmot had contemplated a summer 2023 drill program, however, this program has now also been postponed to summer 2024.
- The primary target at Åmot is an undrilled, 1.5km-long geophysical (electromagnetic and ground magnetic) anomaly situated approximately 150m below surface and associated with coincident surface soil geochemical anomalies. A scout program of 1,250m / 4-6 holes is proposed to test Åmot.
- The Åmot and adjacent Høydal targets were the focus of the Company's extensive summer 2022/2023 field programs which included ground magnetic surveys and systematic soil (Ionic Leach) geochemical sampling. Results derived from these field programs formed the basis for drill hole targeting at Åmot.
- An advance royalty payment of \$25,000 was made in Q4, 2022, to EMX Royalty Corp (TSXV/NYSE: EMX) as per the terms of the amended (November 2020) acquisition agreement for the Løkken project.

Vaddas-Birtavarre Cu-Co District, Northern Norway (50% Capella)

- Capella and Teako Minerals Corp (CSE: TMIN) ("Teako") have agreed to a strategic partnership covering exploration collaboration and communication in the northern Scandinavia copper belt. As part of this agreement, Teako has acquired a 50% interest in the combined Vaddas-Birtavarre properties for a consideration of 1,000,000 Teako common shares and retains the option to acquire a 100% interest in the projects in return for a minimum exploration expenditure of CAD 100,000 with the first year and further issuances of 250,000 common shares to Capella in both Years 1 and 2.
- Capella successfully staked its first exploration claims in the past-producing Vaddas-Birtavarre copper-cobalt+/-zinc VMS district of northern Norway in July 2022. The Vaddas-Birtavarre district is located in the Finnmark og Troms Province, some 60km E of the regional centre of Trømsø and immediately to the west of the former Boliden -Norden Crown (TSXV: NOCR) copper exploration JV at Burfjord.
- Reconnaissance field evaluations of the Vaddas-Birtavarre districts were undertaken during late summer 2022, with results from these initial mapping/sampling programs being utilized to prioritize areas for follow-up field programs. Land holding fees for 2023 were paid for a core group of priority exploration claims covering 90 sq. km at Vaddas and 30 sq. km at Birtavarre.

Exploration Project - Sweden

Southern Gold Line

- Capella returned 90% of its Southern Gold Line Project in Sweden to EMX Royalty Corp (TSXV, NYSE: EMX) in Q4, 2022. The decision to suspend exploration activities on the 7 claims hosting gold targets was made in response to Dragon Mining Ltd (HK: 1712), owner of the adjacent Fäboliden gold development project, having had its environmental permit for the commencement of full-scale gold mining at Fäboliden rejected by the Swedish Court. However, Capella has retained a 100% interest in an eighth mineral claim, Fäboliden Sodra 103, which hosts base metal (copper) targets.
- Capella is currently reviewing alternatives for its Swedish subsidiary, Capella Minerals Sweden AB.

Exploration Projects – Canadian Gold Joint Ventures

Savant Gold Joint Venture (Capella 100%; Prospector Metals Earn-In to 70%)

- Capella's Savant Gold JV project in Ontario is subject to an Earn-In Agreement through which Prospector Metals Corp. (TSXV: PPP) may acquire a 70% interest in the project in return for completing CAD 2M of exploration expenditures prior to November 15, 2024. In addition, Prospector is required to make staged cash and share payments to Capella totalling CAD 200,000 and 2,666,666 common shares, respectively.

- During the year ended May 31, 2023, the Company received an anniversary cash payment of \$50,000 and 666,666 Prospector Metal shares as required under the Earn-In Agreement. The Prospector shares received were subject to a four month hold period until March 15, 2023. The third anniversary date of the Savant JV agreement will fall on November 15, 2023.
- Prospector's summer 2022 field work program successfully identified high-grade gold grades in two main structural corridors: i) a first-order deformation zone named the Wiggle Deformation Zone (and which passes through the previously recognized Wiggle Creek gold prospect) and ii) the newly defined Snowbird-Shoal Deformation Zone (which passes through the Snowbird, Horseshoe, and Shoal gold prospects). Adjacent, undrilled fold hinges in iron-formation were also identified as high-priority targets for gold mineralization. A new LiDAR survey was also completed over the Savant Gold project with data derived from this survey having now been processed and integrated in to targeting activities.
- The Savant Gold JV project is drill-ready, with the precise timing for the commencement of drilling to be determined by both market / financing conditions and access agreements. Prospector notified Capella on July 6, 2023 that it wished to invoke force majeure due to a delay in work and access created by a local First Nations group. Alternative discussions remain in progress.

Domain Gold Joint Venture (Agnico Eagle Mines Ltd 70.4% / Capella 29.6%)

- Agnico Eagle Mines Ltd (TSX-NYSE: AEM) ("Agnico") formally became Capella's Joint Venture (JV) partner at the Domain Gold project on March 31, 2023, upon completion of the acquisition by Agnico of all of Yamana Gold Inc's ("Yamana") former Canadian gold assets.
- No significant field activities were undertaken by Agnico during the current reporting period. However, Agnico and Capella have initiated a formal strategic review of the Domain gold project, with alternatives under consideration including the sale of a 100% interest in the project.
- The Domain Gold JV is an advanced exploration-stage gold project with 62 holes / 9,660m of historic core drilling. Domain is a 70.4%-29.6% contributing JV between Agnico and Capella, with Agnico being the project operator.

Argentine Project Divestiture

Sierra Blanca Gold-Silver Project (Austral Gold 51% / Capella 49%)

- Austral Gold Ltd (ASX: AGD; TSXV: AGLD) ("Austral") has completed its minimum Years 1 and 2 exploration expenditures (total USD 300,000) on the Sierra Blanca gold-silver project in Santa Cruz Province, Argentina and has therefore earned-in to a 51% interest in the project.
- Austral was required to invest a further USD 400,000 during Year 3 (before September 15, 2023, and including a minimum of 2,000m of core drilling) in order to increase its interest in Sierra Blanca to 80%. At the date of this report, Austral had requested an extension until December 31, 2023, in order to complete the required Year 3 drilling; however this target date was missed also. Discussions between Austral and Capella are ongoing.

Corporate Developments

- **Annual General Meeting ("AGM")** – the Company held its AGM on January 5, 2024 with all resolutions being passed.
- **Definitive Agreement for Sale of Central Norway Copper-Gold-Copper assets:** On October 17, 2023 the Company announced that it had entered into a binding asset sale agreement (the "Agreement") with NickelX AS ("Nickel X"), a private Norwegian mining company, through which it will sell its interests

in the Hessjøgruva, Kjøli, and Løkken copper-zinc-cobalt projects located in Trøndelag Province, central Norway (collectively the "Central Norway Copper Projects" or the "Assets") (the "Transaction").

NickelX currently holds 100% interests in 4 nickel exploration projects in northern Norway (namely Hamn, Palfjellet, Birgivi, and Envold), and is in the process of undertaking an Initial Public Offering ("IPO") with the combined Assets on Oslo's Euronext Growth Exchange with the objective of becoming Norway's leading independent battery metals company.

The total consideration of the Transaction to Capella, payable upon completion of the NickelX IPO, is CAD \$7 million via a combination of cash and NickelX shares.

Main Terms of the Transaction

Capella has agreed to sell its 100% interests in the Assets to NickelX under the following main terms:

- Capella will receive at closing of the Transaction C \$5 million (the "Cash Consideration") in cash; and
- Capella will also receive new NickelX shares with a value of C \$2 million (the "Share Consideration") to be issued and allotted to the Company at the IPO. Thereafter Capella intends to distribute the Share Consideration to its shareholders on a pro-rata basis. Further information about such distribution and return on capital to Capella's shareholders will be given in connection with the completion of the transaction. Completion of the Transaction is conditional upon, (i) the successful IPO of NickelX on Euronext Growth Exchange in Oslo, (ii) Capella shareholders' approval, (iii) receipt of the written consent of each counterparty to some existing royalty agreements and (iv) TSX Venture Exchange approval. Closing of the Transaction is expected to take a couple of months with a long-stop date agreed by the parties of April 7, 2024, following which each party retains the option to terminate the Transaction. Shareholder approval was received at the Company's AGM held on January 5, 2024.

- **Promissory note** - On October 23, 2023, the Company received a cash injection of US\$150,000 by entering into a convertible promissory note with a non-executive director. The note and interest of 8% per annum, compounding quarterly, is repayable in cash by October 13, 2024. Principal and interest is payable in quarterly instalments.

- **Private placement:**

On November 15, 2023, the Company completed its previously announced (October 17, 2023) non-brokered private placement. The Company sold an aggregate 41,775,000 units at \$0.03 per unit for gross proceeds of C\$1,253,250 and has issued the shares and warrants to participants. The shares issued are subject to a hold period trading restriction expiring March 10, 2024. The Company paid 3 finders a finders' fee calculated as to 7% in cash and 10% in warrants for eligible purchasers. Haywood Securities Inc.; Leede Jones Gable Inc.; and LHC Mine Finance Ltd. were paid an aggregate C\$57,050 in fees and issued a total 2,716,667 finders' warrants under the same terms and conditions as the unit warrants. The Company also incurred a further \$10,359 in fees related to the non-brokered private placement completed on November 15, 2023. Each unit of the private placement consists of one common share in the capital of the Company and one-half of a share purchase warrant, with each whole warrant entitling the holder to purchase one additional common share at a price of C\$0.06 per share at any time until expiry, November 09, 2025. The warrants are restricted from being exercised if by exercising them the holder would become a 10% shareholder. Further, the warrants are subject to an accelerated exercise clause in the event the Company's share price exceeds C\$0.15 for 10 consecutive trading days.

- **Hilo Mining Ltd (European Energy Metals Corp.) earn-in:** On March 20, 2023 the Company announced it had entered into a Definitive Earn-In Agreement (the "Earn-In Agreement") with Hilo Mining Ltd. ("Hilo") (TSXV: HILO) to earn up to an 80% interest in a portfolio of five lithium (lithium-cesium-tantalum, or "LCT") and rare-earth element ("REE") pegmatite reservations held by Capella in

central Finland (the "Property"). Hilo announced a Corporate name change to European Energy Metals Corp. (TSXV: FIN) effective April 25, 2023.

The Property consists of five reservations covering a total area of 2,300 square kilometers and which are focused on LCT pegmatite complexes located within the Järvi-Pohjanmaa and Seinäjoki lithium-permissive tracts as defined by the Geological Survey of Finland ("GTK"). Four of the reservations (Nabba, Lappajärvi W, Lappajärvi E, and Kaatila) lie immediately adjacent to, and to the south of, Keliber Oy's spodumene mine development project in the Kaustinen district. Key terms of the Earn-In Agreement include:

- Hilo has the option to earn a 51% interest in the Property (the "Initial Option") by (i) making a cash payment of \$100,000 and issuing 100,000 common shares to Capella upon receiving TSX Venture Exchange approval of the Earn-In Agreement; (ii) completing \$500,000 in expenditures on the Property and issuing 150,000 common shares to Capella on before the first anniversary of the Earn-In Agreement; and (iii) completing an additional \$500,000 in expenditures on the Property, paying \$100,000 in cash and issuing 250,000 common shares to Capella on or before the second anniversary of the Earn-In Agreement. Upon exercise of the Initial Option, Hilo will become the operator of the Property.
- Following exercise of the Initial Option, Hilo will have a further option to earn an additional 29% interest in the Property (the "Final Option") by (i) completing \$500,000 in expenditures on the Property, paying \$150,000 in cash and issuing 750,000 common shares to Capella on or before the third anniversary of the Earn-In Agreement; and (ii) completing \$1,000,000 in expenditures on the Property, paying \$150,000 in cash and issuing 750,000 common shares to Capella on or before the fourth anniversary of the Earn-In Agreement.
- If, on the date of the exercise of the Final Option, the Property hosts a mineral resource equal or greater than 10 million metric tons with a minimum average grade of 1.0% Lithium Oxide (Li₂O) the Company will make a bonus cash payment of \$500,000 and issue 1,000,000 common shares to Capella.
- The parties have the option to form a joint venture upon exercise of the Initial Option or to defer the joint venture formation until the exercise of the Final Option.
- TSX Exchange approval for the transaction was received on April 6, 2023.
- On January 10, 2024 the Company noted that its Joint Venture partner European Energy Metals Corp. (TSX.V: FIN) ("European Energy") confirmed it had completed C\$ 1 million in exploration expenditures on the Central Finland Lithium Project being a key requirement for earning-in to an initial 51% interest in the Project as per the original Earn-In Agreement. European Energy may formally complete its 51% earn-in to the Project through the payment of CAD 100,000 in cash and 400,000 FIN common shares to Capella.

- **elementX Finland Oy Acquisition:** On October 6, 2022, the Company announced it had entered into a binding letter agreement (the "Agreement") with elementX Finland Oy ("elementX") for the acquisition of a 100% interest in a portfolio of lithium-cesium-tantalum ("LCT") pegmatite and rare-earth element ("REE") reservations in central/southern Finland. The elementX projects are predominantly focused on LCT pegmatite complexes located within the Järvi-Pohjanmaa and Seinäjoki lithium-permissive tracts as defined by the Geological Survey of Finland ("GTK"). TSXV Exchange approval for the acquisition was announced on October 31, 2022. Key terms of the agreement include:

- Capella acquired 100% interests in seven fully granted reservations (Kaatila, Lappajarvi West, Lappajarvi East, Nabba, Kovela, Rakokivenmaki, and Kaldo) in south-central Finland. Subsequent to the acquisition the Company applied for the cancellations of the Kaldo reservation (effective date December 9, 2022) and the Rakokivenmaki reservation (effective date October 13, 2023).
- In consideration for the acquisition, Capella issued elementX's shareholders a total of 15.1M Capella common shares ("Transaction Shares"). The Transaction Shares were subject to a minimum 4 month hold period as per TSXV Exchange regulations, in addition to a further voluntary 3 month hold period. In addition, the original elementX shareholders will retain a 1% Net Smelter Royalty ("NSR") on any potential future metal production from the acquired portfolio.

- **European Energy Metals Corp. Shareholding:** The Company received 100,000 European Energy shares as detailed in the Earn-in Agreement in April 2023; these shares were subject to a four-month hold. To the date of this report, the Company had sold these shares to fund ongoing exploration and corporate activities.
- **Teako Minerals Shareholding** - On November 15, 2023 the Company received 1,000,000 Teako common shares in the period as part of the agreement signed with Teako in relation to the Vaddas-Birtavarre properties. These shares are subject to a four-month hold.

OUTLOOK

The Company expects to continue managing and advancing exploration activities on its Scandinavian portfolio of base and battery metal projects (copper-cobalt projects in Norway, lithium-REE and copper-gold projects in Finland). Joint Venture partners will continue to manage work programs at both the Savant and Domain gold projects in Canada and the Sierra Blanca gold-silver project in Argentina.

The volatility of stock markets and precious and base metals have eroded investor confidence to the extent that both advanced and junior companies have had a difficult time obtaining equity financing on reasonable terms. The Company is currently evaluating all financing options available to the Company at both the corporate and project level. The Company is seeking additional equity funding or alternative financing options to fund its ongoing exploration activities and to meet its current and ongoing general and administrative costs. The Company cannot guarantee it will be successful in raising additional funding or securing alternative financing options.

Qualified Persons and Disclosure Statement

All information relating to exploration activities has been reviewed by Eric Roth, Chief Executive Officer and Executive Director of Capella Minerals Limited and presented in accordance with Canadian regulatory requirements as set out by National Instrument (“NI”) 43-101. Mr Roth holds a Ph.D. in Economic Geology from the University of Western Australia, is a Fellow of the Australian Institute of Mining and Metallurgy (AusIMM), a Fellow of the Society of Economic Geologists (SEG), and a Qualified Person under NI 43-101. Mr Roth has 35 years experience in international minerals exploration and mining project evaluation.

Exploration and Evaluation Expenditures

	Southern Gold Line, Sweden	Løkken, Norway	Kjøli, Norway	Hessjogruva, Norway	Vaddas- Birtavarre, Norway	Aakenus, Finland	Katajavaara, Finland	Pehro, Finland	Euro- lithium, Finland	Savant Lake, Ontario Canada	Total
	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$	\$
Balance May 31, 2022	125,738	1,232,648	1,208,395	5,253	4,715	415,853	253,284	-	-	638,103	3,883,989
Acquisition and tenure	-	25,000	25,000	14,782	1,506	8,407	1,273	1,305	918,660		995,933
Camp, travel, administration and other costs	-	60,392	22,988	-	16,952	3,806	-	-	-		104,138
Geologists and data collection	-	177,904	135,801	23,680	51,241	9,073	-	-	-		397,699
Drilling and assay costs	-	8,465	-	-	-	-	-	-	-		8,465
Farm out recoveries										(153,333)	(153,333)
Foreign exchange movement	(3,552)	25,815	10,403	1,335	4,131	6,769	88	528			45,517
Balance November 30, 2022	122,186	1,530,224	1,402,587	45,050	78,545	443,908	254,645	1,833	918,660	484,770	5,282,408
Acquisition and tenure	-	109,537	113,706	22,978	16,642	7,985	(412)	2,810	9,691	-	282,937
Camp, travel, administration and other costs	-	47,707	48,918	3,652	75	6,817	2,088	3,652	8,833	-	121,742
Geologists and data collection	-	124,830	833,365	-	-	60,419	-	62	25,495	-	1,044,171
Drilling and assay costs	-	18,800	-	-	-	-	-	-	-		18,800
Write down of exploration and valuation assets and other	(126,320)	-	-	-	-	-	-	-	-		(126,320)
Farm out recoveries	-	-	-	-	-	-	-	-	(155,000)	13,333	(141,667)
Foreign exchange movement	4,134	(75,251)	(150,206)	(4,790)	(7,975)	10,113	148	(272)	1,027	-	(223,072)
Balance May 31, 2023	-	1,755,847	2,248,370	66,890	87,287	529,242	256,469	8,085	808,706	498,103	6,258,999
Acquisition and tenure	-	-	30,129	18,958	-	57,243	-	-	-	-	106,330
Camp, travel, administration and other costs	-	10,447	20,141	1608	-	843	17,380	1,693	-	-	52,112
Geologists and data collection	-	75,684	93,041	6,890	-	10,826	23,353	34,641	-	-	244,435
Farm out recoveries	-	-	-	(40,000)	-	-	-	-	-	-	(40,000)
Foreign exchange movement	-	737,878	44,118	1,454	2,326	6,365	76	463	8,201	-	136,880
Balance November 30, 2023	-	1,915,855	2,435,799	95,800	49,613	604,519	297,278	44,882	816,907	498,103	6,758,756

FINANCIAL CONDITION, LIQUIDITY, CAPITAL RESOURCES, OPERATIONS AND FINANCIAL RESULTS

OVERALL PERFORMANCE

During the six months ended November 30, 2023, the Company incurred a loss of \$519,967 (November 30, 2022: \$769,997). This loss was due predominantly to ongoing management and administrative expenses incurred of \$286,868, shareholder information and meetings of \$78,146, share-based payments expense of \$26,154 and travel expenses of \$31,489.

The Company will seek additional equity funding or alternative financing options to fund current and ongoing exploration activities and general and administrative costs.

FINANCIAL POSITION

A summary of the Company's financial position is as follows:

	November 30, 2023	May 31, 2023	May 31, 2022
	\$	\$	\$
Current assets	288,986	136,151	302,961
Non-current assets	6,908,992	6,432,086	4,327,893
Current liabilities	(1,153,700)	(1,141,503)	(310,531)
Non-current liabilities	(114,781)	(247,201)	(327,536)
Shareholders' equity	5,929,427	5,179,533	3,992,787

Included in current assets at November 30, 2023 is cash of \$205,094, receivables of \$37,990 and prepaid expenses of \$45,902. The movement in current assets in the current period is due to expenditure on the Company's exploration projects and payment of corporate costs incurred to support the Company's operations.

The non-current assets balance has increased by \$476,906 due to ongoing expenditure at the Company's Norwegian and Finnish projects and the receipt of 1,000,000 Teako shares received during the period. This increase was offset by the sale of 25,000 European Energy shares during the period with proceeds used to fund ongoing exploration and corporate activities and ongoing general and administrative costs of the Company. Exploration and evaluation expenses have also been impacted by movements in exchange rates between NOK, SEK, EUR and the Company's reporting currency CAD.

Current liabilities of the Company include accruals and accounts payable totalling \$772,468. These balances can fluctuate from period to period depending on the level of exploration activity and corporate activities undertaken by the Company. At November 30, 2023 these liability balances mainly comprise of payables related to exploration activities of \$331,921 directors' fees payable of \$65,556, audit and tax fee accrual of \$43,900 and other accounts payable related to general administrative and management expenditure of \$321,686. Current liabilities balance also includes, \$45,010 being the current portion of the contractual obligation payable to Sandstorm Gold in relation to the Sierra Blanca project (payables in shares) and \$127,308 being the current portion of the deferred consideration payable recognised on acquisition of Cullen Finland Oy. Current liabilities also includes a balance of \$208,984 related to the convertible promissory note entered into with a non-executive director for US\$150,000.

RESULTS OF OPERATIONS

The following is a breakdown of significant costs incurred for the six-month periods ending:

	November 30, 2023	November 30, 2022
	\$	\$
Management and administrative fees	286,868	265,804
Shareholder information and meetings	78,146	100,691
Travel	31,489	37,007
Share-based payments	26,154	128,910
Regulatory and transfer agent fees	21,321	35,130
Provision against/write off deferred exploration and evaluation costs	16,058	14,548
Realized (gain)/loss on sale of financial assets	14,520	114,622
Office and general	10,122	14,450
Share of losses investment in associate	7,500	14,548
Deferred consideration payable interest	5,497	5,170
Contractual obligation interest	79	156
Foreign exchange loss	17,429	33,015

Discussion of operations

Six months ended November 30, 2023 and November 30, 2022

During the six months ended November 30, 2023 (“current six-month period”), the Company recorded a net loss of \$519,967 compared to a net loss of \$769,997 for the six-month period ended November 30, 2022 (“comparative six-month period”).

This loss was due predominantly to management and administrative expenses incurred of \$286,868 (detailed further below), regulatory and transfer fees incurred of \$21,321, shareholder information and meetings of \$78,146, share-based payments expense of \$26,154 and travel costs \$31,489.

These costs are detailed further below.

Management and administrative fees have increased in the current six-month period due mainly to an increase in monthly fees paid to senior management in recognition of the increased efforts required in relation to the expanded portfolio and an increase in administrative costs in Finland due to increased activities in relation to the Finnish projects held during the period.

Shareholder and information meetings activities have decreased due to variations in conferences attended and marketing initiatives undertaken as management looked to reduce overhead cost when compared to the comparative six-month period.

Travel costs have decreased due to a reduced number of investor conferences attended when compared to the prior comparative period.

Share based payments expense decreased as a result of the cost for options issued being recognised over the vesting period of the options issued.

During the six months ended November 30, 2023, the Company sold 100,000 European Energy shares for gross proceeds of \$40,585 and cash costs to sell of \$135, with a total realised loss of \$14,520 (including costs to sell) being recorded for the six months ending November 30, 2023. The Company does not hold any shares in European Energy as at November 30, 2023.

The Company wrote off \$16,058 of exploration and expenditure costs incurred during the period in Sweden and Finland as these costs were not directly related to exploration assets capitalised at period end.

All other costs have remained relatively consistent across the comparative periods.

Foreign exchange losses have decreased during the current period due to a less transactions being undertaken in the period and movements in the varying currency denominations and payments across the Company against the Canadian Dollar.

The Company capitalizes all acquisition and exploration costs until the property to which those costs relate is placed into production, sold or abandoned. The decision to abandon a property is largely determined from exploration results and the amount and timing of the Company's write-offs of capitalized mineral property costs will vary from one year to the next and typically cannot be predicted in advance. Exploration and evaluation costs associated with the Savant Lake property are accounted for in line with the Company's farm out accounting policy.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly financial information of Capella and is derived from unaudited quarterly financial statements prepared by management.

Period	Revenues	Net profit (loss) for the period	Net profit/(loss) per share for the period- basic	Net profit/(loss) per share for the period- diluted
	\$	\$	\$	\$
Three months ended November 30, 2023	Nil	(283,537)	0.00	0.00
Three months ended August 31, 2023	Nil	(236,430)	0.00	0.00
Three months ended May 31, 2023	Nil	(418,277)	0.00	0.00
Three months ended February 28, 2023	Nil	(264,777)	0.00	0.00
Three months ended November 30, 2022	Nil	(397,827)	0.00	0.00
Three months ended August 31, 2022	Nil	(372,170)	0.00	0.00
Three months ended May 31, 2022	Nil	(1,732,081)	(0.01)	0.00
Three months ended February 28, 2022	Nil	(355,576)	0.00	0.00

The Company's quarterly results can be affected by many factors such as winter conditions and/or seasonal fluctuations, variations in capital markets, the write-off of capitalized amounts, share-based payment costs, tax recoveries and other factors that affect Company's exploration and financing activities.

Mineral exploration is often a seasonal business, and the Company's expenditures and cash requirements may fluctuate depending upon the season.

The Company's expenditures may also be affected by the strength of capital markets. The Company's primary source of funding is through the issuance of share capital. When the capital markets are depressed, the Company's activity level may decline as a result of difficulties raising funds. When capital markets strengthen and the Company is able to secure equity financing with favourable terms, the Company's activity levels, and the size and scope of planned exploration projects may increase.

The Company's net loss of \$283,537 for the second quarter of fiscal year 2024 remains relatively consistent with the preceding quarters. The net loss recorded for the current quarter is due mainly to management and administrative fees incurred of \$151,208 required to support the ongoing management and administrative activities of the Company. These costs have decreased from the prior period comparative quarter due to the bonus paid to the CEO in Q2 2023, this decrease has been offset by increased monthly fees paid to senior management reflecting increased administrative work due to the expansion of the Company's portfolio from that period. Shareholder information and meetings expenses have increased from the first quarter of 2024 due to timing of investor conferences attended but have decreased marginally from the prior comparative period due to a reduced number of conferences and activities being undertaken. All other costs remain relatively consistent with preceding quarterly results.

The Company's net loss of \$236,430 for the first quarter of fiscal year 2024 remains relatively consistent with the preceding quarters. The net loss for the current quarter is due mainly to management and administrative fees incurred of \$135,660 required to support the ongoing management and administrative activities of the Company. These have increased from the comparative quarter due to increased monthly fees paid to senior management reflecting increased administrative work due to the expansion of the Company's portfolio from that period. An unrealised loss of \$26,750 recognised on equity investments held at period end also contributed to the loss for the period. The value of these financial assets will fluctuate from period in line with movement in the share price of the quoted equity shares and the number of shares held. The Company also recognised an expense of \$22,686 for exploration expenditure immediately expensed during the period. This expenditure incurred was not directly related to exploration assets held at year end. The loss incurred in the current period has decreased from the preceding quarter mainly due to the larger write off of exploration expenditure in Q4 2023 and a decrease in marketing and investor relation expenditure in the current period as management looked to reduce expenditures.

The Company's net loss of \$418,277 for the fourth quarter of fiscal 2023 which remains consistent with the preceding quarters but a decrease of \$1,313,804 from the prior period comparative quarter. The net loss for the tQ4 2024 is due mainly to the write off exploration expenditure of \$140,426, management and administrative fees incurred of \$150,876 being required to support the ongoing activities of the Company. these have increased by \$46,312 when compared to the prior period comparative quarter due mainly due to increased monthly fees paid to senior management reflecting increased administrative work due to the expansion of the Company's portfolio. General and administrative expenses have decreased from those of the comparative quarter including reductions in : share based payments due to the variation in vesting periods of options issued; shareholder information costs due to a reduction in marketing activities and variations to conferences attended and regulatory and legal fees due to the OTCQB listing application in the prior period. The loss in the prior period comparative quarter is greater as a result of the recognition of provision for impairment of \$880,170 as well as an unrealised loss of \$544,678 on financial assets held at period end.

The Company's net loss of \$264,777 for the third quarter of fiscal 2023 is due mainly to management and administrative fees incurred of \$142,635 being required to support the ongoing activities of the Company. These have increased by \$29,884 when compared to the comparative quarter due mainly to increased monthly fees paid to senior management reflecting increased administrative work due to the expansion of the Company's portfolio, Office and general costs have increased mainly due to the expense incurred in office rental costs incurred for use by the company geologist. This office space is no longer required and has been expensed in full. The Company also wrote off prepaid license fees of \$83,270 related to the Southern Gold Line, Sweden, project during the current quarter. All other general and administrative expenses have decreased from those of the comparative quarter including reductions in : travel costs due to varying levels of attendance at corporate conferences; share based payments due to the variation in vesting periods of options issued; shareholder information costs due to a reduction in marketing activities and variations to conferences attended and regulatory and legal fees due to the OTCQB listing application in the prior period. The loss for the quarter was offset by an unrealised gain recognised on the revaluation of the Prospector Metals shares held at the end of the quarter.

The Company's net loss of \$397,827 for the second quarter of fiscal 2023 is due mainly to continued management and administrative fees incurred of \$164,984 required to support the ongoing activities of the Company, including a bonus of C\$50,000 paid to E Roth during the period in recognition of having accepted a significantly reduced salary for the last 3 years and the efforts required in successfully expanding the Company's portfolio, as well as share

based payments expense of \$64,102 which has increased from the prior period due to the issue of 4,400,000 options;. Travel costs have increased in the current quarter a COVID-19 travel restrictions were continued to be lifted allowing for more corporate travel which had been difficult in prior periods. Shareholder information costs of \$61,753 incurred as the company continued to promote its Scandinavian assets, and regulatory and transfer agent fees increased in the current quarter due to fees associated with the OTCQB listing and closing of the private placement in October 2022.

The Company's net loss of \$372,170 for the first quarter of fiscal 2023 is due mainly to general and administrative expenses incurred of \$228,512 (which includes management and administrative fees of \$100,820 and share based payments of \$64,808), as well as the realized loss of \$114,622 recorded on the sale of 689,500 Prospector shares.

The Company's net loss of \$1,732,081 for the fourth quarter of fiscal 2022 is due mainly to the recognition of an impairment provision against the Southern Gold Line project of \$880,170, share based payments expense of \$50,344 which has increased in the current quarter due to the issue of 4,400,000 options; as well as continued management and administrative fees incurred of \$104,564 required to support the ongoing activities of the Company, shareholder information costs of \$57,349 incurred as the company continued to promote its Scandinavian assets and increased listing and professional fees associated with the OTCQB listing. An unrealized loss of \$544,678 and a realized loss of \$51,861 was recognized on financial assets held in the current quarter. The Company also recognised \$6,706 in losses in relation to its investment in associate – Sierra Blanca. These costs were offset by loan forgiveness of \$10,000 recognized on extinguishment of the CEBA loan granted by the Government of Canada.

The Company's net loss of \$355,576 for the third quarter of fiscal 2022 is due mainly to the recognition of share based payments expense of \$135,715 which has increased in the current quarter due to the issue of 4,040,000 options; as well as continued management and administrative fees incurred of \$112,751 required to support the ongoing activities of the Company, shareholder information costs of \$57,349 incurred as the company continued to promote its Scandinavian assets and increased listing and professional fees associated with the OTCQB listing.

SEGMENT INFORMATION

The Company's business consists of only one reportable segment, mineral exploration and development. Details on a geographic basis are as follows:

	November 30, 2023	May 31, 2023
	\$	\$
Norway	4,497,067	4,158,394
Finland	1,763,586	1,602,502
Canada	498,103	498,103
	6,758,756	6,258,999

LIQUIDITY AND CAPITAL RESOURCES

As at November 30, 2023 the Company had cash of \$205,094. The Company has no operations that generate cash flow and its long-term financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. The Financial Statements have been prepared on the assumption that the Company is a going concern, meaning that it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the normal course of operations.

The Company has incurred an accumulated deficit of \$20,390,148 at November 30, 2023 and has no current source of revenue. It is important to note the Company's continuation as a going concern is dependent on its ability to attain profitable operations and generate funds therefrom and/or raise funds sufficient to meet current and future

obligations. In order to continue normal course of operations the Company is seeking additional equity funding, or alternative options, to fund ongoing exploration activities and to meet its current and ongoing general and administrative costs. The Company cannot guarantee it will be successful in raising additional funding, or in securing alternative financing options.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales and from the exercise of convertible securities. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activity and the state of the financial markets. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record and the experience and caliber of its management.

The Company is currently evaluating all financing options at a Company and a project level in order to continue its normal course of operations. The Company intends to continue to use various strategies to minimize its dependence on equity capital, including the securing of joint venture partners where appropriate. During the period, the Company entered into a binding asset sale agreement with NickelX AS, through which it will sell its 100% interests in the Hessjøgruva, Kjøli, and Løkken copper-zinc-cobalt projects located in Trøndelag Province, central Norway. NickelX intends to undertake an IPO with its own exploration assets and Capella's agreed exploration assets on Oslo's Euronext Growth Exchange. The total consideration of the Transaction to Capella, payable upon completion of the NickelX IPO, is CAD 7 million being CAD 5 million in cash and CAD 2 million in NickelX IPO shares. This Transaction is currently expected to close by April 2024. However, there can be no assurances that management's future plans for the Company will be successful and the Company will require additional financing in order to fund working capital requirements.

Operating Activities

During the six months ending November 30, 2023, the Company used \$155,400 (comparative six-month period – \$346,650) of cash to fund the ongoing operating activities of the Company. The cash used in operations reflects the loss for the period of \$519,967 (comparative six-month period loss: \$769,997) adjusted for the changes in working capital items such as accounts receivable and accounts payable and non-cash items. Non-cash items include realized loss of \$14,520 (2022: \$114,622) recognised on equity securities sold during the period, write off of deferred exploration costs of \$16,058 (comparative six-month period: \$6,832) and share based payments expense \$26,154 (comparative six-month period - \$128,910).

Investing Activities

During the six months ending November 30, 2023, the Company incurred a net cash outflow in investing expenditures of \$1,027,503 (comparative six-month period – \$408,444) due to expenditure incurred on exploration activities related to its Scandinavian projects of \$965,086 offset by the receipt of net proceeds of \$40,450 related to the sale of European Energy shares in the period. The Company also made payment of its second anniversary payment of US\$75,000 (C\$102,867) to Cullen Resources. In the prior comparative period the Company received \$216,338 as a result of sale of equity shares sold and receipt of \$50,000 as part of the earn-in agreement from Prospector Metals.

Financing Activities

The Company received gross proceeds of \$1,253,250 due to the closure of a private placement on November 10, 2023 for 41,775,000 units at \$0.03 and paid fees related to the private placement of \$67,410. The Company also received promissory note proceeds from a non-executive director of \$205,078 during the period.

The Company has no operations that generate cash flow and its long-term financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

COMMITMENTS AND CONTINGENCIES

The Company has the following commitments and contingencies in relation to the revised acquisition terms for the Løkken and Kjøli projects are as follows:

- Until Capella has completed financings to the value of \$4,500,000 (effective from the private placement completed in September 2020). EMX will retain a free carried 9.9% shareholding in Capella (subject to a cap of 15,693,785 shares). This commitment was met with the issuance of 2,079,000 Capella shares on January 6, 2023. Afterwards, EMX retains the option to participate in future financings at its own discretion.
- On or before September 1, 2021, Capella shall incur no less than USD 100,000 in exploration expenditures on each of the three projects (completed).
- On or before September 1, 2022, Capella shall incur an additional USD 500,000 in exploration expenditures aggregated across three projects (or on any one project).
- Beginning September 1, 2023, Capella commits to completing at least 1,000m of drilling on each project per year until the earlier of: i) a minimum of 10,000m has been completed on such project ii) the date that Capella has delivered to EMX a relinquishment notice in respect of a project or iii) the date that the parties mutually agree that no further drilling is warranted.
- From the second anniversary of signing (September 1, 2022), Capella will be required to make advanced royalty payments to EMX of USD 25,000 per project, increasing USD 5,000/year up until reaching a maximum of USD 75,000/year per project.
- Capella to make additional payments of USD 500,000 to EMX upon:
 - The filing of a Preliminary Economic Assessment technical report
 - The filing of a National Instrument 43-101 (“NI-43101) compliant feasibility study
- EMX to retain a 2.5% NSR in the projects, with 0.5% being purchasable for USD 1M within 6 years

The Company has the following commitments and contingencies in relation to the acquisition on September 7, 2021 of the Katajavaara and Aakenus projects located in Finland:

- Capella will be required to invest a total of USD 250,000 in exploration expenditures on the two projects over a 24 month period from the Closing Date. Capella may then acquire a further 10% interest in Cullen Oy (for a total 80% interest) in return for a further USD 750,000 investment in the two projects over a 4.5-year period from the Closing Date.
- Cullen will then be free carried until the completion of a Pre-Feasibility Study (“PFS”) on either of the two projects. Thereafter, a standard dilution formula will apply and should party’s direct interest fall to below 10% then they will revert to a 2% Net Smelter Royalty (with 1% being purchasable for USD 1 million).

The Company has the following commitments in relation to its agreement signed on April 6, 2022 with Hessjøgruva AS for the acquisition of a 100% interest in the Hessjøgruva project:

- Capella managing and funding exploration / development activities on the project.
- Capella paying Hessjøgruva AS a one-time amount of Euro 500,000 upon completion of a positive Bankable Feasibility Study.
- Capella providing Hessjøgruva AS with a 2.5% NSR on all future metal production from the project, retaining an option to buy-back 0.5% of this NSR at any time prior to the commencement of commercial production for Euro 1,000,000.
- Capella to cover the cost of annual property payments and basic administration costs.

The Company has a 1% NSR commitment to elementX’s original shareholders on any potential future metal production from the acquired REE portfolio completed during the period ended November 30, 2022.

OFF BALANCE SHEET ARRANGEMENTS

The Company does not utilize any off-balance sheet arrangements.

OUTSTANDING SHARE DATA

Outstanding share date as at November 30, 2023 is as follows:

	Price	Expiry date	Number of common shares
Common shares issued and outstanding			236,985,195
Securities convertible into common shares			
Options			
	\$0.10	February 18, 2025	4,000,000
Warrants			
	\$0.12	October 28, 2024	14,426,667
	\$0.06	November 9, 2025	23,604,167
Fully Diluted			279,016,029

On June 4, 2023, 1,815,000 options expired, on October 19, 2023 250,000 options expired and on November 6, 2023 4,980,000 options expired.

On September 3, 2023, a total of 62,558,260 warrants expired.

RISKS AND UNCERTAINTIES

Capella has no history of profitable operations and is an exploration stage company. As such, it is subject to many risks common to such enterprises, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources and lack of revenues.

Uncertainty exists with regard to the ability of the Group to continue to operate as a going concern. Should the Group be unable to access further equity capital or execute any of other alternate funding arrangements, it will be unable to realise its assets and extinguish its liabilities in the normal course of business and at the amounts stated in the financial report. Management and the Directors continue to actively monitor the Group's liquidity. In order to continue to meet existing repayment obligations and fund general operating expenditure, the Company is seeking additional equity funding, or alternative options, to fund ongoing exploration activities and to meet its current and ongoing general and administrative costs.

Some of the Company's property interests are located in remote, undeveloped areas and the availability of infrastructure such as surface access, skilled labour, fuel and power at an economic cost, cannot be assured. These are integral requirements for exploration, development and production facilities on mineral properties. Power may need to be generated on site.

Resource acquisition, exploration, development, and operation is a highly speculative business that involves significant risks, which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of precious metals and other minerals may result in substantial rewards, few properties that are explored are ultimately developed into producing mines. Major expenses may be required to locate and establish economically viable mineral deposits, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the acquisition, exploration or development programs planned by the Company will result in a profitable commercial mining operation. The potential for any project to eventually become an economically viable operation depends on numerous factors including: the quantity and quality of the minerals discovered if any, the proximity to infrastructure, metal and mineral prices (which vary considerably over time) and government regulations. The exact effect these factors can have on any given exploration property cannot accurately be predicted but the effect can be materially adverse.

Exploration Stage Company

The Company is engaged in the business of acquiring and exploring mineral properties to locate economic deposits of minerals. All of its properties are in the early stages of exploration and are without defined mineral bodies. Advancement of the Company's properties will only occur after obtaining satisfactory exploration results. There can be no assurance that the Company's existing or future exploration programs will result in the discovery of economically recoverable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, it can be commercially mined.

No Source of Operating Revenue and the Ability to Raise Capital to Fund Operations

At present, the Company's operations do not generate cash inflows, with the exception of its current farm out arrangements on its properties, and the Company's continued existence depends on management's ability to raise additional equity financing, discover recoverable mineral deposits and sell or otherwise participate in the development of those projects. Many factors influence the Company's ability to raise funds, including the health of the commodity resource market, the climate for mineral exploration investment, the Company's track record, and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management will need to raise equity capital in the short term in order to continue as a going concern, but recognizes there are risks involved that may be beyond its control. If those risks fully materialize, the Company may not be able to raise adequate funds to continue its operations.

Political or economic instability in countries where the Company operates

Certain of the Company's properties are located in countries which may be subject to political and economic instability, or unexpected legislative change which may delay or prevent exploration of properties or affect investor appetite for the Company's jurisdictions.

Exploration of the Company's properties could be adversely affected by:

- political instability and violence;
- war and civil disturbance;
- labour unrest or community relation issues;
- permitting issues
- expropriation or nationalization;
- changing fiscal regimes and uncertain regulatory environments;
- changes to royalty and tax regimes;
- underdeveloped industrial and economic infrastructure; and
- the unenforceability of contractual rights and judgments.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company competes with numerous other companies in the search for and the acquisition of attractive mineral properties and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to advance its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or advancement. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects. In addition, there is a limited supply of good geological talent and drilling crews and equipment. There is no assurance that the Company will be able to acquire the supply of geological talent or drillers, executives or other employees or contractors that are required to complete exploration work in planned time frames.

Title to Property

The Company has taken precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other

tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. In addition, some of the Company's properties are held in the names of others. Third parties may have valid claims underlying portions of the Company's interests and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate. In addition, the Company may fail, due to error, omission, or technological issues to renew its claims in a timely manner, potentially resulting in the loss of valuable claims to property.

Personnel

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

Commodity Price Risk

The market price of precious metals and other minerals is volatile and cannot be controlled.

TRANSACTIONS WITH RELATED PARTIES

Balances and transactions between the Company and its subsidiaries have been eliminated on consolidation and are not disclosed below. Details of the transactions between the Company and other related parties are disclosed below.

a) Related party transactions

The Company incurred the following transactions in the normal course of operations in connection with an officer and/or director or companies which have or had a director and/or officers in common.

	November 30, 2023	November 30, 2022
	\$	\$
Management fees	(i) 199,238	201,556
Share-based payments	12,423	107,609
(i) Consulting costs relate to ER Global (CEO) - \$99,000, Marketworks (Company Secretary) \$26,445, and Genco Professional Services (CFO) \$46,838 and non-executive director fees of \$26,955.		

b) Related party balances recorded in current liabilities

	November 30, 2023	May 31, 2023
	\$	\$
Glen Parsons- Non-executive director	32,778	20,405
Perihelion Inc – Mary Little - Non-executive director	241,725	20,405
Eric Roth - CEO	66,000	9,185
Genco Professional Services- S Cooper – CFO	31,211	8,709
Marketworks Inc. – Kathryn Witter Company Secretary	-	9,240

The Company also has a contractual obligation payable balance of \$159,791 to Sandstorm.

On October 23, 2023, the Company received a cash injection of US\$150,000 by entering into a convertible promissory note with a non-executive director. The note and interest of 8% per annum, compounding quarterly, is repayable in cash by October 13, 2024. Principal and interest is payable in quarterly instalments. Interest of \$2,057 has been recorded in the six months ending November 30, 2023.

Refer to *Liquidity and Capital Resources* section for further details.

c) Compensation of key management personnel

The remuneration for the services of key management personnel during the period was as follows:

	November 30, 2023	November 30, 2022
	\$	\$
Salaries/Exploration/Consulting	(i) 199,238	201,556
Share based payments	12,423	107,609

(i) Key management were not paid post-employment benefits or other long-term benefits during the six months ended November 30, 2023, and November 30, 2022

FINANCIAL RISK MANAGEMENT

The Company's financial instruments are exposed to certain financial risks. The risk exposures and the impact on the Company's financial instruments are summarized below.

a) Currency Risk

The Company is primarily exposed to currency fluctuations relative to the Canadian dollar through expenditures that are predominantly denominated in US dollars, Swedish kroner, Norwegian kroner and Euro. Also, the Company is exposed to the impact of currency fluctuations on its monetary assets and liabilities.

The Company is exposed to foreign currency risk through the following financial assets and liabilities denominated in currencies other than Canadian dollars:

November 30, 2023	Accounts payable and accrued liabilities			Loan
	Cash	Receivables	\$	\$
US dollars	1,041	-	-	208,984
Swedish kroner	1,059	23,162	6,324	-
Euro	32,549	5,539	60,458	-
Australian dollars	-	-	31,457	-
Norwegian kroner	58,983	-	197,893	-
Great Britain pounds	857	-	4,644	-

May 31, 2023	Accounts payable and accrued liabilities			Loan
	Cash	Receivables	\$	\$
US dollars	836	-	86,934	-
Swedish kroner	561	23,006	37,650	-
Euro	23,288	6,383	6,847	-
Australian dollars	-	-	8,088	-
Norwegian kroner	8,930	-	640,597	-
Great British pounds	64	-	1,355	-

At November 30, 2023 with other variables unchanged a +/- 10% change in exchange rates would decrease/increase comprehensive loss by \$49,951 (\$2022: \$11,546).

b) Interest rate and credit risk

Interest risk is the risk that the value of assets and liabilities will change when the related interest rates change. The Company is not currently exposed to interest rate risk. The Company's current financial assets and financial liabilities are not significantly exposed to interest rate risk because either they are of a short-term nature or because they are non-interest bearing. At November 30, 2023, the Company has a positive cash balance. The Company has no significant concentrations of credit risk arising from operations. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by reputable financial institutions with which it keeps its bank accounts and management believes the risk of loss to be remote. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks. As at November 30, 2023 and November 30, 2022, the Company did not hold any short-term investments or cash equivalents.

Receivables consist of goods and services tax and taxes due from the government of Canada and Sweden. Management believes that the credit risk concentration with respect to receivables is limited.

During the period the Company entered into a promissory note with a rate of 8% p.a being applied to the principal.

c) Liquidity Risk

Liquidity requirements are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. The Company cannot guarantee it will be successful in raising additional funding or securing alternative financing options. During the period the Company entered into a binding asset sale agreement with NickelX AS, through which it will sell its 100% interests in the Hessjøgruva, Kjøli ,and Løkken copper-zinc-cobalt projects located in Trøndelag Province, central Norway. Upon successful outcome of the transaction the Company is expected to receive CAD 7 million being CAD 5 million in cash and CAD 2 million in NickelX IPO shares.

Liquidity requirements and the raising of funds are managed based on expected cash flows to ensure that there is sufficient capital in order to meet short-term obligations. As at November 30, 2023 the Company had cash of \$205,094 (May 31, 2023 - \$57,973) to settle current liabilities of \$1,153,700 (May 31, 2023 - \$1,141,503) which includes \$45,010 which is the current portion of the contractual obligation payable which is payable in equity shares, \$127,308 being the current portion of deferred consideration payable to Cullen Resources and promissory note payable to related party of \$208,984. The Company has requested a VAT refund from the Norwegian tax authority to refund the last three years of VAT paid on exploration expenditures. The Company awaits the decision.

d) Commodity Price risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market prices of gold and silver. The Company closely monitors commodity prices to determine the appropriate course of action to be taken by the Company.

e) Equity price risk

The Company is exposed to equity price risk for equity investments at fair value through profit and loss. Equity price risk is the risk that the fair value of a financial instrument varies due to equity market changes. The Company's equity investments are exposed to equity price risk since their fair value is determined through the last closing share price on the relevant stock exchange. The Company has no specific strategy to manage the equity price risk.

At November 30, 2023 with other variables unchanged a +/- 10% change of the quoted equity investment value would result in a decrease/increase in pre-tax loss of \$6,000 (2022: \$9,333).

CAPITAL MANAGEMENT

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the development of its mineral properties and to maintain a flexible capital structure for its projects for the benefit of its stakeholders. As the Company is in the exploration stage, its principal source of funds is from the issuance of common shares.

In the management of capital, the Company includes the components of shareholders' equity/(deficiency) and loans.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint venture property arrangements, acquire or dispose of assets or adjust the amount of cash and cash equivalents and short-term investments. There are no external requirements imposed on the Company regarding its capital management or changes to the Company's approach.

The Company's investment policy is to invest its cash in highly liquid short-term interest-bearing investments selected with regards to the expected timing of expenditures from continuing operations.

The Company will require additional financing in order to fund working capital requirements and conduct additional acquisitions, exploration and evaluation of mineral properties.

SIGNIFICANT ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of the financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the interim financial statements and the reported revenues and expenses during the period.

Although management uses historical experiences and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised, if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods.

The most significant accounts that require estimates as the basis for determining the stated amounts include exploration and evaluation assets, the valuation of share-based payments, the valuation of other income on deferred premiums, the valuation of the contractual obligation payable, the valuation of amounts receivable from governments and the valuation of deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the Interim Financial Statements are as follows:

(i) Economic recoverability and probability of future benefits of exploration and evaluation costs.

Management has determined that exploration, evaluation and related costs incurred which were capitalized may have future economic benefits and may be economically recoverable. Management uses several criteria in its assessments of economic recoverability and probability of future economic benefits including geologic and other technical information, history of conversion of mineral deposits with similar characteristics to its own properties to proven and probable mineral reserves, the quality and capacity of existing infrastructure facilities, evaluation of permitting and environmental issues and local support for the project.

(ii) Valuation of share-based payments

The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and Company's earnings and equity reserves.

(iii) *Income taxes*

In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.

(iv) *Non-cash transactions*

The valuation of shares issued in non-cash transactions. Generally, the valuation of non-cash transactions is based on the value of the goods or services received. When this cannot be determined, it is based on the fair value of the non-cash consideration. When non-cash transactions are entered into with employees and those providing similar services, the non-cash transactions are measured at the fair value of the consideration given up using market prices.

(v) *Functional currency*

The Company has evaluated the economic environment its entities operate in and determined that the functional currency of its incorporated entities Capella Minerals Sweden AB and Capella Minerals Norway AS is the Swedish kroner and Norwegian Kroner respectively. The functional currency of its recently acquired subsidiary Cullen Finland Oy and elementX Finland Oy has been determined to be the Euro. The functional currency of its other entities, including the parent is the Canadian dollar.

(vi) *Contractual obligation payable*

The Company has a contractual obligation to pay up to \$400,000 per year for a period of up to 15 years to acquire Sierra Blanca in Argentina. The terms of this payable were amended during the period ended May 31, 2021. The Company has assessed the contractual obligation payable for the acquisition of the Argentinean asset as being more likely than not to not continue past 5 years from the effective date of the amendment to the agreement.

ACCOUNTING STANDARDS

Principles of Consolidation

The Company's financial statements have been prepared in accordance with IFRS and include the accounts of the Company and its controlled entities as follows:

Entity	Country of Incorporation	Functional Currency
NDR Guernsey Limited	Guernsey	Canadian dollar
Dimension Resources (USA) Inc.	U.S.A.	Canadian dollar
Capella Minerals Sweden AB (previously known as Bastutrask Holdings AB)	Sweden	Swedish kroner
Capella Minerals Norway AS (previously known as Norra Metals 1 AS)	Norway	Norwegian kroner
Cullen Finland Oy	Finland	Euro
Eurolithium Oy (previously known as Element X Finland Oy)	Finland	Euro

The Company's financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value.

APPROVAL

The Board of Directors of Capella has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

ADDITIONAL INFORMATION

Additional information relating to Capella is on SEDAR at www.sedar.com.

FORWARD LOOKING INFORMATION

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

These forward-looking statements include, among others, statements with respect to the Company's objectives for the ensuing year, our medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the Company's ability to raise sufficient capital, future operations, future exploration and development activities or other development plans contain forward-looking statements.

All forward-looking statements and information are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration, development and mining activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements.

These factors include, but are not limited to, COVID 19 pandemic, developments in world financial and commodity markets, risks relating to fluctuations in the Canadian dollar and other currencies, relative to the US dollar, changes in exploration plans due to exploration results and changing budget priorities of the Company or its joint venture partners, changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing, the effects of competition in the markets in which the Company operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks, and the Company's anticipation of and success in managing the foregoing risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on our behalf, except as required by law.