



Surge Battery Metals Inc.

Management's Discussion and Analysis

For the three and nine months ended September 30, 2024

The following management discussion and analysis ("MD&A") should be read in conjunction with the unaudited condensed interim consolidated financial statements of the Company and notes thereto for the three and nine months ended September 30, 2024 and 2023 (the "Interim Financial Statements") and the audited consolidated financial statements of the Company and notes thereto for the years ended December 31, 2023 and 2022 (the "Annual Financial Statements") of Surge Battery Metals Inc. (the "Company" or "Surge"). Results have been prepared using accounting policies in compliance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All monetary amounts are reported in Canadian dollars unless otherwise indicated. All information contained in this MD&A is current as of November 22, 2024, unless otherwise stated.

For further information on the Company reference should be made to the Company's public filings which are available on SEDAR website (www.sedarplus.ca) and on the Company's website (www.surgebatterymetals.com).

Unless the context suggests otherwise, references to the "Company" or "we", "us", "our" or similar terms refer to Surge Battery Metals Inc.

CAUTION REGARDING FORWARD-LOOKING STATEMENTS

This MD&A may contain certain statements that may be deemed "forward-looking statements". All statements in this document, other than statements of historical fact, which address events or developments that the Company expects to occur, are forward-looking statements. Forward-looking statements are statements that are not historical facts and are generally, but not always, identified by the words "expects", "plans", "anticipates", "believes", "intends", "estimates", "projects", "potential", "interprets" and similar expressions, or events or conditions that "will", "would", "may", "could" or "should" occur. Forward-looking statements in this document include statements regarding future exploration programs, joint venture partner participation, liquidity and effects of accounting policy changes.

Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements are not guarantees of future performance and actual results may differ materially from those in forward-looking statements. Factors that could cause the actual results to differ materially from those in forward-looking statements include market prices, exploration success, continued availability of capital and financing, inability to obtain required regulatory or governmental approvals and general economic, market or business conditions. Readers are cautioned that any such statements are not guarantees of future performance and actual results or developments may differ materially from those projected in the forward-looking statements.

Forward-looking statements are based on the beliefs, estimates and opinions of the Company's management on the date the statements are made. The Company undertakes no obligation to update these forward-looking statements in the event that management's beliefs, estimates, opinions or other factors should change except as required by law.

These statements are based on a number of assumptions including, among others, assumptions regarding general business and economic conditions, the timing of the receipt of regulatory and governmental approvals for the transactions described herein, the ability of the Company and other relevant parties to satisfy stock exchange and other regulatory requirements in a timely manner, the availability of financing for the Company's proposed transactions and exploration and development programs on reasonable terms and the ability of third-

party service providers to deliver services in a timely manner. The foregoing list of assumptions is not exhaustive. Events or circumstances could cause results to differ materially.

DESCRIPTION OF BUSINESS

Surge Battery Metals Inc., ("Surge" or the "Company") was incorporated under the Company Act (British Columbia) on June 19, 1987 and continued to the jurisdiction of the Canada Business Corporation Act on August 13, 1997. The Company is an exploration stage company engaged in the acquisition, exploration and development of mineral properties with the main focus on exploration for high value battery metals required for the electric vehicle ("EV") market. The Company trades on the TSX Venture Exchange (the "Exchange") under the symbol NILI and the OTCQX Best Market under the symbol NILIF. In February 2024, the Company was ranked as one of the top 50 mining companies on the Exchange.

The Company's principal place of business is located at 300 – 1455 Bellevue Avenue, West Vancouver, BC, V7T 1C3 and the registered and records office is located at Suite 501, 3292 Production Way, Burnaby, British Columbia, V5A 4R4.

Current Year Key Highlights

In January 2024, the Company announced that it has retained Dr. Bruce Davis to provide professional services to calculate the maiden Mineral Resource Estimate for Surge's Nevada North Lithium Project.

In February 2024, the Company was recognized as one of the 2024 Top 50 mining companies on the TSX Venture Exchange. The TSX Venture 50 is a ranking of the strongest companies on the TSX Venture Exchange by share price appreciation, trading volume amount, and market capitalization growth.

In March 2024, the Company signed an agreement with the Salmon River Cattlemen's Association ("SRCA") which extends permission for the Company to commence drilling and other surface use on the parcels of SRCA private grounds where the Company already holds a 25% ownership interest to the sub-surface mineral rights.

In August 2024, the Company entered into a mineral property option purchase and sale agreement ("M3M Purchase Agreement") with M3 Metals Corp. to acquire the remaining 50% interest in the M3M Claims for 1,200,000 common shares of the Company. The M3M Purchase Agreement supersedes the M3M Agreement (defined in the Summary of Exploration Activities section), is subject to Exchange approval, and will terminate if closing of the M3M Purchase Agreement has not occurred on or before June 30, 2025.

Refer to the Summary of Exploration Activities for details of the Company's exploration and evaluation projects.

Completed Financings

During the nine months ended September 30, 2024, the Company did not complete any private placements:

Subsequent Events

- a) On October 10, 2024, the Company entered into two purchase agreements with FPX Nickel Corp. ("FPX") whereby the Company sold its 100% interest in the Nickel Project to FPX for \$235,000 (received

subsequently) consisting of \$200,000 for the property and \$44,681 for the reimbursement of the Company's reclamation bond to be returned less reclamation costs of \$9,681.

- b) Subsequent to September 30, 2024, the Company issued 500,000 common shares for cash proceeds of \$40,000 in connection with the exercise of 500,000 share purchase warrants at \$0.08 per share.

SUMMARY OF EXPLORATION ACTIVITIES

The total cumulative acquisition and exploration and evaluation expenditures for the Company's current project at September 30, 2024 is summarized as follows:

	Nevada North Lithium Project	San Emidio Lithium Project	Nickel Project	
	USA	USA	Canada	Total
	\$	\$	\$	\$
ACQUISITION COSTS				
Additions	2,583,472	798,792	1,575,000	4,957,264
Impairment	-	(157,028)	-	(157,028)
Balance, September 30, 2024	2,583,472	641,764	1,575,000	4,800,236
EXPLORATION AND EVALUATION COSTS				
Assaying	740,097	-	154,800	894,897
Drilling	1,347,316	-	84,976	1,432,292
Engineering and consulting	1,787,697	115,175	92,324	1,995,196
Field expenses	1,214,110	81,771	593,093	1,888,974
Geophysics	15,912	-	-	15,912
Land and water use, claims and concessions	796,340	57,780	-	854,120
Site development	67,178	-	-	67,178
Staking	31,572	-	-	31,572
Travel	14,250	-	-	14,250
Balance, September 30, 2024	6,014,472	254,726	925,193	7,194,391
Total costs	8,597,944	896,490	2,500,193	11,994,627

For the nine months ended September 30, 2024, the Company incurred \$2,293,955 in acquisition and exploration expenditures compared to incurring \$2,922,125 in exploration expenditures during the nine months ended September 30, 2023.

Current Projects

The Company owns a 100% interest in 432 mineral claims located in Elko County, Nevada. The Nevada North Lithium Project is in the Granite Range southeast of Jackpot, NV, about 73 km north-northeast of Wells, NV. The target is a Thacker Pass type lithium clay deposit in volcanic tuff and tuffaceous sediments of the Humboldt Formation and Cougar Point Tuff package. The project area was first identified in public domain

stream sediment geochemical data with follow-up sediment sampling and geologic reconnaissance returning assay results for lithium ranging to 1,900 ppm.

On June 28, 2021, the Company acquired 38 mineral claims in Northern Nevada by making a cash payment to the vendor in the amount of \$15,129 (US\$12,000) upon signing of the agreement and issuing to the vendor 250,000 common shares (issued with a fair value of \$63,750) of the Company upon acceptance of the agreement by the Exchange. Surge staked an additional 57 claims in 2021.

During the year ended December 31, 2022, the Company staked an additional 140 claims. During the year ended December 31, 2023, the Company staked an additional 197 claims. No additional claims have been staked in 2024.

In July 2023, the Company entered into a mineral property option and joint venture agreement (the "M3M Agreement") with M3 Metals Corp. ("M3M"), an Exchange listed company. The M3M Agreement grants the Company the option to earn up to an 80% interest in and to 253 mineral claims held by M3M ("M3M Claims") that are contiguous with the Company's Nevada North Lithium Project. In accordance with the M3M Agreement, the Company can earn the 80% interest by making the following option payments:

- (a) to earn a 50% interest – pay \$500,000 (paid) and issue 2,000,000 common shares of the Company (issued with a fair value of \$1,180,000);
- (b) to earn a further 20% interest – pay \$250,000, issue 2,000,000 common shares of the Company, and incur \$250,000 in exploration expenditures (incurred); and
- (c) to earn the remaining 10% interest – pay \$500,000 and issue 1,000,000 common shares of the Company.

The M3M Agreement has a term of five years and requires, upon its termination, that the Company and M3M enter into a joint venture should the Company earn the minimum 50% interest.

The Company has become aware of a subsequent dispute regarding the ownership of some M3M Claims (approximately 800 acres of the total 12,890 acres). In September 2023, the Company and M3M entered into an amendment of the M3M Agreement which provides that the M3M Agreement continues to be of full force and effect with M3M being obligated to defend title to a number of M3M Claims totaling approximately 800 acres in northeastern part of the M3M property. The Company does not view the disputed claims as material to the overall M3M Claims.

In August 2024, the Company entered into a mineral property option purchase and sale agreement ("M3M Purchase Agreement") with M3M to acquire the remaining 50% interest in the M3M Claims for 1,200,000 common shares of the Company. The M3M Purchase Agreement supersedes the M3M Agreement, is subject to Exchange approval, and will terminate if closing of the M3M Purchase Agreement has not occurred on or before June 30, 2025.

In October 2023, the Company entered into two mineral property purchase agreements to purchase a total of 25% of the mineral rights to private lands, comprised of four parcels totaling 880 acres, situated in the Company's existing North Nevada Lithium Project ("Private Lands").

The first agreement (the "Wilkins Family Agreement") requires the Company to make the following cash payments and share issuances:

- (a) a cash deposit of US\$50,000 (paid \$67,130);
- (b) issuance of 1,250,000 common shares of the Company upon Exchange approval of the agreement (issued with a fair value of \$587,500); and

- (c) a cash payment of US\$150,000 upon the Company entering into an agreement to purchase the surface rights to the Private Lands ("Surface Agreement").

The second agreement (the "Y3-II Agreement") requires the Company to make the following cash payments and share issuances:

- (a) a cash deposit of US\$8,250 (paid \$11,154);
- (b) issuance of 300,000 common shares of the Company upon TSX-V approval of the agreement (issued with a fair value of \$147,000); and
- (c) a cash payment of US\$24,750 upon the Company entering into a Surface Agreement.

The vendors of the Wilkins Family Agreements and the Y3-II Agreement will retain a 3% royalty on production on the Private Lands which is not payable until the Company enters into the Surface Agreement. The Company has the right for five years to purchase one-half of the royalty for US\$975,000.

As at September 30, 2024, the Company, together with the M3M Claims, controls 685 claims which covers about 52,215 hectares (12,890 acres or 52.15 square kilometres).

Starting in late 2021 through December 2023, a total of 2141 soils samples had been collected from the combined Surge and M3M property. These samples carried lithium values ranging from 5.1. to 5,120 parts per million (0.51 per cent). Significant results included 134 greater than 1,000 parts per million lithium. The main zone of highly anomalous lithium values extends about 4,500 metres north-south and about 900 meters east-west with three other smaller zones of strongly anomalous values.

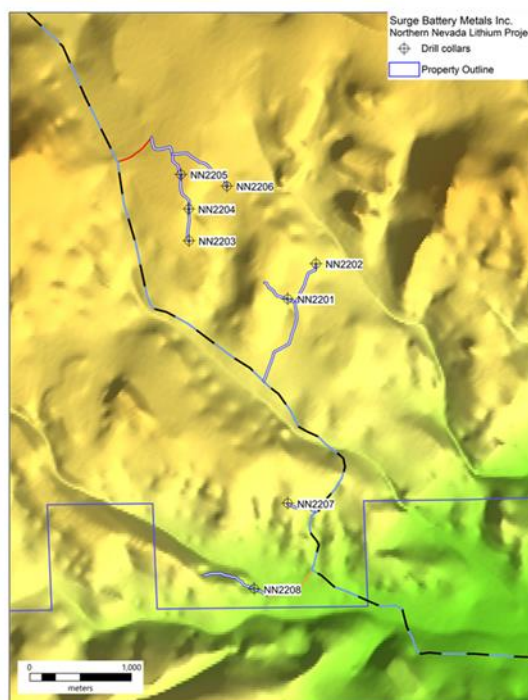
Samples were collected from the nominal B horizon with standard sampling methods, and both bagged and stored in the crew camp until they were transported to Elko for storage in the locked Rangefront warehouse in Elko. The Company's project geologist and qualified person retrieved the samples from the warehouse, inserted quality control samples into the sample stream and delivered the samples to the ALS Global sample preparation facility in Elko. These samples were screened to minus 180 microns (80 mesh) and analyzed by a four-acid digestion and ICP-MS (ALS method ME-MS61). Standards and blanks were inserted on about one per 20 samples (5 per cent). Results for the quality assurance/quality control samples were very good with a maximum of 6-per-cent variation from the mean.

Surge drilled eight reverse circulation holes at NNLP September – October 2022. All holes encountered anomalous lithium values and six of the holes cut significant intervals of mineralization. Results from the final holes extend the strike length of the mineralization to 1,620 meters from NN2205 on the northeast to NN2208 on the southwest. Width of the mineralization is not as well determined since the holes are mostly on a north-south alignment because of topography and access but is at least 400 meters and soil anomalies indicate it is likely more. The table below shows the mineralized intervals for these holes using a 1,000 ppm Li cutoff.

Hole ID	From ft	To ft	From M	To M	Thickness ft	thickness M	Avg Li ppm
NN2201	0	55	0	16.76	55	16.76	3826
NN2201	95	140	28.95	42.67	45	13.72	2958
NN2201	165	225	50.29	68.58	60	18.29	2388
				total	160	48.77	3042
NN2202	0	10	0	3.05	10	3.05	2065
NN2202	50	65	15.24	19.81	15	4.57	1295
				total	25	7.62	1603

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Hole ID	From ft	To ft	From M	To M	Thickness ft	thickness M	Avg Li ppm
NN2203	5	120	1.52	36.57	120	35.05	4008
NN2203	170	200	51.81	60.96	30	9.15	3210
NN2203	235	250	71.62	76.2	15	4.58	1480
				total	165	48.78	3621
NN2204	0	100	0	30.48	100	30.48	3929
NN2204	135	170	41.15	51.81	35	10.66	2563
NN2204	210	215	64	65.53	5	1.53	1500
				total	140	42.67	3501
NN2205	0	115	0	35.05	115	35.05	4000
NN2205	155	190	47.24	57.91	35	10.67	2020
NN2205	220	240	67.05	73.15	20	6.1	2216
				total	170	51.82	3383
NN2206	0	20	0	6.1	20	6.1	1590
NN2206	50	85	15.24	25.91	35	10.67	2479
				total	55	16.77	2155
NN2207	35	145	10.67	44.2	110	33.53	4092
NN2207	170	220	51.82	67.06	50	15.24	4081
NN2207	245	435	74.68	132.59	190	57.91	3884
NN2207	465	510	141.73	155.45	45	13.72	3676
				total	395	120.4	3943
NN2208	0	75	0	22.86	75	22.86	3621
NN2208	85	250	25.91	76.2	165	50.29	3207
NN2208	275	290	83.82	88.39	15	4.57	1780
				total	180	54.86	3088



In August of 2023, Surge drilled an additional five Sonic Core holes on the property followed by six diamond core holes in September and early October.

Results of these holes expanded the footprint of the mineralization an additional 1.6 km to the north and confirmed an approximate width of about 650 meters. The table below shows the assay results for the 2023 drilling campaign.

Four of the diamond holes were drilled from the same sites as other holes to explore deeper than the original hole and to calibrate between different types of drilling (sonic core and reverse circulation). NN2308 was drilled on the site of sonic core hole NN2301. Diamond core hole NN2309 was drilled on the site of reverse circulation site NN2308. Diamond core hole NN2310 was drilled from the same site as diamond hole NN2307 but at a 50° dip at an azimuth of 90° (due east). Diamond hole 2311 was drilled on the site of sonic core hole NN2302. Except for hole NN2310, all holes were vertical. The table below shows the mineralized intervals in these holes using a cut off grade of 1,000 ppm Li. The lithium values are the weighted average of the assays for the individual sample intervals.

Hole ID	From ft	To ft	interval		From m	To M	interval M	Li ppm
			Ft					
NN2301	27.5	107.5	80.0		8.4	32.8	24.4	4939
NN2301	147.5	177.5	30.0		45.0	54.1	9.1	3758
NN2301	207.5	220.0	12.5		63.3	3.8	3.8	2284
NN2301	227.5	245.0	17.5		69.3	74.7	5.3	2591
NN2301	Total		140.0				42.7	4155

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2302	67.5	177.5	110.0	20.6	54.1	33.5	4043
NN2302	237.5	260.0	22.5	72.4	79.2	6.9	2343
NN2302	Total		135.0			40.4	3712

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2303	2.5	5.0	2.5	0.8	1.5	0.8	1210
NN2303	10.0	12.5	2.5	3.1	3.8	0.8	1210
NN2303	257.5	327.5	70.0	78.5	99.8	21.3	3063
NN2303	Total		75.0			22.9	2939

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2304	70.0	167.5	97.5	21.3	51.1	29.7	3840
NN2304	227.5	237.5	10.0	69.3	72.4	3.0	2132
NN2304	Total		107.5			32.8	3681

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2305	0.0	62.5	62.5	0.0	19.1	19.1	3437
NN2305	92.5	142.5	50.0	28.2	43.4	15.2	3226
NN2305	175.0	207.5	32.5	53.3	63.2	9.9	2081
NN2305	215.0	260.0	45.0	65.5	79.2	13.7	2308
	Total		217.5			57.9	2882

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2306	0.0	32.0	35.5	0.0	9.8	9.8	4423
NN2306	62.0	99.5	37.5	18.9	30.3	11.4	4673
NN2306	124.5	160.0	35.5	38.0	48.8	10.8	2805
NN2306	446.0	457.0	11.0	135.9	139.3	3.4	2200
NN2306	492.0	507.0	15.0	150.0	154.5	4.5	1634
NN2306	Total		134.5			39.9	3573

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2307	62.0	87.0	25.0	18.9	26.5	7.6	1410
NN2307	352.0	422.0	70.0	107.3	128.6	21.3	3268
NN2307	497.0	507.0	10.0	151.5	154.5	3.5	1230

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NN2307	647.0	707.0	60.0	197.2	215.5	18.3	2361
NN2307	Total		165.0			50.7	2533

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2308	25.0	107.0	82.0	7.6	32.6	25.0	4718
NN2308	147.0	177.0	30.0	44.8	54.0	9.2	3812
NN2308	213.0	223.0	10.0	64.9	68.0	3.1	2300
NN2308	232.0	243.0	11.0	70.7	74.1	3.4	2627
NN2308	577.0	652.0	75.0	175.9	198.7	22.8	2835
NN2308	687.0	722.0	35.0	209.4	220.1	10.7	1707
NN2308	Total		243.0			74.1	3397

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2309	0.0	72.0	72.0	0.0	21.9	21.9	3446
NN2309	91.5	247.0	155.5	27.9	75.3	47.4	3591
NN2309	277.0	292.0	15.0	84.4	89.0	4.6	2143
NN2309	297.0	322.0	30.0	89.0	98.1	9.1	1113
NN2309	332.0	342.0	10.0	101.2	104.2	3.0	1310
NN2309	347.0	357.0	10.0	105.8	108.8	3.0	1440
NN2309	0 - 247 ft		227.5			90.6	3545
NN2309	277-357		65.0			19.7	1431
NN2309	Total hole		292.5			110.3	3075

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M*	Li ppm
NN2310	72.0	97.0	25.0	21.9	29.6	7.6	1480
NN2310	362.0	463.5	101.5	110.3	141.3	30.9	4084
NN2310	532.0	562.0	30.0	162.2	171.3	9.1	1748
NN2310	Total		156.5			47.7	3220

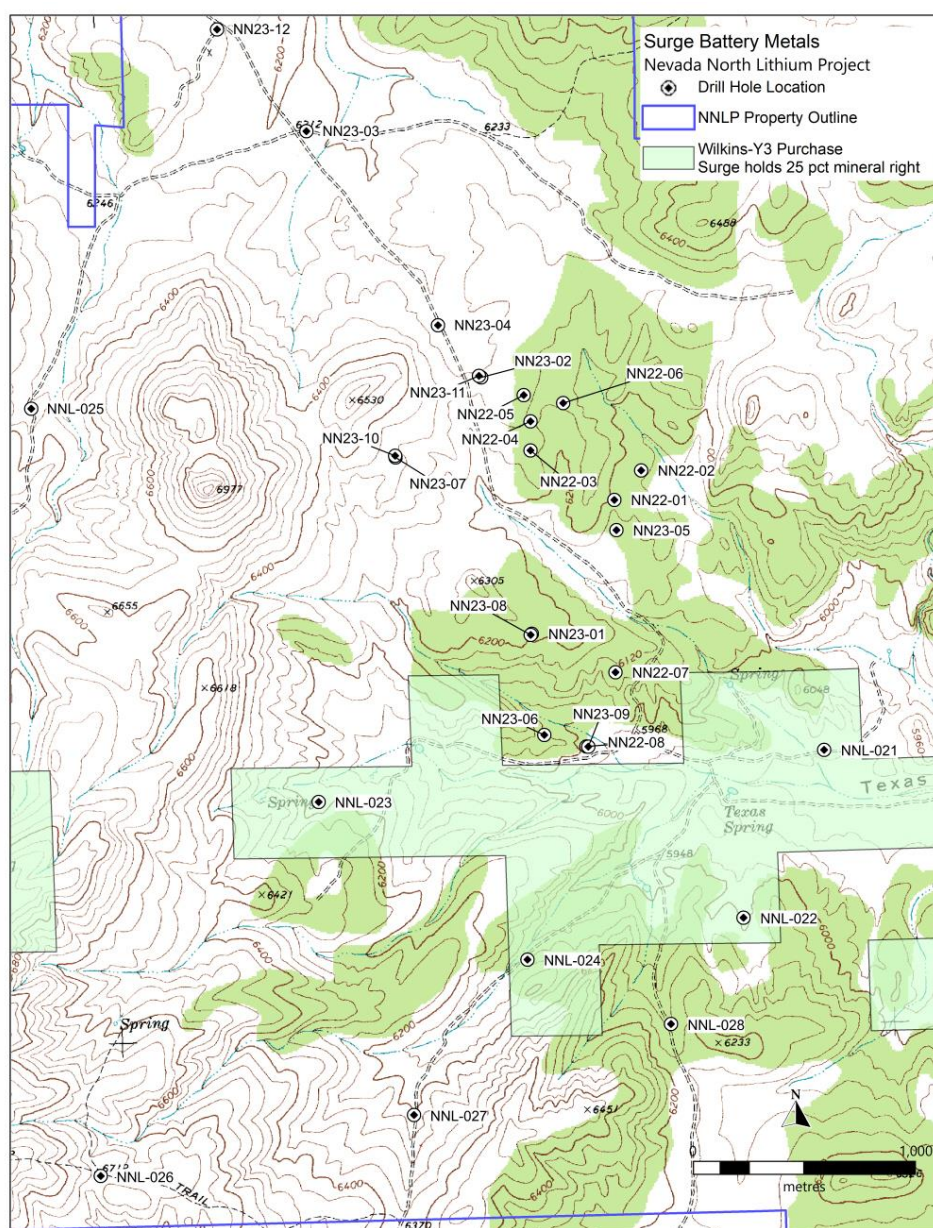
* This is an angle hole, azimuth 090 deg, dip -50, so these are not true thickness

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2311	62	177	115	18.84	177	34.94	3722
NN2311	202	217	15	61.38	65.94	4.56	2237
NN2311	637	647	10	193.56	196.6	3.04	2825

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NN2311	667	680	13	202.67	206.62	3.95	2661
NN2311		Total	153			46.49	3427

Hole ID	From ft	To ft	interval Ft	From m	To M	interval M	Li ppm
NN2312	0	5.5	5.5	0	1.68	1.68	1530
NN2312	5.5	7.5	2	1.68	2.29	0.61	1610
NN2312	7.5	12	4.5	2.29	3.66	1.37	1360
NN2312		Total	12			3.66	1480



The table below lists all the Surge drill holes on the NNLP property.

Hole ID	Hole ID NNL	UTM X	UTM Y	Elev m	Depth m	azimuth	dip
NN22-01	NNL-001	703326	4618023	1884.6	82.3	0	-90
NN22-02	NNL-002	703446	4618156	1877.4	91.4	0	-90
NN22-03	NNL-003	702949	4618245	1906.8	91.4	0	-90
NN22-04	NNL-004	702949	4618376	1910.3	91.4	0	-90
NN22-05	NNL-005	702918	4618494	1918.9	91.4	0	-90
NN22-06	NNL-006	703096	4618459	1904.1	76.2	0	-90
NN22-07	NNL-007	703331	4617250	1857.6	160.0	0	-90
NN22-08	NNL-008	703200	4616916	1820.4	91.4	0	-90
NN23-01	NNL-009	702955	4617423	1891.2	99.8	0	-90
NN23-02	NNL-010	702728	4618573	1915.8	84.6	0	-90
NN23-03	NNL-011	701942	4619679	1894.0	107.4	0	-90
NN23-04	NNL-012	702533	4618808	1908.0	91.4	0	-90
NN23-05	NNL-013	703335	4617888	1875.5	79.3	0	-90
NN23-06	NNL-014	703011	4616968	1837.1	198.7	0	-90
NN23-07	NNL-015	702343	4618214	1929.2	235.3	0	-90
NN23-08	NNL-016	702950	4617418	1891.2	242.9	0	-90
NN23-09	NNL-017	703208	4616915	1820.2	132.0	0	-90
NN23-10	NNL-018	702341	4618222	1929.2	303.9	90	-50
NN23-11	NNL-019	702718	4618581	1915.7	207.9	0	-90
NN23-12	NNL-020	701542	4620136	1904.8	199.0	0	-90
NNL-021	NNL-021	704267	4616901	1792.7	85.3	0	-90
NNL-022	NNL-022	703906	4616148	1825.9	121.9	0	-90
NNL-023	NNL-023	701998	4616667	1881.3	152.4	0	-90
NNL-024	NNL-024	702936	4615959	1850.6	121.9	0	-90
NNL-025	NNL-025	700707	4618433	1934.7	243.8	0	-90
NNL-026	NNL-026	701019	4614988	2044.4	243.8	0	-90
NNL-027	NNL-027	702426	4615261	1897.1	137.2	0	-90
NNL-028	NNL-028	703580	4615670	1863.2	167.6	0	-90

Starting May 27 through June 29, 2024, Surge conducted a third round of drilling on the property using Reverse Circulation techniques. Drilling was directed at extending the mineral footprint to the south, east, and west. Two holes were drilled on the M3 Metals claims (NN025, 026), two on claims owned by Surge (NN027, 028), and four explored private parcels where Surge purchased the minority mineral rights under the Wilkins & Y3-II agreements described above (NN021 – 024). Evolution Gold holds the remaining 75% mineral right and participated financially and technically in the drilling of holes NN021 – 024.

Results of the 2024 program expanded the mineral footprint some 1,300 meters to the south-southeast (NNL028) and 1,000 meters from the east (NNL021) of the previous southernmost hole (NN2209). Significant assay results are shown in the table below.

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-021	0	20	20	0	6.1	6.1	2696
NNL-021	40	90	50	12.19	27.43	15.24	4661
NNL-021	110	190	80	32	57.91	25.91	3859
NNL-021	Total		150			47.25	4051

1600 ppm cut off, no internal dilution

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-022	45	125	80	45	125	24.38	4816
NNL-022	150	190	40	45.72	57.91	12.19	4230
NNL-022	210	350	140	64	106.67	42.67	3734
NNL-022	370	385	15			4.57	2058
NNL-022	Total		275			83.81	4029

1500 ppm cut off, no internal dilution

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-023	50	90	35	15.24	27.43	10.66	2656

missing sample 80 -85 ft (24.38 - 25.91)

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-024	0	85	85	0	25.91	25.9	4200
NNL-024	120	260	140	36.57	79.2	42.7	3227
NNL-024	Total		225			68.6	3595

1600 ppm cut off, no internal dilution

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-024	0	80	80	0	24.38	24.38	4307
NNL-024	160	220	60	48.77	67.1	18.3	3865
NNL-024	Total		140			42.66	4118

contained intervals

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-025	150	155	5	45.7	47.2	1.5	1250

NNL-026 no significant lithium mineralization

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-027	100	115	15	30.48	35.05	4.57	2322

1600 ppm cut off, no internal dilution

Hole ID	From(ft)	To (ft)	int(ft)	From(M)	To (M)	int(M)	Li ppm
NNL-028	235	315	80	71.62	96.01	24.39	4854
NNL-028	345	405	60	103.63	124.96	21.33	4238
NNL-028	435	550	115	132.58	167.63	35.05	3493
NNL-028	Total		255			80.77	4095
2300 ppm Li cut off no internal dilution							

During the first quarter of 2024, Surge contractors completed the first resource calculation for the property. These results were made public February 22, 2024. The 43-101 for the project and the resource work was filed on SEDAR April 8, 2024. This is an inferred resource calculation based on the 22 drill holes, use of published values from comparable geology for density of the mineralized rock, and published values for percentage recovery in the processing circuit.

Mineral Resources Declared at 1250 ppm Lithium Cut-off and Additional Grade Cut-offs for Comparative and Sensitivity Purposes

Zone	Pit shell	Cutoff	Tonnes	Li ppm	LCE (Mt)
All	PT1 20	0	310,300,000	2,834	4.68
All	PT1 20	1000	310,300,000	2,834	4.68
All	PT1 20	1250	309,300,000	2,839	4.67
All	PT1 20	1500	293,700,000	2,918	4.56
All	PT1 20	1750	267,300,000	3,042	4.33
All	PT1 20	2000	241,400,000	3,167	4.07
All	PT1 20	3000	143,600,000	3,662	2.80
All	PT1 20	4000	28,100,000	4,289	0.64

On completion of the 2024 drilling the resource model was revised by the original authors to include the new results and incorporate mineralization within the boundaries of the private parcels. The table below shows the new inferred resource for mineralization on the Surge claims and 25% of the private parcels (that mineralization owned by Surge).

Cutoff (Li ppm)	Tonnes (Mt)	Grade (Li ppm)	Lithium (Mt)	LCE (Mt)
1,000	556.1	2,939	1.634	8.70
1,250	552.2	2,951	1.628	8.67
1,500	512.0	3,074	1.574	8.38
1,750	474.3	3,187	1.512	8.05
2,000	437.1	3,299	1.440	7.67
3,000	263.3	3,880	1.021	5.44
4,000	92.6	4,582	0.424	2.26

A global resource, including all mineralization regardless of ownership, results in inferred resource of 701Mt @ 3010 ppm Li for 11.24Mt LCE at a cut off of 1250 ppm Li.

The metrics used to derive a 1,250 ppm Li base case cut-off grade and define the resource pit shell include:

- Operating cost per resource tonne: US\$88.50
- LCE price: US\$20,000/t LCE

- Recovery: 73.5%
- Bulk Density: 1.79 t/m³
- Pit Slope: 27°
- Li to LCE conversion factor: 5.323

Kemetco of Richmond, B.C., Canada performed preliminary extractive metallurgical studies using composite samples from the 2023 sonic drill core. This was to determine if lithium carbonate could be produced by leaching the mineralized rock and subsequent processing of the leach solution using concentration and chemical precipitation of unwanted elements and finally producing lithium carbonate solid in excess of 99% purity. Additional test work is planned for Q2 2024 on a 40 to 50 kg composite sample to mimic production scale leaching and recovery.

The metallurgic test work and drilling is in support of a Preliminary Economic Assessment study being conducted by M3 Engineering and Technology Company of Tuscon, Arizona, USA. Results of this study are expected Q1, 2025.

Environmental and hydrological studies are also underway in support of an Environmental Assessment of Surge's Exploration Plan of Operations being prepared by the Elko BLM district. Approval of the plan is expected in the spring of 2025. This will allow Surge to disturb additional acreage to conduct resource delineation drilling at a tighter spacing and over a larger area.

San Emidio Lithium Project, USA

During the year ended December 31, 2022, the Company entered into a property option agreement with Paul Lechler, John Van de Sand, David White and Darren Howe, whereby the Company may earn an undivided 80-per-cent interest in 16 mineral claims comprising 640 acres located 60 miles Northeast of Reno in the San Emidio Desert, Washoe County, Nevada. These lithium exploration claims, referred to as the Galt claim group, adjoin the Company's previously held San Emidio desert lithium claims.

The proposed consideration for the undivided 80-per-cent interest in the Galt claim group is as follows:

- (a) Pay \$25,464 (US\$20,000) (paid) upon Exchange approval which occurred in March 2022;
- (b) Issue 1,000,000 restricted common shares of the Company upon Exchange approval, which shares shall vest and be released as follows: 25 per cent released upon exchange approval and 25 per cent released each three-month period thereafter (issued with a fair value of \$130,000);
- (c) Issue 4,000,000 warrants, whereby each warrant will entitle the optionors to purchase one additional common share of the Company with an exercise price of \$0.30 per share for a period of five years from exchange approval and vesting on the same schedule as the restricted shares (issued with a fair value of \$459,160); and
- (d) Pay US\$10,000 each year on the anniversary of Exchange approval of the transaction for five years. As at March 31, 2024, the Company has paid \$27,140 (US\$20,000) (December 31, 2023 - \$13,515 (US\$10,000)).

Previous mineral exploration on the Galt claim group includes 51 playa sediment samples collected for chemical analysis at ALS Geochemistry in Vancouver, B.C. Results of aqua regia leaching of the samples show 68 parts per million to 852 parts per million lithium (mean 365 parts per million), 5.3 parts per million to 201 parts per million cesium (mean 72 parts per million) and 35 parts per million to 377 parts per million rubidium (mean 180 parts per million). Results from two seven-foot-deep auger holes show lithium, cesium and rubidium concentrations in the range of 143.5 parts per million to 773 parts per million lithium, 56.8 parts per million to 102.5 parts per million cesium and 155 parts per million to 272 parts per million rubidium.

Nickel Project, Canada

On July 7, 2021, the Company entered into an option agreement with Grid Battery Metals Inc. ("Grid") (formerly Nickel Rock Resources Inc.), whereby the Company could acquire an 80-per-cent interest in claims in the Mount Sidney Williams area, located in Northern British Columbia. The transaction was a related party transaction due to officers in common between Nickel Rock Resources Inc. and the Company at the time of the transaction.

Under the terms of the agreement, the Company would earn an 80-per-cent interest in the property by issuing 5,000,000 common shares on closing (issued with a fair value of \$1,075,000) and incurring \$200,000 in exploration expenditures over a two-year period (incurred). A portion of the property is subject to a pre-existing 2.0-per-cent NSR held by an arm's-length third party.

On March 31, 2023, the Company entered into a second option agreement with Grid whereby the Company may acquire the remaining 20% interest in the mineral claims. The transaction was a related party transaction, as Grid had officers in common with the Company at the time of the transaction, and was subject to Exchange approval. The consideration payable for acquiring the remaining interests in the mining claims was 1,000,000 common shares of the Company (issued with a fair value of \$500,000).

On October 10, 2024, the Company entered into two purchase agreements with FPX Nickel Corp. ("FPX") whereby the Company sold its 100% interest in the Nickel Project to FPX for \$235,000 consisting of \$200,000 for the property and \$44,681 for the reimbursement of the Company's reclamation bond to be returned less reclamation costs of \$9,681.

The Surge Nickel Project consists of two non-contiguous mineral claims groups, the HN4 and N100, altogether consisting of six mineral claims. HN4 is in the Mount Sidney Williams area covering 1863 hectares immediately south of and adjacent to the Decar Project and the N100 is in the Mitchell Range area, covering 8659 hectares, both located in Northern British Columbia. Three of the claims are subject to 2% NSR, including the (HN4 claim and the two southernmost claims of the N100 claims).

The exploration stage project is in the Trembleur Lake area of central British Columbia, partially adjacent to FPX Nickel Corp.'s Decar Nickel Project, which is an advanced project targeting awaruite, a nickel-iron alloy mineral, hosted by serpentinized ultramafic intrusive rocks of the Trembleur Ultramafic Unit.

On September 22, 2022 Surge completed the first stage of a planned \$440,000 detailed geological mapping, soil, and rock sampling survey on the Nickel Project.

The Surge geological team has collected 304 rock samples while conducting geological and structural mapping on the Ni100 block. Earlier in May and June 2022, crews collected approximately 600 soil and 190 rock samples from the HN4 mineral claim adjoining the southwest portion of the Decar nickel project of FPX Nickel Corp.

A four-person exploration team was on-site at the Ni100 claim group for approximately 14 days of helicopter accessed exploration from nearby camps. The work program targeted a dozen airborne magnetic anomalies that are coincident with mapped ultramafic units. Much of the rock samples consisted of the Trembleur Ultramafic sequence with varying degrees of serpentinization. Multiple minfiles exists across the property with numerous samples returning greater than 2,000 ppm (parts per million) nickel. Work undertaken in 2021 by Grid included 54 rock samples taken, with 41 of the samples exceeding 1,500 ppm Ni.

Ni100 Claims

Results from the 2021 and 2022 exploration work program on the Ni100 property confirm initial indications from the 2021 program that the magnetic response seen in the QUEST – West airborne magnetic data is associated with nickel-chromium bearing ultramafic rocks of the Trembleur Ultramafic Unit. Prospecting along this feature consistently produced magnetic ultramafic rocks with elevated nickel-chromium values and DTR Ni values. Of the 304 rock samples collected in 2022, 197 of them returned values greater than 1500 ppm Ni.

Magnetic separation via DTR was performed on 197 samples high in nickel to determine the proportion of nickel mineralized as iron-nickel alloys such as awaruite. Values ranged from 0 to 0.087% DTR Ni with 69 of the samples grading over 0.03%. The most promising location is in the NW corner of Area 4 where six samples graded over 0.05% DTR Ni within an area of 0.25 km².

The 2022 program was successful in identifying numerous locations of nickel alloy bearing ultramafic rocks. These results, coupled with the kilometre scale magnetic anomalies, of which all the higher-grade samples are within, provide ample potential for the discovery of significant amounts of disseminated awaruite mineralization within the property.

Hard Nickel 4 Claims

Exploration results from the 2021 and 2022 work conducted on the Hard Nickel 4 claim reaffirm the presence of nickel-chromium bearing ultramafic rocks associated within magnetic features identified in regional geophysics. Northwest-trending magnetic features appear to be associated with tabular, southwest dipping ultramafic units which returned high nickel and chromium in soil and rock samples. Rock sampling and prospecting confirmed the existence of serpentinized ultramafic rocks exhibiting weak to strong magnetic response and returned elevated nickel and chromium values. Davis Tube analysis of select rocks successfully identified magnetic minerals as a source for some of the nickel contained within the ultramafic rocks.

Follow up mineralogical studies are recommended to determine the exact mineralogy and morphology of magnetic nickel bearing minerals is recommended as a next step.

Past exploration has primarily targeted listwanite hosted gold mineralization, however, recent work suggests nickel-chromium within serpentinized peridotite may present a viable target. Future work should focus on determining the extent of the geochemical trend and the extent of the prospective Trembleur Ultramafic Unit.

Diamond drilling on the Hard Nickel 4 property produced positive results. Hole HN4-22-01 returned an interval of 0.058% DTR Ni over 96 meters. Hole HN4-22-02 returned the most positive results with 0.105% DTR Ni from 276 m to 297 m (over 21 meters) and ending in mineralization. As this interval was taken at the bottom of the hole, it is possible that magnetic nickel concentrations over 0.1% DTR Ni continue with depth. Hole HN4-22-03 returned moderate results with an interval of 0.054% DTR Ni over 26.25m at the top of the hole.

BHID	From	To	Width	Ni (%)	DTR Ni%
HN4-22-01	158	297	139	0.194	0.045
<i>including</i>	158	254	96	0.201	0.058
<i>also including</i>	160	194	34	0.195	0.062
<i>and</i>	213	254	41	0.211	0.061
HN4-22-02	15	30	15	0.2	0.049
<i>including</i>	204	297	93	0.201	0.053

<i>also including</i>	222	246	24	0.188	0.051
<i>and</i>	276	297	21	0.226	0.105
	282	297	15	0.231	0.119
HN4-22-03	33.75	60	26.25	0.22	0.054

Qualified Person Statement

“Summary of Exploration Activities” and “Subsequent Events” sections of this MD&A have been reviewed and approved for technical content by Jeremy Hanson, P. Geo. and Alan J. Morris, CPG (Certified Professional Geologist), independent consulting geologists and Qualified Person under the provisions of NI 43-101.

SELECTED INTERIM FINANCIAL INFORMATION

As at September 30, 2023, the Company was listed on the TSX Venture Exchange and the OTCQX Best Markets. In February 2024, the Company was ranked as one of the top 50 mining companies on the Exchange. The Company has not recorded any revenues and depends upon share issuances to fund its administrative and exploration expenses. See the summary of results, below:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2024	2023	2024	2023
	\$	\$	\$	\$
Revenues	-	-	-	-
Operating expenses	(1,910,266)	(3,412,277)	(5,923,629)	(6,289,516)
Other items	(24,095)	80,798	41,005	84,746
Net and comprehensive loss for the period	(1,934,361)	(3,331,479)	(5,882,624)	(6,204,770)
Basic and diluted net loss per common share	(0.01)	(0.02)	(0.04)	(0.05)
Exploration and evaluation assets	11,994,627	6,400,320	11,994,627	6,400,320
Total assets	15,176,465	15,968,207	15,176,465	15,968,207
Total long-term liabilities	-	-	-	-
Working capital (deficiency)	2,835,921	8,780,577	2,835,921	8,780,577
Dividends per share	-	-	-	-

The Company's current projects are at the exploration and development stages and have not generated any revenues.

At September 30, 2024, the Company had not yet achieved profitable operations and had accumulated losses of \$39,307,098 (December 31, 2023 – \$33,424,474) since inception. The net losses for the three months ended September 30, 2024 and 2023 resulted in a net loss per share of \$0.01 and 0.02, respectively. The net losses for the nine months ended September 30, 2024 and 2023 resulted in a net loss per share of \$0.04 and 0.05, respectively.

At September 30, 2024, the Company has no continuing source of operating revenues. The Company has not paid any dividends on its common shares nor does it have any present intention of paying dividends on its

common shares, as it anticipates that all available funds for the foreseeable planning horizon will be invested to finance its business activities, primarily the development of its exploration projects.

RESULTS OF OPERATIONS – THREE MONTHS ENDED SEPTEMBER 30, 2024

The table below details the significant changes in operating expenditures for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023.

Expenses	Increase / Decrease in Expenses	Explanation for Change
Marketing	Decrease of \$209,555	Decreased as the Company decreased its marketing initiatives in the current quarter.
Professional fees	Decrease of \$91,563	Decreased due to 2023 Q3 including increased legal fees relating to the Company's Equity Incentive Plan adopted in July 2023 and negotiations for acquiring additional exploration claims.
Share-based compensation	Decrease of \$1,038,356	Decreased due to fewer share options being granted by the Company in 2024 Q3.
Travel, lodging, and food	Decrease of \$135,943	Decreased as the Company incurred additional travel to exploration properties in 2023 Q3.

In addition to the above, the Company incurred the following changes in other items for the three months ended September 30, 2024 as compared to the three months ended September 30, 2023:

- Decrease of \$68,008 in interest income as the Company redeemed its short-term investment in 2024 Q2.

RESULTS OF OPERATIONS – NINE MONTHS ENDED SEPTEMBER 30, 2024

The table below details the significant changes in operating expenditures for the nine months ended September 30, 2024 as compared to the nine months ended September 30, 2023.

Expenses	Increase / Decrease in Expenses	Explanation for Change
Marketing	Decrease of \$212,281	Decreased as the Company decreased its marketing initiatives in the current year.
Office and administrative	Increase of \$62,645	Increased due to an increase in corporate activity.
Share-based compensation	Decrease of \$318,762	Decreased due to the Company amending the terms of RSUs and PSUs granted in 2023 Q3 subject to graded vesting terms. There were no RSUs or PSUs issued prior to 2023 Q3.
Travel, lodging, and food	Increase of \$87,305	Increased as the Company incurred additional travel to exploration properties.

SUMMARY OF QUARTERLY RESULTS

Below is a summary of the Company's last eight quarterly results, selected from financial statements prepared under International Financial Reporting Standards:

	2024 Q3	2024 Q2	2024 Q1	2023 Q4	2023 Q3	2023Q2	2023 Q1	2022 Q4
	Sep 30, 2024	Jun 30, 2024	Mar 31, 2024	Dec 31, 2023	Sep 30, 2023	Jun 30, 2023	Mar 31, 2023	Dec 31, 2022
	\$	\$	\$	\$	\$	\$	\$	\$
Net Sales / Revenue	-	-	-	-	-	-	-	-
Comprehensive Loss for the quarter	1,934,361	1,851,599	2,096,664	2,724,716	3,331,479	1,568,817	1,304,474	1,718,170
Diluted Income (Loss) per share	(0.01)	(0.01)	(0.01)	(0.02)	(0.02)	(0.01)	(0.01)	(0.02)

LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2024 the Company had cash of \$3,063,019 and short-term investments of \$nil compared to cash of \$3,328,479 and short-term investments of \$3,038,614 as at December 31, 2023. Additionally, the Company had working capital of \$2,835,921 as at September 30, 2024 as compared to \$6,598,632 as at December 31, 2023. The Company expects to fund its liabilities and its acquisition, exploration, and operational activities over the next fiscal year with cash on hand and from cash received from the issuance of equity securities, primarily through private placements and the exercise of share options and warrants.

The decrease in cash of \$265,460 during the nine months ended September 30, 2024 was primarily a result of the Company receiving \$912,000 from the exercise of warrants and \$3,000,000 from the redemption of its short-term investment; offset by the funding of operating expenses of \$2,026,093 and exploration activities of \$2,151,367.

From time to time the Company works to raise additional capital through private placements and other forms of equity financing. Its ability to fund exploration projects is dependent upon its ability to obtain sufficient funding for operations and is ultimately dependent on the recoverability of the amounts capitalized to mineral exploration properties. The Company has not yet determined whether its mineral properties contain mineral reserves that are economically recoverable, and accordingly, the success of any further exploration or development prospects cannot be assured. Because the Company is not yet a producer, the primary source of future funds is through the sale of additional equity capital and optioning of resource properties. There is no assurance that the Company will be successful in raising sufficient capital to meet its obligations. If it is not successful in raising sufficient capital, it may have to curtail or otherwise limit operations.

COMMITMENTS AND CONTINGENCIES

The Company has no material or significant commitments or contingencies, not disclosed elsewhere, as at September 30, 2024 or the date of this report.

OFF BALANCE SHEET TRANSACTIONS

The Company has no off-balance-sheet transactions as at September 30, 2024 or the date of this report.

RELATED PARTY TRANSACTIONS

Key management personnel are the persons responsible for the planning, directing, and controlling of the activities of the Company and include both executives and non-executive directors, and entities controlled by such persons. The Company considers all directors and officers of the Company to be key management personnel. All related party transactions are recorded at the amount agreed to by the Company and the related party.

In May 2023, the Company entered into Independent Contractor Services Agreements with GKM Holdings Ltd., a company controlled by Graham Harris, the Chairman and director of the Company, to provide management consulting services to the Company. The agreements require monthly payments of \$20,000. Included in each agreement is a provision for a one-year pay-out (\$240,000) in the event of a termination without notice and a provision for a two-year pay-out (\$480,000) in the event of a change of control. In August 2023, the Company amended the agreements to increase the monthly fees to \$30,000 resulting in the one-year payout increasing to \$360,000 and the two-year payout increasing to \$720,000.

In May 2023, the Company entered into Independent Contractor Services Agreements with Greg Reimer, the President, CEO, and director of the Company, to provide management consulting services to the Company. The agreements require monthly payments of \$20,000. Included in each agreement is a provision for a one-year pay-out (\$240,000) in the event of a termination without notice and a provision for a two-year pay-out (\$480,000) in the event of a change of control. In August 2023, the Company amended the agreements to increase the monthly fees to \$30,000 resulting in the one-year payout increasing to \$360,000 and the two-year payout increasing to \$720,000.

In May 2023, the Company entered into an Independent Contractor Services Agreement with IMEX Consultants Inc., a company controlled by Iain Scarr, a director of the Company, to provide management consulting services to the Company. The agreement requires quarterly payments of US\$25,000. Included in the agreement is a provision for a one-year pay-out (US\$100,000) in the event of a termination without notice and a provision for a two-year pay-out (US\$200,000) in the event of a change of control.

In June 2023, the Company entered into a consulting agreement with American Lithium Corp. ("LI"), a company related by a common director of the Company, Ted O'Connor, to assist the Company in the exploration of the Nevada North Lithium Project. Pursuant to the contract, LI will be paid a monthly fee of \$20,000 plus applicable taxes payable in full for the initial term with a one-time payment of \$240,000 plus applicable taxes if any due and owing immediately upon the occurrence of both (i) acceptance of the engagement and (ii) closing of private placement investment of Li in the Company. As at September 30, 2024, \$nil (December 31, 2023 - \$100,000) was included in prepaid expenses and deposits on the statement of financial position.

In July 2023, the Company entered into a consulting agreement with Dr. Vijay Mehta, director of the Company, to assist the Company in the exploration of the Nevada North Lithium Project. The base fee for the service is US\$25,000 every three months, payable in arrears at the end of every three months. Included in the agreement is a provision for a one-year pay-out (US\$100,000) in the event of a termination without notice and a provision for a two-year pay-out (US\$200,000) in the event of a change of control.

In September 2023, the Company entered into a consulting agreement with Brian Morrison, corporate secretary of the Company, to provide management consulting services to the Company. The agreement requires monthly payments of \$7,000. Included in the agreement is a provision for a one-year pay-out (\$84,000) in the event of a termination without notice and a provision for a two-year pay-out (\$168,000) in the event of a change of control.

The following details the transactions with related parties:

	For the nine months ended	
	2024	September 30, 2023
	\$	\$
Consulting and management fees:		
American Lithium Corp.	100,000	80,000
Artemiswest Corporate Services Inc., a company controlled by Renata Kubicek, former Corporate Secretary of the Company	-	36,289
Brian Morrison	63,000	-
Dr. Vijay Mehta	101,747	-
GKM Holdings Ltd.	320,000	320,000
Greg Reimer	320,000	265,000
IMEX Consultants Inc.	102,437	106,219
Robert Guanson, former CFO	-	29,500
Share-based compensation	3,238,449	2,047,761
Rent included in office and administrative		
Millennial Potash Corp., a company with a common director, Graham Harris	14,400	7,500
	4,260,033	2,892,269

As at September 30, 2024, the Company owed \$62,635 (December 31, 2023 - \$nil) to directors, officers, and companies with common directors and officers of the Company for reimbursement of expenses and accrued fees which are included in trade and other payables.

CONTROLS AND PROCEDURES

The Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") are responsible for designing internal controls over financial reporting in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of the Company's consolidated financial statements for external purposes in accordance with IFRS. The design of the Company's internal control over financial reporting was assessed as of the date of this MD&A.

Based on this assessment, it was determined that certain weaknesses may exist in internal controls over financial reporting. As indicative of many small companies, the lack of segregation of duties and effective risk assessment were identified as areas where potential weaknesses existed. The existence of these potential weaknesses is to be compensated for by senior management monitoring which exists. The officers will continue to monitor very closely all financial activities of the Company and increase the level of supervision in key areas. It is important to note that this issue would also require the Company to hire additional staff in order to provide greater segregation of duties. Since the increased costs of such hiring could threaten the Company's financial viability, management has chosen to disclose the potential risk in its filings and proceed with

increased staffing only when the budgets and workload will enable the action. The Company has attempted to mitigate these weaknesses, through a combination of extensive and detailed review by the CFO of the financial reports.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 Certificate of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), Surge utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109.

In particular, the certifying officers filing a Venture Issuer Basic Certificate do not make any representations relating to establishment and maintenance of:

- i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP ("IFRS").

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of Surge's certifying officers to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided securities legislation.

RISK FACTORS

The mineral industry involves significant risks. In addition to the risk factors described elsewhere in this MD&A, the risk factors that should be taken into account in considering Surge's business include, but are not limited to, those set out below. Any one or more of these risks could have a material adverse effect on the future prospects of the Company and the value of its securities.

Industry and Mineral Exploration Risk

Mineral exploration is highly speculative in nature, involves many risks and frequently is non-productive. There is no assurance that the Company's exploration efforts will be successful. At present, Surge's projects do not contain any proven or probable reserves. Success in establishing reserves is a result of a number of factors, including the quality of the project itself. Substantial expenditures are required to establish reserves or resources through drilling, to develop metallurgical processes, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Because of these uncertainties, no assurance can be given that planned exploration programs will result in the establishment of mineral resources or reserves.

The Company may be subject to risks that could not reasonably be predicted in advance. Events such as labour disputes, environmental issues, natural disasters or estimation errors are prime examples of industry related risks. Surge attempts to balance these risks through insurance programs where required and ongoing risk assessments conducted by its technical team.

Commodity Prices

Surge is in the business of exploring for base and precious metals, the market prices of which can fluctuate widely. Metal prices ultimately depend on demand in the end markets for which metals are used. Demand is affected by numerous factors beyond the Company's control, including the overall state of the economy, general level of industrial production, interest rates, the rate of inflation, and the stability of exchange rates, any of which can cause significant fluctuations in metals prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The price of metals has fluctuated widely in recent years and there are no assurances as to what will be the future prices of base and precious metals. In the course of its current operations, the Company does not enter into price hedging programs.

Environmental

Exploration projects and operations are subject to the environmental laws and applicable regulations of the jurisdiction in which Surge operates. Environmental standards continue to evolve and the trend is to a longer, more complete and rigid process. The Company reviews environmental matters on an ongoing basis. If and when appropriate, the Company will make appropriate provisions in its financial statements for any potential environmental liability.

Reliance upon Key Personnel

The Company is dependent upon a number of key management and operational personnel, including the services of certain key employees. Its ability to manage activities, and hence its success, will depend in large part on the efforts of these individuals. During times when metals prices are strong, the Company faces intense competition for qualified personnel, and there can be no assurance that Surge will be able to attract and retain such personnel at any time. Surge does not maintain "key person" life insurance. Accordingly, the loss of the services of one or more of such key management personnel could have a material adverse effect on the Company.

Insurance

Surge's insurance will not cover all the potential risks associated with its operations. In addition, although certain risks are insurable, it might be unable to maintain insurance to cover these risks at economically feasible premiums. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration is not generally available to Surge or to other companies in the mining industry on acceptable terms. The Company might also become subject to liability for pollution or other hazards that may not be insured against or that it may elect not to insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect upon its financial performance and results of operations.

Requirements to Obtain Government Permits

Government approvals and permits are currently required in connection with Surge's exploration activities, and further approvals and permits may be required in the future. The duration and success of the Company's efforts to obtain permits are contingent upon many variables outside of its control. Obtaining government permits may increase costs and cause delays depending on the nature of the activity to be permitted and the interpretation of applicable requirements implemented by the permitting authority. There can be no assurance that all necessary permits will be obtained and if obtained, that the costs involved will not exceed Surge's estimates or that it will be able to maintain such permits. To the extent such approvals are required and not obtained or maintained, the Company may be prohibited from proceeding with planned exploration or development of mineral properties.

Joint Ventures

From time-to-time Surge may enter into one or more joint ventures. Any failure of a joint venture partner to meet its obligations could have a material adverse effect on such joint ventures. In addition, the Company might be unable to exert influence over strategic decisions made in connection with properties that are involved in such joint ventures.

Exploration Risks

The exploration for and development of mineral deposits involves significant risks. Few properties that are explored are ultimately developed into producing mines. Whether a mineral deposit will be commercially viable depends on a number of factors, including: the particular attributes of the deposit, such as size, grade and proximity to infrastructure; metal prices, which are highly cyclical; and government regulation, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection.

Even if the Company identifies and acquires an economically viable ore body, several years may elapse from the initial stages of development until production. As a result, it cannot be assured that Surge's exploration or development efforts will yield new mineral reserves or will result in any new commercial mining operations.

Mineral Property Title Risk

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to mineral concessions may be disputed. Although the Company believes it has taken reasonable measures to ensure proper title to its properties, there is no guarantee that title to any of the properties will not be challenged or impaired. Third parties may have valid claims underlying portions of Surge's interests, including prior unregistered liens, agreements, transfers or claims, including aboriginal land claims, and title may be affected by, among other things, undetected defects or unforeseen changes to the boundaries of Surge's properties by governmental authorities. As a result, the Company may be constrained in its ability to operate its properties or unable to enforce its rights with respect to its properties. An impairment to or defect in the title to the Company's properties could have a material adverse effect on its business, financial condition or results of operations. In addition, such claims, whether or not valid, would involve additional cost and expense to defend or settle.

Potential for Conflicts of Interest

Certain of the Company's directors and officers may also serve as directors or officers of other companies involved in natural resource exploration and development or other businesses and consequently there exists the possibility for such directors and officers to be in a position of conflict. Surge expects that any decision made by any of such directors and officers involving Surge will be made in accordance with their duties and obligations to deal fairly and in good faith with a view to the best interests of Surge and its shareholders, but there can be no assurance in this regard. In addition, each of the directors is required to declare and refrain from voting on any matters in which such director may have a conflict of interest or which are governed by the procedures set forth in applicable law.

Competition

The resource exploration and development industry is highly competitive. Surge will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims and other mineral interests as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other mining companies could have a material adverse effect on the Company and its prospects.

Litigation

The Company and/or its directors may be subject to a variety of civil or other legal proceedings, with or without merit.

CRITICAL ACCOUNTING ESTIMATES

The Company makes estimates about the future that affect the reported amounts of assets and liabilities. Estimates and judgments are continually evaluated based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. In the future, actual experience may differ from these estimates and assumptions. Information about critical judgments in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the condensed interim consolidated financial statements within the next financial year are discussed below:

Going concern

The assessment of the Company's ability to continue as a going concern and whether there exists material uncertainties that may cast doubt involves management judgement about the Company's resources and future prospects.

Exploration and evaluation expenditures

The application of the Company's accounting policy for exploration and evaluation expenditure requires judgment in determining the point at which a property has economically recoverable resources, in which case subsequent exploration costs and the costs incurred to develop the property are capitalized into development assets. The determination may be based on assumptions about future events or circumstances. Estimates and assumptions may change if new information becomes available. If, after expenditure is capitalized, information

becomes available suggesting that the recovery of expenditure is unlikely, the amount capitalized is written off in profit or loss in the year when new information becomes available.

Determining whether to test for impairment of mineral exploration properties and deferred exploration assets requires management's judgment regarding the following factors, among others: the period for which the entity has the right to explore in the specific area has expired or will expire in the near future, and is not expected to be renewed; substantive expenditure on further exploration and evaluation of mineral resources in a specific area is neither budgeted nor planned; exploration for and evaluation of mineral resources in a specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area; or sufficient data exists to indicate that, although a development in a specific area is likely to proceed, the carrying amounts of the exploration assets are unlikely to be recovered in full from successful development or by sale.

When an indication of impairment loss or a reversal of an impairment loss exists, the recoverable amount of the individual asset must be estimated. If it is not possible to estimate the recoverable amount of the individual asset, the recoverable amount of the cash-generating unit to which the asset belongs must be determined. Identifying the cash-generating units requires management judgment. In testing an individual asset or cash-generating unit for impairment and identifying a reversal of impairment losses, management estimates the recoverable amount of the asset or the cash-generating unit. This requires management to make several assumptions as to future events or circumstances. These assumptions and estimates are subject to change if new information becomes available. Actual results with respect to impairment losses or reversals of impairment losses could differ in such a situation and significant adjustments to the Company's assets and earnings may occur during the next period.

Impairment of financial assets

At each reporting date the Company assesses financial assets not carried at fair value through profit or loss to determine whether there is objective evidence of impairment. A financial asset is impaired if objective evidence indicates that one or more events occurred during the period that negatively affected the estimated future cash flows of the financial asset.

Objective evidence that financial assets are impaired can include significant financial difficulty of the issuer or debtor, default or the disappearance of an active market for a security. If the Company determines that a financial asset is impaired, judgment is required in assessing the available information in regard to the amount of impairment; however the final outcome may be materially different than the amount recorded as a financial asset.

Decommissioning and restoration costs

Management is not aware of any material restoration, rehabilitation and environmental provisions as at September 30, 2024. Decommissioning, restoration and similar liabilities are estimated based on the Company's interpretation of current regulatory requirements, constructive obligations and are measured at fair value and these estimates are updated annually. Fair value is determined based on the net present value of estimated future cash expenditures for the settlement of decommissioning, restoration or similar liabilities that may occur upon decommissioning of the exploration and evaluation property. Such estimates are subject to change based on laws, regulators and negotiations with regulatory authorities.

Share based payments

Management assesses the fair value of stock options, RSUs, and PSUs granted in accordance with its adopted accounting policy. The fair value of the instruments granted using valuation models is only an estimate of their potential value and requires the use of estimates and assumptions.

Deferred income taxes

Judgment is required in determining whether deferred tax assets are recognized on the condensed interim consolidated statements of financial position. Deferred tax assets, including those arising from unutilized tax losses require management to assess the likelihood that the Company will generate taxable earnings in future periods, in order to utilize recognized deferred tax assets. Estimates of future taxable income are based on forecasted cash flows from operations and the application of existing tax laws in each jurisdiction. To the extent that the cash flows and taxable income differ significantly from estimates, the ability of the Company to realize the net deferred tax assets recorded at the statement of financial position date, if any, could be impacted. Additionally, future changes in tax laws in the jurisdictions in which the Company and its subsidiaries operate could limit the ability of the Company to obtain tax deductions in future periods.

Functional and presentation currency

The functional currency of the Company and its wholly owned subsidiaries is the Canadian dollar; however, determination of functional currency may involve certain judgments to determine the primary economic environment which is re-evaluated for each new entity or if conditions change.

ACCOUNTING PRONOUNCEMENTS

Accounting standards adopted

The following new standards, amendments to standards and interpretations were adopted as of January 1, 2024:

- *Presentation of Financial Statements (Amendments to IAS 1)* – the amendments provide a more general approach to the presentation of liabilities as current or non-current based on contractual arrangements in place at the reporting date. These amendments:
 - specify that the rights and conditions existing at the end of the reporting period are relevant in determining whether the Company has a right to defer settlement of a liability by at least twelve months;
 - provide that management's expectations are not a relevant consideration as to whether the Company will exercise its rights to defer settlement of a liability; and
 - clarify when a liability is considered settled

The Company concludes that the effect of such amendment did not have a material impact and therefore did not record any adjustments to the consolidated financial statements.

New accounting standards issued and not yet effective

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined

subtotals, disclosures about management-defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date.

The Company has not yet determined the impact of this amendment on its consolidated financial statements.

FINANCIAL INSTRUMENTS AND FINANCIAL RISK

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 Company's financial instruments consist of cash, short-term investments, and trade and other payables. The fair value of short-term investments and trade and other payables approximates their carrying values. Cash and short-term investment are measured at fair value using level 1 inputs.

The Company is exposed to risks of varying degrees of significance from its use of financial instruments which could affect its ability to achieve its strategic objectives for growth and stakeholder returns. The principal risks to which the Company is exposed, and the actions taken to manage them, are described below. Management manages and monitors these exposures to ensure appropriate measures are implemented on a timely and effective manner.

The risks associated with the Company's financial instruments and the policies on how to mitigate these risks are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices such as interest rate risk.

Interest rate risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's short-term investments earned fixed rates of interest and the Company does not have any borrowings. Interest rate risk is limited to potential decreases on the interest rate offered on cash and short-term investments, when renewed, held with chartered Canadian financial institutions. This risk is considered minimal.

Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its cash. The

Company limits exposure to credit risk by maintaining its cash with large financial institutions. This risk is considered minimal.

Currency risk

The Company is exposed to currency risk by incurring certain expenditures and holding assets denominated in currencies other than the Canadian dollar. The Company does not use derivative instruments to reduce its currency risk. As at September 30, 2024, the Company had net liabilities of US\$14,548 which equates to total net liabilities of \$19,638. A 10% fluctuation in the foreign exchange rate against the Canadian dollar would result in a foreign exchange gain/loss of approximately \$2,000. Currency risk is assessed as low.

DISCLOSURE OF DATA FOR OUTSTANDING COMMON SHARES, OPTIONS AND WARRANTS

Common Shares

The Company has one class of common shares. Below is a summary of the common shares, share options, warrants, Restricted Share Units ("RSUs"), and Performance Share Units ("PSUs") issued and outstanding as at September 30, 2024 and the date of this report.

	As at September 30, 2024	As at the date of this report
Common shares	164,523,658	165,023,658
Share options	10,453,000	10,453,000
Warrants	30,244,688	29,744,688
RSUs	6,609,000	6,609,000
PSUs	6,609,000	6,609,000

Share Options

The Company has issued incentive options to certain directors, officers, and consultants of the Company. As of the date of this report, the following share options were outstanding.

Number of options outstanding and exercisable	Exercise price	Expiry date
500,000	\$ 0.30	January 3, 2028
1,500,000	0.25	April 21, 2028
600,000	0.27	May 1, 2028
2,600,000	0.55	July 25, 2028
1,500,000	0.60	August 14, 2028
903,000	0.52	December 12, 2028
2,850,000	0.40	August 29, 2029
7,603,000		

Warrants

As of the date of this report, the following warrants were outstanding.

Number of warrants outstanding	Exercise price	Expiry date
	\$	
500,000	0.08	February 3, 2026
13,400,000	0.55	June 9, 2026
4,500,000	0.55	June 19, 2026
4,000,000	0.30	March 25, 2027
1,532,360	0.30	January 17, 2028
2,000,000	0.30	March 17, 2028
812,328	0.30	March 27, 2028
3,000,000	0.24	April 18, 2028
29,744,688		

RSUs

The Company has issued RSUs to certain directors, employees, officers, and consultants of the Company. As of the date of this report, the following tranches are outstanding:

Number of RSUs Outstanding	Vesting Date
6,609,000	August 14, 2026

PSUs

The Company has issued PSUs to certain directors, employees, officers, and consultants of the Company. As of the date of this report, the following tranches are outstanding:

Number of PSUs Outstanding	Vesting Date
2,203,000	Tranche 1 - Completion of a resource calculation of the Company's Nevada North Lithium Project in the form of a NI 43-101 technical report (completed)
2,203,000	Tranche 2 - Completion of a preliminary economic assessment of the Company's Nevada North Lithium Project in the form of a NI 43-101 technical report
2,203,000	Tranche 3 - Upon the Company listing on a senior exchange, such as the TSX, after the first two performance goals have been reached
6,609,000	

All tranches will vest no earlier than August 15, 2026.

OTHER DISCLOSURES

Additional information relating to the Company may be found on or in:

- SEDAR at www.sedarplus.ca;
- the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2024 and 2023; and
- the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022.

This MD&A was approved by the Board of Directors of Surge Battery Metals Inc. effective November 22, 2024.