RUA GOLD INC.
(Formerly, First Uranium Resources Ltd.)

Management's Discussion and Analysis

For the three and six months ended December 31, 2023 and 2022

(Unaudited - Expressed in Canadian dollars)

The following Management's Discussion and Analysis ("MD&A") of the financial position and results of Rua Gold Inc. (formerly, First Uranium Resources Ltd.) (the "Company") should be read in conjunction with the unaudited condensed interim consolidated financial statements for the six months ended December 31, 2023 and 2022 and the accompanying notes therein (the "Financial Statements").The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company.

The Financial Statements have been prepared in accordance with IFRS as issued by the International Accounting Standards Board and interpretations of the International Financial Reporting Interpretations Committee, applicable to the preparation of interim financial statements including International Accounting Standard 34 *Interim Financial Reporting*. All amounts are expressed in Canadian dollars unless otherwise stated. Amounts denominated in United States dollars are denoted as US$ and the amounts denominated in British pounds are denoted as £. Other information contained in this document has been prepared by management and is consistent with the information contained in the financial statements.

The Company's certifying officers are responsible for ensuring that the financial statements and MD&A do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made. The Company's certifying officers certify that the financial statements together with the other financial information included in the filings fairly present in all material respects the financial condition, financial performance, and cash flows of the Company as of the date of and for the periods presented in the filings.

In this MD&A, "Rua Gold" (formerly, First Uranium Resources Ltd.), the "Company", or the words "we", "us", or "our", collectively refer to Rua Gold Inc. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The fiscal year ended June 30, 2024 is referred to as "2024" and the year ended June 30, 2023 is referred to as "2023".

This MD&A provides management's comments on the Company's operations for the three and six months ended December 31, 2023 and 2022, and the Company's financial condition as at December 31, 2023, as compared with the prior fiscal year-end.

The Company's Board of Directors provides an oversight role with respect to all public financial disclosures by the Company.

For a complete understanding of the Company's business environment, risks and uncertainties and the effect of accounting estimates on its results of operations and financial condition, this MD&A should be read together with the Company's financial statements and audited annual financial statements and MD&A for the years ended June 30, 2023 and 2022.

Information in this MD&A is presented as of April 26, 2024.

DESCRIPTION OF BUSINESS

The Company was incorporated under the Business Corporations Act of British Columbia on December 14, 2016. On February 27, 2024, the Company completed a reverse takeover transaction and concurrently changed its name from First Uranium Resources Ltd. to Rua Gold Inc. The Company's registered office is located at 1500 - 1055 West Georgia Street, Vancouver, BC, V6E 4N7.

The Company is listed for trading on the Canadian Securities Exchange under the symbol "RUA".

The Company's principal business activities include the acquisition and exploration of exploration and evaluation assets. As at December 31, 2023, the Company had not yet determined whether the Company's exploration and evaluation assets contain ore reserves that are economically recoverable. The recoverability of amount shown for exploration and evaluation asset is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development of and the future profitable production from the property or realizing proceeds from its disposition.

The Company has not generated revenue to date and had an accumulated deficit of $7,760,359 (June 30, 2023 - $7,455,771), which has been substantially funded by the issuance of equity. These factors form a material uncertainty, which may cast significant doubt upon the Company's ability to continue as a going concern. The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs.

REVERSE TAKEOVER TRANSACTION

On February 27, 2024, the Company completed the business combination agreement dated July 24, 2023 (the "Business Combination Agreement") with Reefton Goldfields Inc. ("Reefton"), pursuant to which the Company acquired all of the issued and outstanding shares of Reefton (the "Transaction"). Reefton is a resource exploration company with a mineral property, the Reefton Project, located in the Buller Province of the South Island, New Zealand.

In accordance with the terms and conditions of the Business Combination Agreement, the Business Combination (the "Transaction") was completed by way of a three-cornered amalgamation, whereby, among other things: (i) 1424060 B.C. Ltd. ("Subco") amalgamated with Reefton to form Reefton Acquisition Co., the amalgamated corporation resulting and continuing from the Amalgamation ("Amalco"); (ii) holders of the commons shares of Reefton ("Reefton Shares") received 1.6 Common Shares for each Reefton Share held and the Reefton Shares will be cancelled; (iii) First Uranium Warrants were issued to the holders of Reefton Warrants in exchange and replacement for, and on an equivalent basis after giving effect to the Exchange Ratio, such Reefton Warrants and such Reefton Warrants were cancelled; (iv) Amalco became a wholly-owned subsidiary of the First Uranium; and (v) First Uranium changed its name to "Rua Gold Inc.". Prior to the completion of the Business Combination, the outstanding capital of Reefton consists of 70,285,546 Reefton Shares and 5,300,000 Reefton Warrants. Pursuant to the Transaction, 112,456,874 Common Shares were issued in exchange for the Reefton Shares and 8,480,000 warrants were issued to the former holders of Reefton Warrants.

In connection with the Transaction, the Company entered into a grid promissory note dated August 29, 2023 issued by Reefton in favour of the Company in exchange for the Company extending to Reefton a non-revolving credit facility for up to an aggregate principal amount of $805,000, accruing interest at a rate of 8% per annum. The principal amount outstanding together with all accrued interest was waived in its entirety upon completion of the Transaction. During the six months ended December 31, 2023, the Company loaned $805,000 to Reefton. Subsequent to December 31, 2023, the grid promissory note was amended and restated to allow for an additional $500,000 drawdown, all of which Reefton drew prior to the completion of the Transaction.

In connection with the Transaction, the Company amended the terms of its existing warrants such that the exercise price is $0.20 and expiry date is March 31, 2025; and all stock options of the Company were exercised or terminated and cancelled prior to the closing of the Transaction.

OVERALL PERFORMANCE

As at December 31, 2023, the Company had cash of $6,336,679 compared to $7,717,832 as at June 30, 2023, and working capital of $7,292,594 compared to $7,597,182 as at June 30, 2023.

For the six months ended December 31, 2023, cash used in operating activities was $553,104 (2022 - $261,282) which increased from the prior year due to the Transaction. For the six months ended December 31, 2023, the Company also used $805,000 for the promissory note to Reefton (2022 – cash provided by investing activities $712,604).

The Company reported a net loss of $304,588 during the six months ended December 31, 2023 compared to $1,506,188 during same period in the prior year. The period over period change was primarily driven by unrealized loss on changes in fair value of its investments in public company securities in the prior period.

SHARE CAPITAL HIGHLIGHTS

During the six months ended December 31, 2023 and year ended June 30, 2023, the Company had no share capital transactions. Subsequent to December 31, 2023, the Company issued 112,456,874 shares pursuant to the Transaction.

(Unaudited - Expressed in Canadian dollars)

RESULTS OF OPERATIONS

The following tables summarize the results of operations from the Company's financial statements:

	Q2 2024	Q2 2023	**YTD 2024**	YTD 2023
	$	$	**$**	$
Operating expenses				
Administrative fees	**15,185**	13,689	**58,282**	50,772
Consulting fees	**11,050**	145,600	**58,050**	188,179
Exploration expenses	**-**	850	**-**	28,000
Interest expense	**255**	363	**977**	1,185
Management fees	**38,000**	36,000	**62,000**	51,000
Professional fees	**117,899**	5,125	**118,924**	6,043
Transfer agent and filing fees	**14,934**	10,363	**21,224**	18,241
	(197,323)	(211,990)	**(319,457)**	(343,420)
Other expenses (income)				
Gain/(loss) on foreign exchange	**1,525**	(13,642)	**6,085**	1,136
Interest income	**114**	815	**1,246**	(3,922)
Change in fair value of investments	**(2,966)**	(530,369)	**(10,786)**	(1,159,982)
Other income	**18,324**	-	**18,324**	-
Net loss and comprehensive loss	**(180,326)**	(755,186)	**(304,588)**	(1,506,188)

Q2 2024 compared to Q2 2023

The Company reported a net loss of $180,326 compared to $755,186 in the prior year comparable period. The primary drivers of this decrease are as follows:

- Change in fair value of $2,966, compared to $275,786 in the prior year. The Company has sold all of its investments other than 8,000,000 Keras warrants during the year ended June 30, 2023. As a result, the Company recorded a lower change in fair value of investments.

- In addition, the Company realized a loss on investment sold of $nil compared to $254,583 in the prior year. During Q1 2023, the Company sold 3,800,000 EarthRenew common shares. No investments were sold during Q2 2024.

YTD 2024 compared to YTD 2023

The Company reported a net loss of $304,588 compared to $1,506,188 in the prior year comparable period. The primary drivers of the decrease are as follows:

- Change in fair value of $10,786, compared to $763,989 in the prior year. The Company has sold all of its investments other than 8,000,000 Keras warrants during the year ended June 30, 2023. As a result, the Company recorded a lower change in fair value of investments.

- In addition, the Company realized a loss on investments sold of $nil compared to $395,993 in the prior year. During six months ended December 31, 2023, the Company sold 3,800,000 EarthRenew common shares and 1,790,000 Keras common shares. No investments were sold during Q2 2024.

SUMMARY OF QUARTERLY RESULTS

The following summarizes quarterly financial results of the Company for the last eight most recently completed quarters:

	Q2 2024	**Q1 2024**	**Q4 2023**	**Q3 2023**
	$	$	$	$
Net loss and comprehensive loss	180,326	124,262	436,940	2,504,202
Basic and diluted loss per share	0.00	0.00	0.01	0.03
Total assets	7,332,312	7,640,991	7,807,822	8,367,007
Working capital surplus	7,292,594	7,472,920	7,597,182	8,034,122

(Unaudited - Expressed in Canadian dollars)

	Q2 2023	Q1 2023	Q4 2022	Q3 2022
	$	$	$	$
Net loss and comprehensive loss	755,186	751,002	1,574,830	482,936
Basic and diluted loss per share	0.01	0.01	0.03	0.01
Total assets	10,770,739	11,408,044	12,165,736	4,359,301
Working capital surplus	7,968,457	8,323,643	9,074,645	1,963,401

Discussion of results

The quarterly trend in total assets and working capital is primarily driven by movements in cash balances related to the Company's investing activities and spending on corporate costs. The disposition of the shares of Keras and the investment in EarthRenew has resulted in a decrease in total assets during the six months ended December 31, 2023 compared to the same period in the prior year.

The quarterly trend in net loss and comprehensive loss and basic and diluted loss per share is primarily driven by the Company's activities relating to the Transaction with Reefton. The decrease in the net loss in Q1 2024 compared to Q4 2023 is timing of expenses incurred and differences in change of fair value of investments.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

The Company is in the exploration stage and therefore has no cash flow from operations. Its only source of funds since incorporation has been from the issuance of common shares and warrants. The Company is in the process of exploring mineral claims. The Company has not yet determined whether or when the claims could be economically viable.

The Company's financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. As at December 31, 2023, the Company had a working capital of $7,292,594 (June 30, 2023 - $7,597,182), has not yet achieved profitable operations, and has an accumulated deficit of $7,760,359 (June 30, 2023 - $7,455,771).

As at December 31, 2023 the Company had cash of $6,336,679 (June 30, 2023 - $7,717,832). The Company's cash flows from operations are negative as it is an exploration stage company.

During the six months ended December 31, 2023, the Company used cash of $553,104 in operating activities (2022 - $261,282) primarily related to consulting fees, management fees and administrative fees.

During the six months ended December 31, 2023, the Company used cash of $805,000 in investing activities for the promissory note issued to Reefton. $712,604 of cash received during the six months ended December 31, 2022 were the result of proceeds from sale of investments.

The Company's objective when managing capital is to safeguard the Company's ability to continue as a going concern.

The Company defines its capital as shareholders' equity. Capital requirements are driven by the Company's general operations. To effectively manage the Company's capital requirements, the Company monitors expenses and overhead to ensure costs and commitments are being paid.

This outlook is based on the Company's current financial position and is subject to change if opportunities become available based on exploration program results and/or external opportunities. At present, the Company's operations do not generate cash inflows and its 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.

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company will need to raise funds through equity sales, debt, or other forms of raising capital. 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 of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the short and long term; however, recognizes that there will be risks involved, which may be beyond its control.

While the information in the financial statements has been prepared in accordance with IFRS on a going concern basis, which presumes the realization of assets and discharge of liabilities in the normal course of business for the foreseeable future, there are conditions and events that cast significant doubt on the validity of this presumption. The Company's ability to continue as a going concern is dependent upon achieving profitable operations and upon obtaining additional financing. While the Company is making its best efforts in this regard, the outcome of these matters cannot be predicted at this time.

(Unaudited - Expressed in Canadian dollars)

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company as of the date of this report.

CONTINGENCIES

The Company has no contingent liabilities as of the date of this report.

RELATED PARTY TRANSACTIONS

During the six months ended December 31, 2023, the Company incurred management fees with key management personnel as follows:

	Q2 2024	Q2 2023	**YTD 2024**	YTD 2023
	$	$	**$**	$
Robert Dubeau (former CEO)	**15,000**	15,000	**30,000**	30,000
Jonathan Yan (former CFO)	**23,000**	-	**32,000**	-
Kelvin Lee (former CFO)	**-**	21,000	**-**	21,000
	38,000	36,000	**62,000**	51,000

Key management includes directors and officers of the Company and companies owned directly or indirectly by its directors and officers. Other than the amounts disclosed above, there was no other compensation paid or payable to key management for employee services for the reported periods.

Accounts payable and accrued liabilities owed to officers of the Company are as follows:

	December 31, 2023	June 30, 2023
	$	$
Robert Dubeau (former CEO)	**5,250**	-
	5,250	-

All related party amounts were incurred in the normal course of operations, bear no interest, and have no fixed terms of repayment.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

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.

As at December 31, 2023, the Company's cash, promissory note receivable, accounts payables and accrued liabilities and promissory notes payable are measured at amortized cost. The fair values of these financial instruments approximate their carrying values due to their short-term nature.

As at December 31, 2023, the Company's investments are measured at fair value through profit and loss. The fair value of the investments in Keras warrants is determined using the Black-Scholes option pricing model and Level 3 inputs.

During the six months ended December 31, 2023 and 2022, there were no transfers between Level 1, Level 2, and Level 3 classified financial assets and liabilities.

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.

(Unaudited - Expressed in Canadian dollars)

a) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company's credit risk relates primarily to cash. The Company minimizes its credit risk related to cash by placing the majority of its cash with major financial institutions. The Company considers the credit risk related to cash to be minimal.

b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. To mitigate this risk, the Company has a planning and budgeting process in place to determine the funds required to support its ongoing operations and capital expenditures. The Company endeavors to ensure that sufficient funds are raised from equity offerings or debt financing to meet its operating requirements, after taking into account existing cash and expected exercise of stock options and warrants. The Company's cash is held in business accounts which are available on demand for the Company's programs. As at December 31, 2023, the Company had $7,292,594 of working capital. As such, the Company considers liquidity risk to be minimal.

c) Foreign exchange risk

Foreign exchange risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured. The Company is not exposed to material foreign exchange risk.

d) Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates and commodity prices. The Company is not exposed to significant interest rate risk on the basis that it does not hold any financial liabilities subject to movements in interest rates. The Company is not exposed to material price risk.

OUTSTANDING SHARE DATA

Subsequent to the closing of the Transaction and as of the date of this MD&A, the Company has the following securities issued and outstanding:

	#
Common shares	193,583,463
Warrants	17,789,878
Options	11,500,000
Deferred Share Units	875,476

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of the financial statements requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities, revenues and expenses. Management continually evaluates these judgments, estimates and assumptions based on experience and other factors, including expectations of future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates and judgments which may cause a material adjustment to the carrying amounts of assets and liabilities. The Company's interim results are not necessarily indicative of its results for a full year. The critical judgements and estimates applied in the preparation of these financial statements are consistent with those applied and disclosed in Note 4 to the annual financial statements for the years ended June 30, 2023 and 2022.

RISKS AND UNCERTAINTIES

All risks and uncertainties are fully disclosed in the Management's Discussion and Analysis for the years ended June 30, 2023 and 2022.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

The significant components of operating expenses are presented in the financial statements. Significant components of mineral property expenditures are included in the section Results of Operations.

ADDITIONAL INFORMATION

Additional information relating to the Company is available at www.sedarplus.ca.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements in this document constitute forward-looking information under applicable securities legislation. Forward-looking information typically contains statements with words such as "anticipate", "believe", "estimate", "will", "expect", "plan", "intend", or similar words suggesting future outcomes or an outlook. Forward-looking information in this document includes, but is not limited to:

- our business plan and investment strategy; and
- general business strategies and objectives.

Such forward-looking information is based on a number of assumptions, which may prove to be incorrect. Assumptions have been made with respect to the following matters, in addition to any other assumptions identified in this document, which includes, but is not limited to:

- taxes and capital, operating, general and administrative and other costs;
- general business, economic and market conditions;
- the ability of the Company to obtain the required capital to finance its investment strategy and meet its commitments and financial obligations;
- the ability of the Company to obtain services and personnel in a timely manner and at an acceptable cost to carry out activities; and
- the timely receipt of required regulatory approvals.

Although the Company believes that the expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on them as there can be no assurance that such expectations will prove to be correct. Forward-looking information is based on expectations, estimates and projections that involve a number of risks and uncertainties, which could cause actual results to differ materially than anticipated and described in the forward-looking information. The material risks and uncertainties include, but are not limited to:

- meeting current and future commitments and obligations;
- general business, economic and market conditions;
- the uncertainty of estimates and projections relating to future costs and expenses;
- changes in, or in the interpretation of, laws, regulations or policies;
- the ability to obtain required regulatory approvals in a timely manner;
- the outcome of existing and potential lawsuits, regulatory actions, audits and assessments; and
- other risks and uncertainties described elsewhere in this document.

The foregoing list of risks is not exhaustive. For more information relating to risks, see the section titled "Risks and Uncertainties Factors" herein. The forward-looking information contained in this document is made as of the date hereof and, except as required by applicable securities law, the Company undertakes no obligation to update publicly or revise any forward-looking statements or information, whether as a result of new information, future events or otherwise.