



Lion Copper and Gold Corp.

Management's Discussion and Analysis For the three and six months ended June 30, 2025

Dated: August 14, 2025

(In thousands of U.S. dollars except for shares and per share amounts)

This Management's Discussion and Analysis ("**MD&A**") of Lion Copper and Gold Corp. and its subsidiaries (collectively, "**Lion Copper**" or the "**Company**"), dated **August 14, 2025**, should be read in conjunction with the condensed interim consolidated financial statements for the three and six months ended June 30, 2025 and the audited consolidated financial statements for the year ended December 31, 2024, and related notes thereto which have been prepared in accordance with accounting principles generally accepted in the United States ("**U.S. GAAP**").

Additional information about the Company, including the Company's press releases, quarterly and annual reports is available through the Company's filings with the securities regulatory authorities in Canada at www.sedarplus.com or the United States Securities Exchange Commission ("**SEC**") at www.sec.gov/edgar. Information about mineral resources, as well as risks associated with investing in the Company's securities is also contained in the Company's most recently filed Form 10-K.

John Banning, Chief Executive Officer for the Company, is a Qualified Person ("**QP**") under National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("**NI 43-101**"), and has approved the scientific and technical information in this MD&A.

ABOUT LION COPPER

Lion Copper was incorporated in British Columbia, Canada, on May 11, 1993, and its common shares are listed on the Canadian Securities Exchange ("**CSE**") under the symbol "LEO" and quoted for trading on the OTCQB Market under the symbol "LCGMF".

During the second quarter ended June 30, 2022, the Company determined that it no longer met the definition of a foreign private issuer under U.S. securities laws because more than 50% of its outstanding voting common shares being held, directly or indirectly, by U.S. residents, most of its directors being U.S. citizens, and its primary operations are in the United States. Consequently, the Company adopted U.S. GAAP accounting policies and the SEC reporting system effective January 1, 2023.

On March 18, 2022, the Company entered an option to earn-in agreement with Rio Tinto America Inc. ("**Rio Tinto**"), subsequently assigned to Nuton LLC, a Rio Tinto Venture, (the "**Nuton Agreement**"), to advance studies and exploration at the Company's copper projects in Mason Valley, Nevada. The Nuton Agreement outlines 3-stage investments, including a fully funded feasibility study, to earn a 65% interest in the projects, comprising 34,494 acres of land, including the historical Yerington mine, the historic MacArthur project, the Wassuk property, the Bear deposit, and associated water rights (the "**Mining Assets**").

Nuton LLC is evaluating the potential commercial deployment of its Nuton™ technology at the Company's Yerington Copper Project. Nuton™ offers copper heap leaching technologies to deliver greater copper recovery from mined materials and access new sources of copper, such as low-grade sulfide resources and reprocessing of stockpiles and mineralized waste. These technologies have the potential to deliver leading environmental performance through more efficient water usage, lower carbon emission, and the ability to reclaim mine sites by reprocessing waste.

In October 2023 and November 2024, Stage 2 was modified into Stage 2b and Stage 2c, with the respective terms extended to September 30, 2024 and June 30, 2025. Stage 2c includes advanced studies at Yerington and completion of a Pre-Feasibility Study (the "**PFS**") incorporating Nuton™ technologies.

As of June 30, 2025, the Company had received a total of \$28,000 funding from Nuton LLC, of which \$19,000 was advanced from Stage 3. The Company incurred cumulative expenditures of \$25,639, consisting of

\$17,674 for exploration & evaluation, \$7,198 for exploration-related overhead, and \$767 for capital items under the Nuton Agreement.

Under the Nuton Agreement, within 60 days of the completion of Stage 2c, Nuton LLC shall provide written notice to the Company whether it elects to advance to Stage 3 and fund a comprehensive Feasibility Study (the “FS”) not to exceed \$50,000, including \$19,000 advanced from Stage 3. The Company issued a press release on August 5, 2025, announcing the results of the PFS for its Yerington Copper Project and expects to publish the PFS technical report by September 18, 2025. Upon completion of the FS, Nuton LLC and the Company will decide whether to create an investment vehicle into which the Mining Assets will be transferred, with Nuton LLC holding not less than 65% interest in the investment vehicle.

PERFORMANCE HIGHLIGHTS

Completion of Pre-Feasibility Study for Yerington Copper Project

On August 5, 2025, the Company announced the results of a PFS on its 100% owned Yerington Copper Project. The PFS demonstrated a post-tax NPV (7%) of \$694 million and an IRR of 14.6% based on a copper price of \$4.30/lb. The study estimates average annual production of 120 million pounds of refined copper cathode over a 12-year mine life, with a peak of 151 million pounds in Years 5-7.

Reinstatement of Water Rights

On March 13, 2025, the Company announced the successful negotiation of a settlement agreement with the Nevada Division of Water Resources and the Nevada State Engineering (collectively, the “State”) to reinstate 3,452.8 ac-ft of previously forfeited water rights essential for the development of the Yerington Copper project. As a result, the State has officially rescinded its notice of forfeiture, thus restoring all the Company’s 6,014.5 ac-ft of water rights to good standing. This Settlement Agreement effectively terminates the legal proceedings initiated by the Company to defend its water rights.

MINERAL PROPERTIES

PFS Work Programs

During the year ending December 31, 2024 and six months ended June 30, 2025, PFS progressive work for the Yerington Copper Project included geotechnical drilling and studies, metallurgical testing, and engineering studies along with the development of mine operating permitting strategies.

Fourteen hollow stem auger drill holes were completed in January 2025 on the legacy sulfide tailings facility. These drill holes collected samples, which have been utilized for laboratory testing to evaluate and optimize infrastructure locations for the PFS.

Metallurgical column leach testing of MacArthur and Yerington transition and oxide material, which started in September 2024, was completed in January 2025. Column leach testing of sulfides is ongoing by Nuton™. Results from the metallurgical programs were utilized for the PFS.

Water Rights

Separate from the reinstatement of the Company’s water rights, on May 20, 2025, the Company participated in a prehearing conference at the Nevada Division of Water Resources (NDWR) office in Carson City, Nevada in the matter of protested applications 93718-93721 and 93723-93725 to change points of diversion, places

of use, and/or manner of use for existing water rights. The prehearing conference was held as part of the statutory process for resolving protested water rights applications.

On June 26, 2025, the Company received a Notice of Procedures and Disclosures from NDWR, which provided notice from the Stage Engineer that he intends to hold a hearing to consider the matter of protested Applications 93718 through 93725. The received Notice follows the statutory process for resolving protested water rights applications, it outlines the schedule for evidentiary exchange and the issues to be addressed by the parties.

Bear Deposit

Studies were conducted and are ongoing to evaluate the Mineral Resource estimate potential of the Bear Deposit.

RESULTS OF OPERATIONS

During the three and six months ended June 30, 2025, excluding non-cash items, the Company incurred \$2,386 and \$4,955 expenses, compared to \$3,746 and \$7,567 during the same period in 2024. Approximately 83% of these expenses were covered by Nuton LLC, with the net expenses being equally attributed to corporate and Falcon Copper-related project expenditure that were not covered by Nuton LLC.

Exploration and evaluation (“E&E”) activities include drilling, technical study, property maintenance, environmental, geological mapping and geophysical survey. The Company focused on completing its PFS during the 2025 period, resulting in significantly lower drilling and field work-related expenses compared to 2024.

	Three months ended June		Six months ended June	
	30,		30,	
	2025	2024	2025	2024
Expenses	\$	\$	\$	\$
Exploration and evaluation	987	2,389	2,150	5,049
General and administrative	109	164	217	381
Investor Relations	58	11	77	23
Professional fees	654	636	1,358	1,118
Salaries and benefits	540	490	1,035	879
Transfer agent and regulatory	19	22	56	60
Travel	19	35	62	58
	2,386	3,747	4,955	7,568
Exploration funded by Nuton LLC	(963)	(2,343)	(2,051)	(4,930)
General operating funded by Nuton LLC	(977)	(759)	(2,102)	(1,390)
	446	645	802	1,248
Other expenses				
Loss on convertible debentures	-	-	-	1,750
Fair value gain on derivative liabilities	1,008	427	1,782	(253)
Foreign exchange (gain) loss	(19)	7	11	8
Interest and other expenses	76	95	148	214
Share-based payments	171	-	1,257	660
	1,236	529	3,198	2,379
Net and comprehensive loss	1,682	1,174	4,000	3,627

During the three and six months ended June 30, 2025, the Company recognized \$171 and \$1,257 in share-based payments, respectively, compared to \$Nil and \$660 in the prior periods. The increase is due to the 12,180,000 options that were granted in the current period in FCC coupled with the vesting of options previously granted in LCG. This compares to the grant of 14,295,000 options in the prior period.

In addition, the Company recognized a loss of \$1,750 on the conversion, repayment, and extinguishment of certain convertible debentures in 2024, which was not applicable in 2025.

SUMMARY OF QUARTERLY RESULTS

	Q2'25	Q1'25	Q4'24	Q3'24	Q2'24	Q1'24	Q4'23	Q3'23
General administration	(1,570)	(2,492)	(1,856)	(1,502)	(1,358)	(1,821)	(1,161)	(2,148)
Fair value (loss) gain on derivative liabilities	(1,008)	(774)	39	439	(427)	680	(131)	6
Foreign exchange gain (loss)	19	(30)	(28)	(4)	(7)	(1)	(2)	-
Interest and other expenses (income)	(76)	(72)	387	(41)	(95)	(119)	(407)	(94)
Loss on convertible debentures	-	-	-	-	-	(1,750)	-	-
Exploration expenditures	(987)	(1,163)	(1,603)	(1,591)	(2,389)	(2,660)	(1,597)	(1,344)
Nuton LLC deposit	1,940	2,213	2,310	2,336	3,102	3,218	1,682	1,262
Net loss	(1,682)	(2,318)	(751)	(363)	(1,174)	(2,453)	(1,616)	(2,318)
Basic loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.01)	(0.01)	(0.01)

The Company's results have been driven by its general corporate and exploration activities. Other income and expenses fluctuate due to changes in the fair value of the Company's convertible notes and investment in associate.

The Company's results are also impacted by non-recurring events such as the \$1,750 loss in convertible debentures in 2024.

LIQUIDITY AND CAPITAL RESOURCES

The Company is in an advanced exploration stage that to date has not earned any revenue. Its operations have been dependent mainly on the Nuton LLC funding in the last few years without diluting shareholders' value.

During the six months ended June 30, 2025, the Company utilized the \$16,500 previously received from Nuton LLC, to cover approximately 84% (2024 - 84%) of the expenses, excluding non-cash items. Cash on hand is approximately \$7,800, including \$3,800 from FCC, as of August 14, 2025.

The following table summarizes the Company's cash flows for the six months ended June 30, 2025, and 2024:

	2025	2024
Cash provided (used) by operating activities	\$ (5,149)	\$ 4,490
Cash used in investing activities	(225)	(155)
Cash provided by financing activities	936	1,673
Increase in cash and cash equivalents	(4,438)	6,008
Cash and cash equivalents, beginning of period	7,999	2,310
Cash and cash equivalents, end of period	\$ 3,561	\$ 8,318

During the six months ended June 30, 2025, the Company repaid \$6 in convertible debentures and received \$44 in proceeds relating to the exercise of stock options. The Company also received \$482 pursuant to the issuance of 4,150,000 shares of FCC. FCC also issued 12-month convertible debentures totaling \$416.

On July 24, 2025, FCC issued \$4,065 in convertible debentures at a 10% discount. The debentures are convertible into common shares of FCC and mature nine months from the issue date. Each debenture holder received bonus preferred shares equal to 20% of the debenture's face value.

The Company has no operating revenues and therefore must utilize its cashflows from financing transactions to maintain its capacity to meet ongoing operating activities. Should Nuton LLC decide not to proceed with Stage 3, the Company will need to secure additional financing to maintain its mineral property interests, advance its copper projects and fulfill its obligations as they come due. While the Company has successfully raised funds in the past, there is no assurance it will be able to do so in the future. This represents material uncertainty that may cast substantial doubt about the Company's ability to continue as a going concern, as outlined in Note 1 of the June 30, 2025 condensed interim consolidated financial statements.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include its directors and officers whose remuneration was as follows, subject to change of control provisions for officers:

(In thousands)	Six months ended June 30, 2025	Six months ended June 30, 2024
Salaries ⁽¹⁾	\$ 405	\$ 212
Share-based payments ⁽²⁾	719	281
Interest on convertible debenture ⁽³⁾	-	126
	\$ 1,124	\$ 619

(1) Charles Travis Naugle, former CEO, Director - \$72 (2024 - \$104); Stephen Goodman, former CFO, Director - \$Nil (2024 - \$83); Steven Dischler, former CEO - \$82 (2024 - \$17); Lei Wang, CFO - \$45 (2024 - \$8); John Banning, CEO, former COO - \$118 (2024 - \$Nil); Doug Stiles, VP of Sustainability and Environment - \$88 (2024 - \$Nil).

(2) Charles Travis Naugle, former CEO, Director - \$471 (2024 - \$Nil); Stephen Goodman, former CFO Director - \$Nil (2024 - \$66); Tony Alford, Director - \$47 (2024 - \$215), Thomas Patton, Director - \$47 (2024 - \$Nil); Steven Dischler, former CEO - \$44 (2024 - \$Nil); John Banning, CEO, former COO - \$43 (2024 - \$Nil); Doug Stiles, VP of Sustainability and Environment - \$29 (2024 - \$Nil); Lukas Naugle, brother of a director - \$38 (2024 - \$Nil).

(3) Charles Travis Naugle, former CEO, Director - \$Nil (2024 - \$40); Tony Alford, Director - \$Nil (2024 - \$79); Ekaterina Naugle, spouse of a director - \$Nil (2024 - \$5); Stephen Goodman, former CFO, Director \$Nil (2024 - \$2).

These transactions have occurred in the normal course of the business and are measured at the equivalent amount of the services rendered.

OUTSTANDING SHARE INFORMATION

As of the date of this MD&A, the Company has:

- 411,891,862 common shares
- 69,504,650 stock options exercisable at prices ranging from CAD 0.072 to CAD 0.245, with expiration dates between August 18, 2025 and April 4, 2030

- 94,780,289 warrants exercisable at approximately \$0.06 expiring from March 8, 2029 through November 8, 2029

OFF - BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements as of this MD&A date.

PROPOSED TRANSACTIONS

The Company has no proposed transactions other than as disclosed in this MD&A.

FORWARD-LOOKING STATEMENTS

This Management's Discussion and Analysis contains "forward-looking information" and "forward-looking statements" within the meaning of Section 27A of the U.S. Securities Act of 1933, as amended, Section 21E of the U.S. Securities Exchange Act of 1934, as amended (the "**Exchange Act**"), and other applicable securities laws.

Any statements that express or involve discussions with respect to predictions, expectations, beliefs, plans, projections, objectives, assumptions or future events or performance (often, but not always, identified by words or phrases such as "expects", "is expected", "anticipates", "believes", "plans", "projects", "estimates", "assumes", "intends", "strategy", "goals", "objectives", "potential", "possible" or variations thereof or stating that certain actions, events, conditions or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved, or the negative of any of these terms and similar expressions) are not statements of historical fact and may be forward-looking statements.

The Forward-Looking Statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance, or achievements of the Company to be materially different from any future results, performance or achievements expressed or implied by the Forward-Looking Statements. Such factors include, but are not limited to, general business and economic uncertainties; exploration and resource extraction risks; uncertainties relating to surface rights; the actual results of current exploration activities; the outcome of negotiations; conclusions of economic evaluations and studies; future prices of natural resource based commodities; increased competition in the natural resource industry for properties, equipment and qualified personnel; risks associated with environmental compliance and permitting, including those created by changes in environmental legislation and regulation; the risk of arbitrary changes in law; title risks; and the risk of loss of key personnel.

The foregoing lists of factors and assumptions are not exhaustive. The reader should also consider carefully the matters discussed under the heading "Risk Factors and Uncertainties" elsewhere in this MD&A. Forward-Looking Statements contained herein are made as of the date hereof (or as of the date of a document incorporated herein by reference, as applicable). No obligation is undertaken to update publicly or otherwise revise any Forward-Looking Statements or the foregoing lists of factors and assumptions, whether as a result of new information, future events or results or otherwise, except as required by law. Because Forward-Looking Statements are inherently uncertain, readers should not place undue reliance on them. The Forward-Looking Statements contained herein are expressly qualified in their entirety by this cautionary statement.