

2024

Ares Strategic Mining Inc.

Management's Discussion and Analysis

For the Six-Month Period Ended 31 March 2024

Stated in Canadian Dollars

DATE: 30 MAY 2024



ARES STRATEGIC MINING INC.

FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2024

Canadian Dollars

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

TO OUR SHAREHOLDERS

This Management Discussion and Analysis (“MD&A”) supplements - but does not form part of – the Condensed Interim Consolidated Financial Statements for the for the period ended 31 March 2024. Consequently, the following discussion and analysis of the financial condition and results of operations for Ares Strategic Mining Inc. (“Ares” or the “Company”), formerly Lithium Energy Products Inc., should be read in conjunction with the Condensed Interim Consolidated Financial Statements for the period ended 31 March 2024, and the related notes therein, which have been prepared in accordance with International Financial Reporting Standards (“IFRS”), consistently applied.

Discussion of the Company, its operations and associated risks are further described in the Company’s filings, available for viewing at www.sedar.com. A copy of this MD&A will be provided to any applicant upon request.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

FORWARD-LOOKING STATEMENTS

Certain statements contained in the following MD&A and elsewhere constitute forward-looking statements. Such forward-looking statements involve a number of known and unknown risks, uncertainties and other factors that 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 such forward-looking statements. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date the statements were made, and readers are advised to consider such forward-looking statements in light of the risks set forth in the Company's filings and herein. Additional information regarding the Company, including copies of the Company's continuous disclosure materials is available through the SEDAR website at www.sedar.com.

The table below sets forth the significant forward-looking information included in this MD&A:

Forward-Looking Information	Key Assumptions	Most Relevant Risk Factors
Future funding for ongoing operations	Ares has the resources to fund their ongoing operations and the ability to raise the funds for further operations which exceed current resources.	Ares has disclosed that this may be difficult and failure to raise these funds will materially impact the Company's ability to continue as a going concern.
Proving Ares' deposits economic viability.	Deposits are either economically viable or Ares can obtain new sources of minerals for exploitation, trading or offtake agreements.	Lack of information to assess corporate and mining strategy for the existing assets.
Proving Ares' deposits processing ability.	Ares' deposit compositions are favourable towards economically recovering minerals.	Lack of information to assess asset grade.
Ares intends to acquire further properties to expand their mining and supply operations.	Properties demonstrating economic potential and have existing supportive infrastructure can be located and acquired.	Prospective acquisitions do not demonstrate sufficient potential and viability to justify acquisition.
Ares intends to enter into MOUs with several customers to ensure a customer base exists for Ares products.	Potential customers are willing to commit to mineral acquisition from Ares prior to exploration completion and exploitation.	Potential Ares customers may overstate the quantities they intend to purchase as they are currently predictive.
Ares intends to arrange financing for the development of its current properties	The Company and its properties can prove economic potential and attract investment.	Ares is unable to attract investment and must investigate alternate strategies.
Ares intends to acquire operational projects to improve its cashflow	The Company will have the resources and/or means to acquire such projects.	Ares is unable to acquire the necessary investment and must investigate alternate strategies.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Ares intends to investigate and determine the most suitable technology and mining practices for its projects.	The Company has the expertise and connections to reasonably inform their decision-making processes.	Being unable to locate the most suitable technology and practises and running a sub-optimal operation.
Ares intends to use several exploration methods to gain better insight into its deposits for the purposes of mine design and exploitation optimisation.	The Company can source the best personnel to undertake the work necessary to obtain the detailed geological and geophysical information required.	Defining improper requirements for the contracted personnel.
Ares intends to purchase equipment tailored to the geology and composition of its material.	Bench testing and metallurgy return results able to provide the Company with information upon which the plant design and setup can be determined.	Lab work could be undertaken which provides results that provide insufficient information to reliably determine the best equipment.
Ares intends to complete mine installation works at its Utah project.	The resources within the company are sufficient to complete the required work, or the Company will be able to acquire these funds.	A poor market combined with overspend would cause funding shortfalls.
Ares intends to complete the construction of its lumps plant and later its flotation plant at its Utah site and start production.	The resources within the company are sufficient to complete the required work, or the Company will be able to acquire these funds.	A poor market combined with overspend would cause funding shortfalls.

QUALIFIED PERSON

The technical and scientific information in this document has been reviewed and approved by Paul Sarjeant, P.Ge., a Qualified Person as defined by National Instrument 43-101 (“NI 43-101”). He is the Company’s VP of Exploration, Director, and shareholder.

FUTURE OUTLOOK

Ares intends to complete a Private Placement to secure funding to complete the mine installation works to intersect ore at the Lost Sheep mine site.

Ares intends to construct mineworks which allow the Company to exploit the fluorspar resources identified through exploration.

Ares will develop its industrial ground for an expanded processing operation and install revamped and greater infrastructure to support its enlarged operation.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Ares intends to partner with a multinational supplier of fluorspar to act as distributor for its product.

Ares intends to install a professional staff able to manage the mining operations at its Lost Sheep Fluorspar mine project.

Ares will employ experienced mining and process engineers to act in concert with its management team, to verify and ensure that all steps taken to advance its projects are considered and objective, so the optimum outcome can be obtained.

CORPORATE OVERVIEW

The Company changed its name to Ares Strategic Mining Inc. with the Ontario Registry effective 13 February 2020. The TSX Venture Exchange (“TSXV”) approved the change of name to “Ares Strategic Mining Inc.” and the concurrent change of the Company’s stock symbol to “ARS”. The Company transitioned to the Canadian Securities Exchange and began trading at the opening of the market on the 22 October 2021.

Ares is a publicly traded junior mining Company whose principal business is identifying and mining. Currently, the Company is focusing on progressing its fluorspar projects towards exploitation, production and supplying metspar and acidspar to the markets.

Ares has at its disposal, geologists, geophysicists, mining engineers and market experts responsible for developing the project towards production.

The Company’s business is managed by specialist staff and experts with diverse experience across the entire mineral resource industry. The Company has a proven track record of identifying viable mineral deposits and progressing these discoveries to operation and sale.

SIGNIFICANT EVENTS AND TRANSACTIONS DURING THE PERIOD

On 10 October 2023, the Company completed the planning permission approval process, authorizing the company to fully construct and commission its lumps manufacturing plant at its Delta City, Utah, industrial site.

The Company continued from the laws of the province of British Columbia pursuant to the Business Corporations Act (British Columbia) as of 6 December 2023.

On 15 December 2023, the Company’s subsidiary, Ares Utah, entered into the loan agreement (“Loan Agreement”) with Millard County, Utah (“Millard County”) pursuant to a US\$10,000,000 tax-exempt Manufacturing Facility Revenue Bond (the “Series 2023A Bond”), a US\$500,000 taxable Manufacturing Facility Revenue Bond (the “Series 2023B Bond”, and together with the Series 2023A Bond, the “Bonds”) created and issued by Millard County. The principal sum of the Bonds to be repaid by Ares Utah is US\$10,500,000, which obligations have been evidenced by promissory notes issued by Ares Utah (the “Notes”). The rights and interests of Millard County in and to certain agreements, including a Loan Agreement dated 1 December 2023 between Ares Utah and Millard County with respect to a loan of the Bond Proceeds, were transferred and assigned, pursuant to an Indenture of Trust dated 1 December 2023 (the “Indenture”), to Zions Bancorporation N.A. (“Trustee”), on behalf of the investors in the Bonds. In addition, the Company has entered into a Guaranty Agreement and Guaranty of Completion agreement with the Trustee, pursuant to which the Company agreed to guaranty certain obligations of Ares Utah, including the repayment of the principal, interest and other amounts owed under the Bonds. The Bonds have been delivered to the Trustee on 15 December 2023.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Pursuant to the Loan Agreement, the Company issued of 6,780,500 common shares (the “offering”) at a price of \$0.20 per share for gross proceeds of \$1,356,100 subject to all required regulatory approvals.

On 22 December 2023, the Company closed the State of Utah backed financing of over \$14,000,000 CAD, for the purposes of purchasing, constructing, and commissioning a new, advanced, and the only one of its kind in the country, acidspar manufacturing facility. The Company is seeking to rebuild the U.S. fluorspar industry, which has elicited enormous help from the government, which referred the Company to both the USDA loan closed earlier this year, and the State of Utah’s Private Activity Bond (PAB) Program. This program is Utah’s tax exempt bonding authority creating a lower cost, long-term source of capital under the Federal Tax Act of 1986. The Company intends to use the proceeds for to build its second and larger plant – a flotation facility designed to produce acidspar which is the highest-grade fluorspar product produced for industry and is one of the most ubiquitously used industrial minerals in manufacturing, with applications in the chemical, hydrofluoric acid, aluminum, electronics, li-ion battery, and refrigeration industries.

On 9 January 2024, the Company announced that it has entered into an agreement with Provo Mining & Construction, Inc. (“Provo”) to prepare Ares’ permitted mine site for producing fluorspar feed for its anticipated fluorspar production operation. Provo is a Utah based mining contracting company, that utilizes innovative engineering for project and construction management to deliver safe, well-executed mining projects. Provo specializes in EPCM, feasibility assessments, design, build and the commissioning of mining projects. Provo has begun planning work on the Ares mine site and is looking to start physical work at the site imminently. Drilling work will commence to inform the mine installation works, with an aim to retrieve fluorspar mineralization for processing as inexpensively and efficiently as possible.

On 1 February 2024, the Company announced that it has completed all the payments to purchase, fabricate, and assemble the Company’s advanced acidspar manufacturing facility.

On 8 February 2024, the Company announced that it has successfully completed its steel infrastructure purchase, and the commencement of the steel’s fabrication in anticipation for construction in 2024. The structure allows for a multi-person crew to operate the processing system and provides the supporting build, around which the plant will be constructed. The fabricated steel and plant will be installed on Ares’ 50-acre industrial site in Delt, Utah.

On 9 February 2024, the Company announced that it has entered into an agreement with Provo Mining & Construction, Inc. (“Provo”) to prepare Ares’ permitted mine site for producing fluorspar feed for its anticipated fluorspar production operation.

On 22 February 2024, the Company announced that it has discovered new and additional fluorspar mineralization at the Lost Sheep permitted mining site located at its Spor Mountain fluorspar project. The Company is currently undertaking core diamond drilling to delineate the placement and design of installations to facilitate mining operations scheduled for later in 2024. As drilling has proceeded, drill holes have reached depths not previously investigated, new high-grade fluorspar mineralization has been discovered connected to the initial mining targets it has selected for its preliminary production plans, expanding the potential of these targets.

On 25 March 2024, the Company announced the completion of the mine planning phase and commencement of its mine construction. The Company started ramp installation work to intersect fluorspar mineralization and provide feed for the plant currently under construction in Delta, Utah.

On 27 March 2024, the Company announced the signing of an MOU between Cremer Erzkontor Inc. (Cremer) and the Company.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Spor Mountain

1. Lost Sheep

The Company holds a 100% interest in and rights to certain U.S. federal mining claims located at the north-east end of the Spor Mountain Mining District, in section 21, T.12S. 12W, and T.13S. 12W, SLBM of Juab County, western Utah, USA (the “Spor Mountain”). The Spor Mountain property consists of several mineral claim blocks including the Lost Sheep Fluoride Mine, and other unpatented claims. The Company acquired its initial interest through the Amalgamation (Note 6) on 18 February 2020. During the year ended 30 September 2021, the Company acquired additional claims in the region through staking.

As part of the Amalgamation, the Company assumed an underlying property purchase agreement (the “Purchase Agreement”) for certain unpatented claims comprising the Spor Mountain property, pursuant to which the Company would be required to make a payment of US\$1,000,000 within 18 months from the commencement of production. During the year ended 30 September 2021, the amount of USD \$1,000,000 was transferred to the underlying vendor, pursuant to which, the Company is deemed to have fulfilled its obligations under the Purchase Agreement, and the title to the unpatented claims are in the process of being transferred to the Company.

2. Bell Hill

The Company completed over 8,000m of geophysical IP surveys on the Bell Hill historic mine area, at the Spor Mountain in Utah, correlating geophysical anomalies with both known fluor spar mineralization, and identifying new anomalies with similar geophysical signatures to known existing fluor spar pipes.

The Company is currently the only permitted fluor spar mine in the United States. Fluor spar is an industrial mineral the US imports 100% from abroad. It is a vital component of US industry, used in the production of steel, aluminium, refrigeration units, cement, hydrofluoric acid, fluorine, electronics and touch screens, Teflon, and electric batteries. The US has been completely reliant on imports for 20 years, and this project represents an opportunity for the US to regain an entire lost industry, as well as become one of the few countries in the world which produce fluor spar. The Company has spent 2021 completing large scale drilling and engineering programs to design the mining and processing operation, which will produce fluor spar ready for US industry in the future. The Company has also worked closely with the Bureau of Land Management (BLM) and the Utah Division of Oil, Gas, and Mining (UDOGM), to update all its permits so production can begin as soon as the equipment and plant are delivered to site.

EVENTS SUBSEQUENT TO 31 MARCH 2024

On 10 May 2024 the Company is pleased to announce a non-brokered private placement offering consisting of a minimum of 5,555,555 units of the Company (each, a “Unit”) and a maximum of 22,222,222 Units at a price of \$0.18 per Unit for gross proceeds of a minimum of \$1,000,000 and a maximum of \$4,000,000 (the “LIFE Offering”). Each Unit shall consist of one common share in the capital of the Company (each, a “Common Share”) and one common share purchase warrant (each, a “Warrant”). Each Warrant will entitle the holder to acquire one additional Common Share in the capital of the Company (each, a “Warrant Share”) at a price of \$0.26 per Common Share for a period of two (2) years following the closing date of the LIFE Offering.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

RESULTS OF OPERATIONS

The comprehensive loss reported during the period ended 31 March 2024 was \$1,081,624 compared to loss of \$229,415 in the prior comparative period. The main fluctuations in costs are as follows:

Accretion and interest (rounded to the nearest '000)	6 months ended 31 March 2024	6 months ended 31 March 2023
	\$ 772,000	\$ 50,000
Variance	\$ 772,000	-

During the period ended 31 March 2024, the Company expensed accretion and interest related to the government loans and convertible debt. However in the prior comparative period, the balance consisted of mainly interest on convertible debt. Government loans got finalized as at 31 March 2023 and 15 December 2023 thus contributing to an increase.

Stock based compensation (rounded to the nearest '000)	6 months ended 31 March 2024	6 months ended 31 March 2023
	\$ -	\$ 1,118,000
Variance	\$ (1,118,000)	-

The increase in stock-based compensation is because of 23 million options issued during the period ended 31 March 2023. No options granted in the current period.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected financial data for the Company for each of the three most recently completed financial years. The information set forth below should be read in conjunction with the consolidated audited financial statements, prepared in accordance with International Financial Reporting Standards and Canadian generally accepted accounting principles as applicable.

Three months ended	Dec-23	Sep-23	Jun-23	Mar-23	Dec-22	Sep-22	Jun-22	Mar-22
	\$	\$	\$	\$	\$	\$	\$	\$
Total revenue					-	-	-	-
Income (loss) for the period	(266,209)	(418,143)	(601,592)	(1,484,259)	(1,933,920)	(2,751,787)	(431,776)	(751,474)
Comprehensive income (loss) for the period	(229,415)	(366,664)	(601,667)	(1,482,554)	(1,925,953)	(2,614,790)	(341,104)	(755,287)
Profit (loss) per share	(0.00)	(0.00)	(0.01)	(0.02)	(0.00)	(0.02)	(0.01)	(0.01)
Total assets	31,323,267	17,475,452	19,887,887	21,041,353	15,261,493	16,133,890	15,830,578	15,641,183
Working capital surplus (deficiency)	421,000	(432,000)	438,000	4,864,000	(608,000)	200,000	1,807,000	2,320,000



ARES STRATEGIC MINING INC.

FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2024

Canadian Dollars

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

OUTSTANDING SHARES

As at 31 March 2024 and as at the date of this report, the Company had 146,202,693 common shares issued and outstanding; the fully diluted amount includes 22,043,053 options and 1,189,068 warrants outstanding.

FINANCIAL POSITION AND LIQUIDITY

As at 31 March 2024, the Company's financial instruments consist of cash, restricted cash, accounts payable and short-term loans. The Company has no speculative financial instruments, derivatives, forward contracts or hedges.

The following discussion relates to the period ended 31 March 2024 and compares that to the year ended 30 September 2023:

As at 31 March 2024, the Company had a working capital of \$421,000 compared to a working capital deficit of \$(432,000) as at 30 September 2023.

Cash used in operating activities during period ended 31 March 2024 totalled \$433,966 (30 September 2023: \$1,731,106).

Cash used in investing activities during the period ended 31 March 2024 totalled \$9,334,228 (30 September 2023: \$3,549,242).

Cash raised in financing activities during the year ended 31 March 2024 totalled \$13,404,902 (30 September 2023: \$6,760,042).



ARES STRATEGIC MINING INC.

FOR THE PERIOD ENDED 31 MARCH 2024

Canadian Dollars

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Exploration and evaluation assets

EXPLORATION AND EVALUATION ASSETS	Spor Mountain	Liard Fluorspar	Vanadium Ridge	Jackpot Lake	Wilcox Playa	Ontario Properties	Total
Balance as at 1 October 2022	\$ 7,531,254	\$ 525,585	\$ 1,410,782	\$ -	\$ 17,321	\$ 4	\$ 9,484,946
Geological consulting	220,820	-	-	-	-	-	220,820
Administration and camp	73,584	4,500	139	-	-	-	78,223
Staking and claiming	75,408	-	-	-	-	-	75,408
Transfer of assets to Enyo	-	(530,085)	(1,410,921)	-	-	-	(1,941,006)
Disposition	-	-	-	-	(17,321)	-	(17,321)
Adjustments on currency translation	59,704	-	-	-	-	-	59,704
Balance as at 30 September 2023	\$ 7,960,140	-	-	-	-	4	7,960,144
Geological consulting	91,721	-	-	-	-	-	91,721
Administration and camp	21,336	-	-	-	-	-	21,336
Staking and claiming	3,206	-	-	-	-	-	3,206
Adjustments on currency translation	40,238	-	-	-	-	-	40,238
Balance as at 31 March 2024	\$ 8,116,541	-	-	-	-	4	8,116,545



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

a) Financial instrument classification and measurement

Financial instruments of the Company carried on the Consolidated Statement of Financial Position are carried at amortized cost. There are no significant differences between the carrying value of financial instruments and their estimated fair values as at 31 March 2024. There have been no changes in levels during the period.

The Company classifies the fair value of these transactions according to the following hierarchy:

- Level 1 – quoted prices in active markets for identical financial instruments.
- Level 2 – quoted prices for similar instruments in active markets; quoted prices for identical or similar instruments in markets that are not active; and model-derived valuations in which all significant inputs and significant value drivers are observable in active markets.
- Level 3 – valuations derived from valuation techniques in which one or more significant inputs or significant value drivers are unobservable.

b) Fair values of financial assets and liabilities

The Company's financial instruments include cash, accounts payable and short-term loans. As at 31 March 2024, the carrying value of cash is at fair value. Accounts payable and short-term loans approximate their fair value due to their short-term nature.

c) Market risk

Market risk is the risk that changes in market prices will affect the Company's earnings or the value of its financial instruments. Market risk is comprised of commodity price risk and interest rate risk. The objective of market risk management is to manage and control exposures within acceptable limits, while maximizing returns. The Company is not exposed to significant market risk.

d) Credit risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its bank accounts. The Company's bank accounts are held with major banks in Canada, accordingly the Company is not exposed to significant credit risk.

e) Interest rate risk

Interest rate risk is the risk of losses that arise as a result of changes in contracted interest rates. The Company is not exposed to significant interest rate risk.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

f) Currency risk

Currency risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company is exposed to foreign currency risk on its restricted cash and USDA and PAB loans payable balances that are denominated in other than the functional currencies. As at 31 March 2024, the Company held currency totalling the following:

CURRENCY (Rounded)	31 December 2023	30 September 2023
Canadian (Dollars)	\$ 124,000	243,000
US (Dollars)	\$ 3,700,000	1,045,000

g) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company controls liquidity risk by ensuring that it has sufficient cash resources to pay for its financial obligations. As at 31 March 2024, the Company had a cash balance of \$35,753 to settle current liabilities of \$5,030,334 that are due within one year.

CAPITAL RESOURCES

Ares has no recent history of profitable operations. Therefore, it is subject to many risks common to comparable companies, including under-capitalization, cash shortages and limitations with respect to personnel, financial and other resources as well as a lack of adequate revenues.

It will be necessary for Ares to arrange for additional financing to meet its on-going exploration and overhead requirements.

Management believes it will be able to raise equity capital as required in the long term, but recognizes the risks attached thereto. Although Ares successfully completed financing during the year ended 30 September 2023, there can be no assurance that it will be able to obtain adequate financing in the future or that the terms of such financing may be favourable.

CAPITAL MANAGEMENT

The Company's capital consists of cash and shareholders' equity. The Company's objective when managing capital is to maintain adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing, selling assets, and incurring debt. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. The Company invests all capital that is surplus to its immediate operational needs in short-term, highly liquid, high-grade financial instruments. There were no changes to the Company's approach to capital management during the year. The Company is not subject to externally imposed capital requirements. The Company does not currently have adequate sources of capital to complete its exploration plan, current obligations and ultimately the development of its business, and will need to raise adequate capital by obtaining equity financing, selling assets and incurring debt. The Company may raise additional debt or equity financing in the near future to meet its current obligations.



ARES STRATEGIC MINING INC.

FOR THE SIX MONTHS PERIOD ENDED 31 MARCH 2024

Canadian Dollars

REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements as at 31 March 2024 and as at the date hereof.



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Parties are also considered to be related if they are subject to common control or common significant influence. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

The Company compensates certain of its key management personnel to operate its business in the normal course. Key management includes the Company's executive officers and members of its Board of Directors. Transactions and balances with key management personnel and related parties not disclosed elsewhere in the Financial Statements are as follows:

RELATED PARTY DISCLOSURE				Amounts Payable and Accrued Liabilities		
Name and Principal Position	Year⁽ⁱ⁾	Remuneration or fees⁽ⁱⁱ⁾	Share-based payments			
CEO and Director – Management fees	2024	\$ 36,000	\$ -	\$		74,300
	2023	\$ 36,000	\$ -	\$		202,800
CFO – Management fees	2024	\$ 12,000	\$ -	\$		23,495
	2023	\$ 12,000	\$ -	\$		4,000
CFO – Professional fees	2024	\$ 30,234	\$ -	\$		-
	2023	\$ 24,035	\$ -	\$		13,677
Directors – Director fees	2024	\$ 500	\$ -	\$		5,000
	2023	\$ -	\$ -	\$		3,500
Directors – Consulting fees	2024	\$ 10,500	\$ -	\$		71,052
	2023	\$ -	\$ -	\$		23,011
Former Director – Consulting fees	2024	\$ -	\$ -	\$		4,800
	2023	\$ -	\$ -	\$		4,800
Total	2024	\$ 89,234	\$ -	\$		178,647
	2023	\$ 72,035	\$ -	\$		251,788

(i) For the six months period ended 31 March 2024 and 2023.

(ii) Amounts disclosed were paid or accrued to the related party.

These transactions were in the normal course of operations, which is the amount of consideration established and agreed to by the related parties.

MANAGEMENT

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

RISK FACTORS

Companies operating in the mining industry face many and varied kinds of risks. While risk management cannot eliminate the impact of all potential risks, the Company strives to manage such risks to the extent possible and practical. Following are the risk factors most applicable to the Company:



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

Exploring and developing mineral resource projects bear a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is neither feasible nor practical to proceed. The Company closely monitors its activities and those factors that could impact them, and employs experienced consulting, engineering, insurance and legal advisors to assist in its risk management reviews.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Companies typically rely on comprehensive feasibility reports on mineral reserve estimates to reduce the risks and uncertainties associated with a production decision. The Company has not completed a feasibility study on, nor has the Company completed a mineral reserve or resource estimate at the Lost Sheep Mine and as such the financial and technical viability of the project is at higher risk than if this work had been completed. Based on historical engineering work, geological reports, historical production data and current engineering work completed or in the process by Ares, the Company intends to move forward with the development of this asset.

Ares is focusing on progressing its fluorspar projects towards exploitation, production, and supplying metspar and acidspar to the markets. The value and price of the Company's common shares, the Company's financial results, and exploration, development and mining activities of the Company, if any, may be significantly adversely affected by declines in mineral prices. Mineral prices fluctuate widely and are affected by numerous factors beyond the Company's control such as interest rates, exchange rates, inflation or deflation, global and regional supply and demand, and the political and economic conditions of mineral producing countries throughout the world.

On 11 March 2020, the World Health Organization declared Covid-19, the disease caused by the novel coronavirus, a global pandemic, which has had a significant impact on businesses through the restrictions put in place by the Canadian, provincial and municipal governments regarding travel, business operations and isolation/quarantine orders. It is not possible for the Company to predict the duration or magnitude of the adverse results of the outbreak and its effects on the Company's business or ability to raise funds. There is the possibility that future developments from the Covid-19 pandemic could negatively impact operations which could have a material adverse impact on our cash flows and financial position as well as affect judgements, estimates and assumptions made by management. The Company continues to monitor the situation closely to plan and adjust accordingly.

CRITICAL ACCOUNTING ESTIMATES

Significant assumptions about the future that management has made and other sources of estimation uncertainty at the financial position reporting date that could result in a material adjustment to the carrying amounts of assets and liabilities relate to but are not limited to the following:

- The recoverability of exploration and evaluation assets presented on the consolidated statement of financial position;
- The estimated useful lives of property and equipment which are included in the consolidated statement of financial position and the related depreciation;



REPORT TO SHAREHOLDERS AND MANAGEMENT DISCUSSION AND ANALYSIS

- The inputs used in accounting for share-based payment transactions in the consolidated statements of comprehensive income and loss;
- Management's determination that there is no material restoration, rehabilitation, and environmental exposure, based on the facts and circumstances that existed during the period.

APPROVAL

The Board of Directors of the Company has approved the disclosure contained in the Management Discussion and Analysis.

A CAUTIONARY TALE

This document contains "forward-looking information" which may include, but is not limited to, statements with respect to the future financial or operating performance of the Corporation, its subsidiaries and its projects, the future supply, demand, inventory, production and price of minerals, the estimation of reserves and resources, the realization of reserve estimates, the timing and amount of estimated future production, costs of production, capital, operating and exploration expenditures, costs and timing of the development of new deposits, costs and timing of future exploration, requirements for additional capital, government regulation operations, environmental risks, reclamation expenses, title disputes or claims, limitations of insurance coverage and the timing and possible outcome of pending litigation and regulatory matters.

Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates", or "believes" or variations (including negative variations) of such words and phrases, or state that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Corporation and/or its subsidiaries to be materially different from any future results, performance or achievements expressed or implied by the forward-looking statements. Such factors include, among others, general business, economic, competitive, political and social uncertainties; the actual results of current exploration activities; actual results of reclamation activities; conclusions of economic evaluations; changes in project parameters as plans continue to be refined; future prices of resources; possible variations of ore grade or recovery rates; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the resource industry; political instability, insurrection or war; delays in obtaining governmental approvals or financing or in the completion of development or construction activities. Although the Corporation has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements.

Respectfully submitted on behalf of the Board of Directors,

"James Walker"

James Walker, CEO