



**MANAGEMENT'S
DISCUSSION AND ANALYSIS
FOR THE
Three Months Ended June 30, 2024**

Dated: August 29, 2024
(All amounts expressed in Canadian dollars unless otherwise indicated)

GENERAL

Pacific Empire Minerals Corp. (the "Company" or "PEMC") is a Vancouver based mineral exploration company whose principal business is the acquisition and exploration of copper-gold porphyry mineral exploration properties, with a focus on British Columbia, Canada. The Company is a reporting issuer in British Columbia, Alberta and Ontario, and trades on the TSX Venture Exchange ("TSX-V") as a Tier 2 issuer under the symbol PEMC.

The following Management Discussion and Analysis ("MD&A") of the Company's financial position and results of operations has been prepared by management in accordance with the requirements of National Instrument 51-102. The following information is prepared as at August 29, 2024 unless otherwise stated, supplements, but does not form part of the audited financial statements of the Company for the year ended March 31, 2024. This MD&A should be read in conjunction with the March 31, 2024 audited financial statements and the related notes therein.

The Company reports its financial position, results of operations and cash flows in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts are expressed in Canadian dollars except where noted.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

Additional information relevant to the Company's activities can be found on www.sedarplus.ca and on the Company's website at www.pemcorp.ca.

Kristian Whitehead, B.Sc., P.Geo, is the Company's Qualified Person as defined by National Instrument 43-101 and is responsible for the accuracy of the technical information in this MD&A and has approved its written disclosure.

FORWARD LOOKING STATEMENTS

This MD&A may contain "forward-looking statements" that reflect the Company's current expectations and projections about its future results. Forward-looking statements are statements that are not historical facts, and include, but are not limited to: a) estimates and their underlying assumptions; b) statements regarding plans, objectives and expectations with respect to the effectiveness of the Company's business model, future operations, capital raising initiatives, the impact of regulatory initiatives on the Company's operations, and market opportunities; c) general industry and macroeconomic performance and growth rates; d) expectations related to possible business opportunities, joint or strategic ventures; and e) statements regarding future performance.

Forward-looking statements used in this MD&A are subject to various risks, uncertainties and other factors, most of which are difficult to predict and are generally beyond the control of the Company. These risks, uncertainties and other factors may include, but are not limited to; a) unavailability of financing; b) failure to identify commercially viable mineral reserves; c) fluctuations in the market valuation for commodities; d) difficulties in obtaining required approvals for the development of a mineral project; and e) other factors.

Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this MD&A or as of the date otherwise specifically indicated herein. Due to risks, uncertainties and other factors, including the risks, uncertainties and other factors identified above and elsewhere in this MD&A, actual events may differ materially from current expectations. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by securities law.

DESCRIPTION OF BUSINESS

The Company is a mineral exploration company whose principal business is the acquisition and exploration of mineral exploration properties, with a focus in British Columbia, Canada.

The Company's flagship properties include the Trident property (formerly the COL property), and the Pinnacle property, both in the Omineca Mining Division of British Columbia. The Trident property is located approximately 50 km to the southeast of Northwest Copper Corp.'s Kwanika Deposit and 50 km to the northwest of Centerra Gold's Mt. Milligan Mine, the Trident property covers 6,618 hectares and is accessible by vehicle using well established logging roads.

The Company also pursues Joint Venture arrangements, whereby projects that are not the current focus for the Company are available for option by arms-length companies in order to advance exploration while eliminating the Company's expenditures.

To date, equity financings have provided the main source of financing. The recovery of the Company's investment in its mineral properties will be dependent upon the execution of earn-in agreements with incumbent partners, assuming there are monetary, or equity payments issued, or the discovery of economically recoverable mineral reserves and the ability to raise sufficient capital to finance these operations. The ultimate outcome of these operations cannot presently be determined because they are contingent on future matters.

OVERALL PERFORMANCE

The Company was incorporated on July 13, 2012, and commenced business at that time. The Company is a mineral exploration company focused on the discovery of gold-enriched copper deposits in British Columbia. Since 2012, the Company has (i) entered into a total of 5 agreements as the property optionor in an attempt to advance through partner-funded exploration programs mineral properties with various mineral targets (ii) entered into option agreements for the right to acquire an interest in 7 properties (iii) sold its 50% interest in the Stars property in exchange for cash and royalty interests, and (iv) acquired an equity interest in a royalty generating entity through the sale of royalty interests on four projects.

KEY EVENTS FOR THE THREE MONTHS ENDED JUNE 30, 2024, AND SUBSEQUENTLY

FINANCIAL SUMMARY: During the three months ended June 30, 2024 ("Q1 2025") and June 30, 2023 ("Q1 2024"), the Company recorded a comprehensive loss of \$222,454 (Q1 2024 - \$141,418). This was comprised of net exploration expenditures of \$9,509 (Q1 2024 - \$7,308) after recoveries, including accruals for the BC Minerals Exploration Tax credit, \$232,949 (Q1 2024 - \$120,648) of general and administration expenditures, of which \$47,777 (Q1 2024 - \$NIL) related to share-based compensation, and a gain of \$20,004 (Q1 2024 - loss of \$13,462) in other items.

FINACING: In May 2024, the Company completed a private placement raising an aggregate of \$722,500, by issuing 14,450,000 units at a price of \$0.05 per unit. Each unit consists of one common share in the capital of the Company and one common share purchase warrant. Each warrant will entitle the holder to acquire one common share at an exercise price of \$0.08 per common share for a period of 36 months from the closing date of the offering. In consideration of the private placement, an aggregate total of \$26,075 in cash finder's fees were paid and 521,500 finder's warrants were issued to qualified parties. The finder's warrants are subject to the same terms as the warrants issued as part of the units.

APPOINTMENT OF NEW DIRECTOR: In May 2024, the Company appointed Mr. Andrew Lee to the Board of Directors.

Outlook and Property Review

Since 2012, the Company has primarily followed the “Prospect Generator” business model, where the Company acquires projects and completes low cost exploration and target development in order to attract larger partners to advance the project, primarily through diamond drilling. The acquisition of the Trident property in 2022 marked a turning point for the Company. The Company believes that the Trident property is of sufficient merit that it should be the focus for PEMC for the foreseeable future.

Trident: In June of 2022, the Company acquired a 100% interest in the Trident property, in exchange for granting the Vendors a 2% net smelter return royalty (the “NSR”) on the claims, one-half (1%) of such 2% net smelter return royalty may be purchased for \$500,000 by PEMC. Following this, the Company applied Portable Assessment Credits on the recently acquired mineral tenures in order to advance the expiry date of the claims to 2027. As a result the Company does not have any required exploration expenditures until 2027.

In June of 2022, the Company completed a comprehensive review of all existing data related to the Trident property. Historical data was compiled and assembled into a database and is being used to develop targets for further exploration. Due to forest fire activity on the Trident property and the adjacent Pinnacle property, mobilization to the property was postponed until the fall when it is anticipated that forest fire activity will have subsided.

Following data compilation and review of existing data on the Trident property, management has selected several areas as the focus for continued exploration. Historical drilling on the property has returned intriguing copper-gold-silver grades associated with widespread alteration and soil geochemical anomalies. Based on reviews of historical drill core the highest grade intercepts from diamond drilling appear to be directly associated with discrete porphyry dykes and intrusions, however the source of these porphyry intrusions remains unknown. In order to better understand the nature and location of a potential hydrothermal system related to the porphyry intrusions, management intends to complete an airborne mobile magnetotelluric survey (“MT”) over the existing target areas prior to diamond drilling during 2024. This survey has the potential to identify conductive and resistive bodies at depths greater than traditional induced polarization surveys, providing a much larger scale picture at depth.

Due to the presence of extensive forest fires at both the Trident and Pinnacle properties starting in July of 2023, field work at Trident was postponed until 2024. Fire activity continued through late September. At Trident the fire activity was predominantly in the northwest area of the property.

In July 2024, a modest work program consisting of rock chip sampling and sampling of historical drill core was completed. Samples were sent to ALS Laboratories in North Vancouver for analysis. Access to the property was evaluated and downed trees were removed from the existing access road.

Pinnacle: In June of 2023, Teako received its drill and road use permits for exploration at Pinnacle. During 2023, Teako intended to conduct an Induced Polarization (“IP”) geophysics survey at Pinnacle. Teako contracted the geophysical services of SJ Geophysics Ltd. of Delta, BC to perform a 3D IP survey over the Aplite Ridge target area at Pinnacle. This proposed work program was intended to include soil sampling, geological mapping and rock sampling further expanding on the previous works completed in 2021 and 2022 which focused on the gold-rich Aplite Creek copper target area.

The IP program was designed to primarily target the Aplite Ridge and immediately adjacent target areas. However, due to very extensive forest fire activity across the majority of the Pinnacle property, the 2023 work program had to be suspended.

This important work would have set the stage for future anticipated drill programs at Pinnacle of which Teako had received its:

- Diamond drilling, roads and trails permit (June 23, 2023, to June 22, 2028); and
- Road use permit approval (June 6, 2023, to December 31, 2023).

The permitted drill program permit consists of up to 25 drill sites, along with road and trail construction spanning up to two (2) kilometers. Additionally, the camp location and staging areas have been approved within this permit designed to accommodate up to five structures and provide storage capacity for up to 1,500 litres of fuel.

On November 28, 2023, Teako informed PEMC that it intended to terminate the option agreement with PEMC. The permitted exploration program however is transferable to PEMC.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2024, the Company had working capital of \$611,733 (March 31, 2024 - \$111,761). Working capital for the three months ended June 30, 2024 increased compared to March 31, 2024 as a result of cash used in operating activities of \$339,823, cash used by investing activities of \$6,995, both offset by cash generated by financing activities of \$677,833.

As at June 30, 2024, the Company had \$587,928 in cash, approximately \$173,000 in refundable taxes expected to be received in the next 12 months, reclamation deposits to be refunded should projects not continue of \$62,942, and \$58,532 in marketable securities for which the Company manages and could be sold for cash should market conditions be favorable. During Q1 2025, the Company closed a private placement for gross proceeds of \$722,500. Further, as at the date of this MD&A, the Company has 6,000,000 incentive stock options and 16,453,166 warrants outstanding which are exercisable for cash to management, directors, consultants of the Company, and finders' warrants. The Company may also receive option payments in cash related to property agreements. See "Risks and Uncertainties" and "Forward looking statements" in this MD&A for risks related to the Company's expectations and ability to obtain sources of funding. To maintain its properties in good standing, the Company is required to make minimal maintenance payments; however, these can be terminated at any time without penalty once an option agreement is cancelled, or mineral title is dropped. There have been no changes in the approach to managing capital during the three months ended June 30, 2024.

Although the Company closed a private placement for gross proceeds of \$722,500, expects funds from refundable tax credits and potential sale of marketable securities, the Company's working capital and cash flows may not be sufficient to meet its current plans and budgets associated with those plans. In order to continue funding its administrative and exploration expenditures from the date of this MD&A, the Company may need to obtain additional cash and anticipates either financing or selling one or more of its assets.

The Company is not subject to externally imposed capital requirements.

As at June 30, 2024, the Company had cash of \$587,928. Management of cash balances is conducted in-house based on internal investment guidelines. Cash is deposited with major Canadian financial institutions. Cash required for immediate operations is held in a checking account and excess funds may be invested in accordance with the Company's capital resource objectives.

Cash Used in Operating Activities

Cash used in operating activities was \$339,823 for the three months ended June 30, 2024 (Q1 2024 - \$97,374) and represents expenditures primarily on mineral property exploration and general and administrative expenses for both periods. The increase from the comparative period predominately relates to settlement of prior period payables and increase in consulting costs. Exploration expenditures will fluctuate from period to period depending on opportunities, level of activity, and available capital resources. See the exploration review above for discussion on mineral property activities.

Cash Used by Investing Activities

Cash used by investing activities for the three months ended June 30, 2024 was \$6,995 compared to \$1,283 provided by investing activities for the comparable period. Cash used during Q1 2025 was mostly related to the purchase of new equipment, offset with a return of GIC held against the Company credit cards.

Cash Generative by Financing Activities

Cash generated by financing activities during Q1 2025 was \$677,833 (Q1 2024 – cash used \$6,048) and consisted primarily of gross proceeds of \$722,500 (Q1 2024 - \$Nil) from the issuance of 14,450,000 common shares (Q1 2024 – Nil), net of share issue costs of \$38,394 (Q1 2024 - \$Nil). There was no comparative financing for the three months ended June 30, 2023. The Company also made net payments of \$6,273 (Q1 2024 - \$6,048) in payments towards an office lease liability.

SELECTED QUARTERLY FINANCIAL INFORMATION AND FINANCIAL RESULTS

Selected Quarterly Information

Quarter Ended	June 30, 2024	March 31, 2024	December 31, 2023	September 30, 2023
Financial results				
Exploration expenditures (net)	\$ 9,509	\$ 69,200	\$ 3,400	\$ 3,174
Share-based payments	47,777	60,519	-	-
Loss and comprehensive loss for the period	(222,454)	(325,277)	(107,829)	(102,143)
Basic loss and comprehensive loss per common share	(0.00)	(0.01)	(0.00)	(0.00)

Quarter Ended	June 30, 2023	March 31, 2023	December 31, 2022	September 30, 2022
Financial results				
Exploration expenditures (net)	\$ 7,308	\$ 13,434	\$ 14,716	\$ 143,108
Share-based payments	-	-	-	-
Loss and comprehensive loss for the period	(141,418)	(227,085)	(163,048)	(257,557)
Basic loss and comprehensive loss per common share	(0.00)	(0.01)	(0.00)	(0.00)

The Company's net loss or income each quarter varies mainly due to varying levels of operations activities on its exploration projects, due diligence undertaken on new prospects, timing of incentive stock option grants, and the dissemination of project information to shareholders. Losses can be offset by option payments received in cash and/or shares by optionees.

Three Months Ended June 30, 2024

During the three months ended June 30, 2024 and June 30, 2023, the Company recorded a comprehensive loss of \$222,454 and \$141,418 respectively. This was comprised of net exploration expenditures of \$9,509 (Q1 2024 - \$7,308) after recoveries, including accruals for the BC Minerals Exploration Tax credit, \$232,949 (Q1 2024 - \$120,648) of general and administration expenditures, of which \$47,777 (Q1 2024 - \$NIL) related to share-based compensation, and a gain of \$20,004 (Q1 2024 – loss of \$13,462) in other items.

Exploration expenditures were comparative and minimal for both periods. Historically, Q1 of a fiscal year has been a period of reduced expenditures as the Company reviews its portfolio of projects and prepares budgets and plans

for the upcoming spring and summer seasons. With the current treasury, work programs for fiscal 2025 are expected to focus on the Trident and Pinnacle properties.

General and administrative expenditures saw an increase in consulting and directors fees as a result of use of additional personal with business development, including financing, and two new directors. The Company continues to be selective with investor relations and marketing costs.

The Company also recorded \$47,777 (Q1 2024 - \$Nil) in share-based compensation which represents the fair value of options vested during the period. Q1 2025 included the granting of 1,000,000 incentive stock options while there was no comparable grant in Q1 2024.

In other items for the three months ended June 30, 2024 included a loss of \$11,913 (Q1 2024 - \$14,745) related to fair value adjustments on marketable securities.

OFF BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

Accounting standards adopted during the year

Please refer to the Company's audited financial statements for the year ended March 31, 2024 on SEDARPLUS at www.sedarplus.ca and on the Company's website at www.pemcorp.ca.

Accounting pronouncements not yet effective

Please refer to the Company's audited financial statements for the year ended March 31, 2024 on SEDARPLUS at www.sedarplus.ca and on the Company's website at www.pemcorp.ca.

RISK AND CAPITAL MANAGEMENT: FINANCIAL INSTRUMENTS

Please refer to the Company's audited financial statements for the year ended March 31, 2024 on SEDARPLUS at www.sedarplus.ca and on the Company's website at www.pemcorp.ca.

CRITICAL ACCOUNTING JUDGEMENTS AND SIGNIFICANT ESTIMATES AND UNCERTAINTIES

Please refer to the Company's audited financial statements for the year ended March 31, 2024 on SEDARPLUS at www.sedarplus.ca and on the Company's website at www.pemcorp.ca.

TRANSACTIONS WITH RELATED PARTIES

The Company entered into certain transactions with key management personnel, which the Company has defined as Officers and Directors of the Company. The aggregate value of these transactions and outstanding balances are as follows:

For the three months ended June 30, 2024	Management & Consulting fees	Share-based Payments	Total
Management*	\$ 40,500	\$ 6,010	\$ 46,510
Outside Directors	11,000	29,988	40,988
Seabord Management Corp.**	22,500	481	22,981
	\$ 74,000	\$ 36,479	\$ 110,479

For the three months ended June 30, 2023	Management & Consulting fees	Share-based Payments	Total
Management*	\$ 33,500	\$ -	\$ 33,500
Outside Directors	6,000	-	6,000
Seabord Management Corp.**	22,500	-	22,500
	\$ 62,000	\$ -	\$ 62,000

Amounts due to related parties as of June 30, 2024 and March 31, 2024 are as follows:

Related party liabilities	Items or services	June 30, 2024	March 31, 2024
President *	Management fees and reimbursable expenses	\$ 84,875	\$ 115,250
Seabord Management Corp.**	Management fees and reimbursable expenses	71,288	70,875
Directors	Fees	20,150	19,400
		\$ 176,313	\$ 205,525

*BJP Consulting is controlled by Brad Peters, President and CEO.

**Seabord Services Corp. ("Seabord") provides the following services: a Chief Financial Officer ("CFO"), a Corporate Secretary, accounting and administration staff, and office space to the Company. The CFO and Corporate Secretary are employees of Seabord and are not paid directly by the Company.

During the three months ended June 30, 2024, the Company appointed Mr. Andrew Lee to the Board of Directors.

OUTSTANDING SHARE DATA

The Company's authorized share capital consists of an unlimited number of common shares and preferred shares without par value. As at the date of this MD&A, the Company has 139,798,195 common shares issued and outstanding. There are also 6,000,000 stock options with expiry dates ranging from March 1, 2027 to May 7, 2027, and 15,931,666 warrants with expiry dates ranging from December 29, 2026 to May 6, 2027.