
ALPHA EXPLORATION LTD.
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE MONTHS ENDED MARCH 31, 2024

ALPHA EXPLORATION LTD. MANAGEMENT'S DISCUSSION & ANALYSIS

The following is Management's Discussion and Analysis ("MD&A") of Alpha Exploration Ltd. ("Alpha" or "the Company") is for the three months ended March 31, 2024 and is dated May 22, 2024. This MD&A contains highlights of the results of operations and financial condition and provides material updates to the operations, financial condition, liquidity and capital resources of the Company.

This MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements for the three months ended March 31, 2024, with the notes thereto, which have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB"). All dollar amounts are expressed in United States dollars unless otherwise indicated.

Description of Business

Alpha is a publicly traded company incorporated under the *BVI Business Companies Act*, (No. 16 of 2004) (the "**BVI Act**"). The Company's shares are listed on the TSX Venture Exchange ("TSX-V") and trade under the symbol ALEX.

Alpha is a mineral exploration and development company engaged in the business of acquisition, exploration and, if warranted, development of mineral resource properties.

Alpha has a single, large exploration license in Eritrea covering 771km² known as the Kerkasha Project. This License covers four historical colonial gold mines, six artisanal gold mining areas as well as ten new Prospects discovered by Alpha.

Alpha's current activities consist solely of mineral exploration. The Company is considered to be in the exploration stage and no revenue is currently generated from operational activities.

Alpha has one subsidiary, Alpha Exploration Eritrea Limited, an Eritrean corporation incorporated on February 5, 2018, under the laws of Eritrea ("**Alpha Eritrea**"). Alpha Eritrea currently holds the rights to the Kerkasha Project (as defined below).

Alpha's primary focus to date has been the Kerkasha project located 10 km south of the city of Barentu and 135 km west-southwest of Asmara, the capital city of Eritrea (the "**Kerkasha Project**"). Alpha currently has 100% ownership of the Kerkasha Project through its wholly owned subsidiary, Alpha Eritrea.

On December 20, 2017, Alpha signed a tenement farm-out agreement with the Eritrean National Mining Corporation ("**ENAMCO**") governing the terms of ENAMCO's participation in the Kerkasha Project (the "**ENAMCO Agreement**"). Pursuant to the ENAMCO Agreement, the Eritrean government (through ENAMCO) has the right to a 10% free-carried interest in any mining project developed on the Kerkasha Project area. The Eritrean government also has the right to purchase a further 30% equity 'participating interest' in the Kerkasha Project at any time from commencement of exploration to three (3) months after completion of a bankable feasibility study relating to the Kerkasha Project. To purchase this participating interest, ENAMCO must pay the equivalent percentage cost of exploration up to the point of acquiring their participating interest (as determined by an independent auditor) and will thereafter contribute the same participating interest percentage in all exploration and development expenditures on the Kerkasha Project going forward. ENAMCO and Alpha will form a share company in accordance with the Commercial Code of Eritrea after ENAMCO has exercised its right of participation.

The Kerkasha Project is subject to a 2% net smelter royalty in favour of Nubian Royalty Corporation, a corporation incorporated under the BVI Act and wholly owned by insiders of Alpha (the “**Nubian Royalty**”). If at any time Nubian Royalty Corporation receives an offer from a third party to purchase the Nubian Royalty or any portion thereof, Alpha has a right to match any such third-party offer.

Operational Highlights

During the year ended December 31, 2023, Alpha undertook the following significant programs over the Kerkasha License. Alpha has completed extensive exploration work over all the license in previous years and has identified twenty different prospects to date. During 2023 Alpha’s work has been focused mostly on the Aburna Gold Prospect.

Aburna Gold Prospect:

The Aburna Gold Prospect is located in the west of the Kerkasha Exploration License and covers the historic Aburna colonial gold mine.

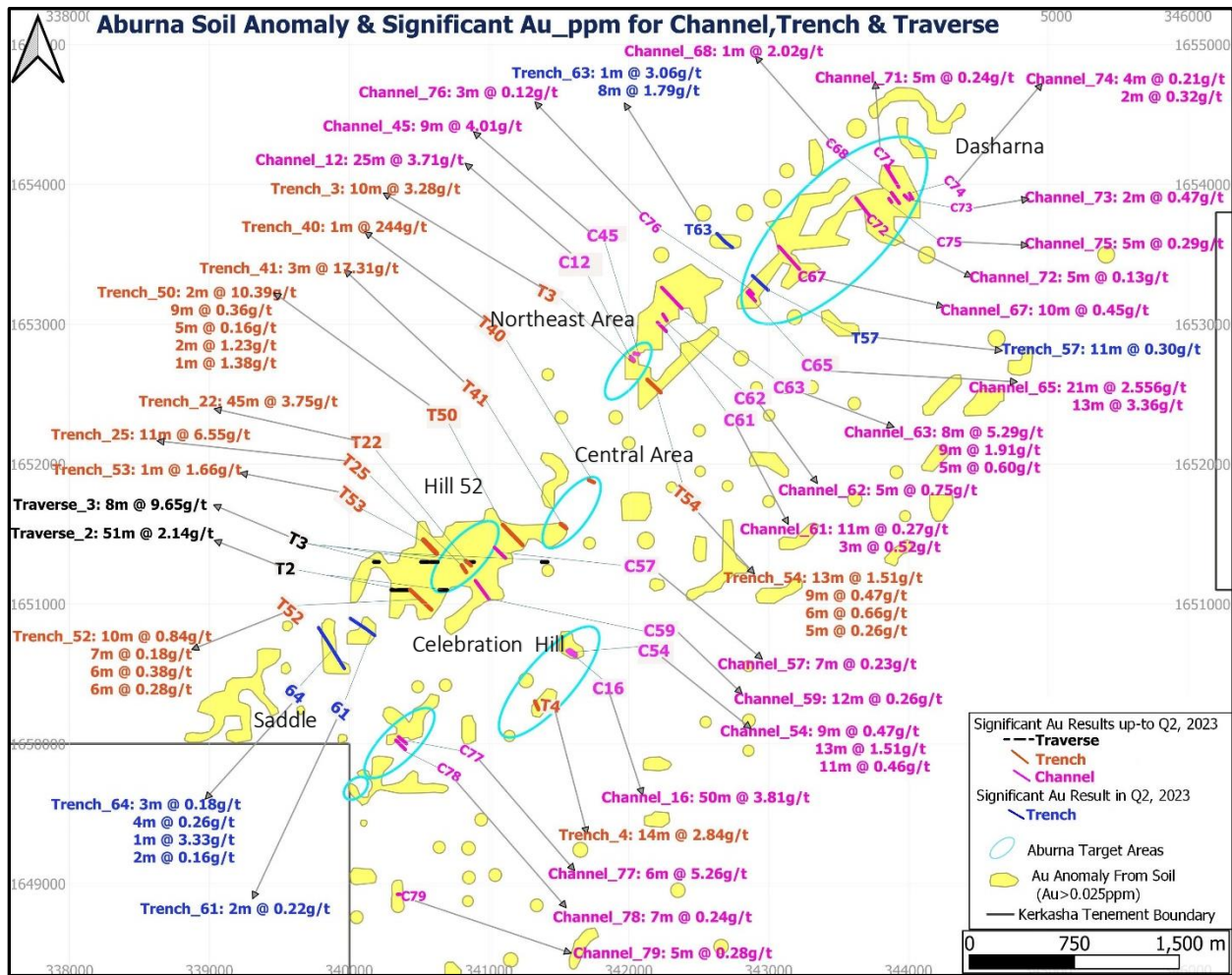
Early reconnaissance mapping and rock chip sampling at Aburna in 2020 and soil sampling in 2021 by Alpha staff, identified a large area of gold mineralization measuring approximately 6 km by 2km, extending northeast from the colonial age, Aburna gold mine.

From December 2022 – February 2023, Alpha carried out trench and channel sampling to identify the true width to some of the gold mineralization at surface within the 7.2 x 2.2 kms gold in soil anomaly at Aburna and to identify further targets for drill testing. Alpha issued a press release on the March 21, 2023, announcing significant assay results from this work. The results identified areas for drill testing northeast and southeast of the recent drilling at Northeast area and west and southeast of the recent drilling at Hill 52 area. Trenching continued with trenches ABTRCH055 - 075 until the end of June 2023. Assays for trenches ABTRCH055 - 061 and 063 - 064, are summarised in Table 2 and Map 1. Full details of the drilling completed are available here: <https://alpha-exploration.com/wp-content/uploads/2023/03/Press-Release-Aburna-Trenching-Starts-Drilling-March-2023.pdf>

Table 2: Summary of best gold intervals from trenches ABTRCH055 to ABTRCH064

Trench	Sample	Sample Type	Easting (UTM)	Northing (UTM)	Interval (m)	Au (g/t)
ABTRCH057	620304	Trench	342940.7618	1653294.222	11	0.30
ABTRCH063	621623	Trench	342688.6539	1653587.516	1	3.06
ABTRCH063	621644	Trench	342702.3948	1653577.337	8	1.79
ABTRCH064	621802	Trench	339825.324	1650759.732	3	0.18
ABTRCH064	621902	Trench	339874.5522	1650682.016	4	0.26
ABTRCH064	621923	Trench	339884.6072	1650665.894	1	3.33

Map 1: Aburna Gold Prospect. Significant Trench-Channel-Traverse results on soil geochemistry & Target Sub Areas



During February-March 2023, a program of lithological and structural mapping was carried out at Aburna by an independent consultant. The mapping was designed to cover the entire prospect area and identify the controlling structures, lithologies and alteration associated with gold mineralization at Aburna.

Another reverse circulation (RC) drilling program commenced at Aburna in late February 2023 through to July 30, 2023, with a total of 48 RC drill holes (ABR039 - 096 with hole extensions to ABR018, ABR031, ABR032 and ABR034) for 6,088 meters completed (Map 2). Alpha issued a press release on May 24, 2023, with significant assay results from the RC drilling to date (extensions to ABR018, ABR031, ABR032, ABR034 and holes ABR039 - 069). Results for a further 8 RC holes (ABR070 - 077) were subsequently received and significant results are given in Table 3. Full details of the drilling completed are available on the Company's website at www.alpha-exploration.com.

Table 3: Summary of Significant Intervals from Drill Holes ABR034 to ABR086

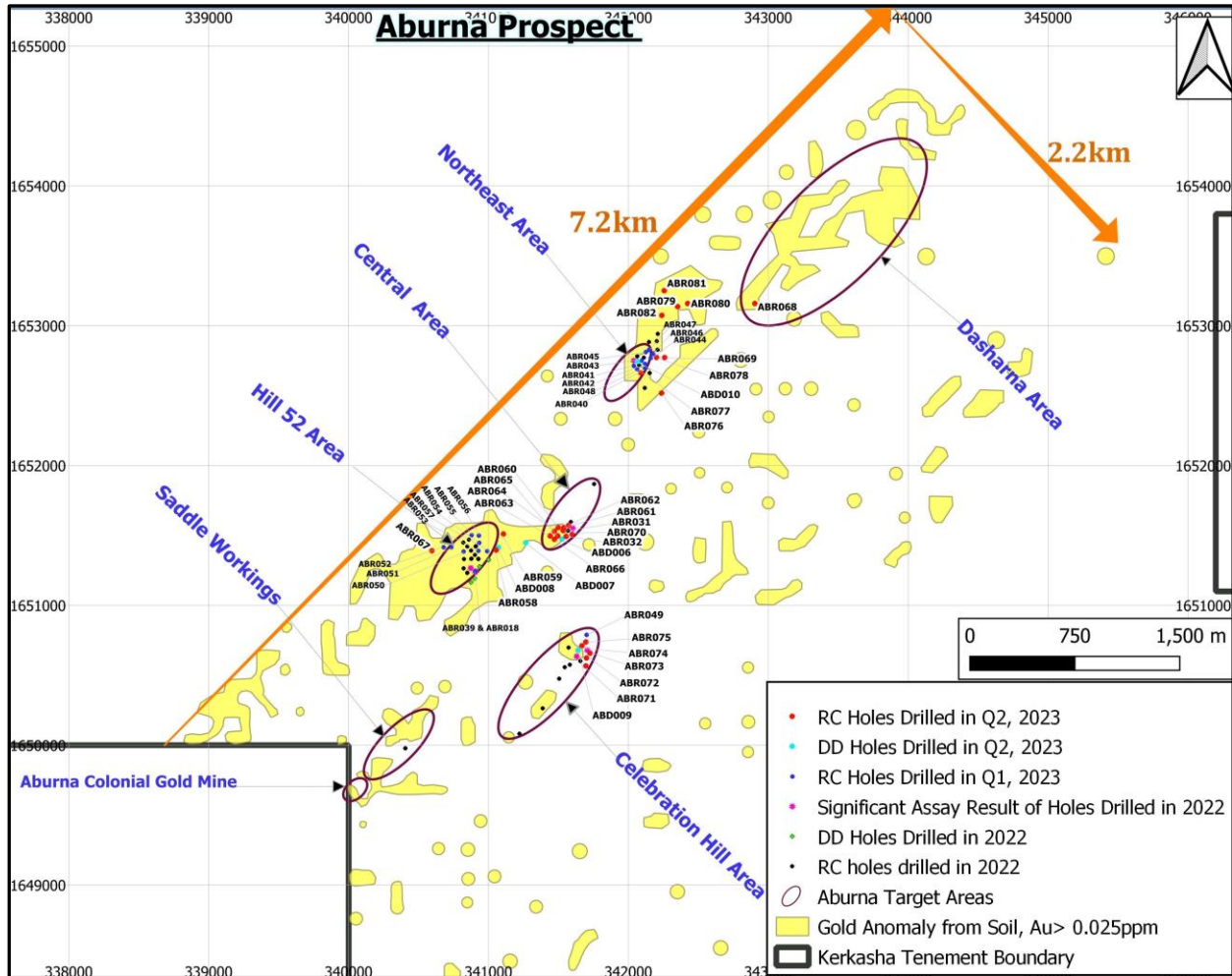
Target Area	Hole	From (m)	To (m)	Interval (m)	Average g/t Gold
Central Area	ABR034	101	131	30	1.23
Central Area	ABR034	148	156	8	3.67
Hill-52 Area	ABR039	87	92	5	6.31
Northeast Area	ABR040	104	114	10	1.37
Northeast Area	ABR041	45	57	12	1.24
Northeast Area	ABR042	100	108	8	1.5
Northeast Area	ABR043	67	78	11	3.99
Northeast Area	ABR044	120	133	13	4.24
Hill-52 Area	ABR056	55	67	12	2.12
Hill-52 Area	ABR058	84	96	12	0.92
Hill-52 Area	ABR059	34	55	21	1.04
Hill-52 Area	ABR059	0	23	23	0.58
Central Area	ABR060	42	87	45	0.6
Central Area	ABR061	69	92	23	0.7
Central Area	ABR063	39	58	19	0.6
Central Area	ABR064	38	72	34	1.5
Central Area	ABR069	90	96	6	4.97
Northeast	ABR078	156	165	9	5.99
Northeast	ABR079	108	138	30	0.48

Parameters for Table 3

- 1 Using minimum 0.20 g/t to start & finish an interval and minimum length = 3m
- 2 Dilution interval (≤ 0.2 g/t Au) = 2m (multiple 2m dilution intervals allowed)
- 3 Individual 1m intervals ≥ 1 g/t Au are also considered significant
- 4 Interval must be > 1.00 Au gms x meters to be reported

A total of 5 diamond drill holes (ABD006 - 010) for 809.40m were also completed at Aburna in June 2023. 9m @ 17.9 g/t Au (including 3m @ 53.39 g/t Au) was reported from drillhole ABD008 and 2m @ 10.86 g/t Au from drillhole ABD010. No significant results were reported from drillholes ABD006, 007 and 009.

Map 2: Soil geochemistry for Au at Aburna with drill hole locations and Target Sub Areas



Also, during Q2 2023, Alpha used independent contractors to carry out a differential GPS survey of all drill hole collars at Aburna completed to date, in preparation for use in a future resource definition and estimation program.

From March 21 – June 9, 2023, Alpha carried out a ground magnetic survey over the Aburna Prospect, in order to better understand the structural and lithological controls to mineralization at depth. The survey was supervised by Southern Geoscience Consultants (SGC – Australia) and a report on the interpretation of the ground magnetic data with conclusions and recommendations was delivered from SGC in Q3 2023.

From June 2 – July 19, 2023, Alpha contracted TMC Géophysique (Canada) to conduct a Gradient Array Induced Polarisation (GAIP) survey over the Aburna Prospect, in order to better understand the disseminated sulphide controls of mineralization. The survey was supervised by SGC - Australia and a report on the interpretation of the conclusions and recommendations was delivered from SGC in Q3 2023.

On August 28, 2023, Alpha provided an exploration update regarding exploration work on both the Aburna and Tolegimja projects (https://alpha-exploration.com/wp-content/uploads/2023/09/Alpha_PR-28-August-23-Quarterly-exploration-update.pdf). On Aburna in total, 5,565m of drilling including 4,756m by reverse-circulation (28 holes) and 809m by diamond drilling (5 holes) had been completed in total during the 2023 drill program. Separately, 3,678m of trench & channel sampling testing extensions to the 7.2km

long gold in soil anomaly were announced. Assays from the trenching program did not report significant gold mineralization. Alpha also announced the completion of high-resolution topographic and drill hole collar survey as well as the commencement of an Environmental Baseline study and preliminary metallurgical test work on gold bearing sulphide material.

On October 2, 2023, the Company announced that following the completion of the GAIP and ground magnetic survey as well as 4,356m of trenching at the Aburna Gold Prospect, the Company has defined four primary targets covering > 5km of strike (https://alpha-exploration.com/wp-content/uploads/2023/10/Alpha_Ground-Geophysics-Update-02-October-2023-1.pdf). Separately, the completion of 19 additional trenches by the Company since March this year had confirmed a new trend of mineralization directly north of the Northeast Area prospect which also coincides with a 1km long, linear chargeability target in the GAIP survey (“Target 3”). Significant mineralization has now been intersected in trenching over a strike of >1km on the Northeast Area prospect.

On November 14, 2023, Alpha announced further results from the 2023 drilling program at Aburna. In Northeast Area drilling included 9m @ 5.99 g/t Au (drillhole ABR078) within a 1.2km long GAIP target extending a significant “shoot” of gold mineralization to over 200m in length. Separately, drillhole ABR092 intersected 9m @ 10 g/t Au and confirmed a separate mineralized structure over 200m in strike length. https://alpha-exploration.com/wp-content/uploads/2023/11/14NOV2023_PR_Alpha_Drilling-Update.pdf.

In addition, the Company announced that 20 trenches totalling 967 metres had been dug and sampled across the three primary targets interpreted from the GAIP survey. The trenches were typically 40m to 50m long and spaced approximately 200 metres from each other, orientated NW-SE, perpendicular to the interpreted strike of mineralization. Assay results from the trenching did not identify significant gold mineralization.

On December 18, 2023 Alpha announced the start of a new drilling program at Aburna with up to 10,000 metres of drilling planned, split into two separate 5,000m programs.

Following the end of the reporting period, on January 25, 2024, the Company announced results from metallurgical test work that had been undertaken by two independent laboratories to assess the amenability of gold recovery from sulphide bearing mineralization at Aburna. Gold recoveries of 88.6–91.9% were reported from analysis completed by Maelgwyn Mineral Services, South Africa, using a 24-hour cyanide leach at 75-µm grind size on composite samples. Preliminary results highlighted the positive potential metallurgical characteristics for future process-plant design. Separately, test work of cyanide recoverable gold compared to screen fire assay was completed by ALS in Perth, Australia, and reported results consistent with those from Maelgwn, suggesting minimal variability in cyanide-recoverable gold across the Aburna project area.

The Company also announced that assay results received from a series of 20 exploratory trenches totalling 967 metres across the Dasharna, North East areas and across the south west of Aburna have been received and did not intersect significant mineralization.

On January 30, 2024, the Company announced initial assays from the 10,000m drill program commenced in December 2023 that included 20m @ 2.82 g/t Au (Hole ABR100) and 22m @ 1.71 g/t Au (Hole ABR105) from nine drill holes completed at Central Area. At Northeast Area assays included 2m @ 13.11 g/t Au (hole ABR108) and 1m @ 14 g/t Au (ABR109) from three drill holes completed.

Further drilling results from Aburna were announced on March 1st 2024, from a further 16 holes completed over the Hill 52, Central and Northeast Area prospects on Aburna. Hole ABD012 intersected 15.33 g/t Au over 18m and was drilled as a step out along strike from existing high- grade mineralization that included holes ABD001 (20m @ 7.70 g/t Au). ABD013, a step out from ABD012, intersected 49m @ 2.75 g/t Au

and included two separate higher-grade zones of 7m @ 14.90 g/t Au and 2m @ 6.19 g/t Au at shallow depths (<70m from surface).

On April 26, 2024, Alpha announced that final assays had now been received for the remaining 16 drillholes drilled at Aburna in Q1 2024 including 5 holes from Hill 52, 5 drillholes from Central Area with a further 6 drillholes at Northeast Area. Alpha has now completed the first phase of a planned 20,000m, 2024 drilling program at Aburna.

Drillhole ABRD113 was designed to test the main Northeast Area mineralized shoot at depth and successfully intercepted the high-grade lens including 5m @ 11.03 g/t Au. Drillhole ABRD118 was designed to test down dip potential at Central Area and successfully intercepted 4m @ 5.96 g/t Au, extending known mineralization down dip.

Anagulu Gold-Copper Porphyry Prospect:

Anagulu Gold-Copper Porphyry Prospect is in the southwest of the Kerkasha license and was discovered by Alpha geologists while completing regional soil sampling and reconnaissance prospecting in 2018-2019. The prospect is defined by an easily identifiable malachite-stained (copper oxide) outcrop and more recently by a large coincident northeast-southwest oriented gold and copper anomaly (soils and rock chips) measuring approximately 2 km in length and 0.75 km in width, where outcrops.

Early reconnaissance drilling at Anagulu in 2020 revealed strong gold and copper mineralization; the discovery diamond drill hole (AND001) in the northeast part of the prospect reported a 49m intersection averaging 2.42 g/t gold, 1.10 % copper and 6.83 g/t silver.

In early 2022, Alpha carried out a program of remapping of the Anagulu Gold-Copper Porphyry Prospect at 1:1,000 scale, focusing on identifying the quartz-eye diorite host rock. Using the results of the remapping program, Alpha carried out a program of trench sampling from February 3 – March 6, 2023, taking 1,289 samples over areas considered prospective for mineralization (quartz-eye diorite with elevated copper in soil sampling), in the southwest of the prospect. Assays from the trenching program confirmed there were elevated levels of copper in the southwest over approximately 1.5 km of strike that warranted follow-up exploration and drill testing in 2023. No exploration drilling was carried out over Anagulu in 2023 as Alpha focused its resources on the Aburna Gold Prospect. Further details on the Anagulu prospect are available on the Company's website at www.alpha-exploration.com.

Tolegimja Copper-Zinc-Gold Volcanogenic- Massive–Sulphide (“VMS”) Prospect:

Tolegimja is a VMS Prospect located in the northeast of the Kerkasha license. Prominent gossan outcrops were discovered by Alpha geologists while completing regional soil sampling and reconnaissance prospecting in 2018.

The gossans at Tolegimja are spatially associated with surface geochemical (soil and rock chip) anomalies for copper and zinc as well as an IP chargeability anomaly.

The only work completed at the Tolegimja prospect in 2023 was 1,324m of trenching through the main gossan that did not result in finding any significant mineralization. Further details on the Tolegimja prospect are available on the Company's website at www.alpha-exploration.com.

Kona Gold-Copper Porphyry Prospect:

Kona is a Porphyry-Copper Gold Prospect in the north-central area of the Kerkasha license and was discovered by Alpha geologists while completing regional soil sampling and reconnaissance prospecting.

There was no exploration carried out over the Kona Prospect in 2023, as Alpha focused its resources on the Aburna Gold Prospect during this period. Further details on the Kona prospect are available on the Company's website at www.alpha-exploration.com.

Other Prospects:

Alpha Geologists have identified many other prospects on the large Kerkasha license including 3 historic colonial gold mines and 6 areas of recent artisanal mining. In some cases, initial sampling of some prospects has taken place (e.g. Tolefafa, Dase and Shahate). Only Tolefafa returned interesting assays suggestive of VMS potential.

Regional exploration:

During Q2 2023, Alpha used independent contractors to carry out differential GPS surveys of all drill hole collars at Kerkasha completed to date (Aburna, Anagulu, Tolegimja, Kona, Kosolda and Asheshi Prospects).

Exploration and Development Expenditures

Mineral exploration expenditures with respect to the Kerkasha Project form a significant portion of Alpha's expenditures during the three months ended March 31, 2024 and the year ended December 31, 2023 were as follows:

	March 31, 2024	December 31, 2023
	\$	\$
Opening balance	12,470,777	9,675,511
Exploration costs:		
Drilling	225,690	800,619
Assays	98,048	312,259
Surveys	-	4,000
Technical services	50,793	268,874
Exploration licenses and fees	381	17,874
Labour cost	154,050	591,910
Share-based compensation	-	246,519
Reversal of share-based compensation ⁽¹⁾	-	(279,075)
Consumable spare parts and supplies	34,860	305,716
Other direct expenses	115,937	455,066
Depreciation expenses	16,679	71,504
Sub total	696,438	2,795,266
Ending balance	13,167,215	12,470,777

⁽¹⁾ On September 29, 2023, due to Mr. Alasdair Smith's resignation, his remaining 6,278,992 performance warrants were cancelled. This resulted in a reversal of \$279,075 of previously recorded share-based compensation capitalized to exploration and evaluation assets during the years ended December 31, 2021, 2022 and 2023.

Summary of Quarterly Results

The following is selected financial data from the Company's quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being the three months ended March 31, 2024:

Three months ended	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
	\$	\$	\$	\$
Revenues	-	-	-	-
Net and Comprehensive income / (loss) for the period	(1,155,441)	636,701	543,381	(1,668,795)
Net income (loss) per share (basic and diluted) ⁽¹⁾⁽²⁾	(0.01)	0.01	0.01	(0.03)

Three months ended	March 31, 2023	December 31, 2022	September 30, 2022	June 30, 2022
	\$	\$	\$	\$
Revenues	-	-	-	-
Net and Comprehensive income / (loss) for the period	(270,191)	(295,738)	(16,585)	27,581
Net income (loss) per share (basic and diluted) ⁽¹⁾⁽²⁾	-	(0.01)	-	-

⁽¹⁾ Where presented together, the basic and diluted loss per share amounts are the same amount due to the anti-dilutive effect of outstanding stock options and warrants.

⁽²⁾ The sum of the quarterly per share amounts may not equal, in aggregate, the annual per share amount due to rounding in the calculations.

The quarter ended March 31, 2024 included professional fees of \$127,499, general and administrative expenses of \$102,629 driven by travelling and attendance of mining conferences and a fair value adjustment loss arising from the revaluation of warrant liabilities of \$858,941.

The quarter ended December 31, 2023 included professional fees of \$132,087, general and administrative expenses of \$51,262 driven by travelling and attendance of conferences and a fair value adjustment gain arising from the revaluation of warrant liabilities of \$574,527.

The quarter ended September 30, 2023 included professional fees of \$76,978, general and administrative expenses of \$42,214 driven by travelling and attendance of conferences, salaries of \$34,886 and a fair value adjustment gain arising from the revaluation of warrant liabilities of \$707,517.

The quarter ended June 30, 2023 included share-based compensation of \$271,460, professional fees of \$106,572, salaries of \$60,475, general and administrative expenses of \$68,415 driven by travelling and attendance of conferences and a fair value adjustment loss arising from the revaluation of warrant liabilities of \$1,172,226.

Results of Operations

During the three months ended March 31, 2024, the Company reported net loss of \$1,155,441 and loss per share of \$0.01 (2023 – net loss of \$270,191 and a loss per share of \$0.00).

	2024	2023
	\$	\$
EXPENSES		
Professional fees	127,499	43,936
Salaries	13,671	59,513
Director's fees	5,000	5,000
Office expenses	447	1,048
General and administrative expenses	102,629	75,978
Finance cost	2,237	1,364
Share-based compensation	-	12,746
Foreign exchange loss / (gain)	61,853	(28,381)
Loss on fair value adjustment on warrant liability	858,941	91,375
Interest income	(16,836)	-
Interest expense	-	7,612
NET AND COMPREHENSIVE LOSS	(1,155,441)	(270,191)

The net loss for the three months ended March 31, 2024, increased compared with the three months ended March 31, 2023. The increase was largely attributable to an increase in professional fees and a larger fair value adjustment loss on warrant liability of \$858,941, compared to a fair value adjustment loss on warrant liability of \$91,375 during the three months ended March 31, 2023.

Overall, results in every quarter have been affected by the non-cash items such as the share-based compensation, fair value adjustment on warrants liability and the foreign exchange.

Cash flows:

The following table summarizes Alpha's cash flows for the three months ended, and cash on hand as at, March 31, 2024 and 2023:

	Three Months Ended March 31,	
	2024	2023
	(\$)	(\$)
Cash, end of period	2,442,800	2,166,951
Cash provided by / (used in) operating activities	(204,651)	2,201,857
Cash used in investing activities	(586,122)	(135,370)

As at March 31, 2024, Alpha had a cash position of \$2,442,800 and net working capital of \$1,567,553 compared to cash position of \$3,233,573 and net working capital of \$2,648,718 as at December 31, 2023.

On April 6, 2023, the Company issued 4,773,214 units at CAD\$0.70 per unit for gross proceeds of CAD\$3,341,250 (\$2,479,040 USD equivalent) pursuant to the first tranche of a private placement. Each unit consists of one common share and one share purchase warrant exercisable at CAD\$1.05 per common share for a period of 24 months. In connection with the private placement, the Company paid a cash finder's fee payment equal to 6% on a proportion of the units issued. Part of the gross proceeds was paid by settling the balance of the loan with Astor Management AG along with accrued interest.

On May 4, 2023, the Company issued 1,993,075 units at CAD\$0.70 per unit for gross proceeds of CAD\$1,395,153 (\$1,028,418 USD equivalent) pursuant to the second tranche of a private placement. Each unit consists of one common share and one share purchase warrant exercisable at CAD\$1.05 per common share for a period of 24 months. In connection with the two tranches of the private placement, Alpha incurred total cash share issue costs of \$181,593.

On November 14, 2023, a total of 15,286,159 non-voting preferred shares were converted to ordinary common shares. As a result of the transaction, \$669,505 was transferred to contributed surplus representing the difference in the current fair value of the shares compared to the fair value assigned upon the original conversion from ordinary common shares to preferred shares during the year ended December 31, 2021.

On December 7, 2023, the Company issued 5,971,430 units at CAD\$0.70 per unit for gross proceeds of CAD\$4,180,001 (\$3,074,208 USD equivalent) pursuant to the second tranche of a private placement. Each unit consists of one common share and one-half share purchase warrant exercisable at CAD\$1.05 per common share for a period of 24 months. In connection with the private placement, Alpha incurred total cash share issue costs of \$50,111.

On April 10, 2024, the Company issued 3,814,415 units at CAD\$0.70 per unit for gross proceeds of CAD\$2,670,091 pursuant to a private placement. Each unit consists of one common share and one-half of purchase warrant exercisable at CAD\$1.05 per common share for a period of 24 months.

Alpha regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity. Alpha's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet its liabilities as they become due.

The cash of \$204,651 used in operating activities consisted of the net loss of \$1,155,441 partially offset by a net change in working capital items of \$858,941 and a net change in non-cash items of \$91,849.

The cash of \$586,122 used in investing activities consisted of exploration and evaluation expenditures on the Kerkasha Project properties of \$580,283 and purchase of equipment of \$5,839.

Contractual Obligations

Alpha had no contractual obligations as at March 31, 2024.

Off-balance sheet arrangements

Alpha had no off-balance sheet arrangements as at March 31, 2024.

Proposed Transactions

Alpha had no proposed transactions as at March 31, 2024.

Transactions with Related Parties

All transactions with related parties have occurred in the normal course of operations and are recorded at the exchange value, which is the amount of consideration established and agreed to by the related parties. Details of transactions between Alpha and other related parties, other than transactions between Alpha and its subsidiaries that are related parties of Alpha, which have been eliminated on consolidation, are disclosed below.

At March 31, 2024 and December 31, 2023, the related party balances were as follows:

	March 31, 2024	December 31, 2023
	\$	\$
Colonnade Mining Group Eritrea Ltd, Eritrea – common owner	(4,939)	176,360
Frontier Equipment Supplies DMCC, UAE – common owner	5,827	-
Michael Hopley - CEO		730
Anna Nydegger - Director	5,000	-
Total	5,888	177,090

During the three months ended March 31, 2024 and 2023, the related party transactions were as follows:

	2024	2023
	\$	\$
Colonnade Mining Group Eritrea Ltd, Eritrea – drilling services	225,690	10,100
Hemera Capital Management, Cayman – advisory fees	6,000	6,000
Frontier Equipment Supplies DMCC, UAE - purchase	5,827	49,472

Compensation of key management personnel

Key management includes members of the Board of Directors, the Chief Executive Officer and the Chief Financial Officer. The aggregate compensation paid, or payable, to key management personnel during the three months ended March 31, 2024 and 2023 were as follows:

	2024	2023
	\$	\$
Salaries	9,237	72,408
Benefits	-	8,600
Directors' fees	5,000	5,000
Accounting fees	11,693	10,055
Advisory fees	6,000	6,000
Shared-based compensation	-	26,924
	31,930	128,987

Note: During the prior year, salaries and benefits of Mr. Alasdair Smith, which form part of salaries and benefits noted above, are capitalized to the exploration and evaluation assets in Alpha Eritrea Ltd.

Accounting fees are for the current CFO. Share-based compensation for the year ended December 31, 2023 of \$nil (2023 - \$14,178) was capitalized to exploration and evaluation assets.

Critical Accounting Estimates

Precious and other metals exploration require management to make certain estimates, judgements and assumptions that affect the reported amount of assets and liabilities, and the reported amounts of expenses. Actual outcomes could differ from these estimates. This MD&A and Alpha's financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout this MD&A and Alpha's consolidated financial statements and may require accounting adjustments based on future occurrences. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods. There have been no changes in critical accounting estimates during the three months ended March 31, 2024.

Changes in Accounting Policies

There have been no changes in accounting policies during the three months ended March 31, 2024.

Financial Instruments and Financial Risk

The Company's financial instruments include cash, other receivables, accounts payable and warrant liability and are recorded at fair value. The carrying value of these financial instruments approximates their fair values due to the relatively short periods of maturity of these instruments, with accounts payable being due on normal commercial terms.

The Company's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk), credit risk and liquidity risk. There have been no changes in any risk management policies since December 31, 2023.

Outlook

Alpha is in the exploration stage and is subject to risks and challenges similar to companies in a comparable stage. These risks include, but are not limited to, the challenges of securing adequate capital in view of exploration, development and operational risks inherent in the mining industry as well as global economic and gold price volatility. There is no assurance that Alpha's funding initiatives will continue to be successful to fund its planned exploration activities, which are focused on the Kerkasha Project. Please refer to the "Risks and Uncertainties" section of this MD&A and the section entitled "Risk Factors" in the Circular for a more fulsome discussion of the factors that could cause Alpha's actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements.

Outstanding Share Data

On November 14, 2023, a total of 15,286,159 preferred shares were converted to ordinary common shares.

As of the date of this report, Alpha's issued common shares, preferred shares, and stock options and warrants that are convertible into common shares are shown below:

	Number
Issued and outstanding common shares	90,660,318
Share Warrants with a weighted average exercise price of CAD\$1.05	14,102,651
Share Options with a weighted average exercise price of CAD\$0.67	1,000,000
Total	105,762,969

Risks and Uncertainties

Alpha is in the mineral exploration and development business and, as such, is exposed to a number of risks and uncertainties that are not uncommon to other companies in the same business. Some of the possible risks include the following:

- a) The industry is capital intensive and subject to fluctuations in metal prices, market sentiment, foreign exchange and interest rates. The recovery of the Company's investment in exploration and evaluation assets and the attainment of profitable operations are dependent upon the discovery and development of economic ore reserves and the ability to arrange sufficient financing to bring the ore reserves into production.
- b) The most likely source of future funds for further acquisitions and exploration programs undertaken by the Company are the sale of equity capital or the offering by the Company of an interest in its properties to be earned by another interested party carrying out further exploration or development. If such exploration programs are successful, the development of economic ore bodies and commencement of commercial production may require future equity financings by the Company which are likely to result in substantial dilution to the holdings of existing shareholders.
- c) The Company's capital resources are largely determined by the strength of the resource markets and the status of the Company's projects in relation to these markets, and its ability to compete for the investor support of its projects.
- d) The prices of metals greatly affect the value of and the potential value of its exploration and evaluation assets. This, in turn greatly affects its ability to raise equity capital, negotiate option agreements and form joint ventures.
- e) The Company must comply with health, safety, and environmental regulations governing air and water quality and land disturbances and provide for mine reclamation and closure costs. The Company's permission to operate could be withdrawn temporarily where there is evidence of serious breaches of such regulations, or even permanently in the case of extreme breaches. Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or noncompliance with environmental laws or regulations.
- f) The operations of the Company will require various licenses and permits from various governmental authorities. There is no assurance that the Company will be successful in obtaining the necessary licenses and permits to continue exploration and development activities in the future.
- g) Although the Company has taken steps to verify title to exploration and evaluation assets in which it has an interest, these procedures do not guarantee the Company's title. Such assets may be subject to prior agreements or transfers and title may be affected by such undetected defects. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, then actual results may vary materially from those described in any forward-looking statement. The development and exploration activities of the Company are subject to various laws

governing exploration, development, and labour standards which may affect the operations of the Company as these laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted.

For further discussion related to risks and uncertainties, please refer to the section entitled “*Risk Factors*” in the Company’s Final Prospectus available on SEDAR at www.sedar.com.

Disclosure Controls and Procedures and Internal Controls Over Financial Reporting

Disclosure controls and procedures are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized, and reported within the time periods specified by securities regulations and that the information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer’s Annual and Interim Filings) (“NI 52-109”), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three months ended March 31, 2024, and this accompanying MD&A (together, the “Interim Filings”).

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at www.sedar.com.

Forward Looking Information

Except for statements of historical fact relating to Alpha, certain information contained herein constitutes forward-looking statements. Forward-looking statements are frequently characterized by words such as “plan”, “expect”, “project”, “intend”, “believe”, “anticipate” and other similar words, or statements that certain events or conditions “may” or “will” occur. Forward-looking statements are based on the opinions and estimates of management at the date the statements are made. There can be no assurance that such forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Investors are advised to carefully review and consider the risk factors identified in the Circular under, among other places, “*Risk Factors*” for a discussion of the factors that could cause Alpha’s actual results, performance and achievements to be materially different from any anticipated future results, performance or achievements expressed or implied by the forward-looking statements and forward-looking information. Accordingly, readers should not place undue reliance on such statements. Alpha does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws. Events discussed elsewhere in the Circular (as defined below) have not been included in the discussion below.

Capitalized terms used but not defined herein shall have the respective meanings given to them in the Circular.