Group Eleven Resources Corp.

Management's Discussion and Analysis
For the Six Months Ended June 30, 2024

Contents

General

This Management's Discussion and Analysis ("MD&A" or "Report") of the financial condition of Group Eleven Resources Corp. ("Group Eleven" or "the Company") and results of operations of the Company for the six months ended June 30, 2024 (the "Period") has been prepared by management in accordance with the requirements under National Instrument 51-102 as at August 6, 2024 (the "Report Date"). The Report should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2023 and 2022, and the notes thereto (collectively, the "Financial Statements"), which have been prepared using accounting policies consistent with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS") and within which the Company's accounting policies are described in Note 2. All dollar amounts in the Report are in Canadian dollars unless otherwise noted.

Overview

Group Eleven is a mineral exploration company, focused on its recent Ballywire zinc-lead-silver discovery in Ireland. The Company holds 30 Prospecting Licenses ("PLs") in Ireland, comprising over 905 square kilometres on three main properties which are highly prospective for Irish Type zinc-lead deposits. Ireland is host to some of the world's largest zinc deposits. The Company's common shares are listed on the TSX Venture Exchange ("TSX-V") under the symbol ZNG and on the OTC under the symbol GRLVF.

2024 Highlights

Exploration:

As detailed below, drill results and the extension of the mineralized footprint at Group Eleven's 100% owned Ballywire project to date in 2024 continue to raise the profile of the project. With a 2.6km-long footprint, a 6km-long prospective trend and some of the highest silver values ever attained in Ireland, Ballywire is increasingly showing signs of a major zinc-lead-silver discovery.

- On January 11, 2024, the Company announced a two-rig step-out drill program at Ballywire (PG West project).
- On January 30, 2024, the Company announced that the mineralized footprint at Ballywire was extended by 50 metres to the north, and also announced additional germanium assays and expanded its ground position at Stonepark.
- On April 4, 2024, the Company announced further drill results, extending mineralization along the Ballywire trend to 2.6 km by way of four step-out holes targeting previously undrilled gravity-high anomalies located 530m and 930m east of the Ballywire discovery area.
- On June 11, 2024, the Company announced the best intersection to date at Ballywire, totaling 29.6m of 10.6% Zn+Pb (4.0% Zn and 6.6% Pb), 78 g/t Ag and 0.15% Cu (from 283.4m down hole), in G11-3552-12, a 180m step-out from the discovery area.
- On July 3, 2024, the Company announced details of the upcoming drill program at the Carrickittle West Prospect, which spans across the Stonepark and PG West projects. The Company also provided an update on the ongoing drill program at Ballywire.

Corporate:

From January 1, 2024 to June 30, 2024, a total of 616,650 warrants were exercised for total gross proceeds of $73,998, pursuant to which the Company issued 616,650 shares in the capital of the Company.

On February 1, 2024, stock options were exercised for gross proceeds of $6,750, pursuant to which the Company issued 75,000 shares in the capital of the Company.

On February 18, 2024, warrants allowing for the acquisition of up to, in the aggregate, 10,984,335 shares of the Company at $0.18 per share expired.

Report on Operations

During the six months ended June 30, 2024, the Company followed-up drilling at the Ballywire prospect (PG West project) and provided details of the upcoming drill program at the Carrickittle West Prospect.

PG West (Limerick Region, Ireland)

The PG West project, including the Denison prospect as well as the nearby Tullacondra prospect, comprises 18 PLs covering 535 square kilometres and is contiguous with the Company's Stonepark project, covering additional prospective stratigraphy in the Limerick region. The PG West project encompasses the Pallas Green Corridor, a 25km-long trend containing Glencore's Pallas Green deposit in the north and the Company's Carrickittle, Ballywire and Denison prospects to the south. The recently acquired Tullacondra prospect (1 PL; 18.5 square kilometres) is located approximately 20km south of the PG West project.

On January 11, 2024, the Company announced it had mobilized two drill rigs to focus on the gravity-high anomalies along strike from the discovery area, spanning a strike area of approximately 2.9 kilometres, and stepouts from high-grade intersections.

On January 30, 2024, the Company announced that drill results from drillhole G11-3552-04 (50m step-out north of drill hole G11-3552-03) returned 2.5m of 4.4% Zn+Pb (3.4%Zn and 1.1%Pb) and 21g/t Ag (starting at a depth of 225m), including 0.8m of 6.5% Zn+Pb (4.8% Zn and 1.7% Pb) and 35 g/t Ag; 2.7m of 3.5% Zn+Pb (1.9% Zn and 1.6% Pb) and 23 g/t Ag (starting at a depth of 253m), including 0.4m of 14.2% Zn+Pb (9.6% Zn and 4.6% Pb) and 84 g/t Ag. Additionally, the Company reported further elevated germanium grades from the re-assay of previously announced high-grade Zn-Pb-Ag mineralized intervals.

On June 11, 2024, the Company announced the best intersection to date at Ballywire: 29.6m of 10.6% Zn+Pb (4.0% Zn and 6.6% Pb), 78 g/t Ag and 0.15% Cu (from 283.4m down hole), in G11-3552-12, a 180m step-out from the discovery area, including 12.9m of 16.6% Zn+Pb (5.8% Zn and 10.8% Pb), 123 g/t Ag and 0.19% Cu (including 5.2m of 24.1% Zn+Pb (2.8% Zn and 21.3% Pb), 76 g/t Ag and 0.10% Cu and 6.8m of 12.6% Zn+Pb (8.5% Zn and 4.1% Pb), 172 g/t Ag and 0.29% Cu). Mineralization consists predominantly of massive and semi-massive sulphide, as well as disseminated and vein hosted sulphide mineralization. Hole G11-3552-12 was drilled approximately 50m up-dip of hole G11-3552-09 which returned a 21.8m zone of mineralization, including 2.8m of 4.1% Zn+Pb (3.4% Zn and 0.8% Pb) and 5 g/t Ag, suggesting mineralization was strengthening up-dip and to the north. Mineralization was intersected in all four step-out holes reported. Drilling continues with two rigs, testing 50m up-dip and to the north of G11-3552-12 and testing gravity anomaly B, respectively; with further holes planned for follow-up drilling at gravity anomaly C2.

The high-grade mineralization over a strike of 710m at the discovery area has now been extended by 180m, or 25%, to a new total of 890m. Record widths of high-grade mineralization in this hole potentially indicate vectoring in towards a higher grade and more robust part of the system. To date, the Company has intersected robust mineralization at Ballywire over a strike length of 2.6km, from an historic high-grade intercept 1km west of the discovery area, through the 890m strike of the discovery area to the large step-out holes announced in April 2024. A prospective trend, informed by gravity-high anomalies along the Waulsortian Limestone has a strike-length of over 6km. The Company plans to continue to systematically drill test these anomalies.

On July 3, 2024, the Company advised that the two-rig drill program at Ballywire is progressing well.

The Company incurred $606,226 in exploration expenditures at PG West during the Period, primarily on drilling at Ballywire, as well as on data compilation and project supervision.

On May 1, 2024, the Company surrendered the 2 Gortdrum PLs (covering 49 square kilometres) and on June 18, 2024, surrendered 2 Tullacondra PLs (covering 66 square kilometres), within the PG West project.

Stonepark Project (Limerick Region, Ireland)

Following the acquisition of one PL in December 2023, the Stonepark project now comprises 7 PLs covering an area of 200.7 square kilometres. The Company holds a 76.56% interest in TILZ Minerals Ltd. ("TILZ"), the legal entity that holds the licences encompassing the Stonepark project. The remaining 23.44% equity interest in TILZ is held by Limerick Zinc Limited ("Limerick"), a subsidiary of Arkle Resources PLC ("Arkle"), an Ireland-based company focused on zinc and gold exploration. The interest in TILZ is consolidated, with the acquisition value of the project reflected in exploration and evaluation assets and ongoing exploration costs reflected as expenses on the Consolidated Statements of Loss and Comprehensive Loss in the Company's Financial Statements. The carrying value ascribed to Arkle's 23.44% interest in TILZ is captured as non-controlling interest in the Financial Statements.

Stonepark hosts three main zones of mineralization: Stonepark North, Stonepark and Stonepark West, located several kilometres west of Glencore's Pallas Green deposit. These zones of mineralization host a Mineral Resource Estimate ("MRE") of 5.1 million tonnes grading 11.3% Zn and Pb combined (8.7% Zn and 2.6% Pb) in the Inferred Mineral Resource category. The details and supporting information for the MRE are filed on www.sedar.com and in the NI 43-101 Independent Report on the Zinc-Lead Exploration Project at Stonepark, County Limerick, Ireland, with an effective date of April 26, 2018.

On July 3, 2024, the Company provided details of the upcoming drill program at the Carrickittle West Prospect, which prospect spans across the Stonepark Project ("Stonepark") and the PG West Project.

Drilling is planned to begin in calendar Q3 2024 and completed by year-end, with 4-5 holes totaling approx. 1,700m (hole depths of 350m to 550m). Drilling will test targets on the southern margin of Limerick Volcanic Complex ("LVC"), a prospective area that measures approximately 11km in strike-length. Targets include areas of brecciation and mineralization seen in previous drilling, the Kilteely volcanic centre and the SW extensions of the Coonagh Castle Fault (first intersected by Group Eleven, see news release dated June 16, 2022). The volcanic centre at Kilteely, covering 2km x 6km, is the focus of renewed attention by the Company given its potential importance in localizing zinc mineralization; note that the only other interpreted volcanic centre in the LVC is located adjacent to the Pallas Green deposit (only 5km to the north of Carrickittle West).

The Company spent $23,584 during the Period on the Stonepark project, primarily on data compilation and project supervision.

Ballinalack Project (Ireland)

The Ballinalack project ("Ballinalack") consists of 5 PLs covering 169.0 square kilometres and is located approximately 50km west of the Tara Zinc-Lead Mine (Boliden AB), near Navan. The Company holds a 60% interest in Ballinalack Resources Limited ("BRL"), the legal entity that owns the licences comprising Ballinalack. The remaining 40% of BRL is owned by Shenzhen Zhongjin Lingnan Nonfemet Company Limited ("Nonfemet"), one of the largest zinc producers in China. The interest in BRL is consolidated, with the acquisition value of the project reflected in exploration and evaluation assets and ongoing exploration expenditures reflected on the Statements of Loss and Comprehensive Loss in the Company's Financial Statements. The carrying value ascribed to Nonfemet's 40% interest in BRL is captured as non-controlling interest in the Financial Statements.

Ballinalack hosts a MRE of 5.4 million tonnes grading 8.7% Zn and Pb combined (7.6% Zn and 1.1% Pb) in the Inferred Mineral Resource category. The details and supporting information of the MRE are filed on www.sedar.com and in the NI 43-101 Independent Report on Base Metal Exploration Project at Ballinalack, County Westmeath, Ireland, with an effective date of January 11, 2019.

The Company incurred minimal costs during the Period.

Silvermines (Ireland)

Until May 1, 2024, Silvermines was comprised of 2 PLs covering a total of 43.0 square kilometres. The Silvermines project was considered highly prospective for Irish Type zinc-lead deposits. The Cooleen prospect (e.g. 7.3m of 16.0% Zn+Pb in drillhole NX-11) had seen limited exploration activity over the past 20 years (the PLs had been released from long-term moratorium in May 2015). The project was located adjacent to the historic Silvermines Zinc-Lead Mine which produced approximately 10.8 million tonnes grading 7.4% Zn and 2.7% Pb between 1968 and 1982 (Boland et al, 1992).

The Company incurred minimal expenditures at the project during the Period, and on May 1, 2024 the 2 licenses comprising the Silvermines project were surrendered. As the costs expended on the licenses were not capitalized, no amounts were written off in respect of the surrender of the licenses, and the project was terminated.

Exploration and Evaluation Assets Expenditures

Exploration and evaluation expenditures incurred by the Company, excluding acquisition costs, have been expensed in the Statements of Loss and Comprehensive Loss in the Company's Financial Statements, the details of which follow:

	Six months ended June 30, 2024	**From acquisition to June 30, 2024**
	($)	**($)**
PG West Project	606,226	5,065,782
Stonepark Project	23,584	1,697,909
Ballinalack Project	1,824	1,089,210
Silvermines Project	642	708,583
Tralee Project	-	357,148
General exploration	2,241	2,773
Total Cumulative Expenditures	**634,517**	**8,921,405**

Operating expenditures

	Three Months Ended June 30, 2024 ($)	2023 ($)	Six Months Ended June 30, 2024 ($)	2023 ($)
Operating expenses				
Exploration expenditures	301,370	239,457	634,517	623,042
Professional fee and salaries and benefits	211,551	200,386	370,627	349,665
Marketing and investor relations	33,326	16,055	74,061	39,344
General and administrative	36,085	37,914	70,946	71,727
	582,332	**493,812**	**1,150,151**	**1,083,778**
Interest income	(25,748)	(1,518)	(41,155)	(3,086)
Depreciation	1,596	258	3,005	1,438
Foreign exchange (gain) loss	(65,724)	4,696	(206,004)	(13,182)
Share based payments	20,700	15,175	41,399	30,349
Write-off of accounts payable	-	(5,008)	-	(5,008)
Loss for the period	**513,156**	**507,415**	**947,396**	**1,094,289**

For the six months ended June 30, 2024 ("Period 2024") as compared with the six months ended June 30, 2023 ("Period 2023")

The loss for Period 2024 was relatively unchanged as compared with the loss for Period 2023. Exploration expenditures were incurred primarily on drilling at the Ballywire prospect, PG West project. The Company entered into agreements with marketing and investor relations, and fluctuations in the Euro gave rise to a foreign exchange gain in Period 2024 of $206,004 as compared with a gain of $13,182 in Period 2023. The Company recognized share-based expense of $41.399 in Period 2024 as compared with $30,349 in Period 2023 on vesting of stock options. Interest income in Period 2024 was $41,155 as compared with $3,086 in Period 2023, on availability of funds resulting from private placements closed in late 2023 totaling $4,500,000.

For the three months ended June 30, 2024 ("Q2/24") as compared with the three months ended June 30, 2023 ("Q2/23")

The loss for Q2/24 was relatively unchanged as compared with the loss for Q2/23. The Company had agreements with marketing and investor relations in place in Q2/24 that it did not have in Q2/23. The fluctuations in the Euro gave rise to a foreign exchange gain in Q2/24 of $65,724 as compared with a loss of $4,696 in Q2/23. The Company recognized share-based expense of $20,700 in Q2/24 as compared with $15,175 in Q2/23 on vesting of stock options. Interest income in Q2/24 was $25,748 as compared with $1,518 in Q2/23, on availability of funds resulting from private placements closed in late 2023 totaling $4,500,000.

Summary of Quarterly Results

The table below presents selected financial data for the Company's eight most recently completed quarters.

	2024		2023				2022	
	June 30	Mar 31	Dec 31	Sept 30	Jun 30	Mar 31	Dec 31	Sept 30
	($)		($)	($)	($)	($)	($)	($)
Comprehensive Loss	513,156	434,240	907,141	535,132	507,415	586,874	641,487	691,753
Basic and Diluted Loss per Share	0.00	0.00	0.01	0.00	0.00	0.00	0.00	0.00

The Company's expenses fluctuate from period to period primarily as a result of changes in the level of exploration activity during the period and, therefore, lack some degree of comparability. Exploration activity will vary depending on the availability of funding, primarily sourced from equity financing, and property expenditure requirements needed to maintain the PLs in good standing.

Liquidity and Capital Resources

The Company had cash of $1,925,431 at June 30, 2024 as compared to $3,357,077 at December 31, 2023. During the Period the Company continued exploration at the PG West and Stonepark project areas within the Limerick region.

Management believes that it has sufficient cash resources to support the ongoing sustaining costs of the Company for the ensuing 12 months through a combination of prioritization of activities and discretion in the level of its expenditures; however, to continue meeting future property expenditure requirements and maintain exploration activities at historic levels, the Company will need to raise additional funds. While the Company has been successful in doing so in the past, there can be no assurance that the Company will be able to do so in the future. Factors that affect the availability of financing include the progress and results of ongoing exploration at the Company's mineral properties, the state of international debt and equity markets, and investor perceptions and expectations of the global markets, mining, and the zinc sector in particular.

The Company is required to make exploration expenditures on a bi-annual basis in order to maintain existing land holdings. During 2024, the Company is required to spend €281,150 at PG West (expended). As a result of the surrendering of the 2 PLs on May 1, 2024, there will be €Nil required to spend at Silvermines. During 2025, the Company will be required to spend €40,000 at PG West, €263,800 at Stonepark and €462,500 at Ballinalack. Should the Company elect to further reduce the number of PLs it holds for the properties, the required minimum expenditures would reduce accordingly.

Financial Instruments

The Company's activities potentially expose it to a variety of financial risks, including liquidity risk, interest rate risk, foreign exchange currency risk, and commodity price risk.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations when they become due. As at June 30, 2024 the Company had a working capital of $1,699,667 (December 31, 2023: $2,528,268). Within current liabilities, $174,796 (December 31, 2023: $366,806) pertains to joint venture partner contributions, for the purposes of exploration at Ballinalack and Stonepark. The Company is required to continue funding the joint ventures in order to maintain its pro-rata interests in BRL and TILZ. Once the Company has made the required advances, BRL and TILZ intend to issue shares to the Company and its joint venture partners to recognize the advances as capital contributions. In January 2024, TILZ issued 320,791 and 98,215 shares of TILZ to GERL and Limerick, respectively, to recognize the expenditures at the properties to December 31, 2022, as capital contributions. In April 2024, BRL issued 50,326 and 33,551 shares of BRL to GERL and Nonfemet, respectively, to recognize the expenditures at the properties to December 31, 2022, as capital contributions.

Management believes that the Company has sufficient financial resources to meet its obligations as they come due and to maintain existing operations, however it will need to raise additional funds to continue advancing exploration on key projects in the future.

Foreign Exchange Risk

The Company's functional currency is the Canadian dollar. There is a foreign exchange risk to the Company as its exploration and evaluation property interests and resulting future commitments are located in Ireland. The Euro translation rate has experienced volatility over the last several years as a result of monetary policies adopted by the European Central Bank. Management monitors its foreign currency balances and makes adjustments based on anticipated need for currencies. The Company has a policy of not engaging in hedging activities to address this foreign currency risk. At June 30, 2024, the Company had Euro denominated current assets of €219,455 and Euro denominated current liabilities of €143,235. Accordingly, a 10% change in the foreign exchange rate would result in a $11,194 credit or charge to operations.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is currently not exposed to any interest rate risk as cash is held in a non-interest-bearing account and the Company does not hold any interest-bearing liabilities.

Credit risk

Credit risk arises from the potential for non-performance by counterparties of contractual financial obligations. The Company's exposure to credit risk is on its cash and other receivables. The Company reduces its credit risk by maintaining its bank accounts at a large international financial institution. The maximum exposure to credit risk is equal to the carrying value of these financial assets.

Commodity Price Risk

While the value of the Company's exploration and evaluation assets is related to the price of zinc and other minerals, the Company currently does not have any operating mines and hence does not have any hedging or other commodity-based risks with respect to its operational activities. Zinc and other mineral prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, the perception of market participants about the price and future price prospects for zinc, changes in manufacturing and construction activity as well as other industrial demands, levels of worldwide production, and forward sales by producers and speculators.

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

- Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 - Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 - Inputs that are not based on observable market data.

The fair value of the Company's cash, accounts payable and accrued liabilities, exploration partner advances and government loan payable approximates their carrying value because of the short-term nature of the financial instruments.

Contractual Obligations

The Company does not have any contractual obligations as at June 30, 2024.

Subsequent Events

On August 1, 2024, the Company announced further drill results from Ballywire.

On August 2, 2024, the Company issued 62,500 shares on the exercise of warrants at $0.12 per share, for gross proceeds of $7,500.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Related Party Transactions

The key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers.

Their remuneration includes the following:

		Six months ended June 30,	
	Position	2024	2023
Salaries and benefits paid or accrued to:		($)	($)
Bart Jaworski [1]	CEO, Director	107,758	100,512
David Furlong [2]	COO	86,528	81,065
Dan MacInnis [5]	Director	10,000	-
Brendan Cahill [5]	Director	10,000	-
Alessandro Bitelli [5]	Director	10,000	-
Professional fees paid or accrued to:			
Sheryl Dhillon [3]	Corporate Secretary	10,500	10,500
Jeannine Webb [4]	CFO	48,000	48,000
Share-based payments paid to:			
Bart Jaworski	CEO, Director	8,454	19,148
David Furlong	COO	5,636	12,764
Jeannine Webb	CFO	5,636	12,764
Sheryl Dhillon	Corporate Secretary	1,410	3,192
Dan MacInnis	Director	4,228	9,574
Brendan Cahill	Director	4,228	9,574
Alessandro Bitelli	Director	4,228	9,574
Ken Klassen	Director	958	9,574
		317,564	**326,242**

[1] Reported as salaries and benefits

[2] Reported as salaries and benefits (2024 - $53,157; 2023: $59,455), or exploration expense (2024: $33,371; 2023: $21,610)

[3] Reported as professional fees

[4] Reported as professional fees

[5] Reported as salaries and benefits; Directors' fees in 2024 are accrued quarterly; Directors' fees in 2023 were accrued annuc

At June 30, 2024 accounts payable and accrued liabilities include $90,000 (December 31, 2023: $60,000) payable to directors of the Company.

Outlook

As a result of Group Eleven's regional synthesis conducted from approximately 2018 to 2020, the Stonepark (76.56% interest) and PG West (100%) projects, in the Limerick basin were identified as core assets for the Company. The Company plans to keep this Limerick ground position, plus smaller core prospects at the Ballinalack project, in good standing.

Results from the Company's drill programs at Ballywire from 2022 to H1 2024 suggest the presence of a significant zinc-lead-silver discovery. To date, the Company has intersected robust mineralization over a strike length of 2.6km, from an historic high-grade intercept 1km west of the discovery area, through the 890m strike of the discovery area to the large step-out holes announced in April 2024. The prospective trend at Ballywire, informed by gravity-high anomalies along the Waulsortian Limestone has a strike-length of over 6km. Group Eleven looks forward to continuing to systematically drill testing these anomalies. With a 2.6km-long footprint, a 6km-long prospective trend and increasingly robust intervals of massive sulphide, Ballywire is increasingly showing signs of a major zinc-lead-silver discovery.

At Stonepark, the main highlight of drilling over the last few years was the identification of a major fault structure at Carrickittle West with at least 150m displacement, interpreted as the SW extension of the Coonagh Castle Fault which strikes for at least 30km NE of the Limerick Volcanic Complex ("LVC") but whose presence, location and significance was highly uncertain within the SW portion of the LVC (the portion covered by Group Eleven's prospecting licenses). The Company plans to re-initiate exploration drilling at the Carrickittle West in Q3 2024. The identification of extensive brecciation, sulphide mineralization and the Coonagh Castle Fault in our previous drilling, along with the Company's recent re-interpretation of the potential importance of the Kilteely volcanic centre, justifies continuing to drill at Carrickittle West to examine mineralization, brecciation and Waulsortian thickness variations in the area to improve understanding of the best area of the potential for a major discovery.

Critical Accounting Estimates

The preparation of the Company's consolidated financial statements requires management to make estimates and assumptions. These estimates and assumptions affect the reported amounts of assets and liabilities; the disclosure of contingent assets and liabilities; as well as the reported expenses during the reporting period. Such estimates and assumptions affect the determination of the carrying value and the recoverability of exploration and evaluation assets and the inputs used in calculating the fair value of share-based payment expense. Management re-evaluates its estimates and assumptions on an ongoing basis; however, due to the nature of estimates, actual amounts could differ from its estimates. The most critical accounting estimates upon which the Company depends are those requiring estimates of reserves and resources, future recoverability of assets, and assumptions around future commodity prices.

Share-based Payments

The Company provides compensation benefits to its employees, directors, officers and consultants through a share-based compensation plan. All share-based awards are measured and recognized based on the grant date fair value. In the case of stock options, the fair value is determined using the Black Scholes option pricing model. The Company uses the share trading history to determine the volatility. The Company utilizes historical data to estimate the expected option term for input into the valuation model. The risk-free rate for the expected term of the applicable option is based on the risk-free lending rate for the Bank of Canada. In the case of DSUs, the value on the grant date is the market price, being the five-day volume weighted average price of the common shares immediately preceding the grant date.

Carrying value and the recoverability of exploration and evaluation assets

The carrying value and the recoverability of exploration and evaluation assets are included in the statements of financial position. The value of the exploration and evaluation assets is based on the expenditures incurred. At every reporting period, management assesses the potential impairment which involves assessing whether facts or circumstances exist that suggest the carrying amount exceeds the recoverable amount.

Significant and Recently Adopted Accounting Policies

The Company's accounting policies for the year ended December 31, 2023 are described in Note 2 of the Financial Statements. There were no changes in the Company's accounting policies during the six months ended June 30, 2024.

Disclosure Controls and Procedures

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitation on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in National Instrument 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

Outstanding Share Data

As at the date of this MD&A (August 6, 2024), the Company has the following securities outstanding:

Common shares	200,722,318
Warrants	33,368,548
Stock options	4,330,000
DSUs	3,480,950

Risks and Uncertainties

In conducting its business, the Company faces a number of risks and uncertainties, many of which are beyond its ability to control or predict. Because of these risks and uncertainties, actual results may differ materially from those expressed or implied by forward-looking statements, and investors are cautioned not to place undue reliance on such statements, which speak only as of the date hereof. Investors are urged to review the discussion of risk factors associated with the Company's business as set out in the Company's annual Management's Discussion and Analysis for the year ended December 31, 2023 as well as in the Company's audited consolidated financial statements (under the headings "Nature and Continuance of Operations" and "Significant Accounting Policies" and elsewhere within that document) for the year ended December 31, 2023, as filed on the SEDAR+ website at www.sedarplus.ca.

Qualified Person

The Company's disclosure of a technical or scientific nature has been reviewed and approved by Professor Garth Earls, Eur Geol, P.Geo, FSEG, geological consultant at IGS (International Geoscience Services) Limited, and an independent and "Qualified Person" as defined under Canadian National Instrument 43-101.

Forward Looking Information

This MD&A provides management's analysis of Group Eleven's historical financial and operating results and provides estimates of Group Eleven's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessment of the Company's future plans and operations, contains forward-looking information. By its nature, forward-looking information is subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of reserve estimates, environmental risks, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking information. Group Eleven's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking information will transpire or occur or, if any of them do so, what benefits Group Eleven will derive there from. Group Eleven disclaims any intention or obligation to update or revise any forward-looking information, whether as a result of new information, future events or otherwise, except as required by applicable law.