CAROLINA RUSH CORPORATION

MANAGEMENT'S DISCUSSION AND ANALYSIS

(for the six-month period ended June 30, 2026)

August 20, 2026

INTRODUCTION

This management's discussion and analysis ("MD&A") has been prepared by Carolina Rush Corporation's ("Carolina Rush" or the "Company") management and provides a review of Carolina Rush's performance, financial condition and prospects for the six-month period ended June 30, 2026. The MD&A should be read in conjunction with Carolina Rush's unaudited condensed interim consolidated financial statements for the six-month period ended June 30, 2026, and audited consolidated financial statements for the year ended December 31, 2025. Additional information related to the Company is filed electronically on the System for Electronic Document Analysis and Retrieval (SEDAR+) and is available online at www.sedarplus.ca.

Basis of Presentation

Carolina Rush's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS"). All dollar amounts are expressed in Canadian dollars, unless otherwise noted.

This MD&A may contain forward-looking statements, which may be influenced by factors described in the "Cautionary Statements" section of the MD&A. The "Risks and Uncertainties" section of this MD&A further describes other factors that could cause results or events to differ from expectations.

Qualified Person ("QP")

The technical information disclosed in this MD&A has been prepared and approved by the Company's Vice President of Exploration, Patrick Quigley, MSc, CPG-12116, a Qualified Person under Canadian National Instrument 43-101.

CORPORATE PROFILE

Carolina Rush (TSXV: RUSH) (OTCQB: PUCCF) is a mineral exploration company focused on the discovery of gold and copper deposits in the southeastern United States. The Company is advancing the Brewer Gold-Copper Project and the adjacent Jefferson Project, in Chesterfield County, South Carolina. Brewer is a large, underexplored hydrothermal system with a near-surface epithermal gold NI 43-101 mineral resource and compelling exploration potential for deeper porphyry copper-gold mineralization. Brewer is currently being explored in partnership with OceanaGold Corporation (TSX: OGC) (NYSE: OGC) under a US$20 million earn-in agreement. Brewer is located 13 km from OceanaGold's producing Haile Gold Mine.

HIGHLIGHTS

Brewer Gold and Copper Project

Option Agreement with the Brewer Gold Receiver

Subsequent to June 30, 2026, in August 2026, the option agreement was amended to provide the Company with the ability to pay the Brewer purchase price in ten (10) equal annual instalments, beginning after all relevant state and federal permits to commence new mining operations have been secured.

Earn-in to Joint Venture Agreement with OceanaGold Corp.

On November 26, 2025, the earn-in to joint venture agreement between the Company and OceanaGold commenced. OceanaGold holds an option to earn up to an 80% interest in Brewer and to exercise the Company's underlying option to purchase Brewer. Stage 1 required OceanaGold to incur expenditures of a minimum of US $1.5 million (completed) during the first year, as well as incurring US $8 million of expenditures by December 31, 2027, to earn a 50% interest. The Company was appointed the operator for Stage 1.

In January 2026, the Company commenced a 3-hole deep drill program to test for the presence of a copper-gold porphyry system below the high sulfidation epithermal mineralization historically mined at Brewer. In April 2026. the 3,579 meter drill program was completed and results were released on May 4, 2026, June 25, 2026 and July 13, 2026.

Jefferson Project
Subsequent to June 30, 2026, the Company added nine leases to its Jefferson project that are adjacent to the west and northwest of the Brewer Gold and Copper Project. Jefferson now consists of ten leases that encompass approximately 2,568 acres.

Director and Management Changes
On February 12, 2026, Mr. Laurie Curtis was appointed a director of the Company. Mr. Curtis was previously a director of the Company between October 2021 and June 2023 and continued to act as strategic advisor to the Company. Mr. Curtis is an economic geologist and geochemist with over fifty years of global exploration, development and executive leadership experience. Mr. Curtis has served as independent director of multiple exploration and mining companies and holds a BSc from the Australian National University and a PhD from the University of Toronto. Mr. Curtis is currently the non-executive chairman of Excellon Resources.

At Carolina Rush's Annual and Special Meeting of Shareholders held on June 4, 2026, Mr. Don Maclean, Mr. Brahm Spilfogel and Mr. William Webster were elected as directors of the Company. Mr. Gordon Babcock and Mr. David Petroff did not stand for re-election.

- Mr. MacLean, is a mining engineer who has spent more than 40 years working in capital markets, where he is one of the most experienced precious metals analysts. He has worked as senior analyst and partner with Paradigm Capital since 2003, prior to which he worked for Deutsche Bank, BMO-Nesbitt Burns and CIBC-Wood Gundy. He is highly regarded for his ability to identify promising exploration and development companies in the gold sector. His research emphasizes geologic and economic potential in companies with strong management, comparing risks and opportunities. Mr. MacLean also enjoys drawing on his gold team's extensive experience to help investors understand the many macro factors that influence the gold equity market.
- Mr. Spilfogel, is an award-winning financial executive with more than 25 years of experience in resource portfolio management. Most recently, he served as managing director and senior portfolio manager at RBC Global Asset Management, where he co-managed several resource-focused funds, including the RBC Global Precious Metal Fund, RBC Global Resources Fund, and the RBC Small and Mid-Cap Resources Fund, with assets exceeding $2-billion. Recognized as one of Canada's leading resource portfolio managers, Mr. Spilfogel has worked extensively with corporate boards, contributing strategic insights on governance, safety and sustainability. His expertise spans financial analysis, mergers and acquisitions, and capital markets across the global resources sector.
- Mr. Webster, is based in South Carolina, United States and is a retired business and civic executive who built and sold four companies, creating thousands of jobs. He served as White House Fellow in the George H.W. Bush administration, senior aide to President Bill Clinton, and chief of staff for both the Governor of South Carolina and the U.S. Secretary of Education. He has served as an independent director of Nasdaq Stock Market-listed Golub Capital BDC since 2010, currently chairing the audit committee. He is adjunct professor of health care policy at Wofford College and is actively involved in philanthropic and community initiatives.

On July 9, 2026, Mr. Patrick Quigley, MSc, was appointed the Company's Vice President of Exploration and continues to serve as the Company's Qualified Person (QP). Mr. Quigley has 18 years of professional experience spanning the

United States and parts of Latin America. He has been the Company's Exploration Manager and Senior Geologist since January 2022.

BREWER GOLD AND COPPER PROJECT – SOUTH CAROLINA, UNITED STATES

Property Description

The Brewer Gold and Copper Project ("Brewer" or the "Brewer Project") is an exploration-stage high sulphidation epithermal gold-copper project located in the prolific and underexplored Carolina Slate Belt in Chesterfield County, South Carolina. Brewer encompasses 912 acres and is located on the same mineralized trend and 15 kilometres northeast of OceanaGold Corporation's operating Haile Gold Mine. Prior to Carolina Rush's exploration program that began in 2020, Brewer had not been explored since 1997.

Gold was discovered at Brewer in the early 1800s. Between 1987 and 1995, the Brewer Gold Company ("BGC"), a United Kingdom entity, produced 178,000 ounces of gold from open pit mining operations that extended to 65-metre depths, where the ore transitioned to sulphide-dominant material that could not be effectively processed by BGC's oxide heap leach processing facility. Brewer is a high sulphidation system possibly associated with a copper-gold porphyry system at depth, as indicated by: known prospective geology, including diatreme breccias; associated high sulphidation alteration; gold and copper mineralization; and, geophysics (Schmidt, R.G., 1978, The Potential for Porphyry Copper-Molybdenum Deposits in the Eastern United States, US Geological Survey). Historic drill results and mining operations at Brewer focused on near-surface, oxide gold mineralization and not on the underlying sulphide mineralization which was encountered in the deeper holes.

BGC mined approximately 12 million tonnes of mineralized material and waste rock from two open pits until 1995, when mining operations ceased. From 1995 to1999, BGC performed initial reclamation activities under the direction of the South Carolina Department of Environmental Services ("SC DES"), formerly the South Carolina Department of Health and Environmental Control. BGC was unsuccessful in achieving the goal of a fully reclaimed, clean site, and ultimately informed the SC DES that it intended to abandon the site. In 1999, BGC abandoned the site, leaving the SC DES and the U.S. Environmental Protection Agency ("EPA") to handle reclamation activities and address conditions posing environmental risk.

BGC's abandonment of the property left the SC DES and the EPA with no options for addressing water quality threats from the site other than using the Comprehensive Environmental Response, Compensations and Liability Act ("CERCLA") response actions funded by the SC DES and the EPA. The SC DES and EPA retained access to the property for purposes of constructing, operating, and maintaining the wastewater treatment plant and otherwise carrying out the CERCLA remedy. In 2005, Brewer was designated an EPA Superfund site as per the CERCLA.

In 2019, the SC DES, with the support of the EPA, sought the appointment of a receiver (a legal construct similar to a trustee) for the former Brewer Gold Mine to facilitate the leasing, sale or other use or disposition of the property, including potential renewal of mineral exploration and mining development.

Option Agreement with the Brewer Gold Receiver LLC

In January 2020, Carolina Rush was awarded the exclusive right to explore the highly prospective former Brewer Gold Mine property. On March 1, 2020, Carolina Rush entered into a mining lease with an option to purchase (the "Option Agreement") with the Brewer Gold Receiver, LLC. On July 1, 2022 and on February 20, 2024, the Option Agreement was amended to provide the Company with the right to extend the option period up to December 31, 2030, as follows:

1) To extend the option period to December 31, 2028, the Company completed in 2025 the requisite minimum expenditures of US $9 million; and,

2) To extend the option period up to December 31, 2029, and to December 31, 2030, respectively, the Company shall expend at least US $1.5 million on exploration activities in the immediately prior year.

The Company can exercise its option to purchase Brewer at any time during the option period. Components of the purchase price for Brewer consists of:

1) Amounts to be paid on exercise of the Brewer option:
    - 60% of total past costs incurred by the SC DES and the EPA to clean and manage Brewer between 2005 and 2024;
    - deferred annual continuing site management costs totalling a maximum of US $8.7 million, which amount would be subject to a pro-rata adjustment if the option is exercised before December 31, 2030; and
    - as amended in August 2026, these amounts are to be paid in ten (10) equal annual instalments, beginning after all relevant state and federal permits to commence new mining operations have been secured.
2) Financial assurance will be required on exercise of the Brewer option to assume historic environmental liabilities from the EPA. According to EPA guidelines, this assurance can be satisfied through one of the following: Trust Funds; Letters of Credit; Surety Bonds; Insurance Policies; Corporate Financial Tests; or Corporate Guarantees.

Earn-in to Joint Venture Agreement with OceanaGold Corp. ("OceanaGold")
On September 15, 2025, the Company and OceanaGold entered into an earn-in to joint venture agreement (the "Brewer Earn-in Agreement"). The Brewer Earn-in Agreement grants OceanaGold an option to earn up to an 80% interest in Brewer and to exercise the Company's underlying option to purchase Brewer (the "Underlying Purchase Option"). The Company's shareholders approved the Brewer Earn-in Agreement on November 26, 2025, enabling Stage 1 to commence. The Company was appointed the initial operator for Stage 1.

The Brewer Earn-in Agreement provides the Company with the opportunity:
- to drill deep holes, evaluate the potential for an economic copper-gold porphyry deposit and advance Brewer over the next 5 years using resources the Company currently does not have;
- to form a strategic partnership with OceanaGold, whereby OceanaGold is required to spend a minimum of US$ 1.5 million (completed) and up to US $20 million on exploration; and
- to transfer 100% of the responsibility and costs to exercise the Underlying Purchase Option to OceanaGold.

Pursuant to the Brewer Earn-in Agreement:
- To earn an initial 50% interest, OceanaGold shall incur exploration expenditures of US $8 million by December 31, 2027. This amount includes a minimum expenditure commitment of US $1.5 million (completed) during the first year; and
- Upon OceanaGold earning its initial 50% interest, the parties will form a 50:50 joint venture (the "JV") with standard rights of first offer and a 2% net smelter royalty (NSR) if either party's interest is reduced to 10% or less;
- To earn an additional 30% interest in the JV, OceanaGold shall incur additional exploration expenditures of US $12 million by December 31, 2030;

- OceanaGold may cause the JV to exercise the Underlying Purchase Option on or before December 31, 2030, by solely funding the amounts required and satisfying the financial assurance requirements of the EPA to assume historic environmental liabilities;

- Upon OceanaGold exercising the Underlying Purchase Option prior to OceanaGold incurring US $20 million of exploration expenditures, OceanaGold will have earned 80% interest in the JV and the Company's interest will be 20%. OceanaGold shall carry the Company until US $20 million of exploration expenditures has been incurred; and

- OceanaGold may terminate the Brewer Earn-in Agreement at any time, as the minimum US $1.5 million exploration expenditure commitment was completed.

Exploration Activities - 2026

Between early January 2026 to mid-April 2026 Carolina Rush conducted a deep diamond drilling exploration program at the Brewer Project. The purpose of the program was to test for the presence of a buried copper-gold porphyry system below Brewer's high sulphidation gold-copper mineralization that has been the focus of previous exploration efforts. In total, 3,579 meters were drilled over three core holes, which represents the deepest drill holes ever drilled on the property. While initial drilling did not intersect a mineralized porphyry center, the drilling has confirmed key elements of the Company's geologic model and materially refined targeting toward a potential coppery-gold discovery. On May 4, 2026, the Company announced the completion of the drill program and released results for the first hole (B26C- 037).

Highlights from hole B26C-037 were:

- Drilling confirmed an extensive hydrothermal alteration system that thickens to the northwest and extends to depths exceeding one kilometre;
- Hole 37 intersected 410 meters of elevated copper averaging 183 ppm Cu from 198 meters depth, significantly above background levels (<50 ppm Cu); and
- Copper mineralization is predominantly hosted in chalcopyrite, the primary copper mineral associated with porphyry copper systems, indicating a higher-temperature hydrothermal environment distinct from Brewer's known near-surface mineralization.
- Banded quartz-sulfide veining interpreted as "B-type" veins are associated with magmatic-hydrothermal fluid pathways in porphyry systems, and were observed over multiple intervals in Hole 37;
- Multiple late- to inter-mineral porphyry dikes intersected, confirming multi-phase intrusive activity; and
- Predictable, well-developed alteration zonation (quartz-pyrophyllite-topaz to sericite-chlorite to chlorite-epidote) observed across multiple holes, consistent with magmatic-hydrothermal systems.

On June 25, 2026, the Company released results for the second deep hole of the 2026 drill program. Highlights from hole B26C-038 were:

- Hole 38 represents the first drill hole at Brewer to intersect copper-gold mineralization below the lithocap, marking a significant change from previous deep drilling at Brewer;
- Hole 38 intersected several intervals of anomalous copper-gold mineralization, including:
    - 60 meters of 681 ppm Cu and 0.24 g/t Au from 1,027 meters; and
    - 68 meters of 470 ppm Cu and 0.15 g/t Au from 936 meters;
    - Individual samples, typically 2 meters in length, returned values up to 0.15% Cu and 0.68 g/t Au;
- Copper mineralization is dominated by chalcopyrite and hosted within chlorite and minor potassic alteration (with relict biotite and early quartz veins), interpreted as direct evidence porphyry style alteration and copper-gold mineralization;

- Hole 38, drilled to a depth of 1,374 meters, has extended Brewer's alteration system to >1km below surface and confirms the Brewer system has been tilted south eastward, and now dips shallowly to the northwest; and
- Results continue to strengthen the Company's interpretation that the core of the copper-gold porphyry system is to the west and northwest and remains untested by drilling.

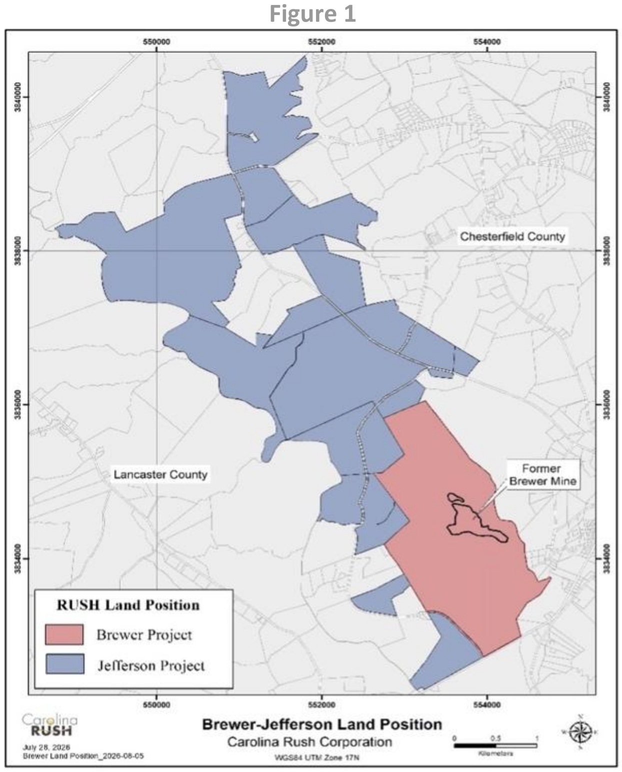
On July 13, 2026, the Company released results for the third and final deep hole of the 2026 drill program. Highlights from hole B26C-039 were:

- 51 meters grading 0.62 g/t gold ("Au") and 0.22% copper ("Cu") from 214.0 meters, including:
  - 12 meters grading 1.04 g/t Au and 0.60% Cu from 217.5 meters;
- Au-Cu mineralization encountered in Hole 39 represents a 50-meter step out from the nearest intercept used to calculate the current Mineral Resource Estimate;
- Mineralization remains open for expansion and demonstrates continuity of the broader Brewer hydrothermal system; and
- The result highlights potential opportunities for future resource growth while complementing the Company's ongoing evaluation of deeper exploration targets.

Exploration Plans - 2026

Carolina Rush is currently in discussions with OceanaGold about the next steps of exploration within the framework of the Brewer Earn-In Agreement. Initial deep drill results continue to strengthen the Company's interpretation that the core of the copper-gold porphyry system is to the west and northwest and remains untested by drilling. The Company's August 2026 expansion of its 100%-owned Jefferson Project adjacent to Brewer to the west and northwest is an important enabler in finalizing exploration plans for the remainder of 2026. Together, the Brewer Project and the Jefferson Project now constitute a 3,480-acre contiguous land package (see Figure 1).

Figure 1



Recent drill results and independent geological review reinforce the importance of evaluating the Brewer gold-copper system further northwest and down-dip. The expanded land position provides room for the Company to assess deeper porphyry copper-gold targets and additional near-surface epithermal gold targets.

Exploration Expenditures – 2026

Exploration and related activities for the three and six-month periods ended June 30, 2026, were concentrated on the Brewer Earn-In Agreement, which activities revolved around a 3-hole deep drill program (described above).

	Three months ended June 30		Six months ended June 30	
Brewer	**2026**	2025	**2026**	2025
Assaying	**$ 155,455**	$ -	**$ 299,360**	$ -
Consulting/Contracting	**111,799**	16,609	**268,619**	51,601
Drilling	**370,015**	-	**1,677,664**	-
Field and Equipment	**13,677**	14,651	**101,088**	21,539
Geophysics/Surveys	**-**	15,225	**-**	345,985
Reports	**-**	-	**-**	24,506
Site costs	**29,474**	23,254	**58,967**	46,267
Travel/Transportation	**16,074**	630	**35,635**	3,952
Wages and Benefits	**12,964**	4,635	**39,732**	7,064
	709,458	75,004	**2,481,065**	500,914
Earn-in recoveries	**(613,369)**	-	**(2,380,246)**	-
	$ 96,089	$ 75,004	**$ 100,819**	$ 500,914

<u>Exploration Contributions and Earn-in Expenditures</u>

OceanaGold provided exploration contribution advances of US $2,027,930 as of June 30, 2026 (December 31, 2025 – US $150,000). Deemed earn-in expenditures incurred as of June 30, 2026, were US $2,027,930 (December 31, 2025 – US $37,982).

The Company was appointed the initial operator at Brewer and is entitled to receive a 10% management fee on certain earn-in expenditures. During the six-month period ended June 30, 2026, the Company recognized management fees of US $162,606 (CDN $223,539), which qualify as earn-in expenditures.

Exploration contribution advances are initially recorded as restricted cash and as a liability. The exploration contributions are subsequently recognized as cost recoveries as earn-in expenditures are incurred, which are subject to OceanaGold's review. The United States dollar denominated expenditures are converted to Canadian dollars at historical rates and the exploration contribution advance account is adjusted to the spot rate at the end of each reporting period, resulting in a foreign exchange adjustment.

<u>Drill Hole Abandonment</u>

In December 2025, the Company deposited US $87,222 with the Brewer Receiver as financial assurance for drill hole abandonment purposes for the 2026 drill program at Brewer. The proper abandonment of all drill holes is subject to SC DES policies and approval. The financial assurance is reviewed on a quarterly basis to account for future drill holes and completed abandonments.

During the six-month period ended June 30, 2026, the Company completed the abandonment of the three holes drilled in 2026 and the financial assurance deposit was returned subsequent to June 30, 2026.

Summary of Exploration Activities – From 2020 to 2025
Exploration on the Brewer property began in April 2020 when the Option Agreement commenced, and since that time the Company has made significant progress towards the discovery and delineation of gold and copper mineralization on the property. Significant exploration activities include:

1. Core Drilling - The Company has drilled approximately 9,700 metres of HQ-NQ core in 36 holes across the Brewer property. These holes have successfully accomplished two of the Company's objectives:

   a) Objective 1: Delineate gold and/or copper mineralization beneath the former Brewer mine. Examples of core holes that successfully achieved this goal include hole #5, which intersected 182 metres of 1.24 g/t gold and 0.27% copper from 56 metres depth (immediately beneath the former mine) which included 10 metres of 8.20 g/t gold and 0.24% copper from 65 metres depth. In addition, hole #8 (drilled 160 metres south of hole #5) intersected 107 metres of 1.07 g/t gold and 0.26% copper from 52 metres depth, including 45 metres grading 2.03 g/t gold ad 0.52% copper from 104 metres depth. This mineralization remains open in several directions.

   b) Objective II: Identify new zones of gold and/or copper mineralization on the Brewer property. Hole #15, drilled approximately 175 metres south of the former Brewer pit intersected a newly discovered zone of gold-copper mineralization beneath the former mine's waste rock facility and intersected 62.4 metres of 1.03 g/t gold and 0.15% copper from 44.6 metres depth, including 21.2 metres of 2.23 g/t gold and 0.36% copper from 76.5 metres. Follow up drilling in this area in 2023-2024 confirmed the discovery of this new mineralized zone referred to as the "Tanyard Breccia". Within this zone, hole B23C-021 intersected 2.5-metres of 169 g/t gold within a 62.5-metre interval that averaged 8.5 g/t gold and 0.3% copper. This mineralization was the focus of a 3,000m drill program that commenced in April, 2024 and several drill intersections have extended the zone along strike and down dip.

   In 2024, the Company drilled approximately 3,670 metres between its phase 3 and phase 4 diamond drill programs that concluded in October 2024. The drill programs primarily focused on testing the recently discovered Tanyard Breccia zone as well as targeting geophysical anomalies identified from the Company's IP-Resistivity program completed during 2022. Drilling in the Tanyard zone was successful in extending and defining the limits of mineralization. Significant results from this program include hole 21 (discussed above) and hole 34, which intersected 10.6 metres of 4.4 g/t Au and 1.0% Cu within a 61.0 metre interval averaging 1.7 g/t Au and 0.3% Cu. In addition to the Tanyard drilling, the Company also extended drill hole B21C-016 to a total depth of 658 metres to test the Company's working exploration model to discover a potential porphyry Cu+/-Au deposit.

2. Sonic Drilling - The Company has completed six large diameter sonic borings through the backfill material of the former Brewer open pits. This program resulted in the analysis of 488 large (average 17 kilogram) samples of the backfill material that yielded an average concentration of 0.35 g/t gold across all types of backfill material encountered.

3. Rotary Air Blast Drilling - The Company has drilled 194 shallow (maximum depth 24 metres) rotary air blast (RAB) holes across a large portion of the Brewer property. These holes have successfully identified zones of anomalous gold mineralization as well as providing valuable geochemical and alteration data for use in drill targeting.

4. Geophysics - The Company has used a variety of geophysical methods to help model the subsurface and identify drill targets.

a) In May 2022, the Company initiated a comprehensive dipole-dipole induced polarization (IP) geophysical survey covering the large alteration footprint exposed across the Brewer and surrounding Jefferson Project properties. A total of 62-line kilometres were surveyed within a 7 square kilometre area and the data was modelled to depths of approximately 250 metres below surface, making this the most comprehensive geophysical survey ever conducted at Brewer. In January 2023, the Company released a summary of its geophysical interpretation and analysis of this IP survey, which enhanced knowledge of existing priority drill targets and provided new drill targets.

b) In February 2025, Carolina Rush conducted a direct current Induced Polarization/Resistivity (IP) and a Magnetotelluric (MT) deep-sensing geophysical survey at Brewer. The survey objectives are to map lithologies, identify geological structures, and delineate potentially mineralized areas at depth. Initial results from the geophysical survey were reported in April 2025, and revealed the presence of a distinct, coincident chargeability and resistivity geophysical anomaly below and west of the former mine. Magnitudes and geometries of the low-resistivity and high-chargeability bodies are consistent with an inferred intrusion and sulphide shell and may represent the underlying porphyry source for Brewer's high sulfidation Au-Cu mineralization.

5. Maiden Mineral Resource - On March 20, 2025, Carolina Rush announced the results of its maiden mineral resource estimate (MRE) for Brewer, which was subsequently amended to address comments received from the Ontario Securities Commission (see news release dated August 8th, 2025). The mineral resource remains open for potential expansion in several directions. The results of the MRE are summarized below:

- In Situ Mineral Resource (reported at a 0.4 g/t Au cutoff grade):
  - Indicated: 192,000 oz Au and 16.7Mlbs Cu within 6.2Mt @ 0.97 g/t Au and 0.13% Cu
  - Inferred: 210,000 oz Au and 8.3Mlbs Cu within 8.8Mt @ 0.74 g/t Au and 0.04% Cu
- Backfill Mineral Resource (reported without applying a Au cutoff grade):
  - Inferred: 139,000 oz Au and 9.1Mlbs Cu within 11.9Mt @ 0.36 g/t Au and 0.03% Cu

A NI 43-101 Technical Report supporting the MRE was filed on SEDAR+ at www.sedarplus.ca. Investors are encouraged to review the full report, which will provide further details on key assumptions, parameters, and risks. The MRE was prepared under National Instrument 43-101 ("NI 43-101") standards by Patrick J. Hollenbeck, an Independent and Qualified Person (QP) as defined by NI 43-101.

JEFFERSON GOLD PROJECT – SOUTH CAROLINA, UNITED STATES

Property Description

The Jefferson Gold Project ("Jefferson") is situated to the west and northwest of the adjacent Brewer Project and consists of ten exploration-stage gold prospective properties, encompassing approximately 2,568 acres. Subsequent to June 30, 2026, the Company added nine leases to its Jefferson project representing 2,524 acres. The expanded Jefferson land position allows the Company to incorporate a substantially larger area into its district-scale geological interpretation and assess prospective areas for porphyry copper-gold and near surface epithermal gold targets. There has not yet been sufficient exploration to determine whether mineralization identified at Brewer extends onto Jefferson.

The properties are leased from private landowners, who own the surface and sub-surface mineral rights. The leases expire between September 2030 and August 2038. Eight of the leases have no annual lease payments for the first 10 years and include a production royalty. Two of the leases have annual lease payments and no production royalty. Annual lease payments for 2026 are US $21,370. The Company has the right to acquire a 100% interest in each lease by purchasing the underlying property.

Exploration Plans and Activities

When feasible, the Company plans to conduct a modest surface exploration program at Jefferson that includes trenching, geologic mapping, and rock sampling. The goal of the program will be to trace a near-surface gold anomaly previously identified by the Company and refine drill targets. No exploration activities have been conducted at Jefferson during 2026.

GROSS OVERRIDING ROYALTY

Australia

On February 8, 2007, the Company formed a joint venture (the "Joint Venture") with Enova Mining Limited, formerly, Crossland Strategic Metals Limited, ("Enova") and subsequently earned a 50% interest in a number of Australian properties prospective for rare earth elements and uranium. On November 26, 2015, the Company completed the sale of its entire interest in the Joint Venture to Essential Mining Resources Pty Ltd. ("EMR”) and retained a one percent (1%) gross overriding royalty (“GOR”) of on sales of production from 100% of the Joint Venture properties ("JV Properties"). During 2017, EMR merged with Enova.

On November 26 of each year, Enova is to pay an advance royalty to the Company based on the JV Properties retained and their size. Advance royalty payments are non-refundable and, are to be deducted from the GOR payable to the Company upon the JV Properties being placed into production. As at December 31, 2025, Enova held six (6) JV Properties. The Company has not been advised of any changes in the JV Properties or if and when production is expected to begin on any of the JV Properties.

As of June 30, 2026, the Company has received advanced royalty payments totalling AU $102,743. The royalty receivable at December 31, 2025, represented the 2025 annual royalty of AU $2,609 (CDN $2,401).

INVESTMENT IN VOLTAGE METALS AND SALE OF ROYALTY INTEREST

On March 11, 2022, the Company received 1,269,841 common shares of Voltage Metals Corp. from the sale, in December 2021, of all of the Company’s interest in four mineral projects (St. Laurent, Montcalm, Nova and Gambler) located in Ontario, Canada. Voltage Metals Corp. is listed for trading on the Canadian Securities Exchange. The Company retained the right to purchase from Voltage Metals Corp. a 1% net smelter royalty (the “NSR”) in the St. Laurent project for $1 million. In 2025, the Company sold the right to purchase the NSR for $60,000.

At June 30, 2026, the Company held 1,269,841 common shares of Voltage Metals Corp. having a market value of $6,349 ($0.01 per share). The Voltage Metals Corp. shares are a Level 1 financial instrument and any resulting gain or loss in their fair value is recognized through profit or loss.

SUMMARY OF QUARTERLY RESULTS

	Corporate and admin.	Exploration and evaluation	Share-based payments	Sale of royalty	Management fee income	Net loss	Net loss per share
Fiscal 2026	$	$	$	$	$	$	$
Q2 June 30	177,427	96,089	28,006	-	(54,070)	237,320	0.003
Q1 March 31	155,728	4,730	397,672	-	(169,469)	365,617	0.004
Fiscal 2025							
Q4 December 31	249,518	38,000	-	-	-	279,189	0.004
Q3 September 30	259,490	75,750	-	-	-	350,669	0.006
Q2 June 30	217,058	75,076	-	(60,000)	(1,294)	199,116	0.003
Q1 March 31	216,415	426,814	-	-	-	639,865	0.011
Fiscal 2024							
Q4 December 31	262,833	308,007	-	-	-	591,035	0.009
Q3 September 30	234,085	409,579	1,035	-	-	626,267	0.011

For the first two quarters of 2026, quarterly results were influenced by: (1) corporate and administrative expenses, which were impacted by cost recoveries related to the Brewer Earn-in Agreement; (2) share-based payments, due to the grant of 3,750,000 stock options in Q1 and the grant of 678,000 restricted share units (RSUs) in Q2; (3) exploration and evaluation expenditures and associated recoveries related to the Brewer Earn-in Agreement; and (4), management fee income attributable to the Brewer Earn-in Agreement.

For 2025, quarterly results were influenced by: (1) corporate and administrative expenses, which were impacted by costs related to the Brewer Earn-in Agreement with OceanaGold in Q2, Q3 and Q4 and associated recoveries in Q4; (2) exploration and evaluation expenditures revolving around Brewer Project activities in each quarter and associated recoveries related to the Brewer Earn-in Agreement in Q4; and (3), the sale in Q2 of the royalty interest the Company retained from the 2021 sale of the Company's former St. Laurent project to Voltage Metals Corp.

For the last two quarters of 2024, quarterly results were influenced by: (1) corporate and administrative expenses, which were impacted by - marketing activities in Q3 and Q4 - and, annual audit and tax services fees in Q4; and (2) exploration and evaluation expenditures revolving around Brewer Project activities, as well as costs to evaluate opportunities in Q4.

RESULTS OF OPERATIONS

The net loss for the six-month period ended June 30, 2026, was $602,937 versus a net loss of $838,981 for the comparable period of 2025, representing a decrease of $236,044. The Brewer Earn-in Agreement with OceanaGold resulted in lowering exploration and evaluation expenditures (2026 - $100,819 vs 2025 - $501,890) and was the basis for the recognition of management fee income of $223,539 (2025 - $nil). For 2026, Brewer Project exploration and evaluation expenditures incurred were $2,481,065 (2025 - $500,914) of which $2,380,246 (2025 -$nil) was deemed to be recoverable. The reduction in the net loss was mitigated by higher share-based payments (2026- $425,678 vs 2025 - $nil) due to the grant of 3,750,000 stock options and 678,000 restricted share units (RSUs) during the current period.

Corporate and administrative expenditures (2026 - $333,155 vs 2025 - $433,473) experienced a decrease due to expenditures of $132,505 (2025 - $nil) being deemed recoverable pursuant to the Brewer Earn-in Agreement. Consulting decreased due to a decline in the use of non-Brewer specific technical advisory services. Corporate development and promotion costs experienced an increase as investor marketing activities were expanded. An increase in transfer agent activity led to higher filing and transfer agent fees. Professional fees grew due to an increase in audit fees and in the use of legal services. Fluctuations in the United States dollar led to changes in management fees and salaries and benefits. The remainder of the corporate and administrative expenses were relatively consistent with the comparative period.

A fair value adjustment led to an unrealized loss of $6,349 (2025 - $nil) on the Company's investment in Voltage Metals Corp. Interest income of $20,953 (2025 - $4,131) was earned on the Company's cash. The foreign exchange gain of $18,572 (2025 - $32,251) resulted from fluctuations in the United States dollar.

Three-month period
The net loss for the second quarter of 2026, was $237,320 versus a net loss of $199,116 for the comparable quarter of 2025, representing an increase of $38,204. An increase in Brewer Project expenditures led to higher exploration and evaluation expenditures (2026 - $96,089 vs 2025 - $75,076). Brewer Project exploration and evaluation expenditures incurred were $709,458 (2025 - $75,004) of which $613,369 (2025 -$nil) was deemed to be recoverable pursuant to the Brewer Earn-in Agreement with OceanaGold, which was the basis for the recognition of management fee income of $54,070 (2025 - $nil). Share-based payments (2026- $28,006 vs 2025 - $nil) experienced an increase due to the grant of options and restricted share units (RSUs).

Corporate and administrative expenditures (2026 - $177,427 vs 2025 - $217,058) experienced a decrease due to expenditures of $66,446 (2025 - $nil) deemed recoverable pursuant to the Brewer Earn-in Agreement. During the current quarter the Company granted RSUs, made changes to its board of directors, held its annual shareholder meeting and issued its annual financial statements, which led to increases in filing and transfer agent fees and professional fees. Consulting decreased due to a decline in the use of non-Brewer specific technical advisory services. Corporate development and promotion costs experienced an increase as investor marketing activities were expanded. The remainder of the corporate and administrative expenses were relatively consistent with the comparative period.

A fair value adjustment led to an unrealized loss of $6,349 (2025 - $nil) on the Company's investment in Voltage Metals Corp. Interest income of $9,042 (2025 - $1,391) was earned on the Company's cash. The foreign exchange gain of $7,439 (2025 - $31,627) resulted from fluctuations in the United States dollar.

LIQUIDITY AND CAPITAL RESOURCES

Cash flows
Operating activity cash flows for 2026 were impacted by: the consumption of the exploration contributions advances and the amount to be recovered pursuant to the Brewer Earn-in Agreement; and, a decrease in payables due to a payment made for the past services of the Company's Chief Executive Officer. Foreign exchange references are related to the Company's exposure to the United States dollar.

Working Capital
At June 30, 2026, Carolina Rush had cash and cash equivalents of $2,098,054 and a working capital surplus of $2,264,405. Cash is held at Canadian and United States banking institutions. Sales tax receivables reflect amounts to be refunded by the Canadian government. Prepaid expenses and deposits are comprised of costs related to corporate and Brewer Project activities. The reclamation deposit of $123,942 (US $87,222) was held by the Brewer Receiver as financial assurance for drill hole abandonment purposes related to the 2026 drill program and was returned subsequent to June 30, 2026.

During 2026, OceanaGold provided additional exploration contribution advances of US $1,877,930 for Brewer exploration purposes, bringing the exploration contributions received to date to US $2,027,930. There is a risk that OceanaGold may terminate the Brewer Earn-in Agreement and as a result, Carolina Rush may decide to raise additional working capital to continue exploration activities at Brewer or at Jefferson. The Company’s exploration project expenditures are primarily denominated in United States dollars, giving rise to market risk from changes in foreign exchange rates, which may negatively or positively impact the Company’s working capital.

RELATED PARTY TRANSACTIONS AND BALANCES

Management fees of $92,293 (2025 - $92,284) for the current three-month period and $184,020 (2025 - $186,868) for the six-month period were paid or became payable as follows:

- President and Chief Executive Officer, Mr. Layton Croft - $62,293 (2025- $62,284) for the three-month period and $124,020 (2025 - $126,868). The agreement for Mr. Croft’s services is with Stakegrowth Strategic Advisory LLC., a company controlled by Mr. Croft. Mr. Croft’s fees are denominated in United States dollars and are impacted by fluctuations in foreign exchange rates.
- Chief Financial Officer, Mr. Mark McMurdie - $30,000 (2025 - $30,000) for the three-month period and $60,000 (2025 - $60,000) for the six-month period. The agreement for Mr. McMurdie’s services is with Rustle Woods Capital Inc., a company controlled by Mr. McMurdie.

Share-based payments of $9,394 (2025 - $nil) for the current three-month period and $268,954 (2025 - $nil) represents the fair value of: 2,250,000 stock options granted to Company directors and officers; and 678,000 restricted share units (RSUs) granted to Mr. Croft.

At June 30, 2026, accounts payable and accrued liabilities include $12,151 (US $8,551) payable to Mr. Croft, the Company’s President and Chief Executive Officer. At December 31, 2025, the amount payable to Mr. Croft was $494,090 (US $360,492).

On July 9, 2026, the Company granted 885,000 RSUs to Company directors and officers. The RSUs vest in instalments of 295,000 RSUs per year, beginning on July 9, 2027. The fair value of each of the RSUs on the date of grant was $0.10 or $88,500 in the aggregate. In addition, the Company granted 1,075,000 stock options to Company directors and officers. The options vested immediately and were issued with an exercise price of $0.16 and a three-year term, expiring on July 9, 2029.

The Company has in place a termination and change of control agreement with Mr. Croft, the Company’s Chief Executive Officer and President. The agreement provides that in the event that the officer’s services are terminated by the Company, other than for cause, or there is a change in control of the Company then the officer is entitled to receive a payment equal to the sum of: two (2) years of consulting fees; any unpaid bonus; plus the average of the bonus paid to the officer over the previous two (2) year period. As a triggering event has not taken place, the value of the contingent liability as at the date of this MD&A is US $387,000.

SHARE CAPITAL

As of the date of this MD&A, Carolina Rush has the following securities outstanding:

Security	**Number**
Common shares	90,799,482
Warrants	31,490,748
Options	7,152,000
RSUs	1,713,000

On July 9, 2026, the Company granted 1,035,000 restricted share units ("RSUs") of which 885,000 RSUs were awarded to Company directors and officers. The RSUs vest in instalments of 345,000 RSUs per year, beginning on July 9, 2027. The fair value of each of the RSUs on the date of grant was $0.10 or $103,500 in the aggregate. In addition, the Company granted 1,075,000 stock options to Company directors and officers. The options vested immediately and were issued with an exercise price of $0.16 and a three-year term, expiring on July 9, 2029.

In August 2026, the Company extended the expiry date of 7,452,468 unit warrants for an additional twelve months to August 15, 2027. The warrants were issued as part of a private placement that closed on August 15, 2023, and were originally set to expire on August 15, 2026. Each warrant is exercisable at price of $0.20 per warrant.

ACCOUNTING POLICIES

For information on current and future accounting policies and disclosures, please refer to Note 4 and Note 5 in Carolina Rush's audited consolidated financial statements for the year ended December 31, 2025.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Disclosure on Carolina Rush's financial instruments and related risks may be found in Note 17 of Carolina Rush's unaudited condensed interim consolidated financial statements for the six-month period ended June 30, 2026.

Carolina Rush's exposure to liquidity risk revolves around the Company's ability to fund its exploration projects' obligations and activities, its corporate overheads and potential project/property acquisitions. The Company's exploration project expenditures, as well as certain corporate overheads, are denominated in United States dollars giving rise to market risk from changes in foreign exchange rates, which may negatively or positively impact the Company's working capital.

The Company does not have a risk management committee or written risk management policies. The Company has not entered into any specialized financial agreements to minimize its credit or foreign currency risks. There are no off-balance sheet arrangements.

CAUTIONARY NOTES

This MD&A may contain forward-looking statements relating to, but not limited to, Carolina Rush's assumptions, estimates, expectations and statements that describe Carolina Rush's future plans, intentions, beliefs, objectives or goals, that are subject to a number of known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those expressed or anticipated by such forward-looking statements. Statements that address activities, events or developments that the Company expects or anticipates will or may occur in the future are forward-looking statements or forward-looking information, including, but not limited to, statements preceded by, followed by or that include words such as "may", "will", "would", "could", "should", "believes", "estimates", "projects", "potential", "expects", "plans", "intends", "anticipates", "targeted", "continues", "forecasts", "designed", "goal", or the negative of those words or other similar or comparable words. Examples of such forward-looking statements, without limiting the generality of the foregoing, may include:

- potential to earn, acquire or divest an interest in mineral properties or projects;
- ability to satisfy permitting requirements and/or complete mineral property transactions;
- ability to conduct exploration work and satisfy work commitments;
- references to competitors exploration results;
- potential of exploration properties;
- establishing economic deposits or resources;
- potential for future benefits from its Australian JV Properties gross overriding royalty or investment in Voltage Metals Corp.;
- outlook for metals and/or mining sector;
- financial or capital market conditions;
- evaluation of the potential impact of future accounting changes;
- capital requirements and ability to obtain funding;
- ability to continue as a going concern;

Known and unknown factors could cause actual results to differ materially from those projected in the forward-looking statements and forward-looking information. Such factors include, but are not limited to:

- condition of underlying commodity markets and prices;
- ability to raise necessary capital;
- fluctuations in foreign exchange or interest rates and stock market volatility;
- receipt or retention of necessary permits or approvals;
- suspension or delays in Carolina Rush's operations due to poor weather conditions or diseases or viruses;
- access to properties and contests over title to properties;
- obtaining exploration, environmental or mining approvals;
- obtaining Brewer Gold Receiver approvals;
- termination of Brewer Earn-in Agreement with OceanaGold;
- timing of commencement of exploration or development activities;
- geological and exploration results and conditions;
- geological, technical, drilling and operating difficulties;
- extreme weather and climate conditions;
- establishment of sufficient and economic resources or reserves;
- availability and cost of contractors, equipment, supplies, labour and insurance;
- performance of Carolina Rush's partners and their financial wherewithal;
- the speculative nature of exploration and development and investor sentiment;
- degree of support from local communities;
- competition for, among other things, capital, acquisitions of resources and/or reserves, undeveloped lands and skilled personnel;
- changes in national and local government legislation, taxation, controls, regulations and political or economic developments in which the Company conducts or may conduct business;
- business opportunities that may be presented to or pursued by Carolina Rush:
- the ability to correctly value and successfully complete acquisitions;
- effectiveness of corporate and investor relations.

Although Carolina Rush believes that the assumptions, estimates and expectations reflected in its forward-looking statements are reasonable, results may vary, and the Company cannot guarantee future results, levels of activity, performance or achievements. Readers are cautioned not to place undue reliance on these forward-looking statements due to the inherent uncertainty. Carolina Rush disclaims any intent or obligation to update or revise any forward-looking statement, whether as a result of new information, future events or other such factors which affect this information, except as required by law.

RISKS AND UNCERTAINTIES

Carolina Rush is in the business of exploring for minerals and, if successful, ultimately mining them. The mining sector is by its nature, cyclical, competitive and risky. Many of these risks are beyond the Company's control. Investment in the mining sector in general and the exploration sector, in particular, involves a great deal of risk and uncertainty and Carolina Rush's common shares should be considered as a highly speculative investment. Current and potential investors should give special consideration to the risk factors involved.

Acquisition Risk
Carolina Rush uses its best judgment in the acquisition of mineral properties or projects, and in pursuit of such opportunities, the Company may fail to select appropriate acquisition candidates or negotiate acceptable agreements, including agreements to finance the acquisition and development of the mineral properties or projects. The Company cannot provide assurance that it can complete any acquisition that it pursues, on favourable terms, or that any acquisition will ultimately benefit the Company.

Competition Risk
Carolina Rush must compete with several other companies that possess greater financial and technical resources. Competition in the mining and business sectors could adversely affect the Company's ability to acquire mineral properties or projects.

Conflicts of Interest Risk
Certain directors and officers of Carolina Rush, in their personal capacities or as directors or officers of other companies, are engaged or have interests in mineral exploration and development activities outside of the Company. Accordingly, exploration opportunities or prospects of which they become aware of may not necessarily be made available to the Company.

Counterparty Risk
Counterparty risk is the risk that each party to a contract will not fulfill its contractual obligations. The entering into transactions or agreements exposes Carolina Rush to this risk. All the Company's mineral projects are exposed to this risk.

Dependence on directors, management and consultants/contractors
Carolina Rush is very dependent upon the efforts and commitment of its directors, management, partners and consultants/contractors to the extent that if the services of these parties were not available, a disruption in the Company's operations may occur.

Environmental Risk
The exploration and development activities conducted on Carolina Rush's mineral properties are subject to the environmental laws and regulations of the country in which the activities take place. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties, more stringent environmental assessments and a heightened degree of responsibility for companies and their officers, directors and employees.

Environmental laws and regulations may change at any time prior to the granting on necessary approvals. The support of local communities may be required to obtain necessary permits. Although the Company undertakes to comply with current environmental laws and regulations, there is no assurance that future changes in environmental laws or regulations will not adversely affect the Company's operations.

Exploration Risk

There is no assurance that the activities of Carolina Rush will be successful and result in economic deposits being discovered and in fact, most companies are unsuccessful due to the low probability of discovering an economic deposit. Once mineralization is discovered, it may take several years until production is possible during which time the economics of a project may change. Substantial expenditures are required to establish reserves through drilling. Carolina Rush's ability to establish a profitable mining operation is subject to a host of variables, such as physical, technical and economic attributes of a deposit, availability of capital, cyclical nature of commodity markets and government regulations.

Exploration activities involve risks which even a combination of experience, knowledge and prudence may not be able to overcome. Exploration activities are subject to hazards which could result in injury or death, property damage, adverse environmental conditions and legal liability. Fires, power disruptions and shortages and the inability to access land or obtain suitable or adequate equipment or labour are some of the hazards and risks involved in conducting an exploration program.

Financing and Liquidity Risk

Carolina Rush's ability to continue as a going concern, retain its mineral properties, finance its exploration and development activities and make acquisitions is highly dependent upon its working capital and its ability to obtain additional funds in the capital/equity markets. The Company does not have production income or a regular source of cash flow to fund its operating activities. In addition, Carolina Rush's financial success is dependent on the extent to which it can discover mineralization in economic quantities and the economic viability of developing its properties or projects.

Carolina Rush will require significant capital to finance its objectives and there can be no assurance that the Company will be able to raise the capital required, thus jeopardizing the Company's ability to achieve its objectives, meet its obligations or continue as a going concern. Given the nature of Carolina Rush's operations, which consist of exploration, evaluation, development and acquisition of mineral properties or projects, the Company believes that the most meaningful financial information relates primarily to its current liquidity and solvency. There can be no assurance that the Company's directors/officers will fund the Company's working capital needs.

Failure to obtain sufficient and timely financing may result in delaying or indefinitely postponing exploration or development activities. If the Company obtains debt financing, it may expose its operations to restrictive loan and lease covenants and undertakings. If the Company obtains equity financing, existing shareholders may suffer dilution.

Infrastructure Risk

Exploration and development activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploration or development of Carolina Rush's projects. If adequate infrastructure is not available, there can be no assurance that the exploration or development of the Company's projects will be commenced or completed on a timely basis, if at all.

Permit Risk
Carolina Rush's current and anticipated future exploration and development activities on its properties may require permits from various governmental authorities. The costs and delays associated with obtaining necessary permits and complying with these permits and applicable laws and regulations could prevent, delay or restrict the Company from proceeding with certain exploration or development activities. There can be no guarantee that the Company will be able to obtain or maintain all necessary licenses and permits that may be required to explore and develop its properties. There can be no assurance that all permits that the Company requires will be obtainable on reasonable terms, or at all. Delays or a failure to obtain such permits, or a failure to comply with the terms of any such permits that the Company has obtained, could have a material adverse impact on the Company.

Price Risk
The ability of Carolina Rush to finance the acquisition, exploration and development of its mineral properties or projects and the future profitability of the Company is strongly related to: the price of its properties underlying minerals; the market price of the Company's equities; and, commodity and investor sentiment. Metal and equity prices fluctuate on a daily basis and are affected by a number of factors beyond the Company's control. A decline in the price of the gold or copper, the Company's issued equities or investor sentiment could have a negative impact on the Company's ability to raise additional capital. Management monitors the commodity and stock markets to determine the applicable financing strategy to be taken when needed.

Property Title Risk
Although Carolina Rush takes reasonable measures to ensure proper title in the properties in which it holds or is acquiring an interest, there may still be undetected title defects affecting such properties. Accordingly, the properties in which Carolina Rush holds or is acquiring an interest in, may be subject to prior unregistered liens, agreements, transfers or claims, or unsatisfied work commitments, all of which could have a material adverse impact on the Company's operations. In addition, the Company may be unable to access or operate its properties as permitted or to enforce its rights with respect to its properties. If a title defect exists, it is possible that the Company may lose all or part of its interest in the properties to which such defects relate.

Further, there can be no assurance that the Company will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments having jurisdiction over the Company's mineral properties will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned.

Public Health Risk
Carolina Rush's operations are exposed to public health crises (ie: COVID-19) and other events outside of its control. Public health crisis, such as epidemics and pandemics, acts of terrorism, war or other conflicts, could have adverse economic and social impacts on global societies and in areas in which the Company operates. Such public health risks pose a threat to maintaining our operations as planned, due to shortages of workers and contractors, supply chain disruptions, insufficient healthcare, changes in how people socialize and interact, government or regulatory actions or inactions, declines in the price of and demand for our underlying commodities, as well as capital market volatility. There can be no assurance that our workers, partners, suppliers, consultants and contractors will not be negatively impacted by such events. As a result, the Company may not be able to predict and effectively mitigate the impact from such public health risks on its operations and these events could have a material adverse effect on our business, operating results, financial condition and share price.

Share Volatility and Dilution Risk
The securities markets are subject to a high level of price and volume volatility, and the securities of many mineral exploration companies can experience wide fluctuations in price, which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of Carolina Rush's

common shares may also be significantly affected by short term changes in mineral prices or in the Company’s financial condition or results of operations as reflected in its financial reporting.

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company’s common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

Sufficiency of Insurance Risk

The business of Carolina Rush is subject to a number of risks and hazards generally, including adverse environmental conditions, pollution, accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, changes in the political or regulatory environment and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to the Company’s mineral properties, personal injury or death, environmental damage, delays in the exploration and development, monetary losses and possible legal liability.

Although the Company maintains insurance to protect against certain risks in such amounts as the Company considers to be reasonable, the insurance may not cover all the potential risks associated with the operations of the Company and insurance coverage may not be available or may not be adequate to cover any resulting liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Moreover, insurance against risks such as environmental pollution or other hazards as a result of exploration and development may not be available to the Company on acceptable terms. Losses from these events may cause the Company to incur significant costs that could have a material adverse effect on the Company's business, results of operations, financial condition and/or the value of its securities or otherwise affect the Company's insurability and reputation in the market.

Third Party Performance Risk

For the Company to realize benefits from the Australian gross overriding royalty or its investment in Voltage Metals Corp., the Company is dependent upon the evolution and success of the underlying project’s exploration and development, which could be impacted by: the management of the particular project and execution of planned objectives; the participants ability to raise necessary capital and remain solvent; timing of payments by property owners to keep properties in good standing; environmental approvals and regulations; government and mining policies and regulations; establishment of sufficient and economic resources or reserves; condition of underlying commodity markets and prices; access to properties; receipt or retention of necessary permits or approvals; timing of commencement of exploration or development activities; geological and exploration results; exploration and development conditions; and, the disclosure of technical reports and other information. As the Company is not involved in the management of either entity or participates in the oversight of either entity’s projects, there is a risk that significant or material information may not be disclosed to the Company, on a timely basis, or at all.