

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

The following Management's Discussion and Analysis ("MD&A") is prepared as at February 29, 2024 in accordance with National Instrument 51-102F1, and should be read in conjunction with Pacific Imperial Mines Inc.'s ("the Company") Unaudited Condensed Consolidated Interim Financial Statements for the three and six months ended December 31, 2023 and accompanying notes, as well as the Company's Audited Financial Statements for the year ended June 30, 2023 and accompanying notes. These documents, along with additional information about the Company, are available at www.sedar.com. All amounts are stated in Canadian dollars unless otherwise indicated.

Forward-looking Information

This MD&A contains certain statements that may constitute "forward-looking statements". All statements, other than statements of historical fact, included herein, including but not limited to, statements regarding future anticipated property acquisitions, the nature of future anticipated exploration programs and the results thereof, discovery and delineation of mineral resources/reserves, business and financing plans and business trends, are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct.

Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market for, and pricing of, any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, the Company's inability to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, and other risks and uncertainties identified herein under "Risks and uncertainties".

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in any of those forward-looking statements. For this reason, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the following discussion and analysis may not necessarily indicate future results from operations. In particular, the current state of the global securities markets may cause significant fluctuations in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to develop any of its present or future mineral properties.

Description of Business and Overall Performance

Pacific Imperial Mines Inc. is a mineral exploration company engaged in the acquisition and exploration of mineral properties.

Mineral Interests

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

Brownell Lake Property

The Company has entered into an option agreement dated March 21, 2023 with Eagle Plains Resources Ltd. ("Eagle Plains") pursuant to which Eagle Plains granted the Company the option to acquire a 60% interest in the Brownell Lake property consisting of three mineral dispositions covering 1,863.3 hectares located approximately 17 km northwest of Deschambault Lake, Saskatchewan.

The Company may exercise the option by paying aggregate cash consideration of \$500,000, issuing 1,000,000 common shares of the Company to Eagle Plains and incurring exploration expenditures on the Brownell Lake property of \$5,000,000 all in staged amounts by December 31, 2027.

The terms of the agreement require the Company to incur the following exploration expenditures, make the following cash payments and issuance of shares to Eagle Plains as follows:

Time	Aggregate Exploration Expenditures \$	Cash \$	Shares
Three business days following the TSX Approval**	-	-	130,000
May 1, 2023 *	100,000	-	-
December 31, 2023	-	25,000	130,000
December 31, 2024	200,000	50,000	130,000
December 31, 2025	700,000	100,000	130,000
December 31, 2026	1,500,000	125,000	200,000
December 31, 2027	2,500,000	200,000	280,000
TOTAL	5,000,000	500,000	1,000,000

* Exploration expenditures completed as of June 30, 2023.

**Shares have not been issued as of December 31, 2023.

Upon the exercise of the option, the Company will own a 60% interest and Eagle Plains will own a 40% interest in the Brownell Lake property, and the parties will enter into a joint venture agreement to further explore and develop the property to bring it into commercial production. The Brownell Lake property is subject to a 2% net smelter returns royalty owing to Eagle Royalties Ltd.

The Brownell Lake Property is host to regionally-sheared, highly-strained meta-volcanic rocks which are considered to be prospective for volcanogenic massive sulphide mineralization. Planning is underway to commence a ground-based TDEM electromagnetic geophysical survey in the near future to identify potential drill targets.

The Option Agreement is subject to the Company obtaining the approval of the TSX Venture Exchange. The Common Shares issued under the Option Agreement will be subject to a hold period ending four months and one day after the date of issuance in accordance with applicable securities laws. An agreement to pay Eagle Plains in stock for debts owing is currently under review and approval with the TSX Venture Exchange.

Babine Property

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

The Company entered into a Binding Letter agreement dated March 31, 2023, where the company may acquire a 100% interest in the Babine Property in Central British Columbia. The exploration property is road accessible with demonstrated porphyry copper potential.

The Babine property consists of three mineral claims covering 2,226 hectares located 1.5 km north of the Granisle Mine. The Company may exercise the option on the Babine property by paying an aggregate cash consideration of \$161,250, issuing common shares of the Company with a valued of \$168,750 and incurring exploration expenditures on the Property of \$2,354,500 all in staged amounts by March 31, 2027. Upon the exercise of the option, the Company will own a 100% interest in the Babine property. The Babine property is subject to a 2% net smelter returns royalty held by four private owners.

The terms of the agreement require the Company to incur the following exploration expenditures, make the following cash payments and issuance of shares to the Optionor as follows:

Time	Aggregate Exploration Expenditures \$	Cash \$	Share Issuance \$
On or before the Closing Date (Subject to TSX approval)*	49,500	-	7,500
On or before the first anniversary of the Closing Date	100,000	7,500	7,500
On or before the second anniversary of the Closing Date	250,000	20,000	20,000
On or before the third anniversary of the Closing Date	500,000	37,500	37,500
On or before the fourth anniversary of the Closing Date	1,455,000	96,250	96,250
TOTAL	2,354,500	161,250	168,750

**Conditions not met as of December 31, 2023.*

The Babine property is extensively till covered but previous exploration; including, prospecting, geophysics and drilling located sulphide mineralization in several areas. A number of semi-circular magnetic anomalies similar in size and shape to the Bell and Granisle mines are located on the property but have only been subject to cursory exploration. Recent work by other companies to the north of the Babine project have had success with deep drilling targeting pre-existing geochemical and geophysical anomalies.

The Option Agreements are subject to the Company obtaining the approval of the TSX Venture Exchange. The Common Shares issued under the Option Agreement will be subject to a hold period ending four months and one day after the date of issuance in accordance with applicable securities laws.

PAM Property

The Company entered into a Binding Letter agreement dated March 31, 2023, where the company may acquire a 100% interest in the PAM Property in Central British Columbia. The exploration property is road accessible with demonstrated porphyry copper potential.

The PAM property consists of seven mineral claims covering 2,403 hectares located approximately 25 km northeast of the Huckleberry Cu-Mo Mine. The Company may exercise the option on the PAM property by paying

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

an aggregate cash consideration of \$165,000, issuing common shares of the Company valued at \$175,000 and incurring exploration expenditures on the Property of \$2,413,500 all in staged amounts by March 31, 2027. Upon the exercise of the option, the Company will own a 100% interest in the PAM property. The PAM property is subject to a 2% net smelter returns royalty held by three private owners.

The terms of the agreement require the Company to incur the following exploration expenditures, make the following cash payments and issuance of shares to the Optionor as follows:

Time	Aggregate Exploration Expenditures \$	Cash \$	Share Issuance \$
On or before the Closing Date (Subject to TSX approval)*	63,500	-	10,000
On or before the first anniversary of the Closing Date	100,000	12,500	12,500
On or before the second anniversary of the Closing Date	250,000	20,000	20,000
On or before the third anniversary of the Closing Date	500,000	37,500	37,500
On or before the fourth anniversary of the Closing Date	1,500,000	95,000	95,000
TOTAL	2,413,500	165,000	175,000

**Conditions not met as of December 31, 2023.*

The PAM property is in a low lying extensively drift covered area approximately 25km northeast of the Huckleberry Cu-Mo Mine. Past exploration has identified granitoid outcrops and float samples with porphyry style alteration and mineralization. A small section of the property in the northeast corner was tested with 24 shallow percussion holes with the westernmost hole returning anomalous copper values. No follow-up drilling has been conducted. A recent regional scale airborne Z-TEM survey carried out by Surge Copper Corp. identified an anomaly that is similar to other porphyry deposits in the area, which is situated on the southwestern edge of the project. An exploration program consisting of geological, geochemical and geophysical surveys is planned for further work.

The Option Agreements are subject to the Company obtaining the approval of the TSX Venture Exchange. The Common Shares issued under the Option Agreement will be subject to a hold period ending four months and one day after the date of issuance in accordance with applicable securities laws.

Eagle Mountain Property

The Company has acquired by staking a 100% interest in the Eagle Mountain Lithium prospect located in Inyo County, California, within 15 kilometers of the Nevada border. The property currently consists of 21 placer claim units, each 20 acres in size, totalling approximately 420 acres located in the Alkali Flats area, near Death Valley Junction and covering most of the Eagle Mountain salina. Exploration logistics are excellent with the property located within 3 kilometers of a paved highway. For the year ended June 30, 2023 the Company dropped many additional claims and held 21 (2022 -125) placer claims.

The United States Geological Survey (USGS) reported sampling and drilling in closed basins throughout portions of Nevada, primarily in and around Clayton Valley and adjacent California. Its work in the claim area, near the western margin of the Eagle Mountain claim area, consisted of taking borehole samples from a 102.1 meter-deep

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

hole. Of the 68 rock samples taken, 45 returned lithium values between 300 and 999 ppm and 22 assayed between 100 and 300 ppm lithium; the results were some of the highest values obtained by the USGS study of 23 playas.

Furthermore, the USGS from its studies of the only North American lithium producer, the Albemarle Silver Peak Mine and its environment, as well as the large Chilean deposits from the Salar de Atacama, has developed a conceptual model for lithium brine deposits and identified seven first order characteristics that apply to them. This model was used as a guide to locate the Eagle Mountain Property and all the characteristics clearly apply. A satellite image of the claims and surrounding area shows that the Eagle Mountain salina lies within a north-south trending basin essentially closed to the south. This basin interacts at the western fringe with the Amargosa River drainage, which is recognized by the USGS as regionally, enriched in lithium (18 springs and wells in the Amargosa Desert averaged 105 micrograms per liter lithium).

The eastern parts of the basin are bounded to the east by a major north-south range-front fault. This trap basin is further defined by the west-northwest trending Eagle Mountain Fault to the west that separates the main trap basin from what is interpreted to be a zone of shallow mixing and erosion of the borates and evaporates on the salina's western fringe. The basin, which remains closed, and a suitable trap for brines, constitutes the vast majority of the property area.

On March 22, 2017, the Company announced the results of exploration, including geochemical and gravity surveys. Soil sampling was carried out on the property by drilling principally auger drill holes 1.3 to 3 meters deep depending on the nature of the material and the utility of the equipment.

This survey was directed by the quality of geochemical results published by the USGS in 1977 in the salina area. The values from the solids in this 102.1 meter drill hole, which was part of a regional study of possible lithium salina targets throughout the Mojave Desert in California, were strongly anomalous with 45 of 68 samples in the range of 300 to 999 ppm (USGS OFR 80-1234). In a more detailed examination of this RC drill hole Patea (USGS OFR 86-1164) used both AA and emission spectra methods and conducted some mineralogical studies using the laboratories in Menlo Park, California and Denver, Colorado. Using the AA method, the range of all samples was 58 to 810 ppm lithium and the four samples subjected to emission spectra returned values of 1,100 ppm, 1,100 ppm, 810 ppm, and 1,100 ppm lithium.

The gravity survey, completed in December 2016, generated a basin model as an aid to lithium exploration. The survey also permitted identifying the potential regional structural setting revealing complex structures dominated by a major fault bounding Eagle Mountain on both sides.

Several first order structural features representing targets for more work were outlined by the survey. The gravity survey defined the southern portion of the Amargosa Basin, revealing a shelf extending to the south, off the main basin and underlying the property, with specific gravity low features identified as priority targets for exploration. Interpretation of the gravity data indicates the basin fill depth averages 550 meters with a deeper, small-perched sub-basin located on the property's southeast margin. The survey also defined much deeper, well-defined basins in the area, which will be evaluated as priority targets. These features are similar in scale to (in fact larger than) the gravity-mapped targets in the Clayton Valley.

A major structural feature extends across the property in a northwest-southeast direction, bounding Eagle Mountain on either side. The structure forms the south southwestern margin of the basin shelf. Gravity data suggests that the basin fill layering in the shelf dips southwest toward the Eagle Mountain bounding structure. This asymmetry, similar to the Clayton Valley Basin, is interpreted to be an important control to lithium brine entrapment at the Clayton Valley deposit.

Several target areas on the Eagle Mountain property are defined based on similarities to the Clayton Valley deposit. These include the north-south oriented paleo-channel, a sub-basin underlying the southeastern portion of the property and sediments dipping west towards the major structure bounding the northeast side of Eagle Mountain.

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

TREK 31 Property

On October 13, 2020, the Company entered into an Option Agreement with Orogen Royalties Corp. ("Orogen") whereby the Company can earn up to an 100% interest in the five claim, 94 km², TREK 31 project situated in the Nechako Plateau of central British Columbia. The TREK 31 project is targeting gold-rich porphyry and epithermal deposits and is located 30 km northeast of the Blackwater Gold Deposit which was recently acquired for \$210M by Artemis Gold. The TREK 31 area is road accessible, 80 km south of Vanderhoof, B.C. in an area of historic and current mine development. TREK 31 was staked in 2018 and is owned 100% by Orogen with no underlying royalties or encumbrances. Upon signing of the option agreement, the Company has assumed management of the project. During the exploration season of 2021, regional forest fire activity restricted the ability to complete the planned exploration activities. It was agreed with Orogen to extend the first anniversary date by nine months to allow the program to be completed in 2022.

On July 12, 2022, Pacific Imperial Mines terminated the TREK 31 option agreement with Orogen in accordance with the July 8, 2022 second amending agreement.

Tulameen-Granite Creek Property

On May 15, 2021 (the "Effective Date"), the Company entered into an Option Agreement with Yeomans Geological Inc. ("Yeomans") whereby the Company can earn up to an 100% interest in the Tulameen-Granite Creek project comprising four claims totaling 2,808 hectares that are located about 14 km west of the Copper Mountain deposit in southern British Columbia. The Tulameen-Granite Creek project is targeting orthomagmatic Cu-PGE sulphide mineralization in Alaskan-type intrusions in a convergent margin setting in the Tulameen Complex. The Tulameen-Granite Creek (TGC) area is road accessible, 22km southwest of Princeton, B.C. in an area of historic and current mine development. Tulameen-Granite Creek was staked in 2015 and is owned 100% by Yeomans Geological Inc. with no underlying royalties or encumbrances. With the option agreement signed, Pacific Imperial has assumed management of the project.

The 2021 exploration program on the Tulameen-Granite Creek included soil geochemistry, ground loop-EM geophysical surveys, geological mapping, and prospecting on claims located along the western margin of the Tulameen Ultramafic Complex. Soil sampling within deep till overburden defined linear trends coincident with the two major conductors identified through a ground-based Time Domain Electromagnetic ("TDEM") survey. The 2022 drill program of up to 5,000 m in 10 holes is designed to test the two TDEM conductors where there is a strong correlation between the conductor axis and overlying anomalous copper in B-horizon soil values. The drilling will test for bedrock mineralization like the Cu-Pd-Pt mineralization identified in float near the main conductor. All necessary permits have been received.

The Company raised flow-through private placement funds to complete half of the first-year exploration commitment program at Tulameen-Granite Creek.

On August 31, 2022, on account of non-fulfilment of certain underlying conditions as defined in the Option agreement, the Option Agreement with Yeomans was terminated.

Leo King, P. Geo, Advisor to Pacific Imperial Mines Inc. is the qualified person as defined by National Instrument 43-101 and has approved the technical information regarding the Eagle Mountain property in this release. Peter Holbek, Director, Pacific Imperial Mines Inc. Mr. Holbek, B.Sc (Hons), M.Sc. P. Geo. is the qualified person as defined by National Instrument 43-101 and has approved the technical information regarding the TREK 31, Tulameen-Granite Creek, Brownell, PAM and Babine property in this release.

During the three and six months ended December 31, 2023 and 2024, the Company incurred the following exploration costs.

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

	Three months ended December 31,		Six months ended December 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Eagle Mountain Property				
Mineral claims and filing fees	-	5,814	-	5,814
	-	5,814	-	5,814
PAM Property				
Mineral claims and filing fees	367	-	367	-
	367	-	367	-
Trek 31				
Assay	-	5,062	-	7,266
Field expenses	-	4,289	-	22,069
Geo-physical	-	30,200	-	47,786
Project management fee	-	-	-	-
Travel and accommodation	-	6,629	-	6,629
	-	46,180	-	83,750
Total	367	51,994	367	89,564

Results of Operations

Three Months Ended December 31, 2023

During the three months ended December 31, 2023, the Company recorded net loss of \$22,663 compared to a net loss of \$58,430 in the same quarter last year. The decrease in net loss of \$35,767 was mainly due to exploration activity.

- (1) Exploration costs were \$367 (2022 - \$51,994) for the period reflecting a \$51,627 decrease from the same period in the prior year. The change is a result of initiating exploration work on the Trek 31 Property the prior year.
- (2) Fluctuations in other expenditure categories were not material and amounts in the current three month period are comparable to that of the prior year.

Six Months Ended December 31, 2023

During the six months ended December 31, 2023, the Company recorded net loss of \$43,148 compared to a net loss of \$111,551 in the same period last year. The decrease in net loss of \$68,403 was mainly due to change in exploration activity and flow-through premium.

- (1) Exploration costs were \$367 (2022 - \$89,564) for the period reflecting a \$89,197 decrease from the same period in the prior year. The change is a result of initiating exploration work on the Trek 31 Property the prior year.
- (2) Recovery of flow-through premium was \$Nil (2021 - \$22,600) for the current period reflecting a \$22,600 increase from the same period in the prior year. The increase was due to flow-through share financing and sale of tax deduction of flow-through shares.
- (3) Fluctuations in other expenditure categories were not material and amounts in the current six month period are comparable to that of the prior year.

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

Summary of Quarterly Results

Quarter Ended	Revenue	Net Loss	Basic & Fully Diluted Loss per Share	Total Assets	Long Term Liabilities	Cash Dividends
	\$	\$	\$	\$	\$	\$
December 31, 2024	-	22,663	-	45,109	-	-
September 30, 2023	-	20,485	-	25,076	-	-
June 30, 2023	-	136,394	-	26,704	-	-
March 31, 2023	-	17,199	-	33,266	-	-
December 31, 2022	-	58,430	-	67,340	-	-
September 30, 2022	-	53,121	-	95,781	-	-
June 30, 2022	-	35,327	-	95,072	-	-
March 31, 2022	-	27,693	-	103,252	-	-

The loss for the quarter ended June 30, 2023 was higher due to increased exploration activities incurred in the period. The Company will continue to incur losses until the Company has developed its assets, which will generate cash flows from ongoing operations.

Balances and Transactions with Related Parties

During the three and six months ended December 31, 2023 and 2022, the Company had the following transactions with related parties:

(a) Key management compensation

Key management consists of senior officers and directors of the Company, their compensation is as follows:

	Three months ended		Six months ended	
	December 31,		December 31,	
	2023	2022	2023	2022
	\$	\$	\$	\$
Consulting fees	2,500	2,000	6,500	4,000
Share based compensation	-	-	-	-
Total	2,500	2,000	6,500	4,000

(b) Due to related parties

As at December 31, 2023 there was \$61,800 (June 30, 2023 - \$55,800) owing to officers of the Company for consulting fees.

Related party amounts are unsecured, non-interest bearing and due on demand. These transactions are

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

measured by the exchange amount that is the amount agreed upon by the transacting parties and are on terms and conditions similar to non-related entities.

Investor Relations

The Company is responsible for its investor relations activities and has not engaged a third party to handle this duty.

Liquidity and Capital Resources

The Company's business is exploration and it does not generate cash flow from operations to adequately fund its activities and has therefore relied principally upon the issuance of securities and loans and advances from directors for financing. During the six months ended December 31, 2023, the Company incurred a net loss of \$42,148 (2022 - \$111,551). As at December 31, 2023, the Company had negative working capital of \$323,338 (June 30, 2023 - \$280,190).

Risk and Uncertainties

While the Company holds an interest in mineral properties in a foreign country, accordingly it is exposed to the laws governing the mining industry in that country from which the mineral properties are acquired with respect to such matters as taxation, repatriation of profits, restrictions on production, export controls, environmental compliance, and expropriation of property or limitations on foreign ownerships, as well as shifts in the political stability of the country and labour unrest, any of which could adversely affect the Company and its exploration and production activities in the country.

The Company's business, results of operations, financial condition, and the trading price of the Company's common shares could be materially adversely affected by any of the foregoing risks and by other risks, including risks related to development of mineral deposits, metal prices, title matters, reclamation costs, gold and other base metal prices volatility, competition, additional funding requirements, insurance, currency fluctuations, conflicts of interest, and share trading volatility. Any of these risks could have a material adverse effect on the business, operations or financial condition of the Company.

The Company expects to meet its current commitments as they become payable, but any future commitments including the completion of acquisitions, exploration and development of mineral properties and projects, is dependent on the ability of the Company to obtain the necessary financing. These conditions along with other matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

Critical Accounting Estimates

The preparation of these financial statements in conformity with IFRS requires management to make judgements, estimates and assumptions that affect the amounts reported in the financial statements and the related notes to the financial statements during the reporting period.

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

Significant areas requiring the use of management estimates include the decommissioning liabilities on mineral interests and recoverability and measurement of deferred tax assets. By their nature, these estimates are subject to measurement uncertainty and actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised and in any future periods affected.

Critical accounting judgements are accounting policies that have been identified as being complex or involving subjective judgements or assessments with a significant risk of material adjustment in the next year. Critical accounting judgements is going concern.

Financial Instrument

Financial assets

All financial assets are initially recorded at fair value and designated upon inception into one of the following four categories: held to maturity, available for sale, loans and receivables or financial assets at fair value through profit or loss ("FVTPL").

Financial assets classified as FVTPL are measured at fair value with unrealized gains and losses recognized through earnings. The Company's cash is classified as financial assets at FVTPL.

Financial assets classified as loans and receivables and held to maturity assets are measured at amortized cost. Financial assets classified as available for sale are measured at fair value with unrealized gains and losses recognized in other comprehensive income and loss except for losses in value that are considered other than temporary which are recognized in earnings. The Company does not have any assets classified as held to maturity or available for sale financial assets at this time.

Transactions costs associated with FVTPL financial assets are expensed as incurred, while transaction costs associated with all other financial assets are included in the initial carrying amount of the asset.

Financial liabilities

All financial liabilities are initially recorded at fair value and designated upon inception as financial liabilities at FVTPL or other financial liabilities.

Financial liabilities classified as other financial liabilities are initially recognized at fair value less directly attributable transaction costs. After initial recognition, other financial liabilities are subsequently measured at amortized costs using the effective interest method. The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period. The Company's accounts payable and amounts due to related parties are classified as other financial liabilities.

Financial liabilities classified as FVTPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as FVTPL. Derivatives, including separated embedded derivatives are also classified as held for trading and recognized at fair value with changes in fair value recognized in earnings unless they are designated as effective hedging instruments. Fair value changes on financial liabilities classified as FVTPL are recognized in earnings. The Company is not exposed to any derivative instruments and foreign exchange hedges in place at this time.

The following table summarizes information regarding the carrying values of the Company's financial instruments:

PACIFIC IMPERIAL MINES INC.
Management Discussion and Analysis
For the Three and Six Months Ended December 31, 2023

	December 31, 2023 \$	June 30, 2023 \$
Assets as FVTPL (i)	29,420	11,481
Liabilities at amortized cost (ii)	368,447	306,894
(i) Cash		
(ii) Accounts payable, and amounts due to related parties		

Changes in Accounting Policies

Please refer to Note 2(b) in the notes to the condensed consolidated interim financial statements for the three and six months ended December 31, 2023.

Off-Balance-Sheet Arrangements

The Company has not entered into any off-balance-sheet arrangements.

Management Change

On October 18, 2023, the company appointed its President and CEO, Chris McLeod, as the Corporate Secretary of the Company, following the resignation of Chelsia Cheam as Corporate Secretary.

Latest Outstanding Share Data

As at December 31, 2023, and the date of this report, the Company has the following outstanding securities:

Security Description	December 31, 2023 Amount	February 29, 2024 Amount
Common shares – issued and outstanding	79,077,468	79,077,468
Options Unvested	-	-
Vested	6,000,000	6,000,000
Warrants issued in private placements	3,800,000	3,800,000
Common shares – Fully Diluted	88,877,468	88,877,468