

0001062993-24-0186146-K Western Copper & Gold Corp 2024110720241107171416171416171416 0 0001062993-24-018614 6-K 6 20240930 20241107 20241107 Western Copper & Gold Corp 0001364125 1000 000000000 A1 1231 6-K 34 001-35075 241437049 SUITE 1200 - 1166 ALBERNI STREET VANCOUVER A1 V6E 3Z3 6046849497 SUITE 1200 - 1166 ALBERNI STREET VANCOUVER A1 V6E 3Z3 Western Copper CORP 20060525 6-K 1 form6k.htm FORM 6-K Western Copper and Gold Corporation: Form 6-K - Filed by newsfilecorp.com UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 FORM 6-K REPORT OF FOREIGN PRIVATE ISSUER PURSUANT TO RULE 13a-16 OR 15d-16 UNDER THE SECURITIES EXCHANGE ACT OF 1934 For the month of November 2024 Commission File Number: 001-35075 WESTERN COPPER AND GOLD CORPORATION(Translation of registrant's name into English) Suite 907 1030 West Georgia Street, Vancouver, BC, V6E 2Y3(Address of principal executive offices) Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F. [X] Form 20-F [] Form 40-F Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(1): [] Indicate by check mark if the registrant is submitting the Form 6-K in paper as permitted by Regulation S-T Rule 101(b)(7): [] SUBMITTED HERewith Exhibits Exhibit Description 99.1 Condensed Interim Consolidated Financial Statements For the period ended September 30, 2024 99.2 Management's Discussion and Analysis for the period ended September 30, 2024 99.3 Form 52-109F2 - Certification of Interim Filings - CEO 99.4 Form 52-109F2 - Certification of Interim Filings - CFO SIGNATURES Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized. Western Copper and Gold Corporation (Registrant) Date: November 5, 2024 By: /s/ Sandeep Singh Sandeep Singh Title: Chief Executive Officer EX-99.1 2 exhibit99-1.htm EXHIBIT 99.1 Western Copper and Gold Corporation: Exhibit 99.1 - Filed by newsfilecorp.com Western Copper and Gold Corporation (An exploration stage company) Condensed Interim Consolidated Financial Statements For the three and nine months ended September 30, 2024 (Unaudited, Expressed in Canadian dollars) Western Copper and Gold Corporation Condensed Interim Consolidated Financial Statements(unaudited prepared by management) (Expressed in Canadian dollars) CONDENSED INTERIM CONSOLIDATED BALANCE SHEETS September 30, 2024 December 31, 2023 Note \$ ASSETS Cash and cash equivalents 16,480,993 25,971,261 Short-term investments 57,178,413 5,064,904 Marketable securities 1,229,200 1,030,880 Other assets 611,242 1,282,915 CURRENT ASSETS 75,499,848 33,349,960 Property, plant and equipment 68,302 159,604 Right-of-use assets 30,326 172,611 Exploration and evaluation assets 118,017,742 110,236,198 ASSETS 193,616,218 143,918,373 LIABILITIES Accounts payable and accrued liabilities 2,897,937 4,276,310 Current portion of lease obligation 34,767 185,515 CURRENT LIABILITIES 2,932,704 4,461,825 Lease obligations 12,298 LIABILITIES 2,932,704 4,474,123 SHAREHOLDERS' EQUITY Share capital 272,237,207 216,289,331 Contributed surplus 38,704,246 38,084,656 Deficit (120,257,939) (114,929,737) SHAREHOLDERS' EQUITY 190,683,514 139,444,250 LIABILITIES AND SHAREHOLDERS' EQUITY 193,616,218 143,918,373 Approved by the Board of Directors /s/ Robert Chausse Director /s/ Klaus Zeitler Director The accompanying notes are an integral part of these condensed interim consolidated financial statements - 2 - Western Copper and Gold Corporation Condensed Interim Consolidated Financial Statements(unaudited prepared by management) (Expressed in Canadian dollars) CONDENSED INTERIM CONSOLIDATED STATEMENTS OF LOSS AND COMPREHENSIVE LOSS Three Months Ended September 30, 2024 2023 Note \$ Depreciation 38,817 51,725 Filing and regulatory fees 12,714 10,188 Office and administration 159,446 178,307 440,002 Professional fees 68,107 64,418 681,285 197,652 Share-based payments 586,662 558,972 1,919,916 912,674 Shareholder communication and travel 156,222 164,287 576,738 598,241 Wages and benefits 909,057 408,168 3,310,671 1,257,835 CORPORATE EXPENSES 1,931,025 1,436,065 7,407,833 Foreign exchange loss 3,581 1,412 3,837 973 Interest income (906,389) (416,969) (1,885,148) (861,591) Gain on marketable securities (197,480) (198,320) (196,640) LOSS AND COMPREHENSIVE LOSS 680,737 823,028 5,328,202 2,805,814 Basic and diluted loss per share 0.00 0.01 0.03 0.02 Weighted average number of common shares outstanding 198,219,077 162,530,928 184,430,985 158,548,047 The accompanying notes are an integral part of these condensed interim consolidated financial statements - 3 - Western Copper and Gold Corporation Condensed Interim Consolidated Financial Statements(unaudited prepared by management) (Expressed in Canadian dollars) CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CASH FLOWS For the nine months ended September 30, 2024 2023 Note \$ Cash flows provided by (used in) OPERATING ACTIVITIES Loss and comprehensive loss (5,328,202) (2,805,814) ITEMS NOT AFFECTING CASH Depreciation 141,685 155,175 Finance costs 7,169 20,787 Gain on marketable securities (198,320) (196,640) Share-based payments 1,919,916 912,674 1,870,450 891,996 Non-cash working capital items 340,675 241,190 Change in accrued interest (916,132) 133,179 Change in other assets 340,675 241,190 Change in accounts payable and accrued liabilities 281,355 (629,690) (294,102) (255,321) OPERATING ACTIVITIES (3,751,854) (2,169,139) FINANCING ACTIVITIES Financings 54,282,153 23,591,624 Financings costs (3,243,466) (247,132) Exercise of stock options 3,465,000 2,025,000 Lease payments (170,215) (184,054) FINANCING ACTIVITIES 54,333,472 25,185,438 INVESTING ACTIVITIES Purchase of short-term investments - net (51,197,377) (7,331,145) Mineral property expenditures (8,874,509) (13,170,349) INVESTING ACTIVITIES (60,071,886) (20,501,494) CHANGE IN CASH AND CASH EQUIVALENTS (9,490,268) 2,514,805 Cash and cash equivalents - Beginning 25,971,261 1,341,267 CASH AND CASH

EQUIVALENTS - ENDING A\$16,480,993 A\$3,856,072 A\$The accompanying notes are an integral part of these condensed interim consolidated financial statements - 4 - Western Copper and Gold Corporation

Condensed Interim Consolidated Financial Statements(unaudited " prepared by management) (Expressed in Canadian dollars)

CONDENSED INTERIM CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY A A Number ofShares A A ShareCapital A A ContributedSurplus A A Deficit A A Shareholders'Equity A A A A \$ A A \$ A A \$ A A \$ A A A A A A A A A A A A A A A DECEMBER 31, 2022 A 151,597,489 A A 183,542,846 A A 37,790,810 A A (111,591,438) A 109,742,218 A A A A A A A A A A A A Private placement A 8,970,199 A A 23,591,624 A A - A A - A A 23,591,624 A Private placement issuance costs A - A A (247,132) A - A A - A A (247,132) Exercise of stock options A 1,725,000 A A 2,765,240 A A (740,240) A - A A 2,025,000 A Exercise of restricted share units A 300,515 A A 631,380 A A (631,380) A - A A - A Share-based payments A - A A - A A 1,417,384 A A - A A 1,417,384 A Loss and comprehensive loss A - A A - A A (2,805,814) A (2,805,814) A A A A A A A A A A A A A A A A SEPTEMBER 30, 2023 A 162,593,203 A A 210,283,958 A A 37,836,574 A A (114,397,252) A 133,723,280 A A A A A A A A A A A A Private placement A 3,468,208 A A 6,000,000 A A - A A - A A 6,000,000 A Private placement issuance costs A - A A (58,121) A - A A - A A (58,121) Exercise of restricted share units A 29,834 A A 63,494 A A (63,494) A - A A - A Share-based payments A - A A - A A 311,576 A A - A A 311,576 A Loss and comprehensive loss A - A A - A A (532,485) A (532,485) A A A A A A A A A A A A A A A A DECEMBER 31, 2023 A 166,091,245 A A 216,289,331 A A 38,084,656 A A (114,929,737) A 139,444,250 A A A A A A A A A A A A Private placement A 5,071,640 A A 8,282,154 A A - A A - A A 8,282,154 A Private placement issuance costs A - A A (133,845) A - A A - A A (133,845) Equity offering A 24,210,526 A A 45,999,999 A A - A A - A A 45,999,999 A Equity offering costs A - A A (3,109,621) A A - A A - A A (3,109,621) Exercise of stock options A 2,750,000 A A 4,685,480 A A (1,220,480) A A - A A 3,465,000 A Exercise of restricted share units A 108,007 A A 223,709 A A (223,709) A - A A - A Share-based payments A - A A - A A 2,063,779 A A - A A 2,063,779 A Loss and comprehensive loss A - A A - A A (5,328,202) A (5,328,202) A A A A A A A A A A A A A A A A SEPTEMBER 30, 2024 A 198,231,418 A A 272,237,207 A A 38,704,246 A A (120,257,939) A 190,683,514 A The accompanying notes are an integral part of these condensed interim consolidated financial statements - 5 - Western Copper and Gold Corporation

Notes to the Condensed Interim Consolidated Financial StatementsAs at and for the three and nine months ended September 30, 2024(unaudited " prepared by management) (Expressed in Canadian dollars)

1. NATURE OF OPERATIONS Western Copper and Gold Corporation (together with its subsidiaries, "Western" or the "Company") is an exploration stage company that is directly engaged in exploration and development of the Casino mineral property located in Yukon, Canada (the "Casino Project"). The Company is incorporated in British Columbia, Canada. Its head office is located at 907-1030 West George Street, Vancouver, British Columbia. While Western has been successful in raising sufficient capital to fund its operations, if the Company successfully progresses through permitting to the development and construction stage for the Casino Project, the Company will need to raise additional funds to complete the development and construction of the Casino Project. There can be no assurance that it will be able to raise such project financing in the future.

2. BASIS OF PRESENTATION a. Statement of compliance These condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") as applicable to the preparation of interim financial statements under IAS 34, Interim Financial Reporting. The accounting policies followed by the Company are set out in Note 3 to the audited consolidated financial statements for the year ended December 31, 2023 and have been consistently followed in the preparation of these condensed interim consolidated financial statements. The condensed interim consolidated financial statements should be read in conjunction with the Company's annual consolidated financial statements for the year ended December 31, 2023, which have been prepared in accordance with IFRS Accounting Standards. These financial statements were approved for issue by the Company's board of directors on November 7, 2024. b. IFRS Pronouncements Amendments to IFRS 9 and IFRS 7 - Amendments to the Classification and Measurement of Financial Instruments In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7). These amendments updated classification and measurement requirements in IFRS 9 Financial Instruments and related disclosure requirements in IFRS 7 Financial Instruments: Disclosures. The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the solely payments of principal and interest criterion, including financial assets that have environmental, social and corporate governance (ESG)-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs and amended disclosures relating to equity instruments designated at fair value through other comprehensive income. A A - 6 - Western Copper and Gold Corporation

Notes to the Condensed Interim Consolidated Financial StatementsAs at and for the three and nine months ended September 30, 2024(unaudited " prepared by management) (Expressed in Canadian dollars)

The amendments are effective for annual periods beginning on or after January 1, 2026, with early application permitted. Management is currently assessing the effect of these amendments on our financial statements.

IFRS 18 - Presentation and Disclosure in Financial Statements In April 2024, the IASB issued IFRS 18, Presentation and Disclosure of Financial Statements (IFRS 18), which replaces IAS 1, Presentation of Financial Statements. IFRS 18 introduces a specified structure for the income statement by requiring income and expenses to be presented into the three defined categories of operating, investing and financing, and by specifying certain defined totals and subtotals. Where company-specific measures related to the income statement are provided, IFRS 18 requires companies to disclose explanations around these measures, which are referred to as management-defined performance measures. IFRS 18 also provides additional guidance on principles of aggregation and disaggregation which apply to the primary financial statements and the notes. IFRS 18 will not affect the recognition and measurement of items in the financial statements, nor will it affect which items are classified in other comprehensive income and how these items are classified. The standard is effective for reporting periods beginning on or after January 1, 2027, including for interim financial statements. Retrospective application is required, and early application is permitted. Management is currently assessing the effect of this new standard on our financial statements.

Amendments to IAS 1 - Presentation of Financial Statements In October 2022, the IASB issued amendments to IAS 1, Presentation of Financial Statements titled Non-current Liabilities with Covenants. These amendments seek to improve the information that an entity provides when its right to defer settlement of a liability is subject to compliance with covenants within 12 months after the reporting period. These amendments to IAS 1 override and incorporate the

previous amendments, Classification of Liabilities as Current or Non-current, issued in January 2020, which clarified that liabilities are classified as either current or non-current depending on the rights that exist at the end of the reporting period. Liabilities should be classified as non-current if a company has a substantive right to defer settlement for at least 12 months at the end of the reporting period. The amendments were effective for annual periods beginning on or after January 1, 2024, and adoption of these amendments did not have an effect on our financial statements.

c. Accounting estimates and judgments The preparation of financial statements in conformity with IFRS Accounting Standards requires management to exercise judgement in the process of applying its accounting policies and to make estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of income and expenses during the period. Actual results could differ from those estimates. Differences may be material. Judgment is required in assessing whether certain factors would be considered an indicator of impairment for the exploration and evaluation assets. We consider both internal and external information to determine whether there is an indicator of impairment present and accordingly, whether impairment testing is required. Where an impairment test is required, calculating the estimated recoverable amount of the cash generating unit for non-current asset impairment tests requires management to make estimates and assumptions with respect to estimated recoverable reserves or resources, estimated future commodity prices, expected future operating and capital costs, and discount rates.

7 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial Statements As at and for the three and nine months ended September 30, 2024 (unaudited) prepared by management) (Expressed in Canadian dollars) Changes in any of the assumptions or estimates used in determining the recoverable amount could impact the impairment analysis. Management did not identify any impairment indicators during the nine months ended September 30, 2024. Judgment is required in assessing whether a mineral property is in the exploration and evaluation phase and should be classified as an exploration and evaluation asset or if the exploration and evaluation phase has been completed and the mineral property should be reclassified as property and equipment. We determined that although a feasibility study for the Casino Project has been completed, the Company has not yet received the necessary licenses and permits required to consider the exploration and evaluation stage to have been completed.

3. SHORT-TERM INVESTMENTS As at September 30, 2024, the Company had \$56,197,377 (December 31, 2023 - \$5,000,000) invested in Canadian dollar denominated guaranteed investment certificates ("GICs") plus total accrued interest of \$981,036 (December 31, 2023 - \$64,904). These GICs are issued by Schedule 1 chartered banks in Canada.

4. MARKETABLE SECURITIES As at September 30, 2024, the Company held marketable securities with an aggregate fair value of \$1,229,200 (December 31, 2023 - \$1,030,880), consisting of 2.5 million common shares of Northisle Copper and Gold Inc. with a fair value of \$1,225,000 (December 31, 2023 - \$1,025,000) and 168,000 common shares of Granite Creek Copper Ltd. with a fair value of \$4,200 (December 31, 2023 - \$5,880). The fair value of the marketable securities is determined by reference to published price quotations in an active market (classified as level 1 in the fair value hierarchy).

5. EXPLORATION AND EVALUATION ASSETS a. Casino (100% - Yukon, Canada) The Casino Project is a copper-gold porphyry deposit located in Yukon, Canada. The Casino Property is subject to a 2.75% NSR on the claims comprising the Casino project in favour of Osisko Gold Royalties Ltd. ("Osisko Gold") pursuant to the Royalty Assignment and Assumption Agreement dated July 31, 2017 when 8248567 Canada Limited assigned to Osisko Gold all of its rights, title and interest in the 2.75% NSR.

8 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial Statements As at and for the three and nine months ended September 30, 2024 (unaudited) prepared by management) (Expressed in Canadian dollars)

b. Exploration and evaluation expenditures

	DECEMBER 31, 2022	DECEMBER 31, 2023	SEPTEMBER 30, 2024
Total	\$ 89,161,878	\$ 110,236,198	\$ 118,017,742
Claims maintenance	25,010	23,376	23,376
Engineering	390,903	765,742	765,742
Exploration and camp support	7,252,245	435,761	435,761
Permitting	11,033,794	5,531,976	5,531,976
Salary and wages	1,726,836	880,826	880,826
Share-based payments	645,532	143,863	143,863

6. SHARE CAPITAL a. Authorized share capital The Company is authorized to issue an unlimited number of common shares without par value and an unlimited number of preferred shares without par value.

b. Financing On May 6, 2024, the Company completed a private placement with Rio Tinto Canada ("Rio Tinto") pursuant to Rio Tinto's subscription rights as a result of the bought deal public offering (the "Offering") completed on April 30, 2024 (see below). Rio Tinto acquired 2,609,890 common shares of the Company at a price of \$1.90 per common share for gross proceeds of \$4,958,791. The Company incurred \$27,808 in costs associated with the private placement. On April 30, 2024, the Company completed the Offering and sold 24,210,526 common shares at a price of \$1.90 per common share for gross proceeds of \$45,999,999. The Company incurred \$3,109,621 costs associated with the Offering. On March 25, 2024, the Company completed a private placement with Rio Tinto pursuant to Rio Tinto's subscription rights as a result of the private placement completed on March 1, 2024 (see below). Rio Tinto acquired 239,528 common shares of the Company at a price of \$1.35 per common share for gross proceeds of \$323,363. On March 1, 2024, the Company completed a private placement with Sandeep Singh, the Company's Chief Executive Officer. Mr. Singh purchased 2,222,222 common shares of the Company at a price of \$1.35 per common share for gross proceeds of approximately \$3,000,000. The Company incurred \$106,037 in costs associated with both private placements.

9 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial Statements As at and for the three and nine months ended September 30, 2024 (unaudited) prepared by management) (Expressed in Canadian dollars)

On December 12, 2023, Rio Tinto subscribed for 3,468,208 common shares of the Company at a price of \$1.73 per common share for gross proceeds of \$6,000,000. The Company incurred \$58,121 in costs associated with the private placement. On May 1, 2023, in connection with a strategic investment by Mitsubishi Materials Corporation ("Mitsubishi Materials"), Rio Tinto subscribed for 878,809 common shares of the Company at a price of \$2.63 per common share for gross proceeds of \$2,311,268. On April 14, 2023, as part of a strategic investment, Mitsubishi Materials purchased 8,091,390 common shares of the Company at a price of \$2.63 per common share for gross proceeds of \$21,280,356. The Company incurred \$247,132 in costs associated with both private placements.

7. WARRANTS A summary of the Company's warrants outstanding, including changes for the periods then ended, is presented below:

	DECEMBER 31, 2022	DECEMBER 31, 2023	SEPTEMBER 30, 2024
Number of warrants	1,500,000	1,500,000	1,500,000
Weighted average exercise price	\$ 0.85	\$ 0.85	\$ 0.85
Warrants outstanding, by exercise price			
Average remaining contractual life	0.85 years	0.85 years	0.85 years

10 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial

StatementsAs at and for the three and nine months ended September 30, 2024(unaudited â€” prepared by management) (Expressed in Canadian dollars) 8.Â EQUITY INCENTIVE PLANS The Company has three equity incentive plans consisting of a stock option plan (the "Option Plan"), a restricted share unit plan (the "RSU Plan") and a deferred share unit plan (the "DSU Plan") (collectively the "Equity Incentive Plans"). Pursuant to the Company's annual general meeting held on June 27, 2024, it was approved that the maximum aggregate number of common shares issuable under the Equity Incentive Plans cannot exceed 10% of number of common shares issued and outstanding.Â a.Â Stock Options Under the Option Plan, the exercise price of the stock options must be greater than, or equal to, the market value of the Company's common shares on the last trading day immediately preceding the date of grant.Â Stock options vest over a two year period from the date of grant unless otherwise determined by the directors.Â Per the Option Plan the maximum stock option term is 10 years. As at September 30, 2024, the Company could issue an additional 1,913,796 stock options under the terms of the stock option plan. A summary of the Company's stock options outstanding and the changes for the periods then ended, is presented below:

	Number of stock options	Weighted averageexercise price
DECEMBER 31, 2022	8,124,334	\$ 1.48
Granted	315,000	2.12
Exercised	(1,725,000)	1.17
DECEMBER 31, 2023	6,714,334	1.59
Granted	4,742,000	1.69
Exercised	(2,750,000)	1.26
Forfeited	(25,667)	2.07
Cancelled	(55,333)	2.12
SEPTEMBER 30, 2024	8,625,334	1.75

During the three and nine months ended September 30, 2024, the Company recognized an expense in respect of stock options of \$293,488 and \$1,024,780, respectively, in the statement of loss and comprehensive loss (three and nine months ended September 30, 2023 - \$82,165 and \$290,337, respectively). During the three and nine months ended September 30, 2024, \$17,017 and \$46,896, respectively, was capitalized (three and nine months ended September 30, 2023 - \$77,531 and \$295,576, respectively) to the exploration and evaluation assets in relation to stock options.

- 11 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial StatementsAs at and for the three and nine months ended September 30, 2024(unaudited â€” prepared by management) (Expressed in Canadian dollars) Stock options outstanding are as follows:

Stock options outstanding, by exercise price	Number ofStock options	Weighted averageexercise price	Average remainingcontractual life
\$ 1.11 - \$1.41	1,400,000	1.32	3.40
\$1.60 - \$1.66	4,158,334	1.61	2.93
\$1.85 - \$2.10	1,613,000	2.06	2.81
\$2.11 - \$2.22	1,454,000	2.19	4.03
SEPTEMBER 30, 2024	8,625,334	1.75	3.17

Average share price for options exercised during the nine months ended September 30, 2024, was \$1.26 (nine months ended September 30, 2023 - \$2.31). Of the total stock options outstanding, 4,730,664 were vested and exercisable at September 30, 2024.Â The weighted average exercise price of vested stock options is \$1.71 and the average remaining contractual life is 2.08 years. During the nine months ended September 30, 2024, the Company granted 4,742,000 (nine months ended September 30, 2023 - 315,000) stock options to employees, directors and consultants.Â The fair value of each option granted is estimated on the date of grant using the Black-Scholes option pricing model.Â The weighted average assumptions and resulting fair values for the grant in the prior year are as follows:

Nine monthsendedSeptember 30,2024	Year endedDecember 31, 2023
Exercise price	\$1.69 \$2.12
Market price	\$1.49 \$2.10
Expected option term (years)	3.0 3.0
Expected stock price volatility	47.3% 50.6%
Average risk-free interest rate	3.88% 4.22%
Expected forfeiture rate	- -
Expected dividend yield	- -

WEIGHTED AVERAGE FAIR VALUE PER OPTION GRANTED \$0.47 \$0.79

- 12 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial StatementsAs at and for the three and nine months ended September 30, 2024(unaudited â€” prepared by management) (Expressed in Canadian dollars) b.Â Restricted Share Units The Company granted restricted share units ("RSUs") in accordance with the RSU Plan approved at the June 27, 2024 shareholders meeting. These RSUs vest in three equal tranches: Tranche one - on completion of 12 months from grant date, Tranche two - on completion of eighteen months from the grant date and Tranche three - on completion of twenty-four months from grant date.Â These RSUs are classified as equity-settled as these awards will be settled by issuing the shares and are valued at the market price of the Company shares on the date of grant. As at September 30, 2024, the Company could issue an additional 4,763,623 RSUs under the RSU Plan. A summary of the Company's RSUs outstanding and the changes for the periods then ended, is presented below:

	Number of sharesissued or issuable onvesting
DECEMBER 31, 2022	519,125
RSUs Granted	553,200
RSUs Converted to common shares	(330,349)
RSUs Forfeited	(110,400)
DECEMBER 31, 2023	631,576
RSUs Granted	444,541
RSUs Converted to common shares	(108,007)
RSUs Forfeited	(41,767)
SEPTEMBER 30, 2024	926,343

In relation to RSUs, the Company recognized an expense of \$215,210 and \$553,895 for the three and nine months ended September 30, 2024, respectively (three and nine months ended September 30, 2023 - \$125,687 and \$271,217, respectively) in the statements of loss and comprehensive loss.Â During the three and nine months ended September 30, 2024, \$20,720 and \$96,967, respectively, was capitalized, (three and nine months ended September 30, 2023 - \$130,681 and \$209,134, respectively) to the exploration and evaluation assets.

- 13 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial StatementsAs at and for the three and nine months ended September 30, 2024(unaudited â€” prepared by management) (Expressed in Canadian dollars) c.Â Deferred Share Units Only directors of the Company are eligible for deferred share units ("DSUs") and each DSU vests immediately and is redeemed upon a director ceasing to be a director of the Company.Â DSUs are classified as equity-settled as these awards will be settled by issuing the shares and are valued at the market price of the Company shares on the date of grant.Â As at September 30, 2024, the Company could issue an additional 2,935,745 DSUs under the DSU Plan

	Number of sharesissuable
DECEMBER 31, 2022	305,400
DSUs Granted	167,200
DECEMBER 31, 2023	472,600
DSUs Granted	185,700
SEPTEMBER 30, 2024	658,300

In relation to DSUs, the Company recognized an expense of \$77,964 and \$341,241 during the three and nine months ended September 30, 2024, respectively (three and nine months ended September 30, 2023 - \$351,120) in the statements of loss and comprehensive loss.

9.Â KEY MANAGEMENT COMPENSATION The Company's key management comprise its directors and officers.Â The remuneration of key management was as follows:

Three Months EndedSeptember 30,	Nine Months EndedSeptember 30,	2024	2023
Salaries and director fees	\$ 706,782	\$ 398,500	\$ 2,804,010
Share-based payments	\$ 559,905	\$ 652,545	\$ 1,854,011
	\$ 1,250,285	\$ 1,250,285	\$ 4,658,021

KEY MANAGEMENT COMPENSATION \$ 1,266,687 \$ 1,051,045 \$ 4,658,021 \$ 2,522,468

Salaries and share-based payments for certain officers are capitalized in exploration and evaluation assets and the balance is recognized in the statement of loss and comprehensive loss. During the three and nine months ended September 30, 2024, the Company accrued one-time executive settlement costs owing to certain officers of \$251,000

and \$653,000, respectively (2023 - \$nil). All related party transactions are disclosed in the above Key Management Compensation section. There were no additional related party transactions. A - 14 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial Statements As at and for the three and nine months ended September 30, 2024 (unaudited "prepared by management") (Expressed in Canadian dollars) 10. A SURETY BONDING The Company holds a surety bonding arrangement with a third-party (the "Surety") in order to satisfy bonding requirements in the Yukon Territory. The total value of the Surety is \$786,777 of which \$nil is collateralized on the balance sheet as at September 30, 2024 (December 31, 2023 - \$nil). A 11. A SEGMENTED INFORMATION The Company's operations are in one segment: the acquisition, exploration, and future potential development of mineral resource properties. A All interest income is earned in Canada and all assets are held in Canada. 12. A CAPITAL MANAGEMENT The Company considers capital to be equity comprised of share capital, contributed surplus, and deficit. A It is the Company's objective to safeguard its ability to continue as a going concern so that it can continue to explore and enhance mineral resource properties. A The Company monitors its cash position on a regular basis to determine whether sufficient funds are available to meet its short-term and long-term corporate objectives, and makes adjustments to its plans for changes in economic conditions, capital markets and the risk characteristics of the underlying assets. To maintain its objectives, the Company may attempt to issue new shares, seek debt financing, acquire or dispose of assets or change the timing of its planned exploration and development projects. A There is no assurance that these initiatives will be successful. A There was no change in the Company's approach to capital management during the period. A Western has no debt and does not pay dividends. A The Company is not subject to any externally imposed capital restrictions. 13. A FINANCIAL INSTRUMENT RISK The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework. The Company has exposure to liquidity, credit, and market risk from the use of financial instruments. Financial instruments consist of cash and cash equivalents, short-term investments, marketable securities and accounts payable and accrued liabilities. a. A Liquidity risk Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company uses cash forecasts to endeavour to ensure that there is sufficient cash on hand to meet short-term business requirements. Some of the Company's cash is invested in redeemable GICs, which are highly liquid investments and available to discharge obligations when they come due. A The Company does not maintain a line of credit. b. A Credit risk Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents and short-term investments. These financial instruments are at risk to the extent that the institutions issuing or holding them cannot redeem amounts when they are due or requested. A To limit its credit risk, the Company uses a restrictive investment policy. Cash and cash equivalents and short-term investments are held with Schedule 1 chartered banks in Canada. A - 15 - Western Copper and Gold Corporation Notes to the Condensed Interim Consolidated Financial Statements As at and for the three and nine months ended September 30, 2024 (unaudited "prepared by management") (Expressed in Canadian dollars) Substantially all cash and cash equivalents and short-term investments held with financial institutions exceed government-insured limits. We have established credit policies that seek to minimize our credit risk by entering into transactions with investment grade credit worthy and reputable financial institutions. The carrying amount of financial assets, other than marketable securities, recorded in the financial statements represents Western's maximum exposure to credit risk. c. A Market risk The Company is exposed to market risk because of the fluctuating values of its publicly traded marketable securities. The Company has no control over these fluctuations and does not hedge its investments. Marketable securities are adjusted to fair value at each balance sheet date. A A 10% fluctuation in value of its publicly traded marketable securities rate would have a minimal impact on the Company's loss and comprehensive loss. As at September 30, 2024, the carrying amounts of cash and cash equivalents, short-term investments and accounts payable and accrued liabilities are considered to be reasonable approximations of their fair values due to the short-term nature of these instruments. The fair value of the marketable securities is determined by reference to published price quotations in an active market (classified as level 1 in the fair value hierarchy). A - 16 - EX-99.2 3 exhibit99-2.htm EXHIBIT 99.2 Western Copper and Gold Corporation: Exhibit 99.2 - Filed by newsfilecorp.com WESTERN COPPER AND GOLD CORPORATION A A A A MANAGEMENT DISCUSSION AND ANALYSIS A Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) A MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2024 The following management discussion and analysis of Western Copper and Gold Corporation (together with its subsidiaries, "Western" or the "Company") is dated November 7, 2024, and provides an analysis of the Company's results of operations for the three and nine months ended September 30, 2024. This discussion is intended to provide investors with a reasonable basis for assessing the financial performance of the Company as well as certain forward-looking statements relating to its potential future performance. The information should be read in conjunction with Western's condensed interim consolidated financial statements for the three and nine months ended September 30, 2024, which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") as applicable to the preparation of interim financial statements under IAS 34, Interim Financial Reporting and Western's audited consolidated financial statements for the year ended December 31, 2023, and the notes thereto, which have been prepared in accordance with IFRS Accounting Standards. A The Company's accounting policies are described in note 3 to the audited consolidated financial statements for the year ended December 31, 2023 and have been consistently applied in the condensed interim consolidated statements for the three and nine months ended September 30, 2024 except as described in note 2. All of the financial information presented herein is expressed in Canadian dollars, unless otherwise indicated. Western is listed on the Toronto Stock Exchange ("TSX") and the NYSE American under the symbol WRN. The Company's Annual Information Form for the year ended December 31, 2023, ("AIF"), is filed with Canadian regulators on SEDAR+ at www.sedarplus.ca. A This information, along with Western's annual report on Form 40-F, filed with the United States Securities and Exchange Commission (the "SEC"), is also available at edgar.sec.gov/edgar.shtml. A The operations of the Company are speculative due to the high-risk nature of the mining industry and given the Company is an exploration stage company. A Western faces risks that are generally applicable to its industry and others that are specific to its operations. A Certain key risks affecting the Company's current and future operations are discussed in its AIF and Form 40-F. A This list is not exhaustive. A Additional risks not currently known to the Company, or that the Company currently deems immaterial, may also impair the Company's operations. A Such risk factors could materially affect the value of the Company's assets and future operating results, and could cause actual results to differ materially from those described in the forward-looking statements contained in this management discussion and analysis. A Reference is made to the discussion of forward-looking statements at the end of this document. Description of Business Western Copper and Gold Corporation and its wholly-owned subsidiary, Casino Mining Corp. ("Casino Mining"), are

focused on advancing the Casino project ("Casino", "Project" or "Casino Project") towards production. The Casino Project is located in Yukon, Canada and hosts one of the largest undeveloped copper-gold deposits in Canada. Alongside an organizational commitment to sustainable mining practices, the Casino Project has the potential to become a landmark, multi-generational, critical minerals operation in Canada. Corporate Developments Financings On May 6, 2024, the Company completed a private placement with Rio Tinto Canada Inc. ("Rio Tinto") pursuant to Rio Tinto's participation rights as a result of the bought deal public offering completed on April 30, 2024. Rio Tinto acquired 2,609,890 common shares of the Company at a price of \$1.90 per common share for gross proceeds of \$4,958,791 resulting in Rio Tinto maintaining their 9.7% ownership in the Company.

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Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated)

On April 30, 2024, the Company completed a bought deal public offering of 24,210,526 common shares of the Company at a price of \$1.90 per common share for gross proceeds of approximately \$46 million. On March 25, 2024, the Company completed a private placement with Rio Tinto pursuant to Rio Tinto's subscription rights as a result of the private placement completed on March 1, 2024. Rio Tinto acquired 239,528 common shares of the Company at a price of \$1.35 per common share for gross proceeds of approximately \$323,363. On March 1, 2024, the Company completed a private placement with new Chief Executive Officer Sandeep Singh. Mr. Singh acquired 2,222,222 common shares at a price of \$1.35 per share for gross proceeds of approximately \$3 million Strategic Investment by Mitsubishi Materials Corporation On April 14, 2023, Mitsubishi Materials Corporation ("Mitsubishi Materials") purchased 8,091,390 common shares of the Company at a price of \$2.63 per share for gross proceeds of approximately \$21.3 million resulting in Mitsubishi Materials owning approximately 5% of the Company. As a result of financings subsequent to April 14, 2023, Mitsubishi Materials currently owns approximately 4.1% of the Company. In connection with the strategic investment by Mitsubishi Materials, the Company and Mitsubishi Materials entered into an investor rights agreement whereby, subject to certain conditions, Mitsubishi Materials has certain rights until the earlier of (a) its ownership falling below 3.0%, and (b) April 4, 2025 (the "Expiry Date"), including the right to appoint: — one member to the Casino Project Technical and Sustainability Committee. — the greater of one director of the Company or 17% of the number of directors (rounding to the nearest whole number), if Mitsubishi Materials' ownership increases to at least 12.5% In addition, until the Expiry Date, Mitsubishi Materials has a right to participate in future equity issuances to maintain its ownership in the Company and, in the event its ownership increases to 8.0%, will have a one-time "demand registration right" and "piggy-back registration rights." Under the investor rights agreement, until the Expiry Date, Mitsubishi Materials has agreed: — not to sell, transfer, offer or otherwise dispose of any common shares without first notifying the Company — not to acquire any securities of the Company, subject to certain exceptions — to abstain from voting or vote any shares in favor of each director nominated by the board of directors of the Company for election by shareholders Mitsubishi Materials has the right of first negotiation, until the later of (a) its ownership falling below 3.0%, and (b) the Expiry Date, to offtake at least its proportionate share of minerals produced from the Casino Project. The Company and Mitsubishi Materials will negotiate in good faith new rights and restrictions attaching to its share ownership on the earlier of (a) October 14, 2024, and (b) Mitsubishi Materials' ownership reaching 12.5% or greater. The Company and Mitsubishi Materials have initiated these discussions on a preliminary basis.

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Strategic Investment by Rio Tinto Canada On December 12, 2023, the Company announced that Rio Tinto purchased 3,468,208 common shares of the Company at a price of \$1.73 per share for gross proceeds of \$6.0 million. The Company and Rio Tinto also entered into an amended and restated investor rights agreement, whereby, subject to certain conditions, including ownership thresholds, Rio Tinto will have certain rights until June 12, 2025, including the right to appoint: — one member to the Casino Project Technical and Sustainability Committee — one non-voting observer to attend all meetings of the board of directors of the Company — one director of the Company, if Rio Tinto's ownership increases to at least 12.5% — up to three secondees to the Casino Project and: — the right to participate in future equity issuances to maintain its ownership in the Company — a one-time "demand registration right" and "piggy-back registration rights." Under the amended and restated investor rights agreement until June 12, 2025, Rio Tinto has also agreed: — not to sell, transfer, offer or otherwise dispose of any shares, subject to certain exceptions — not to acquire any securities of the Company, subject to certain exceptions — to abstain from voting or vote any shares in favor of each director nominated by the board of directors of the Company for election by shareholders Management and Board Changes On September 27, 2024, the Company announced the appointment of Mr. Raymond Threlkeld as Chairman of the Board. Mr. Threlkeld, who joined the Board on June 27, 2024, succeeds Dr. Bill Williams, who served as Interim Chairman since February 22, 2024. Dr. Williams will continue to serve on the Board as a director. On July 16, 2024, the Company announced that in mid-August Mr. Michael Psihogios will be taking over the role as Chief Financial Officer from Mr. Varun Prasad. Concurrently the Company announced that in early August Mr. Jeff Eng will be assuming the role of Vice President, Projects. On February 22, 2024, Mr. Sandeep Singh was appointed Chief Executive Officer of the Company. Mr. Singh will work closely with Dr. Paul West-Sells, who will continue in the role of President in connection with the succession process. Casino Project Update Permitting and Submission of the Environmental and Socio-economic Effects Statement ("ESE Statement") On August 12, 2024, the Company, through its wholly-owned subsidiary, Casino, announced that it has submitted to the Yukon Environmental and Socio-Economic Assessment Board ("YESAB") Executive Committee an updated and refined schedule for submission of the Environmental and Socio-economic Effects Statement ("ESE Statement") for the Casino Mine Project. The ESE Statement will form the basis for the Company's assessment application for the Panel Review and will include all the material outlined in the Revised ESE Statement Guidelines issued on September 12, 2023.

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In the schedule, Casino indicates that it plans to submit the ESE Statement in or around July 2025, which is an update from the previously estimated submission date of the second half of 2024. Ongoing detailed review of the guidelines during the winter of 2023, followed by updated work planning and schedule mapping of our technical consultants, in conjunction with further conversations and development of engagement plans with First Nations, led to have a clearer picture of the level of effort and associated timelines to produce our ESE Statement. Infrastructure On September 23, 2024, the Company announced that Natural Resources Canada ("NRCan"), had conditionally approved \$40 million in federal funding to undertake pre-feasibility activities to advance a high-voltage transmission line network connecting the Yukon electrical grid to the North American grid in British Columbia. This funding would be provided through the Critical Minerals Infrastructure Fund ("CMIF"). While

Casino's feasibility study demonstrates a highly viable project using liquefied natural gas power, a potential future pathway to hydro grid power would be transformative, allowing the Casino Project's critical minerals to be produced while minimizing its carbon footprint. On December 5, 2023, the Company announced that during the 2023 Fall Sitting of the Yukon Legislative Assembly, the Yukon Government approved \$21.4 million for investment in the Municipality of Skagway's (or "Skagway") redevelopment of their dock infrastructure to include a Marine Services Platform ("MSP") to continue to support ore export for the Yukon mining industry. The MSP at Skagway is located in South-east Alaska and is 560 km from, and is the closest tidewater port to, the Casino Project. The Port of Skagway has historically been the preferred port to ship concentrates from the Yukon, and most recently was used to ship copper concentrates from the Minto Mine. In 2017, the Federal and Yukon Governments announced commitments to fund the upgrade for a portion of the existing access road to standards required for the Casino Project, as well as to fund a section of the additional 126 km of new access road to the Casino site. On November 10, 2023, the Company announced that the Carmacks Bypass Project (the "Bypass"), the first section of the Casino Project access road and a \$29.6 million investment by the Yukon and Federal Governments has been completed ahead of schedule. The Bypass will allow industrial vehicles to bypass the Village of Carmacks, reducing heavy traffic, improving community safety, and improving access to mineral exploration and development activities in the area. Drilling Program On March 27, 2024, the Company announced the results from the 2023 drilling program (the "Drill Program") on its wholly-owned Casino copper-gold-molybdenum deposit. The Drill Program was developed by Western's Technical and Sustainability Committee, which is comprised of members from Western, Rio Tinto and Mitsubishi Materials. The 2023 Drill Program consisted of seven holes for 2,244 m ranging from 130 m to 556 m in length. The drill holes were located inside the current pit boundaries and were selected to provide a range of grades, host rocks, and mineralogy. The drill holes were also selected to convert indicated resource to measured. Results from the Drill Program continued to show the importance of the Core Zone wherein relatively higher grades are encountered. The 2023 Drill Program also included 783 m of geotechnical and hydrogeological drilling designed by Knight-Piesold Consulting, which targeted the ground conditions of the proposed open pit, stockpiles, tailings management facility, heap leaching facility, new airstrip, and the proposed Ranney well site.

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Metallurgical Program Fifteen composite samples were prepared from core acquired in the 2023 Drill Program. The fifteen composite samples represent supergene and hypogene mineralization at various grades and will be subjected to comminution and flotation tests to produce a definitive concentrate from each composite. The results from this testing will be used to develop a more detailed geometallurgical model of the deposit. The test program is being carried out at ALS Metallurgy, based in Kamloops, BC, and is being supervised by Western, Rio Tinto, and Mitsubishi Materials personnel.

Feasibility Study On June 28, 2022, the Company released the results of its Feasibility Study (the "Study") on its wholly-owned Casino copper-gold-molybdenum deposit. The Study considered the Project being constructed as an open pit mine, with a concentrator processing 120,000 tonnes per day (t/d) to recover copper, gold, molybdenum and silver, as well as a 25,000 t/d oxide heap leach facility to recover gold, silver and copper. The Study supersedes all previous studies and incorporates an updated mineral resource and mineral reserve with an effective date of June 13, 2022. The Study examines the development of the Casino Project, which comprises the processing of 1.43 billion tonnes of Mineral Reserve for both the mill and heap leach, with deposition of mill tailings and mine waste in the Tailings Management Facility ("TMF") consistent with the design concepts considered during the Best Available Tailings Technology ("BATT") Study as a base case development.

Unless otherwise indicated, all references to "\$" are to Canadian dollars and references to "US\$" are to United States dollars.

FINANCIAL RESULTS The Study indicates that the potential economic returns from the Project justify its further advancement and securing of the required permits and licenses for operation. The financial results of the Study were developed under commodity prices that were based on analyst projections of long-term metal prices and a CAN\$:US\$ exchange rate of 0.80 ("Base Case" prices). The following table summarizes the financial results:

	Base Case Copper (US\$/lb)	3.60	Gold (US\$/oz)	1,700	Molybdenum (US\$/lb)	14.00	Silver (US\$/oz)	22.00
Exchange Rate (C\$:US\$)	0.80							
NPV pre-tax (5% discount, \$millions)	5,768							
NPV pre-tax (8% discount, \$millions)	3,473							
IRR pre-tax (100% equity)	21.2							
NPV after-tax (5% discount, \$millions)	4,059							
NPV after-tax (8% discount, \$millions)	2,334							
IRR after-tax (100% equity)	18.1							
LOM pre-tax free cash flow (\$millions)	13,713							
LOM after-tax free cash flow (\$millions)	10,019							
Payback period (years)	3.3							
Net Smelter Return (\$/t milled)	29.08							
Copper Cash Cost (net of by-product credits) (\$/lb)	1.00							
Copper Cash Cost (co-product basis) (\$/lb)	1.92							
Gold Cash Cost (co-product basis) (\$/oz)	908.53							

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Higher grade material is fed to the concentrator during the first four years of the concentrator operation. This factor, combined with the concurrent heap leach facility operation, results in higher yearly cash flows and other metrics during this period and contributes significantly to the Project's financial performance.

Years 1-4 Life of Mine

	Average Annual Pre-tax Cash Flow (\$millions)	1,033	662	Average Annual After-tax Cash Flow (\$millions)	951	517
Average Net Smelter Return (NSR) (\$/t ore milled)	43.15	29.08	% of Revenue - Copper	48.5	46.8	% of Revenue - Gold
	38.8	36.0	% of Revenue - Silver	2.1	2.4	% of Revenue - Molybdenum
	10.6	14.8	CAPITAL COSTS Total initial capital investment in the Project is estimated to be \$3.62 billion, which represents the total direct and indirect cost for the complete development of the Project, including associated infrastructure and power plant. The following table shows how the initial capital is distributed between the various components.			

Cost Item	Total(\$M)
Process Plant and Infrastructure	2,916
Project Directs including freight	2,116
Project Indirects	431
Contingency	369
Subtotal	2,916
Mining	433
Mine Equipment	228
Mine Preproduction	661
Owner's Costs	41
Total Initial Capital Costs	3,618
Sustaining Capital	751
Total Life of Mine Capital Costs	4,369

OPERATING COSTS Operating costs for the milling operation were calculated per tonne of material processed through the mill over the life of mine: 6 WESTERN COPPER AND GOLD CORPORATION

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LOM (\$/tonne)

	Milling	General & Administrative	Total
Heap leach operating costs were calculated per tonne of material processed through the heap leach over the life of the heap leach.	LOM		
Heap Leach Operation	\$1.93	ADR/SART \$4.80	Total \$6.73
Mining costs were calculated to average \$2.30 per tonne of material moved and \$3.65 per tonne of mineralized material.			
Cost per tonne material (material moved)	\$2.30		
Cost per tonne mill feed (mill + heap leach material)	\$3.65		
Cost per tonne mill feed	\$4.28		

The combined mining and milling costs are \$11.16 per tonne material milled for the life of mine, which compares favorably to the life-of-mine net smelter return of \$29.08 per tonne at Base Case metal prices.

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[illegible]

number of options granted, timing, valuation, and recognition differences relating to the underlying stock option grants. The Company also accrued executive severance costs totaling \$251,000. During the three months ended June 30, 2024, share-based payments totaled \$690,293 due to the number of options granted, timing, valuation, and recognition differences relating to the underlying stock option grants. The Company also paid out a hiring bonus and accrued severance costs totaling \$1,201,000. During the three months ended March 31, 2024, share-based payments totaled \$642,961 due to the number of options granted, timing, valuation, and recognition differences relating to the underlying stock option grants. The Company also recognized higher legal costs due to an increase in legal activity. During the three months ended December 31, 2023, the Company recognized interest income of \$424,160 due to higher interest-bearing balances and higher interest rates. The Company also incurred share-based payments totaling \$170,754 due to timing, valuation, and recognition differences relating to the underlying stock option grants as well the recognition and amortization related to restricted share units (RSU's). During the three months ended September 30, 2023, the Company recognized interest income of \$416,969 due to higher interest-bearing balances and higher interest rates compared to the three months ended June 30, 2023. The Company also incurred share-based payments totaling \$558,972 due to timing, valuation, and recognition differences relating to the underlying stock option grants as well the recognition and amortization related to restricted share units (RSU's) and deferred share units (DSU's). During the three months ended June 30, 2023, the Company recognized interest income of \$274,824 due to higher interest-bearing balances and higher interest rates compared to the three months ended March 31, 2023. The Company also incurred share-based payments totaling \$146,691 due to timing, valuation, and recognition differences relating to the underlying stock option grants as well the recognition and amortization related to RSU's. During the three months ended December 31, 2022, share-based payments totaled \$287,328 due to timing, valuation, and recognition differences relating to the underlying stock option grants as well the recognition and amortization related to RSU's. The Company also recognized an unrealized loss on marketable securities of \$90,020 which was partially offset by interest income of \$181,488. Exploration and evaluation assets Expenditures incurred by the Company relating to its mineral properties are capitalized. As a result, the carrying value of exploration and evaluation assets generally increases from period to period. During the three months ended September 30, 2024, exploration and evaluation assets increased by \$3,393,753. This primarily included the advancement of permitting and engineering activity to support the submission of the ESE Statement to the YESAB Executive Committee in 2025. In addition, the Company's activity included engagement and consultation with First Nations that may be impacted by the project.

11 WESTERN COPPER AND GOLD CORPORATION MANAGEMENT DISCUSSION AND ANALYSIS Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) During the three months ended June 30, 2024, and March 31, 2024, exploration and evaluation assets increased by \$2,721,579 and \$1,666,212, respectively, as the Company continued work on its ESE Statement. During the three months ended December 31, 2023 and September 30, 2023, exploration and evaluation assets increased by \$3,537,236 and \$9,796,972, respectively, as the Company completed its drilling and exploration program as well continued on-going work on its ESE Statement. During the three months ended June 30, 2023, and March 31, 2023, exploration and evaluation assets increased by \$4,757,078 and \$2,983,034, respectively, as the Company continued work on its ESE Statement. Cash, cash equivalents, and short-term investments Cash is used to fund ongoing operations. Unless there is a significant financing transaction, total cash, cash equivalents and short-term investments are expected to decrease from one period to the next. During the three months ended June 30, 2024, the Company completed a bought deal public offering and private placements for gross proceeds of \$46.0M and \$4.9M, respectively. During the three months ended March 31, 2024, the Company completed private placements for gross proceeds of \$3.3M. During the three months ended December 31, 2023, the Company received \$6M as part of an additional investment from Rio Tinto. During the three months ended September 30, 2023, the Company received \$21.2M as part of strategic investment from Mitsubishi Materials. In connection with the strategic investment by Mitsubishi Materials, Rio Tinto subscribed for common shares for aggregate proceeds of \$2.3M. As of September 30, 2024, the Company had cash equivalents and short-term investments in the form of Guaranteed Investment Certificate's as follows:

Classification	Weighted average rate	Weighted average term	Principal	Accrued Interest	Total	%	days	\$	\$	\$
Short-term investments	5.10	299	56,197,377	981,036	57,178,413			1	4.26	
	61	8,000,000	35,036	8,035,036	Total	5.00	269	64,197,377	1,016,072	
	65,213,449	1	Excludes cash of \$8,445,957 held in corporate accounts.							

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Results of operations	Three Months Ended September 30,	Nine Months Ended September 30,	2024	2023	2024	2023
	\$	\$	\$	\$	\$	\$
Depreciation	38,817	51,725	141,685	155,175	Filing and regulatory fees	12,714
	10,188	337,536	287,097	Office and administration	159,446	178,307
	440,002	454,398	Professional fees	68,107	64,418	681,285
	197,652	Share-based payments	586,662	558,972	1,919,916	912,674
	Shareholder communication and travel	156,222	164,287	576,738	598,241	Wages and benefits
	909,057	408,168	3,310,671	1,257,835	CORPORATE EXPENSES	1,931,025
	1,436,065	7,407,833	3,863,072	Foreign exchange loss (gain)	3,581	1,412
	3,837	Interest income	(906,389)	(416,969)	(1,885,148)	(861,591)
	Loss on marketable securities	(347,480)	(197,480)	(193,320)	(196,640)	LOSS AND COMPREHENSIVE LOSS
	680,737	823,028	5,328,202	2,805,814	THREE MONTHS ENDED SEPTEMBER 30, 2024	Western

incurred a loss of \$680,737 (\$0.00 per common share) for the three months ended September 30, 2024, compared to a loss of \$823,028 (\$0.01 per common share) over the same period in 2023. The scale and nature of the Company's administrative activity have remained generally consistent throughout these periods, but a few items led to differences in the comparative figures, as follows: Wages and benefits increased by \$500,889 during the three months ended September 30, 2024, compared to the same period in 2023 due to the addition of new employees by the Company, alongside severance payments for certain executives. The Company accrued \$251,000 of such severance payments during the three-month period. Interest income increased by \$489,420 during the three months ended September 30, 2024, compared to the same period in 2023 due to higher interest-bearing balances. The Company recorded a gain on marketable securities of \$347,480 during the three months ended September 30, 2024, compared to a gain of \$197,480 during the same period in 2023 as a result of changes in the share price of the marketable securities held by Western at each period end date. NINE MONTHS ENDED SEPTEMBER 30, 2024 Western incurred a loss of \$5,328,202 (\$0.03 per common share) for the nine months ended September 30, 2024, compared to a loss of \$2,805,814 (\$0.02 per common

share) over the same period in 2023. The largest driver of the increase was an increase to wages and benefits of \$2,052,836, driven by a hiring bonus of \$1,000,000 and accrued severance costs of \$653,000. The increase in the Company's corporate costs during the nine months ended September 30, 2024 also relate to variances in professional fees, share-based payments, unrealized interest income and gains on marketable securities. The reasons for these fluctuations are explained in the section above that discusses changes for the three months ended September 30, 2024.

13 WESTERN COPPER AND GOLD CORPORATIONÂ Â Â Â MANAGEMENT DISCUSSION AND ANALYSIS Â Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) Â

Liquidity and capital resources For the nine months ended September 30, 2024 2023 Â \$ \$ CASH PROVIDED BY (USED IN) Â Â Operating activities (3,751,854) (2,169,139) Financing activities 54,333,472 25,185,438 Investing activities (60,071,886) (20,501,494) Â Â Â CHANGE IN CASH AND EQUIVALENTS (9,490,268) 2,514,805 Â Â Â

Cash and cash equivalents - beginning 25,971,261 1,341,267 Â Â Â CASH AND CASH EQUIVALENTS - ENDING 16,480,993 3,856,072 Cash and cash equivalents totaled \$16,480,993 as at September 30, 2024 (December 31, 2023 - \$25,971,261).Â Cash and cash equivalents and short-term investments totaled \$73,659,406 as at September 30, 2024 (December 31, 2023 - \$31,036,165).Â Western's net working capital (current assets less current liabilities) as at September 30, 2024 totaled \$72,567,144 (December 31, 2023 - \$28,888,135).Â Western is an exploration stage company. As at the date of this report, the Company has not earned any production revenue.Â It depends heavily on its working capital balance and its ability to raise funds through capital markets to finance its operations.Â Although the Company expects that the current cash and short-term investments on hand will be sufficient to fund anticipated operating activities in the next twelve months, it will require significant additional funding to complete the development and construction of the Casino mine.Â

Operating activities The significant components of operating activities are discussed in the Results of Operations section above. Financing activities During the nine months ended September 30, 2024, the Company completed a bought deal public offering for gross proceeds of \$45,999,999 and private placements for gross proceeds of \$8,282,154. During the nine months ended September 30, 2023 the Company completed private placements for gross proceeds of \$23,591,624. During the nine months ended September 30, 2024, the Company received \$3,465,000 from the exercise of stock options and expended \$170,215 on lease payments. During the nine months ended September 30, 2023, the Company received \$2,025,000 from the exercise of stock options and expended \$184,054 on lease payments. 14 WESTERN COPPER AND GOLD CORPORATIONÂ Â Â Â MANAGEMENT DISCUSSION AND ANALYSIS Â Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) Â

The table below summarizes the actual use of proceeds incurred up to September 30, 2024, compared to the expected use of proceeds from the bought deal offering documents1: Â

Expected Use of Proceeds (Offering Document)	1 Actual Use of Proceeds to Date	2 Permitting activities
\$28,000,000	\$4,357,059	
Engineering activities	\$4,000,000	\$484,118

The Company expects to incur the remaining permitting and engineering expenditures over the next 12 months. Investing activities Investing activities include both mineral property expenditures, and purchases and redemptions of short-term investments. Investments with an original maturity of greater than three months are considered short-term investments for accounting purposes. Purchases and redemptions of short-term investments are mainly driven by cash requirements and available interest rates. During the nine months ended September 30, 2024, the Company purchased \$51,197,377 in short-term investments and spent \$8,874,509 on exploration and evaluation assets. During the nine months ended September 30, 2023, the Company purchased \$7,331,145 in short term investments and spent \$13,170,349 on exploration and evaluation assets.Â A summary of activities relating to the Casino Project is available under the Casino Project Update section at the beginning of this report. OUTSTANDING SHARE DATA As at the date of this report, the Company has 198,233,518 common shares outstanding (September 30 - 198,231,418). The Company also has 8,613,667 stock options outstanding (September 30 - 8,625,334) with exercise prices ranging from \$1.11 to \$2.22 and 1,500,000 warrants (September 30 - 1,500,000) with an exercise price of \$0.85.Â In addition, there are 908,143 restricted share units (September 30 - 926,343) and 658,300 deferred share units (September 30 - 658,300) to be settled by way of common shares issued from treasury. Contractual obligations The Company leases office space in Whitehorse, Yukon.Â The future minimum lease payments by calendar year are approximately as follows: Â

Year	\$ 2024	2025	TOTAL
	15,300	20,400	35,700

The Company has no off-balance sheet arrangements and no long-term obligations other than those described throughout this document, or in the description of exploration and evaluation assets contained in the notes to the consolidated financial statements. 1Â As per Short Form Prospectus dated April 24, 2024. Excludes expected use of proceeds for general corporate and working capital. 2 Up to September 30, 2024. 15 WESTERN COPPER AND GOLD CORPORATIONÂ Â Â Â MANAGEMENT DISCUSSION AND ANALYSIS Â Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) Â

KEY management compensation The Company's key management comprises its directors and officers. The remuneration of key management during the periods presented was as follows: Â

	Three Months Ended September 30, 2024	Three Months Ended September 30, 2023	Nine Months Ended September 30, 2024	Nine Months Ended September 30, 2023
Salaries and director fees	\$706,782	\$398,500	\$2,804,010	\$1,272,183
Share-based payments	\$559,905	\$652,545	\$1,854,011	\$1,250,285
KEY MANAGEMENT COMPENSATION	\$1,266,687	\$1,051,045	\$4,658,021	\$2,522,468

Salaries and share-based payments for certain officers are capitalized in exploration and evaluation assets and the balance is recognized in the statement of loss and comprehensive loss. During the three and nine months ended September 30, 2024, the Company accrued one-time executive settlement costs owing to certain officers of \$251,000 and \$653,000, respectively (2023 - \$nil). All related party transactions are disclosed in the above Key Management Compensation section. There were no additional related party transactions. Significant accounting estimates Use of estimates The preparation of financial statements in conformity with IFRS Accounting Standards, as applicable under IAS 34, Interim Financial Reporting, requires management to exercise judgement in the process of applying its accounting policies and to make estimates that affect the reported amounts of assets and liabilities and disclosures of contingent assets and contingent liabilities at the date of the financial statements and the reported amounts of income and expenses during the reporting period. Actual results could differ from those estimates. Differences may be material. Exploration and evaluation assets The carrying amount of the Company's exploration and evaluation assets represents costs net of write-downs and recoveries to date and does not necessarily reflect present or future values.Â Recovery of capitalized costs is dependent on successful development of economic mining operations or the disposition of the related mineral properties.Â The Company's assets are reviewed for indication of impairment at each balance sheet date.Â If indication of impairment exists, the assets' recoverable amount is estimated.Â If the assets' carrying amount exceeds the recoverable amount, then an impairment loss is recognized in the statement of loss. The Company's review did not identify any indication of

impairment. Judgment is required in assessing whether a mineral property is in the exploration and evaluation phase and should be classified as an exploration and evaluation asset or if the exploration and evaluation phase has been completed and the mineral property should be reclassified as property and equipment. We determined that although a feasibility study for the Casino Project has been completed, the Company has not yet received the necessary licenses and permits required to consider the exploration and evaluation stage to have been completed. 16 WESTERN COPPER AND GOLD CORPORATIONÂ Â Â Â MANAGEMENT DISCUSSION AND ANALYSIS Â Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) Â Disclosure controls and procedures Management is responsible for designing, establishing, and maintaining a system of disclosure controls and procedures.Â Disclosure controls and procedures are designed to provide reasonable assurance that material information relating to the Company is made known to management, particularly during the period in which the annual filings are being prepared and that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation. The Chief Executive Officer and the Chief Financial Officer evaluated the effectiveness of the Company's disclosure controls and procedures as of December 31, 2023.Â As a result of the material weakness identified during the assessment of internal control over financial reporting, as described below, management also concluded that its disclosure controls and procedures were not effective as at December 31, 2023. As at September 30, 2024, the Company is actively engaging in the remediation progress to enhance its disclosure controls and procedures. Management's report on internal control over financial reportingÂ Â Management is responsible for designing, establishing, and maintaining a system of internal control over financial reporting ("ICFR") to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with accounting principles generally accepted in Canada. In making this assessment, the Company's management used the criteria established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in its 2013 Internal Control-Integrated Framework. The Chief Executive Officer and the Chief Financial Officer assessed the design and the operating effectiveness of the Company's internal control over financial reporting as of December 31, 2023. Based on that assessment, management concluded that, as at December 31, 2023, the Company's internal control over financial reporting was not effective due to the existence of a material weakness.Â A material weakness existed in the design of internal control over financial reporting caused by a lack of adequate segregation of duties in the financial close process. The Chief Financial Officer was responsible for preparing, authorizing, and reviewing information that is key to the preparation of financial reports.Â He was also responsible for preparing and reviewing the resulting financial reports.Â This weakness had the potential to result in material misstatements in the Company's financial statements, and should also be considered a material weakness in its disclosure controls and procedures.Â As of September 30, 2024, Management has begun remediating the identified material weaknesses by hiring additional accounting staff in order to implement additional segregation of duties and implementing new processes and controls.Â After remediation implementation is complete, the Company, working closely with a specialist internal control consultant firm, will evaluate and test the effectiveness of the enhanced disclosure controls and procedures and internal controls over financial reporting. The Company is assigning the highest priority to the remediation efforts. There were no changes in our internal control over financial reporting, other than changes to address the material weakness described above, during the nine months ended September 30, 2024 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting. 17 WESTERN COPPER AND GOLD CORPORATIONÂ Â Â Â MANAGEMENT DISCUSSION AND ANALYSIS Â Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) Â Financial instrument risk The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework.Â The Company has exposure to liquidity, credit, and market risk from the use of financial instruments.Â Financial instruments consist of cash and cash equivalents, short-term investments, marketable securities and accounts payable and accrued liabilities. Liquidity risk Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due.Â The Company closely monitors its liquidity position and endeavours to ensure it has adequate sources of funding to finance its projects and operations. Some of the Company's cash is invested in redeemable GICs, which are highly liquid investments and available to discharge obligations when they come due. The Company does not maintain a line of credit. Credit risk Financial instruments that potentially subject the Company to credit risk consist primarily of cash and cash equivalents and short-term investments. These financial instruments are at risk to the extent that the institutions issuing or holding them cannot redeem amounts when they are due or requested.Â To limit its credit risk, the Company uses a restrictive investment policy. Cash and cash equivalents and short-term investments are held with Schedule 1 chartered banks in Canada. Substantially all cash and cash equivalents and short-term investments held with financial institutions exceed government-insured limits. We have established credit policies that seek to minimize our credit risk by entering into transactions with investment grade credit worthy and reputable financial institutions.Â The carrying amount of financial assets, other than marketable securities, recorded in the financial statements represents Western's maximum exposure to credit risk. Market risk The Company is exposed to market risk because of the fluctuating values of its publicly traded marketable securities. The Company has no control over these fluctuations and does not hedge its investments.Â Marketable securities are adjusted to fair value at each balance sheet date. 18 WESTERN COPPER AND GOLD CORPORATIONÂ Â Â Â MANAGEMENT DISCUSSION AND ANALYSIS Â Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated) Â CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS This MD&A and certain information incorporated by reference in this MD&A contain certain forward-looking statements concerning Western's strategy, projects, plans or future financial or operating performance.Â All statements that are not statements of historical fact are "forward-looking statements" as that term is defined in the United States Private Securities Litigation Reform Act of 1995 and "forward-looking information" as that term is defined in National Instrument 51-102 - Continuous Disclosure Obligations ("NI 51-102") of the Canadian Securities Administrators (collectively, "forward-looking statements"). Certain forward-looking information may also be considered future-oriented financial information ("FOFI") as that term is defined in NI 51-102.Â The purpose of disclosing FOFI is to provide a general overview of management's expectations regarding prospective financial performance, financial position or cash flows and readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may provide to be imprecise or inaccurate and, as such, undue reliance should not be placed on FOFI. Forward-looking statements are frequently, but not always, identified by words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or

state that certain actions, events or results "may" or "may not", "could", "would" or "would not", "might" or "will be", "occur" or "be achieved" or the negative connotation of such terms. Such forward-looking statements are set forth, among other places, under the heading "Casino Project Update" and elsewhere in this MD&A and may include, but are not limited to, statements regarding perceived merit of properties; mineral reserve and resource estimates; exploration and evaluation expenditures; results of the Study (including projected economic returns, operating costs, capital costs and other financial results in connection with the Casino Project); cash flow forecasts; exploration results at the Company's property; budgets; work programs; permitting timelines and regulatory timelines; the Company's engagement with local communities; the Company's ability to manage the short-term and long-term effects of any pandemic; estimated timing for construction of, and production from, any new projects; strategic plans, including without limitation Western's strategy and plans in respect of environmental and social governance issues; market price of precious and base metals; expectations regarding future price assumptions, financial performance and other outlook or guidance or other statements that are not statements of historical fact. Forward-looking statements are necessarily based upon a number of estimates and assumptions, including material estimates and assumptions related to the factors set forth below that, while considered reasonable by the Company as at the date of this MD&A in light of management's experience and perception of current conditions and expected developments, are inherently subject to significant business, economic and competitive uncertainties and contingencies. The material assumptions used to develop the forward-looking statements herein include assumptions that (1) political and legal developments in jurisdictions where Western operations, or may in the future operate, being consistent with Western's current expectations, (2) prevailing and projected market prices and foreign exchange rates, exploitation and exploration estimates will not change in a materially adverse manner, (3) requisite capital and financing will be available on acceptable terms, (4) equipment and personnel required for permitting, construction and operations will be available on a continual basis, (5) no unforeseen disruptions or delays, unexpected geological or other effects, equipment failures, or permitting including any disruptions caused by any future pandemics or any other unforeseen disruptions or delays that would have an adverse effect on Western's operations, (6) equipment, labour and materials costs increasing on a basis consistent with Western's current expectations, and (7) general economic, market or business conditions will not change in a materially adverse manner and as more specifically disclosed throughout this document, and in the AIF and Form 40-F.

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MANAGEMENT DISCUSSION AND ANALYSIS

Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated)

Forward-looking statements are statements about the future and are inherently uncertain, and actual results, performance or achievements of Western and its subsidiaries may differ materially from any future results, performance or achievements expressed or implied by the forward-looking statements due to a variety of risks, uncertainties and other known or unknown factors. Such risks and other factors include, among others, history of losses; risks inherent to mineral exploration and development activities; uncertainties relating to interpretation of drill results and the geology, continuity and grade of mineral deposits; risks related to the potential loss of the Company's properties; uncertainty as to timely availability of permits and licenses and other governmental approvals; risks related to the Company's dependence on a single project; title risks; price fluctuations of the Common Shares; risks surrounding statutory and regulatory compliance; risks surrounding environmental laws and regulations; risks surrounding land reclamation costs; operational risks surrounding the location of assets; risks surrounding Western's ability to maintain its infrastructure; risks involved in fluctuations in gold, copper and other commodity prices; uncertainty of estimates of capital and operating costs, recovery rates, production estimates, and estimated economic return; changes in project parameters as plans continue to be refined; risks related to the cooperation of government agencies and Indigenous peoples in the exploration and development of Western's property; volatility in the price of metals; climate change risks; risks related to fluctuations in currency exchange rates; risks surrounding dilution of the Common Shares; dependence on members of management and key personnel; competition risks; inflation risks; risks related to macro-economic factors including global financial volatility; potential natural disasters, terrorist acts, health crises and future pandemics; risks related to the need to obtain additional financing to develop the Company's property and uncertainty as to the availability and terms of future financing; the possibility of delay in exploration or development programs or in construction projects and uncertainty of meeting anticipated program milestones; risks related to the integration of acquisitions; risks related to operations; risks related to the feasibility study and the possibility that future exploration and development will not be consistent with the Company's expectations; risks related to joint venture operations; conclusions of economic evaluations; possible variations in mineral reserves, grade or recovery rates; insurance risk; reclamation costs; risks related to conflicts of interest; risks related to internal controls; tax risks; failure of plant, equipment or processes to operate as anticipated; accidents, labour disputes and other risks of the mining industry; risks related to information technology and cybersecurity; risks related to regulatory compliance; the Company's history of not paying dividends; and risks related to shareholder activism; impact of any global pandemics and the Russian invasion of Ukraine; and other risks and uncertainties disclosed in Western's AIF and Form 40-F, and other information released by Western and filed with the applicable regulatory agencies. All of the forward-looking statements made in this MD&A are qualified by these cautionary statements. Specific reference is made to the most recent Form 40-F and Annual Information Form on file with the SEC and Canadian provincial securities regulatory authorities for a more detailed discussion of some of the factors underlying forward-looking statements and the risks that may affect the Company's ability to achieve the expectations set forth in the forward-looking statements contained in this MD&A.

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MANAGEMENT DISCUSSION AND ANALYSIS

Three and nine months ended September 30, 2024 (Expressed in Canadian dollars, unless otherwise indicated)

All of the forward-looking statements made in this MD&A are qualified by these cautionary statements. Specific reference is made to the most recent Form 40-F and Annual Information Form on file with the SEC and Canadian securities regulatory authorities for a more detailed discussion of some of the factors underlying forward-looking statements and the risks that may affect the Company's ability to achieve the expectations set forth in the forward-looking statements contained in this MD&A. Although Western has attempted to identify important factors that could affect it and may cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be as anticipated, estimated or intended. Forward-looking statements may prove to be inaccurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. Western does not undertake any obligation to release publicly any revisions to these forward-looking statements to reflect events or circumstances after the date hereof to reflect the occurrence of unanticipated events unless required by applicable securities law.

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MANAGEMENT DISCUSSION AND ANALYSIS Three and nine months ended September 30, 2024
(Expressed in Canadian dollars, unless otherwise indicated) Non-GAAP Measures and Other Financial Measures
Alternative performance measures in this MD&A, such as "cash cost" and "free cash flow", are used to provide additional information. These performance measures do not have a standard meaning within IFRS accounting standards and, therefore, amounts presented may not be comparable to similar data presented by other mining companies. These performance measures should not be considered in isolation as a substitute for measures of performance in accordance with IFRS accounting standards. CAUTIONARY NOTE TO U.S. INVESTORS The MD&A has been prepared in accordance with the requirements of the securities laws in effect in Canada as of the date of this MD&A, which differ in certain material respects from the disclosure requirements of United States securities laws. The terms "mineral reserve", "proven mineral reserve" and "probable mineral reserve" are Canadian mining terms as defined in accordance with Canadian National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101") and the Canadian Institute of Mining, Metallurgy and Petroleum (the "CIM") - CIM Definition Standards on Mineral Resources and Mineral Reserves, adopted by the CIM Council, as amended. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. The definitions of these terms and other mining terms, such as "inferred mineral resource," differ from the definitions of such terms, if any, for purposes of the disclosure requirements of the United States Securities and Exchange Commission (the "SEC"). Accordingly, information contained and incorporated by reference into this MD&A that describes the Company's mineral deposits may not be comparable to similar information made public by issuers subject to the SEC's reporting and disclosure requirements applicable to domestic United States issuers.

22 EX-99.3 4 exhibit99-3.htm EXHIBIT 99.3 Western Copper and Gold Corporation: Exhibit 99.3 - Filed by newsfilecorp.com Form 52-109F2 - Certification of Interim Filings I, Sandeep Singh, Chief Executive Officer of Western Copper and Gold Corporation, certify the following:

1. Review: I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Western Copper and Gold Corporation (the "issuer") for the interim period ended September 30, 2024.

2. No misrepresentations: Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. Fair presentation: Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. Responsibility: The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, for the issuer.

5. Design: Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 Control framework: The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is the Internal Control-Integrated Framework established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013.

5.2 ICFR - material weakness relating to design: The issuer has disclosed in its interim MD&A for each material weakness relating to design existing at the end of the interim period (a) a description of the material weakness; (b) the impact of the material weakness on the issuer's financial reporting and its ICFR; and (c) the issuer's current plans, if any, or any actions already undertaken, for remediating the material weakness.

5.3 N/A

Form 52-109F2 - Certification of Interim Filings

6. Reporting changes in ICFR: The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2024 and ended on September 30, 2024 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR. Date: November 7, 2024 (signed) Sandeep Singh

Sandeep Singh Chief Executive Officer EX-99.4 5 exhibit99-4.htm EXHIBIT 99.4 Western Copper and Gold Corporation: Exhibit 99.4 - Filed by newsfilecorp.com Form 52-109F2 - Certification of Interim Filings I, Michael Psihogios, Chief Financial Officer of Western Copper and Gold Corporation, certify the following:

1. Review: I have reviewed the interim financial report and interim MD&A (together, the "interim filings") of Western Copper and Gold Corporation (the "issuer") for the interim period ended September 30, 2024.

2. No misrepresentations: Based on my knowledge, having exercised reasonable diligence, the interim filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by the interim filings.

3. Fair presentation: Based on my knowledge, having exercised reasonable diligence, the interim financial report together with the other financial information included in the interim filings fairly present in all material respects the financial condition, financial performance and cash flows of the issuer, as of the date of and for the periods presented in the interim filings.

4. Responsibility: The issuer's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (DC&P) and internal control over financial reporting (ICFR), as those terms are defined in National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings, for the issuer.

5. Design: Subject to the limitations, if any, described in paragraphs 5.2 and 5.3, the issuer's other certifying officer(s) and I have, as at the end of the period covered by the interim filings (a) designed DC&P, or caused it to be designed under our supervision, to provide reasonable assurance that (i) material information relating to the issuer is made known to us by others, particularly during the period in which the interim filings are being prepared; and (ii) information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted by it under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and (b) designed ICFR, or caused it to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's GAAP.

5.1 Control framework: The control framework the issuer's other certifying officer(s) and I used to design the issuer's ICFR is the Internal Control-Integrated Framework

established by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in 2013. 5.2 ICFR - material weakness relating to design: The issuer has disclosed in its interim MD&A for each material weakness relating to design existing at the end of the interim period (a) a description of the material weakness; (b) the impact of the material weakness on the issuer's financial reporting and its ICFR; and (c) the issuer's current plans, if any, or any actions already undertaken, for remediating the material weakness. 5.3 N/A Form 52-109F2 - Certification of Interim Filings 6. Reporting changes in ICFR: The issuer has disclosed in its interim MD&A any change in the issuer's ICFR that occurred during the period beginning on July 1, 2024 and ended on September 30, 2024 that has materially affected, or is reasonably likely to materially affect, the issuer's ICFR. Date: November 7, 2024 (signed) Michael Psihogios Michael Psihogios Chief Financial Officer GRAPHIC 6 exhibit99-1x001.jpg GRAPHIC begin 644 exhibit99-1x001.jpg M_JC_X 02D9)1@ ! 0\$ 8 !@ #_VP!# 0" P,# @0# P,\$! 0\$!0D&!04% M!0L(" 8)#0L-#0T+# P.\$!01#@\3#PP,\$A@2\$Q46%Q<7#A\$9&QD6&A06%Q;_ MVP!# 00\$! 4%!0H&!@H6#PP/%A86%A86%A86%A86%A86%A86%A86%A86 M%A86%A86%A86%A86%A86%A86%A86%A;_ P 1" "& ?T# 2(A\$! Q\$!_0 M'P 04! 0\$! 0\$ \$" P0%!@<("0H+_0 M1 @\$# P(\$ P4% M! 0 %) 0(# 01!1(A,4\$&\$U%A!R)Q%#*!D:\$(T*QP152T? D,V)R@&D* M%A<8&1HE)B7J#A(6&AXB)BI*3E)66EYB9FJ*CI*6FIZBIJK*SM+6VM[BYNL+#Q,7& MQ\C)RM+3U- 76U]C9VN'BX^4EYN?HZ>KQ\O/T]?;W^/GZ_0 'P\$ P\$! 0\$! M 0\$! 0 \$" P0%!@<("0H+_0 M1\$ @\$"! 0#! <%! 0 0)W \$" M Q\$\$!2\$Q!A)!40=A<1,B,H\$(%\$*1H;'!''2,S4O 58G+1"A8D-.\$E\1<8&1HF M)R@I*C4V-S@Y.D- \$149'2\$E*4U155E=865IC9&5F9VAI:G-T=79W>'EZ@H.\$ MA8:'B(F*DI.4E9:7F)F:HJ.DI::GJ*FJLK.TM::WN+FZPL/\$Q<;'R,G*TM/4 MU=;7V-G:YN/DY>;GZ.GJ\O/T]?;W^/GZ_ JH # ,! (1 Q\$ /P#[^HHHH *0 ML ,DUA?\$'Q=H7@[P_]J^NWRV*<*O5Y6Q]U%[FOE#XP?'KQ5XLFELM'EDT72 M3D'.'.%)32C_;\- %?O&VSZ,;J]V[W<>"8=O;_ B9'/_HN MM/1_VJ=(D=1JGA2\MUSRUO^)^YDAM-=CM+A^D%V)8GT!;Y2?H37H"NC**"K @J"#7YMUZ!*/C#XO\ M#W\$<4%XVH::I^>QNF+*!_L-U0_3CVKVL#Q7=J.(C\T>7BN'K+FH2^3/N;.>E M%<;((? B/X=^(&C?:M)N/+N8P/M-E*<2PGW'<>A'X15V6<!*^QHUJ=: "G3=T MSYJ13G3DXS5F@HHHK4@**** "BBB@ HHHH **** "BBB@ HHHH **** "BBB M@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "BBB@ HHHH **** "M"BBB@ HHHH **** "BBB@ HHHH **** "L'XC>*]*&^\$[K7=6EV0VZ_ *@/S M2N>B*.Y) J>U;K?=-?/? [6/B'Q!XQ\=/I>GZ9J#Z/H[M%"8[=RLTO\O+S;_ 4_.Y)7D]CNR_ "6:RBW9=3SWXK>_M;(>^*)-7U:4K&"5M;92?+ MMTSPH'KZGO\ I7,5=VMU:MMN::;\$^DD97^=0U=6UJM2K-SJ/5GW]&G'G!1I M[(****Q-0HHHH **** -/P? X@U;PQX@M):T6\>VN[=LJRGAAW5AW![@UM]_ MOXBZ=0 "" :A %AOH,1WUKNYB?4>JGJ#_A7PC78? [QQ=> O']KJ\;L;.0B M&^A'22\$GGC\4>XJZ][(\VE@ZRC)^X] (\?-LOCB:3G'XT?>U%0Z? &]M!ZGHN:M:KXUT&W=JF5&5/0\CTKM-)O+C6_ #:W26] MSIVTU)"TQ#332MEY"/4C QR>_.]>< MJ'-)=8^9O]8Y8OI)=CSN;X)S??:W/B!/)S_ ' ;' MXC"Q@_ SKTO\ &BG' X=/84L?B6OB.2LOAIX,ME' !?.(BEF=OTSBLKQ7: M_ "K1872_L[R+_RQMR6E^F%/'XXK!/%'AJ77YF2\UN^@LL8%K9D1!O7>W);] M!6=IWPQ\&VC[SIK7##O/,S? ID"IJ47M""*IUD_>J3;]#EO\ A7'A7Q5HZZIX M3U&:U5F(VR@NH(ZJ0?F!Z=S6?_ PI;5]^/I9L=OKL?/Y8KUZU73M.MUM; <6MK M\$OW8DVH!^ JQ&Z2+NC=6'JIS4_ 4J\$]UJ/Z_ B87LJ]/GL/@HNF CR8P[EB\$ _A&3[A5]MEU3GP? M+0^? Q"M484'IQ117<8GS;\7OC#X]TSQ=J6@6XL],%G.T8>*?(R)J5;+Y*D' M@=ZZ?J]DGQJ>O/JVCZYJ,UY=HPNH9)GW,4.%8#T.WC_ &JYO]L[PY]F\1Z? MXFA3\$=]'JGN"!_RT3E2?J]IQ_P&O/? @CXB_X1CXG:7J;OMMV\FBX.>/+?Y3GZ M9! "JW0'VC67XTUB'0/'FH:S(' \$X'XUIJ05R*\7_ ;\1_8_M'=GX;ADQJ]4WFS ? \H\\$_ 5B\ OFI \V;X_\$0G_C_ +,>WV-.*^AO@GXI M;Q?A.[^5YV4W9!BNPHP/-4X)QVSP?QKXOKW#]B_Q%]GUW4? # \$SX6075N#_? M7A@/J]I_ X#5-: ?1E>8_ M3^+>;GPUX!BM],NY+;4-1N52*2)]KQHOS,P(Z=%' M_ J].S7RC^UAXA_ MGXHR6\$3[K?1XQ;K@>8?F<_ 7)" !!(I!W@SXV?\$&UO+> MR:>#5S+(L<=<S"-S\$G 9<'.3WS7U1:F4V\9G"B7:-X7H#CG'M7RC^RMX= M MSXI07DL>ZVTA/M3Y'&_ H@_ ,Y_P" U]9=*) (Q"C).*? ^*GQXTG0;N73/#EN MFJWD9^R3LV+>,^@(Y<_ 3_JZ9^UIX[N-#T6'PQI([: MW10/Q()_6J]C]8/B- :S"0>)9I<=5FAC<\UKU[X?_ L_>'K/3HYO%\$DNH\WK & M2*.0QPQGT&,,WU)_ "M3Q-!?' ^H6;IIL- QI=QCY)8IFD4'W5R5&?G0>W((^ ^)0T!][67XO\ \$&E^&=!FU?5[D06T_Y_.LQ[*H[D^E:E? M]/[;6I7]U;1='#,+98'N67LSEMH)^@!_ [Z-2IF>.?V@_ \$E_ IS\H^F#]:Y!OBQ\1#-YA\57F? 0*F/RVXK&^>BV_B+QOINB7=Z+.& M]G\$;SG'R\X&>_G&![D5]-V/P.^'<%F(7TB6X8#!EENY-Q]_E('Z56B \?) M" _Q^:Z=*HU,6FK0CJ)8A&_ X,F!^8>X_ "/XF:-X]BFCLK>YM;RV0-/!*F0H M)QD.."/K@^U7_ &/-? V_V0.! P#71.P'6FOF?]H#X@>,M#^+&IZ9I/B"ZM;2\$1>7 M%'MPN8U)ZCU)KZ8KF/\$7P\&:YJTNIZMH%O=7G6\$ "P6MM>ND,2 MYPB@ \ 9KN? V3_ "V@>)]8UB+7],BODMX(FB60D;268\$C?'I5: T62->Z'KL>E2P"N3^*Q"V^!M/674YC)(;G6- 4F,MS/RVXKIO@3V')%]BNN:Y/-::6S8@CB&)+G!Y.3]U>V<9->O- M\$/AT;7R?[%D!QCS1=R[_ *_>Q^E/1 >1>\$/V@/%^G7"KK4=MJUO_ !9012_ @ MR\F*]_ ^&_ C;0O&VC_ ;]N#NCP)[>3B6\$^C#^1!"KYU^/OPF?P.D>K:5/+=: M3-)Y9\P R6['H&(Z@\X/X5R?PK]5W?@WQI::Q_.WE*X2[B'26(GYA)_ P'PI<_ ^C6I_PX*W_C'Q9;Z'8\$(TN6EF896&,?>8_YY) J[(=)K MGQJ^(>H7;31ZT+%)?M+_\$;Q5X_.865AH5Y_M##!-9"5U>W5R6WL.I'H!7MM?,_ [:G_]0M-_[!H_]&/1\$ ^&OQL4W?CBP@_2_MZQ:1Z46ZH#Q^.?I M7A=KI-;V;W&18VI_9?9 MW.>?8#>:@'G=U?7'B+ <3>:WB>X3GA8XHT4?@%K>\'?KQGIET@UAX=7M<_ .MLD:QR8_V64#GZ@UZQJGP\$!7.GM!:VUY9S%<+.ETS,#ZD- D&OFKQYX>O/"OB_MZ^T&^(.6SDP'4<2*1E6'U!!HT8'V5X!4Z5XO_.0ZSI,I.&3Y71AAXG'56'8_MC_Z];=??. [&^NSV7CZXT(N?L^I6Q<(3P)\$Y!'_ =WZ5].5('D'[3GB?P_H&H_M):!KT+,MTDYCD\@2*F#'/G?'N.@KD?#.M%^-2=? [&N)Y#T6./8WY8!KK_P!K M34=)T/P_I>L:IH4>J!+EH(JR(?+++NZL#C.SM7S]JOQ>U9H3#HVE66FQ]_0/_M,9? IP!^E?'9QB%1QLN9_AJ?29?AYUL-'D3^_0]C\O:OIVB>U]JEW';PKW;J MQ]_ .I/L*\D\?^)/%6H/IW@C2S'&O#WEP =@]3_ "OZFL'PSX+>5>Z/5\$M M[=0V9Y5YS[CTC3HH]@G7L'A_-2/T33([#3+98(8^PZL?X8RK5W_+ \ M3>4:.' O2_XM_AJ)-90?>+?%VHS.B[I#/'Y<48]_>S_ "%96@Z_EU>-#X*^ M)5PTD8S]GG)8\$>P_ 1[A: [CQYX;E\3V4>GR:G)9V>[=,D48+2D= 6)X],?R M]CX,^?A_P-ZDNH6OVBXND!"23N#LR,' Z4I8=Z2CIWOJ..(7(W*6O16 MT*,>D_ %*3]U+XHTN).\D=L"Q_#9BL;Q?I]GHT&_ Q;X]U:[F(R+.T?RV?_ @.3 M@>YQ47Q3^*+QSR:1X9D^924FO0,X/<1_ %?EZUI_#?X;PP-'KGB9_M^H38D\$ M4AW)&3SEL_>;!] [:S=JD^2GJ^>A]N:G!5*NE^B6IS/ACP" _BNY2]&G2:-I M&I-6[N1H+226." M29HU)6*/&Y_89('ZUY#\0- 5^)6KN]M;Z'J&G61X\NV0L[C_:=>OT'%:\L,+& M]KLQYJF*ERWLD>A>)O&OAK02R7VIQF9>L\$[/R3Z\$#I^.*Y6W^,6DSZU!:1Z7_M=+;RR!&GD=05R<9VC/'XUY+H;- [J70KE8H_MP2Q^7<_ .^W?'TKBEC<5)^[&R.^&!PD5:4KOU/>/@UXK77?VCH]/L)]A8Z=. MN5/RRR9775L^9SB\$*>)Y(J)\$@HHHKWCRCSC/C[X<_X2;X6ZE91Q[KF!/M-MQSO3G_M^HW+^~?&U??; ,,'9'17Q=\:O#I\+ _O5-,1-MN9C-;>GEO\P_ ^F2/PJH@?4_M?P+!1? "3?"_2]0D??<1Q?9[G)Y\Q/E)/U !&OFK]JHKQ%_PDGQ6U">-]UO_M9\$6=OSQM3.2]JQ8_C6Q%?'B"/'7@_P_46,TNUWM?M&G@G_EO_J\?'^4_1#7 MF<*2W-TL:*TDLS@=V8G_&A+4#N?#'_P_EU3X]ZUXO\MO.L.A#;#^]J\$F?-/T^ M8'_ @!KF_A[KDOAKQKINMQ\$ _Z'<*S@?Q(>'XJ37V!X%+VNC?#BS\,31J\26_M?E7"XX=F!,GYEFKXY\9:- X>\5ZAHMQG?8W#Q9\0!^5OQ&#^-"U_ ^T_\$VNV_MFD^"[SQ"TB0;V]H;A&!X<8RN/KD?G7Q]J5W/?

ZC<7UR^^:YE:61CW9CDGS7 MI7BCXB?VA^SOI7AD39O?M)M[D9Y,,6&3/L=R#_ @!KS[PKI4^N^)+'1[8?O;Z
MX2%3CIDX)_9(X4) ?2W[(AS^R?AN=6FCVW&L2^D]?*7Y4' H1 P"!5ZL: MK:/8V^F:5;Z?:)L@M85BB7T50
/T%63TJ0/CW]I+49-1^,VLL[\$K;R+;QC^Z M\$4#^>X C6)\, \$Q\(>+H->73XKZ2W1Q"*Y4!F&-V1Z G\ZT P!H2U>S^,VO
MQ."-]T)1[AU5A_H @KX/M/"C!M#N]1DLYJ[M^S;)/![:#_9/[R61&QW!B<&O3_&:- P"AINO_ \$7 P"*K:~?P-L?"GC
M.Q01Z<?73V3,RQ;JH;E>H/^U1=6]:KRW]IWX?WGC#P[!J.D1B34M+W%(M>\;8W*)JH\$ C\1WKU*BI ^!
[B*>UNFBFCDAFB:#(ZE61AV[!&OO0!QL\;Z M!";S7<>J6L? CO5W,IZ"08;\UJ&^//AWX37J6UC3\$-QC NH?WO"NM-
'ZQ')HUT MW&9FW0\$ [XZ?\' 'O7JD\$LXXKTS]F'XA7^C>*+7PO?W#S:7J,GE0JYS]FE/W=OH">"
M.G.:&@/J*ANE%#=#D#XM^.'_ "5[Q% V\$)/YUZ1^Q% R'M> Z]H? 0FKS?XX M?^E>|1?JA"3^=>D?L1?
\\A[70^O:' P!":K>P'T51114 >. MH:C); # \$ 3 MT8@7M_E =44G'YE?RKYEKZ2 ;8M'D%Z/>*/E@OV1O;S_ / I P#"
MM*Q_9STF[L8;J+Q7=-'&LB\$6B\@C(B]ZE_X9KTW_H.;K P\$7_XJEH!Q_Q" M^.%[XL\ (WF@77ARUACNU_Q;AF*\$,&!
(J17DYZ5)\$?,UZ;_P!#3=?^ B _M !5!_9KTW' (TW?_ (" +_P#%472]-^"(TEQ\)_#TLARQTZ(\$GOAOIBOF?J]M3_DH6F_\ 8-
'_M *,>JCN!R/[.8!^>@ C/[]_13U]C5<_LY?^ELT#_KN_\ Z*>OL:B0!7RK
M^U\BI\7V*C!>PA)]S/P_H*^J^_5_VPO^2N JP^'^;4EN!G LJ \);M+ P"N M4 \ Z*:OKBOD?J]E7_DMVE \ 7?* -
%-7UQ0P.*^/W@(\^-OAG?:-&ZQSC-! M(PSM=#GI[CW;OZ5A^ AI0[Q ^P*@C\ZV-%5:O MH=JD\$?B/P]KUG&,)YMW]GN
!VRW'YYKL[/P'X/ME 30+1L=Y%,A \>)]]; ^& M_#UNP,&A: =&1W6U0?TK*.%)J\RLGY&L\72E'E=VO,Y/2_BKIUQ:Y?
XI>,K;P9!4%C;0R7UP,Q MPXVHB_WF J^@^M>2ZM!O&^QSK#VZGHEL@C_<_K4SQ:H/EF[LJ&^">(CS0
MCRH^BV957+\$ =R37+^,'/WAO0K>19+V.ZN0"%MK=@[\$^C\$<*/J:~?M0U75+[_ M CJU&ZN,]-
F9OYFM;X5^\$K[QMXLM L@P\$[[KB4#_4Q#][SGZ#I[D'LECYUI M]E2CJ]#=#9;"C%U*LM\$?3[/\$/AM])^&
<^MSP!)M295/UWGGZ\$5[6*I MZ'IUKI6CVNFV,2Q6UI"U,*#^%5& /R%7* 1\#AEAL/"EV1\AB:SK5I5.X444 M5UF
5X3^VEX<[S3=-\401_-;O]DN6_@;_0GZ'&7%VT@'?5\T ME^'/L/BZQ\0PI^ZU*'RIB!TECQC/U4C_OFOI:
MN9^+/@^T\;>#;C1KAA%)D26TV,^5*.A^G!)!B:E;@?%->Q_L<>'/[0:~?B& M:/,.E0[(21_RUDX_10WYBN*USX8>/-
,U"2TE\~7TY0\2VL)EC<>H9? \]=?2 MG[.OA>3PM,.;VN[=H;Z]N;I&&&5FZ*1V(4*/KFFV!W5%%%2!\]_ME>\$IOM
MMKXQM(BT11;.:)*C[A'W/L%/1QT*GV(M)'XU]P:M8VFI:~8WUO'/;W"%)8W&5=3U!KYS^~P#U:RNI;WP@PO[,DM]CD
M<+-%[*3PX_ /UJDP/7O_7Q4\>)]/CD35K>RNB/WEI=R"-T/H, \,/<5T-YXF
M\VD/FW6NZ;"@_BDNT']:~*M8\Z]I4S1ZEHU_:LI_Y;6[K^I%4[>SNYY-D% MK-(W3"1EC^0HY0/JKQA\OS8)_ &O
MI3X#^~M4\#^\$Y+U'5DO#+-YRQHQH0D!(Y52>2#C/09CV&?09)/M72UY/^T)*)^7<7D.J:9K2K+;1;([&Y&(O4E
M6'0GC.0>@Y%(#8\ (^&7P%K<:AE7&GSGK#~+Y>^ \ @/7W?UKJG\4>^EM?M#>(- M+\$)E_MD>/SS7Q]XH^'_
(RV2,NI>[U'7_):Q1^;'_P!] +D5SOE2>9Y>Q MM \ =VG/Y57*!ZS^U7XU\.>*=3T^T)ENFT_S/-
O57Y6W8PBG^(!#!>G1!_ M'FPN=3^6)6AV=JK&1K^C)@=?56#,WX \$U+X4^'_ C#Q%J:9H~V8V/^OFC,40] MRS8'Y5]'
OX4V7@:%M0O)H[S6]DVO,H.R%>ZIG]3W]J>R](H;I114 ?%OQ MO_Y*[XB/ 40D_G7=?L:ZOIVG>+~5M;Z\BMY+RV3R/-
<*!L<@[\$]^>E6_VG/A MCJY\37/BS0K22\M;S#W<,*EI(9_ ,%MHY*G /'OYKQ%U*L592K X((Z5>Z ^Z MX=-T6?
5%TV#5K&6)=2RVZ7"M(0.IV@YK0KX]_9YBUB#XJ:-J-EIUY;|<;)Y M(H6951P5)8@8 &[/X5]A*]JG*_G MC'T-?%UY!-
:W/^%7^M)'3)XQBO9H?\$.@30':+6]/>,C.];I"/SS7Q[XH^'?C3P_,R:AX?O-BG_ %T\$ M9EC/ON7(_ .N<>VN\$DV/!
(K>A0@TB1L;OQ)9R.O_ "RM7\JR M?3"9Q^~5/A3\4-%>:K?V6GP3V[V85T6XP&F0%#@!TP<<>XKY7T/PEXHUB14
MTS0-1N=W1DMVV_BQ&!^=>R_ ;X/^+= \5VGB35+^'3?(SFUC/FR2J1@HQ'R@_ M\$>YH:2]]HHHJ0/AWXC?
\\E"U[L*7^ Z:~O9OV'_P#5^(O]ZW_ JGKSCQUX& M]97?
CS69[;POJTL4^I3O&ZVC[74R,00<8P0:JY_9G\''WW@SPGOIBOGO]K; MPUXAUOQU87D;)?
WT4>GA>G>WMV=0V]C@D#KR/SIQW_]_9R_Y+9H'_7= P#T M4]?8U?*'GP'\^*]-^+FB7VH>'=3MK:&9S)++:NJJ/+8:>V
M9%7;;_9]J17T]0P"N;~*GA*W\9^#;K19;N:TDE&8;F%B&B<=#P1D>H[BNDH MK*K3C5@X26C*A.4)*4=T?*~O'\-
&~*WTD0B:Z\DA.XF?#\$<[/V\,CZG*RO MB)4K&PLVTOP]4EFV[/M2+B.\$?[[D?E]:^D_B]VM'^ (A\^SM6C9)8R6MK
MJ,XD@;U'J/4'K7RMXE^!_B[0/=&KIMY;M<:7<38&I6ZYC"#DEAU1L \C/0F MOALTRVOA-,'/W7UZGT^
Q5'\$:XB7O+H3?_7PE_-TWBK6(S,JR'[*)>?,/ MA]<|I[Y]*AK USQ#X;'\Z7';7-S""L\$86&UB^:0@#C"C^9K-\ZGJWC&3^T
MIH&T_1\$;JQ#G]Y>\$=W/9!Z#J>Y%S*5M(>Y;^?) M8?\ UJ^S#D)Z1J]?[H_4^E.^!?P@T+X>V?VDXOM9E3
M\$UZZ_-'=8Q_"OZG]!Z17W^1Y&L*O;5OC_ (^/S7-GB?W=X?S"BBBOISPPHHH MH **** "BBB@ HHHH **** "BBB@
HHHH " >*~.j*.0H_*G44 %%% % !111 M0 4WRTSG8N?7%.HH **** "BBB@ JI/I>FSS^=-I]K))_?>%2WYD5;HH ;&B
MHNU%"CL *=110 4444 %-V*3G:/RIU% !1110 4444 %%% % !1110 4444 % M%% % !1110 4444 %%% % !C-
-9\$8;64\$\$<@TZBBUP/-?&GP-^'WB+6/[3FTQK M.Y9]AM)"BS':3IS[&GZM,.[^VTQH]!N[/S(TVP1W"&.-<= =N>/H*]'HK
MSYY9A9MODLWV.A8NLDES72/E'Q'^SQ3M;UB2_U'6=%GED/WS<2 *.P \O@> MU3:+^RQX@DD!U7Q/I]LG?
[/"Q \>VU]445P?ZMX#FNTW\SN_MK&?6Q_:L[U]7"BBBNHQ"BBB@ HHHH *CN[B"UMV
MGN94BBC&7=V"JH]23T]2OF?XR:[K7Q]^+B^!=&N"EA;W1MU4\$[&=<^9*^H.7 M#8]A[T
>T77Q4^~UO.89%5CN!P=C%Q^:@BM_P_Z]HVO6QN&U.UOHU^~T\$ MH;];0.GXUYHY_P / EMIRPWJ7UY<;?FG:Y*
<^H5< ?CFMOX7?"S0/ NM7NH MZ7/=3/=((T%PP)A3.2H(SDXZ^E/0#MKB6""%I9I%CC099F. H]23TKE+SXH M?
#^UN#!-XJT_>#@['+@?BH(KR+)]I3Q'JWBCXD6_P[T:9E@26**5 Q FF?!^; MU501QZYKM=#^ '@>VTM8=0%[?
7.T>9.;@Q_-CG:JX 'US19 >C>]=T?7;7[M3HVIVM]\$K6H?];<=*T^~6_B3X=U+X+^/M/UGPY?SO8W1)C\P\G:1OADQPP
M((P?ZC-?2WAK4X-9V\6K6O^IO;=)D]@P!Q^M &))2? <+:6'B739YW.\$C6Y74.LJ+RPZ_@XR1] M*+ >]5S-[0O!-
G>S6EUXFTZ>>WD:~6-Y@&1@<\$>H(KDOV3O%.H>(? <J]J M]M86EC\$TP='V@DJ01QG'7^A V.?.%H:MH5_H&H3/,-
+M[9W.66- MLC9GT!7CZX[46]U);QQX0TO4I=/U'Q'IUK=0G\$D,LZJRG&>1]"*K_\ "Q_ M?_0VZ3_X%+7@?CO2+7/_-
JRXT;4/;^S7E]" +Y;;6QY2]#VZ5ZG_P*!^~W M_//4O_S_P"M0!W/AWQ7X;UZZ>VT76K.^EC3>Z6\HGV]U;MMEBDF
9#Z\$55^'/P[\>)]J?0X[@/>*JRM+O.%(XXZUX) MX@T.Q\2?M67>B:D)#:WFH.LHC;V!%G@_4"A ?0-K\1/
US<+##XJTMG&K[M7'T:SUNRFU"-F5K9)@9_5SN&;!J'XG>(("_@34M:<@~;P'R0?XI#P@P" ^
MB*^2/"MWK/AK6M':Q/D?GZ4[?U4?&?&LZ5H5B+W6 M+~^"RMRX02SN%7<>@R>_! *_K&GW,%Y8PW=M(O)
(9XUDC<=&5AD^C7EW[9')) M8O\Q?&?&@24/2/#^M21KMF;O1M1M[Z!7*&2"0,H8=LCZBD\0ZYH^A6BW6L
MZC;V,+OL62>0*I;&<9/? /Y5\P\LR^~\)>-4T_4':/3~.VHQ?A4DR0D@]LY M4GW]]-_.0?AK8'_J]I_P"BY*=@/6=
(U"RU33X[[3KF.YMIAF.)MRN.F0? MPK%OO'W@NROIK.[\3Z9#<6\ACEB>X4,C X((J0:S?V=O^2,;#_U[M_Z&U>\$Z
M;X=T[Q5^U!JVB:KYIM)]4O2XB?:WRER.?J!0!] %Z;XZ\&W]R+>S\4:5-*QPJ M+=IN8^@!/-=
#D9%>+>,OV>/#LVE2/X>O[VUO%4F~;B021.?0\ C/KG*QOV M7?&^KV/BJ7P!X@EED +I:~VT:O)\$7-
_?.@,H28QQQGT7;@G'J33]+>->*O#G MB'(T76;.J91EDAE!91[KU'Y5L5Y7I/P)\~.3XUL=-TS4-0BCLY?~J[A@Q'3 M#C! SC(
<J]*+XJ>(E)^ -2US:K26L7[E#T:1B%0'VR1GV!I 7/\$WBCP]X> M4-K>L6=CN^ZLTH#-
] %ZG\JR])^)/@34KI;>S\3Z>TCG"J\GEY/H-V,UX=\\$? MAY)\3KZ_\5^+M0NIH#.4PKX>=\ GYOX5 (&!^F*[CQQ^S_X6N-
\$F;PY]ILK^ M.,F\$/.9(Y& ^ZP);&?4&JTB4AER.E9GB3Q%H?A^*.76]4M[!F*QM.^T,1 MU KQW]D7QGJ-S<7?@O5YI)
<,MF93ED53AH^@R'/3FI?VW/^1;T+ _K[E_] M^~P'M6FWEM?V,5[9S]-;SH^BE0Y5U(R"#Z5/7-?|O\ Y)3X=^!|D'_H KI:
M0&3XC\4>'M FBBUO6+.P>8\$QBXE";P.I&:SD^ (W@1F"KXMTG)Z9NE]:\<_ ;M>.->T\$_.TW_ *M=9:~+P-
>Z!'*LFJ0330*_FJ276EW&]&7D1W4).#E>@<<_I MV~?4=A<17=E#=#0,BF02(PJ]1D'C2 FHHH **** "BBB@ HHHH
**** "B MBB@ HHHH **** \$D)"DCKBOF+J]E<>? \ '>^FN1F5;Y<9_OF103]<%J^GJ^7 M?&UMJ?PD^W_D4%HTFG7-
P\T!.A98Y,[X\] PW"TIJD!|145Y_IOQJ^'= MSIZW,FN_9V(RT,UO('7VP_0?P)K7^~7Q \>-[V+0[B1VL6&\2Q["ZGHR@\\

MXSDXQGV1]O\ (5].UX?M%:+JG@WXMVGQ"TV!I+: M:>.9F ^5)E !1O0,!U]S7I>A _&SX?
W^E+=7&L 892N7MYX7WH>XX!! "F!S7 M[;"H?!.D,<;QJ!"_3RVS_(5VO[/!D/P8T R9W?9CC/IO;'Z8KQ+XS>+)OBUX
MVTSP[X4MĪIK6!R(G9"/- =L;I".R@#Ō[U](^\$]*AT/PQI^CVYS'8VR0@_WMJ@ M9_'K1T ^3/A?XS;P-\1M0U=-,;4#
(LT'DK)LQF0'=G!_N^G>NP\^/S)KP""Q.W@_JH76->6P M: ^,&IWJ^0K[-VYW7K@],^E?7-?,_PI/[6]^",_3#4/_:E)
7/%WQF\4^,- M(FV\^/'"=Q;37R&&21&::38W!"@*,9'&3TKT+]FOP!=>"O#,]QJH4:EJ95ID
M4Y\$*+G:F>YY)/UQVKT@*HZ*!]*=1<#Y3^*\$&LW/[3E[;^'YO)U.2\ C%K)N"[M7\I><#D]:]<_P"%Y_#?
_H,3_P#@%+_ \33U [_3UF33X4N3NF6-1(<]6P, K M7ROXVU\^%_VF]0UY;,WALK]F\$?:7S'C&
<"7TKZ\$\ "\$;PGXPU*6PT&_DN) MX8O-=6MW3"Y SE@.Y%>*6>#^V:P(P"8D \ Z)-) 6/O[0>KWVA36.F>'O[
M,FN\$*?:9)S(4!&"5&T# =0T::*,FY@98F91\DF,JPJ""!7CG[&NMRVNI:QX/O"4D1 MC@ ZFI \ \$;2\2_)IOA2
M!^I^V70!^JH#_P"/"JPO'GB7X=7WP+LO">F:C(VH:6D%+ '_M ,>_QJKH#!_9.\2?VU\-%TV>3==;-)]G;)Y,9Y0_EE?^
U!^V1_R26+_ + "< M7_H\$E- _^\$M_9^TZ MUO)=VIZ5J4<-QD_-(GE2;)/Q P?<'UKV7]F)%D^!NE1NH96\\,I!'G/P: ^?
M/CUX,D%>.IK2!&&FWF9])NVTGE,^JDX^A![T(#Z1_9V_P"2,Z#_->[?^AM M7C_PW_Y/"U#_+ "5_P#RDKV#[G;_)
(SH\ U[M_Z&U>&: +K^F>&?VI-6UG6 M)FALX-4O@[K&7(+%P!.SU-"W ^J&QCFOEUL']L+ _\$'_*#?./\ P#[[-7H7 MC?\ :
*VFCRCP[Y^H7SJ1%OA:-.#ZL6P3CT'7VKF_V6!/>JW BF7Q]KD4BJ M=[6IF&&GE?.Z0#T)Y[D=*0'T)0>E%%(#Y?^V
HN^0-;CP#_LA=O\A7 MT-/2/\$B^\$O!]UK[V4EXEIMW1(^UB"P7.?;->&_M1>&]3V?2W\?:5\$Q@E>) MWD5/ &
[T!"K^.:]"**_&SP)K&BQR:M?KIUSL'G6UQ\$S -WP0'^^<53V M_YK_ (:3TS#/_3TO^%;?[6TSR !E944JLE[
7'H"&//XXKRG]I+Q M5X?8>+-, 'AU\!_ ;?""B^ M.>QCCN"Z2-&3Y#GAD91SC@\$ \$>]>A^./CAX-TS0YI-&U :I?-
&1!#%&P7=C@L MS ?G0T!YC\ \$P8_VJ+I+?\ U?VN_#8Z;?GQ^H%=;^VY_P BWH7_%]R_P#H M
JC^R%X6OY=8OO'&IQNJSJT5JT@P969LNX]N,9]SZ5>_ ;<_Y%O0O^ON7_P! M%/J!Z7\&_P#DE/AW_L&0?
^@"NEKQ_P"&_P_8O_6D> ='TR^U6:.YL[&**91: M2,%95 (R!@UO6?QK^'EU>16L&K3-+-(L:#[['*,L3@<[?4TK,#S?]M_\
Y#F@_M_P#7M-_Z\$M>_>' _^0#8_]>T?_H(KP#]MXYUS0?>VF_0EKM[7XY?#ZRT"!1 MJ%U--#;HIBCM'RQ"@8!(
_6BP'*?M\OF\$R>'<8\[%Q]=OR?UKUWX1^;_PJWP[MYV?,_LNNW9_ZYK7SO%X&AT+2;>R#_?:-/G?
_>8\G\3110!I:C9VM_9R6EY;Q7\$ M\$J[9(I4#*P]"#UKA[WX+?#BYN#,WA\1L3G;%/'/"T+1 MZ%I-
O9[QAW1&UO)E97E1F)8\$@D< MG'4"NBHHH *Y[3?_A73_\$[^ (K/1X8M3D=Y&N0SBSYW'KCG)HHH Z&BBB@#
ME=>^&W@G6]8FU35- @N;NX(LK.X+\$ #L?0"J?\ PJ+X<_\ 0KVV ?Q_BJ* M*
-7PCX&*^&+ ^2\T+1X;*:6/RW=&8EER#CDGN!0O@?PNOBS_A)ETB\$:J9#) M]JW-NW\$;2<9QT]J** .AKGM,\#^%M\
%#^ (K/2(8=3D=W:X1F!)?.[C..1TR23ZG\ZVJ** .?1>?"#N:Y#K&J:3#<7UN%\$4Y9E90K;AT(Z\$
MFKGBOP]I'B72QIVMV27ELL@D\$;D@;AD \ \$>I_.BB@";PWH^FZ#H\6EZ3:K:V MD.?+B4DA>I-5?
%WA70/%\$\$,&O:9#>QP,6B\$F1L)&#&@T44_7-!TNQT M728=,TRW6WM+=L42DD*,Y[\]2:YO4_A=X#U'4KC4+
[P[;S7-U*TLTI=\N[' M))PW.10RL/0@]:X?4?@S\;RX::3P^L;,CD=3D"XFDE7\ NLQ!_ \$44 M4_ =S;Q1PPK%\$BHB !548"@=
!63XO*Z!XIAAAU_3H[V.W8M\$KLPVDC!/!%% M% &%_P *A^'/_0KVV ?Q_P#XJGVOPH^'UO<1W\$'AJV26)PZ,'?
Y6!R#]ZBB@_M#4\7>_"_#/BB:"77]*BO6MU*Q%V8;03D]" /05E1?"7X=QR!T\+6>1_>+L/R)Q ?110!U6D::8:79+::=96]I
GW8H(@BC!\5JBB@#_ _V0\$! end