



HAYASA METALS INC.

Hayasa Metals Inc.

An Exploration Stage Company

INTERIM MD&A – QUARTERLY HIGHLIGHTS

FOR THE SIX MONTHS ENDED SEPTEMBER 30, 2025

Dated: November 28, 2025

Hayasa Metals Inc.

Management Discussion and Analysis

For the six months ended September 30, 2025

Management Discussion and Analysis

The following Management Discussion and Analysis (“**MD&A**”) of Hayasa Metals Inc. (“**Hayasa**” or the “**Company**”) has been prepared as at November 28, 2025. It is intended to be read in conjunction with the condensed interim consolidated financial statements of the Company as at and for the six months ended September 30, 2025.

This Interim MD&A – Quarterly Highlights has been compiled in accordance with Section 2.2.1 of Form 51-102F1 - Management’s Discussion & Analysis.

The financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) unless otherwise noted.

All monetary amounts, including comparatives, are expressed in Canadian dollars unless otherwise noted.

The Company’s year-end is March 31. Accordingly, references to Q2 2026 herein refer to the three months ended September 30, 2025.

Dennis Moore, P.G., Chairman and President of the Company and a Qualified Person as defined by National Instrument 43-101, has reviewed and approved the technical information presented in this MD&A.

Overview

In November 2024, the Company announced that it had changed its name from Fremont Gold Ltd. to Hayasa Metals Inc.

Over the past four years, Hayasa has been actively seeking project development opportunities in the central Tethyan Mineral Belt focussing on Armenia where the Company currently holds interests in two properties. The Company has an option to acquire up to 100% of an Armenian corporation that holds the exploration license over the Vardenis copper-gold project in central Armenia; in Q2 2026, the Company entered into an option agreement with Teck Resources Limited (“**Teck**”) relating to the property. The Company also holds an exploration license relating to Urasar, a copper-gold property located in northern Armenia. The Company is investigating other opportunities in Armenia and Georgia.

The option to acquire the corporation holding the Vardenis exploration license is held directly by Hayasa. Hayasa’s wholly owned subsidiary, Hayasa Resources Corp. (“**HRC**”), administers the Company’s activities in Armenia and holds the license to the Urasar property.

Highlights

The six months ended September 30, 2025 and the period ended November 28, 2025 were highlighted by the following activities and initiatives:

Finance

- The balance of cash and cash equivalents as at September 30, 2025 was \$1,790,973 (March 31, 2025: \$1,074,738) and the net working capital balance as at this date was \$1,477,985 (March 31, 2025: \$841,677)
- In August 2025, the Company entered into an amended and restated option and joint venture agreement which grants Teck Resources Limited (“**Teck**”) the sole and exclusive option to acquire up to an 80% interest in Mendia Resources LLC (“**Mendia**”), the company that owns the geological exploration license relating to the Vardenis copper-gold project located in east-central Armenia. The agreement supersedes the option agreement previously entered into by the Company to acquire up to a 100% interest in Mendia (see ‘Vardenis – Teck option agreement’)
- In September 2025, the Company closed an over-subscribed non-brokered private placement for gross proceeds of \$1,898,098 (see ‘Liquidity and going concern – September 2025 private placement’)

Exploration and evaluation

- Fiscal 2025 exploration activity at the Company’s Urasar copper-gold project included a 2,142 m, nine-hole diamond drill program within five target areas that was completed in Q3 2025; results were announced in Q4 2025. A Phase 2 diamond drill program comprising 2,040 metres over eleven holes commenced in June 2025 and was completed in late July 2025. Additional diamond drilling at Urasar commenced in October 2025 (see ‘Urasar - Q1 and Q2 2026 exploration activity’)
- Exploration activity undertaken at the Company’s Vardenis copper-gold project in Q1 2026 included a Phase 2 diamond drill program comprising 4,561.2 metres over ten holes which commenced in August 2025 and was completed in October 2025. In addition, a magnetotelluric geophysical survey and access road rehabilitation and construction was also undertaken (see ‘Vardenis - Q1 and Q2 2026 exploration activity’)

Other

- In August 2025, the Company announced that its CFO, Paul Hansed, would be retiring in December 2025. The Company has hired Kristina Mishina who started in October 2025 and is working with Mr. Hansed during the transition period. Ms. Mishina will be appointed as the new CFO effective January 1, 2026
- The Company is currently investigating other opportunities in Armenia and Georgia

Armenia, overview

Each of the Vardenis and Urasar properties are discussed below. Urasar was first investigated by Hayasa management in September 2021, while Vardenis was evaluated in the spring of 2022. The two properties were two of a total of fifteen Armenian prospects that were sampled and evaluated. The Company is currently pursuing other exploration opportunities within the Tethyan Mineral Belt of Armenia and Georgia.

In May 2024, the Company signed a memorandum of understanding between HRC and Yerevan State University, pursuant to which the university will provide office space and the use of certain geophysical equipment to the Company, while the Company will train and mentor enrolled geology students in field exploration techniques and practices.

The Company enjoys a close working relationship with the local communities of both the Urasar and Vardenis properties.

Urasar

In October 2023, the Company was granted an exploration permit for the Urasar copper-gold mineral district in northern Armenia comprising 33.8 km².

Urasar was ranked the highest priority of the 15 Armenian prospects initially reviewed by the Company due to wide-spread surface alteration/mineralization and encouraging geochemical results that comprised eight surface rock chip and channel samples, ranging from a minimum of 0.123 g/t gold to a maximum of 12.5 g/t gold, and averaging 2.65 g/t gold. Thirty follow-up rock chip samples were collected in November 2022 from other parts of the license area and returned an average of 0.75 g/t gold and 0.63% copper.

Historical Soviet data reveals a series of more than 16 exploration adits and several drill holes, the best of which returned 25 metres containing 1.67% copper from 205 to 231 m. Underground copper assays were recovered from a 1960 Soviet report showing multiple zones containing grades of >1% copper from adits in the Yellow River area. A qualified person has not done sufficient work to classify any of this historical work as current mineral resources.

Q1 and Q2 2026 exploration activity

Geological consultant, Simon Meldrum, a specialist in porphyry-epithermal mineralizing systems, spent 12 days at Urasar in May 2025 advising management on overall system architecture, integration of historic underground assays into the Company's data base and resultant drill targeting for 2025. A draft of his report was received in June 2025, and his insights were utilized in designing the drill targeting for the recently completed diamond drill program.

In September 2025, the Company announced that it had received the final Natural Source Audio Magnetotelluric ("NSAMT") sections from a three-line, 26-station trial NSAMT survey executed at the Urasar copper-gold project in July 2025. The survey was undertaken by Terratec Geophysical Services GmbH & Co. ("Terratec") based in Heitersheim, Germany and covered only the western end of the license from the Oxide Basin to Golden Vein areas. Magnetotelluric surveys are 'passive' surveys using the earth's electrical storms (basically lightning) to measure the natural resistance/conductance of the earth at depth. The survey was directed to identify conductive and resistive zones which are often associated with porphyry-style mineralization at depth or epithermal-style mineralization at shallower levels. Drill core results from the Phase 2 program did in fact display significant amounts of potassic and potassic alteration which are often associated with porphyry copper deposits, indicating a possible larger porphyry system at depth. The Company plans to test this for this possibility with several deep holes targeting the chargeability and audio magnetotelluric ("AMT") anomalies revealed in the 2024 induced polarisation ("IP") survey in fiscal 2027.

The primary exploration initiative for Urasar in fiscal 2026 to date was a Phase 2 diamond drill program which comprised 2,040 metres over eleven holes focussing on the Copper Creek, Golden Vein, Black River and Oxide Basin targets within the Urasar property. The program commenced in early June 2025 and was completed in late July 2025.

Assay results were reported in October and November 2025. Sulfide mineralization was found to be present throughout the majority of the drill holes, including over 25 meters of massive sulfide mineralization intersected in the eastern Black River zone (holes UDD-016 and 017). Only a small number of assays reported below the laboratory detection limits for gold or copper. Molybdenum values generally correlated with gold and copper, typically ranging in the tens of ppm, but with values up to 355 ppm Mo.

In November 2025, the Company commenced the drilling of one additional hole targeting an AMT conductivity anomaly between the Oxide Basin and Copper Creek targets at the western end of the Urasar property. Assay results are expected in fiscal Q4 2026.

Vardenis

In April 2023, the Company entered into a letter of intent to acquire up to a 100% interest in Mendia, an Armenian corporation, with Mendia's sole shareholder (the "Optionor"). Mendia holds the exploration license over the Vardenis copper-gold project in central Armenia.

In June 2023, the Company executed a definitive option agreement with the Optionor. The agreement provided the Company with the exclusive option to acquire up to 100% of Mendia via staged option payments over 4.5 years. The terms of the definitive agreement were amended in September 2024 and March 2025.

In August 2025, the Company entered into an amended and restated option and joint venture agreement which grants Teck the sole and exclusive option to acquire up to an 80% interest in Mendia. The agreement supersedes the option agreement previously entered into by the Company to acquire up to a 100% interest in Mendia referred to above.

The Vardenis copper-gold property is a high-sulfidation, possible Cu-Mo-Au porphyry mineralized system formerly held by Dundee Precious Metals Corp. ("DPMC") between 2015 and 2018. It occurs 25 km along strike and in the same Eocene volcanic sequences which host the 4.8 million ounce Amulsar gold deposit currently under construction. The closing of sovereign backed financing for the project took place in May 2025. The first gold pour at the projected 200,000 ounce per annum Amulsar mine is expected in 2026.

Historic exploration work on the Vardenis copper-gold property comprised early Soviet-era trenching, pits and limited drilling from the early 1960s followed by more recent exploration undertaken by Canadian-based companies during the past decade. This recent work includes 1,246 metres of diamond drilling in seven holes, over 6,000 geochemical samples (both soils and streams), alteration mapping and trenching. (Two of the seven drill holes executed by DPMC are located within Mendia's license; the other five are located on the license boundary and are directed towards/into the Mendia license). This work has defined a NW-SE arcuate-shaped, gold-in-soil anomaly approximately seven km in length, as well as a separate 3.5 x 2.4-km copper anomaly located 1.4 km to the south of the gold anomaly.

The project's attributes include the following:

- A large 35 km² altered and mineralized system comprising the largest alteration footprint in Armenia
- Hosted in Armenia's prospective Tertiary volcanic belt
- At-surface copper-molybdenum-gold mineralization within widespread high-sulfidation-style alteration
- Historical drilling limited to 1,246 metres within one small area as well as two holes drilled by the Company totaling 770 m in late 2023.

See further information regarding Vardenis in the Company's news release of May 9, 2023.

Q1 and Q2 2026 exploration activity

Geological consultant, Simon Meldrum, a specialist in porphyry-epithermal mineralizing systems, undertook a detailed overview of Vardenis in May 2025. Mr. Meldrum prepared a report detailing his insights into the Vardenis area which was received in late July 2025.

In anticipation of the Phase 2 diamond drill program, the Company also retained Terratec to conduct a minimum 70-point magneto-telluric survey designed to look for deep conductors associated with porphyry copper mineralization (as described below). The survey was undertaken in mid-July 2025 following completion of a smaller survey at Urasar.

The Company commenced a Phase 2 diamond drill program targeting the northern area of the Vardenis license in August 2025. The program was initially expected to comprise approximately 3,400 metres over

ten to twelve holes focussing on the Soviet, Razmik and Artsiv targets within the Vardenis property. The drill program ultimately comprised 4,561 metres over ten holes.

The Phase 2 program was designed to test both surface geochemical anomalies and geophysical targets identified through AMT and IP surveys conducted over the preceding 15 months and followed from the Phase 1 program comprising 770 meters undertaken in late 2023 (calendar). Insights previously gained resulted in the focus of drilling being directed to the Soviet zone where the highest molybdenum soil geochemical results were obtained and where surface rocks displaying advanced argillic alteration were indicative of an overlying ‘lithic cap’. As originally planned, the drill holes were located in the northern section of the Vardenis permit area, within the Soviet, Razmik and Artsiv prospects.

More than 4,500 meters of core have now been cut and are in the final stages of logging before shipment to Bureau Veritas Minerals Laboratory in Ankara, Turkey. Given logistical complexities, receipt of gold assays, multi-element geochemistry and spectral analysis results are not expected until late in fiscal Q4 2026.

Teck option agreement

In August 2025, the Company entered into an amended and restated option and joint venture agreement (the “**Agreement**”) which grants Teck the sole and exclusive option to acquire up to an 80% interest in Mendia, the company that owns the geological exploration license relating to the Vardenis copper-gold project located in east-central Armenia. The Agreement supersedes the option agreement previously entered into by the Company in June 2023 (as subsequently amended) to acquire up to a 100% interest in Mendia.

The Agreement provides for the following:

- The Company and the Optionor will grant Teck the sole and exclusive option to acquire a 70% interest in Mendia (the “**Initial Option**”), which may be exercised by Teck upon (i) incurring an aggregate of US\$ 15 million in exploration expenditures on the Vardenis project by December 31, 2029, (ii) fulfilling its firm commitment to complete 4,300 meters of diamond drilling on the Vardenis Project by October 31, 2026 (completed in October 2025), including 3,000 meters by December 31, 2025, and (iii) making any required payments to the Optionor
- If Teck exercises the Initial Option, it will have a further sole and exclusive option to acquire an additional 10% interest in Mendia, which would bring Teck’s total interest in Mendia to 80% (the “**Second Option**”). Teck may exercise the Second Option by delivering to Hayasa and the Optionor a National Instrument 43-101 compliant pre-feasibility study in respect of the Vardenis project within six years of exercising the Initial Option. Teck will receive the remaining 10% interest in Mendia held by the Optionor for a US\$3.5 million payment. Following Teck’s exercise of the Second Option, the shareholders of Mendia are expected to be as follows: Teck (80%) and Hayasa (20%)
- During the term of the Initial Option (which commenced May 3, 2025) and, if applicable, the Second Option, Teck will be solely responsible for funding all expenditures and costs relating to the Vardenis project, including costs related to maintaining the Vardenis project in good standing
- If Teck incurs a minimum of US\$ 2.5 million in the 30-month period following the date of the Agreement but chooses not to exercise the Initial Option, the Agreement will terminate and Teck will be granted a 1.0% net smelter return royalty on the Vardenis property, payable by Mendia
- If Teck exercises the Initial Option and elects not to pursue the Second Option, or if Teck exercises the Second Option, a corporate joint venture (the “**Joint Venture**”) will be deemed to be formed between Teck and Hayasa (and if applicable, the Optionor) in accordance with the terms of the Agreement. A shareholder’s interest in Mendia will be converted to a 1.0% net smelter return if its interest is diluted to below 10% or if it defaults on cash calls in certain circumstances
- For a period of 18 months from the Joint Venture formation date (the “**Deferral Period**”), Hayasa may elect to defer the contribution of its proportionate share of the costs of approved programs, which costs will be contributed by Teck on behalf of Hayasa and will become repayable by Hayasa within 18 months from the end of the Deferral Period.

Pursuant to the Agreement, Hayasa will initially be the manager of the Vardenis project during the term of the Initial Option, with Teck having the right to replace Hayasa as the manager at any time. The manager of the project is entitled to receive a management fee based on a percentage of the expenditures incurred (5% to 10% depending on the nature of the expenditure). The management fee earned by the Company in respect of the period May 3 through September 30, 2025 was \$91,218.

Funding is provided by Teck in advance of the applicable month(s) of spend based on agreed budgets. Funds received relating to spend to be incurred subsequent to a balance sheet date are presented as a current liability in the condensed interim statement of financial position. As at September 30, 2025, the balance of funds received in respect of subsequent periods amounted to \$339,981.

Pursuant to the Agreement, Hayasa maintains certain of its rights to acquire interests in the capital of Mendia as set out in the option agreement entered into in June 2023 (as subsequently amended) as long as such rights do not derogate from Teck's rights under the Agreement. Specifically:

- The Company shall be entitled to 51% of the issued and outstanding Mendia shares on a fully-diluted basis (inclusive of any Mendia shares held by Hayasa as of the date of the Agreement) upon the completion of an aggregate 2,500 metres of diamond drilling on the property on or before October 31, 2025 (such drilling was completed by October 31, 2025)
- The Company shall be entitled to an additional 29% of the issued and outstanding Mendia shares on a fully-diluted basis (inclusive of any Mendia shares held by Hayasa as of the date of the Agreement) upon the completion of an additional 2,500 metres of diamond drilling on the property on or before October 31, 2026 (such drilling was completed by October 31, 2025)
- The Company shall be entitled to an additional 9% of the issued and outstanding Mendia shares on a fully-diluted basis (inclusive of any Mendia shares held by Hayasa as of the date of the Agreement) upon the payment to the Optionor of US\$ 100,000 and the issuance to the Optionor of 1,000,000 Hayasa common shares on or before December 3, 2027.

As at November 28, 2025, the Company had fulfilled all requirements – including the diamond drilling requirements - to acquire a total of 80% of the issued and outstanding Mendia shares on a fully-diluted basis. The Company had not initiated the transfer of the shares as at this date.

Proposed transactions

As at September 30, 2025 and November 28, 2025, there were no announced asset or business acquisitions or dispositions other than as described herein. The Company is, however, pursuing other opportunities in Armenia and Georgia.

Selected financial information

A summary of results in respect of the five quarters ended September 30, 2025 is as follows. This summary information has been derived from the audited consolidated financial statements and condensed interim consolidated financial statements (unaudited) of the Company.

Certain financial statement items presented in previous financial statements have been reclassified to conform with current presentation.

Consolidated statements of income and loss

	Q2 2025	Q3 2025	Q4 2025	Q1 2026	Q2 2026
Revenue	-	-	-	-	-
Exploration and evaluation	469,973	744,111	116,084	226,487	2,010,805
Earned project costs advanced	-	-	-	-	(1,429,284)
	469,973	744,111	116,084	226,487	581,521
Administration and other (cash):					
Professional fees	43,989	41,843	28,660	26,822	128,814
Management	89,105	101,948	114,431	102,813	123,063
Marketing	47,930	68,949	33,082	11,535	66,227
General and administration	10,744	13,488	14,106	17,795	11,112
Travel	22,892	17,649	21,000	19,282	9,484
Project development	13,466	1,681	1,963	8,718	2,585
Listing fees	3,404	5,687	31,525	10,576	(6,259)
	231,530	251,245	244,767	197,541	335,026
Administration and other (non-cash):					
Stock-based compensation	34,978	64,974	40,057	64,096	55,753
Depreciation	317	452	455	451	1,043
Loss (gain) on securities	1,595	-	-	-	-
	36,890	65,426	40,512	64,547	56,796
Vardenis management fee	-	-	-	-	(91,218)
Other income	-	-	-	-	(79,779)
Interest income	(7,954)	(6,668)	(3,520)	(3,108)	(3,022)
Foreign exchange loss (gain)	47,877	(39,003)	6,043	35,857	(218)
Net proceeds on the sale of NSR	-	-	(1,353,257)	-	-
Provision on Intermont receivable	126,388	(126,388)	-	-	-
Net loss (income)	904,704	888,723	(949,371)	521,324	799,106

Specific fluctuations in the Company's quarterly results were attributable to the following factors:

- Exploration:
 - See discussion regarding exploration expenditures undertaken in fiscal 2026 in 'Urasar' and 'Vardenis'
 - In Q2 2026, the Company entered into an option agreement with Teck (see 'Vardenis – Teck option agreement') pursuant to which Teck is solely responsible for funding all expenditures and costs relating to the Vardenis project, including costs related to maintaining the Vardenis project in good standing. The amount of earned project costs advanced of \$1,429,284 relates to reimbursement for spend at Vardenis through September 30, 2025
 - Exploration spend increased significantly in Q2 2026 with the undertaking of diamond drill programs at both Urasar and Vardenis
 - Q1 2026 spend is presented net of an Armenian VAT refund of \$69,242 relating to the Q3 2025 Urasar drill program
 - Exploration expenditures are reduced significantly in Q4 and, to a lesser extent Q1, of each year due to seasonal conditions particularly at the higher elevation Vardenis property
- Professional fees relate primarily to legal fees associated with general corporate matters and audit fees. The relatively high level of such fees in Q2 2026 was attributable to legal and other advisory fees incurred in connection with the Teck transaction
- Management costs comprise remuneration of the Company's CEO, President and CFO. The increases in Q4 2025 and Q2 2026 were attributable to the issuance of 116,000 common shares of the Company (in each quarter) to the CEO pursuant to the terms of his agreement

- Marketing relates primarily to the cost of shareholder communications including attendance at conferences and recurring items such as news releases and maintenance of the Company’s web site. The relatively high Q3 2025 and Q2 2026 spend was related primarily to attendance at industry conferences
- General and administration charges relate to the cost of maintaining a corporate office in Vancouver
- Travel costs relate primarily to third-party consultants and management travel to Armenia and, to a lesser extent, management travel to conferences and other marketing-related events
- Project development costs relate to preliminary exploration expenditures, consulting fees and other expenditures incurred in connection with the identification of new opportunities in the Tethyan Mineral Belt in Armenia
- Listing fees were higher in Q4 2025 due to annual fees for both the TSX Venture Exchange (“TSXV”) and OTCQB listings. Q2 2026 fees were negative due to the correction of an overstatement of Q1 2026 fees
- Stock-based compensation relates to the amortisation of the estimated fair value of stock options and PSUs issued to management, directors, employees and consultants
- Vardenis management fees in Q2 2026 relate to fees realised by the Company in connection with its position of manager of the Vardenis project pursuant to the option agreement with Teck
- Other income in Q2 2026 relates to a balance previously owing to two members of management in respect of unpaid remuneration and unreimbursed expenses that was forgiven
- Net proceeds on the sale of NSR royalty relate to the sale of a 1.25% net smelter return (“NSR”) royalty covering all minerals produced from the Urasar copper-gold project to Franco-Nevada Corporation and EMX Royalty Corporation for total cash proceeds of US\$ 1,000,000

Consolidated statements of financial position

	30-Sep-24 Q2 2025	31-Dec-24 Q3 2025	31-Mar-25 Q4 2025	30-Jun-25 Q1 2026	30-Sep-25 Q2 2026
Cash and cash equivalents	1,109,675	18,621	1,074,738	490,748	1,790,973
Other current assets	263,917	319,489	171,472	385,897	243,470
Mineral properties	284,314	495,512	628,509	616,072	637,597
Long-term receivable	33,748	71,945	-	-	-
Fixed assets	3,419	5,191	4,766	4,235	22,389
Reclamation bonds	12,931	29,733	30,107	28,804	29,747
Total assets	1,708,004	940,491	1,909,592	1,525,756	2,724,176
Accounts payable and accrued liabilities	170,173	104,396	101,109	195,726	214,341
Project cost advances received	-	-	-	-	339,981
Due to related parties	559,089	600,053	303,424	303,818	2,136
Total current liabilities	729,262	704,449	404,533	499,544	556,458
Net working capital (deficit)	644,330	(366,339)	841,677	377,101	1,477,985
Reclamation provision	13,978	30,920	31,309	52,081	77,881
Share capital	20,925,929	20,996,272	21,213,260	21,212,753	23,046,691
Reserves	2,140,883	2,205,857	2,269,414	2,333,510	2,389,263
Other comprehensive income	181,454	191,173	229,988	188,104	213,225
Accumulated deficit	(22,283,502)	(23,188,180)	(22,238,912)	(22,760,236)	(23,559,342)
Total equity	964,764	205,122	1,473,750	974,131	2,089,837
	-	-	-	-	-

- Other current assets for all dates include prepaid insurance and marketing expenditures and various receivables (including GST). The balance increased significantly in Q1 2026 as a result of the following:

- Advance of approximately \$207,000 paid in Q1 2026 for the Phase 2 Urasar drill program (fully drawn down in Q2 2026)
- Receivable of approximately \$68,000 relating to the sale of Intermont Exploration Corp. in Q4 2024
- The carrying value of mineral properties includes claim acquisition (option payments, value of common shares issued to optionors in connection with property transactions, costs of staking, etc.) and the costs of maintaining the claims in good standing including surface access payments to applicable local communities in Armenia
 - The Q1 2026 reduction was due to foreign exchange movements
 - Q2 2026 additions to the carrying value of the Vardenis property are presented net of \$14,561 paid by Teck pursuant to the Teck option agreement (see ‘Vardenis – Teck option agreement’)
- Reclamation bonds relate to refundable deposits paid to the Armenian authorities in connection with exploration activities on both the Urasar and Vardenis properties in Armenia (see ‘Liquidity and going concern - Contractual commitments’)
- Accounts payable and accrued liabilities comprise amounts due to third parties including accrued audit fees and recurring liabilities relating to ongoing operations in both Armenia and Vancouver. The increases in Q1 2026 and Q2 2026 relate to the Phase 2 diamond drill programs at both Urasar and Vardenis as well as various studies undertaken by third-party consultants in respect of both Armenian properties
- Project cost advances received relate to funds received from Teck in Q2 2026 in respect of exploration to be incurred subsequent to September 30, 2025. This balance will be drawn down as the funds are spent in Q3 2026
- The relatively high balances due to related parties as at all dates prior to Q2 2026 relate to the previous deferral of certain management costs and advances provided by the President. In Q4 2025, the previously announced proposed terms of a debt restructuring agreement were approved by the TSXV resulting in a reduction in the liability upon payment of cash and issuance of shares to the applicable members of management. The final amounts due pursuant to the agreed terms were paid in Q2 2026 at which time a total of \$79,780 was forgiven by management (see ‘Liquidity and going concern - Management debt settlement’)
- The reclamation provision reflects the estimated cost of reclamation relating to both the Urasar and Vardenis properties

Liquidity and going concern

As at September 30, 2025, the Company had a cash balance of \$1,790,973 (March 31, 2025: \$1,074,738), and a net working capital balance of \$1,477,985 (March 31, 2025: \$841,677).

Going concern

The nature of the Company’s operations results in significant expenditures for the acquisition, maintenance and exploration of mineral properties. To date, the Company has not generated any revenue from mining or other operations as it is considered to be in the exploration stage.

Given the Company’s liquidity situation in recent years, management took a number of steps to preserve cash which resulted in the accumulation of a large balance owing to management. The balance was addressed in full in Q4 2025 and Q2 2026 through the issuance of common shares, the payment of cash and the write off of part of the balance (see ‘Management debt settlement’, below).

In the nine months ended September 30, 2025, the Company raised funds through the following means:

- The sale of a 1.25% NSR royalty relating to the Urasar project for total cash proceeds of US\$ 1,000,000 (January 2025)
- The Teck option agreement pursuant to which exploration and claim maintenance expenditures relating to the Vardenis project are to be funded by Teck (August 2025; see ‘Vardenis – Teck option agreement’)

- Closing of an over-subscribed non-brokered private placement for gross proceeds of \$1,898,098 (September 2025; see ‘Liquidity and going concern – September 2025 private placement’).

The Company’s ability to continue as a going concern is dependent upon its ability to obtain additional funding from equity financings provided by the Company’s existing shareholders and/or new shareholders or through other arrangements.

There is no assurance that the Company will continue to be successful in raising capital through private placements or other means.

The recoverability of the carrying value of mineral properties and deferred expenditures is dependent upon a number of factors including the existence of recoverable reserves, the ability of the Company to obtain financing to maintain properties in good standing and continue exploration and the discovery of economically recoverable reserves.

The Company’s financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

In the event the Company is unable to arrange appropriate financing, the carrying value of its assets and liabilities could be subject to material adjustment and the Company may not be able to meet its obligations as they become due in the normal course of business. Furthermore, these conditions indicate the existence of a material uncertainty that raises significant doubt as to the Company’s ability to continue as a going concern.

September 2025 private placement

In September 2025, the Company closed an over-subscribed non-brokered private placement consisting of a total of 11,165,182 units at a price of \$0.17 per unit for gross proceeds of \$1,898,098. The original intention was for the offering to be comprised of 10,000,000 units at a price of \$0.17 per unit for gross proceeds of \$1,700,000. The units were issued pursuant to the listed issuer financing (“LIFE”) exemption under Part 5A of National Instrument 45-106 – Prospectus Exemptions.

Each unit consisted of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder to purchase an additional common share at a price of \$0.22 per share from November 25, 2025, being the date that is 61 days following the close of the placement, until March 23, 2027, being the date that is 18 months from the close of the placement.

The net proceeds of the private placement will be used to advance exploration at the Company’s Urasar project, evaluate other mineral property opportunities and for general working capital purposes.

Subscribers to the private placement included Teck which acquired 934,500 units to maintain its 9.9% ownership on a partially diluted basis.

Current directors and officers of the Company participated in the private placement subscribing for an aggregate of 738,400 units for gross proceeds of \$125,528.

Management debt settlement

Given the Company’s liquidity situation in recent years, management introduced various initiatives to preserve cash in Q1 2022 including the deferral of payment of management remuneration and amounts owing to management in respect of expense reimbursement. In addition, the Company’s President advanced

a total of \$200,000 to the Company during Q2 2024 for various purposes (of which \$100,000 was repaid in Q3 2024 with a portion of the proceeds of the October 2023 non-brokered private placement).

A liability due to the President, CFO and former VP Exploration totalling \$539,515 (excluding the \$100,000 due to the President) had accumulated through June 30, 2024 as a result of the aforementioned deferrals. Certain of this balance was repaid subsequent to June 30, 2024 leaving a remaining liability of \$499,333. In October 2024, the Company agreed the terms of a restructuring arrangement with the three individuals which was submitted to the TSXV for approval. This proposed debt settlement arrangement provided for the following:

- Issuance by the Company to the debtors of a total of 2,097,760 common shares at a deemed price of \$0.10 per share (being the unit price of the non-brokered private placement that closed in July 2024) having a total deemed value of \$209,776
- Immediate payment of a total of \$100,000
- Deferred payment of a total of \$109,777 to take place following the closing of the Company's next equity financing, and
- The two current members of the management team agreed to forgive a total of \$79,780 in debt (being 20% of the total amount owing to each).

In January 2025, the Company received TSXV approval to proceed with the execution of the debt settlement agreements at which time the 2,097,760 common shares were issued and the balance of the immediate payment of \$100,000 was made. The common shares issued were subject to a four-month hold period in accordance with applicable securities laws.

The deferred payment amount of \$109,777 was repaid in September 2025. Upon repayment of this amount, the remaining balance of \$79,780 was forgiven by the two current members of management. This amount was recognised as Other income in the condensed interim consolidated statement of loss.

All balances owing to members of management were unsecured and non-interest bearing.

Dividends

The Company has neither declared nor paid any dividends on its common shares to date. The Company does not anticipate paying any dividends on its common shares in the foreseeable future.

Contractual commitments

The Company is responsible for remediating ground on its Urasar property on which it undertook a soil sampling program in Q3 2024 and diamond drill programs in each of Q3 2025 and Q1 – Q2 2026. The Company provided a refundable deposit to a ministry of the Armenian government amounting to the AMD equivalent of approximately \$12,947. The Company has estimated the cost of reclamation of the Urasar property as at September 30, 2025 to be \$41,488.

The Company is responsible for remediating ground on its Vardenis property on which it undertook a diamond drill program in Q3 2024 and Q2 – Q3 2026. The Company provided a refundable deposit to a ministry of the Armenian government amounting to the AMD equivalent of approximately \$16,800. The Company has estimated the cost of reclamation of the Vardenis property as at September 30, 2025 to be approximately \$36,393.

In order to maintain the option agreement associated with the Vardenis property in good standing, the Company is required to make option payments (including the issuance of common shares) and complete certain exploration work (see 'Vardenis').

In addition to the foregoing, the Company has entered into agreements with local communities in connection with both the Urasar and Vardenis mineral properties pursuant to which it is required to make periodic payments to the local communities for specific purposes including surface access payments.

Other than as described above, the Company had no significant medium- or long-term contractual commitments as at September 30, 2025 or November 28, 2025 beyond its stated liabilities and commitments associated with the Teck option agreement.

Legal proceedings

The Company was not involved in any legal proceedings as at either September 30, 2025 or November 28, 2025.

Off-balance sheet arrangements

The Company is not a party to any off-balance sheet arrangements.

Transactions with related parties

The Company incurred the following expenses resulting from transactions with related parties including officers and directors, a former officer and companies that are controlled by a current and former officer of the Company:

	6 months ended Sept. 30, 2025	6 months ended Sept. 30, 2024
Remuneration of officers of the Company (1)	\$ 225,876	\$ 142,298
Stock-based compensation relating to stock options and PSUs issued to officers and directors of the Company (2)	90,847	37,743
	\$ 316,723	\$ 180,041

Officers of the Company include its CEO, President and CFO. The above schedule includes fees charged by companies controlled by officers of the Company.

The Company owed the following amounts to related parties including officers and directors and companies that are controlled by a officers and directors of the Company:

	Sept. 30, 2025	March 31, 2025
Amounts owing to directors and officers relating to deferred remuneration and the reimbursement of expenses	\$ 2,136	\$ 203,424
Advance provided by the President	-	100,000
	\$ 2,136	\$ 303,424

In August 2023, the President loaned \$200,000 to the Company of which \$100,000 was repaid with the proceeds of the October 2023 private placement. The remaining balance was repaid in September 2025. The advance was unsecured and non-interest bearing.

Outstanding share data

The Company has authorized capital of an unlimited number of common shares without nominal or par value and an unlimited number of preferred shares without nominal or par value.

Capital structure

The Company had the following common shares, warrants, stock options and performance share units outstanding as at September 30, 2025 and November 28, 2025:

	Nov. 28, 2025	Sept. 30, 2025
Issued and outstanding common shares	72,383,139	72,383,139
Fully diluted	98,405,780	105,002,280
Share purchase warrants:		
October 27, 2025 (\$0.17)	-	5,776,500
January 23, 2026 (\$0.17)	10,075,000	10,075,000
July 21, 2026 (\$0.22)	500,000	500,000
March 23, 2027 (\$0.22)	5,582,641	5,582,641
	16,157,641	21,934,141
Stock options	5,065,000	5,885,000
Performance share units	4,800,000	4,800,000

Securities issued to new CEO

The Company appointed a new Chief Executive Officer in late August 2024. As part of his compensation arrangements, the new CEO will receive an aggregate of 580,000 common shares of the Company to be issued as follows:

- 116,000 common shares upon TSXV approval (issued on September 5, 2024)
- 116,000 common shares on the six-month anniversary of the initial issuance (issued on March 28, 2025)
- 116,000 common shares on the 12-month anniversary of the initial issuance (issued on September 24, 2025)
- 116,000 common shares on the 18-month anniversary of the initial issuance, and
- 116,000 common shares on the 24-month anniversary of the initial issuance.

The common shares will be issued at a deemed price equal to the market price of the Company's shares on the day preceding each issuance.

The new CEO's compensation arrangement also included a total of 1,200,000 stock options of which 600,000 were issued on August 21, 2024 and the remaining 600,000 were issued on September 24, 2025.

Cautionary Statement on Forward-Looking Information and Risk Factors

This MD&A document contains 'forward-looking information' and 'forward-looking statements' (together, the "forward-looking statements") within the meaning of applicable securities laws. Such forward-looking

statements concern the Company's anticipated operations in future periods, planned exploration and evaluation of its properties, and plans related to its business and other matters that may occur in the future. This information relates to analyses and other information that is based on expectations of future performance and planned work programs. These forward-looking statements are made as of November 28, 2025.

Users of forward-looking statements are cautioned that actual results may vary from the forward-looking statements contained herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to:

- Risks related to the exploration and evaluation of natural resource properties
- Risks related to the uncertainty of mineral resource calculations and the inclusion of inferred mineral resources in economic estimations
- Risks related to fluctuations in future metal prices (particularly gold prices)
- Risks related to market events and conditions
- Risks related to governmental regulations, including without limitation, environmental laws and regulations
- Risks related to delays in obtaining governmental or regulatory approvals, licenses or permits
- Risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title
- Risks related to uncertainty associated with the Company's ability to obtain funding in the future
- Risks related to the Company's inability to meet its financial obligations under agreements to which it is a party (see 'Liquidity and going concern')
- Risks related to competition from larger companies with greater financial and technical resources, and
- Risks related to the Company's directors and officers becoming associated with other natural resource companies which may give rise to conflicts of interest.

Other risk factors associated with the Company are identified in the document entitled 'Filing Statement of Palisades Ventures Inc.' dated as at May 29, 2017 which is available on www.sedar.com.

The Company is also subject to possible political and/or military risk associated with Armenia's proximity to the disputed region of Nagorno Karabakh, also known as Artsakh. Nagorno Karabakh is a mountainous area located between Armenia and Azerbaijan that has been in dispute since the break-up of the Soviet Union in 1991. Military actions directed against the ethnic Armenian majority in Nagorno Karabakh have recently been undertaken by Azerbaijan.

Although the forward-looking statements contained in this document are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this document, and the Company assumes no obligation to update or revise them to reflect new events or circumstances except as may be required under applicable securities laws. There can be no assurance that forward-looking statements, or the material factors or assumptions used to develop such forward-looking statements, will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements.