

# DIXIE GOLD INC.

## Management Discussion and Analysis (MD&A) Third Quarter Report – Period Ended September 30, 2025

(Expressed in Canadian dollars, unless otherwise noted)

November 27, 2025

*This Management’s Discussion and Analysis (“MD&A”) should be read in conjunction with the interim period ended September 30, 2025 financial statements and related notes thereto, in addition to the audited financial statements for the year ended December 31, 2024 which have been prepared in accordance with International Financial Reporting Standards (IFRS). This MD&A contains certain Forward-Looking Statements, and the reader should read the cautionary statement related to Forward-Looking Statements found at the end of this MD&A report. For further information on the Company, reference should be made to its public filings on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). General information is also available on the Company’s website at [www.dixiegold.ca](http://www.dixiegold.ca).*

### OVERVIEW

Dixie Gold Inc. (“**Dixie Gold**” or the “**Company**”) was incorporated on August 24, 2011 pursuant to the *Business Corporation Act* (Alberta) and was continued into British Columbia under the *Business Corporation Act* (British Columbia) on November 10, 2015 and is extra-provincially registered in certain provincial/territorial jurisdictions.

At present, the Company’s exploration project of focus is its Red Lake Gold Project situated southeast of Red Lake, Ontario. The Red Lake Gold Project is located adjacent to the Dixie Project being advanced by Kinross Gold Corporation (following its acquisition of Great Bear Resources Ltd. in early-2022). The Company has recently acquired copper exploration interests near Sault Ste. Marie (see the Soo East Copper Project below), which may provide the Company with increased focus to copper exploration.

The Company also holds the Phoenix Lithium Project (NWT) and the Torp Lithium Project (NU), both situated in Northern Canada, and each of which are held under Crown lease, the forward maintenance of which requires annual rent payments to be made to the Crown as relates to the respective leases of both lithium projects.

The Company may additionally acquire and/or otherwise hold non-material exploration tenure which are viewed by the Company as providing (from time-to-time) certain capital-efficient optionality to various commodity and/or regional exploration activities in Canada, and/or seek to acquire mining interests more generally.

In addition to certain corporate-level considerations, the Company aims to balance the exploration of its project interests against a matrix of project-level criterion which include, among other factors, claim license maturity considerations, discovery and corporate developments at adjacent projects, orderly processing of incoming field data to guide further exploration phases, capital market interest, the legal status/condition of a particular project, seasonal fluctuations in cost to perform certain exploration activities, geological consultant availability, as well as the availability of market funding and cost of capital. As a junior exploration issuer with limited resources, the Company actively reviews market conditions and exploration opportunities within its portfolio on a continual basis and attempts to adjust as appropriate.

On October 24, 2023, the Company entered into an agreement (the “Agreement”) whereby it was proposed that the Company would be acquired by ASX-listed issuer Omnia Metals Group Ltd. (“Omnia”). Under the Agreement, Omnia made binding terms to acquire 100% of the issued and outstanding common shares of the Company in exchange for 166,666,667 common shares of Omnia and a further \$3 million cash component (the “Takeover Transaction”) (see news release, Dixie Gold Inc. Announces Friendly-Takeover by Omnia Metals Group Ltd., dated October 27, 2023). On March 1, 2024 the Company filed a Statement of Claim against Omnia related to the Agreement and the Takeover Transaction as disclosed in the Company’s news release dated March 4, 2024. Subsequently on April 2, 2024, the Company announced that it had agreed to settle the Statement of Claim for consideration outlined by news release, Dixie Gold Inc. Executes Settlement Agreement with Omnia Metals Group Ltd, dated April 2, 2024. Matters contemplated by the Agreement are terminated and the Takeover Transaction is not proceeding.

## **Overview of Exploration Projects**

*The Company cautions that past results or discoveries on proximate or adjacent projects are not necessarily indicative of the results that may be achieved on projects or project interests held or operated by the Company.*

### **Red Lake Gold Project (Ontario)**

The Company currently views its Red Lake Gold Project to be one of its priority projects of exploration focus, the project having received material exploration expenditures since its assemblage (as below detailed).

#### *Project History*

Starting at the end of 2019 and into early 2020, the Company acquired a portfolio assemblage of mining claims situated in an emerging gold camp south of Red Lake, Ontario thereby forming its Red Lake Gold Project. The Company's Red Lake Gold Project is located immediately adjacent to the Great Bear Project now being advanced by Kinross Gold Corporation (through its subsidiary, Great Bear Resources Ltd.).

The first acquired project ground covered approximately 21,258 ha (52,507 acres) across 1,044 mining claims (see particulars by way of news release, Dixie Gold Inc. Announces Dixie Gold Project, dated December 31, 2019). In early 2020, the Company expanded its Red Lake Gold Project through the purchase of an additional 197 mining claims covering approximately 4,011 ha (9,907 acres) (see particulars by way of news release, Dixie Gold Inc. Announces 9,907 Acre Expansion of Red Lake Project, dated January 14, 2020).

The Red Lake Gold Project is subject to certain royalty interests, arising and continuing obligation of which was assumed by the Company in connection with the above-described claim acquisitions and extended through assessment renewals and any subsequent re-staking activities within prescribed periods as relates to the project. With exception of six mining claims, a 2% royalty obligation applies to the Red Lake Gold Project.

#### *Mining Act, R.S.O. 1990, c. M.14*

In July 2024, the Asubpeeschoseewagong Anishinabek ("Asubpeeschoseewagong Anishinabek" or "Grassy Narrows"), a First Nation in Ontario, commenced certain legal proceedings, see *Grassy Narrows First Nation v. His Majesty the King in Right of Ontario* (10 July 2024), Toronto CV-24-00723693-0000 (SCJ), which include a challenge to the constitutionality of Ontario's Mining Act, R.S.O. 1990, c. M.14 (the "Ontario Mining Act").

The Company is not a party to the aforementioned legal proceedings, which seeks, *inter alia*, to nullify mining claims in Ontario.

In October 2024, the Company advised that it was sent electronic correspondence from Grassy Narrows notifying the Company of third-party litigation (the "Asubpeeschoseewagong Anishinabek Third-Party Litigation"), which is viewed by the Company to include legal matters above described, and, separately, the Asubpeeschoseewagong Anishinabek calling for a cessation of mining activities across mining projects in the Red Lake region including the Company's (see news release, Dixie Gold Inc. Receives Asubpeeschoseewagong Anishinabek Correspondence Regarding Mining Activities and Third-Party Litigation, dated October 11, 2024). In April 2025, the Company received additional correspondence from the Asubpeeschoseewagong Anishinabek (see news release, Dixie Gold Inc. Reports Additional Asubpeeschoseewagong Anishinabek Correspondence, dated April 16, 2025), posted a copy of the same, and expects additional correspondence in the course of their third-party litigation and demands for cessation of exploration activity.

The Asubpeeschoseewagong Anishinabek Third-Party Litigation asserts that mining claims in Ontario, as issued under the *Mining Act* (Ontario) and its regulations, are of "no force or effect", which in turn, and without limitation, has an effect of placing certain limitations on prospective discourse available to the Company.

Mining claims that form the Red Lake Project are held on a statutory basis pursuant the *Mining Act* (Ontario) and its related regulations, and, without limitation, the Company views its rights, entitlements and obligations under the *Mining Act* (Ontario) to be statutorily valid and ongoing.

Multiple First Nations are present in the Red Lake region.

*Past Project Exploration and Other Activities*

In September 2020, the Company announced that it had commenced a large-scale inaugural soil sampling program at the Red Lake Gold Project (see news release, Dixie Gold Inc. Commences District-Scale SGH Soil Sampling Program at Red Lake Gold Project, dated September 17, 2020). The program was designed to sample more than 2,000 site locations situated within a 17.5km by 2km initial area of focus, broadly orientated along the NW-SE trending border and in close proximity to what now comprises Kinross Gold's Great Bear Project.

In October 2020, the Company launched a large-scale geophysical survey covering the majority of its Red Lake Gold Project (see news release, Dixie Gold Inc. Commences One of the Largest Airborne Geophysical Surveys in the History of Red Lake, dated October 1, 2020). The planned 4,695km line kilometre geophysical survey was successfully completed, and the Company received final processed results from its geophysical contractor.

At the end of the fourth quarter of 2020, the Company announced that the SGH soil sampling program had revealed multiple prospective gold-in-soil anomalies at its Red Lake Gold Project (see news release, Dixie Gold Inc. Announces the Discovery of Multiple Gold-in-Soil Anomalies at Red Lake Project, dated December 24, 2020).

During 2021, the Company released geophysical results from its airborne survey and concurrently updated the market with geophysical interpretation work done on the survey (see news release, Dixie Gold Inc. Geophysical Interpretation Outlines High-Strain Setting and Prospective Geology at Red Lake Project, dated May 20, 2021). The Company also filed a 43-101 technical report on its Red Lake Gold Project, copy of which is available at [www.sedarplus.ca](http://www.sedarplus.ca).

On November 3, 2021, the Company announced a project-level transaction with a subsidiary of Barrick Gold Corp. in relation to its Red Lake Gold Project (see news release, Dixie Gold Inc. Announces Agreement with Barrick Gold) (the "Earn-In Agreement"). During 2022, Barrick Gold performed certain exploration work at the Red Lake Project and the resulting assessment report was publicly filed with the relevant provincial authority.

On June 7, 2022, the Company delivered a termination letter to Barrick Gold in relation to the Earn-In Agreement as involved the Red Lake Gold Project, (the "Termination Letter"), which was the subject of the aforementioned exploration earn-in option agreement, pursuant to provision pertaining to incurable material breaches (see news release, Dixie Gold Inc. Delivers Termination Notice to Earn-In Party re: Red Lake Project, as issued on June 8, 2022).

On June 30, 2022, the Company was named in a Statement of Claim (Toronto Superior Court of Justice, File No.: CV-22-00683409-0000) (the "Claim") in Ontario, Canada as issued by Barrick Gold (see news release, Dixie Gold Inc. Receives \$120 Million Statement of Claim Over 70% Earn-In Option at Red Lake Project, as issued on July 5, 2022).

The Claim by Barrick Gold then alleged, among other things, that the Company had breached certain obligations of the Earn-In Agreement to pursue more lucrative commercial arrangements concerning mining claims held by the Company.

In its disclosure news release regarding the Claim, the Company then stated its position that Barrick Gold did not meet contractual requirements under the Earn-In Agreement and that no joint-venture existed between the Company and Barrick Gold. The Company also announced that it had retained Lenczner Slaght LLP of Toronto, Ontario and intended to defend the Claim.

Matters amongst the parties subject to the Claim continued throughout the course of 2022 and into 2023.

On April 17, 2023, the Company entered into a termination and mutual release agreement (the "Mutual Release Agreement") whereby Dixie Gold and Barrick Gold agreed to resolve matters related to the Claim (see news release, Dixie Gold Inc. Resolves \$120 Million Statement of Claim Over 70% Earn-In Option at Red Lake Gold Project, dated April 18, 2023).

Under the Mutual Release Agreement, the Company moves forward with its original project ownership and Barrick Gold holds no interest in the Red Lake Gold Project. No provision of the Earn-In Agreement survived. In addition, and among other terms of the Mutual Release Agreement, neither party made any cash payments toward the other and neither party assumed legal expenses related to the other.

*Review of Recent Activity (2022 – 2024)*

In recent periods, the Red Lake Gold Project has had more than \$600,000 of exploration work performed on it, which the Company views to be a material level of exploration both in terms of greenfield exploration dollars at a pre-drill, grass-roots exploration project and by relative comparison to the Company's market capitalization (see also the Company's news releases during the headline periods).

The vast majority of recent exploration work occurred at the Red Lake Gold Project without the Company needing to directly incur the underlying expenses of that exploration, i.e. it was third-party funded and performed, and as such the Company operated at a lower level of financial loss than would have otherwise been the case had the Company directly performed comparable work at its own expense.

As preciously noted, the third-party exploration work was publicly filed in 2022 with the relevant provincial authority (<https://www.geologyontario.mines.gov.on.ca/assessment/20000020574>).

*The Corporation cautions that it does not assume responsibility for the accuracy and/or opinions and/or findings contained within third-party documents.*

As described in that third-party assessment report (20000020574), total of 716 till samples were collected and analyzed at the Red Lake Gold Project during that year, and prospecting and bedrock mapping was performed at the project in the same period, including 294 geological stations and 184 rock samples.

While not all areas of the Company's Red Lake Gold Project were sampled and/or prospected, an absence of identified gold anomalies during the one-time third-party program led to no follow-up work being recommended by that same third-party.

Subsequently, and following the resolution of certain third-party litigation related to the Company's Red Lake Gold Project during the middle of 2023 (as disclosed and detailed by past news releases issued by Dixie Gold), the Company has been engaged in claim management activities related to its Red Lake Gold Project, including but not limited to applying assessment credits at the project and other tenure-related activities.

In 2023, the Company expanded its Red Lake Gold Project by staking six new mining claims not previously within the prior project area by way of new incremental claim area adjacently situated. These six new claims were acquired on a royalty-free basis through claim fee payment to the Government of Ontario.

Since project assembly was completed in early 2020, more than \$1 million of exploration expenditures have been spent at the Company's Red Lake Gold Project, such expenditures having been funded either directly by the Company or indirectly by a third-party. Despite this level of material expenditure and exploration work (including past involvement of a senior gold producer), no drill targets have been identified to-date at the project for the Company to directly follow-up on. The amount of further exploration expenditure that may be required to define one or more drill targets, if such targets exist, is not currently known. Additional information and related fiscal particulars pertaining to the Red Lake Gold Project were recently summarized by news release issued by the Company, Dixie Gold Inc. Provides Fiscal Summary for the Red Lake Gold Project, as dated April 17, 2024.

While the Red Lake Gold Project remains at an early stage (i.e. greenfield exploration), the Company views the project as continuing to host areas that may benefit from additional gold exploration (including prospectively unsampled areas and/or potentially areas that the Company views as spatially under-sampled), as well as the project having opportunities for multi-commodity exploration beyond the gold-focused exploration undertaken to-date at the project.

During the year ended December 31, 2024, the Company has been engaged in actively managing and optimizing its Red Lake Gold Project, including through two principal initiatives:

- (i) On July 9, 2024, the Company divested four mining claims, deemed by the Company to be non-core and representing less than 0.4% of the then-comprising claim count of its Red Lake Gold Project by way of a purchase-and sale agreement with Great Bear Resources Ltd., an arm's-length party and subsidiary of Kinross Gold Corporation (see news release, Dixie Gold Inc. - Red Lake Gold Project Update, dated July 10, 2024). The Company did not view the exploration potential of the divested mining claims to be significant (although it did retain a below described NSR to directly benefit in any forward-moving prospectivity). The transaction was expected to help facilitate anticipated regional infrastructure

developments which involved surface area overlying the divested claims (such surface area not being owned by the Company) and which, if completed, such infrastructure potentially providing broader economic benefit to regional explorers, including the Company, if any economic mineralization is discovered in the future within the boundaries of its Red Lake Gold Project. The Company received cash consideration of \$100,000 and was granted a 2.5% production royalty (NSR) on any mineral production from the four mining claims. Great Bear also assumed an existing royalty on the divested claims. The Company also benefited from certain exploration activity undertaken by Great Bear Resources Ltd. on their project by way of an assessment sharing allocation which contributed to Crown-granted anniversary extension to approximately 437 mining claims associated with the Red Lake Gold Project (versus the 4 non-core claims divested by the Company);

*and*

- (ii) During August 2024, the Company successfully executed a variety of project development activities focused on re-staking Crown-reverted areas generally located north of its presently viewed core project area (and to which re-acquisition provision of a royalty agreement applies). Where successfully completed by the Company, these re-staking activities enabled the Company to reposition itself with similar areas of mining claim coverage to what it held under predecessor mining claims, while reducing the expenditure-equivalent associated with that area of the Red Lake Gold Project by approximately 88% through Crown payment of staking fees which are substantially lower than Crown assessment obligations otherwise required to be generated for the former similarly-situated mining claims. In addition, the good-standing dates of re-staked claims beneficially provide for an initial two-year period versus one-year anniversary renewals generated through the assessment expenditure process.

Efforts under (i) above contributed to the Company being able to extend the anniversary maturity of mining claims within the Red Lake Gold Project which it views forming a core tenure block related to the project (which includes those mining claims most proximal to the Great Bear Project being advanced by Kinross Gold Corporation), and successfully completed corporate-level initiatives under (ii) secondarily enabled the Company to reposition peripheral claim areas that generally adjoin the core tenure block at materially lower expense to the Company while forward-retaining additional scale and optionality for the project.

The Company anticipates regional development to increase, including at the adjoining Great Bear Project being advanced by Kinross Gold, including for reason of their recently completed assessment (see Kinross Gold Corporation news release, Kinross completes Great Bear Preliminary Economic Assessment, dated September 10, 2024), which forecasts a production profile over 500,000 ounces per annum by Kinross Gold Corporation at its project.

During the first quarter of 2025, BTU Metals Corp. reported that Kinross Gold Corporation would commence a drill program at the nearby BTU Metals project, expected to start in May 2025 (see BTU Metals Corp. news release, Kinross (Great Bear) to Commence Extensive Core Drilling Program on BTU Dixie Halo Project, dated February 27, 2025). The Company believes that if this program is successful in discovering gold deposition, it may help to highlight prospectivity at a regional level which in turn would benefit other claim holders in the area, including the Company. The Company will be monitoring for developments of the aforementioned drill program, with any success likely, in the Company's view, to be highlighted in the coming months. As at the date of this MD&A, no results from the aforementioned third-party drill program had been publicly-released.

The Company continues to assess and rank mining claims within the Red Lake Gold Project that it views to be of a relative priority; efforts by the Company to be strategically positioned to minimize Crown-imposed costs, as well as to vary the project to most effectively manage mining claim assessment obligations in light of capital market conditions for the junior gold sector and in turn the Company's capital structure and funding capacity.

During the summer of 2025, the Company utilized its remaining assessment credits from prior exploration work/corporate transaction(s) to extend those mining claims that the Company deemed to be core to its Red Lake Gold Project, with the balance of non-core claims expected to Crown-revert in the ordinary course. As a result, the Company's Red Lake Gold Project will now have a more focused project area moving forward (of smaller scale to the full assessment credits now utilized), which is predominantly situated adjacent to Kinross Gold's Great Bear Project in a general NW to SE direction.

*The Company cautions that past results or discoveries on proximate or adjacent projects, including the Great Bear Project held by Kinross Gold Corporation, are not necessarily indicative of the results that may be achieved on projects or project interests held or operated by the Company.*

## **Soo East Copper Project**

During the quarter ended September 30, 2025, the Company acquired certain mining claims in northeast of Sault Ste. Marie, Ontario through staking, such mining claims now comprising the Company's Soo East Copper Project (see Company news release, Dixie Gold Inc. Readies for a Tightening Copper Environment with the Soo East Copper Project, Divests Interest in Preston JV, dated November 6, 2025). The project was staked to provide the Company with optionality to regional copper discoveries, namely recent results by Sterling Metals Corp. (see Sterling Metals Corp. news release, Sterling Metals Announces High-Grade Copper Discovery at the Soo Copper Project Intersecting 262.5m of 1.05% CuEq, Including 68.3m of 3.25% CuEq and 9.3m of 19.8% CuEq from Near Surface, dated September 29, 2025), and for portfolio exposure to exploration opportunities that may be associated with a critical mineral (i.e. copper).

*The Company cautions that past results or discoveries on proximate or adjacent projects, including the Soo Copper Project held by Sterling Metals Corp., are not necessarily indicative of the results that may be achieved on projects or project interests held or operated by the Company (including, without limitation, at the Soo East Copper Project).*

## **Phoenix & Torp Lithium Projects**

The Phoenix and Torp Lithium Projects were acquired by the Company from North Arrow Minerals Inc. ("North Arrow")(see news release dated April 28, 2016 (the "Phoenix & Torp News Release"))).

The Phoenix Lithium Project consists of three mining leases and is located in the Northwest Territories. The project is approximately 70km southeast of the producing Diavik Diamond Mine and is approximately 60 km from existing winter road infrastructure. The Phoenix Project hosts the Big Bird and Curley lithium-rich pegmatite deposits (see the Phoenix & Torp News Release).

Past mapping of the Big Bird pegmatite by North Arrow Minerals has identified a 1,280m strike length with observable outcrop widths ranging from 8m to greater than 80m. Past drilling at the Big Bird pegmatite by North Arrow Minerals also returned 1.24% Li<sub>2</sub>O over 34.3m (see the Phoenix & Torp News Release).

Past mapping of the Big Bird pegmatite by North Arrow Minerals has identified a strike length of 400m with widths up to 20m. Past drilling at the Curley pegmatite by North Arrow Minerals returned 1.72% Li<sub>2</sub>O over 14.87m.

During the third quarter of 2017, the Company retained an arm's length survey company based in Yellowknife, NWT to conduct a ground survey of its Phoenix Lithium Project (the "Phoenix Ground Survey"), such survey being part of the Company's efforts to convert certain underlying mineral claims associated with the project to leases. During the third quarter of 2017, the Company, as approved through its independent directors, sold a 1% gross royalty on the Phoenix Lithium Project to the CEO of the Company in exchange for cash proceeds of \$10,000 (the "Phoenix Royalty"), the proceeds of which were contributed to the funding of the Phoenix Ground Survey.

The leases for the Phoenix Lithium Project may be renewed on an annual basis by way of rent payments on the leases to the Crown.

Most recently, on June 30, 2025, the Company renewed the three (3) leases associated with its Phoenix Lithium Project, which now holds good-standing dates pertaining to the leases that range from August 2026 to January 2027, and which are further expected to be renewed in ordinary course through lease payment within the allowable rent payment renewal date window.

The Torp Lithium Project, now held under lease, covers 1,003 ha and is located approximately 35km from tidewater in the north Slave region of Nunavut. It hosts the drill-ready McAvoy lithium-rich pegmatite. Past channel sampling work on this spodumene bearing pegmatite by North Arrow Minerals Inc. returned 6.0 m grading 4.5% Li<sub>2</sub>O and 7.0 m grading 3.3% Li<sub>2</sub>O. The channels were located 78 m apart and orientated perpendicular to the north-south strike of the pegmatite (see the Phoenix & Torp News Release).

During the third quarter of 2017, the Company retained an arm's length survey company based in Yellowknife, NWT to conduct a ground survey of its Torp Lithium Project (the "Torp Ground Survey"), such survey being part of the Company's efforts to convert the underlying mineral claim associated with the project to a lease. During the third quarter of 2017, the Company, as approved through its independent directors, sold a 1% gross royalty on the Torp Lithium Project to the CEO of the Company in exchange for cash proceeds of \$10,000 (the "Torp Royalty"), the proceeds of which were contributed to the funding of the Torp Ground Survey.

The lease for the Torp Lake Lithium Project may be renewed on an annual basis by way of a rent payment on the lease to the Crown.

Most recently, in the first quarter of 2025, the Company extended the anniversary term of the lease underlying the Torp Lithium Project from May 2025 to May 2026.

The Company's success in transforming mining claims associated with the Phoenix and Torp Lithium Projects at their time of acquisition into leases has meant that the Company is able to keep its rights to the projects by way of annual lease rent payments as opposed to having to meet annual assessment-based work credits associated with earlier and predecessor-stage mining claims. This approach has retained all mineral rights while minimizing dilution of the Company's capital structure, and the leases were able to be acquired by the Company because of significant exploration expenditures on the converted ground, combined with the subsequent ground-based surveys noted above.

Based on the current lithium market, the Company does not intend 2025 exploration at the Phoenix or Torp Lithium Projects, as doing so would not contribute any upkeep or extension of the leases (which are rent based) and given the more remote project locations, follow-up drilling to the North Arrow results would be expected to require significant expenditures and, if so, translate into material share dilution in the present market. This explained, and even though no exploration is required for the Company to continue to keep both the Phoenix and Torp Lithium Projects in good-standing, under IFRS, recent or near-term planned exploration forms a constituent test for asset evaluation. In this regard, intentional business-level strategy around the most cost-effective means of carrying the assets is subordinated to accounting policies. So while the leases for the Phoenix and Torp Lithium Projects continue to remain in good standing (with further renewals planned by the Company through annual cash-based rent payments), during the year ended December 31, 2024, the Company has reduced, pursuant to IFRS, the carrying value of the Phoenix and Torp Lithium Projects by recognizing an IFRS-based accounting impairment loss in the amount of \$466,202, representing its historic carrying cost in the projects.

## Other Interests

### Mineral Dispositions – Rottenstone Domain & Area (Saskatchewan)

During the nine months ended September 30, 2025, the Company staked various dispositions at the margins of the Rottenstone Domain and in select adjoining domains, with a view to reserving potential regional participation if the area is confirmed in 2025 as a new Canadian gold camp (see news release, Dixie Gold Inc. Reports Submission of License Applications in Saskatchewan, dated January 17, 2025 and news release, Dixie Gold Inc. Receives Certain Government Approvals and Reports Submission of Additional License Applications in Saskatchewan, dated January 20, 2025).

The Company has evaluated recent public announcement by Ramp Metals Inc. pertaining to certain follow-up results at their regionally situated Rottenstone SW Project (see Ramp Metals Inc. news release, Ramp Metals Confirms VMS Discovery at Rush Target, dated August 5, 2025). Those third-party results are interpreted by the Company as generally being less constructive to capital inflows to the Rottenstone Domain from a gold exploration perspective.

A recent fall exploration program by Ramp Metals Inc. has pending results (see Ramp Metals Inc. news release, Ramp Metals Completes Fall Exploration and Discovers New Mineralized Target, dated October 21, 2025), and the Company is monitoring for the same so as to evaluate the relevance to its claim holdings in the area.

*The Company cautions that past results or discoveries on proximate or adjacent projects, including the Rottenstone SW Project held by Ramp Metals Inc., are not necessarily indicative of the results that may be achieved on projects or project interests held or operated by the Company (including, without limitation, at its Rottenstone Domain & Area mining dispositions).*

## **East Preston Uranium JV (Saskatchewan)**

On March 27, 2017, the Company, in conjunction with Preston Uranium Project partner Skyharbour, executed an option agreement with Azincourt Energy Corp. (formerly Azincourt Uranium Inc.) (“Azincourt”) which provides Azincourt an earn-in option to acquire a 70-per-cent working interest in a portion of the Preston uranium project known as the East Preston property. Under the agreement, Azincourt would issue 4.5 million listed common shares and contribute cash and exploration expenditure consideration totalling up to \$3.5 million in exchange for up to 70 per cent of the applicable property area over three years (see various news disclosures relating to the East Preston Uranium Project as available on [www.sedarplus.ca](http://www.sedarplus.ca)).

On April 17, 2020, the Company announced that it had entered into amending agreements with Azincourt and Skyharbour regarding the East Preston Uranium Project. Under the amending agreements, Azincourt was granted a period extension to March 31, 2021 to a) deliver the final cash payment and b) complete certain exploration work remaining in connection with respect to Azincourt’s earn-in of a 70% interest in certain mineral claims constituting the East Preston Uranium Project.

On February 17, 2021, the Company announced that Azincourt had completed its earn-in of a 70% interest in the East Preston Uranium Project and had formed a joint-venture with the Company and Skyharbour Resources Ltd. The joint-venture structure generally obligates the contracting parties to proportionately fund exploration expenditures, subject to certain working interest dilution provisions for non-participation in program funding which the Company may choose to rely upon on a forward-basis given that the Company views the project as a non-core asset and as the Company does not control operatorship or have ability to guide project advancement in relation thereto in its current capacity as a minority working interest holder.

Subsequent work programs proposed were also selected for non-participation by the Company.

The Company notes that the joint-venture or like-structure generally obligate the contracting parties to proportionately fund exploration expenditures, subject to certain working interest dilution provisions for non-participation in program funding which the Company may choose to rely upon on a forward-basis given competing exploration priorities of other projects and as a result of the Company not controlling operatorship or the ability to direct the pace of project advancement at the East Preston Uranium Project in its current capacity as a minority working interest holder.

The Company currently expects that it will continue to defer participation in certain and/or all program(s) related to East Preston so as to focus its prioritized share structure and relative working capital position in relation to projects in which the Company generally considers or holds a more material and/or larger working percentage interest (including the Company’s Red Lake Gold Project, as well as other projects that may be held by the Company at present or in future).

At the time the joint-venture was formed, the Company had recovered all of its entire original investment in the East Preston Uranium Project through the receipt of aggregate cash and equity payments made to it by Azincourt Energy. As a result of fully recapturing its investment at the East Preston Uranium Project, the Company does not have any carrying-value associated with it and expects any remaining working interest to dilute below a declared interest level as the remaining parties continue with exploration expenditures.

As result of non-participation in certain exploration programs since the formation of the aforementioned joint-venture, and as at September 30, 2025, the Company’s effective interest in the East Preston Uranium Project is estimated to be approximately 4.0% (December 31, 2024 – 4.0%).

The Company does not expect to commit further capital to the East Preston Uranium, and as such, expects its nominal working interest to revert to the remaining parties involved in the project in the ordinary course.

## **Discontinued Projects / Interests**

In the ordinary course of its business and in the ordinary course of exploration/commodity markets, the Company adds and discontinues mineral interests.

## Preston Uranium Project (Saskatchewan)(Discontinued)

On March 7, 2017, the Company (in conjunction with Preston Uranium Project partner Skyharbour Resources Ltd. (“**Skyharbour**”)), executed an option agreement with Orano Canada Inc. (“**Orano Canada**”) (formerly AREVA Resources Canada Inc.) which provides Orano Canada an earn-in option to acquire up to a 70-per-cent working interest in a portion of the Preston Uranium Project. Under the agreement, Orano Canada will contribute cash and exploration program consideration totalling up to \$8 million in exchange for up to 70 per cent of the applicable project area over six years (see various news disclosures relating to the Preston Uranium Project, as available on sedarplus.ca).

On March 9, 2020, Orano Canada had commenced a DC resistivity ground geophysical program at the JL and Canoe grids, and the B conductive area (see news release dated March 9, 2020, Dixie Gold Inc. Announces Commencement of Exploration Program by Orano Canada at the Preston Uranium Project). The DC resistivity ground geophysical program had an initial allocated budget (fully funded by Orano Canada) of \$735,000.

On March 26, 2021, the Company announced that Orano Canada had completed an earn-in of a 51% interest in the Preston Uranium Project and had formed a joint-venture with the Company and Skyharbour Resources Ltd. (“Skyharbour”), under which Orano is the forward-moving operator (the “Operator”) of the project (see also news release, Orano Canada Inc. Completes First Earn-In Option and Forms Joint Venture with Dixie Gold Inc. at the Preston Uranium Project, dated March 26, 2021).

Exploration activity at the Preston Uranium Project since early 2020, which is determined by the Operator, has been muted in material part due to consequence of COVID-19, as well as to the good-standing nature of project tenure for applicable periods.

The joint-venture structure generally obligates the contracting parties to proportionately fund exploration expenditures, subject to certain working interest dilution provisions for non-participation in program funding which the Company may choose to rely upon on a forward-basis given competing exploration priorities of other projects and as a result of the Company not controlling operatorship or the ability to direct the pace of project advancement at the Preston Uranium Project in its current capacity as a minority working interest holder. The net result of non-participation in capital calls, independent of the Company’s realizable or actual ability to access capital for exploration, would be a reduction in and eventual elimination of its joint venture working interest.

### *Recent Activity (2024) / Expected Activity (2025)*

In 2024, the Operator of the Preston Uranium Project planned and commenced a winter/spring exploration program (not involving any drilling), which the Company is not a participant in (due to, among other reasons, certain capital structure controls and equity raising limitations placed on the Company during the period of the Takeover Transaction (see above) when the related capital call was made).

The Company’s minority interest in the Preston JV is calculated by the joint-venture operator on a calendar basis, and most recently stood at approximately 21% (December 31, 2024), with minor variance expected if actual versus budgeted expenditure adjustment is required once year-end program reporting is completed by the Operator (Orano Canada).

As previously reported, a substantial 2025 exploration budget at the Preston JV, including plans for drilling, was approved by the Preston JV management committee, which incorporated program review and approval by the Company. Non-participation was elected based upon the capital call being materially in excess of the Company’s available capital and noting widescale equity dilution otherwise necessary to raise the required 2025 program funding (if attainable given the Company’s capitalization).

Through the non-participation of funding, the Company does not face direct loss risk of any drilling program failure in terms of its working capital or equity structure, noting the Company’s view that targeting uranium mineralization is high-risk (as shown by an absence of discovery at the Preston Uranium Project to-date, inclusive of past drill programs).

Based on current plans, the Company expects a Preston JV drill program, under the Operator, in the range of 6,000 to 7,000 metres, which would be conducted during the summer of 2025 and test a number of potential uranium targets.

Given the anticipated multi-million dollar drilling budget in 2025 by the Preston JV, the Company expects material dilution to its JV interest upon completion of the summer 2025 drill program as it funded through its JV interest as opposed to a cash contribution.

In June 2025, a large-scale drill program, operated by Orano Canada, commenced at the Preston JV (see Company news release, Dixie Gold Inc.: 6,000m+ Drill Program Commences at the Preston Uranium Project JV; Updates Other Portfolio Projects, dated June 26, 2025). The drill program, which had a comprehensive budget of approximately \$3.5 million, was designed to test various high-priority targets within the Preston JV. As referenced in the aforementioned news release, if the results of said high-priority targets tested during the summer 2025 drill program at the Preston JV did not result in a discovery or were not material, the Company did not anticipate issuing further related public disclosure thereon and subsequently, no news release related to the results was issued.

After the period ended September 30, 2025, the Company divested the balance of its non-operated minority interest in the Preston JV by way of the execution of an arm's-length purchase-and-sale agreement with Orano Canada and Skyharbour Resources Ltd, for which it received aggregate proceeds of \$100,000 (see Company news release, Dixie Gold Inc. Readies for a Tightening Copper Environment with the Soo East Copper Project, Divests Interest in Preston JV, dated November 6, 2025). As a result of the divestment subsequent to the Company's period ended September 30, 2025, the Preston JV interest is deemed discontinued as at the date of this report.

### **Isko Gold Project (Quebec)(Discontinued)**

During 2017, the Company first-acquired the Isko Gold Project located near the Windfall gold exploration camp of Quebec in exchange for a cash payment of staking fees and the granting of a two percent royalty. The Company performed a soil sampling program at the Isko Gold Project in 2017 but has not been active from a field-perspective since that time. The mining claims and project boundaries comprising the Isko Gold Project have varied over time as a consequence of changes in underlying tenure and sub-areas deemed of interest, with the Company continuing to hold an interest in active claims comprising its Isko Gold Project.

As a result of forward-moving capital-allocation plans and junior mining equity market conditions (including capital raising priorities), the Company is not expecting any exploration expenditures at the Isko Gold Project during 2025. As such and pursuant to IFRS, the Company reduced the carrying value of this project for the year ended December 31, 2024 and recognized an impairment loss in the amount of \$135,383, representing its carrying cost in the project.

### **Juliet Lithium Project (Quebec)(Discontinued)**

The Juliet Lithium Project was acquired by the Company in 2016 (see news release dated June 2, 2016). The project comprises approx. 9,120 ha (22,536 acres) and is adjacent to the Rose Lithium-Tantalum Project being advanced by Critical Elements Corporation. During the third quarter of 2017, the Company conducted its inaugural exploration program at the Juliet Lithium Project and announced the discovery of lithium boulders assaying up to 1.65% Li<sub>2</sub>O (see news release dated September 26, 2017), as well as the expansion of the Juliet Lithium Project by way of a further 49 new mineral claims totalling approximately 2,594 ha (see also news release dated September 26, 2017).

This project was previously discontinued from an accounting-standpoint by the Company during the year ended December 31, 2019 but was activated in terms of its status with limited tenure during the year ended December 31, 2021 when the Company acquired certain mining licenses in this project area at a total cost of \$8,268.

In light of lithium market conditions and more advanced lithium exploration assets available to the Company through its Phoenix and Torp Lithium Projects (which rank in priority to the Company versus the grassroots Juliet Lithium Project) the Company does not expect material field exploration on the mining claims comprising the Juliet Lithium Project during 2025. As such, for the year ended December 31, 2024, the Company reduced the carrying value of this project under IFRS policies and recognized an impairment loss in the amount of \$8,268, representing its only carrying cost in the project (which comprised of staking costs).

## SELECTED FINANCIAL INFORMATION

### Quarterly information – eight recently completed quarters

	Q3 2025	Q2 2025	Q1 2025	Q4 2024	Q3 2024	Q2 2024	Q1 2024	Q4 2023
	\$	\$	\$	\$	\$	\$	\$	\$
Net income (loss)	(56,139)	(58,868)	(50,417)	(712,381)	(57,030)	(99,806)	(72,748)	156,351
Basic/Diluted loss per share	(0.00)	(0.00)	(0.00)	(0.02)	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	711,504	767,856	841,669	897,511	1,539,357	1,591,084	1,645,583	1,461,193

### Three Months Ended September 30, 2025

During the three months ended September 30, 2025, the Company incurred a net loss of \$56,139 as compared to \$57,030 for the comparable prior year period.

General operating expenses of the current period were decreased by \$891 mainly due to a modest decrease in administrative expenses (2025 - \$46,139, 2024 - \$49,530) and partially offset by an increase in professional fees (2025 - \$10,000, 2024 - \$7,500).

### Nine Months Ended September 30, 2025

During the nine months ended September 30, 2025, the Company incurred a net loss of \$165,424 as compared to \$229,584 for the comparable prior year period.

General operating expenses of the current period were decreased by \$114,193 mainly due to a modest decrease in administrative expenses (2025 - \$137,599, 2024 - \$156,566) and partially offset by an increase in professional fees (2025 - \$27,876, 2024 - \$25,446). In the comparative period, the Company incurred legal fees \$31,574 due to legal matters relating to the Takeover Transaction by Omnia, and certain non-cash recognition of share-based compensation \$66,082 pertaining to stock options granted.

## LIQUIDITY AND CAPITAL RESOURCES

	For the nine months ended September 30	
	2025	2024
	\$	\$
Cash outflows used in operating activities	(177,523)	(160,249)
Cash (outflows used in) inflows from investing activities	(82,684)	83,110
Cash inflows from financing activities	-	250,000
Net cash (outflows) inflows	(260,207)	172,861
Cash and cash equivalents balance	150,080	444,009

As at September 30, 2025, the Company's net working capital was \$145,550 as compared to \$393,658 as at December 31, 2024. The decrease in net working capital of \$248,108 is mainly due to more expenditures on exploration and evaluation assets corresponding to mineral claim management (which also included the staking of certain mineral dispositions in Saskatchewan (as above described)). Cash and cash equivalents are held at a major Canadian financial institution.

The Company's ability to continue as a going concern is dependent on, among other factors, the Company's ability to raise capital and/or realize adequate proceeds from asset related transactions and/or corporate transactions. The Company will require additional working capital in the future.

## SHAREHOLDERS' EQUITY

### Share Structure

As of the date of this MD&A report, the Company has:

- 31,737,188 common shares outstanding.
- 1,225,000 common share stock options outstanding.
- 6,000,000 common share warrants outstanding.

## REGULATORY DISCLOSURES

### *Off-Balance Sheet Arrangements*

There are no off-balance sheet arrangements.

### *Related Party Transactions*

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. The Company has identified its directors and officers as its key management personnel.

#### *Related Party Transactions (Cash Basis)*

	September 30, 2025	September 30, 2024
	\$	\$
Professional fees	27,500	25,000
Consulting	90,000	90,000

During the nine months ended September 30, 2025, the Company incurred consulting fees of \$90,000 (2024 - \$90,000) to companies controlled by the CEO of the Company (management services).

During the nine months ended September 30, 2025, the Company incurred professional fees of \$27,500 (2024 - \$25,000) to an accounting firm in which the CFO of the Company is a partner. As at September 30, 2025, accounts payable and accrued liabilities included \$2,625 plus applicable sales tax (December 31, 2024 - \$2,625) due to an accounting firm in which the Chief Financial Officer of the Company is a partner.

#### *Related Party Transactions (Non-Cash Basis)*

	September 30, 2025	September 30, 2024
	\$	\$
Stock Options (Black-Scholes)	-	58,740

During the nine months ended September 30, 2025, the Company recognized a non-cash, IFRS-deemed value of \$Nil (2024 - \$58,740) related to the granting of stock options to directors and management of the Company.

### ***Risk and Uncertainties***

This section contains important information to be noted by readers. Without limitation, the Company is exposed to a large multitude of risks and uncertainties, which includes the following:

#### ***Exploration and Development***

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production.

The Company's projects are at an early stage of development. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of commercial bodies of minerals, metals, or resources of value. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

The business of exploration for minerals and mining involves a high degree of risk and the operations of the Company are speculative. Whether a mineral deposit can be commercially viable depends upon a number of factors, including the particular attributes of the deposit, including size, grade and proximity to infrastructure; prices of precious metals (e.g. gold), base metals and specialty commodities (e.g. uranium and lithium), all the prices of which can be highly variable; and government regulations, including environmental and reclamation obligations. Commodity markets also face other risks and uncertainties, including the potential impact of tariff regimes.

Few projects that are explored are ultimately developed into profitable producing mines, and risks are high.

Substantial expenditures are required to establish the continuity of mineralized zones through drilling and to develop and maintain the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for any proposed development of the Company's properties can be obtained on a timely basis.

The marketability of any minerals acquired or discovered by the Company in the future may be affected by numerous factors which are beyond the control of the Company and which cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals, and environmental protection, the combination of which may result in the Company not receiving an adequate return on investment capital.

There is no assurance that the TSX-V or any regulatory authority having jurisdiction will approve the acquisition of any additional properties by the Company, whether by way of option or otherwise.

#### ***Financial Capability and Additional Financing***

The Company has limited financial resources and has no assurance that additional funding will be available to it for further exploration and development of its projects. There can be no assurance that it will be able to obtain sufficient financing in the future to carry out exploration and development work on its projects. The ability of the Company to arrange additional financing in the future will depend, in part, on the prevailing capital market conditions as well as the business performance of the Company. A failure to secure financing should be expected to cause going-concern risk.

In the past, the Company has addressed some of its need for near-term financial resources through optioning out interests in certain of its projects. There can however be no assurance that third-party optionees will complete any announced earn-in arrangements or that joint-venture interests formed upon earn-in completion will not subsequently result in the Company incurring additional financial obligations in a minority interest position, or that any proposed sales or optioning-out of projects will occur successfully in future or contribute sufficient working capital to meet the obligations of the company.

Federal tax changes in 2024 to the alternative minimum tax (AMT) parallel tax system in Canada have reduced the economic incentive for speculative securities and in turn has contributed to reduced interest by high-net worth investors towards junior mining securities. Canada's federal budget tabled in November 2025 appears to continue to materially limit the functional usability of flow-through to historic buyers demographics, and resultantly, the Company faces reduced capital raising prospects.

### *Mining Titles*

There is no guarantee that the Company's title to or interests in the Company's project interests will not be challenged or impugned. The acquisition of title to mineral properties is a detailed and time-consuming process. Title to the area of mineral properties may be disputed. There is no guarantee of title to any of the Company's properties. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects. The Company has not surveyed the boundaries of its properties and consequently the boundaries may be disputed.

There can be no assurance that the Company's rights will not be challenged by third parties claiming an interest in the properties. In order to retain mining titles, the Company is obligated to perform certain annual work assessment requirements. A failure to perform adequate exploration work on specific mineral tenure claims is, in the absence of cash deposits, expected to result in the loss of such tenure.

### *Management*

The business of the Company is largely dependent upon the availability and performance of its officers. The loss of the services of these persons and/or their consulting companies could have a materially adverse effect on the Company's business and prospects. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects, including increasing the Company's risk to going-concern matters.

### *Conflicts of Interest*

Certain directors and officers of the Company are, and are expected to continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships, joint ventures, royalties and/or other financial and/or mining interests which are potential competitors of the Company or otherwise adverse in interest. It is understood and accepted by the Company that certain directors and officers of the Company may continue to independently pursue opportunities in the mineral exploration industry. Situations may arise in connection with potential acquisitions, operational aspects, or investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to the applicable corporate and securities legislation, regulation, rules and policies and the particulars of any agreements made between the Company and the applicable director or officer.

### *Dilution*

If the Company raises additional funds through the sale of equity securities, shareholders may have their investment diluted. In addition, if warrants and options are issued in the future, the exercise of such options and warrants may result in dilution to the Company's shareholders. The Company intends to issue further equity in the future, if successfully placed.

### *History of Losses and No Assurance of Profitable Operations*

The Company has incurred a loss since its inception. There can be no assurance that the Company will be able to operate profitably during future periods. If the Company is unable to operate profitably during future periods, and is not successful in obtaining additional financing, the Company could be forced to cease its exploration and development plans as a result of lacking sufficient cash resources.

The Company has not paid dividends in the past and has no plans to pay dividends for the foreseeable future.

### *Uninsurable Risks*

In the course of exploration, development and production of mineral properties, certain risks, and in particular, unexpected or unusual geological operating conditions may occur. These unexpected or unusual conditions may include rock bursts, cave-ins, fires, flooding, and earthquakes. It is not always possible to fully insure against such risks and the Company may decide not to take out insurance against such risks as a result of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate any future profitability and result in increasing costs and a decline in the value of the securities of the Company.

*Environmental and Safety Regulations and Risks*

Environmental laws and regulations may adversely affect the operations of the Company. These laws and regulations set various standards regulating certain aspects of health and environmental quality. They provide for penalties and other liabilities for the violation of such standards and establish, in certain circumstances, obligations to rehabilitate current and former facilities and locations where operations are or were conducted. Furthermore, permission to operate could be withdrawn temporarily where there is evidence of serious breaches of health and safety, or even permanently in the case of extreme breaches.

Significant liabilities could be imposed on the Company for damages, clean-up costs or penalties in the event of certain discharges into the environment, environmental damage caused by previous owners of acquired properties or non-compliance with environmental laws or regulations.

*Title Assertions*

The Company operates in Canada where various and/or conflicting First Nations title assertions may impact the operations of the Company and/or its interests. In addition to the foregoing, as elsewhere described in this MD&A and without limitation, the Company may be subject, either directly or indirectly, to certain regionally-extensive First Nation assertions/claims in areas of northwestern Ontario where the Company is exploring for minerals and/or holds mining claims, and assertions of which include but may not be otherwise limited to area(s) covered by its Red Lake Gold Project, and for which outcome or impact cannot be determined at this time.

*Civil Unrest*

The Company operates in jurisdictions that may be subject to increased incidents of civil unrest which could affect the timing and/or certainty of the Company's operations and/or interests.

*Government Policy Concerning Climate*

The Company is subject to a range of government climate policies which may impact the Company and/or its operations. In addition, the Company is subject to various tax policies, including industrial carbon taxes, affecting the resource industry with regard to carbon emissions that may be adverse to the Company and/or its interests.

*Fluctuating Commodity Prices*

The Company's revenues, if any, are expected to be in large part derived from the sale of commodities. The prices of commodities, including prices related to gold, uranium and lithium, have fluctuated widely in recent years and are affected by factors beyond the control of the Company including, but not limited to, economic and political trends, currency exchange fluctuations, economic inflation and expectations for the level of economic inflation in the consuming economies, interest rates, global and local economic health and trends, speculative activities and changes in the supply due to new mine developments, mine closures, and advances in various production and technological uses for commodities being explored for by the Company. All of these factors, and other factors not detailed herein, may impact the viability of Company projects, and include factors which are not possible to predict with certainty.

*Competitive Conditions*

The mining industry is intensely competitive in all its phases, and the Company competes with other companies that have greater financial resources and technical capabilities. Competition in the mining industry is primarily for mineral properties which can be developed and produced economically; the technical expertise to find, develop, and produce such properties; the labour to operate the properties; and the capital for the purpose of financing development of such properties. Many competitors not only explore for and mine for metals, minerals, and uranium, but also conduct refining and marketing operations on a world-wide basis and most of these companies have much greater financial and technical resources than the Company. Such competition may result in the Company being unable to acquire desired properties, recruit or retain qualified employees or acquire the capital necessary to fund its operations and develop its properties. The Company's inability to compete with other mining companies for these mineral deposits and/or qualified personnel and/or consultants could have a material adverse effect on the Company and/or its results.

### *Price Volatility of Publicly Traded Securities and Listed Issuer Matters*

In recent years, North American securities markets have experienced high levels of price and volume volatility, and the market prices of securities of many companies, particularly juniors, have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that continual fluctuations in price will not occur. Any quoted market for the common shares may be subject to market trends generally, notwithstanding any potential success of the Company in creating revenues, cash flows or earnings.

Among other factors, given listing requirements, capital market conditions and/or to seek a reduction in operating expenses, there is no assurance that the Company will remain publicly listed or traded on an exchange or be able to rationalize a public listing in the future. Without limitation, if the Company ceases to have a public listing, there is no assurance that a traded market for the Company's securities would exist and therefore, without limitation, the risk of share illiquidity, or the absence of any liquidity altogether, may occur. Moreover, in addition to risks relating to the Company, any share equity positions held by the Company are also subject to market volatility and liquidity challenges that may negatively impact their future market or realizable value. Shares of the Company are speculative in nature.

### *Wildfire Activity*

The Company operates in remote regions that are susceptible to wildfires. Wildfire activity will generally be detrimental to the Company and, without limitation, can result in reduced access to the Company's projects, including within Ontario and the Northwest Territories (each jurisdiction of which experienced significant forest activity during recent periods). Wildfires may in turn, without limitation, result in the Company being unable to advance exploration work, including restrictions imposed by authorities that may result in the Company facing the risk of tenure loss and/or reduced access to capital due to an inability to deploy capital within restricted fire zones. In addition, the Company may face the loss of direct or indirect project infrastructure, such infrastructure which may, without limitation, be uninsured or altogether uninsurable.

### *Legal Matters*

The Company may be subject to certain costs and risks associated with future legal matters that could adversely impact the operations and/or financial condition of the Company.

### *Inadequate Infrastructure May Affect the Company's Operations*

Mining, processing, development, and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, community, government or other interference in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition, and results of operations.

### *Tariff and Trade Risks*

The Company is subject to requiring goods and services in the ordinary course of operations, and such goods and services may become limited or altogether unavailable, alongside higher prices, in the event of any tariff regime and/or trade war, such as the recent implementation of tariffs and counter-tariffs with respect to trade matters among, *inter alia*, the United States and Canada in 2025. In addition, although the Company is at the exploration-stage and not the producer-stage, should provincial governments place export restrictions on metals, it may be viewed as worsening the attractiveness of a non-export jurisdiction to foreign capital, which in turn may increase financial risk upon the Company and/or result in added difficulty in sourcing capital market funding. The extent and duration of any trade war and/or tariff matters are not determinable by the Company, and while the Company may attempt mitigation it is unlikely to have material control over trade and/or tariff consequences. Tariff policies may also impact capital market conditions which in turn may augment risks around the Company's ability to locate future capital required to remain a going-concern.

***In addition to the above risks and uncertainties, readers should also consult the Risks and Uncertainties section of the Company's most recent annual audited consolidated financial statements for the fiscal year ended December 31, 2024 and interim unaudited financial statements for the nine months ended September 30, 2025, and all other public filings which detail other risks and uncertainties that may affect the Company, as may be found on [www.sedarplus.ca](http://www.sedarplus.ca).***

## Financial Instruments

For disclosure purposes, all financial instruments measured at fair value are categorized into one of three hierarchy levels, described below. Each level is based on the transparency of the inputs used to measure the fair values of assets and liabilities:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company enters into financial instruments to finance its operations in the normal course of business. The fair values of cash, receivables and accounts payable and accrued liabilities approximate their carrying values due to the short-term maturity of these instruments. Cash is carried at fair value using a level 1 fair value measurement.

The Company holds various forms of financial instruments. The nature of these instruments and the Company's operations exposes the Company to concentration risk, credit risk, liquidity risk, commodity price risk, and foreign exchange risk. The Company manages its exposure to these risks by operating in a manner that minimizes its exposure to the extent practical.

### Concentration Risk

As at September 30, 2025, all of the Company's cash and cash equivalents was held at a major Canadian financial institution. As a result, the Company was exposed to all of the risks associated with that institution.

### Credit Risk

The Company is exposed to credit risk in the normal course of operations, which is the risk that a customer or counterparty will fail to perform an obligation or settle a liability, resulting in financial loss to the Company. The Company manages exposure to credit risk by adopting credit risk guidelines that limit transactions according to counterparty credit worthiness. The Company's maximum exposure to credit risk is the carrying amount of cash and cash equivalents and other receivables on the statement of financial position.

### Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by forecasting its cash flows from operations and anticipating investing and financing activities. Senior management is actively involved in the review and approval of planned expenditures. As at September 30, 2025, the Company's working capital of \$145,550 (December 31, 2024 - \$393,658) is estimated to be sufficient to satisfy immediate working capital requirements, save and except capital required to fund material exploration programs. Future operations, legal proceedings (if any) and/or exploration programs are expected to require additional financing, form of which may be sought by way of the issuance of debt or equity (if sourced successfully, of which there is no guarantee) or the divestment of project interests.

### Commodity Price Risk

The value of the Company's mineral resource properties is related to the price of various commodities and the outlook for them. Commodity prices have historically fluctuated widely and are affected by numerous factors outside of the Company's control, including, but not limited to, industrial retail demand, central bank lending, forward sales by producers and speculators, level of worldwide production and short-term changes in supply and demand.

### Foreign Exchange Risk

Currency risk is the risk to the Company's operations that arise from fluctuations of foreign exchange rates and the degree of volatility of these rates. The Company does not use derivative instruments to reduce its exposure to foreign currency risk. As at September 30, 2025, the Company has no monetary assets or liabilities in foreign currencies.

### Equity Price Risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required and movements in individual equity prices or general movements in the level of the stock market. The Company closely monitors the individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company.

## Material Accounting Policies

The accounting policies set out below have been applied consistently to all periods presented in these financial statements. The financial statements have, in management's opinion, been properly prepared using careful judgment with reasonable limits of materiality and within the framework of the material accounting policies summarized below:

### Cash and cash equivalents

Cash and cash equivalents comprise cash on deposit at banks and other highly liquid short-term investments, which may be settled on demand or within a maximum 90-day period to maturity.

### Financial instruments

#### Classification

The Company classifies its financial instruments in the following categories: at fair value through profit and loss (“FVTPL”), at fair value through other comprehensive (loss) income (“FVOCI”), or at amortized cost. The Company determines the classification of financial assets at initial recognition. The classification of debt instruments is driven by the Company’s business model for managing the financial assets and their contractual cash flow characteristics. Equity instruments that are held for trading (including all equity derivative instruments) are classified as FVTPL. For other equity instruments, on the day of acquisition the Company can make an irrevocable election (on an instrument-by-instrument basis) to designate them as at FVOCI. Financial liabilities are measured at amortized cost, unless they are required to be measured at FVTPL (such as instruments held for trading or derivatives) or the Company has opted to measure them at FVTPL.

#### Measurement

##### *i. Financial assets and liabilities at FVTPL and FVOCI*

Financial assets and liabilities carried at FVTPL are initially recorded at fair value and transaction costs are expensed in the statements of net (loss) income. Realized and unrealized gains and losses arising from changes in the fair value of the financial assets and liabilities held at FVTPL are included in the statements of net (loss) income in the period in which they arise. Where management has opted to recognize financial liabilities at FVTPL, any changes associated with the Company’s own credit risk will be recognized in other comprehensive (loss) income. The Company recognizes marketable securities at FVTPL. Elected investments in equity instruments at FVOCI are initially recognized at fair value plus transaction costs. Subsequently they are measured at fair value, with gains and losses arising from changes in fair value recognized in other comprehensive (loss) income.

##### *ii. Financial assets and liabilities at amortized cost*

A financial asset is measured at amortized cost if the objective of the business model is to hold the financial asset for the collection of contractual cash flows, and the asset's contractual cash flows are comprised solely of payments of principal and interest. They are classified as current assets or non-current assets based on their maturity date and are initially recognized at fair value and subsequently carried at amortized cost less any impairment.

Financial assets and liabilities at amortized cost, unless they are required to be measured at FVTPL or the Company has opted to measure at FVTPL, are initially recognized at fair value plus or minus transaction costs, respectively, and subsequently carried at amortized cost less any impairment.

##### *iii. Impairment of financial assets at amortized cost*

The Company recognizes a forward-looking basis on the expected credit losses (“ECL”) model on financial assets that are measured at amortized cost, contract assets and debt instruments carried at FVOCI.

At each reporting date, the Company measures the ECL for the financial asset at an amount equal to the lifetime expected credit losses if the credit risk on the financial asset has increased significantly since initial recognition. If at the reporting date, the financial asset has not increased significantly since initial recognition, the Company measures the ECL for the financial asset at an amount equal to twelve month expected credit losses. The Company applies the simplified method and measures a loss allowance equal to the lifetime expected credit losses for trade receivables.

The Company recognizes in the statement of net (loss) income, as an impairment gain or loss, the amount of expected credit losses (or reversal) that is required to adjust the loss allowance at the reporting date to the amount that is required to be recognized. The loss allowance was \$Nil as at September 30, 2025 (December 31, 2024 - \$Nil).

The following table shows the classification under IFRS 9:

Financial assets/liabilities	Classification under IFRS 9
Cash	FVTPL
Accounts payable and accrued liabilities	Amortized cost

### Impairment of non-financial assets

At the end of each reporting period the carrying amounts of the assets are reviewed to determine whether there is any indication that those assets are impaired. Impairment is recognized when the carrying amount of an asset exceeds its recoverable amount. The recoverable amount is the greater of the asset's value in use and fair value less costs to sell. Fair value is determined as the amount that would be obtained from the sale of the asset in an arm's length transaction between knowledgeable and willing parties. The impairment loss is recognized in profit or loss in the statement of loss and comprehensive loss.

Where an impairment loss subsequently reverses, the carrying amount of the asset is increased to the revised estimate of its recoverable amount, but to an amount that does not exceed the carrying amount had no impairment loss been recognized. A reversal of an impairment loss is recognized immediately in profit or loss.

### Exploration and evaluation expenditures

#### *Pre-exploration costs*

Pre-exploration costs are expensed in the period in which they are incurred.

#### *Exploration and evaluation expenditures*

Once the legal right to explore a property has been acquired, costs directly related to exploration and evaluation expenditures ("E&E") are recognized and capitalized, in addition to the acquisition costs. These direct expenditures include such costs as materials used, surveying costs, drilling costs and payments made to contractors during the exploration phase. Costs not directly attributable to exploration and evaluation activities, including general administrative overhead costs, are expensed in the period in which they occur.

The Company may occasionally enter into project option arrangements, whereby the Company may transfer part of a mineral interest, as consideration, for an agreement by the optionee to meet certain E&E which would have otherwise been undertaken by the Company, or the inverse if optionee. The Company does not record any expenditures made by the optionee on its behalf. Any cash or other consideration received from the agreement is credited against the costs previously capitalized to the mineral interest given up by the Company, with any excess consideration accounted for as a gain on disposal.

When a project is deemed to no longer have commercially viable prospects to the Company, E&E in respect of that project are deemed to be impaired. As a result, those exploration and evaluation expenditure costs, in excess of estimated recoveries, are written off to profit or loss in the statement of loss and comprehensive loss. The Company assesses exploration and evaluation assets for impairment when facts and circumstances suggest that the carrying amount of an asset may exceed its recoverable amount and at each reporting period end.

Under IFRS 6 Exploration for and Evaluation of Mineral Resources, one or more of the following facts and circumstances indicate that an entity should test exploration and evaluation assets for impairment:

- i. The period for which the entity has the right to explore in the specific area has expired during the period or will expire in the near future and is not expected to be renewed.
- ii. Substantive expenditure on further exploration for and evaluation of mineral resources in the specific area is neither budgeted nor planned.

- iii. Exploration for and evaluation of mineral resources in the specific area have not led to the discovery of commercially viable quantities of mineral resources and the entity has decided to discontinue such activities in the specific area.
- iv. Sufficient data exist to indicate that, although a development in the specific area is likely to proceed, the carrying amount of the exploration and evaluation asset is unlikely to be recovered in full from successful development or by sale.

Once the technical feasibility and commercial viability of extracting the mineral resource has been determined, the property is considered to be a mine under development and is classified as ‘mines under construction’. Exploration and evaluation assets are tested for impairment before the assets are transferred to development properties. As the Company currently has no operational income, any incidental revenues earned in connection with exploration activities are applied as a reduction to capitalized exploration costs. Mineral exploration and evaluation expenditures are classified as intangible assets.

### **Rehabilitation obligations**

The Company recognizes the fair value of a legal or constructive liability for a rehabilitation obligation in the period in which it is incurred and when a reasonable estimate of fair value can be made. The carrying amount of the related long-lived asset is increased by the same amount as the liability. Changes in the liability for an asset retirement obligation due to the passage of time will be measured by applying an interest method of allocation. The amount will be recognized as an increase in the liability and an accretion expense in profit or loss in the statement of loss and comprehensive loss. Changes resulting from revisions to the timing or the amount of the original estimate of undiscounted cash flows are recognized as an increase or a decrease to the carrying amount of the liability and the related long-lived asset. The Company does not have significant rehabilitation obligations.

### **Income taxes**

Income tax expense comprises of current and deferred tax. Current tax and deferred tax are recognized in net income or loss except to the extent that it relates to a business combination or items recognized directly in equity or in other comprehensive income (loss).

Current income taxes are recognized for the estimated income taxes payable or receivable on taxable income or loss for the current period and any adjustment to income taxes payable in respect of previous periods. Current income taxes are determined using tax rates and tax laws that have been enacted or substantively enacted by the year-end date.

Deferred tax assets and liabilities are recognized where the carrying amount of an asset or liability differs from its tax base, except for taxable temporary differences arising on the initial recognition of goodwill and temporary differences arising on the initial recognition of an asset or liability in a transaction which is not a business combination and at the time of the transaction affects neither accounting nor taxable profit or loss.

Recognition of deferred tax assets for unused tax losses, tax credits and deductible temporary differences is restricted to those instances where it is probable that future taxable profit will be available against which the deferred tax asset can be utilized. At the end of each reporting year the Company reassesses unrecognized deferred tax assets. The Company recognizes a previously unrecognized deferred tax asset to the extent that it has become probable that future taxable profit will allow the deferred tax asset to be recovered.

### **Share capital**

Financial instruments issued by the Company are classified as equity only to the extent that they do not meet the definition of a financial liability or financial asset. The Company’s common shares, share warrants, options and flow-through shares are classified as equity instruments.

Incremental costs directly attributable to the issue of new shares, warrants or options are recognized as a deduction from equity, net of tax.

#### *Valuation of equity units issued in private placements*

The Company has adopted a residual value method with respect to the measurement of shares and warrants issued as private placement units. The residual value method first allocates value to the more easily measurable component based on fair value and then the residual value, if any, to the less easily measurable component.

The fair value of common shares issued in private placements was determined to be the more easily measurable component and are valued at their fair value, as determined by the closing quoted bid price on the announcement date. The balance, if any, is allocated to attached warrants. Any fair value attributed to warrants is recorded to warrants reserves.

### **Flow-through shares**

Resource expenditure deductions for income tax purposes related to exploratory activities funded by flow-through share arrangements are renounced to investors in accordance with income tax legislation. Pursuant to the terms of the flow-through share agreements, these shares transfer the tax deductibility of qualifying resource expenditures to investors. On issuance, the Company bifurcates the flow-through share into i) a flow-through share premium, equal to the estimated premium, if any, investors pay for the flow-through feature, which is recognized as a liability, and ii) share capital. Upon expenses being renounced, the Company derecognizes the liability and recognizes a deferred tax liability for the amount of tax reduction renounced to the shareholders. The premium is recognized as other income and the related deferred tax is recognized as a tax provision.

Proceeds received from the issuance of flow-through shares are restricted to be used only for Canadian resource property exploration expenditures within a two-year period. The portion of the proceeds received but not yet expended at the end of the Company's year is disclosed separately as flow-through share commitments, if any.

The Company may also be subject to a Part XII.6 tax on flow-through proceeds renounced under the Look-back Rule, in accordance with Government of Canada flow-through regulations. When applicable, this tax is accrued as a financing expense until qualifying expenditures are incurred.

### **Per share amounts**

Basic earnings per common share is computed by dividing the net income for the period by the weighted average number of common shares outstanding for the period. Diluted per share amounts reflect the potential dilution that could occur if securities or other contracts to issue common shares were exercised or converted to common shares. The treasury stock method is used to determine the dilutive effect of stock options and other dilutive instruments. Under the treasury stock method, the weighted average number of shares outstanding used in the calculation of diluted loss per share assumes that the deemed proceeds received from the exercise of stock options, share purchase warrants and their equivalents would be used to re-purchase common shares of the Company at the average market price during the period. For the current and prior year, this calculation proved to be anti-dilutive.

### **Share-based payments**

Where equity-settled share options are awarded to employees, the fair value of the options at the date of grant is charged to profit or loss in the statement of loss and comprehensive loss over the vesting period. Performance vesting conditions are taken into account by adjusting the number of equity instruments expected to vest at each reporting date so that, ultimately, the cumulative amount recognized over the vesting period is based on the number of options that eventually vest. Non-vesting conditions and market vesting conditions are factored into the fair value of the options granted. As long as all other vesting conditions are satisfied, a charge is made irrespective of whether these vesting conditions are satisfied. The cumulative expense is not adjusted for failure to achieve a market vesting condition or where a non-vesting condition is not satisfied.

Where the terms and conditions of options are modified before they vest, the increase in the fair value of the options, measured immediately before and after the modification, is also charged to profit or loss in the statement of loss and comprehensive loss over the remaining vesting period.

Where equity instruments are granted to non-employees, they are recorded at the fair value of the goods or services received in profit or loss in the statement of loss and comprehensive loss, unless they are related to the issuance of shares. Amounts related to the issuance of shares are recorded as a reduction of share capital.

When the value of goods or services received in exchange for the share-based payment cannot be reliably estimated, the fair value is measured by use of a valuation model. The expected life used in the model is adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions, and behavioural considerations.

All equity-settled share-based payments are reflected in share-based compensation reserves, until exercised. Upon exercise, shares are issued from treasury and the amount reflected in share-based compensation reserves is credited to share capital, adjusted for any consideration paid. Share-based payments of options which expire unexercised remain in share-based compensation reserves.

Where a grant of options is cancelled or settled during the vesting period, excluding forfeitures when vesting conditions are not satisfied, the Company immediately accounts for the cancellation as an acceleration of vesting and recognizes the amount that otherwise would have been recognized for services received over the remainder of the vesting period. Any payment made to the employee on the cancellation is accounted for as the repurchase of an equity interest except to the extent the payment exceeds the fair value of the equity instrument granted, measured at the repurchase date. Any such excess is recognized as an expense.

### **Mineral tax credit**

The Federal and Provincial taxation authorities provide companies with tax incentives for undertaking mineral exploration programs in certain areas. The Company accrues these credits as a reduction of exploration and evaluation expenditures in the period that the related expenditures were incurred. These accrued credits are subject to review by the relevant authorities and adjustments, if any, resulting from such a review are recorded in the period that the tax filings are amended.

### **Joint Arrangements**

Certain of the Company's activities are or may be conducted through joint arrangements in which two or more parties have joint control. A joint arrangement is classified as either a joint operation or a joint venture, depending on the rights and obligations of the parties to the arrangement.

Joint operations arise when the Company has a direct ownership interest in jointly controlled assets and obligations for liabilities. The financial statements include the Company's interest in the assets, liabilities, revenues, expenses, and cash flows of this type of arrangement. Joint ventures arise when the Company has rights to the net assets of the arrangement. For these arrangements the Company uses the equity method of accounting and recognizes initial and subsequent investments at cost, adjusting for the Company's share of the joint venture's income or loss, less dividends received thereafter. Joint ventures are tested for impairment whenever objective evidence indicates that the carrying amount of the investment may not be recoverable under the equity method of accounting. The impairment amount is measured as the difference between the carrying amount of the investment and the higher of its fair value less costs of to sell and its value in use. Impairment losses are reversed in subsequent periods if the amount of the loss decreases, and the decrease can be related objectively to an event occurring after the impairment was recognized.

### **Forward-Looking Statements**

*This MD&A, its commentary and the affiliated financial statements contain "forward-looking information" within the meaning of applicable Canadian securities legislation. Some of the forward-looking statements can be identified from the use of forward-looking words. Statements that are not historical in nature, including the words "anticipate," "expect," "suggest," "plan," "believe," "intend," "intention" "estimate," "target," "project," "should," "could," "would," "may," "will," "forecast" and other similar expressions are intended to identify forward-looking statements. Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently expected or forecast in such statements and the Company does not intend to and does not assume any obligation to update such forward-looking statements or information, other than as required by applicable law.*

*Forward-looking statements or information involve known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company and its operations to be materially different from those expressed or implied by such statements. Such factors include, among others: access to capital sufficient to sustain the Company as a going-concern, the ability to finance exploration and/or mine development, fluctuations in the price of gold, uranium, lithium, base metals and other commodities, fluctuations in the currency markets (particularly the Canadian dollar and U.S. dollar); changes in national and local governments, legislation, taxation, controls, regulations and political or economic developments in Canada; legal and/or litigation matters that may exist or arise, operating or technical difficulties and results in mineral exploration, development and mining activities; risks and hazards of mineral exploration, development and mining (including environmental hazards, industrial accidents, unusual or unexpected geological conditions); inadequate insurance or inability altogether to obtain insurance; availability of and costs associated with mining inputs and labour (including, without limitation, the impact of inflation); the speculative nature of mineral exploration and development, diminishing quantities or grades of mineral reserves if any projects are ultimately mined; risks in obtaining necessary licenses and permits, and challenges to the Company's title to properties.*

*Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements or information, there may be other factors that cause results to be materially different from those anticipated, described, estimated, assessed, or intended. There can be no assurance that any forward-looking statements or information will prove to be accurate as actual results and future events could differ materially from those anticipated in such statements or information.*

*As a result of the foregoing, readers should not place undue reliance on forward-looking statements or information.*