



MANAGEMENT'S DISCUSSION & ANALYSIS
For the year ended October 31, 2025

Introduction

The following management's discussion and analysis ("MD&A") of the operations, results, and financial position of Kermode Resources Ltd. (the "Company" or "Kermode") should be read in conjunction with the Company's audited consolidated financial statements for the years ended October 31, 2025 and 2024 and the notes thereto.

The referenced consolidated financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS"). All amounts are expressed in Canadian dollars unless otherwise indicated. This MD&A is dated February 24, 2026.

Business Description

Kermode has continued its efforts to date with a sole business objective to identify, evaluate and explore mineral properties having high potential for the discovery of economic mineral deposits. The Company is a publicly traded company without any substantive operations, and thus, has realized no significant mining revenues to date. Kermode has a year end of October 31 and was incorporated under the laws of the Province of Alberta and was subsequently continued into British Columbia.

The Company is primarily engaged in the business of acquiring, exploring, and transacting in mineral exploration properties located in Canada, and accordingly has no revenue from any of its properties to date. The Company's common shares trade on the TSX Venture Exchange (the TSX-V") under the trading symbol "KLM".

On March 12, 2025, the Company acquired all of the issued and outstanding shares of 1521158 B.C. Ltd. by issuance of 15,000,000 common shares. The Company also paid \$10,205 in transaction costs.

On October 6, 2025, the Company and the optionors of the Beaton Gold, Mt. Sicker and Tamahi projects in British Columbia agreed to mutually terminate the respective option agreements with immediate effect. The board of directors has also decided that it does not intend to further advance the Lucky Strike project in British Columbia, and has abandoned the effort to transfer these claims to Kermode which continue to be registered in the name of the prospector, or the Company's existing mining concessions in Thunder Bay, Ontario, which are expected to lapse to the Crown in January 2026. On October 31, 2025, the Company recognized an impairment of its Thunder Bay property which was set to lapse in January 2026. The Company recorded an impairment of \$85,205 on this asset.

The mining exploration business has a disproportionate effect on the cash needs of Kermode. To function with the capital-intensive nature of mining exploration and development, management has developed a business strategy focused on early-stage exploration opportunities where the prospecting partners get large incentives through property options and shares-for-services agreements. This strategy has entailed a significant increase in share issuance relative to prior years, and an increase in exploration activity. The strategy has not yielded any return in terms of selling a project to another party.

Forward-Looking Information

This MD&A contains certain forward-looking statements and information relating to the Company that are based on the beliefs of its management as well as assumptions made by and information currently available to the Company as of the reporting period under this disclosure. When used in this document, the words "anticipate", "believe", "estimate", "expect", "significant" and similar expressions, as they relate to the Company or its management are intended to identify forward-looking statements. This MD&A contains forward-looking statements relating to, among other things, regulatory compliance, the sufficiency of

current working capital, the estimated costs and availability of funding for the continued exploration and development of the Company's exploration properties. Such statements reflect the current views of the Company with respect to future events and are subject to certain risks, uncertainties and assumptions. Many factors could cause the actual results, performance or achievement of the Company to be materially different from any future results, performance or achievements that may be expressed or implied by such forward-looking statements.

Mineral Projects and Exploration Highlights

The following is a description of the properties for which the Company has ceased the agreements:

1) Thunder Bay, Ontario

On March 12, 2025, the Company entered into an agreement to acquire a 100% interest in the Thunder Bay Property through the acquisition of 100% of the common shares of a privately held company that owns the property (Note 4).

The Company issued 15,000,000 common shares (issued at a value of \$75,000); and paid other transaction costs of \$10,205 related to acquiring the privately held company.

The board of directors has decided that it does not intend to further advance the Company's existing mining concessions in Thunder Bay, Ontario, which are expected to lapse to the Crown in January 2026.

1) Beaton Gold (formerly Black Panther), British Columbia

On August 10, 2023, the Company entered into an option agreement to acquire a 100% interest in the Black Panther project on Vancouver Island, British Columbia. On September 17, 2024, the Company amended the agreement reducing the size of exploration claims, changing the members of the vendor group, and changing the project name to Beaton Gold. The changes were approved by the TSX-V on October 1, 2024.

To complete the acquisition, the Company is required to issue 4,800,000 common shares as follows:

- a. 1,200,000 common shares on the Effective Date (issued August 11, 2023, valued at \$120,000);
- b. an additional 1,200,000 Shares on or before 12 months following the Effective Date (extension received by vendors);
- c. an additional 1,200,000 Shares on or before 24 months following the Effective Date;
- d. an additional 1,200,000 Shares on or before 36 months following the Effective Date;

The property was subject to a Net Smelter Return royalty ("NSR") of 3% with a \$6,000,000 buy-down and a Sale Participation Right of 30% of gross proceeds received by the Company from any future sale of disposition of any interest in the property in the next ten years. The NSR has been changed to 1% with a \$1,000,000 buy-down, and the Sale Participation Right has been removed.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$158,318 to operations. The Company decided to terminate this property purchase option agreement without further liability or obligation.

2) Lucky Strike, British Columbia

On July 20, 2022, the Company entered into an option agreement to acquire a 100% interest in the Lucky Strike Copper project in British Columbia.

The Company completed the option exercise on July 24, 2024. To exercise the option, the Company issued 900,000 common shares valued at \$135,000 in fiscal 2022, 900,000 common shares valued at \$90,000 in fiscal 2023 and 900,000 common shares value at \$9,000 on July 24, 2024. The Project land position covers 2,739 hectares. There are no work commitments for the Company. There shall be a 2% “Net Smelter Return Royalty” payable to the vendor group, where each one percent can be bought down for \$1,000,000.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$303,110 to operations. The Company decided to terminate this property purchase option agreement without further liability or obligation.

3) Mt. Sicker, British Columbia

On October 25, 2023, the Company entered into the option agreement to acquire a 100% interest in the Mt. Sicker project located in British Columbia.

To complete the acquisition, the Company is required to pay \$210,000 and issue 20,000,000 common shares as follows:

Timing	Cash	Securities	Exploration or Other Work Commitments
Exchange Approval	\$Nil	Nil	\$Nil
Year 1	\$Nil	2,500,000	\$Nil
Year 2	\$10,000	2,000,000	\$Nil
Year 3	\$20,000	2,500,000	\$Nil
Year 4	\$30,000	3,000,000	\$Nil
Year 5	\$50,000	4,000,000	\$Nil
Year 6	\$100,000	6,000,000	\$Nil
Total	\$210,000	20,000,000	\$Nil

Pursuant to the option agreement, the Company issued 2,500,000 common shares valued at \$25,000 on October 4, 2024.

The property is subject to a NSR of 2% with a \$1,000,000 buy-down and a Sale Participation Right of 5% of gross proceeds received by the Company from any future sale or disposition of any interest in the property in the next ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$233,040 to operations. The Company decided to terminate this property purchase option agreement without further liability or obligation.

4) Tamahi Project, British Columbia

On July 21, 2025, the Company entered into the option agreement to acquire a 100% interest in the Tamahi project located in British Columbia.

To complete the acquisition, the Company is required to pay \$210,000 and issue 20,000,000 common shares as follows:

	Timing	Cash	Securities	Exploration or Other Work Commitments
Year 5		\$100,000	-	\$250,000
Total		\$100,000	-	\$250,000

The property is subject to an NSR of 1% which is subject to buyback for \$1,000,000.

During the year ended October 31, 2025, the Company decided to terminate this property purchase option agreement without further liability or obligation.

5) Vigh Graphite Project, British Columbia

On December 7, 2023, the Company entered into an option agreement to acquire a 100% interest in the Vigh Graphite project comprised of mineral claims located in British Columbia. Pursuant to the option agreement, the Company issued 1,500,000 common shares valued at \$30,000 based on the closing price of the Company's stock on the TSX-V on the date of issuance. To exercise the option, the Company must issue an additional 1,500,000 common shares within 36 months of closing. The property is subject to a NSR of 5% of which 3% is subject to a \$3,000,000 buy-down and a Sale Participation Right of 10% of gross proceeds received by the Company from any future sale of disposition of any interest in the property in the next ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$30,300 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

6) Eastgate BC Project, British Columbia

On June 22, 2023, the Company entered into an option to acquire a 100% interest in the Eastgate project located in British Columbia.

On February 16, 2024, the deal terms for the Eastgate BC property were amended, such that to earn a 100% interest in the project, the Company assigned the vendors a NSR of 1% with a \$1,000,000 buy-down and a Sale Participation Right of 60% of gross proceeds received by the Company from any future sale of disposition of any interest in the property for a period of ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$2,443 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

7) Khrysos & Silver Bell Project, British Columbia

On, May 26, 2023, the Company entered into an option agreement with Aurum Vena Mineral Resources Corp. to acquire a 100% interest in the Khrysos and Silver Bell projects located in British Columbia. On May 26, 2023, the Company issued 1,500,000 common shares valued at \$150,000 and is required to issue an additional 1,500,000 on or before May 2028. The property is subject to a Sale Participation Right of

10% of gross proceeds received by the Company from any future sale or disposition of any interest in the property in the next ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$181,628 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

8) Lightning Peak Project, British Columbia

On February 20, 2024, the Company entered into letter of intent to acquire the Lightning Peak Project in British Columbia. On June 12, 2024, the Company entered into an option agreement to acquire a 100% interest in the Lightning Peak Project comprised of mineral claims located in British Columbia. The option agreement has an initial term of one year. There are no share payments under the option agreement, and there are no spending requirements.

The property is subject to a Sale Participation Right of 55% of gross proceeds received by the Company from any future sale or disposition of any interest in the property in the next ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$347 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

9) Santa Anna Project, British Columbia

On September 20, 2023, entered into an option agreement to acquire a 100% interest in the Santa Anna project in British Columbia.

Pursuant to the option agreement, the Company issued 2,100,000 common shares valued at \$210,000 on September 20, 2023. To exercise the option, the Company must issue an additional 2,800,000 common shares within 24 months and 3,500,000 common shares within 60 months of closing.

The property is subject to a NSR of 2% with a \$3,500,000 buy-down and a Sale Participation Right of 7% of gross proceeds received by the Company from any future sale or disposition of any interest in the property in the next ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$236,306 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

10) Slesse Creek Project, British Columbia

On June 22, 2023, the Company entered into an option agreement to acquire a 100% interest in the Slesse Creek project located in British Columbia.

Pursuant to the option agreement, the Company issued 400,000 common shares valued at \$40,000 in fiscal 2023 and 400,000 common shares valued at \$4,000 on July 24, 2024. To exercise the option, an additional 900,000 common shares must be issued within 24 months of closing.

The property is subject to a NSR of 1% with a \$1,000,000 buy-down and a Sale Participation Right of 10% of gross proceeds received by the Company from any future sale or disposition of any interest in the property in the next ten years.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$78,268 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

11) Trio, British Columbia

On July 24, 2023, the Company entered into an option agreement to acquire a 100% interest in the Silverbell Trio project located on Vancouver Island, British Columbia. On August 27, 2024, the Company changed the terms of the property option agreement as below.

To earn a 100% interest in the project, the Company assigned the vendors a NSR of 2% with a \$2,000,000 buy-down and a Sale Participation Right of 30% thirty percent of gross proceeds received by the Company from any future sale or disposition of any interest in the property in the next ten years. In addition, the Company must make a cash payment of \$150,000 any time in the next 10 years payable equally to the vendors.

During the year ended October 31, 2025, the Company decided not to proceed with this property and recorded an impairment to charge exploration and evaluation costs of \$32,699 to operations. The Company decided to abandon this property purchase option agreement because it was unable to finance further exploration work on the project.

Corporate Highlights

On November 5, 2024, the Company announced it satisfied the shares for services agreement with its CFO Malaspina Consultants Inc. The Company issued 250,000 shares of the Company for a share price of \$0.01 per share for services valued at \$2,500.

On November 5, 2024, the Company announced it has issued 4,549,863 common shares issued valued at \$45,499 in settlement of charges pursuant to shares-for-services agreements with exploration services providers.

On December 10, 2024, the Company announced Ryan Hounjet to its board of directors and replaces Tek Manhas.

On December 12, 2024, the Company announced that Amar Purewal has joined its board of directors and replaces Roger Lewis.

On December 31, 2024, the Company announced that Stephan Wall has joined its board of directors and replaced Maxime Lepine.

On April 4, 2025, the Company settled debts of \$60,000 owing to creditors of the Company through the issuance of an aggregate of 6,000,000 common shares at a price of \$0.01 per Share.

On February 13, 2025, the Company announced Mr. Leon Ho has been appointed as CFO and Corporate Secretary. Mr. Ho replaced Matthew Anderson as the CFO and Corporate Secretary of the Company.

On March 7, 2025, the Company announced it has issued 2,061,133 common shares issued valued at \$20,611 in settlement of charges pursuant to shares-for-services agreements with exploration services providers.

On March 12, 2025, the Company entered into an arm's length share exchange agreement with 1521158 B.C. Ltd. ("1521") and the shareholders of 1521 (the "Vendors") to acquire all of the issued and outstanding shares of 1521. 1521 owns a 100% interest in and to 25 claims in the Thunder Bay Mining Division in Ontario. Pursuant to the agreement, the Company issued 15,000,000 common shares of the Company as consideration to the shareholders of 1521.

Furthermore, on March 12, 2025, the Company issued a corporate update that reflects ongoing changes to the strategic priorities. In the news release, the Company clarifies that all shares issued by the Company in connection with its acquisition of 1521158 B.C. Ltd., announced this morning, are subject to an Exchange Hold Period (as defined in the policies of the TSX Venture Exchange), expiring four months and one day from issuance; 2. the Company announces that its shares-for-services agreement, previously announced October 24, 2024, with 802213 Alberta Ltd. has been cancelled. No shares were issued pursuant to this agreement; 3. the Company announces that its shares-for-services agreement, previously announced on October 24, 2024, with William Morris-Nelson has been cancelled. No shares were issued pursuant to this agreement; and 4. the Company announces that its investor relations agreement, previously announced August 27, 2024, with Jake Tiley was cancelled in October 2024 and the 1,000,000 stock options previously awarded to Mr. Tiley were cancelled in connection therewith.

On May 22, 2025, the Company announced Ms. Laurie Thomas to its board of directors. On June 12, 2025, Ms. Laurie Thomas resigns from the board.

On June 17, 2025, the Company announced the completion of the first tranche of its non-brokered private placement. The Company issued 1,900,000 units at a price of \$0.01 per Unit for gross process of \$19,000. Each unit consists of 1 common share of the Company and 1 common share purchase warrant. Each warrant is exercisable to acquire one common share at a price of \$0.05 per warrant share for a period of 60 months to June 17, 2030.

On August 29, 2025, the Company announced Carlo Rigillo as its Chief Executive Officer, Director and Chairman of the Company and that Fraser Hartley has been appointed Director of the Company. To create vacancy of the appointments, Peter Bell has resigned as Chief Executive Officer and Chairman of the Company and Tek Manhas and Maxime Lepine have resigned as Directors of the Company. Mr. Bell will continue to be the Chief Financial Officer and Director of the Company.

On September 2, 2025, the Company announced it has initiated a review of strategic alternatives to maximize shareholder value.

Further information on the Company's projects, applicable resource updates and related news releases are available under the Company's SEDAR+ profile at www.sedarplus.ca.

Results of Operations

Twelve months ended October 31, 2025

During the twelve months ended October 31, 2025, the Company reported a net and comprehensive loss of \$1,405,617 or \$0.02 loss per share (2024 - \$490,335 or \$0.01 loss per share).

Significant expenses during the period ended October 31, 2025, include the following

- director fees of \$35,000 (2024 - \$Nil) due to compensation for services provided by former directors during the current period.
- management fees of \$nil (2024 - \$80,000) decreased due to the absence of fees from the former CFO during the current period.
- Professional fees of \$239,670 (2024 - \$80,357) increased due to legal and audit services rendered during the current period along with consultants helping to advise the board during the strategic review.
- Share-based compensation of \$3,857 (2024 - \$60,046) decreased due to no options granted during the current period and the recording of the fair value on the brokers' warrants issued as part of the non-brokered private placement.
- Write-down of exploration and evaluation assets of \$1,341,664 (2024 - \$224,795) for properties that the Company decided not to advance with its acquisition.

Three months ended October 31, 2025

During the three months ended October 31, 2025, the Company reported a net loss of \$569,890 or \$0.01 loss per share (2024 - \$275,775 or \$0.00 loss per share).

Significant expenses during the period ended October 31, 2025, include the following

- management fees of (\$30,000) (2024 - \$18,667) the recover of management fees is due to the waiver of debt from existing officers of the Company.
- Professional fees of \$127,879 (2024 - \$25,005) increased due to legal and audit services rendered during the current period along with consultants helping to advise the board during the strategic review.
- Write-down of exploration and evaluation assets of \$779,673 (2024 - \$224,795) for properties that the Company decided not to advance with its acquisition.

Kermode continued to execute the business strategy outlined in the Business Description section above. This strategy includes using shares-for-service agreements to cover spending on mining exploration activities and corporate overhead costs.

Quarterly Information

The following table sets forth selected financial information from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being the three months ended October 31, 2025. No cash dividends were declared in any of the reported periods.

	Oct 31, 2025	Jul 31, 2025	Apr 30, 2025	Jan 31, 2025
	\$	\$	\$	\$
Total Assets	39,152	793,060	759,810	882,993
Exploration and Evaluation Assets	-	767,630	742,488	868,651
Working Capital (Deficiency)	(328,094)	(512,130)	(466,920)	(406,319)
Shareholders' Equity	328,094	260,500	280,568	462,332
Revenues	Nil	Nil	Nil	Nil
Net Loss	(569,890)	(57,772)	(339,213)	(438,742)

	Oct 31, 2024	Jul 31, 2024	Apr 30, 2024	Jan 31, 2024
	\$	\$	\$	\$
Total Assets	1,198,178	1,322,778	1,269,696	1,209,796
Exploration and Evaluation Assets	1,169,522	1,295,265	1,249,186	1,194,826
Working Capital (Deficiency)	(318,466)	(293,519)	(282,737)	(304,214)
Shareholders' Equity	851,056	1,001,746	966,449	890,612
Revenues	Nil	Nil	Nil	Nil
Net Loss	(273,775)	(85,541)	(76,020)	(54,999)

Kermode has no revenue or operating income. There is no significant seasonality to the business.

The factors that have caused variations over the quarters necessary to understand general trends that have developed over time concern the Company's strategy for business development.

For example, Kermode has entered property purchase option agreements with prospectors rather than staking claims directly itself. This business strategy choice has caused Kermode to issue relatively large numbers of shares to option claims rather than pay relatively small amounts of cash to stake claims. The reason for this choice is management's pursuit of opportunities to work with prospectors who can provide exploration services on their own projects for Kermode on a turn-key basis entirely paid in shares. As Kermode continues to do such deals with these prospectors, the "Total Assets" reported has generally increased quarter-quarter. Also, the "Exploration and Evaluation Assets" has also increased and the Shareholders' Deficiency has also increased.

The changes in quarterly net loss from one period to another were also impacted by the timing of recognition of share-based payment expense as well as the timing and quantum of recognition of impairment losses on the exploration and evaluation assets.

Share Capital

twelve months ended October 31, 2025

During the twelve months ended October 31, 2025, the Company:

- issued 250,000 common shares valued at \$2,500 pursuant to shares-for-services agreements with the former CFO. The fair value of the common shares was based on the market value at the time of issuance.
- issued 6,610,996 common shares valued at \$66,110 pursuant to shares-for-services agreements with an exploration services provider. The fair value of the common shares was based on the market value at the time of issuance.
- issued 15,000,000 common shares valued at \$75,000 for acquisition of 1521158 BC Ltd.
- issued 6,000,000 common shares valued at \$60,000 in settlement of debts owing to a consultant and former directors of the Company.
- Issued 1,900,000 common shares valued at \$19,000 pursuant to a non-brokered private placement. No finders' fees were paid in connection with private placement.

Liquidity and Capital Resources

These consolidated financial statements have been prepared on a going-concern basis with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The Company has incurred losses since inception and expects to incur further losses in the development of its business. On October 31, 2025, the Company had a working capital deficit of \$328,094 (October 31, 2024 - \$318,466) and at that date, the Company also had an accumulated deficit of \$12,461,464 (October 31, 2024 - \$11,055,847) which has been funded primarily by the issuance of equity. The Company has financed its operations to date primarily through the issuance of common shares. The Company will continue to seek capital through the issuance of common shares

As at October 31, 2025, the Company had a cash of \$36,684 (October 31, 2024 - \$5,056) available to settle current liabilities of \$367,246 (October 31, 2024 - \$347,122) and a current working capital deficit \$328,094 (October 31, 2024 - \$318,466).

The Company's ability to continue as a going concern is dependent upon its ability to obtain the necessary financing to meet its general operating expenses and to continue to explore its mineral properties. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. These factors may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business. The financial statements do not reflect the adjustments to the carrying values of the assets and liabilities, the reported expenses and the statements of financial position classifications that would be necessary should the Company be unable to continue as a going concern. Such adjustments could be material.

The discovery, development and acquisition of mineral properties are unpredictable events. Future metal prices, the success of exploration programs and other property transactions can have a significant impact on capital requirements. The Company does not expect to receive significant income from any of its properties within the foreseeable future. Should the Company decide to further develop any of its properties, the Company may fund its capital requirements by arranging further equity financing, issuing long-term debt, selling royalties, arranging joint ventures with other companies, or through a combination of the

above. The Company may also consider the sale of certain non-core properties in order to raise additional capital.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

Kermode has no proposed transactions at this time.

Transactions with Related Parties

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the Company's Board of Directors and corporate officers. The Company had the following transactions with key management personnel during the years ended October 31, 2025 and 2024:

	October 31, 2025	October 31, 2024
	\$	\$
Director fees:		
1344748 BC Ltd. (Ryan Hounjet), CEO and Director	12,500	-
A Purewal Development and Consulting Ltd. (Amar Purewal), Director	12,500	-
Cask Marketing Inc. (Stephen Wall), Director	10,000	-
Management fees:	-	
Peter Bell, CEO	-	60,000
NewCrest Consulting (Andrew Low), former CFO	-	20,000
Professional fees:		
Malaspina Consultants Inc. (Matt Anderson), former CFO	27,730	48,590
Leon Ho, CFO	12,000	-
Share-based compensation to Management & Directors	3,857	23,512
	78,587	152,102

During the year ended October 31, 2025, the Company:

- i) incurred \$35,000 (2024 - \$Nil) in director fees including the following: \$12,500 (2024 - \$Nil) to a company controlled by a former director, Ryan Hounjet; \$12,500 (2024 - \$Nil) to a company controlled by a former director, Amar Purewal, and \$10,000 (2024 - \$Nil) to a company controlled by a former director, Stephen Wall.
- ii) incurred \$30,000 (2024 - \$80,000) in management fees including the following: \$30,000 (2024 - \$60,000) to the CEO, Peter Bell, and \$Nil (2024 - \$20,000) to the former CFO, Andrew Low.
- iii) incurred \$39,730 (2024 - \$48,590) of professional fees including the following: \$27,730 (2024 - \$27,730) to a company where the former CFO, Matt Anderson, is a shareholder, and \$12,000 (2024 - \$6,000) to current CFO Leon Ho.

Accounts payable and accrued liabilities as of October 31, 2025 include \$342,246 (October 31, 2024 - \$173,720) owed to companies controlled by directors of the Company, and former officers and directors, including Neil Briggs, Donald Moore, John Famy, Andrew Low, Peter Bell, Playfair Mining, Ricardo Ho, Leon Ho and Shoni Bernard and a company, Malaspina Consultants Inc., where a former officer, Matt Anderson, is a shareholder. These amounts are unsecured, non-interest bearing and have no fixed terms of repayment.

Advances payable as of October 31, 2025 of \$Nil (October 31, 2024 - \$29,808) are due to a company with common former directors. The amount is due to Wasco Management Ltd., a company owned by Kathleen Mitchell, the spouse of former officer and director Donald Moore. The amount owed was written off during the year ended October 31, 2025 as a result of these liabilities being statute barred by the limitation periods of British Columbia.

During the year ended October 31, 2025, the Company settled debts of \$20,000 through the issuance of an aggregate of 2,000,000 common shares owing to companies owned by former directors of the Company as follows: Cask Marketing Inc. controlled by Stephen Wall, A Purewal Developments and Consulting Ltd. controlled by Amar Purewal, and 1344748 B.C. Ltd. controlled by Ryan Hounjet.

During the year ended October 31, 2025, the Company received loans of \$25,000, which was from companies controlled by a former director as follows: \$25,000 due to 1344748 B.C. Ltd. controlled by Ryan Hounjet. The amount is non-interest bearing, unsecured with no specified terms of repayment.

During the year ended October 31, 2025, the Company issued 250,000 common shares valued at \$2,500 pursuant to shares-for-services agreement with a company, Malaspina Consultants Inc., in which the former CFO Matt Anderson have a controlling interest.

Subsequent Events

On January 21, 2026, the Company announced, subject to disinterested shareholder approval, it will voluntarily delist (the “Delisting”) its common shares from the TSX Venture Exchange (the “TSXV”).

The Company also announced that the proposed debt settlements of \$49,776 with former directors and officers has not been approved by the TSXV. The Company intends to proceed with the proposed debt settlements should the Delisting be approved by the Company’s shareholders and the Board of Directors determine it in the best interests of the Company.

The Company further confirms that the proposed debt settlement announced on September 16, 2025 with an arm’s length creditor has been approved by the TSXV and the Company has issued 10,000,000 common shares at a price of \$0.01 per common share to settle \$100,000 in amounts owing by the Company.

Critical Accounting Estimates

Please refer to the consolidated financial statements for the years ended October 31, 2025 on www.sedarplus.ca for critical accounting estimates.

Financial Instruments and Other Instruments

The Company’s financial assets and liabilities are cash, receivables, advances payable and accounts payable and accrued liabilities. The fair values of these financial instruments are estimated to be their carrying values due to their short-term nature. Unless otherwise noted, it is management’s opinion that the Company

is not exposed to significant interest, currency or credit risks arising from the financial instruments. The fair value of these financial instruments approximates their carrying value due to their short-term maturity.

Outstanding Share Data

As of February 24, 2026, the Company had the following outstanding:

91,242,966 common shares

5,440,300 warrants outstanding at this time.

Disclosure Controls and Procedures

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the financial statements for the years ended October 31, 2025 and this accompanying MD&A (together, the "Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

For further information, and other information relating to the Company, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with its Filings on SEDAR+ at www.sedarplus.ca.

Risks

The Company is engaged in the exploration, development and exploitation of mineral resources for base metals, precious metals, industrial minerals and diamonds. The properties of the Company are without a known body of commercial ore. The exploration programs undertaken and proposed constitute an exploratory search and there is no assurance that the Company will be successful in its search. The business of exploring for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. Major expenses may be required to establish ore reserves, to develop metallurgical processes, and to construct mining and processing facilities at a particular site. It is impossible to ensure that the current exploration programs planned by the Company will result in a profitable commercial mining operation. The amounts shown as property acquisition costs represent acquisition and holding cost, less amounts written off, and do not necessarily represent present or future values.

Acquisition of rights to the mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has investigated the title to all of the properties for which it holds concessions or in respect of which it has a right to earn an interest, the Company cannot give any assurance that title to such properties will not be challenged or impugned. The Company's properties may be subject to prior unregistered agreements or transfers and title may be affected by undetected defects or governmental actions. The Company can never be certain that it or its option partners will have valid title to its mineral properties. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify, and transfers under foreign law are often complex.

The Company does not carry title insurance on its properties. A successful claim that the Company or its option partner does not have title to a property could cause the Company to lose its rights to that property, perhaps without compensation for its prior expenditures relating to the property. The occurrence of any such event could have a material adverse effect on the Company and its prospects.

The Company requires licenses and permits from various governmental authorities to carry out exploration and development of its projects. Obtaining permits can be a complex, time consuming process. There can be no assurance that the Company will be able to obtain the necessary licences and permits on acceptable terms, in a timely manner or at all. The costs and delays associated with obtaining permits and complying with these permits and applicable laws and regulations could stop or materially delay or restrict the Company from continuing or proceeding with existing or future operations or projects. Any failure to comply with permits and applicable laws and regulations, even if inadvertent, could result in the interruption or closure of operations or material fines, penalties or other liabilities. In addition, the requirements applicable to sustain existing permits and licenses may change or become more stringent over time and there is no assurance that the Company will have the resources or expertise to meet its obligations under such licenses and permits.

The Company has experienced losses in operations in prior years and has an accumulated deficit position. The Company expects to incur losses for the foreseeable future. The continuation of the Company's operations is subject to its ability to continue to be able to raise funding to support its operations. While the Company has been successful to date in raising funding there is no guarantee that it will continue to do so in the future.

The profitability of the Company's operations, if ever established, will be dependent upon the market price of mineral commodities. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, sales of copper, gold and silver by central banks, forward sales by producers, production, industrial and jewellery demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are in turn influenced by changes in international investment patterns, monetary systems and political developments. The prices of mineral commodities have fluctuated widely in recent years. Current and future price declines could cause commercial production to be impracticable. The Company's revenues and earnings also could be affected by the prices of other commodities such as fuel and other consumable items, although to a lesser extent than by the price of copper, gold, silver or molybdenum. The prices of these commodities are affected by numerous factors beyond the Company's control.

The Company is dependent upon share issuances to provide the funding necessary to meet its general operating expenses and will require additional financing to continue to explore its mineral properties. Issuances of additional securities will result in dilution of the equity interests of the Company's shareholders. The Company may issue additional common shares in the future as further capital is required and on the exercise of outstanding options or other convertible securities issued from time to time. Sales or issuances of substantial amounts of additional securities, or the availability of such securities for sale, could adversely affect the market prices for the Company's securities. A decline in the market prices of securities of the Company could impair the Company's ability to raise additional capital through the sale of new common shares should it desire to do so. In addition, if additional common shares or securities convertible into common shares are sold or issued, such sales or issuances may substantially dilute the equity interests of the Company's holders of common shares.

Certain directors and officers of the Company are or may become associated with other natural resource companies which may give rise to conflicts of interest. In accordance with the Business Corporations Act (British Columbia), a director or senior officer who has a material interest in a contract or transaction or a proposed contract or transaction that is material to the Company, or a director or senior officer who is a director or senior officer of, or has a material interest in, a person who has a material interest in the contract or transaction, is required, subject to certain exceptions, to disclose that interest and generally abstain from voting on any resolution to approve the contract or transaction. In addition, the directors and the officers are

required to act honestly and in good faith with a view to the best interests of the Company. However, circumstances (including with respect to future corporate opportunities) may arise which are resolved in a manner that is unfavourable to the Company. Further, the non-management directors of the Company have either other full-time employment or other business or time restrictions placed on them and accordingly, the Company will not be the only business enterprise of these persons and these persons will not devote all of their time to the business and affairs of the Company.

The Company is also subject to regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

Companies in all industries, including the mining industry, are subject to legal claims from time to time, some of which have merit and others of which do not. Defence and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, the resolution of any particular legal proceeding to which the Company may become subject could have a material effect on the Company's financial position, results of operations or the Company's property development.

Companies in all industries, including the mining industry, are susceptible to cyber risk. The Company's primary operational exposure to cyber risk is with respect to proprietary geological, geochemical and exploration data and related models. The Company, similar to companies in all industries, is exposed to common place cyber risks such as, but not necessarily limited to, phishing, spam, fraudulent attacks, denial of service attacks, data loss , data theft, data corruption. The Company outsources its IT management to IT professionals who implement, among other controls and mitigation strategies, system access and authentication controls, transactional authentication, ssystem aactivity logging, audit trails, "exception" handling, on-prem and off-prem backup and storage of the Company's data.

Other

The economic uncertainties around persistent inflation pressure, geopolitical and other global factors have the potential to slow growth in the global economy. Future developments in these challenging areas could impact on the Company's results and financial condition and the full extent of that impact remains unknown.