

ROCHESTER RESOURCES LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED NOVEMBER 30, 2025

This discussion and analysis of financial position and results of operation is prepared as at January 29, 2026 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the six months ended November 30, 2025 of Rochester Resources Ltd. ("Rochester" or the "Company"). The following disclosure and associated financial statements are presented in accordance with IFRS Accounting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

Forward-Looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of the securities markets for junior resource companies may render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via www.sedarplus.ca and readers are urged to review these materials.

Company Overview and Going Concern

The Company is a junior natural resource company engaged in the exploration and development of the Mina Real and San Francisco Projects located in Mexico. The Company holds 100% undivided interests in the Mina Real and San Francisco Properties.

As at November 30, 2025, the Company had a working capital deficit of \$39,594,080 however excluding amounts due to directors and affiliates, the deficit is \$14,360,322. The Company has been unable to make all concession payments when due and, as at November 30, 2025, has unpaid government concession payments and related carrying charges totalling \$6,708,410 (included in accounts payable and accrued liabilities). The Company is also in the process of resolving a dispute resulting from government audits and, as a result has relied on advances from its Chairman and CEO, as described in "Related Party Disclosures". The Company's ongoing operations are dependent on extracting mineralized material from the Mina Real and San Francisco properties and therefore, on the Company's ability to preserve its interest in the underlying mineral property interests. In the immediate term the Company's ability to continue as a going concern is dependent on the market prices of gold and silver, its ability to continue improving its operations to generate positive operating cash flow on a consistent basis, the continued financial support of its directors, shareholders and creditors and from the sale of additional common shares or other equity or debt instruments. The Company has taken steps to improve operating results (see "Property Update"). See also "Contingent Liabilities and Commitments".

The Company is a reporting issuer in British Columbia, Alberta and Saskatchewan and trades on the TSX Venture Exchange ("TSXV") under the symbol "RCT", the Frankfurt Stock Exchange Open Market under the trading Symbol

“R5IA” and on the Pink OTC Markets under the symbol “RCTFF”. The Company’s head office is located at #1305 - 1090 West Georgia Street, Vancouver, British Columbia, V6E 3V7.

Property Update

The Company holds a 100% interest in Mina Real Mexico SA de CV which holds the Mina Real and San Francisco gold and silver properties located in the state of Nayarit, Mexico, east of the state capital city of Tepic. The Mina Real Property consists of 11 mining concessions and one mineral claim encompassing a total area of 21,367.42 hectares. The San Francisco Property consists of twelve mining concessions encompassing 18,125.05 hectares.

The terrain on the properties is rugged and steep with deeply incised valleys. Elevations range from 800 to 1,600 meters above sea level. The climate is sub-tropical and characterized by a dry and a wet season.

At present there is no Canadian Institute of Mining, Metallurgy and Petroleum (“CIM”) or National Instrument (“NI”) 43-101 compliant Resources or Reserves for the Mina Real Property or the San Francisco Property.

In 2007, the Mina Real processing plant began treating mineralized material from the Estanzuela Unit, with additional material from the San Francisco Unit since 2014. As of the date of this MD&A substantially all material is coming from the San Francisco Unit. The plant employs a conventional cyanidation process, including crushing, grinding, and chemical treatment. Historically, the mineralized material processed has contained high levels of manganese, which has negatively impacted silver production. The plant modifications to increase silver production, which commenced in October 2024 have now been completed and the modifications made are positively impacting silver recovery. See also “Operations - Plant Area Upgrades”.

The Company has conducted mining operations without defined mineral resources and the production decision was not based on a feasibility study of mineral reserves that has demonstrated technical or economic viability.

Operations

A mining study to establish the technical feasibility and economic viability of the Mina Real Property has not been completed nor does the project host a mineral resource. As a result there is increased uncertainty and risk of economic and technical failure.

Mill operating statistics for the three months ended November 30, 2025 (“Q2”), the three months ended August 31, 2025 (“Q1”) the six months (accumulated) ended November 30, 2025 (the “2025 Period) and the six months (accumulated) ended November 30, 2024 (the “2024 Period”) are provided in the table below:

RESULTS	Q2 (Sep 1/25 - Nov 30/25)	Q1 (Jun 1/25 - Aug 31/25)	2025 Period (Jun 1/25 - Nov 30/25)	2024 Period (Jun 1/24 - Nov 30/24)
Tonnes Processed	8,748 tonnes	10,008 tonnes	18,756 tonnes	23,241 tonnes
Gold Grade	1.61 g/t	1.55 g/t	1.58 g/t	1.44 g/t
Silver Grade	265.20 g/t	264.34 g/t	264.74 g/t	205.55 g/t
Gold Recovery	99.47 %	99.51 %	99.61 %	96.94 %
Silver Recovery	68.05 %	63.10 %	65.17 %	51.87 %
Gold Produced	452 ounces	496 ounces	948 ounces	1044 ounces
Gold Sold	444.97 ounces	489.91 ounces	933.88 ounces	1,028.04 ounces
Silver Produced	50,758 ounces	53,675 ounces	104,432 ounces	80,019 ounces
Silver Sold	49,235 ounces	52,065 ounces	101,300 ounces	77,619 ounces
Gold Equivalent Produced	1,059.54 ounces	1,091.74 ounces	2,151.28 ounces	2,012 ounces
Developed Meters	514 meters	509 meters	1,023 meters	573.4 meters
Samples Taken	3,439 samples	3,188 samples	6,627 samples	6,240 samples
Diamond Drilling Meters	0 meters	0 meters	0 meters	852 meters
Access Road Kilometers	0 kilometers	0 kilometers	0 kilometers	0 kilometers

Q2 Compared to Q1

Production of gold during Q2 was 8.9% lower than Q1 (452 ounces compared to 496 ounces) and silver production was 5.4% lower than Q1 (50,758 ounces compared to 53,675 ounces) resulting in the gold equivalent produced being 2.9% lower than Q1 (1,060 ounces compared to 1,092 ounces). The decreases during Q2 are the result of a 1,260 tonne

decrease in tonnes processed during Q2 compared to Q1 (8,748 compared to 10,008). The decrease in tonnes processed was the result of lower milling due to the 6' X 5' mill not being in operation since early October 2025.

Though not part of the process upgrade, in October 2025, repair work was started on the 6' X 5' mill. From an initial investigation, it became evident that repair of the mill would take far longer than acquisition of a replacement mill. The Company sourced and acquired a used 6' X 6' mill. This replacement ball mill was transported to the site, rebuilt and installed. The installation began the first week of December 2025. The replacement ball mill was commissioned and began operating in late December 2025.

The grades and recoveries of both gold and silver fluctuate dependent upon which part the majority of the mineralized material processed is transported from.

2025 Period Compared to 2024 Period

The gold equivalent produced during the 2025 period was 2,151 ounces as compared to 2,012 ounces during the 2024 period an increase of 139 ounces. The increase is a result of the combined higher grades and recoveries of both gold and silver during the 2025 period partially offset by a 4,485 tonne decrease in materials processed due to outage of the 6' X5' mill since early October 2025.

Plant Area Upgrades

Historically, mineralized material processed has contained high levels of manganese, which has negatively impacted silver recovery and, therefore, production. In the first quarter of calendar 2024, the Company identified a process utilizing certain reagents that could improve recoveries of silver and gold. Pilot testing was conducted, which confirmed that recoveries could be increased. In October 2024, the Company began making the necessary plant modifications to increase recoveries.

The complete plant modifications are projected to cost approximately US \$3,000,000. The implementation will occur in stages, and by the end of quarter 1 of fiscal 2026, the initial phase, costing approximately US \$1,532,000 had been completed. This initial funding was provided by Company Chairman, Eduardo Luna, as to US \$960,000, alongside DNN Investments Ltd. ("DNN"), a company affiliated with Company CEO, Nick DeMare, as to \$572,235. The balance of the funding needed to complete the plant modifications fully will come from operations, and the changes will be phased in; however, additional funding may be required.

As of August 31, 2025, the first phase of work was completed, and the plant modifications made are fully functioning. Since September 2025 through December 2025, silver recoveries averaged 66.2% and gold recoveries were 99.55%. These recoveries compare to 45% for silver and 95 % for gold, before the use of the new process.

The plant modification debt bears interest at 24%. This interest rate was approved by the independent directors on February 14, 2025. The detailed debt repayment terms remain to be finalized and, initially, will be made on an ad hoc basis determined by available cash flow. During the quarter ended November 30, 2025, a total of US \$120,000 was repaid by the Company and there have been no further payments.

Drifting

The allocation for drifting amongst areas during each of Q2, Q1, the 2025 period and the 2024 period is as follows:

Area	Q2		Q1		2025 Period		2024 Period	
	meters	%	meters	%	Meters	%	Meters	%
Tajos Cuates	0	0%	0	0%	0	0%	0	0%
Florida NW	0	0%	0	0%	0	0%	0	0%
Florida SE Project	0	0%	0	0%	0	0%	0	0%
Florida IV	40	8%	18	3%	58	6%	0	0%
San Francisco Project	474	92%	491	97%	965	94%	573	100%
TOTAL DRIFTING	514	100%	509	100%	1,023	100%	573	100%

Distribution of the development during each of Q2, Q1, the 2025 period and the 2024 period, by activity, is as follows:

Type of Drifting	Q2		Q1		2025 Period		2024 Period	
	meters	%	meters	%	Meters	%	Meters	%
Exploration	244	47%	261	51%	505	50%	171	30%
Stope Preparation	119	23%	120	24%	239	23%	298	52%
Capex Drilling	151	30%	128	25%	279	27%	104	18%
TOTAL DRIFTING	514	100%	509	100%	1,023	100%	573	100%

Exploration and Development Activities

The Company has ongoing exploration and development programs at the Mina Real and San Francisco Properties to identify additional mineralized material that would provide mill feed for operations. Most recently, the Company has hired an additional mining contractor whose area of focus is to work on Mina Real properties. The objective is to increase the tonnes processed. The new contractor is just establishing operations, and increases in tonnage processed have yet to begin in a meaningful manner. During the quarter ended November 30, 2025 only 510 tonnes came from the Mina Real properties.

In addition, 1,200 meters of underground diamond drilling (DDD) is planned at the San Francisco mine to confirm existence of mineralized material below an elevation of 1,400 meters above sea level, which corresponds to 150 meters below the currently producing blocks of the Cholita and Agua Negra zones. This activity was initially planned for Q2 of fiscal 2026 but work has been deferred. Prior to initiating this underground drilling program the Company needs to upgrade the electrical grid to ensure the required power is available, currently anticipated to be in June 2026.

The Company is benefiting from current prices of gold and silver and needs to ensure sufficient tonnage of mineralized material is delivered to the mill and processed. To date the improvement in operating results is mainly due to commodity price increases.

Selected Financial Data

The following selected financial information is derived from the unaudited condensed consolidated interim financial statements of the Company.

Three Month Period Ending	Fiscal 2026		Fiscal 2025				Fiscal 2024	
	Nov 30/25 \$	Aug 31/25 \$	May 31/25 \$	Feb 28/25 \$	Nov 30/24 \$	Aug 31/24 \$	May 31/24 \$	Feb 29/24 \$
Operations:								
Revenues	5,444,855	4,736,087	3,563,199	3,134,337	3,197,053	3,394,231	3,272,538	2,287,944
Cost of sales	(4,649,604)	(4,020,168)	(3,416,387)	(3,386,215)	(3,658,963)	(3,436,328)	(3,677,868)	(3,034,141)
Depletion and amortization	(147,590)	(98,998)	(138,222)	(123,226)	(125,032)	(119,790)	(117,815)	(133,570)
Provision for site restoration	(41,491)	(40,020)	(29,474)	(29,216)	(28,857)	(30,951)	(33,063)	(32,198)
(Expenses) income, excluding impairment	(1,473,514)	(1,316,566)	(216,959)	(1,583,793)	(627,667)	1,793,297	(645,902)	(928,202)
Impairment of exploration and evaluation assets	(42,935)	(103,462)	(203,884)	(103,378)	(39,847)	(103,030)	(401,355)	(104,612)
Comprehensive (loss) income	(910,279)	(843,127)	(441,727)	(2,091,491)	(1,283,313)	1,497,429	(1,603,465)	(1,944,779)
Basic and diluted (loss) income per share	(0.02)	(0.02)	(0.01)	(0.04)	(0.03)	0.03	(0.02)	(0.04)
Statement of Financial Position:								
Working capital (deficit)	(39,594,080)	(38,681,974)	(37,609,399)	(13,188,525)	(13,564,803)	(12,441,470)	(14,048,480)	(12,875,142)
Total assets	11,308,411	9,891,547	8,355,401	7,133,626	6,461,088	5,017,945	5,640,393	5,566,821
Total non-current liabilities	(2,270,286)	(2,227,275)	(2,178,463)	(25,011,512)	(22,263,621)	(21,550,810)	(21,500,105)	(21,149,446)

Results of Operations

Fluctuation in the Company's comprehensive loss / income for each quarter is influenced mainly by the Company's income (or loss) from operations. Income from operations is mainly affected by the amount of materials processed, the grade of the materials processed and the ability to recovery both silver and gold from the material in addition to fluctuating commodity prices. The Company's expenses and cash requirements will fluctuate from quarter to quarter depending on the level of activity and, therefore, lack some degree of comparability.

Three Months Ended November 30, 2025 (“Q2/26”) Compared to Three Months November 30, 2025 (“Q2/25”)

During Q2/26 the Company reported a comprehensive loss of \$910,279 compared to comprehensive loss of \$1,283,313 for Q2/25, a fluctuation of, \$373,034. The fluctuation was mainly due to:

- (i) an operating loss of \$615,799 during Q2/25 compared to operating income of \$606,170 in Q2/26; and
- (ii) a \$702,285 fluctuation in foreign exchange, from a foreign exchange loss of \$94,503 in Q2/25 to a foreign exchange loss of \$796,788 in Q2/26; and

Six Months Ended November 30, 2025 Compared to Six Months Ended November 30, 2024

During the six months ended November 30, 2025 (the “2025 period”) the Company recorded comprehensive loss of \$1,753,406 compared to a comprehensive income of \$214,116 for the six months ended November 30, 2024 (the “2024 period”), a fluctuation of \$1,967,522. During the 2025 period the Company recorded a foreign exchange loss of \$1,403,644 compared to gain of \$2,119,697 in the 2024 period for a fluctuation of \$3,523,341. The foreign exchange fluctuation was offset by the recognition of operating income of \$1,183,071 in the 2025 period compared to an operating loss of \$808,637 in the 2024 period.

Production

During the 2025 period the Company sold 1,835 gold equivalent ounces and realized revenues of \$5,548 per gold equivalent ounce as compared to the sale of 1,967 gold equivalent ounces and realized revenues of \$3,351 per gold equivalent ounce during the 2024 period.

The Company’s cost of operations per gold equivalent ounce sold during the 2025 period was \$4,725 as compared to \$3,607 during the 2024 period.

Direct operating cost of sales for the 2025 and 2024 period comprise the following:

	2025 \$	2024 \$
Mine costs	3,708,595	2,572,049
Mill costs	2,294,310	2,061,938
Service department costs	<u>2,666,867</u>	<u>2,461,304</u>
	<u>8,669,772</u>	<u>7,095,291</u>

General and administrative expenses of \$608,106 were reported for the 2025 period compared to \$480,171 during the 2024 period, an increase of \$127,935. A summary of expenses are as follows:

	2025 \$	2024 \$
Accounting and administrative	28,850	33,920
Audit	79,250	77,000
Director and officer compensation	168,697	99,615
Legal	11,136	8,691
Office	126,125	79,683
Professional fees	8,166	121
Regulatory fees	6,317	6,317
Salaries and benefits	157,603	163,359
Shareholder costs	3,447	1,085
Transfer agent fees	6,400	2,676
Travel	<u>12,115</u>	<u>7,704</u>
	<u>608,106</u>	<u>480,171</u>

Exploration and Evaluation Assets

During the 2025 period the Company incurred \$146,397 (2024 - \$142,877) additions on exploration and evaluation assets for the Santa Fe property, mainly due to ongoing monthly fees of US \$10,000 to the 30% concession owners

and annual mineral concession payments until the concession is returned to the owners. As at November 20, 2025 US \$290,000 remained unpaid. On December 12, 2025 the Company made a payment of US \$120,000.

Property, Plant and Equipment

	Mineral Properties \$	Land \$	Buildings \$	Mill and Mine Equipment \$	Construction in Progress \$	Total \$
Cost:						
Balance, May 31, 2024	33,934,944	2,692,313	3,566,241	7,778,434	-	47,971,932
Additions	-	-	-	70,952	1,721,566	1,792,518
ARO revision	-	-	-	-	322,009	322,009
Balance, May 31, 2025	33,934,944	2,692,313	3,566,241	7,849,386	2,043,575	50,086,459
Additions	-	-	-	147,136	299,544	446,680
Transfer	-	-	-	2,343,119	(2,343,119)	-
Disposal	-	-	-	(6,539)	-	(6,539)
Balance, November 30, 2025	<u>33,934,944</u>	<u>2,692,313</u>	<u>3,566,241</u>	<u>10,333,102</u>	<u>-</u>	<u>50,526,600</u>
Accumulated depletion and amortization:						
Balance, May 31, 2024	(33,934,944)	(2,692,313)	(3,275,345)	(6,991,524)	-	(46,894,126)
Depletion and amortization	-	-	(48,377)	(285,295)	-	(333,672)
Balance, May 31, 2025	(33,934,944)	(2,692,313)	(3,323,722)	(7,276,819)	-	(47,227,798)
Depletion and amortization	-	-	(24,188)	(118,224)	-	(142,412)
Balance, November 30, 2025	<u>(33,934,944)</u>	<u>(2,692,313)</u>	<u>(3,347,910)</u>	<u>(7,395,043)</u>	<u>-</u>	<u>(47,370,210)</u>
Carrying value:						
Balance, May 31, 2025	<u>-</u>	<u>-</u>	<u>242,519</u>	<u>572,567</u>	<u>2,043,575</u>	<u>2,858,661</u>
Balance, November 30, 2025	<u>-</u>	<u>-</u>	<u>218,331</u>	<u>2,938,059</u>	<u>-</u>	<u>3,156,390</u>

Development and production activities conducted during the 2025 period are described in “Property Update” in this MD&A.

Financings

During the 2025 and 2024 periods the Company did not complete any equity financings.

Financial Condition / Capital Resources

As at November 30, 2025, the Company had a working capital deficit of \$39,594,080 however excluding amounts due to directors and affiliates, the deficit is \$14,360,322. The Company’s ongoing operations are dependent on extracting mineralized material from the Mina Real property and, therefore, on the Company’s ability to preserve its interest in the underlying mineral property interests. In the immediate term, the Company’s ability to continue as a going concern is dependent upon its ability to improve its operations to generate positive operating cash flow from the Mina Real property on a consistent basis, to raise additional capital to fund its ongoing business operations and exploration projects and repay indebtedness as they come due. Additional capital may be sought from existing shareholders and creditors and from the sale of additional common shares or other equity or debt instruments. There is no assurance such additional capital will be available to the Company on acceptable terms or at all. In the longer term, the Company’s ability to continue as a going concern will be dependent upon the discovery of economically recoverable reserves and the achievement of profitable operations. The Company has now completed the initial phase of its plant modification project to improve silver recoveries, as described in “Operations - Plant Area Upgrades”. Whether the Company can generate positive cash flow on a consistent basis and, ultimately, achieve profitability is uncertain. These uncertainties cast significant doubt upon the Company’s ability to continue as a going concern.

The Company has been involved in an ongoing dispute on the Santa Fe property. As of November 30, 2025 the Company has recorded US \$290,000 in current liabilities of estimated amounts payable and amounts in dispute.

See also “Contingent Liabilities and Commitments”.

Off-Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Proposed Transactions

The Company has no proposed transactions.

Changes in Accounting Policies

There are no changes in accounting policies. A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2025 audited annual consolidated financial statements.

Related Party Disclosures

A number of key management personnel, or their related parties, hold positions in other entities that result in them having control or significant influence over the financial or operating policies of those entities. Certain of these entities transacted with the Company during the reporting period.

(a) *Transactions with Key Management Personnel*

The Company considers its key management to consist of the Company's Chairman (Mr. Eduardo Luna) the Chief Executive Officer ("CEO") (Mr. Nick DeMare) and the Chief Financial Officer ("CFO") (Mr. Jose Manuel Silva). During the 2025 and 2024 periods the following amounts were incurred:

	2025 \$	2024 \$
Professional fees - Mr. DeMare	33,240	22,740
Professional fees - Mr. Luna	90,000	45,000
Professional fees - Mr. Silva	12,457	12,375
	<u>135,697</u>	<u>80,115</u>

As at November 30, 2025 \$1,519,884 (May 31, 2025 - \$1,390,977) remained unpaid.

(b) *Transactions with Other Related Parties*

(i) During 2025 and 2024 periods the following amounts were incurred with respect to non-management directors (Marc Cernovitch, Joseph Keane and Michael Magrum) and the Corporate Secretary (Harvey Lim) of the Company:

	2025 \$	2024 \$
Professional fees - Mr. Cernovitch	9,000	4,500
Professional fees - Mr. Keane	9,000	4,500
Professional fees - Mr. Magrum	9,000	4,500
Professional fees - Mr. Lim	6,000	6,000
	<u>33,000</u>	<u>19,500</u>

As at November 30, 2025 \$301,500 (May 31, 2025 - \$272,500) remained unpaid.

(ii) During the 2025 period the Company incurred a total of \$28,850 (2024 - \$33,920) to Chase Management Ltd. ("Chase"), a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare's services. As at November 30, 2025 \$4,100 (May 31, 2025 - \$3,500) remained unpaid.

- (c) The Company has received ongoing advances which bear interest at a rate of 9% per annum and the advances are due on demand. As at November 30, 2025 \$888,372 (May 31, 2025 - \$881,121) of principal is due to Mr. Luna and \$75,766 (May 31, 2025 - \$74,568) is due to a private corporation controlled by Mr. DeMare.
- (d) The Company has received ongoing advances which bear interest at a rate of 12% per annum and the advances are due on demand. As at November 30, 2025 \$3,788,460 (May 31, 2025 - \$3,845,175) of principal is due to Mr. Luna and \$82,095 (May 31, 2025 - \$31,771) is due to a private corporation controlled by Mr. DeMare.
- (e) Principal amounts under a secured debenture financing (the “Debentures”) are subject to a monthly interest charge equivalent to \$12.67 multiplied by the greater of: (a) the monthly production of mineralized material from the Company’s San Francisco Property, and (b) the average monthly production of mineralized material from the San Francisco Property, provided, however, that the monthly interest has a minimum monthly payment based on 6.4% per annum and a maximum payment based on 20% per annum. As at November 30, 2025 Mr. Luna holds \$202,000 (May 31, 2025 - \$202,000) of the Debentures are due on demand.
- (f) Indebtedness of \$3,631,000 is secured by the assets of the Company and interest is calculated at 9% per annum. As at November 30, 2025 \$1,296,812 (May 31, 2025 - \$1,296,812) of principal and \$1,529,241 (May 31, 2025 - \$1,470,725) of accrued interest was owed to a private corporation associated with Mr. DeMare and is due on demand.
- (g) The Company has received ongoing advances from its Chairman and a shareholder to provide funding to implement an upgrade to its mill and plant facility. The advances bear interest at a rate of 24% per annum and are due on demand. As at November 30, 2025 \$1,224,560 (May 31, 2025 - \$1,320,768) of principal is due to Mr. Luna.
- (h) See also “Financial Condition / Capital Resources”.

Contingent Liability and Commitments

- (a) From time to time the Company becomes involved in various claims and litigation, including various governmental audits, as part of the normal course of operations. The Company continues to work with legal counsel to review and respond to the reassessment and, as at November 30, 2025, has accrued a provision of \$750,000 (May 31, 2025 - \$750,000). The Company has pledged the Mexican office building with an assessed value of \$690,000 and has paid a cash deposit of \$210,000 related to the ongoing litigation with the Mexican state of Nayarit’s Secretary of Administration and Finance.
- (b) The Company has only made partial government concession payments and accrued carrying charges on its concessions. As at November 30, 2025 \$6,708,410 (May 31, 2025 - \$5,834,430) of government concession payments remained unpaid and are included in accounts payable and accrued liabilities.

Risks and Uncertainties

The Company advises that it did not base its production decision on a feasibility study of mineral reserves, demonstrating economic and technical viability, and, as a result, there may be an increased uncertainty of achieving any particular level of recovery of minerals or the cost of such recovery, including increased risks associated with developing a commercially mineable deposit. Historically, projects which proceed without a feasibility study have a much higher risk of economic and technical failure.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

The Company is in compliance in all material regulations applicable to its exploration activities. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays in the activities of the Company, the extent of which cannot be predicted. Before production can commence on any properties, the Company must obtain regulatory and environmental approvals. There is no

assurance that such approvals can be obtained on a timely basis or at all. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations.

The Company's activities are conducted in Mexico. Consequently, the Company is subject to certain risks, including currency fluctuations and possible political or economic instability which may result in the impairment or loss of mining title or other mineral rights, and mineral exploration and mining activities may be affected in varying degrees by political stability and governmental regulations relating to the mining industry.

Outstanding Share Data

The Company's authorized share capital is unlimited common shares without par value. As at January 29, 2026, there were 47,794,125 issued and outstanding common shares and share options to acquire 4,064,000 common shares of the Company at an exercise price of \$0.05 per common share on or before February 21, 2029.