Date: February 26, 2026

Introduction

This Management's Discussion and Analysis ("**MD&A**") provides a discussion and analysis of the financial condition and results of the operations of Emerita Resources Corp. (individually or collectively with its subsidiaries, as applicable, "**Emerita**" or the "**Company**"), to enable a reader to assess material changes in the financial condition and results of operations as at and for the three months ended December 31, 2025 and 2024. The MD&A should be read in conjunction with the audited consolidated financial statements as at and for the years ended September 30, 2025 and 2024. All amounts included in the MD&A are expressed in Canadian dollars, unless otherwise specified.

The Company's consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("**IFRS**") as published by the International Accounting Standards Board. Please refer to Note 3 of the annual audited consolidated financial statements as at and for the years ended September 30, 2025 and 2024 for disclosure of the Company's significant accounting policies.

The audit committee of the Company has reviewed this MD&A and the consolidated financial statements for the three months ended December 31, 2025 and 2024 and the Company's Board of Directors approved these documents prior to their release.

This MD&A has been prepared with reference to the MD&A disclosure requirements established under National Instrument 51-102 - *Continuous Disclosure Obligations* as implemented by the Ontario Securities Commission. Additional information about the Company may be found under the Company's profile on SEDAR+ at www.sedarplus.ca.

Scientific and Technical Information

The scientific and technical contents of this MD&A have been reviewed and approved by Mr. Joaquin Merino-Marquez, P.Geo., President of the Company and a Qualified Person under National Instrument 43-101 ("**NI 43-101**"). As the President of the Company, Mr. Merino-Marquez is not considered independent.

Description of Business and Company Strategy

Emerita is a publicly traded Canadian exploration and development company listed on the TSX Venture Exchange ("**TSXV**") and OTCQX Venture Market. The Company is engaged in the acquisition, exploration and development of mineral properties with a primary focus on exploring in Spain. Exploration is conducted through the Company's wholly owned Spanish subsidiary, Emerita Resources Espana S.L. ("**Emerita Espana**").

The Company currently has four exploration properties in Spain, which are described in detail below under the sections entitled, "Mineral Exploration Properties". Presently, the primary focus of the Company's activities is on its projects in the Iberian Pyrite Belt in southern Spain.

Mineral Exploration Properties

Mineral Exploration Properties – Spain

The Company has interests in two exploration properties which are material to the Company and properties which the Company is actively exploring; (i) Iberian Belt West Project ("**IBW**" or the "**Project**"), which comprises three polymetallic deposits from east to west: La Infanta, El Cura, and La Romanera located in Huelva Province in southwestern Spain; Infanta Sur- a contiguous tenement that was granted an exploration permit on March 9, 2023 by the Ministry of Industrial Policy and Energy of Huelva, Andalusia which adds an additional 848.0 hectares to IBW for exploration and expires on March 9, 2026; San Antonio

(formerly Ontario) – a contiguous tenement that was granted an exploration permit on February 6, 2025 by the Ministry of Industrial Policy and Energy of Huelva, Andalusia and is valid until February 6, 2028 which adds an additional 5,573.23 hectares to the IBW project, resulting in a total project area of 7,967.31 hectares; and (ii) Nuevo Tintillo, located in Seville Province adjacent to the past producing Aznalcollar Mine property and presently producing Rio Tinto Mine, which comprises 6,874.2 hectares. The Nuevo Tintillo exploration permit is in the process of being renewed for another 3 years. The renewal is expected to be completed by March 31, 2026. Both the Infanta Sur and Ontario permits are subject to renewal upon their expiry dates. The Company has two other properties which are not material to the Company, being Sierra Alta, located in the Asturias region in northwestern Spain; and Plaza Norte, located in Cantabria, Northern Spain. The Company does not intend on doing any additional exploration work on these two properties.

In addition, the Company has submitted applications to the authorities in Huelva province to secure an additional 307 claims in the area of the IBW Project, comprising approximately an additional 9,300 hectares. The applications are in process as of the date of this MD&A.

Iberian Belt West Project Description

The IBW Project is hosted within the renowned Iberian Pyrite Belt, one of the most productive volcanogenic massive sulphide terrains in the world (see Figure 1). The IBW Project encompasses three polymetallic deposits. From east to west: La Infanta, El Cura, and La Romanera. The area has a long history of mining activity that dates back as far as Roman times. Previous exploration of the deposits was conducted by major companies including Asturiana, RTZ and Phelps Dodge in the 1970's and 1980's. The IBW Project is located in the western part of the belt, adjacent to the border with Portugal, approximately 170km west of Seville and 50km from the port city of Huelva. The Project extends along a strike length of approximately 12km. Access to the IBW Project is excellent via paved and all-weather gravel roads.

On September 1, 2020, Emerita was officially notified through a resolution that it was the winning bidder of the IBW mineral rights in Huelva. The tender resolution was issued by the Provincial Secretary of the Regional Ministry of Industry in Huelva. The resolution declared that Emerita España was the winning bidder of the tender. Emerita España is registered on the Junta de Andalusia official website as the owner of the mineral rights to the IBW Project.

On September 8, 2023, prior to the exploration permit's expiry date, Emerita determined that IBW had sufficient potential to merit an application for an exploitation license. Subsequently, Emerita submitted an application to the "Delegación Territorial de Energía y Minas in Huelva province, Junta de Andalucia" for an exploitation licence (Concesión Derivada de Explotación). On December 1, 2023, the Company submitted all the required documentation to support its application for the exploitation licence. During the time that the application is being reviewed by the Junta, Emerita's rights under its current exploration permit for the IBW project are extended, allowing Emerita to continue with its ongoing exploration program at La Romanera, La Infanta and El Cura deposits at IBW.

In December 2023, the Company initiated the process of obtaining the environmental license (Autorizacion Ambiental Unificada- **"AAU"**). The AAU is required in order to obtain the exploitation license and is evaluated by the Environmental Department of Huelva province. The AAU is a document which determines, for the purposes of environmental protection, the viability of the execution and the conditions under which the actions indicated in the documentation provided must be carried out. It will also include the environmental authorisations and pronouncements that correspond to the competent environmental and water departments. The Company has engaged the services of experienced Spanish environmental consulting companies specializing in preparing the necessary documentation for obtaining the AAU.

On July 31, 2024, the documentation required to obtain the AAU was submitted to the Territorial Delegation of Sustainability, Environment and Economy in Huelva.

In Spain, when an exploitation license is granted, it has a 30-year term and can be extended for two subsequent 30-year periods.

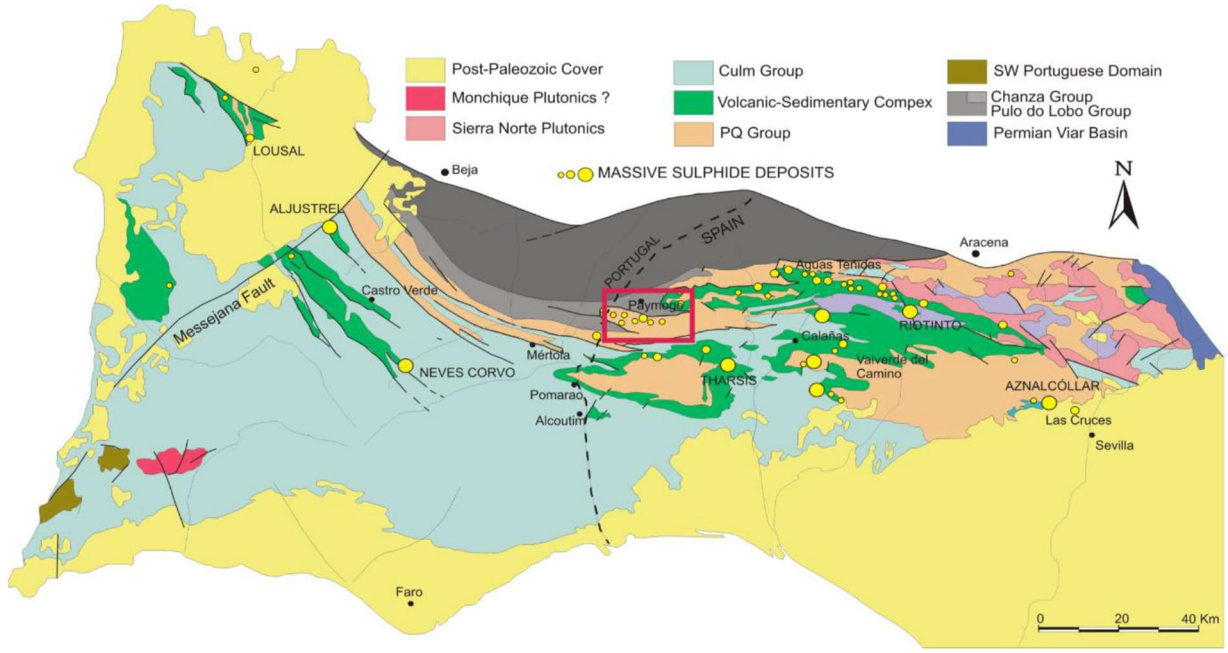

Figure 1: Geological map of the Iberian Pyrite Belt showing the location of Emerita's IBW Project

Drilling by the Company continued throughout 2025 and continues as of the date of this MD&A.

The Company has completed Environmental Baseline Studies at the IBW Project. The objectives of the studies are to gain an understanding of the current natural environment of the site and support further mine development decisions and management plans. The Company engaged the services of specialist Spanish companies with broad experience in Baseline Studies.

IBW Project Resources

On March 17, 2025, the Company announced an updated independent NI 43-101 compliant mineral resource estimate based on 105,554 meters of drilling by the Company comprising 299 drill holes and is hosted in three volcanogenic massive sulphide deposits on the project. Mineral Resource estimation was completed by Wardell Armstrong International Limited (WAI) using drillhole databases and geological models developed by the Emerita geology team and subsequently verified and refined in collaboration with WAI. WAI has considerable experience working with deposits in the Iberian Belt and has completed similar studies for producing operations in the region.

The 2025 MRE for the IBW project is reporting:

- A **Total Indicated MRE** of *18.96Mt grading 2.88% zinc, 1.42% lead, 0.5% copper, 66 g/t silver, and 1.28 g/t gold (8.44% ZnEq or 3.01% CuEq)* ;
- A **Total Inferred MRE** of *6.80Mt grading 3.25% zinc 1.50% lead, 0.73% copper, 56.3 g/t silver, and 0.77 g/t gold (8.72% ZnEq or 3.00% CuEq)* ;
- **La Romanera deposit** contains an **Indicated MRE** of *17.34Mt grading 2.64% zinc, 1.25% lead, 0.43% copper, 65 g/t silver, and 1.34 g/t gold* , with an **Inferred MRE** of *4.13Mt grading 3.08% zinc 1.27 g/t lead, 0.61% copper, 49.7 g/t silver, and 0.82 g/t gold;*

- **La Infanta deposit** contains an **Indicated MRE** of *1.09Mt grading 7.38% zinc, 4.39% lead, 1.08% copper, 94.6 g/t silver, and 0.35 g/t gold* with an **Inferred MRE** of *1.91Mt grading 4.08% zinc, 2.23% lead, 0.66% copper, 74 g/t silver, and 0.38 g/t gold* ; and
- **El Cura deposit** contains an **Indicated MRE** of *0.53Mt grading 1.58% zinc, 0.69% lead, 1.45% copper, 42.9 g/t silver, and 1.41 g/t gold* with an **Inferred MRE** of *0.76Mt grading 2.08% zinc, 0.91% lead, 1.51% copper, 48 g/t silver, and 1.46 g/t gold* .

The updated Mineral Resource Estimate achieves numerous improvements when compared to the previous May 23, 2023 MRE:

- A +35% increase in Total Indicated MRE tonnage and a +44% increase in Total Inferred MRE tonnage;
- Increased gold metal content within the Total Indicated MRE from 629 Koz to 783 Koz, which is an increase of +154 Koz (+24%) with a likewise increase in contained gold within the Total Inferred Resource from 137 Koz to 168 Koz or an increase of +31 Koz (+23%) gold, respectively;
- A maiden MRE being reported for the El Cura deposit, providing copper-rich resources in both reported categories, contributing to +45% increase in contained tonnes of copper in the Total Indicated Resource, and a +90% increase in contained copper in the Total Inferred Resource;
- El Cura's copper-rich profile is complimented by high gold grades as reported above, contributing +24 Koz in the Total Indicated category and +36 Koz in the Total Inferred category; and
- Incorporation of actual metal recoveries derived from continuing metallurgical testwork from each of the IBW deposits providing greater fidelity for the announced resources.

The updated IBW Mineral Resource Estimate reported in this release is tabulated below (Table 1):

Table 1: NI43-101 Compliant Mineral Resource Estimate for the IBW Project La Romanera, La Infanta and El Cura deposits, effective April 30, 2025.

Updated Mineral Resource Estimate for the Iberian Belt West Project									
Deposit	**Class**	**Tonnes**	**Average Grade**					**Metal Equivalent**	
			Zn	**Pb**	**Cu**	**Ag**	**Au**	**ZnEq**	**CuEq**
		Mt	%	%	%	g/t	g/t	%	%
La Romanera	Indicated	17.34	2.64	1.25	0.43	65.0	1.34	7.89	2.86
	Inferred	4.13	3.08	1.27	0.61	49.7	0.82	7.69	2.79
La Infanta	Indicated	1.09	7.38	4.39	1.08	94.6	0.35	16.61	5.42
	Inferred	1.91	4.08	2.23	0.66	74.0	0.38	10.22	3.34
El Cura	Indicated	0.53	1.58	0.69	1.45	42.9	1.41	9.57	3.00
	Inferred	0.76	2.08	0.91	1.51	48.0	1.46	10.47	3.28
IBW Project	**Indicated**	**18.96**	**2.88**	**1.42**	**0.50**	**66.0**	**1.28**	**8.44**	**3.01**
	Inferred	**6.80**	**3.25**	**1.50**	**0.73**	**56.3**	**0.77**	**8.72**	**3.00**

(Table 1 continued…)

Deposit	Class	Tonnes	Contained Metal				
			Zn	Pb	Cu	Ag	Au
		Mt	Kt	Kt	Kt	Koz	Koz
La Romanera	Indicated	17.34	458	217	75	36,216	747
	Inferred	4.13	127	52	25	6,589	109
La Infanta	Indicated	1.09	80	48	12	3,311	12
	Inferred	1.91	78	42	13	4,542	23
El Cura	Indicated	0.53	8	4	8	735	24
	Inferred	0.76	16	7	12	1,180	36
IBW Project	**Indicated**	**18.96**	**547**	**269**	**94**	**40,263**	**783**
	Inferred	**6.80**	**221**	**102**	**49**	**12,311**	**168**

**Notes:*

1. Mineral Resources are classified according to the CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines (CIM, 2014);

2. The effective date of the Mineral Resource estimate is February 26, 2025;

3. Mineral Resources are reported at a cut-off grade of 3.0% zinc equivalent (ZnEq) for La Romanera and La Infanta, and 0.9% copper equivalent (CuEq) for El Cura. Cut-off grades are based on metal price, metallurgical recovery and preliminary operating cost assumptions (total mining, processing and G&A cost of US$76.6/t, for underground mining and two stage mineral processing using selective copper-lead-zinc flotation and a post-flotation process);

4. Block equivalent grade calculations use factors based upon metal prices and metallurgical recoveries where:

*a. La Romanera ZnEq = ((Zn*28.93)+(Pb*12.01)+(Cu*79.80)+(Ag*0.64)+(Au*45.34)/32))/0.904;*

*b. La Infanta ZnEq = ((Zn*28.83)+(Pb*18.01)+(Cu*88.35)+(Ag*0.77)+(Au*56.51)/32))/0.901;*

*c. El Cura CuEq = ((Zn*27.39)+(Pb*0)+(Cu*87.40)+(Ag*0.65)+(Au*45.34)/95))/0.92);*

5. Metal price assumptions used in the equivalent grade calculations are US$3,200/t Zn, US$2,300/t Pb, US$9,500/t Cu, US$25/oz Ag and US$2,200/oz Au;

6. Metallurgical recovery assumptions based on available testwork results used in the equivalent grade calculations are:

a. 90.4% Zn, 52.2% Pb, 84% Cu, 80.1% Ag and 64.1% Au for La Romanera;

b. 90.1% Zn, 78.3% Pb, 93% Cu, 95.6% Ag and 79.9% Au for La Infanta; and

c. 85.6% Zn, 0% Pb, 92% Cu, 80.6% Ag and 64.1% Au for El Cura;

7. All blocks less than the reporting cut-off grades when diluted over a 3m minimum mining width were excluded from the Mineral Resources;

8. Only primary sulphide mineralisation is included in the Mineral Resources;

9. Metal grade and content are reported in-situ and have not been adjusted for metallurgical recovery or mining dilution;

10. Mineral Resources are not Reserves until they have demonstrated economic viability based on a pre-feasibility study or feasibility study;

11. Numbers may not add due to rounding; and

12. The Qualified Person for the Iberian Belt West Project Mineral Resource estimate is Frank Browning, MSci, MSc, PGCert, FGS, CGeol of WAI (part of SLR).

The Mineral Resource Estimate was prepared and reported by Frank Browning, Principal Resource Geologist with WAI (part of SLR) in accordance with definitions outlined in CIM Standards on Mineral Resources and Reserves, Definitions and Guidelines (CIM, 2014). Mr. Browning is a Qualified Person as defined by NI 43-101 and undertook site inspections between February 10 to February 12, 2025.

On April 30, 2025, the Technical Report titled "*NI 43-101 Technical Report on the Iberian Belt West Project, Spain*" dated April 14, 2025 and has an effective date of February 26, 2025, was filed on the SEDAR+ website at www.sedarplus.ca.

IBW Metallurgical Testing Program

On May 27, 2025, the Company provided updated results on its metallurgical testing program detailing continuing work using the CLEVR Process™ optimization for La Romanera deposit. The CLEVR Process™ is a post-flotation stage of metallurgical recovery that is being conducted at DUNDEE Sustainable Technologies' laboratories. A total of 18 optimization tests of the thermal treatment process (pyrolysis and thermal oxidation) were performed during this recent stage of testing. The latest CLEVR Process™ results indicate an improved gold recovery of 81.5% for a 27% improvement relative to previously reported results (17% increase in gold recovery). This represents an important upgrade relative to the 64.1% gold recovery that was used for its most recent NI 43-101 Mineral Resource Estimate ("MRE") based on the available results at the time of estimation (see news release March 17, 2025). Results for the current testing are shown in Table 2 and Figures 3 and 4:

Table 2. Metallurgical recoveries for La Romanera deposit and El Cura deposits using the Two-Stage Process (see text below for details).

POST-FLOTATION OPTIMIZATION UPDATE	Zn %Rec	Cu %Rec	Au %Rec
LA ROMANERA	91.30	87.70	81.50
EL CURA	87.90	92.70	80.80
2025 MRE RECOVERIES			
LA ROMANERA	90.40	84.00	64.10
EL CURA	85.60	92.00	64.10

The La Romanera results reported herein are direct experimental data while El Cura numbers reported in this release are calculated from La Romanera metallurgical test data, based on work indicating that El Cura mineralization has similar metallurgical characteristics to La Romanera.

The Two-Stage CLEVR Process offers several advantages: it allows for the maximization of base metals recoveries (Zn, Cu) and precious metals recoveries (Au, Ag), while minimizing waste products. CLEVR is a non-cyanide leaching gold process that the Company has been exploring, with DUNDEE Sustainable Technologies Inc. ("DST") engaged in the commercialization of environment-friendly technologies for the treatment of materials in the mining industry. Emerita's vision for the IBW Project is a mining project that adheres to the highest environmental standards should it reach a production decision.

The optimization tests confirm a 97.8% reduction in sulfide content and a 90% removal of arsenic. This is an important benefit as it could reduce the potential environmental footprint of the operation by reducing the waste produced by approximately half and the waste will not be acid generating.

Additionally, five acid leaching tests were carried out under various conditions for copper and zinc recovery, demonstrating recoveries of 80% for both copper and zinc from La Romanera flotation tailings. These results confirm and slightly improve upon those reported in the initial test work and the latest MRE (see news releases March 17, 2025, December 20, 2024). Seven CLEVR Process™ ("CLEVR") optimization

tests were conducted, focusing on maximizing solids concentration, reaction time, and reagent consumption (with a 50% reduction in reagent use). Six out of seven tests showed gold recoveries close to or above 78%.

Emerita has completed two prior phases of metallurgical testing for the IBW project. Both Phases I and II were carried out by Wardell Armstrong International Laboratories in the U.K. Additionally, the Company commissioned SRK Consulting to provide metallurgical oversight for the Company to ensure the test program was completed to the highest standard.

Emerita continues to evaluate several other metallurgical processes and results of these ongoing tests are expected to be received throughout 2026.

IBW Project Exploration and Development Activities

In 2023, the Company submitted all the required documentation (the "**Supporting Documentation**") to support its application to the "Delegación Territorial de Energía y Minas in Huelva province, Junta de Andalucia" for an exploitation licence for the IBW Project. The application was submitted through its wholly-owned Spanish subsidiary, Emerita Resources España S.L.U. The Supporting Documentation includes all (i) technical aspects for mining and processing at the IBW Project, as well as associated infrastructure, equipment and tailings storage facilities in order to build and operate a mine; and (ii) a restoration plan. The Exploitation Licence application and Supporting Documentation contains all necessary technical aspects of the Project necessary to receive the appropriate approvals from the Spanish authorities. This technical document is not prepared in compliance with NI 43-101 and, consequently, economics for the Project cannot be disclosed at this time. The Company is currently in the process of working with SLR Consulting to complete a NI 43-101 compliant prefeasibility study expected to be conclude in Q2-2026. The Exploitation Licence in Spain, when granted, has a 30-year term and can be extended for two subsequent 30-year periods.

On January 31, 2024, the Company announced its initial drill results from it's Phase 1 exploration drilling at El Cura deposit commenced in Q4-2023. Results from 7 drillholes were reported from drillholes EC002, EC003B, and EC004 to EC007. The Phase 1 program identified massive sulfides locally sheared at or near to the contact between volcaniclastic rocks and shales. This host environment is very similar to La Romanera deposit located to the west of El Cura. Intercepts spacing ranged between 175m and 250m. Although coarsely spaced, five holes of six cut significant mineralization over approximately 400m of strike. The westernmost hole of the campaign, EC007, was the highest grade in copper showing 2.2m at 2.9% Cu, 2.3% Pb, 4.6% Zn, 2.8 g/t Au, and 82.5 g/t Ag. Gold values ranged from 0.42 g/t Au to 2.8 g/t Au. Mineralization was encountered from at varying depths from surface ranging between 89.3 meters (EC007) to 387.9 meters (EC005).

On April 22, 2024, the Company provided an update on the metallurgical testing program and outlined preliminary test results. The results indicated that commercial grade concentrates can be produced from IBW using traditional methods at recoveries similar to other operations in the Iberian Pyrite Belt. Completed tests to that date returned zinc concentrates grading 52.4% Zn with Project average zinc recovery of 84%. Tests on La Romanera deposit returned Zn concentrate grade of 49.3% Zn at 85% recovery and tests of La Infanta deposit returned 60% Zn concentrate grade with 81% Zn recovery. Copper focused tests of La Romanera (0.67% Cu head grade) and La Infanta deposits (0.86% Cu head grade) showed that commercial grade copper concentrates of 22.26% Cu and 24.87% Cu with 69.4% and 51.69% copper recoveries, respectively, can be produced. On June 11, 2024, the Company finalized these results as Phase I metallurgical testing results on its wholly owned Iberian Belt West Project. Phase I demonstrates that the IBW Project shows excellent averages, 85.6% Zinc recovery, 62% Copper recovery and 59% Lead recovery, obtaining commercial grade concentrates from both deposits. These results, which have been normalised based upon resource head grades, are in line with, and in fact, exceed the metallurgical performance of polymetallic ores presently in production in the Iberian Belt. Copper recoveries improve in

areas of the deposit with higher copper grades. Additional details on this work are provided under the heading "IBW Metallurgical Testing Program" in the "IBW Project Description" section of this MD&A.

On June 25, 2024, diamond drilling results were announced from El Cura deposit area. Drill Hole EC013 intersected 10.6 meters grading 1.7% copper, 0.95 g/t gold and 35.46 g/7 silver at approximately 300 meters vertical depth. Hole EC012 intersected 3.4 meters grading 1.7% copper, 3.09 g/t gold and 49.3 g/t silver. Hole EC008 intersected 2.6 meters grading 1.8% copper, 1.51 g/t gold and 73 g/t silver Mineralization has been intersected from near-surface to approximately 300 meters vertical and appears to be getting thicker at depth. Intercepts are more than 600 meters west of the historic El Cura mine workings.

On July 3, 2024, additional diamond drilling update from El Cura area was announced stating that massive sulphides were intercepted. This announcement was followed up with the release of assay results on August 4, 2024, where it was reported that drillhole EC014 intersected 11.4 m grading 4.3% copper, 48.31 g/t silver and 1.85 g/t gold. Drillhole EC015 intersected 4.6m grading 0.6% copper, 1.2% lead, 2.3% zinc, 33.02 g/t silver and 0.65 g/t gold, including 1.5m grading 0.9% copper, 3.3% lead, 6.4% zinc, 1.52 g/t gold and 67.00 g/t silver. Hole EC015 is located approximately 200 meters east and at shallower depth than EC014. It was noted that mineralization at El Cura occurs as bedded copper-zinc-lead-rich semi-massive to massive sulfides with local overprinting of copper-rich veining that can significantly enrich grade. These results defined a massive sulfide body plunging from near-surface in the vicinity of the historic mine workings downward to the west-southwest. Copper and gold grades are highest in the western extents of the currently defined mineralization, whereas zinc and lead are dominant in the east.

On July 31, 2024, the Company announced that the Junta of Andalusia (the Regional Government of the Autonomous Community of Andalusia) declared via a written resolution that the IBW Project is of strategic interest for Andalusia and granted the Project with the Declaration of Strategic Interest ("**DSI**") status (known in Spanish as "Declaración de Interés Estratégico"). The DSI is designed to streamline the administrative procedures to support economic business initiatives and thus promote investment and the generation and securing of jobs in the Andalusia region. Once it has been granted, the Junta of Andalusia assigns officials from different areas of government to deal with the documents submitted by the Company as a matter of priority. Once a project is screened into this designation, there are firm timelines established for completing documentation and with the assistance of the senior government officials assigned to the project the time required to complete the regulatory process is highly streamlined.

On October 16, 2024, the Company released additional drilling results from El Cura deposit area. Drillhole EC020 intersected 6.5 m grading 1.1% copper, 1.1% lead, 3.1% zinc, 73.35 g/t silver and 1.36 g/t gold. Drillhole EC018 intersected 4.1 m grading 0.3% copper, 0.4% lead, 0.6% zinc, 14.98 g/t silver and 0.36 g/t gold. Drillhole EC019 intersected 0.5 m grading 0.8% copper, 0.3% lead, 1.2% zinc, 21.00 g/t silver and 0.36 g/t gold. This drilling continued to define a lateral extension of a massive sulfide body plunging from near surface of the historic mine workings downward to the west-southwest.

On December 5, 2024, drill results from additional drilling at El Cura were released. Drillhole EC028 intersected 13.15m grading 1.1% Cu, 1.1% Pb, 3.3% Zn, 54.63 g/t Ag and 2.71 g/t Au including 4m grading 1.7% Cu, 0.5% Pb, 2.1% Zn, 60.25 g/t Ag and 3.91 g/t Au. Drillhole EC022 intersected 6.3m grading 0.7% Cu, 0.2% Pb, 0.1% Zn, 29.21 g/t Ag and1.99 g/t Au, including 1.5m grading 1.3% Cu, 0.2% Pb, 0.2% Zn, 42.30 g/t Ag and 3.30 g/t Au. Drillhole EC021 intersected 1.7m grading 0.9% Cu, 2.1% Pb, 4.0% Zn, 68.35 g/t Ag and 2.01 g/t Au. Drillhole EC023 intersected 2.2m grading 0.9% Cu, 0.2% Pb, 0.1% Zn, 56.00 g/t Ag and 1.84 g/t Au. These results demonstrate continuity of El Cura deposit's mineralization down-plunge and to the west and continue to delineate a thicker, high-grade copper-gold-silver zone which remains open at shallow depths below 300 meters vertical. EC028 and EC022 tested the lower depths of El Cura while EC021 and EC023 stepped outward to the west. These results validate the Company's hypothesis of this downward extension.

On December 20, 2024, the Company provided results from its ongoing metallurgical testing program. La Romanera and El Cura deposits are unique in the Iberian pyrite belt in that they have significantly elevated

gold values, and it has been a key objective of the Emerita technical team to develop a process that will maximize the gold recoveries. A two-stage process was identified that provided excellent recoveries; Stage 1 is described as a conventional flotation process to produce 3 sellable concentrates (zinc, lead and copper); Stage 2 is a Post Flotation Process ("**PFP**") - a pyrometallurgical process applied to the residual material after flotation, followed by a leaching process to recover the remaining gold, silver, copper and zinc. There are several common thermal technologies available, (roasting was used in this test) that break down the pyrite and arsenopyrite crystal structures and allow for leaching and recovery of the gold, silver and additional base metals. Stage 2 has demonstrated a particularly positive impact on total estimated gold recoveries for La Romanera mineralization.

On February 13, 2025, the Company released more drill results from the El Cura drilling program. Drillhole EC037 intersected 9.3m grading 1.1% copper, 0.7% lead, 2.1% zinc, 1.2 g/t gold and 34.8 g/t silver, including 2.5m grading 1.7% copper, 0.9% lead, 3.8% zinc, 2.0 g/t gold and 47.3g/t silver; drillhole EC036 intersected 5.2m grading 2.1% copper, 1.3% lead, 2.8% zinc, 1.6 g/t gold and 65.5 g/t silver; drillhole EC034 intersected 1.1m grading 2.2% copper, 2.0% lead, 6.7% zinc, 3.5 g/t gold and 148.2 g/t silver, and finally drillhole EC024 intersected 2.0m grading 0.9% copper, 0.2% lead, 0.3% zinc, 0.9 g/t gold and 17.63 g/t silver. These results extend El Cura deposit's mineralization further west and are also expected to improve the confidence within the central portion of the deposit and achieve spacing for an indicated mineral resource estimate category.

On February 18, 2025, an announcement that the Ministry of Industrial Policy and Energy of Huelva, Andalusia has granted Emerita the exploration permit for the Ontario Property (now referred to as the San Antonio Project).

On March 17, 2025, the Company announced an updated independent NI 43-101 MRE based on 105,554 meters of drilling by the Company comprising 299 drill holes that was completed by Wardell Armstrong International Limited ("**WAI**"). Details of this mineral resource estimate are provided in the preceding section describing the Mineral Resources for the IBW Project.

On April 22, 2025, the Company released drill results contained from El Cura deposit drilling program. These drilling results describe drillhole EC050 having encountered 10.8m grading 4.8% copper, 1.4 g/t gold and 72.6 g/t silver; drillhole EC046 encountering 8.9m grading 1.1% copper, 1.2 g/t gold and 15.5 g/t silver; drillhole EC039 encountering 1.5m grading 1.0% copper, 0.6% lead, 1.9% zinc, 2.0 g/t gold and 38.7 g/t silver; drillhole EC043 encountering 3.7m grading 1.3% copper, 1.6% lead, 2.6% zinc, 0.9 g/t gold and 52.1 g/t silver; and drillhole EC044 intersecting 4.9m grading 1.2% copper, 0.9% lead, 1.3% zinc, 1.0 g/t gold and 26.7 g/t silver. It was reported that the announced results confirm good continuity of grade and width within the deposit.

On April 30, 2025 the Company announced the filing of the accompanying Technical Report for the 2025 Mineral Resource Estimate titled "NI 43-101 Technical Report on the Iberian Belt West Project, Spain" dated April 14, 2025. The report has an effective date of February 26, 2025, and has been filed under the Company's corporate profile on the SEDAR+ website at www.sedarplus.ca.

On May 27, 2025 the Company provided updated results on its metallurgical testing program detailing continuing work using the CLEVR Process™ optimization for La Romanera deposit. The CLEVR Process™ is a post-flotation stage of metallurgical recovery that is being conducted at DUNDEE Sustainable Technologies' laboratories. The announcement outlines that 18 optimization tests of the thermal treatment process (pyrolysis and thermal oxidation) were performed during this recent stage of testing. The latest CLEVR Process™ results indicate an improved gold recovery of 81.5% for a 27% improvement relative to previously reported results (17% increase in gold recovery). This represents an important upgrade relative to the 64.1% gold recovery that was used for its most recent NI 43-101 MRE based on the available results at the time of estimation (see news release March 17, 2025). These results are described with greater detail in the preceding section titled "IBW Metallurgical Testing Program."

On July 14, 2025 further drill results for El Cura were announced. Drillhole EC051 encountered 6.9m grading 0.4% copper, 0.5% lead, 0.2% zinc, 1.23 g/t gold and 28.06 g/t silver, including a 3.9m interval grading 0.5% copper, 0.8% lead, 0.3% zinc, 1.75 g/t gold and 41.35 g/t silver; drillhole EC053 encountered 3.1m grading 0.9% copper, 1.3% lead, 1.1% zinc, 1.33 g/t gold and 53.46 g/t silver; drillhole EC056 encountered a 3.0m grading 0.6% copper, 1.7% lead, 3.0% zinc, 1.79 g/t gold and 69.19 g/t silver. Of the reported holes, EC051, -053, and -056 are deeper holes, that tested the central area of the deposit at depth, below previous drilling. These drillholes intersected mineralization at depths0f 383m below surface (EC051); 363m below surface (EC053); and 366m below surface (EC056). EC052 encountered a fault zone at the expected target zone, leading to poor core recovery in that section of the drill hole.

On August 20, 2025 Emerita announced more drill results from El Cura, which included EC067 intersecting 16.9 meters grading 1.4% copper, 1.0% lead, 2.1% zinc, 0.93 g/t gold and 42.66 g/t silver, including a 3.1m interval grading 1.1% copper, 1.5% lead, 3.5% zinc, 1.46 g/t gold and 59.69 g/t silver; EC057 3.1m grading 2.3% copper, 1.8% lead, 4.7% zinc, 2.21 g/t gold and 78.71 g/t silver; EC062 intersecting 7.2m grading 1.0% copper, 1.4% lead, 1.9% zinc, 1.31 g/t gold and 60.10 g/t silver; and EC068 intersecting 2.7m grading 1.3% copper, 1.0% lead, 3.2% zinc, 1.58 g/t gold and 46.59 g/t silver. Most of these results are in the upper western, lower eastern and lower central portions of the deposit. To the east, holes EC049C, EC064 and EC066 tested the lower eastern portion of the deposit, and the heart of the eastern zone has returned the thickest intercept yet at El Cura, in hole EC067.

On September 19, 2025, it was announced that the Ministry of Industrial Policy and Energy of Huelva, Andalusia has granted the Company exploration permits for the San Antonio and Terranova claims (collectively, the "New Properties" which for discussion purposes are combined with the Ontario claims and will be referred to as the San Antonio Project news releases). These New Properties add an additional 181 hectares to Emerita's wholly owned Iberian Pyrite Belt holdings. The New Properties are adjacent to the Iberian Belt West Project. The Company's total mineral property holdings in the IBW area now comprise 8,144 hectares. The San Antonio license is located southwest of the Company's large claim referred to as the Ontario license and is directly along the geological trend of the IBW Project's La Romanera deposit. The Terranova license also occurs along this mineralized trend along strike of La Romanera and extends the Company's mineral property close to the border of Portugal. For future reference, these claims, along with those formerly referred to as "Ontario" will be treated as a single exploration project area and referred to as the "San Antonio Project". Exploration can commence immediately in the newly permitted areas and the Company is developing plans for exploration work on these claims along with the larger San Antonio project. The San Antonio and Terranova exploration permits are granted for an initial period of three years and can be renewed for subsequent additional periods.

Diamond drilling results were released on October 17, 2025, which announced high grades and significantly expanded the El Cura deposit. Drill hole EC080 extends the mineralization at least 90m further to the west. Drill hole EC080 intersected 4.1m grading 3.9% copper, 3.6% lead, 8.5% zinc, 4.08 g/t gold and 96.39 g/t silver, including a 1.4m interval grading 5.7% copper, 4.1% lead, 9.7% zinc, 3.89 g/t gold and 102.86 g/t silver. Drill hole EC069 intersected 3.8m grading 1.8% copper, 2.3% lead, 6.2% zinc, 3.60 g/t gold and 70.24 g/t silver, including a 1.0m interval grading 3.3% copper, 3.5% lead, 10.1% zinc, 5.89 g/t gold and 103.50 g/t silver. Drill hole EC070 intersected 2.5m grading 1.2% copper, 0.4% lead, 1.2% zinc, 4.37 g/t gold and 33.40 g/t silver, including a 1.0m interval grading 1.8% copper, 0.3% lead, 1.3% zinc, 10.05 g/t gold and 40.00 g/t silver. Drill hole EC077 intersected 2.9m grading 1.0% copper, 0.2% lead, 0.1% zinc, 1.77 g/t gold and 21.24 g/t silver, including a 1.2m interval grading 2.0% copper, 0.3% lead, 0.2% zinc, 3.83 g/t gold and 23.0 g/t silver. Drill hole EC075 intersected 3.5m grading 0.7% copper, 0.4% lead, 0.7% zinc, 0.67 g/t gold and 25.09 g/t silver, including a 1.1m interval grading 1.9% copper, 0.4% lead, 0.3% zinc, 1.21 g/t gold and 30.00 g/t silver.

On November 14, 2025 additional drilling results were reported. Significant intersects include drill hole EC072 intersecting 9.6m grading 2.7% copper, 0.4% lead, 0.5% zinc, 1.85 g/t gold and 27.08 g/t silver. Drill hole EC079 intersecting 6.9m grading 1.4% copper, 0.9% lead, 2.4% zinc, 1.32 g/t gold and 48.22 g/t silver. Drill hole EC076 intersecting 1.2m grading 0.5% copper, 0.9% lead, 0.5% zinc, 1.02 g/t gold and 38.00 g/t

silver. Drill hole EC078 intersecting 3.0m grading 0.3% copper, 0.6% lead, 1.5% zinc, 0.25 g/t gold and 7.00 g/t silver. Drill hole EC082 intersecting 5.5m grading 0.6% copper, 0.3% lead, 0.6% zinc, 0.63 g/t gold and 15.55 g/t silver.

On December 1, 2025 Emerita announced a 1,536km Helicopter time-domain electromagnetic and magnetic (HTEM) aerial geophysical survey over the Iberian Belt West (IBW) project and the adjacent San Antonio exploration project to commence in December 2025. The survey will cover the existing IBW deposits (La Romanera, El Cura and La Infanta) which will provide signatures to prioritize anomalies associated with the numerous exploration prospects within Emerita's claims. Processed data deliverables were completed in January 2026, with review and interpretation ongoing in January and February 2026.

On December 3, 2025 the Company announced it has awarded the contract for completion of the Iberian Belt West (IBW) Pre-Feasibility Study (PFS) to SLR Consulting Limited (formerly Wardell Armstrong) (" SLR "). The PFS will be designed to meet NI 43-101 requirements. Wardell Armstrong, which was acquired by SLR in October 2024, has been the Qualified Person (QP) responsible for the Mineral Resource Estimates to date at IBW and have been extensively involved in IBW metallurgical testing. SLR was awarded this engagement after a diligent tendering process. The initial group of twenty-three companies were narrowed down to a short list of five, from which detailed proposals were considered. The SLR proposal provided the best fit in terms of timing, expertise familiarity with the IBW project and other projects in the region and overall value. The PFS is expected to be completed in approximately six months.

On January 7, 2026 results from drilling at El Cura are reported which tested the upper-central, eastern, and western portions of the deposit at middle and lower depths. It was reported that drill hole EC092 encountered 12.1m grading 1.6% copper, 0.1% lead, 0.1% zinc, 0.85 g/t gold and 32.11 g/t silver; EC086 intercepted 1.8m grading 2.3% copper, 1.6% lead, 3.5% zinc, 1.78 g/t gold and 61.39 g/t silver; EC085 encountered 1.4m grading 5.8% copper, 0.1% lead, 0.1% zinc, 4.89 g/t gold and 51.0 g/t silver; EC087 intercepted 2.8m grading 0.7% copper, 0.1% lead, 0.1% zinc, 1.31 g/t gold and 13.64 g/t silver; drill hole EC081 encountered 5.4m grading 0.3% copper, 0.2% lead, 0.4% zinc, 0.33 g/t gold and 7.69 g/t silver; EC083 encountered 1.3m grading 0.7% copper, 2.0% lead, 5.8% zinc, 0.52 g/t gold and 74.08 g/t silver; EC084 intercepted 4.2m grading 0.2% copper, 0.1% lead, 0.3% zinc, 0.32 g/t gold and 7.83 g/t silver and EC088 intercepted 0.9m grading 1.0% copper, 0.2% lead, 0.6% zinc, 0.05 g/t gold and 8.0 g/t silver.

On February 8, 2026 results from drilling at El Cura were released where drill hole EC094 intercepted 9.2m grading 1.4% copper, 0.4% lead, 1.3% zinc, 0.41 g/t gold and 21.48 g/t silver. Drill hole EC089 encountered 2.8m grading 0.6% copper, 0.5% lead, 1.6% zinc, 1.71 g/t gold and 30.95 g/t silver. Drill hole EC093 intercepted: 5.6m grading 1.2% copper, 0.6% lead, 1.3% zinc, 0.82 g/t gold and 28.00 g/t silver, and drill hole EC090 encountered 3.0m grading 0.3% copper, 0.7% lead, 2.2% zinc, 0.36 g/t gold and 24.00 g/t silver. The reported drilling represented holes that spanned approximately 420m along strike from hole EC090 to hole EC094, and approximately 460m down-dip from surface to hole EC089.

All reported drill results for the IBW Project described in this section are tabulated in Table 3.

Table 3: 2025 Reported Drilling Results for the IBW Project

DDH	Easting	Northing	FROM	TO	Width (m)	Cu_%	Pb_%	Zn_%	Au_g/t	Ag_g/t
EC024	649685	4171500	311.35	313.4	2.0	0.9	0.2	0.3	0.9	17.6
incl.			311.35	312	0.6	2.4	0.1	0.0	2.1	23.0
EC026	649685	4171500	268.45	268.95	0.5	1.7	0.1	0.1	1.4	18.0
EC027	650050	4171540	NO SIGNIFICANT INTERSECTS							
EC028	649834	4171569	354.95	368.1	13.15	1.1	1.1	3.3	2.71	54.63

incl.			354.95	358.95	4	1.7	0.5	2.1	3.91	60.25
EC029	649685	4171500	249.3	259.25	9.9	0.2	0.3	0.9	0.2	5.9
incl.			249.3	250	0.7	0.8	2.4	5.0	0.5	28.0
incl.			257.8	259.25	1.4	0.4	0.8	3.2	0.3	15.9
EC029B	649685	4171500	251.1	251.9	0.8	6.7	3.9	9.3	3.9	213.0
EC030	650050	4171540	222.5	225.2	2.7	1.2	0.8	2.9	0.8	38.0
EC031	649685	4171500	298.35	302.5	4.1	0.4	0.4	0.9	0.4	22.9
incl.			301.55	302.5	0.9	0.2	1.4	3.1	0.9	60.0
EC033	650050	4171540	NO SIGNIFICANT INTERSECTS							
EC034	649685	4171500	249.2	250.3	1.1	2.2	2.0	6.7	3.5	148.2
EC025B	649685	4171500	266.5	271.45	4.9	1.1	0.2	0.5	0.8	30.5
incl.			269.8	271.45	1.6	2.5	0.5	1.0	1.9	78.5
EC035	650050	4171540	NO SIGNIFICANT INTERSECTS							
EC036	649834	4171569	266.7	271.8	5.2	2.1	1.3	2.8	1.6	65.5
EC037	650050	4171540	304.2	313.5	9.3	1.1	0.7	2.1	1.2	34.8
incl.			308	310.5	2.5	1.7	0.9	3.8	2.0	47.3
EC038	650268	4171631	NO SIGNIFICANT INTERSECTS							
EC039	649685	4171500	268.6	270.1	1.5	1.0	0.6	1.9	2.0	38.7
incl.			269.1	270.1	1	1.5	0.9	2.5	2.97	56.0
EC040	650050	4171540	NO SIGNIFICANT INTERSECTS							
EC041	650268	4171631	NO SIGNIFICANT INTERSECTS							
EC042	649685	4171500	363.2	363.5	0.3	0.2	0.4	0.3	1.0	25.0
EC043	649834	4171569	308.9	312.6	3.7	1.3	1.6	2.6	0.9	52.1
incl.			308.9	311.6	2.7	1.8	1.9	2.8	0.9	55.8
EC044	649685	4171500	243.3	248.2	4.9	1.2	0.9	1.3	1.0	26.7
incl.			245.25	246.3	1.1	5.4	3.9	5.7	4.1	118.0
EC045	650268	4171631	NO SIGNIFICANT INTERSECTS							
EC046	649685	4171500	322.1	331	8.9	1.1	0.3	0.0	1.2	15.5
incl.			326.1	331	4.9	2.1	0.5	0.1	2.0	27.5
EC047	649834	4171569	406.85	409.6	2.8	0.6	0.1	0.0	1.6	25.6
EC048	650268	4171631	NO SIGNIFICANT INTERSECTS							
EC050	649685	4171500	357	367.8	10.8	4.8	0.1	0.1	1.4	72.6
incl.			357.5	367.2	9.7	5.2	0.0	0.1	1.3	78.9
EC051	649834	4171569	396.5	403.35	6.9	0.4	0.5	0.2	1.23	28.06
incl.			399.5	403.35	3.9	0.5	0.8	0.3	1.75	41.35
EC052	650268	4171631	NO SIGNIFICANT INTERSECTS							

EC053	649685	4171500	360.85	363.9	3.1	0.9	1.3	1.1	1.33	53.46
EC055	649464	4171422	NO SIGNIFICANT INTERSECTS							
EC056	649685	4171500	366.9	369.85	3.0	0.6	1.7	3.0	1.79	69.19
EC049C	650050	4171540	395.8	396.3	0.5	0.2	0.1	0.1	0.68	9.00
EC054	650050	4171540	278.2	281	2.8	1.3	2.3	4.6	0.38	53.71
EC057	649464	4171422	277	280.1	3.1	2.3	1.8	4.7	2.21	78.71
incl.			277.7	279.6	1.9	3.3	2.5	6.2	3.13	110.58
EC058	649834	4171569	375.6	377.2	1.6	0.9	0.7	0.2	1.91	61.88
EC059B	649685	4171500	382.55	388.9	6.3	0.5	1.5	0.8	1.45	66.93
incl.			384.1	387.75	3.6	0.5	2.4	1.1	1.49	80.74
EC060	649464	4171422	NO SIGNIFICANT ASSAY							
EC061	649464	4171422	NO SIGNIFICANT ASSAY							
EC062	649685	4171500	309.85	317.05	7.2	1.0	1.4	1.9	1.31	60.10
incl.			313.95	315.95	2.0	1.3	1.7	1.6	2.09	98.50
EC063	649834	4171569	393.2	396.9	3.7	0.5	0.1	0.0	1.69	24.82
EC064	650050	4171540	NO SIGNIFICANT ASSAY							
EC065	649464	4171422	222.6	223.3	0.7	0.6	0.1	0.0	0.52	16.00
EC066	650050	4171540	346.65	347.15	0.5	0.1	1.7	2.6	0.15	49.00
EC067	650050	4171540	284.3	301.2	16.9	1.4	1.0	2.1	0.93	42.66
incl.			292.1	295.2	3.1	1.1	1.5	3.5	1.46	59.69
EC068	649834	4171569	235.8	238.5	2.7	1.3	1.0	3.2	1.58	46.59
EC069	649464	4171422	364.2	368	3.8	1.8	2.3	6.2	3.60	70.24
incl.			365.2	366.2	1.0	3.3	3.5	10.1	5.89	103.50
EC070	649834	4171569	248.6	251.1	2.5	1.2	0.4	1.2	4.37	33.40
incl.			248.6	249.6	1.0	1.8	0.3	1.3	10.05	40.00
EC071	650050	4171540	333.2	333.7	0.5	0.5	0.1	0.2	0.11	2.00
EC072	649464	4171422	335.15	344.75	9.6	2.7	0.4	0.5	1.85	27.08

EC073	649834	4171569	NO SIGNIFICANT ASSAY							
EC074	650050	4171540	NO SIGNIFICANT ASSAY							
EC075	649464	4171422	408.9	412.4	3.5	0.7	0.4	0.7	0.67	25.09
incl.			408.9	410	1.1	1.9	0.4	0.3	1.21	30.00
EC076	649834	4171569	265	266.2	1.2	0.5	0.9	0.5	1.02	38.00
EC077	649464	4171422	281.9	284.8	2.9	1.0	0.2	0.1	1.77	21.24
incl.			283.6	284.8	1.2	2.0	0.3	0.2	3.83	23.00
EC078	649464	4171422	280.6	283.6	3.0	0.3	0.6	1.5	0.25	7.00
EC079	649834	4171569	278.9	285.8	6.9	1.4	0.9	2.4	1.32	48.22
EC080	649464	4171422	343.7	347.8	4.1	3.9	3.6	8.5	4.08	96.39
incl.			346.35	347.8	1.4	5.7	4.1	9.7	3.89	102.86
EC081	649685	4171500	216.9	222.35	5.4	0.3	0.2	0.4	0.33	7.69
EC082	649464	4171422	307.8	313.3	5.5	0.6	0.3	0.6	0.63	15.55
EC083	649464	4171422	272	273.3	1.3	0.7	2.0	5.8	0.52	74.08
EC084	649685	4171500	222.4	226.6	4.2	0.2	0.1	0.3	0.32	7.83
EC085	649464	4171422	366	367.4	1.4	5.8	0.1	0.1	4.89	51.00
EC086	649685	4171500	216.4	218.2	1.8	2.3	1.6	3.5	1.78	61.39
EC087	649464	4171422	393.3	396.1	2.8	0.7	0.1	0.1	1.31	13.64
EC088	649685	4171500	225.7	226.6	0.9	1.0	0.2	0.6	0.05	8.00
EC089	649834	4171569	426.95	429.75	2.8	0.6	0.5	1.6	1.71	30.95
EC090	649685	4171500	231.1	234.1	3.0	0.3	0.7	2.2	0.36	24.00
EC092	650050	4171540	200.0	212.05	12.1	1.6	0.1	0.1	0.85	32.11
EC093	649834	4171569	278.95	284.55	5.6	1.2	0.6	1.3	0.82	28.00
EC094	650050	4171540	182.4	191.6	9.2	1.4	0.4	1.3	0.41	21.48

IBW Project Outlook

• Exploration drilling will continue during 2026 while permitting, engineering and economic evaluation activities ramp-up in relation to obtaining the exploitation license.

• The Company is expected to continue drilling for the purposes of both expanding and defining resources on the IBW Project.

• Concurrent with drilling, geophysics, geological mapping, as well as exploring other innovative methods to aid in the Company's understanding of the project's mineral deposits in terms of their continuity is ongoing.

• The Company will conclude metallurgical test work and determine the optimal process for IBW to provide operating and capital cost estimates for the technology that will allow the Company to evaluate it's impacts on the IBW project as part of the PFS. Additional metallurgical test work will continue to evaluate other potential processing options prior to commencement of a future Definitive Feasibility Study.

• The Company continues to follow the procedures to obtain approval of the application for the exploitation (mining) licence for IBW. On July 31, 2024, the Company submitted the documentation required to obtain the AAU for the IBW project and meetings with the responsible officials are already taking place. The AAU documents are expected to be in the public exhibition period in the near future. Final approval of the application is expected in the coming months subsequent to the public comment period

Nuevo Tintillo Property – Description

The Nuevo Tintillo project, located in Seville province, covers approximately 25km of important stratigraphy in the eastern part of the Iberian Pyrite Belt. The project is easily accessible by road and is approximately 40km from Seville. The Rio Tinto mine occurs along strike to the northwest, as does the Aguas Teñidas mine. The Aznacollar Project and the Cobre Las Cruces Mine of First Quantum occur to the southeast of the Nuevo Tintillo property. There are seven known mineral occurrences and small past producers within the Nuevo Tintillo project area, and the area has not been explored systematically in decades.

The Company applied for the group of concessions of Nuevo Tintillo on September 12, 2014. The definitive admission of the application was announced on June 8, 2021, which constituted the awarding of the concessions to the Company. The awarding was published in the BOJA, Regional Gazette of Andalucia Region, and in the BOE, the National Spanish Gazette, most recently on August 17, 2021. Emerita España is registered on the Junta de Andalusia official website as the owner of the mineral rights to the Nuevo Tintillo Project. On June 20, 2022, the Company received a final resolution, extending the exploration permit until June 20, 2025. On March 27, 2025, the Company submitted all the required documentation to renew the exploration permit for another 3 years. Based on discussions with responsible regulators the resolution on the renewal is expected in the coming weeks.

On February 16, 2023, the Company submitted applications to expand the highly prospective Nuevo Tintillo property package in the Andalusia Region of Spain. The applications have been accepted by local authorities and posted to the government web site. When the land application process is finalized, Emerita's Nuevo Tintillo holdings will be approximately 14,500 hectares, which is an increase from the current 6,875 hectares. Nuevo Tintillo has seen little modern exploration despite its location in one of the oldest known mining districts on earth. Evidence of small-scale artisanal workings exist throughout the Nuevo Tintillo property but there is no record of modern exploration.

Nuevo Tintillo Project Exploration and Development Activities

On August 20, 2024, the Company announced prospecting results for its Nuevo Tintillo project. Surface sampling on the northwest portion of the project identified two types of mineralized rocks; i) oxidized (i.e. gossanous) sulphide-rich material and ii) mineralized breccias. A mineralized grab-sample of gossan returned 1.63 g/t Au and 147 g/t Ag, with low base-metal values. A sampled breccia returned a high-gold value of 2.04 g/t Au and 165 g/t silver. Several detached breccia boulders were sampled and also contained gold and are believed to belong to the same trend of rocks. Results were also reported for a drillhole in the area designed to determine the location of the mineralized contact at depth; the Company believes it intercepted two mineralized contact horizons, where 0.5 meters at 2.0% Zn and 1.5% Pb, 0.0% Cu from 141.0 to 141.5 meters (136.2 meters from surface) and 1.2 meters at 0.78% Cu (0.0% Pb, 0.0% Zn) from 500.1 meters to 501.3 meters (489.3 meters from surface).

Nuevo Tintillo Project Outlook

During 2026, the Company expects to continue with detailed geological mapping, extending to the eastern areas. The Company is currently planning a geophysical campaign to improve targeting for a drill campaign in the area of mineralized surface samples in 2026.

Applications for additional land packages are in process. While the awarding of tenure for these applications is not fixed, the Company anticipates that some of these applications may be granted in 2026 and significantly expand the Company's land position for this project. The additional land package under application is on trend with the recently identified target areas on the existing Nuevo Tintillo property and more than doubles the size of Emerita's mineral rights in the eastern part of the Iberian Pyrite Belt.

Nueva Celti Project – Description

On September 19, 2025 Emerita announced it has entered into a non-binding letter of intent (the "LOI") with Western Metallica Resources Corp. ("Western Metallica") to acquire Western Metallica's Spanish subsidiary Western Metallica, S.L. ("WMS Spain"), which holds 100% ownership of the Nueva Celti Project ("Nueva Celti"), located in the province of Seville, Andalusia, Spain, and situated approximately 75 km northeast of the city of Seville (see Figure 6). The Nueva Celti property comprises 1,237 hectares. The Company is currently negotiating a definitive agreement with Western Metallica.

Nueva Celti is a copper project with historic mining operations and situated in the Ossa Morena geological massif. The Penaflor region has a rich mining history dating back to the Phoenician and Roman time periods, with mining activity peaking in the latter half of the 19th century, including the historic Penaflor Mine which saw two periods of exploitation from 1865 to 1891 and then from 1902 to 1918. Existing underground development includes several levels of workings and two shafts reportedly 120 and 131 meters deep. Historic grades up to 5% copper were reportedly mined.

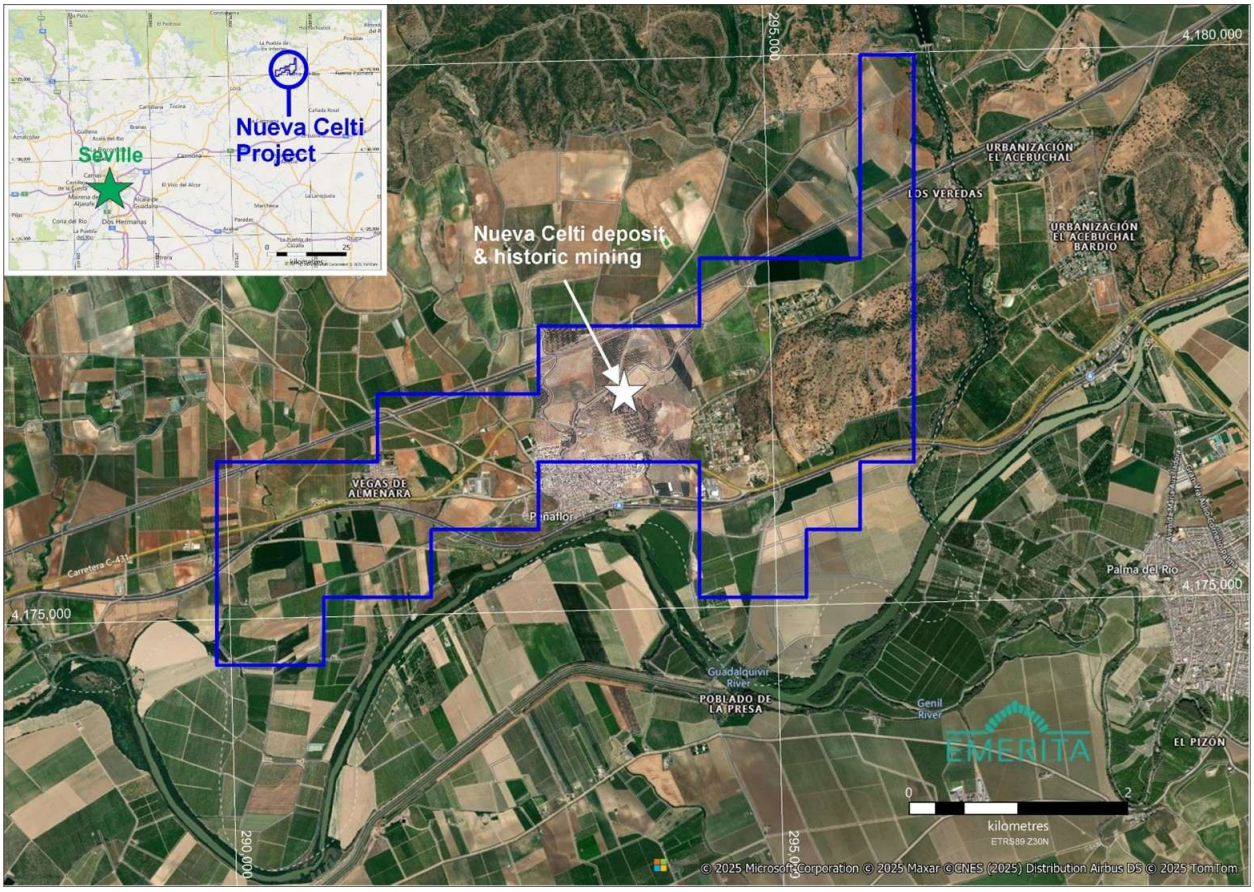

Figure 6. Map showing the Nueva Celti Project boundary and area of historic mining activity. Inset map shows location of the project located approximately 75 km northwest of the city of Seville.

Nueva Celti Project Outlook

The Company is currently negotiating a definitive agreement with Western Metallica and expects to close the Transaction by June 30, 2026, subject to approval of the TSX Venture Exchange. The Company intends to evaluate the existing Nueva Celti database to determine the next steps for exploration. These plans will be announced as they develop throughout 2026.

Management Outlook 2025-2026

In 2024, the Company set out to continue obtain approval of the application for the exploitation (mining) licence for IBW. The documentation required to obtain the Unified Environmental Authorisation (AAU) for the IBW project was submitted on July 31 2024, and meetings with the officials are already taking place. The AAU documents are expected to be posted for the public comment period in the coming quarter based on feedback from the Andalusia DSI committee responsible for the IBW project. Final approval of the application is expected in 2026.

Drilling on the IBW Project continued in 2025, primarily on El Cura deposit which continues to expand based on ongoing drill results. Since Q3-2023, the Company has completed over 90 drill holes at El Cura deposit.

Emerita has been pursuing legal remedies since 2015 with respect to the awarding of the Aznalcollar tender. The importance of these proceedings is detailed later in this section as it may represent a material event in the Company's future, however this is not a certainty.

The Company announced the closing of a brokered private placement of units of the Company (each, a " **Unit**") pursuant to which the Company issued 23,809,500 Units at a price of C$1.05 per Unit (the " **Offering Price**") for aggregate gross proceeds to the Company of C$24,999,975. The Brokered Offering was conducted on a "best efforts" agency basis, with Clarus Securities Inc. ("**Clarus**") and Velocity Trade Capital Ltd. (collectively with Clarus, the "**Co-Lead Agents**"), as co-lead agents and co-lead bookrunners, on behalf of a syndicate of agents including Canaccord Genuity Corp. and iA Private Wealth Inc. Concurrent with the closing of the Brokered Offering, a non-brokered private placement was completed of Units on an upsized basis (the "**Non-Brokered Offering**"). The Company issued 1,040,000 Units at the Offering Price for gross proceeds to the Company of C$1,092,000 pursuant to the Non-Brokered Offering.
The 2025-26 exploration and development efforts on the Project are fully funded, particularly in light of the recent successful equity financing.

Aznalcóllar Tender

On July 15, 2025, the hearings for the criminal trial held by the Third Section of the Provincial Court of Seville (the "Court") on the alleged crimes committed during the process of awarding the Aznalcóllar tender (the "Trial") were completed. The hearings commenced on March 3, 2025. The Trial judges, Angel Márquez Romero (President of the Court), Luis G. de Oro-Pulido Sanz and Carmen Pilar Caracuel Raya, formed the panel of judges. The court made a ruling on the case on December 5, 2025. It determined that no criminal convictions will be imposed.

This matter began on December 16, 2014, when the Company submitted a detailed technical proposal, which was the final requirement for the final stage of the public tender process for the Aznalcóllar Project.

The Aznalcóllar Project is a past producing property within the Iberian Pyrite Belt that hosted the Aznalcóllar and Los Frailes open pit zinc-lead-silver mines. The focus of the project is the re-development of the Los Frailes deposit which was developed in the mid-1990s. The historical open pit mineral resource as calculated by the previous operator of the mine was estimated to be 71 million tonnes grading 3.86% zinc, 2.18% lead, 0.34% copper and 60 ppm silver. Reports by the operation's mine department and a review of the diamond drilling data for the mine indicate the existence of a higher-grade portion of the resource that was estimated by the previous mine operator to contain 20 million tonnes grading 6.66% zinc, 3.87% lead, 0.20% copper and 84 ppm silver. A "qualified person", as defined in NI 43-101, has not done sufficient work on behalf of Emerita to classify the Aznalcóllar historical estimate as a current mineral resource and Emerita is not treating the historical estimate as a current mineral resource or mineral reserve. Further work must be completed in order to demonstrate whether a reasonable expectation for commercial extraction exists. The mineral resource estimate is a historical estimate and should not be relied upon.

On December 17, 2025, the Company announced that it will be petitioning the Administrative Court of Andalucia (Sección Primera Sala de lo Contencioso-Administrativo del Tribunal Superior de Justicia de Andalucia) (the "**Administrative Court**") to complete its ruling with respect to the alleged irregularities in awarding the Aznalcollar public tender. The Company will not pursue an appeal of the recent criminal case (the "**Criminal Case**") ruling following careful review of the alternatives with Spanish legal counsel (see news release December 5, 2025). The Company does not have a firm estimate on when the Administrative Court is likely to issue its resolution.

The Company's complaint in its filing with the Administrative Court includes the following alleged errors which are supported by rulings made by Provincial Court No. 7 of Seville:

• The Minorbis consortium did not meet the requirements of the first stage of the Public Tender and therefore should not have been eligible to participate in the subsequent stages.
• The Minorbis bid was incomplete or non-compliant and failed to meet the tender's defined criteria.
• The scoring / evaluation criteria were potentially interpreted and applied to the bids incorrectly.
• The concession was ultimately accepted by Minera Los Frailes (MLF), an entity that did not participate in the public tender, instead of the bidding entity, Minorbis-Grupo Mexico (Minorbis). This substitution of the

bidder is incompatible with Spanish administrative and European Union procurement law unless very strict conditions are met and allegedly these conditions were not met.
• Among a number of other potential procedural errors in the process.

The Company's objective continues to be to acquire the right to develop the Aznalcollar project. Appealing the recent criminal court ruling is unlikely to accomplish that, as the awarding of the public tender should be resolved in the Administrative Court. An appeal of the Criminal Case to the Supreme Court would be on technicalities related to the legal process and unlikely to deliver a change in the sentencing, which would be a required outcome in order to impact the ruling of the Administrative Court, in Spanish legal counsel's view. The appeal process would likely delay the Administrative Court by at least 18-24 months.

Liquidity and Capital Resources

As at December 31, 2025, the Company had working capital of $22,084,277 (September 30, 2025 – $27,918,378), which included a cash and cash equivalents balance of $21,668,981 (September 30, 2025 - $27,041,039), amounts receivable of $1,964,825 (September 30, 2025 - $1,426,624), marketable securities of $4,720 (September 30, 2025 - $5,113) and prepaid expenses and advances of $608,501 (September 30, 2025 - $644,654), offset by accounts payable and accrued liabilities of $2,162,750 (September 30, 2025 - $1,399,052).

During the three months ended December 31, 2025, 338,749 of the Company's warrants were exercised, generating aggregate net proceeds of $215,499 (three months ended December 31, 2024 – 605,000 warrants and 1,950,000 stock options, aggregate net proceeds of $529,500).

Subsequent to the three months ended December 31, 2025, 4,600,000 of the Company's options were exercised, generating gross proceeds of $828,000.

Results of Operations

Three months ended December 31, 2025

During the three months ended December 31, 2025, the Company recorded a loss of $2,689,331, or $0.01 per share, compared with a loss of $1,076,471, or $0.00 per share, during the three months ended December, 2024. Operating expenses were 50.2% higher than the corresponding period in the prior year, mostly due to increased consulting fees and promotional and corporate development expenses. The increase in net loss is primarily due to share-based compensation expenses resulting from the issuance of stock options and restricted share units.

Expenses incurred during the three months ended December 31, 2025 included $722,188 in consulting and management fees; $246,513 in shareholder communications, filing fees, and promotional expenses; $140,582 in travel expenses related to the Company's exploration properties; $34,816 in office expenses for office administration services and overheads; and $74,815 in professional fees related to legal expenses and the preparation and audit of the Company's financial statements. The Company also incurred $385,347 in interest expense, and $1,634,403 in share-based compensation expenses during the three months ended December 31, 2025.

Three months ended December 31, 2024

Expenses incurred during the three months ended December 31, 2024 included $493,376 in consulting and management fees; $168,121 in shareholders communications, filing fees, and promotional expenses; $76,453 in travel expenses related to the Company's exploration properties; $38,761 in office expenses for office administration services; and $35,064 in professional fees related to legal expenses and the preparation and audit of the Company's financial statements.

Cash flows

Three months ended December 31, 2025

During the three months ended December 31, 2025, the Company used cash of $338,974 on operating activities. Cash used in operating activities consisted primarily of share-based compensation expenses, interest expense related to the Company's debt facility agreement, and corporate general and administrative expenses.

During the three months ended December 31, 2025, the Company used cash of $5,451,504 on investing activities, which were related to costs incurred by the Company at its exploration properties in Spain, as well as the purchase of equipment.

During the three months ended December 31, 2025, the Company generated $211,201 in cash from the exercise of 338,749 warrants.

Three months ended December 31, 2024

During the three months ended December 31, 2024, the Company used cash of $1,625,178 on operating activities. Cash used in operating activities consisted primarily of share-based compensation expenses, interest expense related to the Company's debt facility agreement, and corporate general and administrative expenses.

During the three months ended December 31, 2024, the Company used cash of $2,789,910 on investing activities, which were related to costs incurred by the Company at its exploration properties in Spain.

During the three months ended December 31, 2024, the Company generated $529,500 in cash from the exercise of 605,000 warrants and 1,950,000 stock options.

Select Annual Information

Select annual financial information for the years ended September 30, 2025, 2024 and 2023 is presented in the table below:

	2025 $	2024 $	2023 $
Revenues	$ -	$ -	$ -
Loss and comprehensive loss	(12,506,900)	(3,546,881)	(5,027,662)
Loss per share, basic and diluted	(0.05)	(0.01)	(0.02)
Total assets	79,898,535	50,615,596	41,143,585
Working capital ('000s)	27,918	10,354	10,996

Select Quarterly Information

Select quarterly financial information for the most recent eight quarters is presented in the table below:

Period	Revenue (1)	Operating costs	Gain/(loss)	Gain/(loss) per share	Total assets
	$	$	$	$	$
Q1- December 2025	-	2,853,317	(2,689,331)	(0.01)	80,257,417
Q4- September 2025	-	3,026,791	(3,294,090)	(0.01)	79,898,535
Q3- June 2025	-	2,597,341	(2,894,655)	(0.01)	56,845,154
Q2- March 2025	-	4,595,940	(5,241,684)	(0.02)	57,798,979
Q1- December 2024	-	3,601,685	(3,866,381)	(0.00)	49,740,521
Q4- September 2024	-	1,472,850	(876,534)	(0.01)	50,615,596
Q3- June 2024	-	349,750	(474,408)	(0.00)	45,561,729
Q2- March 2024	-	768,663	(675,835)	(0.00)	43,829,636

Explanatory Notes:

1) The Company has no sales revenues.

Financial Instruments

Financial instruments recorded at fair value on the consolidated statement of financial position are classified using a fair value hierarchy that reflects the significance of the inputs used in making the measurements. The fair value hierarchy has the following levels:

a) Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;
b) Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and
c) Level 3 - Inputs for assets and liabilities that are not based on observable market data.

The fair value hierarchy requires the use of observable market inputs whenever such inputs exist. A financial instrument is classified to the lowest level of the hierarchy for which a significant input has been considered in measuring fair value.

The Company's financial instruments include cash, amounts receivable, marketable securities, accounts payable and accrued liabilities, and long term loan payable. With the exception of long term loan payable, the carrying values of these financial instruments reported in the consolidated statement of financial position approximate their respective fair values due to the relatively short-term nature of these instruments. As at December 31, 2025, the Company's financial instruments that are carried at fair value, being marketable securities, are classified as Level 1 within the fair value hierarchy.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

(a) *Credit risk*

Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of set-off exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

i. *Trade credit risk*

As at December 31, 2025, the Company has recorded $1,954,859 in sales tax receivable and value added tax receivable from the Canadian and Spanish tax authorities (September 30, 2025: $1,424,999). Any potential reassessment subsequent to the financial statement reporting date could have a material effect on the Company's financial condition and results of operations.

ii. *Cash and cash equivalents*

In order to manage credit and liquidity risk, the Company's policy is to invest only in highly rated, investment grade instruments. Limits are also established based on the type of investment, the counterparty and the credit rating.

(b) *Currency risk*

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company's foreign currency risk arises primarily with respect to the Euro from its property interests in Spain, and US dollars from operations. Fluctuations in the exchange rates between these currencies and the Canadian dollar could have a material effect on the Company's business, financial condition and results of operations. The Company does not engage in any hedging activity to mitigate this risk.

As at December 31, 2025 and September 30, 2024, the Company had the following financial instruments denominated in foreign currency (expressed in Canadian dollars):

December 31, 2025

		Euro		US dollars
Cash and cash equivalents	$	1,097,318	$	2,661,396
Amounts receivable		1,870,322		-
Accounts payable and accrued liabilities		(1,791,758)		(31,954)
Long term loan payable		-		(8,229,854)
	$	1,175,882	$	(5,600,412)

September 30, 2025

		Euro		US dollars
Cash and cash equivalents	$	1,106,963	$	2,850,318
Amounts receivable		1,278,980		-
Accounts payable and accrued liabilities		(1,050,738)		(32,425)
Long term loan payable		-		(7,790,943)
	$	1,335,205	$	(4,973,050)

A 10% strengthening (weakening) of the Canadian dollar against the Euro would decrease (increase) net loss by approximately $(117,000) (September 30, 2025 – $(133,000)).

A 10% strengthening (weakening) of the Canadian dollar against the US dollar would decrease (increase) net loss by approximately $560,000 (September 30, 2025 - $497,000).

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At December 31, 2025, the Company had a cash and cash equivalents balance of $21,668,981 (September 30, 2025 - $27,241,039) to settle current liabilities of $2,162,750 (September 30, 2025 - $1,399,052). The Company's trade payables have contractual maturities of less than 30 days and are subject to normal trade terms.

d) Commodity / Equity price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors commodity prices, as they relate to gold, individual equity movements and the stock market to determine the appropriate course of action to be taken by the Company. Commodity price risk is remote as the Company is not a producing entity.

e) Price risk of marketable securities

The Company is exposed to market risk in trading its investments and unfavourable market conditions could result in dispositions of investments at less than favourable prices.

Material Accounting Policies

The Company's material accounting policies are described in Note 3 to the audited consolidated financial statements for the year ended September 30, 2025. The preparation of statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates.

The following is a list of the accounting policies that management believes are critical, due to the degree of uncertainty regarding the estimates and assumptions involved and the magnitude of the asset, liability or expense being reported:

- Foreign currencies
- Exploration and evaluation properties
- Valuation of long term loan

Foreign currencies

The Foreign currency translation presentation and functional currency of the Company and its subsidiary is the Canadian dollar.

Transactions in currencies other than the functional currency are recorded at the rates of exchange prevailing on the dates of the transactions. At each financial position reporting date, monetary assets and liabilities that are denominated in foreign currencies are translated at the rates prevailing at the date of the statement of financial position. Exchange differences are recognized in operations in the period in which they arise.

The Company makes expenditures and incurs costs in Euros ("EUR"), and United States Dollars ("US$"). At December 31, 2025, one Canadian dollar was worth US$0.7296 (September 30, 2025– US$0.7183); and EUR 0.6215 (September 30, 2025 – EUR 0.6123). During the three months ended December 31,

2025, the average value of one Canadian dollar was US$0.7168 (three months ended December 31, 2024 – US$0.7148); and EUR 0.6161 (three months ended December 31, 2024 – EUR 0.6704).

Project evaluation expenses

During the year ended September 30, 2025, the Company changed its accounting policy of expensing exploration and evaluation expenditures. The Company believes capitalizing such costs as incurred provides more reliable and relevant financial information. Cost of exploration properties, including the cost of acquiring prospective properties and exploration rights, and exploration and evaluation costs are capitalized.

	Iberia Belt West Project	Nuevo Tintillo Project	Other	Total
Cost as at September 30, 2024	**32,448,030**	**4,812,417**	**-**	**37,260,447**
Additions	12,105,503	333,397	150,000	12,588,900
Cost as at September 30, 2025	**$ 44,553,533**	**$ 5,145,814**	**$ 150,000**	**$ 49,849,347**
Additions	5,425,528	4,743	-	5,430,271
Cost as at December 31, 2025	**$ 49,979,061**	**$ 5,150,557**	**$ 150,000**	**$ 55,279,618**

Valuation of long-term loan

The Company makes estimates and assumptions relating to the fair value measurement and disclosure of its long-term debt. Judgments include considerations of a market rate of interest estimated using the Company's credit risk, economic environment, term of the loan, and the interest rate charged to comparable companies. Changes in the assumptions used may have a significant effect on the Company's consolidated financial statements.

Commitments and Contingencies

The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company expects to make expenditures to comply with such laws and regulations.

The Company is party to certain management contracts. These contracts contain minimum commitments of approximately $1,791,950 (September 30, 2025 - $1,791,950), all due within one year, and additional contingent payments of up to approximately $4,484,000 (September 30, 2025 - $4,484,000) subject to a triggering event occurring. As a triggering event has not taken place, the contingent payments have not been reflected in the consolidated financial statements.

Certain officers of the Company will receive aggregate bonus payments totaling $400,000 upon the award of the Aznalcóllar Project in Spain and the completion of a subsequent financing. As a triggering event has not yet taken place, these contingent payments have not been reflected in the consolidated financial statements.

The Company is subject to various claims, lawsuits and other complaints arising in the ordinary course of business. The Company records provisions for losses when claims become probable, and the amounts are estimable. Although the outcome of such matters cannot be determined, it is the opinion of management that the final resolution of these matters will not have a material adverse effect on the Company's financial condition, operations or liquidity.

Transactions with Related Parties

As at December 31, 2025, an amount of $77,370, included in accounts payable and accrued liabilities, was owed to directors and officers of the Company (September 30, 2025: $59,785). The amounts outstanding on fees are unsecured, non-interest bearing, with no fixed terms of repayment. The amounts owing were paid in full subsequent to December 31, 2025.

As at December 31, 2025, an amount of $9,965, included in amounts receivable, was owed to the Company by Western Metallica Corp. ("Western"). Western and the Company have common directors and officers. The amounts outstanding are unsecured, non-interest bearing, with no fixed terms of repayment.

On September 19, 2025, the Company entered into a non-binding letter of intent with Western to acquire Western's Spanish subsidiary Western Metallica S.L ("WMS Spain"), which holds 100% ownership of the Neuva Celti Project. A director and officer of Western is also an officer of the Company.

On April 20, 2020, the Company signed a binding letter agreement with Western, pursuant to which Western would earn a 55% interest in the Sierra Alta project. An officer of Western is also an officer of the Company.

Compensation of key management personnel of the Company

In accordance with IAS 24, key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company. During the three months ended December 31, 2025 and 2024, the remuneration of directors and other key management personnel are as follows:

	Three months ended December 31,	
	2025	**2024**
Management fees	$ 471,076	$ 303,688
Share-based compensation	1,238,430	-
Total	**$ 1,709,506**	**$ 303,688**

Officers of the Company will receive aggregate bonus payments totaling $400,000 upon the award of the Aznalcóllar Project in Spain and the completion of a subsequent financing. As a triggering event has not yet taken place, these contingent payments have not been reflected in the consolidated financial statements.

Risk Factors

Mining exploration inherently contains a high degree of risk and uncertainty, which even a combination of careful evaluation, experience and knowledge may not eliminate. The following are certain factors relating to the business of the Company, which investors should carefully consider when making an investment decision concerning the Company's shares. These risks and uncertainties are not the only ones facing the Company. Additional risks and uncertainties not presently known that the Company currently deems immaterial, may also impair the operations of the Company. If any such risks occur, the financial condition, liquidity and results of operations of the Company could be materially adversely affected and the ability of the Company to implement its growth plans could be adversely affected. An investment in the Company is speculative. An investment in the Company will be subject to certain material risks and investors should not invest in securities of the Company unless they can afford to lose their entire investment. The following is a description of certain risks and uncertainties that may affect the Company.

Exploration and Mining Risks

The Company is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties, which are explored and ultimately developed into producing mines. The long-term profitability of the Company's operations will be in part directly related to the cost and success of the Company's exploration programs, which may be affected by a number of factors beyond the Company's control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage. Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explosions, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. The payment of such liabilities may have a material, adverse effect on the Company's financial position. The Company relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining.

Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.

Substantial Capital Requirements and Liquidity

Substantial additional funds for the establishment of the Company's current and planned operations will be required. No assurances can be given that the Company will be able to raise the additional funding that may be required for such activities, should such funding not be fully generated from operations. Mineral prices, environmental rehabilitation or restitution, current financial conditions, revenues, taxes, capital expenditures, operating expenses and geological results are all factors which will have an impact on the amount of additional capital that may be required. To meet such funding requirements, the Company may be required to undertake additional equity financing, which would be dilutive to shareholders. Debt financing, if available, may also involve restrictions on financing and operating activities. There is no assurance that additional financing will be available on terms acceptable to the Company or at all. If the Company is unable to obtain additional financing as needed, it may be required to reduce the scope of its operations and pursue only those projects that can be funded through cash flows generated from its existing operations, if any.

Financing Risks and Dilution to Shareholders

The Company will have limited financial resources, no operations and no revenues. Even if the Company's exploration program on one or more of the properties is successful, additional funds will be required for the purposes of further exploration and development. There can be no assurance that the Company will be able to obtain adequate financing in the future or that such financing will be available on favourable terms or at all. It is likely such additional capital will be raised through the issuance of additional equity which would result in dilution to the Company's shareholders.

Stage of Development

The Company is in the business of exploring for mineral exploration, with the ultimate goal of producing mineral resources from, its properties. None of the Company's properties have commenced commercial production and it has no history of earnings or cash flow from its operations. As a result of the foregoing, there can be no assurance that the Company will be able to develop any of its properties profitably or that its activities will generate positive cash flow. The Company's operating expenses and capital expenditures may increase in subsequent years in relation to the engagement of consultants and personnel, and the purchase of equipment associated with advancing exploration, development and commercial production of the Company's properties. The Company expects to continue to incur losses for the foreseeable future. There can be no assurance that the Company will generate any revenues or achieve profitability. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of management in all aspects of the development and implementation of the Company's business activities.

No Mineral Reserves

Resource exploration 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 marketability of minerals acquired or discovered by the Company 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 factors may result in the Company not receiving an adequate return of investment capital.

The Company's properties are in the exploration stage only and, to date, no mineral resources or mineral reserves have been identified other than the maiden resource estimate at the Company's IBW project. Development of the Company's properties will follow only if favourable exploration results are obtained. The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that additional mineral resources or mineral reserves will be identified or developed. The long-term profitability of the Company's operations will in part be directly related to the costs and success of its exploration programs, which may be affected by a number of factors.

Substantial expenditures are required to establish mineral resources and mineral reserves and to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis.

Mineral Prices

The economics of mineral exploration are affected by many factors beyond the Company's control, including commodity prices, the cost of operations, variations in the grade of minerals explored and fluctuations in the market price of minerals. Depending on the price of minerals, the Company may determine that it is impractical to continue a mineral exploration operation.

Mineral prices are prone to fluctuations and the marketability of minerals is affected by government regulation relating to price, royalties, allowable production and the importing and exporting of minerals, the effect of which cannot be accurately predicted. There is no assurance that a profitable market will exist for the sale of any minerals that may be found on the Properties.

Regulatory, Permit and License Requirements

The current or future operations of the Company require permits from various governmental authorities, and such operations are and will be governed by laws and regulations that may concern, among other things, exploration, development, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, site safety and other matters. Companies engaged in the exploration and development of mineral properties generally experience increased costs and delays in development and other schedules because of the need to comply with applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for facilities and the conduct of exploration and development operations on its properties will be obtainable on reasonable terms, or that such laws and regulations will not have an adverse effect on any exploration or development project which the Company might undertake.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration and development operations may be required to compensate those suffering loss or damage by reason of the exploration and development activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mineral companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or exploration and development costs, or require abandonment or delays in the development of new or existing properties.

With respect to the Aznalcóllar tender appeal process, there can be no certainty with respect to further developments of the appeal, or the results of any recourse initiated by the applicable governmental entities in Spain with respect to the tender processes. In addition, there can be no certainty with respect to the timing regarding any potential resolution of the tender review process, the ability of the Company to be successful with its appeal or the potential for the Company to be awarded the project.

Title to Properties

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of mineral properties may be disputed. The Company cannot give an assurance that title to some or all the Company's interest in its properties will not be challenged or impugned. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have the interest it understands it has in its properties could cause the Company to lose any rights to explore, develop and mine any minerals on such properties without compensation for its prior expenditures relating thereto.

Competition

The mineral exploration and development industry is highly competitive. The Company will have to compete with other companies, many of which have greater financial, technical and other resources than the Company, for, among other things, the acquisition of minerals claims, leases and other mineral interests, as well as for the recruitment and retention of qualified employees and other personnel. Failure to compete successfully against other companies could have a material adverse effect on the Company and its prospects.

Reliance on Management and Dependence on Key Personnel

The success of the Company will be largely dependent upon the performance of its directors and officers and the ability to attract and retain key personnel. The loss of the services of these persons may have a material adverse effect on the Company's business and prospects. The Company will compete with

numerous other companies for the recruitment and retention of qualified employees and contractors. There is no assurance that the Company can maintain the service of its directors and 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.

Environmental Risks

The Company's exploration and appraisal programs will, in general, be subject to approval by regulatory bodies. Additionally, all phases of the exploration, development and mining business present environmental risks and hazards and are subject to environmental regulation pursuant to a variety of international conventions and national and local laws and regulations. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances produced in association with exploration, development and mining operations. The legislation also requires that wells and facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs.

Local Resident Concerns

Apart from ordinary environmental issues, the exploration, development and mining of the Company's properties could be subject to resistance from local residents that could either prevent or delay exploration and development of the properties.

Conflicts of Interest

Certain of the directors and officers of the Company will be engaged in, and will continue to engage in, other business activities on their own behalf and on behalf of other companies (including mineral resource companies) and, as a result of these and other activities, such directors and officers may become subject to conflicts of interest. The *Business Corporations Act* (Ontario) ("**OBCA**") provides that in the event that a director has a material interest in a contract or proposed contract or agreement that is material to a Company, the director shall disclose his interest in such contract or agreement and shall refrain from voting on any matter in respect of such contract or agreement, subject to and in accordance with the OBCA. To the extent that conflicts of interest arise, such conflicts will be resolved in accordance with the provisions of the OBCA.

Foreign Operations

The Company's properties are located in Spain. As such, the Company's proposed activities with respect to its properties will be subject to governmental, political, economic and other uncertainties, including but not limited to expropriation of property without fair compensation, repatriation of earnings, nationalization, currency fluctuations and devaluations, exchange controls and increases in government fees, renegotiation or nullification of existing concessions and contracts, changes in taxation policies, economic sanctions and the other risks arising out of foreign governmental sovereignty over the areas in which the Company's operations will be conducted, as well as risks including loss due to civil strife, acts of war, insurrections and the actions of national labour unions. Future government actions concerning the economy, taxation, or the operation and regulation of nationally important facilities such as mines, could have a significant effect on the Company. No assurances can be given that the Company's plans and operations will not be adversely affected by future developments in Spain. Any changes in regulations or shifts in political attitudes will be beyond the Company's control and may adversely affect the Company's business.

Current Global Financial Conditions

Financial markets have been subject to increased volatility and numerous financial institutions have either gone into bankruptcy or have had to be rescued by governmental authorities. Government debt and deficits are at an all-time high. Access to financing has been negatively impacted by liquidity crises and the state of government finances throughout the world. If these increased levels of volatility and market turmoil continue, the Company may not be able to secure appropriate debt or equity financing, and any of which could affect the trading price of the Company's securities in an adverse manner.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including unexpected or unusual geological operating conditions, rock bursts, cave-ins, fires, floods, earthquakes and other environmental occurrences, any of which could result in damage to, or destruction of, equipment and mines, damage to life or property, environmental damage and possible legal liability. Although precautions to minimize risk will be taken, operations are subject to hazards that may result in environmental pollution and consequent liability that could have a material adverse impact on the business, operations and financial performance of the Company. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks as a result of high premiums or other reasons. Should such liabilities arise, they could have an adverse impact on the Company's results of operations and financial condition and could cause a decline in the value of the Company securities.

Litigation

Legal proceedings may arise from time to time in the course of the Company's business. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The process of defending such claims could take away from management time and effort and the resolution of any particular legal proceeding, to which the Company or one or more of its subsidiaries may become subject could have a material effect on the Company's financial position and results of operations.

Foreign Mining Tax Regimes

Mining tax regimes in foreign jurisdictions are subject to differing interpretations and are subject to constant change. The Company's interpretation of taxation law as applied to its transactions and activities may not coincide with that of the tax authorities. As a result, transactions may be challenged by tax authorities and the Company's operations may be assessed, which could result in significant additional taxes, penalties and interest. In addition, future changes to mining tax regimes in foreign jurisdictions could result in significant additional taxes payable by the Company, which would have a negative impact on the financial results of the Company.

Outstanding Share Data

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

1) 296,623,968 common shares outstanding;
2) 37,896,534 warrants outstanding, with expiry dates ranging from June 13, 2026 to August 16, 2028. If all of the warrants were exercised, 37,896,534 shares would be issued for gross proceeds of $33,011,901;
3) 18,925,000 stock options outstanding with expiry dates ranging between April 14, 2026 and August 8, 2028. If all of the options are exercised, 18,925,000 shares would be issued for gross proceeds of $30,005,500; and
4) 5,133,326 restricted share units that vest in equal installments over a period of 2 years from February 3, 2027 to February 3, 2028.

CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

This MD&A contains forward-looking information under Canadian securities legislation. Forward-looking information includes, but is not limited to, dispositions and strategy, development potential and timetable of the Company's exploration properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; litigation risks, ability to finance exploration and development, government regulation of mining operations; and environmental risks. Generally, forward-looking information can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking information is based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of costs and other factors that are set out herein. Forward-looking information is subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking information, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking information. The Company does not undertake to update its forward-looking information, except in accordance with applicable securities laws.