

TORCHLIGHT INNOVATIONS INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2025

This Management Discussion and Analysis (“**MD&A**”) of Torchlight Innovations Inc. (“**Torchlight**”, “**we**”, “**our**”, “**us**” or the “**Company**”) provides information about our performance, financial condition and future prospects.

This MD&A should be read in conjunction with the unaudited condensed consolidated interim financial statements for the three and nine months ended September 30, 2025 and 2024.

The unaudited condensed consolidated interim financial statements have been prepared in accordance with International Accounting Standard (“**IAS**”) 34, Interim Financial Reporting using accounting policies consistent with International Financial Reporting Standards and IAS as issued by the International Accounting Standards Board (“**IASB**”) and Interpretations (collectively “**IFRS Accounting Standards**”). Our material accounting policies applied in the unaudited condensed consolidated interim financial statements are the same as those disclosed in note 4 of our annual financial statements as at and for the years ended December 31, 2024 and 2023.

On October 10, 2025, pursuant to the Amalgamation Agreement (defined below), the Company completed a share consolidation on a 1.923:1 basis. All references to the numbers of shares, share options, warrants and per share amounts have been retroactively restated to reflect the share consolidation.

The functional currency of the Company and its subsidiary are the Canadian dollar (“**\$**” or “**CAD**”). The presentation currency of the unaudited condensed consolidated interim financial statements is CAD. All dollar amounts in this MD&A are expressed in CAD, unless otherwise noted or the context otherwise provides.

This MD&A is prepared as of November 26, 2025 and includes certain statements that may be deemed “forward-looking information”, “forward-looking statements”, and “financial outlook”. We direct readers to the “*Cautionary Note Regarding Forward-Looking Information*” section within this MD&A.

Additional information relating to the Company and the Qualifying Transaction (“**QT**”) with Innovation Mining Inc. (“**Innovation**”) (described below), including the Filing Statement, dated October 8, 2025, is available on the System for Electronic Data Analysis and Retrieval + (“**SEDAR+**”) website at www.sedarplus.ca.

The following discussion contains forward-looking statements that involve numerous risks and uncertainties. Actual results of the Company could differ materially from those discussed in such forward-looking statements as a result of these risks and uncertainties, including those set forth in the “*Risk Factors*” and “*Risks and Uncertainties*” sections of this MD&A.

The Company's certifying officers, based on their knowledge, having exercised reasonable diligence, are also responsible to ensure that these filings do not contain any untrue statement of a material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it was made, with respect to the period covered by these filings. These financial statements together with the other financial information included in these filings fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented in these filings. The Board of Directors approves the financial statements and MD&A and ensures that management has discharged its financial responsibilities.

CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith, and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein.

Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. These forward-looking statements include but are not limited to statements concerning:

- the Company's expectations regarding the completion of the QT and obtaining final regulatory approvals from the relevant securities commissions, the TSX Venture Exchange ("Exchange") and similar authorities;
- the Company's success at completing future financings;
- the Company's ability to continue as a going concern;
- the Company's strategies and objectives;
- the Company's cost controls and other financial operating objectives;
- the availability of qualified employees for business operations;
- general business and economic conditions;
- the Company's ability to meet its financial obligations as they become due;
- the positive cash flows and financial viability of its business;
- the Company's ability to manage growth with respect to its business and new business opportunities; and
- the Company's tax position, anticipated tax refunds and the tax rates applicable to the Company.

Readers are cautioned that the preceding list of risks, uncertainties, assumptions, and other factors are not exhaustive. Events or circumstances could cause actual results to differ materially from those estimated or projected and expressed in or implied by these forward-looking statements. Accordingly, readers should not place undue reliance on forward-looking statements.

OUR BUSINESS

The Company was incorporated on October 8, 2021, under the laws of British Columbia (“**BC**”). The Company completed an Initial Public Offering (“**IPO**”) and is classified as a Capital Pool Company (“**CPC**”) as defined in the Exchange Policy 2.4. The Company’s corporate head office is 119 – 998 Harbourside Drive, North Vancouver, BC, Canada V7P 3T2.

Since incorporation on October 8, 2021, the Company has no active business operations. As a CPC, the Company’s business objective is to identify and evaluate assets or businesses with a view of potential acquisition or participation by completing a QT as defined in Exchange Policy 2.4 subject, in certain cases, to shareholder approval and acceptance by the Exchange.

On August 8, 2022, the Company completed its IPO raising gross proceeds of \$300,000 pursuant to the Company’s prospectus dated May 12, 2022, by issuing an aggregate of 1,560,062 common shares in the capital of the Company at a price of \$0.19 per share.

The Company used the net proceeds of the IPO to identify and evaluate assets or businesses for acquisition with a view to completing a QT under the policies of the Exchange. On August 4, 2022, the Exchange issued a bulletin announcing the listing of the common shares as of market open on August 8, 2022, and immediately halted trading pending completion of the IPO. The Shares resumed trading under the trading symbol “TLX.P” on August 10, 2022.

Prior to completing a QT, the Company, as a CPC, used the proceeds raised from the issuance of share capital to identify and evaluate assets or businesses for future investment, with the exception that up to \$3,000 per month may be used for reasonable general and administrative expenses of the Company. These restrictions applied until completion of a QT by the Company as defined under the policies of the Exchange.

AMALGAMATION AGREEMENT – INNOVATION MINING INC.

On April 11, 2025, the Company and its wholly owned subsidiary 1535261 BC Ltd. (“**Subco**”) entered into an amalgamation agreement (the “**Amalgamation Agreement**”) with Innovation pursuant to which the Company will, by way of a “three-cornered amalgamation,” acquire all of the issued and outstanding securities of Innovation (together with the related transactions and corporate procedures set forth in the Amalgamation Agreement, the “**Transaction**”).

The Transaction constituted the Company’s QT in accordance with Exchange Policy 2.4. The Company, after giving effect to the Transaction and upon receiving final approval from the Exchange, will hereinafter be referred to as the “**Resulting Issuer**”.

Subsequent to September 30, 2025, on October 10, 2025, the Transaction closed with the filing of the Exchange Filing Statement and on October 20, 2025, final Exchange approval was received. The Resulting Issuer started trading on the Exchange under the symbol “RZL” on October 22, 2025.

Pursuant to the terms of the Amalgamation Agreement, and subject to certain conditions, including receipt of applicable regulatory and shareholder approvals, on the closing date of the Transaction, Innovation amalgamated with Subco pursuant to the provisions of the Business Corporations Act (British Columbia) (the "**Amalgamation**"). The amalgamated entity will be a wholly-owned subsidiary of the Company.

The Amalgamation was approved by the shareholders of Innovation at a meeting of shareholders on August 7, 2025.

On September 19, 2025, Innovation completed a share split on a 1:1.24 basis prior to completion of the SR Financing (defined below) and the Transaction (the "**Share Split**"). Pursuant to the Transaction, the Company will then issue one (1) post-Consolidation common share to Innovation shareholders for every one (1) common share of the Innovation held. Outstanding options, warrants and broker warrants of Innovation will also be replaced with options, warrants and broker warrants of the Resulting Issuer exercisable on equivalent terms.

In connection with the Transaction and following the Share Split, on September 25, 2025, Innovation completed a non-brokered private placement of 5,686,562 subscription receipts (each a "**Subscription Receipt**") at a price of \$0.50 per Subscription Receipt for aggregate gross proceeds of \$2,843,281 (the "**SR Financing**"). Each Subscription Receipt will be exchanged for one common share (a "**Share**") in the capital of Innovation and one common share purchase warrant of Innovation (a "**Warrant**") (exercisable at a price of \$0.75) prior to completion of the Transaction. The underlying Innovation Shares and Warrants will subsequently be exchanged for common shares and warrants of the Resulting Issuer on a one-for-one basis, in accordance with the exchange ratio, at the time of completion of the Transaction.

In connection with the Transaction, on October 10, 2025, the Company consolidated its common shares on a 1.923:1 basis (the "**Consolidation**").

No finder's fee is payable in connection with the Transaction.

There are no common control persons of both the Company and Innovation. The Transaction will not constitute a "Non-Arm's Length QT" (as such term is defined in Policy 2.4) or a related party transaction pursuant to the policies of the Exchange and applicable securities laws.

Subsequent to September 30, 2025, on November 10, 2025, the Company changed its name from "Torchlight Innovations Inc." to "RZOLV Technologies Inc." The name change was approved by the Resulting Issuers board of directors on November 3, 2025.

FINANCIAL RESULTS OF OPERATIONS

Nine months ended September 30, 2025 and 2024

During the nine months ended September 30, 2025, the Company incurred \$48,617 in legal fees compared to \$22,294 incurred during the comparative period of 2024. The increase relates to the preparation and execution of the Amalgamation Agreement with Innovation.

During the nine months ended September 30, 2025, the Company incurred \$19,768 in accounting and audit fees compared to \$13,622 incurred during the comparative period of 2024. The increase relates to the completion of an interim quarterly review by the Company's external auditor required for completion of the QT.

During the nine months ended September 30, 2025, the Company incurred \$2,478 of promotion expense related to the announcement of the QT. There was no promotional expense recorded during the nine months ended September 30, 2024.

Three months ended September 30, 2025 and 2024

During the three months ended September 30, 2025 the Company incurred \$24,156 in legal fees compared to \$2,165 incurred during the comparative period of 2024. The increase relates to the preparation and execution of the Amalgamation Agreement with Innovation.

During the three months ended September 30, 2025, the Company incurred \$10,910 in accounting and audit fees compared to \$3,575 incurred during the comparative period of 2024. The increase relates to the completion of an interim quarterly review by the Company's external auditor required for completion of the QT.

LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

Cash flow

For the nine months ended September 30, 2025, cash flows used in operating activities were \$50,354, a decrease of \$15,522 compared to the comparable period in 2024. The decrease was primarily due to change in working capital items partially offset by higher general and administrative expenses.

The Company did not have cash flows generated by (used in) investing and financing activities during the nine months ended September 30, 2025 and 2024.

Liquidity, capital resources and going concern

For the nine months ended September 30, 2025, the Company incurred a net loss of \$79,342 and used cash in operating activities of \$50,354. As at September 30, 2025, the Company had cash of \$19,654, a positive working capital (current assets less current liabilities) of \$1,292 and an accumulated deficit of \$296,685.

The Company has incurred losses, has limited financial resources and has no current source of revenue or cash flow generated from operating activities. The Company's ability to continue its operations is dependent upon obtaining additional financing sufficient to cover its operating costs and finance any identified business acquisition. The Company will require additional financing to accomplish its long-term strategic objectives. However, there is no assurance that such financing will be available. If adequate financing is not available or cannot be obtained on a timely basis, the Company may be required to adjust its business plans.

The above factors give rise to material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern.

The Company is dependent on external financing, including equity issuances and debt financing, to fund its activities. Management of the Company will determine whether to accept any offer to finance weighing such things as the financing terms, share price at the time and current market conditions, among others.

Circumstances that could impair the Company's ability to raise additional funds include general economic conditions, the price of relevant commodities and the other factors set forth below in the "Risk Factors" and "Risks and Uncertainties" section of this MD&A.

On an ongoing basis, and particularly in light of current market conditions, management evaluates and adjusts its planned level of activities, including planned and administrative costs, to maintain adequate levels of working capital.

Since inception of the Company, the Company has completed the following private placements:

- In November 2021, the Company completed a non-brokered private placement pursuant to which the Company issued an aggregate of 1,300,052 Common Shares at a price of \$0.10 per Common Share for gross proceeds of \$125,000. No finders' fees were paid.
- On August 8, 2022 the Company completed a private placement and issued of 1,560,062 shares at a price of \$0.19 per share for gross proceeds of \$300,000. The Company paid a cash commission to the agent in the amount of \$15,000 and issued 156,006 compensation warrants exercisable into common shares at a price of \$0.19 per common share for a period of 24 months from the date of issuance. During the year ended December 31, 2024, 156,006 warrants expired.

In connection with the Transaction, on September 25, 2025, Innovation completed a non-brokered private placement of 5,686,562 Subscription Receipts at a price of \$0.50 per Subscription Receipt for aggregate gross proceeds of \$2,843,281. Each Subscription Receipt will be exchanged for one common share in the capital of Innovation and one common share purchase warrant of Innovation (exercisable at a price of \$0.75) prior to completion of the Transaction.

COMMITMENTS

The Company does not have any contractual obligations or commitments.

OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

SELECTED FINANCIAL INFORMATION AND ADDITIONAL DISCLOSURE

Results of operations – annual overview

The following financial data for the years ended December 31, 2024, 2023 and 2022 is derived from the audited financial statements for the years ended December 31, 2024, 2023 and 2022 and should be read in conjunction with these annual financial statements.

	Year ended December 31, 2024 (Audited)	Year ended December 31, 2023 (Audited)	Year ended December 31, 2022 (Audited)
Total revenue	Nil	Nil	Nil
Loss from operations	\$55,022	\$48,285	\$79,535
Loss per share – basic	\$0.04	\$0.03	\$0.13
Loss per share – diluted	\$0.04	\$0.03	\$0.13
Total assets	\$90,133	\$146,067	\$211,435
Total current liabilities	\$9,499	\$10,411	\$27,494
Total non-current financial liabilities	Nil	Nil	Nil
Cash dividends declared (cents per share)	Nil	Nil	Nil

As an IPO venture issuer with no revenue from operations, the Company makes the following additional disclosure in accordance with Section 8.6 of Form 41-101F1 – *Information Required in a Prospectus*.

	Year ended December 31, 2024	Year ended December 31, 2023	Year ended December 31, 2022
Office and administration	\$ 2,408	\$ 3,145	\$ 2,637
Filing fees	\$ 13,326	\$ 11,037	\$ 1,070
Professional fees	\$ 39,288	\$ 34,103	\$ 35,128
Share based payments	Nil	Nil	\$ 40,700

Results of operations – quarterly overview

The Company has an accumulated deficit of \$296,685 during the period commencing from incorporation on October 8, 2021 to September 30, 2025 which was comprised of general and administrative costs as set forth below:

	Q3 2025	Q2 2025	Q1 2025	Q4 2024
Filing fee	\$ 2,278	\$ 3,484	\$ 2,421	\$ 6,946
Promotion	-	2,478	-	-
Professional fees	35,066	30,760	2,559	3,372
Office and administration	40	85	171	276
Loss for the period	\$ 37,384	\$ 36,807	\$ 5,151	\$ 10,594

	Q3 2024	Q2 2024	Q1 2024	Q4 2023
Office and administration	\$ 686	\$ 1,373	\$ 73	\$ 38
Filing fee	4,284	616	1,480	2,648
Professional fees	5,740	9,899	20,277	2,119
Loss for the period	\$ 10,710	\$ 11,888	\$ 21,830	\$ 4,805

OUTSTANDING SHARE DATE

As at November 26, 2025, the Company has the following number of securities outstanding:

	Number of securities	Exercise price (\$)	Weighted average remaining life (years)
Common shares	61,752,057		
Share options	4,661,635	\$0.08 – \$0.20	5.01
Warrants	14,814,291	\$0.20 – \$0.75	1.49
	81,227,983		

EVENTS AFTER THE REPORTING DATE

Other than disclosed elsewhere in this MD&A, the Company does not have any material events after the reporting date to disclose.

RELATED PARTY TRANSACTIONS

Parties are considered to be related if one party has the ability, directly or indirectly, to control the other party or exercise significant influence over the other party in making financial and operating decisions. Related parties may be individuals or corporate entities. A transaction is considered to be a related party transaction when there is a transfer of resources or obligations between related parties.

As of September 30, 2025, \$nil (December 31, 2024 - \$nil) was due to related parties.

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has identified its directors and officers as its key management personnel and the compensation costs for key management personnel and companies related to them are recorded at their exchange amounts as agreed upon by transacting parties.

During the nine months ended September 30, 2025, \$nil (2024 – \$nil) was recorded as compensation costs for key management personnel and companies related to them.

NEW MATERIAL ACCOUNTING POLICIES

Our material accounting policies are presented in note 4 to the audited financial statements for the years ended December 31, 2024 and 2023. There were no new material accounting policies adopted during the nine months ended September 30, 2025.

NEW ACCOUNTING STANDARDS AND RECENT PRONOUNCEMENTS

The following standards, amendments and interpretations have been issued but are not yet effective:

- In May 2024, the IASB issued Amendments to the Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7). These amendments updated classification and measurement requirements in IFRS 9 *Financial Instruments* and related disclosure requirements in IFRS 7 *Financial Instruments: Disclosures*.

The IASB clarified the recognition and derecognition date of certain financial assets and liabilities, and amended the requirements related to settling financial liabilities using an electronic payment system. It also clarified how to assess the contractual cash flow characteristics of financial assets in determining whether they meet the solely payments of principal and interest criterion, including financial assets that have environmental, social and corporate governance (“ESG”)-linked features and other similar contingent features. The IASB added disclosure requirements for financial instruments with contingent features that do not relate directly to basic lending risks and costs, and amended disclosures relating to equity instruments designated at FVOCI. The amendments are effective for annual periods beginning on or after January 1, 2026 with early adoption permitted. This amendment is not expected to have a material impact on the Company.

- In April 2024, the IASB issued IFRS 18 – *Presentation and Disclosure in Financial Statements* which will replace IAS 1, *Presentation of Financial Statements*. The new standard on presentation and disclosure in financial statements focuses on updates to the statement of earnings (loss). The key new concepts introduced in IFRS 18 relate to the structure of the statement of earnings (loss), required disclosures in the financial statements for certain earnings or loss performance measures that are reported outside an entity’s financial statements and enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes in general. Many of the other existing principles in IAS 1 are retained, with limited changes. IFRS 18 will apply for reporting periods beginning on or after January 1, 2027 and also applies to comparative information. The Company is in the process of assessing the impact of this standard.

There are no other IFRS Accounting Standards or International Financial Reporting Interpretations Committee interpretations that are not yet effective or early adopted that are expected to have any impact on the Company.

CRITICAL ACCOUNTING ESTIMATES AND JUDGMENTS

The preparation of financial statements requires the use of accounting estimates. It also requires management to exercise judgment in the process of applying its accounting policies. Estimates and policy judgments are regularly evaluated and are based on management’s experience and other factors, including expectations about future events that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. Revisions to accounting estimates are recognized in the period in which the estimates are revised and in any future periods affected.

The following discusses the most significant accounting judgments and accounting estimates that the Company has made in the preparation of the condensed consolidated interim financial statements including those that could result in material changes within the next twelve months in the carrying amounts of assets and liabilities:

Key instances of accounting policy judgment

- The assessment of the Company’s ability to continue as a going concern requires judgment related to future funding available to continue efforts to identify and evaluate assets or businesses for future investment and meet working capital requirements, the outcome of which is uncertain (refer to “*Liquidity, Capital Resources and Going Concern*” section of this MD&A).

FINANCIAL INSTRUMENTS

The Company's financial assets and liabilities are initially measured and recognized according to a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets and liabilities and the lowest priority to unobservable inputs.

The three levels of fair value hierarchy are as follows:

- Level 1: Quoted prices in active markets for identical assets or liabilities that the Company has the ability to access at the measurement date.
- Level 2: Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).
- Level 3: Inputs for the asset or liability that are not based on observable market data.

The carrying values of cash, receivable, prepaids and accounts payable and accrued liabilities approximate their fair values due to the short-term maturity of these financial instruments.

RISK FACTORS

As at September 30, 2025, the Company's risk exposure and the impact on the Company's financial instruments are summarized below:

Market risk

Market risk is the risk that the fair value or future cash flows from a financial instrument will fluctuate because of changes in market prices or prevailing conditions. Market risk comprises three types of risk: currency risk, interest rate risk and price risk and are disclosed as follows:

(i) Currency risk

Currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates. The Company holds no financial instruments that are denominated in a currency other than Canadian dollars. As at September 30, 2025 the Company is not exposed to currency risk.

(ii) Interest rate risk

Interest rate risk is the risk that the fair value or future cash flows will fluctuate as a result of changes in market risk. The Company's sensitivity to interest rates relative to its cash balances is currently immaterial. The Company also has no long-term debt with variable interest rates, so it has no negative exposure to changes in the market interest rate.

(iii) Price risk

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. The Company is not exposed to significant price risk.

Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its financial assets including cash.

The Company mitigates its exposure to credit risk on financial assets through investing its cash with Canadian Tier 1 chartered financial institutions. Management believes there is a nominal expected credit loss associated with its financial assets.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk by monitoring actual and projected cash flows and matching the maturity profile of financial assets and liabilities.

The Company remains dependent upon the financial support of its shareholders and debtholders. All the Company's financial liabilities have contractual maturities of 30 days and subject to normal trade terms. Additionally, the Company has insufficient funds from which to finance any identified business acquisition and as such will require additional financing to accomplish the Company's long-term strategic objectives. Future funding may be obtained by means of issuing share capital or debt financing. There can be no certainty of the Company's ability to raise additional financing through these means. If the Company is unable to continue financing itself through these means, it is possible that the Company will be unable to continue as a going concern (refer to note 1b).

RISKS AND UNCERTAINTIES

Upon completion of the QT with Innovation, research and development companies in the clean-technology space involve a number of risks and uncertainties, many of which are beyond our control. These risks and uncertainties include, without limitation, the risks discussed elsewhere in this MD&A and those identified in the Company's Filing Statement dated October 8, 2025 as filed in Canada on SEDAR+ at www.sedarplus.ca. You should carefully consider such risks and uncertainties prior to deciding to invest in our securities.