



**P A S O F I N O   G O L D**

**MANAGEMENT'S DISCUSSION AND ANALYSIS**

**YEAR ENDED APRIL 30, 2025**

**(EXPRESSED IN CANADIAN DOLLARS)**

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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The following Management's Discussion and Analysis ("MD&A") of the financial condition and results of the operation of Pasofino Gold Ltd. ("Pasofino" or the "Company") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended April 30, 2025. This MD&A was written to comply with the requirements of National Instrument 51-102 – Continuous Disclosure Obligations. This discussion should be read in conjunction with the audited consolidated financial statements of the Company for the years ended April 30, 2025 and 2024, together with the notes thereto. Results are reported in Canadian dollars, unless otherwise noted. The Company's consolidated financial statements and the financial information contained in this MD&A are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the IFRS Interpretations Committee. In the opinion of management, all adjustments (which consist only of normal recurring adjustments) considered necessary for a fair presentation have been included. Information contained herein is presented as of August 27, 2025, unless otherwise indicated.

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors (the "Board"), considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company common shares; (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

Further information about the Company and its operations is available on the Company's website at [www.pasofinogold.com](http://www.pasofinogold.com) or on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

This MD&A contains forward-looking information as further described in the "Cautionary Note Regarding Forward-Looking Statements" at the end of this MD&A. Please also make reference to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section below.

### **Description of Business and Nature of Operations**

Pasofino is a Canadian-based mineral exploration company and trades on the TSX-V Exchange ("TSXV") under the symbol VEIN, on the Frankfurt Exchange under the symbol N071 and on the OTCBQ Venture Market under the symbol EFRGF.

On December 8, 2023, Hummingbird Resources (Liberia) Inc. ("Hummingbird Liberia") completed the acquisition of Pasofino. Pursuant to the acquisition, all common shares of Hummingbird Liberia were exchanged for common shares of the Company (the "Transaction"). Hummingbird Liberia was identified as the accounting acquirer in the Transaction and as such, this MD&A presents the continuation of Hummingbird Liberia and constituted a reverse acquisition of Pasofino by Hummingbird Liberia. As a result of the Transaction, Hummingbird Resources PLC ("Hummingbird PLC") is the ultimate parent of the Company. On December 12, 2023, Pasofino announced the completed consolidation of the Dugbe Project, in which Pasofino now owns 100% of the Dugbe Gold Project (prior to giving effect to the 10% carried interest of the Government of Liberia).

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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The Company engages in exploration, evaluation and development of mineral exploration targets, principally for gold, within Liberia.

**Financial and Operating Highlights**

**Corporate**

On May 31, 2024, the Company announced the appointment of Warren Greenslade as interim Chief Executive Officer of the Company. Mr. Greenslade replaced Dr. Daniel Limpitlaw, who stepped down from his current role, but remained in a consultancy role, focused on technical support to the Dugbe Gold Project.

On September 16, 2024, the Company announced that it executed an exclusivity agreement dated September 12, 2024, with an arm's length potential purchaser who proposed to acquire the Company for cash consideration of US\$75 million (\$101.75 million), representing a purchase price of US\$0.66 (\$0.907) per Pasofino's common share (the "Offer"). This exclusivity period expired on November 7, 2024, after which the Company continued to work with the counterparty on a non-exclusive basis to facilitate the counterparty's financing for the acquisition. The counterparty was unsuccessful in securing the financing to complete the transaction.

On October 3, 2024, the Company granted 7,465,000 stock options to directors, officers, employees and consultants. The stock options have an exercise price of \$0.70 per share, and are valid for a eighteen-month period from the date of grant. The options vested immediately.

On October 7, 2024, the Company appointed Brett Richards as a Non-Executive Director to its Board.

On October 29, 2024, the Company closed the first tranche of a non-brokered private placement of units at \$0.70 per unit for gross proceeds of approximately \$3,339,537 (US\$2,480,799).

On October 31, 2024, the Company closed the second and final tranche of a non-brokered private placement of units at \$0.70 per unit for gross proceeds of approximately \$25,200 (US\$18,720).

Effective November 1, 2024, (the "Effective Date"), the Company adopted a shareholder rights plan (the "Rights Plan"). Pursuant to the Rights Plan, one right (the "Right") attaches to each issued and outstanding common share of Pasofino. Subject to the terms of the Rights Plan, the Rights become exercisable in the event that any person, (together with any affiliates, associates and persons acting in concert, as applicable (the "Related Parties") becomes a beneficial holder of 20% or more of Pasofino's outstanding common shares without complying with the "Permitted Bid" provisions pursuant to the Rights Plan. In such circumstances holders of the Rights (other than the acquiring person and its Related Parties) will be permitted to exercise their Rights and purchase additional common shares of the Company at a substantial discount to the then market price of the Company's shares. The Rights Plan does not prohibit interested parties from proceeding with an unsolicited take-over bid in accordance with applicable Canadian securities laws.

While the Rights Plan is effective immediately, it is subject to (i) execution by Computershare Investor Services Inc. the proposed rights agent and (ii) ratification by the Company's shareholders within six months of its adoption. If the Rights Plan is not approved by the shareholders within six months of the Effective

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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Date it, together with the outstanding Rights, will terminate and cease to be effective. – see comments below regarding steps taken relating to the rights plan.

On December 2, 2024, the Company announced that it appointed Brett Richards as Chief Executive Officer with immediate effect. In addition to his appointment, the Company granted Mr. Richards 1,000,000 incentive stock options under the Long-Term Incentive Plan. The options are exercisable at a price of \$0.60 per option, are valid for a term of 18 months from the date of grant and vest in equal installments over a twelve-month period.

Warren Greenslade reverted to General Manager of the Dugbe Gold Project, based in country and at site and has since resigned from the Company, effective January 31, 2025, to pursue other opportunities.

On March 3, 2025, the Company alerted shareholders to the acquisition by Nioko Resources Corporation (Nioko") of control of Hummingbird PLC (the "Acquisition") pursuant to the exercise of a subscription option that was completed on January 7, 2025.

On March 7, 2025, Pasofino advised that, effective immediately, Mr. Dan Betts and Mr. Tom Hill (two of the nominees of Hummingbird PLC) on the Board of Directors of Pasofino have resigned.

In addition, Pasofino alerts the market that the Acquisition pursuant to the exercise of a subscription option that was completed on January 7, 2025 triggered the right of APG AUS NO 5 PTY LTD (the "Royalty Holder") to terminate (the "Termination Right") the Amended and Restated Net Smelter Returns Royalty Deed between the Royalty Holder (as the holder of the royalty and the royalty payee), Hummingbird PLC (as guarantor), ARX, a subsidiary of Pasofino (as guarantor) and Hummingbird Liberia, a subsidiary of ARX and an indirect subsidiary of Pasofino (as royalty payor) (the "NSR Royalty").

The Acquisition triggered the Termination Right of the Royalty Holder and triggered an obligation on the part of Hummingbird PLC to provide notice (in accordance with the terms of the NSR Royalty) to the Royalty Holder of the Acquisition (the "Notice").

In accordance with the terms of the NSR Royalty, Hummingbird PLC is required to provide notice (the "Notice") to the Royalty Holder of the Acquisition. The Royalty Holder has a period of six (6) months from receiving the Notice to elect to terminate the NSR Royalty. If the Royalty Holder terminates the Royalty, Hummingbird Liberia is required to pay the Royalty Holder US\$15,000,000 (the "Termination Fee") within a period of 9 months. Hummingbird PLC and ARX are jointly and severally liable to the Royalty Holder for payment of this amount.

None of Pasofino, ARX or Hummingbird Liberia has received a copy of the Notice, if any provided by Hummingbird. On March 7, 2025 Pasofino issued a press release announcing the Termination Right of the Royalty Holder and Pasofino provide the Royalty Holder with Notice of the Acquisition on March 11, 2025.

On May 27, 2025, the Company closed a non-brokered private placement of 10,000,000 units at \$0.50 (US\$0.36) per unit for gross proceeds of approximately \$5,000,000 (US\$3,600,000).

On June 30, 2025, Hummingbird PLC, Nioko and the Company entered into a Co-operation and Support Agreement (the "Co-operation Agreement"). Pursuant to the Co-operation Agreement, the Board of

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

Directors of Pasofino was reconstituted such that the Board of Directors consisted of three nominees of Hummingbird PLC, Brett Richards (CEO of the Company), Kirsztian Toth and Ahmet Emre Kayisoglu. The parties agreed to take all steps necessary and reasonably available to ensure that no rights are exercised under the Rights Plan and no common shares of Pasofino are issued, purchased or distributed under the Rights Plan. In the event any shares are issued under the Rights Plan, Pasofino agreed to use its reasonable efforts to issue shares to Hummingbird PLC on the same terms to ensure Hummingbird PLC maintains its current shareholding interest in Pasofino. If shares are issued under the Rights Plan and Pasofino is unable to issue shares to Hummingbird PLC in order for it to maintain its current shareholding interest, Hummingbird PLC and Nioko may terminate the Co-operation Agreement. The issuance of any shares is subject to the receipt of all required securityholder and regulatory approvals, including the TSXV.

Pursuant to the Co-operation Agreement, Hummingbird PLC and Pasofino agreed that for the remainder of calendar year 2025, Pasofino will seek to raise funds to update the Dugbe Gold Project Feasibility Study in Liberia, and to commence certain pre-construction activities such as infrastructure development and initial site preparation. It was agreed that, subject to the terms and conditions set out in the Co-operation Agreement, Hummingbird PLC would participate pro-rata in such financings as the lead order.

Hummingbird PLC, Nioko and Pasofino agreed that (i) Pasofino will terminate the current strategic review process, (ii) upon completion of a revised Feasibility Study the Board of Directors will consider options in the best interests of the Company and all shareholders, including recommencing the strategic review process or commencing to plan financing the Dugbe Gold Project into production; (iii) until October 31, 2026 (the "Standstill Period") Hummingbird PLC will vote its shares in favour of management nominees at each annual general meeting of the Company.

Hummingbird PLC also agreed to a standstill covenant in favour of Pasofino, in customary form, for the duration of the Standstill Period, which covenant includes restrictions on (i) the acquisition of beneficial ownership of any securities of Pasofino, (ii) the making of any take-over bid for Pasofino and (iii) the transfer or other disposition of its shares, subject, in each case, to customary exceptions.

Hummingbird PLC, Nioko and Pasofino also agreed on a proposal relating to the Amended and Restated Net Smelter Returns Royalty Deed of the royalty holder. To the extent that the royalty holder has a right to terminate as a result of Nioko's acquisition of Hummingbird Liberia and chooses to exercise the termination right, this would require the Company to pay the US\$15,000,000 termination fee). In the event that this occurs, Hummingbird PLC and Nioko agreed to pay such termination fee. In exchange Pasofino agreed that Hummingbird PLC and Nioko shall, following such payment, have the right to refinance (on terms acceptable to the Company and Nioko, each acting reasonably) or re-sell the royalty at a fair and reasonable price as determined in the context of the market, with any funds from a sale being first used to reimburse Hummingbird PLC and Nioko, with any amount in excess of the termination fees accruing to Pasofino. To the extent there is shortfall from such proceeds, Hummingbird PLC and Nioko would be granted an equivalent royalty which will be capped to the amount of the shortfall.

On August 8, 2025, 3,145,500 warrants with an exercise price of \$0.65 expired unexercised.

After a recent assessment, the Government of Liberia denied certain customs exemptions applied for during the years 2019 to 2021 due to COVID-19 and as result, the current overdue amount owing by the Company to the Government of Liberia has increased by \$645,886 (US\$467,627) (resulting in a aggregate of

**Pasofino Gold Limited**  
**Management’s Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

\$4,768,768 (US\$3,452,627) of payments overdue to the Government of Liberia). The Government of Liberia has demanded payment of the outstanding amounts and the Company is currently making efforts to negotiate with the Government to secure a flexible payment plan with respect to this amount, which is otherwise payable by no later than September 5, 2025. If the Company is unable to make payment when due, the Government of Liberia could declare an event of default under the MDA which if not cured during the applicable sixty day cure period, could result in a cancellation of the MDA which would have a material and adverse effect on the Company.

**Trends and Economic Conditions**

Management regularly monitors economic conditions and estimates their impact on the Company’s operations and incorporates these estimates in both short-term operating and longer-term strategic decisions.

Apart from the risk factors noted under the heading “Risks and Uncertainties”, management is not aware of any other trends, commitments, events or uncertainties that would have a material effect on the Company’s business, financial condition or results of operations.

See “Cautionary Note Regarding Forward-Looking Statements” below.

**Outlook**

The Company intends to continue exploration and development work at the Dugbe Gold Project in Liberia.

There is no assurance that equity capital will be available to the Company in the future in the amounts or at the times desired or on terms that are acceptable to the Company, if at all. See “Risks and Uncertainties” below.

**Selected Annual Financial Information**

	<b>Year Ended April 30, 2025 (\$)</b>	<b>Year Ended April 30, 2024 (\$)</b>	<b>Year Ended April 30, 2023 (\$)</b>
Revenues	-	-	-
Net loss	(21,051,280)	(25,446,589)	(3,077,383)
Net loss per share – basic	(0.18)	(0.34)	(0.06)
Net loss per share – diluted	(0.18)	(0.34)	(0.06)
	<b>As at April 30, 2025 (\$)</b>	<b>As at April 30, 2024 (\$)</b>	<b>As at April 30, 2023 (\$)</b>
Total assets	895,951	2,132,354	1,323,070
Total non-current financial liabilities	nil	8,914,236	nil
Distribution or cash dividends	nil	nil	nil

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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- The net loss for the year ended April 30, 2025, consisted primarily of exploration expense of \$4,122,015, management fees of \$437,819, professional fees of \$1,306,424, office and general of \$270,740, director fees of \$30,000, investor relations of \$218,806, communications and travel of \$157,027, share-based payments of \$2,677,824, foreign exchange loss of \$18,766, unrealized loss on marketable securities of \$1,015, change in fair value of royalty liability of \$11,869,956 which was offset by gain on debt extinguishment of \$59,112.
- The net loss for the year ended April 30, 2024, consisted primarily of exploration expense of \$3,047,451, management fees of \$484,007, professional fees of \$209,553, office and general of \$173,474, director fees of \$14,114, investor relations of \$34,515, communications and travel of \$24,286, change in fair value of royalty liability of \$1,964,637 and listing expense of \$20,111,910 which was offset by foreign exchange gain of \$15,317, unrealized gain on marketable securities of \$145, gain on settlement of debt of \$594,213 and other income of \$7,683.
- The net loss for the year ended April 30, 2023, consisted primarily of exploration expense of \$2,373,883, office and general of \$69,713, foreign exchange loss of \$2,617 and change in fair value of royalty liability of \$295,286 which was offset by other income of \$13,189.
- As the Company has no recurring revenue, its ability to fund its operations is dependent upon securing financing. See "Trends" above and "Risk Factors" below.

### **Environmental Contingency**

The Company's mining and exploration activities are subject to various laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and are generally becoming more restrictive. As of April 30, 2025, the Company does not believe that there are any significant environmental obligations requiring material capital outlays in the immediate future.

### **Off-Balance Sheet Arrangements**

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company including, without limitation, such considerations as liquidity and capital resources that have not previously been discussed.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

**Selected Quarterly Information**

<b>Three Months Ended</b>	<b>Total Revenue (\$)</b>	<b>Total Profit (loss) (\$)</b>	<b>Basic and Diluted Earnings (Loss) Per Share <sup>(9)</sup> (\$)</b>	<b>Total Assets (\$)</b>
2023-July 31	-	(1,399,767) <sup>(1)</sup>	(0.03)	4,703,852
2023-October 31	-	(871,541) <sup>(2)</sup>	(0.02)	4,256,843
2024-January 31	-	(20,737,825) <sup>(3)</sup>	(0.24)	3,729,535
2024-April 30	-	(2,437,456) <sup>(4)</sup>	(0.02)	2,132,354
2024-July 31	-	(1,739,241) <sup>(5)</sup>	(0.02)	525,437
2024-October 31	-	(4,347,677) <sup>(6)</sup>	(0.04)	2,816,659
2025-January 31	-	(14,667,100) <sup>(7)</sup>	(0.13)	1,687,158
2025-April 30	-	(297,262) <sup>(8)</sup>	(0.00)	895,951

<sup>(9)</sup> Per share amounts are rounded to the nearest cent, therefore aggregating quarterly amounts may not reconcile to year-to-date per share amounts

The following table provides a breakdown to highlight the drivers of the selected financial information presented above.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

	(1) July 31, 2023 (\$)	(2) October 31, 2023 (\$)	(3) January 31, 2024 (\$)	(4) April 30, 2024 (\$)
<b>Expenses</b>				
Exploration expense	(600,893)	(358,048)	(803,288)	22,712
Management fees	(143,764)	(149,165)	(90,316)	(393,691)
Professional fees	nil	nil	(100,081)	(109,472)
Office and general	(4,098)	(3,730)	(34,681)	(125,438)
Director fees	nil	nil	(15,000)	886
Investor relations	nil	nil	(1,885)	(32,630)
Communications and travel	nil	nil	(13,386)	(10,900)
Foreign exchange (loss) gain	(358)	(1,297)	44,940	(33,493)
Unrealized (loss) gain on marketable securities	nil	nil	725	(580)
Change in fair value of royalty liability <sup>(a)</sup>	nil	nil	nil	(1,964,637)
Listing expense <sup>(b)</sup>	nil	nil	(19,727,224)	(384,686)
Gain on settlement of debt	nil	nil	nil	594,213
Other income	360	4,693	2,371	260
<b>Net (loss) income</b>	<b>(748,753)</b>	<b>(507,547)</b>	<b>(20,737,825)</b>	<b>(2,437,456)</b>

<sup>(a)</sup> The change in fair value of royalty liability of \$1,964,637 for the three months ended April 30, 2024 was a result of the updates to various inputs for the estimated fair value.

<sup>(b)</sup> Listing expense of \$19,727,224 for the three months ended January 31, 2024 was a result of the completions of the Transaction on December 8, 2023. Refer to heading "Description of Business and Nature of Operations" above.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

	(5) July 31, 2024 (\$)	(6) October 31, 2024 (\$)	(7) January 31, 2025 (\$)	(8) April 30, 2025 (\$)
<b>Expenses</b>				
Exploration expense	(969,914)	(868,151)	(857,006)	(1,426,944)
Management fees	(117,786)	(81,884)	(120,311)	(117,838)
Professional fees	(63,473)	(192,745)	(161,555)	(888,651)
Office and general	(66,143)	(66,571)	(32,706)	(105,320)
Director fees	(7,500)	(7,500)	(7,500)	(7,500)
Investor relations	(47,497)	(31,015)	(34,255)	(106,039)
Communications and travel	(22,672)	(46,120)	(37,612)	(50,623)
Share-based payments <sup>(a)</sup>	nil	(2,457,498)	(137,304)	(83,022)
Foreign exchange (loss) gain <sup>(b)(c)</sup>	(161,842)	(343,989)	(1,688,113)	2,175,178
Unrealized (loss) gain on marketable securities	(290)	290	(435)	(580)
Change in fair value of royalty liability <sup>(d)</sup>	(282,124)	(410,362)	(11,594,588)	417,118
Gain on debt extinguishment	nil	157,868	4,285	(103,041)
<b>Net (loss) income</b>	<b>(1,739,241)</b>	<b>(4,347,677)</b>	<b>(14,667,100)</b>	<b>(297,262)</b>

<sup>(a)</sup> The share-based payments of \$2,457,498 for the three months ended October 31, 2024 was a result of 8,465,000 stock options granted during the period. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.

<sup>(b)</sup> The foreign exchange loss for the three months ended January 31, 2025 which was primarily attributable to US dollar and Canadian dollar exchange rate fluctuations. This is primarily due to the revaluation of the royalty liability, given the foreign exchange rate from October 31, 2024 to January 31, 2025 period changed from 1.3916 to 1.4484, respectively.

<sup>(c)</sup> The foreign exchange gain for the three months ended April 30, 2025 which was primarily attributable to US dollar and Canadian dollar exchange rate fluctuations. This is primarily due to the revaluation of the royalty liability, given the foreign exchange rate from January 31, 2025 to April 30, 2025 period changed from 1.4484 to 1.3812, respectively.

<sup>(d)</sup> The change in fair value of royalty liability for the three months ended April 30, 2025 was \$11,594,588. On January 7, 2025, Nioko acquired control of Hummingbird PLC pursuant to the exercise of a subscription options. The acquisition triggered the termination right of the royalty holder. As a result, the fair value of the royalty liability was increased to US\$15,000,000.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

**Financial Highlights**

Three months ended April 30, 2025, compared with three months ended April 30, 2024

The Company's net loss totaled \$297,262 for the three months ended April 30, 2025, with basic and diluted loss per share of \$0.00. This compares with a net loss of \$2,437,456 with basic and diluted loss per share of \$0.02 for the three months ended April 30, 2024. The Company had no revenue in both periods presented. The impact on net loss was principally due to:

- Exploration expenses increased to \$1,426,944 for the three months ended April 30, 2025, compared to a recovery \$22,712 for the three months ended April 30, 2024. The recovery of \$22,712 for the three months ended April 30, 2024 is due to an adjustment at year end to reverse the monthly operating expenses. Refer to the heading "Mineral Exploration Properties" below for a summary of the Company's exploration programs for Pasofino's property portfolio. The increase is also due to the recent assessment from the Government of Liberia which denied certain customs exemptions applied for during the years 2019 to 2021 due to COVID-19 and as a result, the current amount overdue amount owing by the Company to the Government of Liberia has increased by \$645,886 (US\$467,627).
- Professional fees increased in the three months ended April 30, 2025, to \$888,651 compared with \$109,472 for the same period in 2024. The expenses are related to Pasofino corporate activity requiring external professional support services which are mainly legal and audit fees.
- The Company incurred an increase in share-based compensation of \$83,022 for the three months ended April 30, 2025, compared to the three months ended April 30, 2024. The increase was the result of 1,000,000 stock options granted during the current period compared to nil for the same period in 2024. The Company expenses its stock options in accordance with the vesting terms of the stock options granted.
- Change in fair value of royalty liability decreased in the three months ended April 30, 2025, to \$417,118 compared with \$1,964,637 for the same period in 2024, due to the change in the fair value of the royalty liability.
- Gain on settlement of debt decreased in the three months ended April 30, 2025, to \$nil compared with \$594,213 for the same period in 2024, due to the completion of the Transaction on December 8, 2023. Refer to the heading "Description of Business and Nature of Operations" above.
- All other expenses related to general working capital purposes.

Year ended April 30, 2025, compared with year ended April 30, 2024

The Company's net loss totaled \$21,051,280 for the year ended April 30, 2025, with basic and diluted loss per share of \$0.18. This compares with a net loss of \$25,446,589 with basic and diluted loss per share of \$0.34 for the year ended April 30, 2024. The Company had no revenue in both periods presented. The decrease in net loss was principally due to:

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

- Exploration expenses increased to \$4,122,015 for the year ended April 30, 2025, compared to \$3,047,451 for the year ended April 30, 2024. Refer to the heading "Mineral Exploration Properties" below for a summary of the Company's exploration programs for Pasofino's property portfolio. The increase is also due to the recent assessment from the Government of Liberia which denied certain customs exemptions applied for during the years 2019 to 2021 due to COVID-19 and as a result, the current amount overdue amount owing by the Company to the Government of Liberia has increased by \$645,886 (US\$467,627).
- Professional fees increased in the year ended April 30, 2025, to \$1,306,424 compared with \$209,553 for the same period in 2024. The expenses are related to Pasofino corporate activity requiring external professional support services which are mainly legal and audit fees.
- The Company incurred an increase in share-based compensation of \$2,677,824 for the year ended April 30, 2025, compared to the year ended April 30, 2024. The increase was the result of 8,465,000 stock options granted during the current period compared to nil for the same period in 2024. The Company expensed its stock options in accordance with the vesting terms of the stock options granted.
- Change in fair value of royalty liability increased in the year ended April 30, 2025, to \$11,869,956 compared with \$1,964,637 for the same period in 2024, due to the change in the fair value of the royalty liability.
- Listing expense decreased in the year ended April 30, 2025, to \$nil compared with \$20,111,910 for the same period in 2024, due to the completion of the Transaction on December 8, 2023. Refer to the heading "Description of Business and Nature of Operations" above.
- Gain on settlement of debt decreased in the year ended April 30, 2025, to \$nil compared with \$594,213 for the same period in 2024, due to the completion of the Transaction on December 8, 2023. Refer to the heading "Description of Business and Nature of Operations" above.
- All other expenses related to general working capital purposes.

The Company's total assets on April 30, 2025 were \$895,951 (April 30, 2024 - \$2,132,354) against total liabilities of \$27,878,872 (April 30, 2024 - \$14,036,213). The decrease in total assets of \$1,236,403 resulted from spending on exploration related activity and operating costs, offset by cash received from the private placement completed in October 2024. The Company does not have sufficient current assets to pay its existing liabilities of \$27,878,872 at April 30, 2025.

### **Liquidity and Capital Resources**

The Company's cash position as at April 30, 2025 was \$479,791 (April 30, 2024 - \$1,582,819).

At April 30, 2025, the Company had an accumulated deficit of \$68,800,608 (April 30, 2024 - \$47,818,464), expects to incur further losses in the development of its business, and had a net working capital deficit of \$26,985,183 (April 30, 2024 - working capital deficit of \$3,084,582).

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

Pasofino's financial instruments consists of cash, amounts receivable, marketable securities, accounts payable and accrued liabilities, share subscription liability and royalty liability. The carrying value of these instruments, except for marketable securities and royalty liability, approximates their fair values due to their short-term nature.

In February 2024, the Company secured financing of approximately \$3.1 million. The net proceeds of the offering were used by the Company in connection with advancement of the Dugbe Gold project and working capital. The funds were used to optimise the 2022 Definitive Feasibility Study through fiscal year 2024 and further progress the project.

In October 2024, the Company secured financing of approximately \$3.3 million. The net proceeds of the offering will be used by the Company in connection with the advancement of the Dugbe Gold Project and for general working capital purposes.

In May 2025, the Company secured financing of approximately \$5 million. The net proceeds of the offering will be used by the Company in connection with the advancement of the Dugbe Gold Project and for general working capital purposes.

At this time, the Company will rely on its ability to obtain equity or debt financing for the foreseeable future. Although the Company was successful in the past in obtaining financing, there is no guarantee that it will be able to obtain adequate financing in the future or that such financing will be advantageous to the Company. See also the discussion under the heading "Risks and Uncertainties" in this MD&A.

The Company's working capital deficit of \$26,985,183 at April 30, 2025 is not adequate for it to continue operations for the twelve-month period ending April 30, 2026. However, it provides sufficient cash flow to meet the Company's short-term needs.

At April 30, 2025, the Company had cash of \$479,791. The decrease in cash of \$1,103,028 from the April 30, 2024 cash balance of \$1,582,819 was a result of cash outflows in operating activities of \$4,515,780 and cash inflows from financing activities of \$3,412,152. Operating activities were affected by adjustments of depreciation of \$94,022, share-based payments of \$2,677,824, unrealized loss on marketable securities of \$1,015, gain on debt extinguishment of \$59,112, change in fair value of royalty liability of \$11,869,956, foreign exchange of \$14,125 and net change in non-cash working capital balances of \$1,937,670 because of an increase in amounts receivables of \$4,958, a decrease in prepaid expenses of \$44,621 and an increase in accounts payable and accrued liabilities of \$1,898,007. Financing activities were affected by proceeds from related party of \$500,000, proceeds from private placement of \$3,364,737 and share subscription liability of \$200,000 which was offset by the repayment to related party of \$500,000 and share issue costs of \$152,585.

## **Mineral Exploration Properties**

### **Property Description**

#### *Dugbe Gold Project*

Hummingbird PLC acquired the permits that now form the Project between 2008 and 2010. Hummingbird PLC carried out a large amount of exploration leading to the discovery of the Dugbe F and Tuzon deposits which collectively are the Dugbe Project. In 2019, a mineral development agreement (MDA) was issued by the Government of Liberia for the project, which secures mining rights and terms for 25 years. Approximately 90,000 metres of drilling at Dugbe F and Tuzon support a Mineral Resource Estimate (MRE) dated 17 November 2021 with total Measured and Indicated of 3.3 Moz with an average grade of 1.37 g/t Au, and 0.6 Moz in Inferred. The Company completed a Feasibility Study (FS) for the Project in June 2022, the main findings of which are presented below.

#### Feasibility Study

On June 13, 2022, Pasofino announced the results for the Dugbe Project Feasibility Study (FS). The FS was prepared by the Company's lead engineers, DRA Global (South Africa), in accordance with Canadian Securities Administrators' National Instrument 43-101 Standards of Disclosure for Mineral Projects ("NI 43-101"). The FS was reported in the form of a Technical Report filed under the Company's profile on sedar+ on July 28, 2022. The highlight results of the FS were as follows:

- Mineral Reserve Estimate of 66Mt with average grade of 1.30 Au g/t with a total of 2,760koz gold.
- Life of Mine (LOM) production of 2,270koz gold.
- 5 million tonnes per annum (Mtpa) ore throughput, for a LOM of 14 years.
- Average annual production of 200 koz gold for the first 5 years.
- Average Estimated Recovery of 83% for the combined Tuzon and Dugbe F pits.
- A start-up capital cost of USD 435 million.
- A post tax NPV at 5% of USD 524 million, for a gold price of US\$1,700/oz.
- Life of mine AISC of USD 1005/oz.
- A post tax IRR of 23.6%.
- A 3.3-year payback period.
- Life of Mine strip ratio of 4.02.

In December 2022 – February 2023, a third-party engineering firm was engaged to review the FS report and assess opportunities to CAPEX and OPEX optimisation given that the exceptional costs associated with the COVID-19 pandemic are abating. This review confirmed the results of the FS.

The Project is subject to a net smelter return royalty of 3% to the Government of Liberia and 2% to a third party.

In May 2021, the Company also signed an agreement with MES Mining Corporation to pay a perpetual royalty based on Net Smelter Returns from the sale or disposition of gold produced from the Bukon Jedeh

**Pasofino Gold Limited**  
**Management’s Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

licence area. It should also be noted that this licence area is currently not included in the last published 2022 feasibility study.

Exploration

During the year drilling at the Bukon Jedeh target area was completed and results reported to the market on the October 2, 2024. During 2025, geological teams carried out geological mapping and observation of artisanal gold mining at 3 of the many exploration targets on the licence. The targets visited were Jadae East, Block B and Nemo Creek South. An auger drilling rig has been purchased and is planned to be used to carry out shallow-drilling at these targets, aimed at defining potential hard-rock drill targets.

Table A – Mineral Exploration Properties

<b>Property/Project</b>	<b>Activities Completed (Year Ended April 30, 2025)</b>	<b>Plans for the Project in 2024- 2025</b>	<b>Spent</b>
Dugbe Gold Project	<p>Drilling of 11 holes for 1,328 metres at the Bukon Jedeh target area</p> <p>Results of the sample analyses on the above samples were received.</p> <p>Reconnaissance fieldwork was carried out at selected targets, namely Jadae East, Block B and Nemo Creek South.</p>	<p>Updating of the 2022 Feasibility Study is planned</p> <p>Further exploration at the targets mentioned</p>	\$4,122,015
<b>Total exploration expenditures</b>			<b>\$4,122,015</b>

**Technical Information**

Andrew Pedley, Pr.Sci.Nat., is the “qualified person”, within the meaning of NI 43-101, who has approved all scientific and technical information disclosed in this MD&A relating to *Table A – Mineral Exploration Properties* under the heading “Mineral Exploration Properties”. Mr. Pedley is a consultant to the Company. He is also a member in good standing with the South African Council for Natural Scientific Professions (SACNASP).

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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### **Capital Management**

The Company manages its capital structure and adjusts it, based on the funds available to the Company, in order to support the acquisition and exploration of mineral properties. The Board of Directors does not establish quantitative return on capital criteria for management, but rather relies on the expertise of the Company's management to sustain future development of the business. The Company defines capital to include its capital stock and contributed surplus components of its shareholders' equity. The properties in which the Company currently has an interest are in the early exploration stage; as such, the Company is dependent on external financing to fund its activities. In order to carry out the planned exploration activity and pay for administrative costs, the Company will spend its existing working capital and raise additional amounts as needed.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. There were no changes in the Company's approach to capital management during the years ended April 30, 2025 and 2024.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than of the TSXV which requires adequate working capital or financial resources of the greater of (i) \$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months. As of April 30, 2025, the Company is not compliant with the policies of the TSXV. The impact of non-compliance is currently unknown and is under the discretion of TSXV.

### **Fair Value**

The Company's financial instruments consist of cash, amounts receivable, marketable securities, amounts payable and other liabilities and royalty liability. The carrying value of these instruments, except for marketable securities and royalty liability, approximates their fair values due to their short-term nature.

The three levels of fair value hierarchy are:

Level 1 - Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 - Inputs other than quoted prices that are observable for assets or liabilities, either directly or indirectly; and

Level 3 - Inputs for assets or liabilities that are not based on observable market data.

When one is available, the Company measured the fair value of an instrument using the quoted price in an active market for that instrument.

A market is regarded as "active" if transactions for the asset or liability take place with sufficient frequency and volume to provide pricing information on an ongoing basis. If there is no quoted price in an active market, then the Company uses valuation techniques that maximize the use of relevant observable inputs and minimize the use of unobservable inputs. The chosen valuation technique incorporates all of the factors that market participants would take into account in pricing a transaction.

The following table provides information about how the fair values the Company's other financial instruments are determined:

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

<b>April 30, 2025</b>	<b>Level 1 (\$)</b>	<b>Level 2 (\$)</b>	<b>Level 3 (\$)</b>	<b>Total (\$)</b>
Marketable securities	2,755	nil	nil	2,755
Royalty liability	nil	20,718,000	nil	20,718,000
	<b>2,755</b>	<b>20,718,000</b>	<b>nil</b>	<b>20,720,755</b>

<b>April 30, 2024</b>	<b>Level 1 (\$)</b>	<b>Level 2 (\$)</b>	<b>Level 3 (\$)</b>	<b>Total (\$)</b>
Marketable securities	3,770	nil	nil	3,770
Royalty liability	nil	nil	8,914,236	8,914,236
	<b>3,770</b>	<b>nil</b>	<b>8,914,236</b>	<b>8,918,006</b>

*Royalty liability*

April 30, 2025

As at April 30, 2025, the royalty liability was carried at fair market value using a level 2 fair value measurement, which was based on the value of the fees as per the royalty agreement and the foreign exchange rate as at April 30, 2025 for the United States dollars. As a result, the fair value of the royalty liability as at April 30, 2025 was calculated to be \$20,718,000 (US\$15,000,000).

April 30, 2024

As at April 30, 2024, the fair value of the royalty liability was estimated using probability-weighted scenarios with respect to discounted cash flow models for a potential change of control event and repayment from future production of the Dugbe Gold Project through royalty payments.

As at April 30, 2024, repayments from future production were determined using a Monte Carlo model, taking into account assumptions with respect to gold prices, discount rates, and production estimates. Based on the various scenarios considered, the fair value of the Royalty liability as at April 30, 2024 was calculated to be \$8,914,236.

Significant inputs into the model are as follows:

	<b>April 30, 2024</b>
Probability of :	
A change of control event occurring	33%
Repayment through royalty payments	67%
Gold price	\$2,296
Volatility of gold	14.97%
Discount rate	31.52%

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

The most significant inputs which are unobservable are the probabilities of each scenario and the discount rate. The overall valuation is sensitive to the discount rate assumption as the estimated fair value decreases if the discount rate increases with an equal but opposite effect if the discount rate decreases. The estimated fair value decreases if the change of control scenario is more probable by 10% and increases with an equal but opposite effect if that scenario is less probable. A 10% change in each of these inputs will have the following impact on the fair value of the royalty liability at April 30, 2024:

<b>April 30, 2024</b>	<b>Original (\$)</b>	<b>10% (\$)</b>	<b>(10%) (\$)</b>
Change in discount rate	8,914,236	8,358,304	9,537,387
Change in probabilities	8,914,236	8,237,913	9,590,558

During the year ended April 30, 2025, the royalty liability was transferred from Level 3 to Level 2. There were no other transfers between Level 1, Level 2 or Level 3 during the years ended April 30, 2025 and 2024.

**Financial Risk Factors**

The Company's activities are exposed to a variety of financial risks: credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate and price risk).

Risk management is carried out by the Company's management team with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and amounts receivable. Cash consists of cash on deposits with reputable financial institutions. Included in amounts receivable is \$11,861 (April 30, 2024 - \$6,913) relating to sales taxes refundable from various Canadian governments. Management believe that the credit risk concentration with respect to its financial instruments is remote. The carrying amount of cash and amounts receivable represent the maximum exposure to credit risk and at April 30, 2025, this amounted to \$494,220 (2024 - \$1,592,290).

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have enough liquidity to meet liabilities when due. As at April 30, 2025, the Company had current assets of \$893,689 (April 30, 2024 - \$2,037,395) to settle current liabilities of \$27,878,872 (April 30, 2024 - \$5,121,977). All the Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company remains dependent upon financing from capital markets.

The royalty liability is recorded as a current liability as a change of control event has occurred and a repayment might be required within the next 12 months.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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Market Risk

Market risk is the risk of loss that might arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

i) Interest Rate Risk:

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate due to changes in market interest rates. The Company is exposed to limited interest rate risk, as it only holds cash and does not have any interest-bearing debt.

ii) Foreign Currency Risk:

Exposures to currency exchange rates arise from the Company's expenses in foreign currency, which are primarily denominated in US dollars since a portion of the Company's expenditures related to exploration and evaluation activities are incurred in US dollars. The Company does not enter into arrangements to hedge its foreign exchange risk.

The following are the Canadian Dollar equivalent balances for items denominated in foreign currencies:

	<b>April 30, 2025 (\$)</b>	<b>April 30, 2024 (\$)</b>
Cash	90,942	1,371,119
Accounts payable and accrued liabilities	5,081,988	129,762
Royalty liability	20,718,000	nil

iii) Price Risk:

The Company is exposed to price risk with respect to equity prices and commodity prices. Equity price risk is defined as the potential adverse impact on the Company's loss due to movements in individual equity prices or general movements in the level of stock market. Commodity price risk is defined as the potential adverse impact and economic value due to commodity price movements and volatilities.

**Sensitivity analysis**

The Company is exposed to foreign currency risk on fluctuations related to cash, amounts receivable and accounts payable and accrued liabilities that are denominated in United States dollars. As at April 30, 2025, had the United States dollar weakened/strengthened by 10% against the Canadian dollar with all other variables held constant, the Company comprehensive loss for the year ended April 30, 2025 would have been approximately \$2,601,000 higher/lower as a result of foreign exchange losses/gains on translation of non-Canadian dollar denominated financial instruments. Similarly, as at April 30, 2024, comprehensive loss would have been approximately \$2,601,000 higher/lower had the United States dollar weakened/strengthened by 10% against the Canadian dollar as a result of foreign exchange losses/gains on translation of non-Canadian denominated financial instruments.

The Company's marketable securities are denominated in Canadian dollars and are subject to fair value fluctuations. As at April 30, 2024, if the fair value of the Company's marketable securities had increased/decreased by 20% with all other variables held constant, profit and loss for the year ended April

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

30, 2025, would have been approximately \$1,000 lower/higher. Similarly, as at April 30, 2025, the Company's reported shareholders' equity would have been approximately \$1,000 higher/lower as a result of a 20% increase/decrease in marketable securities.

**Related Party Transactions**

During the year ended April 30, 2025 and 2024, the Company entered into the following transactions with related parties:

Summary compensation of key management:

Names	Year Ended April 30, 2025 (\$)	Year Ended April 30, 2024 (\$)
Legal fees <sup>(1)</sup>	793,313	nil
Management fees	437,819	236,495
Director fees	30,000	12,500
Salaries included in exploration and evaluation expenditures	192,373	156,872
Share-based payments	1,881,153	nil
<b>Total</b>	<b>3,334,658</b>	<b>248,995</b>

<sup>(1)</sup> A firm provides to the Company legal services of which a member of the Board of Director of the Company is also a partner of the firm. During the year ended April 30, 2025, \$793,313 (year ended April 30, 2024 - \$nil) of fees paid to this firm are included as professional fees. As at April 30, 2025, the Company has a balance payable for \$334,215 (April 30, 2024 - \$nil) to this firm. The amounts payable are unsecured, non-interest bearing and have no fixed terms of repayment.

Related parties include the Board of Directors and management, close family and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

As at April 30, 2025, the Company has a balance payable of \$233,000 to certain directors (April 30, 2024 - \$60,000) and \$159,098 (April 30, 2024 - \$nil) to management which is due on demand, unsecured and non-interest bearing.

During the year ended April 30, 2025, an officer of the Company advanced \$500,000 to the Company. The Company repaid the officer for the full amount of \$500,000 during the year ended April 30, 2025

As at October 29, 2024, a director of the Company, subscribed for 578,338 units for total proceeds of \$404,837.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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### **New Standards**

During the year ended April 30, 2025, the Company adopted a number of amendments and improvements of existing standards. These included amendments to IAS 1 and IFRS 10. These new standards and amendments did not have any material impact on the Company's consolidated financial statements.

### **Future Policies**

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after May 1, 2025. Many are not applicable or do not have a significant impact to the Company and have been excluded. The Company is currently assessing the impact of these standards on the consolidated financial statements.

#### Classification and Measurement of Financial Instruments (Amendments to IFRS 9 and IFRS 7)

In May 2024, the IASB issued amendments to IFRS 9 Financial Instruments and IFRS 7 Financial Instruments – Disclosures. The amendments clarify the derecognition of financial liabilities and introduces an accounting policy option to derecognize financial liabilities that are settled through an electronic payment system. The amendments also clarify how to assess the contractual cash flow characteristics of financial assets that include environmental, social and governance (ESG)-linked features and other similar contingent features and the treatment of non-recourse assets and contractually linked instruments (CLIs). Further, the amendments mandate additional disclosures in IFRS 7 for financial instruments with contingent features and equity instruments classified at FVTOCI. The amendments are effective for annual periods starting on or after January 1, 2026. Retrospective application is required and early adoption is permitted.

#### Presentation and Disclosure in Financial Statements (IFRS 18)

In April 2024, the IASB issued IFRS 18 Presentation and Disclosure in Financial Statements to improve reporting of financial performance. The new standard replaces IAS 1 Presentation of Financial Statements. IFRS 18 introduces new categories and required subtotals in the statement of profit and loss and also requires disclosure of management defined performance measures. It also includes new requirements for the location, aggregation and disaggregation of financial information. The standard is effective for annual reporting periods beginning on or after January 1, 2027, including interim financial statements. Retrospective application is required and early adoption is permitted.

### **Commitments and Contingencies**

(i) The Company is party to certain contracts for the provision of management services to the Company. These contracts contain minimum commitments of US\$521,000 (\$719,000) due within one year, additional contingent payments of up to US\$660,000 (\$912,000) upon the occurrence of a change of control and additional contingent payments of up to US\$161,000 (\$223,000) upon the termination of contracts. As a triggering event has not taken place, the contingent payments have not been reflected in these consolidated financial statements.

(ii) The Company's exploration activities are subject to various federal, state, provincial, and international laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

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(iii) During the year ended April 30, 2025, the Company signed a consulting service agreement with Euroswiss Capital Partners Inc. for a consideration fee of \$90,000.

**Share Capital**

As at the date of this MD&A, the Company had a total of 127,034,596 common shares issued and outstanding. An additional 18,287,664 common shares are subject to issuance pursuant to the following: 10,884,281 stock options, 7,403,383 warrants. Each stock option will be exercisable to acquire one common share at a price of \$0.70 to \$1.40 per common share with an expiry date of April 3, 2026 to February 7, 2027. Each warrant will be exercisable to acquire one common share at a price of \$0.75 to \$1.00 per common share with an expiry date of April 29, 2026 to May 27, 2027.

**Disclosure of Internal Controls**

Management has established processes to provide them with sufficient knowledge to support representations that they have exercised reasonable diligence to ensure that the consolidated financial statements (i) do not contain any untrue statement of 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 is made, and (ii) fairly present in all material respects the financial condition, results of operations and cash flow of the Company, in each case as of the date of and for the periods presented by such statements.

In contrast to the certificate required for non-venture issuers under National Instrument 52-109 - Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Venture Issuer Basic Certificate filed by the Chief Executive Officer and Chief Financial Officer of the Company does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"), as such terms are defined in NI 52-109. In particular, the certifying officers filing such certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with IFRS.

The Company's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in such certificate. Investors should be aware that inherent limitations on the ability of the Company's certifying officers of a venture issuer to design and implement, on a cost-effective basis, DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports required to be provided under securities legislation.

### **Risks and Uncertainties**

The exploration, development and mining of mineral resources are highly speculative in nature and are subject to significant risks. In addition to the usual risks associated with an investment in a business at an early stage of development, management and the directors of the Company believe that, in particular, the following risk factors should be considered by prospective investors. It should be noted that this list is not exhaustive and that other risk factors may apply. An investment in the Company may not be suitable for all investors.

#### **Fluctuation in commodity prices**

The Company's prospects, prospects for financing and future revenue, if any, are primarily dependent on the price of gold or sale of gold, as applicable, and movements in the spot price of gold have a direct and immediate impact on the Company's prospectus, future income or the value of its related financial instruments. The Company's future sales, if any, are directly dependent on commodity prices that have shown volatility and are beyond the Company's control. Metal prices have historically fluctuated widely and are affected by numerous factors beyond the Company's control including international economic and political trends, expectations for inflation, currency exchange fluctuations, interest rates, global or regional supply and demand, consumption patterns, speculative market activities, worldwide production and inventory levels and sales programs by central banks. Movements in the price of metal, such as movements in the spot price of gold, have a direct and immediate impact on the Company's prospects and future income, if any) and may affect the marketability of minerals already discovered and any future minerals to be discovered. Mineral estimates on the Company's properties have been calculated on the basis of gold and other commodity prices and economic factors at the time of calculation; variations in such factors may have an impact on the amount of the Company's mineral estimates and future price declines could cause any future development of and future commercial production, in each case if any, from the Company's properties to be impracticable.

Future production from the Company's mining properties is dependent on gold prices that are adequate to make these properties economic. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Although metal prices declined significantly during the period from 2013 onward, the relative strength of metal prices for several years preceding 2013 and the relative strength of metal prices in the second half of 2020 led to increased mining exploration, development and construction activities around the world, which in turn resulted in increased demand for, and cost of, exploration, development and construction services and equipment. Future increases in metal prices may lead to renewed increases in demand for services and equipment which could result in delays if services or equipment cannot be obtained in a timely manner due to inadequate availability and may cause scheduling difficulties due to the need to coordinate the availability of services or equipment, any of which could materially decrease project exploration and development and/or increase construction costs.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

**The Company operates in jurisdictions in West Africa that expose it to varying levels of political, economic and other risks that may be greater than that in other countries**

The Company's operations in West Africa are exposed to various levels of political, economic and other risks and uncertainties associated with operating in a foreign jurisdiction. These risks and uncertainties include, but are not limited to, military repression; extreme fluctuations in currency exchange rates; high rates of inflation; labour unrest; the risk of terrorism, terrorist actions; sabotage or other security risks; the risks of war or civil unrest; expropriation and nationalization; renegotiation or nullification of existing concessions, licences, permits and contracts; the failure of foreign parties or governments to honour contractual relations; illegal mining; changes in tax policies; unexpected changes in mining codes and mining laws; restrictions on foreign exchange and repatriation of funds; restrictions on the Company's ability to access or deal with its assets; opposition to mining from environmental or other nongovernmental organizations; health risks associated with the mining workforce; increased financing costs; and changing political conditions, currency controls and governmental regulations that favour or require the awarding of contracts to local contractors or require foreign contractors to employ citizens of, or purchase supplies from, a particular jurisdiction. The Company's operations may also be adversely affected in varying degrees by economic instability; economic or other sanctions imposed by other nations; terrorism; crime; and risk of corruption, including violations under U.S. and Canadian foreign corrupt practices statutes, as well as comparable legislation in other jurisdictions. The economy and political systems of West Africa should be considered by investors to be less predictable and less stable than in countries such as Canada and the United States.

Changes, if any, in natural resource or investment policies and accompanying mining laws or shifts in political attitude may adversely affect the Company's business, financial conditions, results of operations and prospects. Operations may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local people, water use and mine safety, as well as known or unknown or unexpected changes in law to any of the foregoing matters. The Company does not currently maintain "political risk" insurance.

Failure to comply strictly with applicable laws, regulations and local practices relating to mineral right applications and tenure, could result in the loss, reduction or expropriation of entitlements, or the imposition of additional local or foreign parties as joint venture partners with carried or other interests.

The political risk in Liberia is significant due to prolonged periods of economic and political instability. Two civil wars were fought in Liberia from 1989-1996 and 1996-2003. Whilst the country has undergone democratic elections, future civil unrest remains a possibility and no assurances can be made that political stability will be maintained. Although since 2006 Liberia has made considerable progress in rebuilding its government institutions and economy, it will need to continue to rely on international support for security and economic assistance to ensure that these efforts are successful in creating a stable and more prosperous future for its citizens. Accordingly, there are still considerable risks (as well as opportunities) in carrying on business in Liberia for foreign corporations. The interest of ARX in Hummingbird Liberia is subject to dilution once the 10% carried interest is issued to the Government of Liberia.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

The legal system in Liberia is different to that of Canada. This could result in risks such as: (i) potential difficulties in obtaining effective legal redress in the courts of such jurisdictions whether in respect of breach of law or regulation, or in an ownership dispute; (ii) a higher degree of discretion on the part of governmental authorities; (iii) the lack of judicial or administrative guidance on interpreting applicable rules and regulations; (iv) inconsistencies or conflicts between within various laws, regulation, decrees, orders and resolutions; and (v) relative inexperience of judiciary and courts in such matters.

In certain jurisdictions the commitment of local business people, government officials and agencies the judicial system to abide by legal requirements and negotiated agreements may be more uncertain. In particular, agreements in place may be susceptible to revision or cancellation and legal redress may be uncertain or delayed. There can be no assurance that licences, licence applications or other arrangements will not be adversely affected by the actions of government authorities or others and effectiveness of and enforcement of such arrangements in these jurisdictions cannot be assured.

**Operating hazards and risks**

The operation and development of a mine or mineral property involves many risks which a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to:

- major or catastrophic equipment failures;
- mine failures and slope failures;
- deleterious elements materializing in the mined resources;
- environmental hazards and catastrophes;
- industrial accidents and explosions;
- encountering unusual or unexpected geological formations;
- changes in consumables' costs, power costs and potential power shortages;
- performance issues with respect to mechanical equipment;
- labour shortages or strikes;
- theft, organized crime, civil disobedience and protests;
- ground fall and underground cave-ins; and
- natural phenomena such as inclement weather conditions, floods, droughts, rock slides and earthquakes.

These occurrences could result in environmental damage and liabilities, work stoppages and delayed production, increased production costs, damage to, or destruction of, mineral properties or production facilities, personal injury or death, asset write-downs, monetary losses and other liabilities.

Although the Company has insurance policies, such insurance might not cover all the potential risks associated with its operations and liabilities that the Company incurs may exceed the policy limits of its insurance coverage, may not be insurable, or may be liabilities against which the Company has elected not to insure due to high premium costs or other reasons. In any such event, the Company could incur significant costs that could adversely impact its business, operations or profitability.

### **Availability of additional funding**

The Company's ability to secure additional financing and fund ongoing development and exploration is affected by the strength of the economy and other general economic factors. There can be no assurance that the Company will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable for further exploration and development of its projects. Failure to obtain such additional financing could result in delay or indefinite postponement of further exploration and development of the Company's mineral projects with the possible dilution or loss of the Company's interests or prevent the Company from the Dugbe Gold Project. Further, revenues, financings and profits, if any, will depend upon various factors, including the success, if any, of the Company's exploration and development programs and general market conditions for natural resources.

### **Uncertainty in the calculation of mineral reserves, resources and metal recovery estimates**

There is a degree of uncertainty attributable to the calculation of mineral reserves and mineral resources. Until mineral reserves or mineral resources are actually mined and processed, the quantity of minerals and grades must be considered estimates only. In addition, as mineral reserves and mineral resources are calculated on the basis of economic factors (including metal prices) then in effect, the quantity of mineral reserves and mineral resources may vary as a result of changes in such economic factors, including metal prices. Any material change in the quantity of mineral reserves, mineral resources, grade or minimum mining widths may affect the economic viability of the Company's mineral properties. In addition, there can be no assurance that gold recoveries or other metal recoveries in small scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production, or that the existing known and experienced recoveries will continue.

### **Dependence on adequate infrastructure**

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supplies are important determinants for capital and operating costs. The lack of availability on acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development or exploration of the Company's projects. If adequate infrastructure is not available in a timely manner, there can be no assurance that the exploitation or development of the Company's projects will be commenced or completed on a timely basis, if at all, the resulting operations will achieve the anticipated production volume, or the construction costs and ongoing operating costs associated with the exploitation and/or development of the Company's advanced projects will not be higher than anticipated. In addition, unusual weather phenomena, sabotage, non-governmental organization ("NGO") and governmental or other community or indigenous interference in the maintenance or provision of such infrastructure could adversely affect the Company's business, operations and profitability.

### **Future exploration and development activities**

Exploration and development of mineral properties involves significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. Major expenses may be required to establish mineral reserves by drilling, constructing

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

mining and processing facilities at a site, developing metallurgical processes and extracting precious metals from ore. The Company cannot ensure that its current exploration and development programs will result in profitable commercial mining operations.

Also, substantial expenses may be incurred on exploration projects which are subsequently abandoned due to poor exploration results or the inability to define mineral reserves which can be mined economically. The economic feasibility of development projects is based upon many factors, including the accuracy of mineral reserve estimates, metal recoveries, capital and operating costs, government regulations relating to prices, taxes, royalties, land tenure, land use, importing, exporting, environmental protection, and precious metal prices, which are highly volatile.

Development projects are also subject to the successful completion of economic evaluations or feasibility studies, issuance of necessary governmental permits and availability of adequate financing. Further, material changes in mineral reserves, grades, stripping ratios or recovery rates may affect the economic viability of any project.

Development projects have no operating history upon which to base estimates of future cash flow. Estimates of proven and probable reserves, measured and Indicated Resources, and inferred resources are, to a large extent, based upon detailed geological and engineering analysis. Further, mineral resources that are not mineral reserves do not have demonstrated economic viability. Due to the uncertainty of inferred mineral resources, there is no assurance that inferred mineral resources will be upgraded to proven or probable mineral reserves as a result of continued exploration.

**There are health risks associated with the mining workforce in West Africa**

Malaria, Ebola and other diseases represent a threat to maintaining a skilled workforce in the mining industry throughout West Africa. There can be no assurance that the Company will not lose members of its workforce and workforce man-hours or incur increased medical costs as a result of these high health risks, which may have a material adverse effect on the Company's operations.

**Substantial environmental and reclamation costs**

The Company's activities are subject to laws and regulations controlling not only the mining of and exploration for mineral properties, but also the possible effects of such activities upon the environment. Environmental legislation may change and make the mining and processing of ore uneconomic, or result in significant environmental or reclamation costs. Environmental legislation provides for restrictions and prohibitions on spills, releases, or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas which could result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties or the suspension or closure of mining operations. In addition, certain types of operations require the submission of environmental impact statements and approval thereof by government authorities. Environmental legislation is evolving in a manner which may mean stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects, and a heightened degree of responsibility for companies and their officers, directors and employees. Permits from a variety of regulatory authorities are required for many aspects of mine development, operation and reclamation. Future legislation and regulations could cause additional

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

expense, capital expenditures, restrictions, liabilities and delays in the development of the Company's properties, the extent of which cannot be predicted. In the context of environmental permits, including the approval of reclamation plans, the Company must comply with standards and laws and regulations which may entail costs and delays depending on the nature of the activity to be permitted and how stringently the regulations are implemented by the permitting authority. The Company does not maintain environmental liability insurance.

**Community relations**

The Company's relationship with the communities in which it operates are critical to ensure the future success of its existing operations and the construction and development of its projects. There is an increasing level of public interest relating to the perceived effect of mining activities on the environment and on communities impacted by such activities. Certain NGOs, some of which oppose globalization and resource development, are often vocal critics and attempt to interfere with the mining industry and its practices, including the use of cyanide and other hazardous substances in processing activities. Adverse publicity generated by such NGOs or others related to extractive industries generally, or their operations specifically, could have an adverse effect on the Company's reputation or financial condition and may impact its relationship with the communities in which it operates. While the Company believes that it operates in a socially responsible manner, there is no guarantee that the Company's efforts in this respect will mitigate this potential risk.

**Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they arise. The Company's general objective when managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. Liquidity is expected to be sufficient to fund the operations of the Company for the next twelve months.

**Price and volume volatility and market price fluctuations**

In recent years, the securities markets have experienced a high level of price and volume volatility, and the market price of securities of many companies has experienced wide fluctuations, which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. There can be no assurance that such fluctuations will not affect the price of the Common Shares, and the price may decline below their acquisition cost. As a result of this volatility, investors may not be able to sell the Common Shares at or above their acquisition cost.

Securities of mining, exploration and development companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in the countries where the Company carries on business and globally, and market perceptions of the attractiveness of particular industries. The price of securities of the Company is also likely to be significantly affected by short-term changes in commodity prices, other precious metal prices or other mineral prices, currency exchange fluctuation and the political environment in the countries in which the Company does business and globally.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

In the past, following periods of volatility in the market price of a corporation's securities, shareholders have often instituted class action securities litigation against those companies. Such litigation, if instituted, could result in substantial costs and diversion of management's attention and resources, which could significantly harm our profitability and reputation.

**Dependence on key persons**

The Company relies on the specialized skills of management and consultants in the areas of mineral exploration, geology and business negotiations and management. The loss of any of these individuals could have an adverse effect on the Company. The Company does not currently maintain key-man life insurance on any of its key persons. As the Company's business activity grows, it will require additional key financial, administrative and qualified technical personnel. Although the Company believes that it will be successful in attracting, retaining and training qualified personnel, there can be no assurance of such success. If it is not successful in attracting, retaining and training qualified personnel, the efficiency of the Company's business could be affected, which could have an adverse impact on its future cash flows, earnings, results of operation and financial condition.

**Ability to meet contractual obligations under the Mineral Development Agreement**

The Company is not in compliance with its obligations under the Mineral Development Agreement with the Government of Liberia and in the future the Company may be unable to meet its obligations under the Mineral Development Agreement. If the Company does not meet its obligations the Mineral Development Agreement or fails to cure in a timely manner any non-compliance, the Company may have to forfeit its interest in the Dugbe Project and this would have a material and adverse effect on the Company.

**Licenses and permits**

The Company requires permits from various governmental authorities to conduct its business and its operations. The Company believes that it holds all necessary permits under applicable laws and regulation in respect of its operations. There can be no assurance that current permits will be renewed upon expiry. To the extent such permits required are not obtained, the Company may be curtailed from continuing its mining operations, which may have a material adverse effect on the Company's financial performance.

**Title to properties**

The Company has taken all reasonable steps to ensure it has proper title, or the proper right to title, to its properties. However, there can be no guarantee that the interest of the Company in its properties is free from title defects, as title to mineral rights involves certain intrinsic risks due to the potential problems arising from the unclear conveyance history characteristic of many mining projects. There is also the risk that material contracts between the Company and the relevant governments will be substantially modified to the detriment of the Company or revoked. There can be no assurance that the Company's rights and title interests will not be challenged or impugned by third parties.

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

**Foreign currency fluctuations**

Foreign currency fluctuations may have a material adverse effect on the Company's financial position and net income. The price of gold is denominated in U.S. dollars and therefore, the Company's expected future revenue, if any, will be tied to and reported in U.S. dollars. Also, future capital raised by the Company from public offerings of securities may be in Canadian dollars. However, a portion of the Company's capital costs and operational costs are in U.S. dollars. The use of these different currencies exposes the Company to the risk of foreign currency fluctuations, which are affected by a number of factors that are beyond the control of the Company. These factors include economic conditions in the relevant country and elsewhere and the outlook for interest rates, inflation and other economic factors. The Company has not hedged against fluctuations in exchange rates.

**Conflicts of interest**

The Company may be subject to potential conflicts of interests, as certain directors and officers of the Company are, and may continue to be, engaged in the mining industry through their participation in companies, partnerships or joint ventures, which are potential competitors of the Company. Situations may occur in relation to potential transactions or investments where the other interests of these directors may conflict with the interests of the Company.

**Competition**

The mining industry is extremely competitive. The Company competes with other companies, some which have greater financial, operational expertise, technical capabilities and other resources than the Company and, as a result, may be in a better position to compete for future business opportunities. The Company may encounter increasing competition from other mining companies in its efforts to hire and retain skilled personnel. There can be no assurance that the Company will be able to compete effectively with these companies.

**Insurance and uninsurable risks**

While the Company has obtained insurance to address certain risks in such amounts as it considers being reasonable, such insurance has limitations on liability that may not be able to cover all the potential liabilities and the insurance may not continue to be available or may not be adequate to cover any resulting liability. Moreover, such risks may not be insurable in all instances or, in certain instances, the Company may elect not to insure against certain risks because of high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company and the occurrence of an event in which the Company is not fully insured against, could have a material adverse effect upon its business, operating results and financial condition.

**Litigation**

All industries, including the mining industry, are subject to legal claims, with and without merit. Legal proceedings may arise from time to time in the ordinary course of the Company's business. Such litigation may be brought from time to time in the future against the Company. Defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. The Company is not currently

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

subject to material litigation nor has the Company received an indication that any material claims are forthcoming. However, due to the inherent uncertainty of the litigation process, the Company could become involved in material legal claims or other proceedings with other parties in the future. The results of litigation or any other proceedings cannot be predicted with certainty. The cost of defending such claims may divert from management's time and effort and if the Company is incapable of resolving such disputes favourably, the resultant litigation could have a material adverse impact on the Company's financial condition, cash flow and results from operations.

**Dividend policy**

The Company has not paid dividends on its Common Shares to date. Payment of any future dividends will be at the discretion of the Board after taking into consideration many factors, including, but not limited to, the Company's operating results, financial condition and current and anticipated cash needs. At this time however, all of the Company's available funds are anticipated to be invested to finance further growth of the Company's business and therefore investors cannot expect and should not anticipate receiving a dividend on the Common Shares in the foreseeable future.

**Limited business history and no history of earnings**

The Company has only recently commenced operations and has no history of operating earnings. The likelihood of success of the Company must be considered in light of the problems, expenses, difficulties, complications and delays frequently encountered in connection with the establishment of any business. The Company has limited financial resources and there is no assurance that additional funding will be available to it for further operations or to fulfill its obligations under applicable agreements. There is no assurance that the Company will ultimately generate revenues, operate profitably, or provide a return on investment, or that it will successfully implement its plans.

**Negative operating cash flow**

The Company is an exploration stage company and has not generated cash flow from operations. The Company is devoting significant resources to the development and acquisition of its properties, however there can be no assurance that it will generate positive cash flow from operations in the future. The Company expects to continue to incur negative consolidated operating cash flow and losses until such time as it achieves commercial production at a particular project. The Company currently has negative cash flow from operating activities.

**Dependence on one project**

The Company is currently allocating substantially all of its financial resources and efforts on exploring, developing and operating the Dugbe Gold Project. While the Company may acquire additional mining and exploration projects in the future, the Dugbe Gold Project is the Company's only material mineral exploration project. Therefore, any adverse conditions or events affecting the Dugbe Gold Project could materially and adversely affect the Company.

### **Acquisitions and integration**

From time to time, the Company may pursue opportunities to acquire additional mining assets and businesses. Any acquisition that the Company may choose to complete may be of a significant size, may change the scale of the Company's business and operations and may expose the Company to new geographic, political, operating, financial and geological risks. The Company's success in its acquisition activities will depend on its ability to identify suitable acquisition candidates that fit its business strategy, negotiate acceptable terms for any such acquisition, obtain approvals from regulatory authorities in the jurisdiction of the business or property to be acquired, and integrate the acquired operations successfully with those of the Company. Any acquisitions would be accompanied by risks. For example, there may be a significant change in commodity prices after the Company has committed to complete the transaction and established the purchase price or exchange ratio; a material ore body may prove to be below expectations; the Company may have difficulty integrating and assimilating the operations and personnel of any acquired companies, realizing anticipated synergies and maximizing the financial and strategic position of the combined enterprise, and maintaining uniform standards, policies and controls across the organization; the integration of the acquired business or assets may disrupt the Company's ongoing business and its relationships with employees, customers, suppliers and contractors; and, to the extent that the Company makes an acquisition outside of markets in which it has previously operated, the Company may have difficulty conducting and managing operations in a new operating environment.

Acquiring additional businesses or properties could place increased pressure on the Company's cash flow if such acquisitions involve a cash consideration. If the Company chooses to raise debt capital to finance any such acquisition, the Company's leverage will be increased. If the Company chooses to use equity as consideration for such acquisition, existing Shareholders may suffer dilution. Alternatively, the Company may choose to finance any such acquisition with its existing resources. The integration of the Company's existing operations with any acquired business will require significant expenditures of time, attention and funds. Achievement of the benefits expected from consolidation would require the Company to incur significant costs in connection with, among other things, implementing financial and planning systems. The Company may not be able to integrate the operations of a recently acquired business or restructure the Company's previously existing business operations without encountering difficulties and delays. In addition, this integration may require significant attention from the Company's management team, which may detract attention from the Company's day-to-day operations. Over the short-term, difficulties associated with integration could have a material adverse effect on the Company's business. In addition, the acquisition of mineral properties may subject the Company to unforeseen liabilities, including environmental liabilities, which could have a material adverse effect on the Company. There can be no assurance that the Company would be successful in overcoming these risks or any other problems encountered in connection with such acquisitions.

### **Uncertainties and risks relating to feasibility studies**

Feasibility studies are used to determine the economic viability of a deposit, as are pre-feasibility studies and preliminary assessments. Feasibility studies are the most detailed and reflect a higher level of confidence in the reported capital and operating costs. There is no certainty that any feasibility study will be realized. While these are based on the best information available to the Company, it cannot be certain that actual costs will not significantly exceed the estimated cost. While the Company incorporates what it believes is an appropriate contingency factor in cost estimates to account for this uncertainty, there can be

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

no assurance that the contingency factor is adequate. Many factors are involved in the determination of the economic viability of a mineral deposit, including the achievement of satisfactory Mineral Reserve estimates, the level of estimated metallurgical recoveries, capital and operating cost estimates and estimates of future mineral and metal prices.

### **Enforcement of judgements**

The Company's subsidiary and the majority of the Company's assets are located outside of Canada. Accordingly, it may be difficult for investors to enforce within Canada any judgments obtained against the Company or its subsidiary, including judgments predicated upon the civil liability provisions of applicable Canadian securities laws. Consequently, investors may be effectively prevented from pursuing remedies against the Company or its subsidiary under Canadian securities laws. Certain directors and officers reside outside of Canada and substantially all of the assets of these persons are located outside of Canada. It may not be possible for shareholders to effect service of process against the Company's directors and officers who are not resident in Canada. In the event a judgment is obtained in a Canadian court against one or more of the Company's directors or officers for violations of Canadian securities laws, it may not be possible to enforce such judgment against those directors and officers not resident in Canada. Additionally, it may be difficult for an investor, or any other person or entity, to assert Canadian securities law claims in original actions instituted in other jurisdictions. Courts in these jurisdictions may refuse to hear a claim based on a violation of Canadian securities laws on the grounds that such jurisdiction is not the most appropriate forum to bring such a claim. Even if a foreign court agrees to hear a claim, it may determine that the local law, and not Canadian law, is applicable to the claim. If Canadian law is found to be applicable, the content of applicable Canadian law must be proven as a fact, which can be a time-consuming and costly process. Certain matters of procedure may also be governed by foreign law.

### **United States Tariffs and Retaliatory Tariffs**

The imposition of tariffs by the United States (the "U.S. Tariffs") and resulting retaliatory measures between governments may have multifaceted effects on the economy. The U.S. Tariffs could adversely affect the Company's operations by contributing to economic downturns, inflationary pressures, and increased uncertainty in capital markets. Currently, the Company believes there are no direct impacts of the U.S. Tariffs on its operations. However, the Company continues to assess the potential indirect impacts of these tariffs, as well as any retaliatory tariffs or other protectionist trade measures that may arise. These indirect impacts could be significant and may include additional inflationary pressures. Failure to effectively mitigate the negative effects of the U.S. Tariffs could have a material adverse impact on the Company's operating results and financial condition.

### **Cautionary Note Regarding Forward-Looking Statements**

This MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

"will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
The Company's working capital deficit of \$26,985,183 at April 30, 2025 is not anticipated to be adequate for it to continue operations for the twelve-month period ending April 30, 2026. However, it provides sufficient cash flow to meet the Company's short-term needs	The operating and exploration activities of the Company for the twelve-month period ending April 30, 2026, and the costs associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company	Unforeseen costs to the Company will arise; any particular operating cost increase or decrease from the date of the estimation; changes in operating and exploration activities; changes in economic conditions; timing of expenditures
The Company's properties may contain economic deposits of minerals	The actual results of the Company's exploration and development activities will be favourable; operating, exploration and development costs will not exceed the Company's expectations; all requisite regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company, and applicable political and economic conditions are favourable to the Company; the price of applicable commodities and applicable interest and exchange rates will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; and the Company has or will obtain adequate property rights to support its exploration and development activities	Commodity price volatility; uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions
The Company's anticipated business plans, including costs	The exploration activities of the Company and the costs	Commodity price volatility; changes in the condition of

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
and timing for future exploration on its property interests and acquisitions of additional mineral resource properties or interests therein	associated therewith, will be consistent with the Company's current expectations; and equity markets, exchange and interest rates and other applicable economic conditions will be favourable to the Company; financing will be available for the Company's exploration and development activities on favourable terms; the Company will be able to retain and attract skilled staff; all applicable regulatory and governmental approvals for exploration projects and other operations will be received on a timely basis upon terms acceptable to the Company; the Company will not be adversely affected by market competition; the price of applicable commodities will be favourable to the Company; no title disputes exist or will arise with respect to the Company's properties; the Company has or will obtain adequate property rights to support its exploration and development activities; and the Company will be able to successfully identify and negotiate new acquisition opportunities	debt and equity markets; timing and availability of external financing on acceptable terms may not be as anticipated; the uncertainties involved in interpreting geological data and confirming title to acquired properties; inability to secure necessary property rights; the possibility that future exploration results will not be consistent with the Company's expectations; increases in costs; environmental compliance and changes in environmental and other applicable legislation and regulation; interest rate and exchange rate fluctuations; changes in economic and political conditions; the Company may be unable to retain and attract skilled staff; receipt of applicable permits is subject to governmental and/or regulatory approvals; the Company does not have control over the actions of its joint venture partners and/or other counterparties
Management's outlook regarding future trends and exploration programs	Financing will be available for the Company's exploration and operating activities; the price of applicable commodities will be favourable to the Company; the actual results of the Company's exploration and development activities will be favourable; management is aware of all applicable environmental obligations	Commodity price volatility; changes in the condition of debt and equity markets; interest rate and exchange rate fluctuations; changes in economic and political conditions; the possibility that future exploration results will not be consistent with the Company's expectations; changes in environmental and

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

<b>Forward-looking statements</b>	<b>Assumptions</b>	<b>Risk factors</b>
		other applicable legislation and regulation

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also refer to those risk factors identified or otherwise indirectly referenced in the "Risks and Uncertainties" section above. Readers are cautioned that the above chart does not contain an exhaustive list of the factors or assumptions that may affect the forward-looking statements contained in this MD&A, and that the assumptions underlying such statements may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary note. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether because of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

**Additional Disclosure for Venture Issuers**

**General and Administrative Expenses**

<b>Detail</b>	<b>Year Ended April 30, 2025 (\$)</b>	<b>Year Ended April 30, 2024 (\$)</b>
Management fees	437,819	484,007
Professional fees	1,306,424	209,553
Office and general	270,740	173,474
Director fees	30,000	14,114
Investor relations	218,806	34,515
Communications and travel	157,027	24,286
Share-based payments	2,677,824	nil
<b>Total</b>	<b>5,098,640</b>	<b>939,949</b>

**Pasofino Gold Limited**  
**Management's Discussion & Analysis**  
**Year Ended April 30, 2025**  
**Dated: August 27, 2025**

---

**Exploration Expenses**

<b>Dugbe Gold Project</b>	<b>Year Ended April 30, 2025 (\$)</b>	<b>Year Ended April 30, 2024 (\$)</b>
Annual license fees	1,158,670	681,902
Access road	71,403	nil
Camp and support costs	272,107	171,495
Community fund	12,691	nil
Depreciation	94,022	1,084,515
Drilling activities	177,698	60,772
Facility activities	115,446	62,344
Investor relation, marketing and communication	77,224	8,373
Laboratory analysis	340	nil
Option payment	97,580	32,423
Project related costs	56,007	40,885
Professional fees	205,143	128,153
Salaries and consultants	910,540	511,828
Study activities	280,889	14,330
Transport costs	205,914	62,856
Travel and accommodation	386,341	187,575
<b>Total</b>	<b>4,122,015</b>	<b>3,047,451</b>