



Management's Discussion and Analysis

December 31, 2025



TABLE OF CONTENTS

FORWARD-LOOKING STATEMENTS	2
USE OF NON-GAAP MEASURES.....	2
BUSINESS OVERVIEW	2
PROJECT SUMMARIES	3
CONSOLIDATED OPERATING HIGHLIGHTS FOR THE NINE MONTHS ENDED DECEMBER 31, 2025 AND 2024.....	7
QUARTERLY HIGHLIGHTS.....	8
LIQUIDITY AND CAPITAL RESOURCES	9
COMMITMENTS AND CONTINGENCIES.....	10
OFF BALANCE SHEET ARRANGEMENTS	10
RELATED PARTY TRANSACTIONS	10
MANAGEMENT, DIRECTORS, AND CONSULTING AGREEMENTS	11
OUTSTANDING SHARE DATA	11
DISCLOSURES.....	11
APPENDIX A	12

The following Management’s Discussion and Analysis (“MD&A”) focuses on significant factors that affected Xali Gold Corp. (“Xali Gold”) and its subsidiaries (collectively, the “Company”) during the relevant reporting period and to the date of the report. This MD&A contains a review and analysis of financial results for the nine months ended December 31, 2025 and identifies business risks that the Company faces and comments on financial resources required for development of the business.

This MD&A supplements but does not form part of the consolidated financial statements of the Company and notes thereto for the year ended March 31, 2025, and consequently should be read in conjunction with the afore-mentioned consolidated financial statements which are presented in accordance with International Financial Reporting Standards (“IFRS”). Information in this MD&A is current as of March 2, 2026.

All amounts, unless specifically identified as otherwise, both in the Company’s consolidated financial statements and this MD&A are expressed in US dollars.



FORWARD-LOOKING STATEMENTS

This MD&A contains certain “forward-looking information” which may include, but is not limited to, statements with respect to future events or future performance, management’s expectations regarding the Company’s growth, results of operations, estimated future revenues, requirements for additional capital, production costs and revenue, future demand for and prices of gold and precious metals, business prospects and opportunities. In addition, statements relating to mineral estimates or mineralized material of recoverable gold and precious metals are forward-looking information, as they involve implied assessment, based on certain estimates and assumptions, that the gold and precious metals can be profitably produced in the future. Such forward-looking information reflects management’s current beliefs and is based on information currently available to management. Often, but not always, forward-looking statements can be identified by the use of words such as “plans”, “expects”, “is expected”, “budget”, “scheduled”, “estimates”, “forecasts”, “predicts”, “intends”, “targets”, “aims”, “anticipates” or “believes” or variations (including negative or grammatical variations) of such words and phrases or may be identified by statements to the effect that certain actions “may”, “could”, “should”, “would”, “might” or “will” be taken, occur or be achieved. A number of known and unknown risks, uncertainties and other factors may cause the actual results or performance to materially differ from any future results or performance expressed or implied by the forward-looking information. Such factors include, among others, general business, economic, competitive, political and social uncertainties; development and/or exploration activities and the accuracy of probability simulations prepared to predict prospective mineral resources; changes in project parameters as plans continue to be refined; political instability or insurrection or war; labor force availability and turnover; delays in obtaining governmental approvals and permits or in the completion of development or construction activities or in the commencement of operations; as well as those factors discussed in the section entitled “Risks Factors” in this MD&A. These factors should be considered carefully, and readers of this MD&A should not place undue reliance on forward-looking information.

Although the forward-looking information contained in this MD&A is based upon what management believes to be reasonable assumptions, there can be no assurance that such forward-looking information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. Such forward-looking information is made as of the date of this MD&A and, other than as required by applicable securities laws, the Company assumes no obligation to update or revise such forward-looking information to reflect new events or circumstances.

USE OF NON-GAAP MEASURES

In this document, we refer to terms that do not have any standardized meaning prescribed by International Financial Reporting Standards (“IFRS”). Usage of these terms may vary from the usage adapted by other companies and cannot be reconciled to comparable terms in the issuer’s interim condensed consolidated financial statements for the nine months ended December 31, 2025.

In this document and in the Company’s consolidated financial statements, unless otherwise noted, all financial data is prepared in accordance with IFRS.

BUSINESS OVERVIEW

Xali Gold Corp. is a Vancouver, Canada based mineral exploration company engaged in the acquisition, exploration and development of mineral rights interests in Peru and Mexico. The Company is in the exploration stage as its properties have not yet reached commercial production.

Since October of 2025, Xali Gold has been focused on the exploration and development of Pico Machay, in Peru. On October 23, 2025, the Company signed an agreement to acquire 100% of the Pico Machay Gold Project from Pan American Silver Corp. The transaction closed on December 24, 2025.



Pico Machay was discovered in 1997 and explored by several juniors including Aquiline Resources ("Aquiline") through 2009. Aquiline completed various engineering studies including resource estimations and metallurgical testwork. These studies targeted an open pit heap-leach operation, which was expected to be low-cost and with a low strip ratio. Given that Aquiline's engineering work, prior to that company's acquisition by Pan American Silver Corp., was based on a long-term gold price of \$700/oz and several exploration targets remain untested, Xali Gold considers the upside potential to be very strong.

Xali Gold maintains exploration potential as well as two royalty agreements with third parties who have the rights to produce gold and silver from specific areas of the El Oro gold-silver Project in Mexico. El Oro is a historic district-scale precious metal system with a long history of significant gold and silver production and was Xali Gold's main exploration focus from 2010 to 2024.

On May 10, 2024, 2,927,000 common shares were issued to settled amounts owing to a former CFO of the Company for services in the amount of \$107,099.

BOARD OF DIRECTOR AND MANAGEMENT CHANGES

On April 10, 2025, the Company appointed Enrique Bernuy as exploration manager of the Company.

PROJECT SUMMARIES

Peru

Acquisition of Minera Calipuy S.A.C. (Pico Machay Gold Project)

On October 23, 2025, the Company entered into a Share Purchase Agreement ("SPA") with Pan American Silver Corp. and its subsidiary, Aquiline Resources Inc. (together, "Pan American"), to acquire 100% of the issued and outstanding shares of Minera Calipuy S.A.C. ("Calipuy"). Calipuy holds all rights, title and interest in the Pico Machay Gold Project ("Pico Machay" or the "Project") located in Central Peru. The transaction closed on December 24, 2025. This project is now the main focus for the Company as it has a historical resource and feasibility study. The Company has commenced field work with the aim of updating the historical resource as well as engineering studies with a new PEA as well as exploring for additional ounces. Given that Pico Machay was considered economic at \$700 gold, the Company intends to put it into production as soon as possible.

Under the terms of the SPA, the Company is required to make the following cash payments (US Dollars):

Time Period	Cash Payments
Closing of Transaction	\$0.5M
1st Year Anniversary	\$1.5M
2nd Year Anniversary	\$1.5M
3rd Year Anniversary	\$4.0M
4th Year Anniversary	\$3.0M
5th Year Anniversary or commencement of production	\$4.5M
On delineating more than of 1.25M oz Au	\$2.5M
Total	\$17.5M

The Company must record the full amount of non-contingent deferred consideration at the acquisition date, at fair value, as part of the purchase price and as a financial liability as per IFRS 3, IAS 16, and IAS 37.

The total non-contingent deferred consideration payments amount to \$14.5M, as per IAS 32 the Company recorded deferred consideration liability of \$9,839,904 (\$1,500,000 current, \$8,339,904 non-current) representing present value of the payments. As at December 31, 2025, the Company recorded \$24,472 of



finance expense in relation to the deferred consideration liability. December 31, 2025 deferred consideration liability is \$9,864,376.

	\$
Total consideration:	
Deferred consideration liability	9,839,904
Cash payment	500,000
Transaction cost	5,440
	10,345,344
Allocated to:	
Unproven mineral right interests	9,703,472
Amounts receivable	1,023,827
Accounts payable and accrued liabilities	(214)
Income tax payables	(69,973)
Asset retirement obligations	(311,768)

The \$2.5 million resource delineation milestone (upon completion of a technical report prepared in accordance with National Instrument 43-101 by the purchaser disclosing aggregate mineral reserves or mineral resources classified as any of proven mineral reserves, probable mineral reserves, measured mineral resources, or indicated mineral resources greater than 1,250,000 gold ounces in the aggregate), does not meet the recognition criteria of IAS 37 at the acquisition date. It will be recognized when a present obligation arises, when payment becomes probable, and when the amount can be reliably measured. Upon recognition, the amount will be capitalized to the mineral property under IAS 16.

Other Peruvian properties

As at December 31, 2025, the Company has maintained the Las Brujas property in good standing.. This property is an early-stage gold and gold-silver exploration project in Peru

México

El Oro – Hardrock

The El Oro gold-silver property located in the states of Mexico and Michoacán, Mexico (“El Oro Property”) was the Company’s principal asset from 2010 to 2024 having acquired it from a wholly owned subsidiary of Goldcorp Inc.

While the Company’s main goal for El Oro is to make a new discovery, similar to the multi-million ounce (“oz”) gold and silver ore bodies mined historically, the Company has also entered into agreements with two third parties for the rights to produce gold and silver from the El Oro Project and potentially bring in cash flow to Xali Gold.

As at December 31, 2025, the Company owed \$1,316,071 (March 31, 2025 - \$1,216,532) of outstanding mining fees to the Mexican Mining Bureau (“MMB”). Prior to the year ended March 31, 2025, two mining concessions comprising 76.28% of the fees due for the total property were cancelled by the MMB. As a result of these cancellations and the fact that the Company will not legally challenge them, the Company wrote-off \$2,260,108 for outstanding mining fees related to these concessions.

In July 2025, the Company was advised by their Mexican legal counsel that a total of nine mining concessions in the El Oro Property have now been cancelled by the Mexican Mines Bureau (“MMB”). The nine concessions comprise approximately 35% of the total property and eight of these cancellations are understood to be unlawful for failure to provide a legally required 60 notice directly to the Company. The



Company is currently seeking legal advice to understand potential recourse to overturn the cancellation of seven of the mining concessions while accepting cancellation of the two described in the paragraph above.

Agreement with Remedioambiente S.A. de C.V. (“Remedioambiente”)

On January 28, 2025, the Company signed a definitive agreement (the “Agreement”) with Remedioambiente S.A. de C.V. granting them the exclusive right to explore and extract gold, silver and any other economic minerals that may be found above the 2400 meter (“m”) level in the historic workings covered by the El Oro 5 Concessions in exchange for payment of a 3% Net Smelter Return (“NSR”) to the Company on all gold and silver recovered by Remedioambiente from the historic workings above the 2400 metre (“m”) level.

The initial agreement has a term of five years which may be extended for an additional five years providing the Company is receiving benefits totaling \$1 Million (“M”) per year. The Company retains the exclusive ownership of all mineral bodies discovered or delineated below the 2400 m level.

The Agreement initially pertains to only the five mining concessions of El Carmen, El Oro VII, Dos Estrellas 77 Fracc.1, Dos Estrellas 77 and Dos Estrellas 77 Fracc. II, located in the States of Mexico and Michoacán, Mexico. Remedioambiente shall maintain the concessions in good standing during this period, by paying the semi-annual concession fees, by incurring the minimum investments and the corresponding filings with the Mexican Mines Bureau, by making the filings of statistical reports and by paying the Governmental Royalties. Remedioambiente is also obligated to pay past fees owing on the five concessions named above and may also pay the past fees for other claims that are part of the El Oro Property. All concession fees are to be paid upon receiving the notice (of 60 days warning) as required by government. Fees owing to the end of 2024 were paid for El Carmen in 2025. Funds provided for past concession fees are to be provided as participation in Private Placements on market terms.

El Oro Mine Tailings Project

The Mexico Mine Tailings have had extensive historic and recent assessments including drill testing and metallurgical test work. In addition to the Mexico Mine Tailings, the Company has a right of first refusal to also process three other tailings deposits. All four tailings deposits lie within the town of El Oro and are adjacent to existing road access, power and water services. Studies by the Company have determined that the Mexico Mine Tailings contain an Inferred Resource* of 1,267,400 tonnes grading 2.94 grams per tonne (“g/t”) gold, 75.12 g/t silver containing 119,900 ounces of gold and 3,061,200 ounces of silver. *Note: Mineral Resources are not Mineral Reserves and do not have demonstrated economic viability. All figures have been rounded to reflect the accuracy of the estimate. For more information, see “National Instrument 43-101 Technical Report on the Inferred Mineral Resource Estimate of the Mexico Mine Tailings” prepared by Nadia Caira, P.Geo. and Allan Reeves, P.Geo., dated August 25, 2014, with an effective date of July 8, 2014, available at www.sedarplus.ca.

During the year ended March 31, 2014, the Company signed an agreement with the Municipality of El Oro (“Municipality”) that provides the Company with the access and processing rights to tailings deposits in El Oro, Mexico. Upon signing the agreement, \$25,000 was due and paid with monthly contributions of \$3,000 for community projects. The Municipality cancelled the obligation to pay \$3,000 per month in April 2015, when their tourist activities in the San Juan tunnel started interfering with normal usage of the tunnel by the Company. Under the terms of the agreement, the Company will pay an 8% net profits interest (“NPI”) royalty to the Municipality on any products produced from the tailings properties. The Company is entitled to retain the first \$1,500,000 of the 8% NPI payable to the Municipality.

The Tailings Agreement is directly related to a Tourism Agreement, which allows the Municipality to operate tourism activities in part of the San Juan tunnel and the Providencia Shaft which are historic workings controlled by CCM El Oro Jales as part of the El Oro mineral property. The State of Mexico has contributed significant financing of this tourism project which is part of their larger initiative to promote tourism and mining together throughout Mexico.



Agreement with Kappes, Cassidy & Associates (“KCA”)

On April 15, 2024, the Company signed a legally binding Letter of Intent to enter a Purchase Agreement (the “LOI Agreement”) with Kappes, Cassidy & Associates (“KCA”) on the Mexican Mine Tailings Reprocessing Project at El Oro (the “El Oro Tailings Project”) in Mexico.

In order to earn 100% interest in the El Oro Tailings Project, subject to royalty payments outlined below, KCA has agreed to:

- i. Pay the Company \$150,000 in three payments within six months after signing the LOI Agreement. (received).
- ii. Pay the Company Royalty payments (as per below) with a minimum of \$50,000 every six months beginning 6 months after the \$100,000 payment. (first payment received)

Terms of the Royalty Payments are as follows:

Once production begins, KCA will pay the Company a gross royalty equal to 4% of the sales income (“NSR”) received from the gold and silver produced from the El Oro Tailings Project, less any royalties due and payable to others (the Municipality of El Oro), but in no case less than a 3% gross royalty.

KCA has the right at any time to buy a 1% royalty from the Company for \$1,000,000, which would lower the NSR from 4% to 3% of the sales income received from the gold and silver produced from the Project, less any royalties due and payable to others including the Municipality of El Oro, but in no case less than a 2% royalty.

KCA will make minimum royalty payments of \$50,000 every six months commencing six months from signing the LOI agreement, until a total royalty payment of \$1,000,000 has been paid to the Company, royalty payments on production will continue past that point.

KCA will also be obligated to pay the Municipality of El Oro an 8% Net Profits Interest (“NPI”) on production from the Tailings or renegotiate this with the Municipality and the Company has the right to receive the first \$1.5M from the Municipality’s 8% NPI.

Western Mexico and Equipment

On April 28, 2020, the Company announced the signing of a Memorandum of Understanding (“MOU”) with Magellan Acquisitions Corp. which gave the Company the right to earn up to a 100% interest in the SDA Plant and take over a lease agreement on the El Dorado property, both located in Nayarit State, Mexico. As at December 31, 2025 the Company owns 50% interest in the SDA Plant.

As of December 31, 2025, the Company owns 50% of the San Dieguito de Arriba Plant (“SDA Plant”), a processing plant located in San Dieguito de Arriba, Nayarit State, Mexico. The plant comprises equipment, tools, supporting infrastructure and other facilities required to process ore and recover precious and base metals in the form of flotation concentrates. The plant also includes a precious metals leach circuit - Merrill Crowe system and associated assets, licences and agreements. The plant lies within the historically productive Sierra Madre Occidental mineralized belt.

Letter of Intent with Advance Lithium Corp. (“AALI”).

In February 2025, the Company entered into a letter of intent (“LOI”) with Advance Lithium Corp. (“Advance”) to acquire up to 90% interest in the Sarape epithermal gold-silver project (“Sarape”) in Mexico.

The Company allowed its option on the Sarape Project in Northern Mexico, originally from Advance, to expire on August 31st, 2025.



CONSOLIDATED OPERATING HIGHLIGHTS FOR THE NINE MONTHS ENDED DECEMBER 31, 2025 AND 2024

Operating Highlights	December 31, 2025	December 31, 2024	Change
Mexico			
Project administration	\$ 50,520	\$ 16,325	\$ 34,195
Mining fees - El Oro	95,116	224,281	(129,165)
Total	\$ 145,636	\$ 240,606	\$ (94,970)

Nine Months Ended December 31, 2025 Compared to Nine Months Ended December 31, 2024

The following is a comparison of the exploration costs incurred above for the nine months ended December 31, 2025, with those incurred in the nine months ended December 31, 2024.

Project administration for the nine months ended December 31, 2025 were \$50,520 compared to \$16,325 in the prior period, the increase of \$34,195 is mainly due to an increase in activities in Peru in relation to the Pico Machay project.

Mining fees El Oro accrued for the nine months ended December 31, 2025, were \$95,116 (MXN \$1,789,932) compared to \$224,281 (MXN \$4,206,024) in the prior period, the decrease of \$129,165 (MXN \$2,416,092) in the provision for mining fees is primarily related to prior year adjustment in rate of concessions granted by the government partially offset by foreign exchange fluctuations.

CONSOLIDATED FINANCIAL HIGHLIGHTS

The Company ended the period with cash of \$546,987, an increase of \$508,694 from March 31, 2025.

Consolidated Financial Performance for the Nine Months Ended December 31, 2025

The net loss for the nine months ended December 31, 2025 was \$513,648 compared to net income of 199,477 for the period ended December 31, 2024 representing an increase in net loss of \$713,125. The increase is mainly due to \$575,029 foreign exchange loss offset by a decrease in exploration expenses of \$94,970 and an increase of \$103,868 in general and administrative expenses.

	December 31, 2025	December 31, 2024	Change
Net income (loss)	\$ (513,648)	\$ 199,477	\$ (713,125)
Accounting audit and tax advisory	\$ 61,791	\$ 75,591	\$ (13,800)
Bank charges and interest	\$ 2,436	\$ 2,875	\$ (439)
Depreciation	\$ -	\$ -	\$ -
Consulting	\$ 2,663	\$ -	\$ 2,663
Legal	\$ 21,214	\$ 23,400	\$ (2,186)
Management fees, office salaries and benefits	\$ 68,220	\$ 57,218	\$ 11,002
Office, rent and miscellaneous	\$ 34,369	\$ 16,374	\$ 17,995
Regulatory and filing fees	\$ 24,081	\$ 28,671	\$ (4,590)
Share-based payments	\$ 73,969	\$ 8,955	\$ 65,014
Shareholder communications	\$ 69,910	\$ 36,268	\$ 33,642
Interest and other income	\$ 1,205	\$ 6,638	\$ (5,433)



- Audit and tax advisory fees were \$61,791 for the nine months ended December 31, 2025, compared to \$75,591 for the same period in 2024, representing a decrease of \$13,800. This is mainly related to reduced accounting services in the current period compared with same period in the prior period.
- Legal fees were 21,214 for the nine months ended December 31, 2025, compared to \$23,400 for the same period in 2024, representing a decrease of \$2,186 mainly due to timing of services provided.
- Management fees, office salaries and benefits were \$68,220 for the nine months ended December 31, 2025, compared to \$57,218 for the same period in 2024, representing an increase of \$11,002. December 31, 2024 expense were lower due to a recovery of management fees.
- Regulatory and filing fees were \$24,081 for the nine months ended December 31, 2025, compared to \$28,671 for the same period in 2024, representing a decrease of \$4,590 mainly due to decrease of transfer agent services in current period and filling penalties recorded in the prior period.
- Share-based payments were \$73,969 for the nine months ended December 31, 2025, compared to \$8,955 for the same period in 2024. The increase is due to stock options vesting in the current period.
- Shareholder communications were \$69,910 for the nine months ended December 31, 2025, compared to \$36,268 for the same period in 2024. The increase is due to to increase in marketing and dissemination services in the current period.

QUARTERLY HIGHLIGHTS

Financial Condition

The Company ended the period with cash of \$546,987, an increase of \$508,694 from March 31, 2025.

Consolidated Financial Performance for the Three Months Ended December 31, 2025

	December 31, 2025	December 31, 2024	Change
Net income (loss)	\$ (278,529)	\$ (98,493)	\$ (180,036)
Accounting audit and tax advisory	\$ 17,112	\$ 14,306	\$ 2,806
Bank charges and interest	\$ 987	\$ 1,130	\$ (143)
Consulting	\$ (9)	\$ -	\$ (9)
Legal	\$ 4,359	\$ 20,094	\$ (15,735)
Management fees, office salaries and benefits	\$ 22,589	\$ 8,540	\$ 14,049
Office, rent and miscellaneous	\$ 15,850	\$ 8,630	\$ 7,220
Regulatory and filing fees	\$ 8,843	\$ 14,818	\$ (5,975)
Share-based payments	\$ 72,859	\$ 8,752	\$ 64,107
Shareholder communications	\$ 30,851	\$ 22,112	\$ 8,739
Interest and other income	\$ 162	\$ 5,507	\$ (5,345)

The net loss for the three months ended December 31, 2025, was \$278,529 compared to a net loss of \$98,493 for the three months December 31, 2024 representing an increase in loss of \$180,036. The increase was mainly due increase in General and administration expenses of \$69,714 and a recovery on impairment recorded in the same period in 2024.

Other variances are as follows:



- Audit and tax advisory fees were \$17,112 for the three months ended December 31, 2025, compared to \$14,306 for the same period in 2024, representing an increase of \$2,806. This is mainly related to preparation of Company income taxes in the current period.
- Legal fees were \$4,359 for the three months ended December 31, 2025, compared to \$20,094 for the same period in 2024, representing a decrease of \$15,735 mainly due to timing of services provided by Mexican lawyers.
- Management fees, office salaries and benefits were \$22,589 for the three months ended December 31, 2025, compared to \$8,540 for the same period in 2024, representing an increase of \$14,049. December 31, 2024 expense were lower due to a recovery of management fees.
- Regulatory and filing fees were \$8,843 for the three months ended December 31, 2025, compared to \$14,818 for the same period in 2024, representing a decrease of \$5,975 mainly due to decrease of transfer agent services in current period and filling penalties recorded in the prior period.
- Share-based payments were \$72,859 for the three months ended December 31, 2025, compared to \$8,752 for the same period in 2024. The increase is due to stock options vesting in the current period.
- Shareholder communications were \$30,851 for the three months ended December 31, 2025, compared to \$22,112 for the same period in 2024. The increase is due to increase in marketing and dissemination services in the current period.

HIGHLIGHTS

On October 30, 2025 directors, officers, employees and consultants of the Company have been granted incentive stock options to purchase 2,200,000 common shares of the Company at an exercise price equal to \$0.05 per share. The options have a 5-year term, expiring October 30, 2030.

During the nine months ended December 31, 2025, 550,000 stock options with an exercise price of CAD\$0.05, were cancelled.

On January 27, 2026, the Company issued an aggregate of 2,825,000 common shares in connection with the exercise of stock options for aggregate gross proceeds CAD\$141,250.

LIQUIDITY AND CAPITAL RESOURCES

There is a working capital deficiency of \$3,457,125 at December 31, 2025 (March 31, 2025 – \$3,006,668), including in accounts payable and accrued liabilities \$644,500 due to Alta Copper Corp., and \$644,473 due to directors and officers of the Company, and including in loan from related party \$224,197 (March 31, 2025 - \$86,459) due to Ridley Rocks Inc., and \$3,648 due to a director of the Company (March 31, 2025 - \$3,478).

As at December 31, 2025, the Company has accrued \$1,316,071 (March 31, 2025 - \$1,216,532), as a liability to the Mexican government for land holding costs at El Oro property. In addition, the agreement described below with Rio Verde Resources provides for Rio Verde to take responsibility for current and past fees owing on many of the El Oro Claims.

The Company anticipates that during the next year, a substantial portion of available capital resources will be used to pay accounts payable and accrued liabilities and commitments related to ongoing exploration activities in Mexico and Peru. The Company will need to raise additional capital or take on additional partners to further exploration in Peru as well as receive continued vendor support.



The Company does not generate cash flows from operations currently and accordingly, the Company will need to raise additional funds by entering into a joint venture agreement or through the issuance of securities or resource secured debt. Although, the Company has been successful in raising funds in the past there can be no assurance that the Company will be able to raise sufficient funds in the future, in which case the Company may be unable to meet obligations in the normal course of business. These factors may cast significant doubt regarding the Company's ability to continue as a going concern. Should the Company be unable to discharge liabilities in the normal course of business, the net realizable value of the Company's assets may be materially less than amounts on the statement of financial position.

COMMITMENTS AND CONTINGENCIES

Company has no material or significant commitments or contingencies other than the management and consulting agreements disclosed under related party transactions.

OFF BALANCE SHEET ARRANGEMENTS

The Company has not entered into any off-balance sheet arrangements.

RELATED PARTY TRANSACTIONS

Related parties consist of companies owned by executive officers and directors. The following is a list of the related parties that the Company entered into trading transactions with:

- Ridley Rocks Inc. – Management and exploration fees
- Bullion Exploration Inc. – Geological exploration fees
- Sheri Rempel – Financial services, fees thereto

The Company incurred the following fees and expenses in the normal course of operations for key management personnel for the nine months ended December 31, 2025 and 2024. Expenses have been measured at the exchange amount that is determined on a cost recovery basis.

Share-based payments are the fair value of options expensed to directors and key management personnel during the nine months ended December 31, 2025 and 2024.

Balance owing

As at December 31, 2025, the following Loans from related party and accounts payable and accrued liabilities were outstanding:

	December 31, 2025	December 31, 2025	March 31, 2025	March 31, 2025
	Loans from related party	Accounts payable and accrued liabilities	Loans from related party	Accounts payable and accrued liabilities
Chief Financial Officer ("CFO")	\$ -	\$ 39,859	\$ -	\$ 27,650
Company controlled by the CFO	-	16,220	-	15,782
Company controlled by the CEO	224,197	371,051	86,459	324,862
Director	3,648	-	3,478	-
Geological consulting and technical officer	-	217,343	-	184,957
	227,845	644,473	89,937	553,251



Amounts due to related parties are unsecured, non-interest bearing, and due on demand, with the exception of the Ridley Rocks Inc. loan of CAD\$150,000 to the Company, which is to be repaid by September 15, 2026 and will incur interest of 3% compounded annually but does not have any securities pledged against it and loan of CAD\$124,294 to be repaid on March 31, 2026 bearing no interest.

MANAGEMENT, DIRECTORS, AND CONSULTING AGREEMENTS

The Company entered into consulting agreements with the CEO, CFO and Technical Officer for the provision of management, director and consulting services as follows:

- CAD\$4,000 per month for president and CEO services. Anytime that is 60 days from the date of change of control, either the Company or the officer may terminate the agreement, in which case the Company or the surviving corporation will pay a fee equal to \$500,000 plus GST. On termination of services by the Company without cause, the Company must pay a termination fee of \$200,000.
- CAD\$4,000 per month for geological consulting and technical officer services. Anytime that is 60 days from the date of change of control, either the Company or the officer may terminate the agreement, in which case the Company or the surviving corporation will pay a fee equal to \$200,000 plus GST. On termination of services by the Company without cause, the Company must pay a termination fee of CAD\$50,000.
- CAD\$2,500 per month for CFO and financial consulting services commencing in October 2023. Anytime with a 60 days written notice, either the Company or the officer may terminate the agreement, the Company must pay two months service fee. Anytime, 180 days from the date of change of control, the officer may terminate the agreement, in which case the Company shall pay the officer a lump sum separation payment equal to six months of service fees.

OUTSTANDING SHARE DATA

As at the date of this MD&A, the Company had the following number of common shares and issuable shares outstanding.

Securities	
Common shares	160,391,840
Issuable under options	13,375,000
Restricted share units	600,000
Issuable under warrants	7,599,000

DISCLOSURES

Information Available on SEDAR

As specified by National Instrument 51-102, the Company advises readers of this MD&A that important additional information about the Company is available on the SEDAR+ website <http://www.sedarplus.ca/>

Venture Issuer Without Significant Revenue



This MD&A supports information disclosed in the Company’s consolidated financial statements. More information regarding the Company’s mineral right interests can be found under Note 4 of the Company’s consolidated financial statements for the current reporting year.

Internal Controls Over Financial Reporting (“ICFR”)

There were no changes in the Company’s internal control over financial reporting during the period from April 1, 2024 to December 31, 2025, that have materially affected, or are reasonably likely to affect, the Company’s internal control over financial reporting. The Company’s independent auditors are not required to, and have not, provided assurance over the effectiveness of the Company’s internal controls over financing reporting.

APPENDIX A

Summary of quarterly financial results.

	Q3 2026	Q2 2026	Q1 2026	Q4 2025	Q3 2025	Q2 2025	Q1 2025	Q4 2024
Net gain (loss)	(278,529)	(163,045)	(72,074)	1,069,353	(98,493)	65,554	232,416	(543,303)
Loss Per Share Attributable to Shareholders, Basic and Diluted	(0.00)	(0.00)	(0.00)	0.01	0.00	0.00	0.00	(0.00)