

GRIZZLY DISCOVERIES INC.
(the “Company” or “Grizzly”)

FORM 51-102F1
MANAGEMENT DISCUSSION AND ANALYSIS (“MD&A”)
FOR THE THREE MONTHS ENDED OCTOBER 31, 2025

The following MD&A, approved by the Audit Committee on behalf of the Board of Directors of the Company on December 30, 2025, should be read together with the condensed consolidated interim financial statements for the three months ended October 31, 2025 and the consolidated financial statements for the year ended July 31, 2025 and the notes thereto (the “Financial Statements”) prepared in accordance with IFRS Accounting Standards (“IFRS”). All amounts are stated in Canadian dollars, the Company’s functional currency, unless otherwise indicated.

Forward Looking Statements

Forward-looking statements look into the future and provide an opinion as to the effect of certain events and trends on the business. Certain statements contained in this MD&A constitute forward-looking statements. The use of any words such as “anticipate”, “continue”, “estimate”, “expect”, “intend”, “may”, “will”, “project”, “should”, “believe” and similar expressions are intended to identify forward-looking statements. These forward-looking statements are based on current expectations and various estimates, factors and assumptions and involve known and unknown risks, uncertainties and other factors.

It is important to note that:

- Unless otherwise indicated, forward-looking statements in this MD&A describe the Company's expectations as of the date of this MD&A.
- Readers are cautioned not to place undue reliance on these statements as the Company's actual results, performance or achievements may differ materially from any future results, performance or achievements expressed or implied by such forward-looking statements if known or unknown risks, uncertainties or other factors affect the Company's business, or if the Company's estimates or assumptions prove inaccurate. Therefore, the Company cannot provide any assurance that forward-looking statements will materialize.
- The Company assumes no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or any other reason except as required by law.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see “Mining Risks” and “Business Risks”.

Description of Business

Grizzly Discoveries Inc. is an early stage multiple commodity exploration company engaged in the acquisition, exploration and potential future development of precious and base metals on properties in British Columbia with legacy potash and diamond properties in Alberta.

Grizzly is a reporting issuer in British Columbia, Alberta and Saskatchewan, and trades on the TSX Venture Exchange under the symbol GZD, on the Frankfurt Stock Exchange under the symbol G6H - WKN-A0F464, and on the OTCQB under the symbol GZDIF.

Overall Performance

The Company has no operating revenue to date; the only cash income earned is from interest on deposits. The Company relies on the issuance of common shares to finance exploration and to provide working capital. Most the Company's financial assets are expended in the acquisition and exploration of its mineral properties, which is reflected in the Company's consolidated financial statements as an increase in mineral properties on the consolidated statement of financial position. Additions to the capitalized balance of the Company's mineral properties in the current and comparative years are detailed in the following tables:

| | Alberta Potash Properties | BC Precious Metals Properties | Total |
|-------------------------|--------------------------------------|--|-------------------|
| | \$ | \$ | \$ |
| July 31, 2024 | 1 | 10,045,884 | 10,045,885 |
| Acquisition costs | - | 26,409 | 26,409 |
| Fieldwork | - | 19,402 | 19,402 |
| Mineral tax credits | - | (51) | (51) |
| October 31, 2024 | 1 | 10,091,644 | 10,091,645 |
| July 31, 2025 | - | 10,073,543 | 10,073,543 |
| Fieldwork | - | 2,251 | 2,251 |
| Analysis | - | 1,217 | 1,217 |
| October 31, 2025 | - | 10,077,011 | 10,077,011 |

Selected annual information

The following table summarizes audited financial data for annual operations reported by the Company for the three most recently completed financial years.

| For the year ended | July 31, 2025 | July 31, 2024 | July 31, 2023 |
|--|----------------------|----------------------|----------------------|
| Total assets (\$) | 10,366,992 | 10,518,481 | 9,876,713 |
| Mineral properties (\$) | 10,073,543 | 10,045,885 | 9,345,256 |
| Current liabilities (\$) | 191,286 | 619,664 | 249,830 |
| Interest income (\$) | 2,868 | 9,393 | 33,211 |
| Net loss (\$) | 402,951 | 582,063 | 735,566 |
| Basic and diluted loss per common share (\$) | 0.00 | 0.00 | 0.01 |
| Weighted average number of common shares outstanding | 161,751,032 | 150,941,594 | 140,532,454 |

Summary of quarterly results

The following table summarizes financial data reported by the Company for the most recent eight quarters:

| Period ended | Oct 31, 2025 | Jul 31, 2025 | Apr 30, 2025 | Jan 31, 2025 | Oct 31, 2024 | Jul 31, 2024 | Apr 30, 2024 | Jan 31, 2024 |
|---|--------------|--------------|--------------|--------------|--------------|--------------|--------------|--------------|
| Net income (loss) (\$) | (49,987) | (209,742) | (50,834) | (42,890) | (99,485) | (134,955) | (216,539) | (104,859) |
| Basic and diluted net income (loss) per common share (\$) | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 | 0.00 |

Fluctuations in the Company's net loss are due primarily to the recognition of share-based compensation costs arising from the issuance and vesting of stock options, impairment charges, unrealized gains and losses on marketable securities, and flow through share premium. Specific variances in the current three month period ended October 31, 2025 with the comparative periods ended October 31, 2024 are discussed below.

Results of Operations – Three Months Ended October 31, 2025

The Company incurred a net loss for the three months ended October 31, 2025 of \$49,987 (2024 – \$99,485). Items comprising the net loss varied in the three months ended October 31, 2025 compared to the three months ended October 31, 2024 as detailed below.

General and administrative expenses incurred in the three months ended October 31, 2025 totaled \$51,863 (2024 - \$75,584). A description of significant variances between the periods follows:

- Advertising and promotion costs of \$7,713 (2024 - \$4,235) were incurred for promotion of the Company, including public announcements, news releases, advertising, and marketing consulting to support financing activities and promotion of the Company's mineral properties and exploration efforts.
- Conferences and corporate travel costs of \$1,703 (2024 – \$2,345) were incurred for management travel related to promotion, financing, and exploration program management.
- Consulting fees of \$18,000 (2024 – \$51,000) in fees paid and accrued to management for the management and normal business operations of the Company, and, in 2024, to consultants supporting management of the Company.
- Office and administration costs of \$5,445 (2024 - \$9,206) were incurred in the period for regular office costs including: office rent; office supplies; insurance; computer software; and communications and internet.
- Regulatory and transfer fees of \$10,462 (2024 - \$8,532) were incurred to the Company's transfer agent and fees paid to the TSX Venture Exchange and to the OTCQB Exchange.
- Professional fees of \$8,540 (2024 – \$266) resulting from routine corporate legal services.

Offsetting the above expenses was interest income of \$6342 (2024 – \$1,043) earned from financial institutions on the Company's cash deposits, flow through share premium of \$271 (2024 - \$3,465), and an unrealized gain on the fair value of marketable securities held by the Company of \$971 (2024 –\$1,591).

In the three months ended October 31, 2024, the Company recorded share based compensation expense of \$30,000 (2025 - \$Nil) resulting from the issuance and vesting of stock options to consultants of the Company.

Financial Instruments

Financial instrument classification

Grizzly's financial instruments recognized on the consolidated balance sheets consist of cash and cash equivalents, restricted cash, accounts receivable (included in other current assets), marketable securities (included in other current assets), accounts payable and accrued liabilities, and note payable.

Cash and cash equivalents, restricted cash, receivables (included in Other Assets), accounts payable and accrued liabilities, and note payable are recognized on the consolidated statement of financial position at amortized cost. Marketable securities are recorded at fair value through profit and loss.

The estimated fair market values of the Company's financial instruments approximate their carrying values due to their short-term nature.

Purchases and sales of financial assets will be accounted for using trade-date accounting, and transaction costs on financial instruments other than those classified as held for trading will be recognized in profit and loss in the period in which they occur.

Grizzly has no unrecognized financial instruments or derivative financial instruments nor any "off-balance sheet" arrangements.

Capital management

The Company monitors its equity as capital.

Grizzly's objectives in managing its capital are to maintain a sufficient capital base to support its operations and to meet its short-term obligations and at the same time preserve investor's confidence and retain the ability to seek out and acquire new projects of merit.

Grizzly's objectives in managing its capital are: to maintain corporate and administrative functions necessary to support its operations and corporate functions; to perform mineral exploration activities on its exploration projects; and to seek out and acquire new projects of merit.

Financial Instruments

The Company is exposed to the following financial risks:

- i) Market risk
- ii) Credit risk
- iii) Liquidity risk

In common with all other businesses, the Company is exposed to risks that arise from its use of financial instruments. This section describes the Company's objectives, policies and processes for managing those risks and the methods used to measure them. Further quantitative information in respect of these risks is presented throughout the consolidated financial statements.

There have been no substantive changes in the Company's exposure to financial instrument risks, its objectives, policies and processes for managing those risks or the methods used to measure them from previous years unless otherwise stated.

General objectives, policies and processes

The Board of Directors has overall responsibility for the determination of the Company's risk management objectives and policies and, whilst retaining ultimate responsibility for them, it has delegated the authority for

designing and operating processes that ensure effective implementation of the objectives and policies to the Company's finance function.

The overall objective of the Board and the Company's finance function is to set policies that seek to reduce risk as far as possible without unduly affecting the Company's competitiveness and flexibility and to ensure that risks are properly identified and that the capital base is adequate in relation to those risks. Further details regarding these policies are set out below.

Market risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of three types of risk: currency risk, interest rate risk, other price risk.

Currency risk

Currency risk is the risk that the fair value of, or future cash flows from, the Company's financial instruments will fluctuate because of changes in foreign exchange rates. The Company maintains a negligible United States of America Dollar ("USD") cash balance for incidental USD expenses, therefore is not exposed to a material amount of currency risk.

Interest rate risk

Interest rate risk is the risk arising from the effect of changes in prevailing interest rates on the Company's financial instruments. The Company holds an interest-bearing financial liability (note payable), however the Company has assessed the related interest rate risk to be minimal. Other interest rate risk is limited to potential decreases on the interest rate offered on cash and cash equivalents held with its financial institution. The Company considers this risk to be minimal.

Credit risk

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

The Company has assessed its exposure to credit risk on its cash and cash equivalents and has determined that such risk is minimal. Most of the Company's cash and cash equivalents are held with reputable financial institutions in Canada.

Liquidity risk

Liquidity risk is the risk that the Company will not meet its financial obligations as they fall due. The Company monitors its risk by monitoring the maturity dates of payables. The Company's policy is to ensure that it will always have sufficient cash to allow it to meet its liabilities when they become due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to the Company's reputation.

To achieve this objective, the Company regularly monitors working capital positions and updates spending plans as considered necessary. As an early-stage mineral exploration venture, the Company's primary source of funds is from the sale of common shares from treasury through private placements to investors exempt from prospectus requirements, and through the exercise of outstanding convertible securities (options and warrants).

The continuing operations of the Company are dependent upon its ability to obtain adequate financing and to commence profitable operations in the future. Grizzly will have to seek, and intends to seek, additional debt or equity financing, and there can be no assurance that such financing will be available on terms acceptable to the Company.

Additional funding is required to continue exploration on the Company's mineral properties.

Determination of fair value

The consolidated statement of financial position carrying amounts for cash and cash equivalents, restricted cash, receivables (included in other current assets) and accounts payable and accrued liabilities approximate fair value due to their short-term nature. Due to the use of subjective judgments and uncertainties in the determination of fair values these values should not be interpreted as being realizable in an immediate settlement of the financial instruments.

Liquidity and Capital Resources

The Financial Statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The continuing operations of the Company, including the exploration and potential development of its mineral properties, are dependent upon its ability to continue to obtain adequate financing in the future, for which there is no guarantee the Company will be successful in obtaining on terms acceptable to the Company.

Outstanding Share Data

The following table summarizes the Company's outstanding share capital as at the date of this MD&A:

| | |
|---|---------------------------|
| Common shares outstanding | 186,602,289 |
| Warrants, \$0.05, weighted average 0.8 years remaining | 29,402,086 |
| Stock options, \$0.07, weighted average 1.7 years remaining | <u>12,300,000</u> |
| Fully diluted | <u>228,304,375</u> |

SUBSEQUENT EVENTS

Private placement – November 2025

On November 7, 2025, the Company closed on a private placement for gross proceeds of \$153,000 (the "Offering") by the issuance of 3,400,000 Units and 1,700,000 FT Units each priced at \$0.03 per Unit or FT Unit. Each Unit consisted on one common share of the Company and one non-transferrable common share purchase warrant ("Warrant") with each Warrant entitling the holder to purchase an additional common share of the Company at \$0.05 and expiring on the earlier of a) 30 days following written notice by the Company to the warrant holder that the volume-weighted average trading price of the Common Shares on the TSX Venture Exchange is at or greater than CA\$0.10 per Common Share for 10 consecutive trading days; and (b) November 7, 2027. Each FT Unit consisted of one Common Share and one half of one Warrant, each of which was issued as a "flow through share" for the purposes of the Income Tax Act (Canada).

The Company did not pay any commissions or finders fees in connection with the private placement. The common shares and any common shares issued on exercise of the Warrants issued in the private placement are subject to restrictions on trading until March 8, 2026.

Midway-Picturestone Option Payment Settlement

On October 11, 2022, the Company entered into an option agreement with an arm's length individual (the "Optionor") to purchase the mineral rights to 317 hectares in seven mineral claims in the Greenwood, BC area (the "Midway Mine Claims"). Completion of the Midway Mine Option pursuant to the 2022 option agreement requires the payment of \$10,000 and the issuance of 100,000 common shares of the Company on the third anniversary of regulatory acceptance of the Midway Mine Option.

The Optionor agreed to accept additional common shares of the Company in lieu of the cash payment of \$10,000 at a deemed price of \$0.03 per common share (the “Cash Option Payment Shares”), for a total payment of 433,334 common shares to complete the third anniversary payment under the Midway Mine Option Agreement, and thereby complete the option. Pursuant to the third anniversary payment, the Company now has a 100% interest in the Midway Mine Claims, subject to a 1% NSR royalty in favour of the Optionor, and the Optionor retaining the rights to quarriable industrial rocks. The Cash Payment Option Shares are subject to restrictions on trading until March 20, 2026.

Interest on Note Payable

On May 15, 2025, the Company, among other things, issued a promissory note (the “Note”) to an arm’s length corporation in partial settlement of outstanding debt to a creditor of the Company (Note 8).

On November 19, 2025, the Company settled the semi-annual interest payment due November 2025 in common shares, at a deemed price of \$0.03 per Common Share, for a total of 208,333 common shares of the Company (the “Note Interest Shares”) representing the interest payment of \$6,250.

Private placement – December 2025

On December 17, 2025 the Company closed on the sale of 8,000,000 FT Units, at \$0.03 per FT Unit, for gross proceeds of \$240,000 as an initial tranche of a non-brokered private placement originally announced on November 25, 2025. The private placement consists of up to 8,333,333 Units and up to 25,000,000 of any combination of Units and FT Units. Each Unit consists of one common share of the Company (“Common Share”) and one non-transferable Common Share purchase warrant entitling the warrant holder to purchase an additional Common Share for \$0.05 and expiring on the earlier of a) 30 days following written notice by the Company to the warrant holder that the volume-weighted average trading price of the Common Shares on the TSX Venture Exchange is at or greater than CA\$0.10 per Common Share for 10 consecutive trading days; and (b) 24 months from the date of issuance (“Warrant”). Each FT Unit consists of one Common Share and one half of one Warrant, each of which shall be issued as a “flow through share” for the purposes of the Income Tax Act (Canada)

In connection with the sale of the 8,000,000 FT Units, the Company paid a cash finder’s fee of \$14,400 and issued 240,000 non-transferable finder’s warrants, with equivalent terms to the Warrants, to two non-arm’s length parties. The common shares and any common shares issued on exercise of the Warrants issued in the private placement are subject to restrictions on trading until April 18, 2026

Related Party Transactions

The Company pays management fees to officers of the Company in the regular course of business. These fees are disclosed in the Financial Statements. At October 31, 2025, the Company had \$50,328 (2024 - \$nil) in management fees and out-of-pocket expense reimbursements plus applicable taxes included in accounts payable and accrued liabilities on the condensed consolidated interim statement of financial position. Subsequent to October 31, \$25,000 was paid against this liability.

Proposed Transactions

The Company has no proposed transactions.

Off Balance Sheet Arrangements

The Company has no off balance-sheet arrangements.

Estimates

The preparation of the Financial Statements requires management to make certain estimates, judgments and assumptions that affect the amounts reported and disclosed in the Financial Statements. Those include

estimates that, by their nature, are uncertain and actual results could differ materially from those estimates. The impacts of such estimates may require accounting adjustments based on future results. Revisions to accounting estimates are recognized in the period in which the estimate is revised.

The areas which require management to make significant estimates, judgments and assumptions in determining carrying values include, but are not limited to: share-based compensation; deferred taxes; impairment of assets; depreciation; reclamation provisions; and flow through expenditures. Note 3a) of the consolidated financial statements for the year ended July 31, 2025 describe these items in greater detail.

Mineral Properties

The Company's primary business is the acquisition and exploration of mineral claims with the ultimate goal of defining one or more mineral resources in order to either develop for production or sale to a third party. The Company holds or has a majority interest in mineral rights in two areas of interest in British Columbia, including the extensive **Greenwood Project** and the 100% owned **Robocop Property**;

Summaries of each of the Company's principal projects are below. More information can be viewed on SEDAR+ at www.sedarplus.ca and the Company's website. The reader should note that any potential future exploration programs mentioned below could change and are subject to the Company obtaining financing on terms acceptable to the Company.

Greenwood Project

Southern British Columbia

Since 2008, the Company has consolidated a previously fragmented historic mining camp with mineral claims currently covering approximately 60,000 contiguous hectares in South-central British Columbia, in the historically productive Republic-Greenwood Gold District, abutting the border with the United States.

The Republic-Greenwood Gold-Silver-Copper District had historically produced an aggregate of more than 6 million ounces ("oz") of gold ("Au"), 27 million oz of silver ("Ag") and 660 million pounds of copper ("Cu") prior to Grizzly's acquisition of the Greenwood Project. The Greenwood Project also sits less than 10 kilometres ("km") north of the Buckhorn Gold Mine, a recently producing gold mine in the United States, which produced 1.3 million oz of gold at about 16 grams/tonne of gold ("g/t Au") between 2008 and 2017. The Knob Hill mine is about 50 km south of the Buckhorn mine and produced more than 2 million ounces. The Golden Eagle Project adjacent to the historical Knob Hill mine has greater than two million ounces gold in resources. Based on compilation, assessment, and exploration work conducted by the Company, Grizzly believes that a large portion of the Greenwood Project sits over a continuation of the same geology and geological structures as these two mines.

Robocop Project

Southeastern British Columbia

On May 25, 2018, the Company completed the acquisition of five mineral claims in British Columbia (the "Robocop Property") covering approximately 4,000 hectares.

The Robocop Property is located in southeastern British Columbia, approximately 45 kilometres (km) south of Fernie and 70 km southeast of Cranbrook and is immediately north of the Canada-USA border. The Robocop Property is comprised of 5 mineral claims totalling 5,864 acres and is located east of Grizzly's Greenwood Property in southeastern British Columbia.

Areas with significant historic cobalt-copper-silver (Co-Cu-Ag) in soil anomalies have been identified on the Robocop Property. Additionally, historic drilling during the 1990's (Teck Explorations Ltd.) and early 2000's (Ruby Red Resources) has yielded grades of up to 0.18% Co, 0.28% Cu, 4.1 parts per million (ppm) Ag over 1 m core length (Pighin, 2009) and 0.134% Co, 1.19% Cu and 33.8 ppm Ag over 1.23 m core length (Thomson, 1990) for individual core samples. The Co-Cu-Ag mineralization is hosted in Sheppard Formation and is classified as Proterozoic sediment hosted mineralization. Grizzly believes that significant potential exists to

expand the known extent of the known Co-Cu-Ag mineralization on the Property and further exploration is warranted.

Recent Exploration

During the year ended July 31, 2025 and subsequent to July 31, 2025, the Company conducted a small prospecting and sampling program near Beaverdell in the Greenwood Project. A total of 50 rock grab samples were collected from mostly outcrop and some mineralized dump material across the Beaverdell claims.

This sampling program resulted in a new molybdenum (Mo) showing in the northwest portion of the Property with 315 parts per million (ppm) Mo in an area underlain by Jurassic alkalic intrusion, new copper (Cu) showings in the southeast portion of the property with 8 of 11 samples yielding >100 ppm Cu up to a high of 434 ppm Cu in rock grab samples with anomalous lead (Pb) up to 537 ppm Pb and zinc (Zn) up to 922 ppm Zn.

The sampling also revealed a new zinc-silver (Zn-Ag) showing in rubble near the some of the infrastructure to the old historic Beaverdell Minesite, which produced more than 25 million ounces of silver from the early 1900's up to 1991. A selective rock grab sample from a potential low-grade dump or stockpile returned 299 ppm Ag and 0.24% Zn.

Prior sampling at the Gold Drop showing has returned up to 51.4 ppm gold (Au) and 377 ppm Ag in selective rock grab samples from a small adit. New sampling about 200 m to the east from a vein in outcrop has returned 21.3 ppm Ag and 1.98% Zn from rock grab samples.

Further exploration at a number of these targets is warranted.

Current Exploration Plans

The Company has been granted four (4) new five-year drilling permits from the BC Ministry of Mining and Critical Minerals to complete drill testing along with access in the target areas of Midway, Imperial, Sappho and Copper Mountain contained within the Greenwood Project. These new drill permits are in addition to existing drill permits for the Motherlode Mines area, along with the Ket 28 and Dayton target areas. Subject to financing, the Company plans to drill-test the Motherlode Mines area, including copper (Cu) – gold (Au) – silver (Ag) mineralization at the Motherlode, Sunset and Greyhound historical mines, along with the high-grade polymetallic Au-Ag-Zn-Cu-Sb-Pb mineralization identified at the historical Midway Mine area.

Additional sampling is being conducted across the Greenwood Project area. Results will be made available as they are received,

Quality Assurance and Control

Rock and soil samples were analyzed at ALS Global Laboratories (Geochemistry Division) in Vancouver, Canada (an ISO/IEC 17025:2017 accredited facility). Gold was assayed using a fire assay with atomic emission spectrometry and gravimetric finish when required (+10 g/t Au). Rock grab and rock chip samples from outcrop/bedrock are selective by nature and may not be representative of the mineralization hosted on the project.

The sampling program was undertaken by Company personnel under the direction of Michael B. Dufresne, M.Sc., P.Geol., P.Geo. A secure chain of custody is maintained in transporting and storing of all samples.

Risks and Uncertainties

Mining risks

The Company is subject to the risks typical in the mining business including uncertainty of success in exploration and development; operational risks including unusual and unexpected geological formations, rock bursts, particularly as mining moves into deeper levels, cave-ins, flooding and other conditions involved in the drilling and removal of material as well as environmental damage and other hazards; risks that intended drilling schedules or estimated costs will not be achieved; and risks of fluctuations in the price of commodities and currency exchange rates. Metal prices are subject to volatile price movements over short periods of time and are affected by numerous factors, all of which are beyond the Company's control, including expectations of inflation, levels of interest rates, sales of gold by central banks, the demand for commodities, global or regional political, economic and banking crises and production rates in major producing regions. The aggregate effect of these factors is impossible to predict with any degree of certainty.

Business risks

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations.
- Financial risks include commodity prices, interest rates and foreign exchange rates, all of which are beyond the Company's control.
- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to maintain its exchange listing.

No Operating History and Financial Resources

The Company does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its cash resources are sufficient to cover its projected funding requirements for the remainder of the fiscal year. Additional funds will be required for general operating costs, and for further exploration to attempt to prove economic deposits and to bring such deposits to production. Additional funds will also be required for the Company to acquire and explore other mineral interests. The Company has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause the Company to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

Competition

The mineral exploration and mining business is competitive in all of its phases. The Company will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. The Company's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that the Company will be able to compete successfully with others in acquiring such prospects.

Price Volatility and Lack of Active Market

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for the Company's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

Key Executives

The Company is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of the Company are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. The Company does not currently carry any "keyman" life insurance on any of its executives. The directors and officers of the Company only devote part of their time to the affairs of the Company.

Potential Conflicts of Interest

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

Dividends

The Company has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of the Company and will depend on the Company's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of the Company deem relevant.

Nature of the Securities

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in Company's securities should not constitute a major portion of an investor's portfolio.

Outlook

The Company's primary focus for the foreseeable future will be on raising sufficient capital to continue corporate operations and advancing the exploration and development of its current projects and investigating other prospects for prospective addition to the Company's mineral properties, concurrent with evaluating strategies to enhance shareholder value. The ability of the Company to do so is contingent upon its ongoing ability to raise capital primarily through equity financing.

Qualified Person

The disclosures contained in this MD&A regarding the Company's mineral properties has been prepared by, or under the supervision of, Michael Dufresne, M.Sc., P.Geol., a principal of APEX Geoscience Ltd. and a Qualified Person for the purposes of National Instrument 43-101.

Approval

The Audit Committee has approved the disclosure in this MD&A on behalf of the Board of Directors on December 30, 2025.

Other Information

Additional information related to the Company is available for viewing on SEDAR+ at www.sedarplus.ca.