



# **PROSPECTOR**

Metals Corp.

**PROSPECTOR METALS CORP.**  
**Management's Discussion and Analysis**  
**For the year ended December 31, 2025**  
**Dated April 28, 2026**

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## **Management's Discussion and Analysis**

**For the year ended December 31, 2025**

(Expressed in Canadian dollars, unless otherwise noted)

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This management's discussion and analysis ("MD&A") for the year ended December 31, 2025, was prepared by management and approved and authorized for issue on April 28, 2026, for Prospector Metals Corp. (the "Company" or "Prospector") in accordance with International Financial Reporting Standards ("IFRS"). The MD&A should be read in conjunction with the Company's audited consolidated financial statements for the years ended December 31, 2025 and 2024. Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures, and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable. All amounts are in Canadian dollars unless otherwise specified. Additional information is available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at [www.sedar.com](http://www.sedar.com), and on the Company's website at [www.prospectormetalscorp.com](http://www.prospectormetalscorp.com).

### **OVERVIEW**

The Company was incorporated on March 12, 2007 under the British Columbia Business Corporations Act. In 2007, the Company completed an initial public offering ("IPO") and was publicly listed as a Capital Pool Company as defined in Policy 2.4 of the TSX Venture Exchange ("the TSX-V"). In 2008, the Company announced a proposed Qualifying Transaction. In July 2009, the TSX-V accepted the Company's Qualifying Transaction and filing statement, and the Company began trading on the TSX-V as a Tier 2 company under the symbol ECC. The Company's principal business activities are the identification, exploration and development of economically viable mineral properties. Subsequent to the year ended December 2021, on April 6, 2022, the Company completed a change of name to Prospector Metals Corp., with a ticker symbol of "PPP" on the TSX-V.

### **FORWARD LOOKING STATEMENTS**

This MD&A contains "forward-looking statements" within the meaning of applicable Canadian securities legislation, which include all statements, other than statements of historical fact that address activities, events, or developments that the Company believes, expects or anticipates will or may occur in the future. These include, without limitation:

- the Company's anticipated results and developments in the Company's operations in future periods
- planned exploration and development of its mineral properties
- planned expenditures and budgets
- evaluation of the potential impact of future accounting changes
- estimates concerning share-based compensation and carrying value of properties
- other matters that may occur in the future.

These statements relate to analyses and other information that are based on expectations of future performance and planned work programs.

Statements concerning mineral resource estimates may also be deemed to constitute forward-looking statements to the extent that they involve estimates of the mineralization that will be encountered if the related property is developed.

With respect to forward-looking statements and information contained herein, the Company has made a number of assumptions with respect to, including among other things, the price of gold and other metals, economic and political conditions, and continuity of operations. Although the Company believes that the assumptions made and the expectations represented by such statements or information are reasonable, there can be no assurance that forward-looking statements or information contained or incorporated by reference herein will prove to be accurate.

Forward-looking statements are subject to a variety of known and unknown risks, uncertainties and other factors which could cause actual events or results to differ materially from those expressed or implied by the forward-looking statements, including, without limitation:

- fluctuations in mineral prices;
- the Company's dependence on a limited number of mineral projects;
- the nature of mineral exploration and mining and the uncertain commercial viability of certain mineral deposits;
- the Company's lack of operating revenues;
- the Company's ability to obtain necessary financing to fund the development of its mineral properties or the completion of further exploration programs;
- jurisdiction operating risks which can over time include changes in political, economic, regulatory and taxation regimes;
- governmental regulations and specifically the ability to obtain necessary licenses and permits;
- risks related to the Company's mineral properties being subject to prior unregistered agreements, transfers, or claims and other defects in title;
- fluctuations in the currency markets;
- changes in environmental laws and regulations which may increase costs of doing business and restrict the Company's operations;
- risks related to the Company's dependence on key personnel; and
- estimates used in the Company's financial statements proving to be incorrect.

This is not an exhaustive list of the factors that may affect the Company's forward-looking statements. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in the forward-looking statements. The Company's forward-looking statements are based on beliefs, expectations and opinions of management on the date the statements are made. For the reasons set forth above, investors should not place undue reliance on forward-looking statements.

## EXPLORATION INITIATIVES

During the year ended December 31, 2025, the Company incurred the following exploration expenses:

	British Columbia	Ontario	Quebec	Newfoundland	Yukon	Total
	\$	\$	\$	\$	\$	\$
Administration	-	5	-	-	8,829	<b>8,834</b>
Camp costs	-	15,052	-	1,600	1,361,276	<b>1,377,928</b>
Community relations	-	5,000	-	-	-	<b>5,000</b>
Drilling	-	209,849	-	-	1,303,056	<b>1,512,905</b>
Field equipment	-	11,493	-	92	338,329	<b>349,914</b>
Geological consulting	8,513	97,190	5,407	2,488	697,891	<b>811,488</b>
Geophysics	-	28,944	-	-	-	<b>28,944</b>
Government grant	-	(122,045)	-	-	-	<b>(122,045)</b>
Property maintenance	2,989	5,665	8,155	475	29,600	<b>46,884</b>
Travel	-	5,037	-	-	139,685	<b>144,722</b>
Other	-	15,439	-	-	98,969	<b>114,408</b>
Total, December 31, 2025	11,502	271,629	13,562	4,655	3,977,635	<b>4,278,982</b>

During the year ended December 31, 2024, the Company incurred the following exploration expenses:

	British Columbia	Ontario	Quebec	Newfoundland	Yukon	Total
	\$	\$	\$	\$	\$	\$
Administration	2,730	-	206	2,601	33,507	<b>39,044</b>
Camp costs	-	35,905	-	600	214,355	<b>250,860</b>
Community relations	-	4,876	-	-	-	<b>4,876</b>
Drilling	-	-	-	-	-	<b>-</b>
Field equipment	-	-	-	-	51,355	<b>51,355</b>
Geological consulting	52,476	217,151	-	17,493	609,671	<b>896,791</b>
Geophysics	-	284,958	-	-	63,997	<b>348,955</b>
Government grant	-	(52,305)	-	-	-	<b>(52,305)</b>
Property Maintenance	31,583	26,992	6,344	62,011	-	<b>126,930</b>
Travel	-	19,515	-	-	53,906	<b>73,421</b>
Other	-	1,000	-	-	38,457	<b>39,457</b>
Total, December 31, 2024	86,789	538,092	6,550	82,705	1,065,248	<b>1,779,384</b>

### a) ML Project, Yukon

On December 29, 2023, Prospector entered into a property purchase agreement to acquire a 100% interest in the ML Property (also known as the Mike Lake Property) from Troilus Gold Corporation. The ML Property encompasses 4,757 hectares within the prolific Tintina Gold Belt, and is located approximately 80 km from Dawson City, Yukon Territory. The Company closed the acquisition on March 5, 2024 following approval from the TSX Venture Exchange. The Company also issued

9,222,164 common shares to Troilus after giving effect to the share consolidation. As a result of the issuance, Troilus held 19.9% of the issued common shares of the Company.

#### Property Summary to April 2026:

- The ML Property hosts multiple known prospects over 13.5km trend associated with four identified intrusions and related dike/sill swarms. Target types include intrusion related gold, gold-copper-tungsten skarn, high grade vein, and replacement Au-Ag mineralization associated with a series of Mid-Cretaceous granitic intrusives.
- Historical work on ML included airborne-ground geophysics, satellite imagery, geologic mapping, extensive rock and soil sampling, and diamond drilling (+16,700m over 117 holes).
- On July 4, 2024, the Company completed a strategic investment by B2Gold Corp which subscribed an aggregate of 5,578,720 common shares of the Company (the “Shares”) at a price of C\$0.163 per Share for aggregate gross proceeds to the Company of \$909,311.36 (the “Offering”). Proceeds from the investment were used to advance initial field work on the ML Property.
- Initial field work on the ML Property in summer 2024 included property scale LiDAR and WorldView-3 surveys; prospecting; and geologic mapping. A total of 520 rock grab and chip samples were collected across the property to establish the extent of the surface expression of known zones as well as sample new areas with unknown mineral potential. The results indicate strong potential for the discovery of additional zones of mineralization and highlighted key structural controls on known zones of mineralization that were not adequately drilled tested during historic programs.
- In April & May 2025 the Company announced receipt of its permit approval for a maiden drill program on the ML Property and a non-brokered private placement raising total gross proceeds to the Company of C\$5,735,350. The private placement was completed in two tranches with the second tranche of the Offering consisting of 4,227,272 NFT Units (purchased by B2Gold Corp. (TSX: BTO, NYSE American: BTG, NSX: B2G) (“B2Gold”) for additional gross proceeds of C\$465,000. Pursuant to an investment agreement with B2Gold, B2Gold elected to purchase the units to maintain its investment rights of 9.9%.
- In June 2025 the Company announced initial rock grab and chip sampling from the Bueno target and initiation of drilling on the ML Property.
- From July – November 2025 the Company announced multiple updates and results on the 2025 drilling and exploration program on the ML Property. This work included rock sampling, the staking of 296 additional claims on the southern end of the property, and the completion of 6649m of diamond drilling over 39 holes testing seven target areas. Analysis results for individual samples received range from trace to 379 g/t Au, from trace to 283 g/t Ag, and from trace to 11.70% Cu. The reported intervals are drilled widths and there is not currently enough data to accurately determine true thickness. Highlights from the drill program include:

#### Skarn Ridge

- ML25-010: 45.65m of 2.11 g/t Au & 0.48% Cu over 45.65m
- ML25-014: 25.00m of 2.97 g/t Au from 137m
- ML25-024: 27.00m of 2.04 g/t Au & 0.42% Cu from 24m and 19.00m of 4.33 g/t Au & 0.50% Cu from 57m

TESS – North Vein

- ML25-031: 44.00m of 13.79 g/t Au & 1.84% Cu from 62m and 7.36m of 5.69 g/t Au & 1.16% Cu from 138.00m
- ML25-032: 14.00m of 7.29 g/t Au & 0.91% Cu from 57.05m
- On November 21, 2025 the Company announced it has closed a non-brokered private placement of an aggregate of 39,054,190 common shares for gross proceeds of \$38,047,564 comprised of 5,500,000 flow-through common shares (the “FT Shares”) at a price of \$1.00 per FT Share and 33,554,190 nonflow-through common shares (the “NFT Shares”) at a price of \$0.97 per NFT Share (the “Offering”).

In connection with the offering of the NFT Shares, Alpayana S.A.C. (“Alpayana”) agreed to subscribe for an aggregate of 14,631,283 NFT shares. Upon completion of the Offering, Alpayana will have aggregate beneficial ownership and control over approximately 9.9% of the issued and outstanding common shares of the Company.

In addition; 1) the Company’s largest shareholder, B2Gold Corp. agreed to exercise an aggregate of 2,133,636 outstanding warrants and subscribe for an additional 7,181,451 NFT shares, in addition to its previously announced subscription for 10,309,278 common shares, bringing its strategic investment in the Company on closing of the Offering to 29,410,357 common shares representing 19.9 % of the issued and outstanding shares of the Company; and 2) an investment group led by John Robins of Discovery Capital have agreed to subscribe for 6,500,000 total shares.

Prospector intends to use the proceeds of the FT Shares to further finance its exploration program at its ML project in the Yukon and the proceeds of the NFT Shares for additional funding of its exploration program at the ML project and for general working capital purposes

On January 26, 2026 the Company provided an update and outline for the fully funded 2026 drill campaign on the ML Project. The planned drill program is anticipated to commence in May 2026 and consist of 25,000m of diamond drilling utilizing three drill rigs. The drilling will focus on following up on the newly discovered TESS Zone as well as testing TESS “look-alike” targets and other target areas pending follow up investigation.

***b) Savant Lake, Ontario***

Prospector originally acquired a 70% option on the 229 km<sup>2</sup> Savant Project in Ontario from Capella Minerals Ltd in 2021. On April 4, 2024 the Company announced it had agreed to purchase 100% of the Savant Project from Capella Minerals for a one-time payment of:

- Prospector to make a cash payment to Capella of CAD \$50,000 on closing;
- Prospector to issue Capella 1,000,000 common shares (with a standard regulatory hold period of 4 months) upon closing; and,
- Capella to retain a 1% Net Smelter Royalty (“NSR”) on any potential future production from the property (with 0.5% being purchasable at any time for CAD \$1,000,000).

There is an estimated 60 km in strike length of prospective gold bearing iron formation on the property. High grade gold mineralization at surface and in historical diamond drilling occurs over an approximately 10 km x 10 km area representing a district scale opportunity in a region that has seen little systematic exploration. Geologic mapping and magnetic data suggest there are multiple untested gold favourable sites (fold hinges) in iron formation; important structural controls at the past producing Lupin and Homestake mines.

Prospector defined a second, previously unrecognized, structural corridor called the Snowbird Shoal Deformation Zone which is host to numerous gold occurrences including Snowbird and Horseshoe occurrences. New sampling in previously unsampled areas around the Snowbird and Horseshoe prospects assayed 99.6, 60.0, 20.9, 13.25, 8.39, and 5.63 g/t Au increase the known mineralized strike length to 520m (see press release dated Aug 15, 2022). Prospector also successfully traced a significant, first-order deformation zone named the Wiggle Deformation Zone (“WDZ”), a key control in gold mineralization on the property. The zone extends for at least 10km and is characterized by strongly sheared and altered iron formation and greywacke. The Wiggle Creek prospect represents a strike length of 1.3km of known gold bearing structure which remains open in all directions. Assays from the Wiggle Creek prospect confirm the presence of a gold bearing shear zone (6.72 and 6.13 grams per tonne gold or “g/t Au”) characterized by sheared and silicified iron formation and related metasediments with abundant quartz veining, chloritization, and sulphide mineralization. Rock grabs, 300m and 800m along strike, assayed 2.34, 56.2, 25.7, and 4.3 g/t Au (see press release dated June 28 and Aug 15, 2022).

On August 12, 2025, the Company announced that it had signed a definitive option agreement with BeMetals Corp. (TSXV: BMET, OTCQB: BMTLF, Frankfurt: IOIF) (“BeMetals”) to option up to a 100% interest in the Savant Gold Exploration Project. Under the agreement, BeMetals has the exclusive option to earn up to a 100% interest in the Savant Project over a five-year period by meeting certain money-in-the ground focused exploration, and mineral resource discovery-based success payments.

#### Highlights of the Agreement:

- Initial Commitment: BeMetals will spend at least C\$500,000 on exploration within first year of signing the definitive agreement.
- Annual Expenditures: BeMetals must spend C\$500,000 annually on exploration, with the option to accelerate spending, for minimum cumulative exploration spending of \$2.5 Million.
- NI 43-101 Technical Report Supported Mineral Resources & Ownership: BeMetals will provide a NI 43-101 compliant Technical Report to support the mineral resources to determine the following ownership criteria:
  - < 500,000 ounces of gold (“oz”): Prospector retains 100% of the Project
  - 500,000 or more oz of gold in the Inferred resource category: a 50/50 joint venture to be formed
  - ≥1,000,000 oz of gold with ≥500,000 in the Indicated resource category: BeMetals acquires 100% ownership of the Project
- Success-Based Payment: BeMetals will pay Prospector US\$5/oz of gold in the mineral resource supported by the Technical Report.
- NSR Royalty: If BeMetals acquires full ownership of the Project, a 0.5% NSR royalty will be granted to Prospector.

On April 15, 2026, subsequent to the year ended December 31, 2025, the Company entered into a definitive agreement with BeMetals Corp. ("*BeMetals*") to sell its Savant, Devon, Whitton (Ontario), and TooGood (Newfoundland) mineral properties in exchange for 29,400,000 post-consolidation common shares of BeMetals, representing 49.9% of BeMetals' issued and outstanding shares. Prior to closing, BeMetals will consolidate its shares on a 10:1 basis and change its name to Lightning Resource Corp.

***c) Devon Project, Ontario***

On January 19, 2023, the Company acquired a 100% interest in the Devon Ni-Cu-PGE Project in Ontario through staking as part of a broader Ni-Cu-PGE exploration strategy with a focus on high-grade, conduit-hosted deposits hosted within under-explored large igneous provinces.

**Devon Project Highlights:**

The Devon Project comprises 12,200 hectares acquired through staking, 50km SW of Thunder Bay Ontario, and is road accessible.

**Property Summary to 2026:**

- The Devon Project lies on the Archean craton margin, covered by a sulfide-bearing sedimentary basin, a known ideal geotectonic setting for major magmatic sulfide deposits.
- The region is intruded by numerous mafic-ultramafic intrusives (Crystal Lake Gabbro, Pigeon River and Logan intrusives), mostly dyke-form intrusions, which can contain disseminated to locally massive magmatic Ni-Cu sulfides with PGEs. The dykes are emplaced along normal faults which provide ideal conduits for deep seated fertile mafic magmas to rise quickly through the crust without losing their chalcophile elements or PGEs.
- Target deposits are analogous to Eagle & Eagle East, MI, USA Tamarack, MN, USA, and Voisey's Bay Reed Brook Zone, NL (massive to net textured high-grade Ni-Cu-PGE deposits) or Current Lake, Ontario (PGE-dominant, heavily disseminated magmatic sulfides).
- Major Pigeon River dykes form part of an east- to northeast trending swarm that transect the property and are typically 50 -70m in width but are locally up to 150 m wide. The dykes locally bifurcate, as well as change orientation from dykes to sill-form intrusions. These geometric complexities favor accumulation of magmatic sulfides in various structural and intrusive traps.
- Significant portions of the area remain underexplored despite its favourable setting and ease of access. Most of the historic work in the west was focused on vein and breccia hosted silver mineralization.
- Work by the Company from 2023 – 2024 included prospecting, geologic mapping, and completion of a property scale VTEM™ survey. Highlights include:

- Results of the VTEM™ at Devon include 44 high priority Ni-Cu targets which manifest as late-time conductors and are located within or in contact with Pigeon River ultramafic source dykes. These target conductors are steeply dipping and appear distinct from the numerous flat-lying conductors associated with Logan Sills.
- A total of 219 rock samples were collected on the Project and have successfully identified variably mineralised mafic and ultramafic rocks assaying from below detection up to 1.13 % Cu, 0.53 % Ni, and 3.54 g/t Pd+Pt on previously unrecognised targets. (1).
- The surface mineralisation confirms the presence of Ni-Cu mineralisation within the right host rocks. The late-time conductors identified in the VTEM™ data and the preliminary 1D inversion conductivity modelling, together with the modest tenor of mineralisation seen at surface suggest the presence of high tenor mineralisation under cover and to depth at multiple locations.
- On October 7, 2025 the Company announced that it has begun its maiden drill program on the Devon Copper-Nickel (Cu-Ni) Project in Northwestern Ontario. A total of 957m of drilling over 5 holes on the Copper Hill target were completed. All five drill holes collared in massive medium-grained gabbro and intersected the lower contact with Rove Formation shale and sandstone. Locally there are trace amounts of very fine-grained disseminated pyrite within quartz-carbonate-biotite veinlets that cross-cut the gabbro. The shales contain intercalated graphitic layers and minor amounts of mm-scale fine-grained pyrite bands. No significant zones of sulfide mineralization were intersected.

On April 15, 2026, subsequent to the year ended December 31, 2025, the Company entered into a definitive agreement with BeMetals Corp. ("*BeMetals*") to sell its Savant, Devon, Whitton (Ontario), and TooGood (Newfoundland) mineral properties in exchange for 29,400,000 post-consolidation common shares of BeMetals, representing 49.9% of BeMetals' issued and outstanding shares. Prior to closing, BeMetals will consolidate its shares on a 10:1 basis and change its name to Lightning Resource Corp.

***d) Toogood Claim Group Earn-in Agreement:***

In fiscal 2020, Prospector entered into two earn-in agreements under which Prospector may earn a 100% interest in the Toogood claim group and the McGrath claim group located on New World Island, Newfoundland. These projects are situated to the north-east of the Company's Deep Cove and Virgin Arm properties, The Deep Cove, Virgin Arm, McGrath and Toogood claims are collectively referred to as the Toogood Project.

On September 20, 2024, the Company announced that it has entered an option agreement (the "**Option Agreement**") with 1484428 B.C. Ltd whereby 1484428 B.C. Ltd may earn 100% of the Company's Toogood Project, located on New World Island, approximately 65 km north of Gander, Newfoundland.

Pursuant to the terms of the Option Agreement, 1484428 B.C. Ltd, a private company, has been granted the right to acquire 100% interest in the Toogood Project from Prospector. To exercise the Option and acquire a 100% interest in the Toogood Project, 1484428 B.C. Ltd is required to make aggregate cash payments of \$25,000, issue shares having an aggregate value of \$900,000, and incur an aggregate of \$6,000,000 in exploration expenditures within 60 months.

In addition, 1484428 B.C. Ltd will assume responsibility for all underlying original vendor agreements, including net smelter royalties and milestone payments payable on the Toogood Project.

### **Virgin Arm Agreement Amendment**

In support of the Toogood transaction, the fully vested option and net smelter royalty agreement on the Virgin Arm portion of the Toogood Property has been amended to include the issuance of 900,000 additional common shares of the Company at a deemed price of \$0.11 per share plus additional common shares having an aggregate market value of \$60,000 of within 12 months, as well as the repurchase previously required annual prepayment of a 3% net smelter royalty for \$150,000, which becomes payable upon the production of technical report prepared in accordance with NI 43-101 establishing current Measured Mineral Resources and Indicated Mineral Resources at the Virgin Arm Property in excess, collectively, of 500,000 ounces Au. The amendments to the Virgin Arm option and net smelter royalty agreement, and the issuance of common shares of the Company thereunder remain subject to the approval of the TSX Venture Exchange. All common shares issuable under the agreement will be subject to a hold period of four months from the date of issuance.

On October 25, 2024, the Company announces that it issued 900,000 common shares to arm's length royalty holders at a deemed price of \$0.11 (the "Shares") in settlement of amounts owing pursuant to the Company's amended Virgin Arm Agreement (see news release dated September 20, 2024). The shares are subject to a four-month and one day hold period expiring on February 26, 2025.

On April 15, 2026, subsequent to the year ended December 31, 2025, the Company entered into a definitive agreement with BeMetals Corp. ("*BeMetals*") to sell its Savant, Devon, Whitton (Ontario), and TooGood (Newfoundland) mineral properties in exchange for 29,400,000 post-consolidation common shares of BeMetals, representing 49.9% of BeMetals' issued and outstanding shares. Prior to closing, BeMetals will consolidate its shares on a 10:1 basis and change its name to Lightning Resource Corp.

## ANNUAL FINANCIAL INFORMATION

The following table summarizes selected financial data reported by Prospector for the years ended December 31, 2025, 2024 and 2023. The information set forth should be read in conjunction with the audited consolidated financial statements, prepared in accordance with IFRS, and the related notes thereon. All amounts are in Canadian dollars, unless otherwise specified.

	<b>For the years ended December 31,</b>		
	<b>2025</b>	<b>2024</b>	<b>2023</b>
<b>Revenue</b>	\$ -	\$ -	\$ -
<b>Expenses</b>			
Consulting fees	(918,000)	(483,640)	(538,570)
Depreciation expense	(14,121)	(26,958)	(26,959)
Exploration and project evaluation	(4,278,982)	(1,779,384)	(1,152,736)
Investor relations	(218,647)	(134,813)	(226,618)
Listing and filing fees	(131,396)	(44,976)	(43,270)
Office and administrative	(154,553)	(191,908)	(241,365)
Professional fees	(317,363)	(250,336)	(246,585)
Rent	(47,070)	(40,424)	(27,907)
Share-based compensation	(634,059)	(524,730)	(276,536)
Travel	(90,870)	(96,258)	(111,865)
Loss before the undernoted	(6,805,061)	(3,573,427)	(2,892,411)
<b>Other income (expenses)</b>			
Net realized and unrealized gain on investments	334,851	4,890	208,877
Foreign exchange (loss)/gain	(1,319)	560	(1,299)
Interest income	139,264	74,216	30,434
Other income from settlement of flow-through	1,015,389	366,371	216,806
Gain on sale of assets	86,606	-	-
Other income	14,969	-	-
Impairment of exploration and evaluation assets	-	(3,640,567)	(1,717,912)
Write-off of amounts receivable	-	-	(152,230)
Write off of prepaids	-	93,000	-
<b>Net loss and comprehensive loss for the year</b>	<b>\$ (5,215,301)</b>	<b>(6,860,957)</b>	<b>(4,307,735)</b>
<b>Basic and diluted loss per common share</b>	<b>\$ (0.06)</b>	<b>(0.14)</b>	<b>(0.21)</b>

	As at December 31,		
	2025	2024	2023
Cash and cash equivalents	\$ 42,573,980	\$ 1,205,977	\$ 460,002
Total assets	48,293,094	6,656,844	7,803,612
Non-current financial liabilities	-	-	-
Cash dividend declared	\$0.00	\$0.00	\$0.00

***Year ended December 31, 2025 compared to the year ended December 31, 2024***

Total net loss was lower than the prior year which was largely driven by the impairment loss in 2024. In 2025 there was an increase in exploration and evaluation expenses with more activity in the Yukon project during the year. The increase in business and financing activities resulted in higher consulting fees, investor relations, and professional fees compared to the prior year. Share-based compensation was granted to directors, officers, and consultants of the company. The increase in stock-based compensation was a result of the valuation associated with the options granted as compared to the prior years. Non-cash income from the settlement of flow-through liability varies from year to year, driven by the flow through expenses incurred so there was a larger other income in 2025 as exploration spending increased.

***Year ended December 31, 2025 compared to the year ended December 31, 2023***

Total net loss during the year ended December 31, 2025 was higher than the net loss during the year ended December 31, 2023 due to the increase in exploration and evaluation expenses which was driven by a general increase in exploration activity in the Yukon project. A number of projects were also impaired during the 2023 year, thus discontinuing the exploration of these projects and driving down expenses in that year. The increase in exploration activities as well as business and financing activities resulted in higher consulting fees, listing and filing fees, and professional fees compared to 2023. Non-cash income from the settlement of flow-through liability varies from year to year, driven by the flow through expenses incurred so there was a larger other income in 2025 as exploration spending increased. Share-based compensation was granted to directors, officers, and consultants of the company. The increase in stock-based compensation was a result of the valuation associated with the options granted as compared to the prior years.

Cash and cash equivalents balances fluctuate year over year.

The decrease in accounts payable and accrued liabilities is due to timing differences as well as the general decrease in exploration activities, which is in line with the decrease in exploration expenses as mentioned above.

**SELECTED QUARTERLY INFORMATION**

The following table summarizes selected financial information from the Company's unaudited condensed interim consolidated financial statements, prepared in accordance with IFRS for the last eight quarters. All amounts are in Canadian dollars, unless otherwise specified.

	<b>3 months ended December 31, 2025</b>	<b>3 months ended September 30, 2025</b>	<b>3 months ended June 30, 2025</b>	<b>3 months ended March 31, 2025</b>
Total revenue	\$ -	\$ -	\$ -	\$ -
Interest income	103,559	10,402	18,836	6,467
Net loss	(734,464)	(2,442,270)	(1,704,711)	(333,856)
Loss per common share, basic and diluted	(0.01)	(0.02)	(0.02)	(0.01)

	<b>3 months ended December 31, 2024</b>	<b>3 months ended September 30, 2024</b>	<b>3 months ended June 30, 2024</b>	<b>3 months ended March 31, 2024</b>
Total revenue	\$ -	\$ -	\$ -	\$ -
Interest income	18,905	25,096	20,565	9,650
Net loss	(4,171,977)	(868,694)	(1,296,872)	(523,414)
Loss per common share, basic and diluted	(0.07)	(0.03)	(0.02)	(0.02)

***Three months ended December 31, 2025 compared to three months ended December 31, 2024***

Total net loss was significantly lower than the prior period which was largely driven by impairment of exploration and evaluation assets. Non-cash income from the settlement of flow-through liability varies from quarter to quarter, driven by the flow through expenses incurred.

**LIQUIDITY AND CAPITAL RESOURCES**

A summary of the Company's cash position and changes in cash and cash equivalents for:

	<b>For the year ended December 31,</b>	
	<b>2025</b>	<b>2024</b>
Cash used in operating activities	\$ (5,884,525)	\$ (2,706,966)
Cash provided (used) by investing activities	-	(37,125)
Cash provided by financing activities	47,252,528	3,490,066
Increase (decrease) in cash	41,368,003	745,975
Cash and cash equivalents, end of year	\$ 42,573,980	\$ 1,205,977

### *Year ended December 31, 2025 compared December 31, 2024*

Cash used in operating activities for the year ended December 31, 2025 was \$5,884,525 (2024 - \$2,706,966). This was higher than the comparative period mainly due to the increase in exploration expenses as well as lower changes in non-cash working capital related to accounts payable, amounts receivable, and prepaids and no impairment of exploration assets in the current period.

Cash used in investing activities for the year ended December 31, 2025 was \$nil (2024 - \$37,125) provided by investing activities. This was lower in the current year due to the no new property acquisitions.

Cash provided by financing activities for the year ended December 31, 2025 was \$47,252,528 (2024 - \$3,490,066). This increase was due to the two private placements completed this year for gross proceeds of \$43,782,914.

The Company's financial liabilities, comprised of accounts payable, accrued liabilities, and amounts due to related parties, and they are all due on demand.

The Company is in the exploration stage and its source of working capital to date has been solely from the issuance of equity. The Company has sufficient funds to fund its future administrative costs, acquisition, exploration or development costs if it is able to find a suitable project. Depending on the type of project it acquires, the Company will likely need to raise additional financing through issuance of debt or equity to meet its future exploration, development and administrative requirements.

### **SHAREHOLDER'S EQUITY**

The Company's authorized capital stock consists of an unlimited number of common shares without par value. As at December 31, 2025 and the date of this report, the Company had:

<b>Date</b>	<b>Number of common shares</b>	<b>Number of stock options</b>	<b>Number of warrants</b>	<b>Restricted and deferred shares</b>
<b>Balance – as at December, 2025</b>	<b>149,956,232</b>	<b>7,075,986</b>	<b>20,279,362</b>	-
Common shares issued	-	-	-	-
Options granted	-	450,000	-	-
Options exercised	80,000	80,000		-
Warrants exercised	8,242,718	-	8,242,718	-
Deferred share units granted	-	-	-	2,400,000
Restricted share units granted	-	-	-	1,540,000
<b>Balance – as at date of report</b>	<b>158,278,950</b>	<b>7,445,986</b>	<b>12,036,644</b>	<b>3,950,000</b>

Table below provides a summary of the warrants outstanding as at the date of this report:

Expiry date	Outstanding and Exercisable warrants	Weighted average exercise price	Weighted average remaining life (in years)
May 21, 2026	341,665	\$0.30	0.07
May 15, 2027	11,283,037	\$0.30	1.05
May 15, 2027	411,942	\$0.30	1.05
<b>Balance</b>	<b>12,036,644</b>	<b>\$0.30</b>	

The table below provides a summary of the stock options outstanding as at the date of this report:

Expiry date	Outstanding and Exercisable Options	Weighted Average Exercise Price	Weighted Average Remaining contractual life (in years)
May 20, 2026	116,664	\$2.04	0.06
August 3, 2026	55,555	\$3.78	0.27
October 8, 2026	74,998	\$2.34	0.45
April 21, 2027	172,221	\$1.86	0.98
December 1, 2027	11,110	\$1.80	1.60
March 27, 2028	455,438	\$0.63	1.92
March 11, 2029	300,000	\$0.22	2.87
June 14, 2029	2,615,000	\$0.20	3.13
February 25, 2030	520,000	\$0.18	3.84
June 13, 2030	2,475,000	\$0.25	4.13
September 1, 2030	200,000	\$0.27	4.35
March 17, 2031	450,000	\$1.22	4.89
	<b>7,445,986</b>	<b>\$0.37</b>	<b>3.64</b>

## TRANSACTIONS WITH RELATED PARTIES

The Company's related parties consist of its key management personnel. Key management personnel are those persons having authority and responsibility for planning, directing, and controlling the activities of the Company, directly or indirectly, and consist of its directors, the Chief Executive Officer, and the Chief Financial Officer. Related party transactions not otherwise disclosed in these financial statements are:

	December 31, 2025	December 31, 2024
Consulting fees	\$ 718,000	441,558
Professional fees	107,000	49,500
Share-based compensation	353,349	387,793
	<b>\$ 1,178,349</b>	<b>878,851</b>

\*Prospector Metals Corp. and Nevada King Gold Corp. have a common director namely, Craig Roberts. He is the Co-Chairman of Prospector Metals Corp. and director of Nevada King Gold Corp.

## Due to/from related parties

As at December 31, 2025, the amount due to related parties is \$15,717 (2024 – \$nil).

## FLOW THROUGH SHARE PREMIUM LIABILITY

Flow-through share premium liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through shares issuance.

<b>Balance at December 31, 2023</b>	<b>\$ 202,790</b>
Liability incurred on flow-through shares	178,572
Settlement of flow-through share liability on incurring expenditures	(366,371)
<b>Balance at December 31, 2024</b>	<b>\$ 14,991</b>
Liability incurred on flow-through shares	1,351,857
Settlement of flow-through share liability on incurring expenditures	(1,015,389)
<b>Balance at December 31, 2025</b>	<b>\$ 351,459</b>

The flow-through liability is amortized to the statement of profit or loss, based on the percentage of the eligible expenditures incurred during the year. As at December 31, 2024, the Company has incurred all expenditures required and \$202,790 (2023 - \$147,773) was recognized in the statement of profit or loss.

On May 21, 2024, the Company closed a non-brokered private placement consisting of 3,571,430 charity flow-through units offered at a price of \$0.21 per Chairty FT unit for gross proceeds to the Company of \$750,000. In connection with the private placement closed, a premium was received for the flow-through shares resulting in an initial liability of \$178,572.

The flow-through liability is amortized to the statement of profit or loss, based on the percentage of the eligible expenditures incurred during the year. During the year ended December 31, 2024, the Company incurred eligible expenditures of \$687,040 towards its obligation to spend \$750,000 and recognized \$163,581 in the statement of profit or loss. As at December 31, 2024, the Company has a remaining liability to incur \$14,991 by December 31, 2025.

In May 2025, the Company closed a non-brokered private placement consisting of 26,974,026 flow-through units at a price of \$0.154 per FT Unit for aggregate gross proceeds of \$4,154,000. In connection with the private placement, a premium was received for the flow-through shares based on the difference between the subscription price and the market price of \$0.11 per share, resulting in an initial flow-through share liability of \$1,186,857. The Company has committed to incur eligible Canadian exploration expenditures of \$4,154,000 by December 31, 2026.

In November 2025, the Company closed a non-brokered private placement consisting of 5,500,000 flow-through units at a price of \$1.00 per FT unit for aggregate gross proceeds of \$5,500,000. In connection with the private placement, a premium was received for the flow-through shares based on the difference between the subscription price and the market price of \$0.97 per share, resulting in an initial flow-through share liability of \$165,000. The Company has committed to incur eligible Canadian exploration expenditures of \$5,500,000 by December 31, 2026.

The flow-through share liability is amortized to the statement of profit or loss based on the percentage of eligible expenditures incurred during the year relative to the total commitment. During the year ended December 31, 2025, the Company incurred eligible expenditures of \$3,564,355 (2024 – \$687,040) and

recognized \$1,015,390 (2024 – \$366,371) in the statement of profit or loss. Included in the 2025 expenditures is the fulfillment of the remaining \$62,960 obligation carried forward from the year ended December 31, 2024

As at December 31, 2025, the Company has a remaining obligation to incur eligible Canadian exploration expenditures of \$6,152,605 by December 31, 2026, and a corresponding flow-through share liability of \$351,459.

## **REGULATORY DISCLOSURES**

### **Off balance sheet arrangements**

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

### **Proposed Transactions**

On April 15, 2026, subsequent to the year ended December 31, 2025, the Company entered into a definitive agreement with BeMetals Corp. ("*BeMetals*") to sell its Savant, Devon, Whitton (Ontario), and TooGood (Newfoundland) mineral properties in exchange for 29,400,000 post-consolidation common shares of BeMetals, representing 49.9% of BeMetals' issued and outstanding shares. Prior to closing, BeMetals will consolidate its shares on a 10:1 basis and change its name to Lightning Resource Corp.

The Company intends to distribute the BeMetals shares to its shareholders of record on a pro rata basis as a return of capital, subject to an order of the Supreme Court of British Columbia. Upon completion of the transaction, the Company will retain its ML Project in the Yukon as its sole focus. The transaction is a Non-Arm's Length transaction and Reviewable Disposition under TSXV policies. Closing is expected within 60 days, subject to regulatory and stock exchange approvals.

### **Financial instruments**

#### **Fair value**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the 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 the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

Investments are carried at fair value using a Level 1 fair value measurement. The recorded values of cash and cash equivalents, amounts receivable, and accounts payable and accrued liabilities approximate their carrying values due to their short-term to maturities which is the amount presented on the statement of financial position.

The Company is exposed to credit risk, liquidity risk and interest rate risk from its financial instruments which include cash and cash equivalents, amounts receivable, accounts payable and accrued liabilities. The Company is not exposed to significant market or other price risks.

## **Credit risk**

Credit risk is the risk of an unexpected loss if a customer or third party to a financial instrument fails to meet its contractual obligations. The Company's cash and short-term investments are on deposit at a major financial institution. Amounts receivables consist primarily of goods and services tax refunds due from the Government of Canada and are neither past due nor impaired. As such, the Company considers its exposure to credit risk to be minimal.

## **Liquidity risk**

Liquidity risk is the risk that the Company will be unable to meet its financial obligations as they come due. The Company is exposed to liquidity risk through its accounts payable, accrued liabilities and amounts due to related parties, which are all due on demand. The Company uses cash forecasts to ensure as far as possible that there is sufficient cash on hand to meet short-term business requirements. Cash and cash equivalents are invested in highly liquid investments which are available to discharge obligations when they come due.

## **Interest rate risk**

Interest rate risk is the risk that changes in interest rates will affect the fair value or future cash flows of the Company's financial instruments. The Company is exposed from time to time to interest rate risk as a result of holding fixed rate temporary investments of varying maturities. The Company reduces the risk that it will realize a loss as a result of a decline in the fair value of these investments by limiting these investments to highly liquid securities with short-term maturities.

## **Price risk**

The Company has limited exposure to price risk with respect to equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market.

## **Capital management**

The Company's objectives when managing capital are to safeguard its ability to pursue its objectives. The Company measures its capital as its shareholders' equity. The Company's primary source of capital is the issuance of equity.

The Company manages and adjusts its capital structure whenever changes in economic conditions occur. To maintain or adjust the capital structure, the Company may seek additional funding.

The Company may require additional funding to meet its administrative overhead expenses in the long term. The Company believes it will be able to raise capital as required but recognizes there will be risks involved that may be beyond its control.

The Company expects its current capital resources will be sufficient to carry out its exploration plans and operations through at least the next twelve months. There are no external restrictions on the Company's capital.

## **Critical accounting estimates**

The preparation of financial statements requires management to make estimates and judgments and form assumptions that affect the reported amounts and other disclosures in the financial statements. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be

reasonable under the circumstances, the results of which form the basis of making the judgments about carrying values of assets and liabilities that are not readily apparent from other sources. Actual results may differ from these estimates under different assumptions and conditions.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the review affects both current and future periods.

Critical accounting estimates are estimates and assumptions made by management that may result in material adjustments to the carrying amount of assets and liabilities within the next financial year. Critical estimates used in the preparation of these financial statements include, among others, the recoverability of amounts receivable and deferred tax assets, impairment of assets, measurement of share-based payments and valuation of reclamation obligations.

Critical accounting judgments are accounting policies that have been identified as being complex or involving subjective judgments or assessments. Critical accounting judgments include the expected economic lives of and the estimated future operating results and net cash flows from property and equipment.

Mineral interests and other assets owned are recorded at cost less accumulated depreciation and accumulated impairment losses. All direct costs related to the acquisition of mineral properties are capitalized until the properties to which they relate are ready for their intended use, sold, abandoned or management has determined there to be impairment. On the commencement of commercial production, net capitalized costs are charged to operations on a unit-of-production basis, by property, using estimated proven and probable recoverable reserves as the depletion base.

Although the Company has taken steps to verify title to the mineral properties in which it has an interest, in accordance with industry standards for properties in the exploration stage, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and noncompliance with regulatory requirements.

Exploration and evaluation expenditures, inclusive of exploration programs required under option agreements, net of incidental revenues, are charged to operations in the period incurred, until such time as it has been determined that a property has economically recoverable reserves and a decision to commence commercial production has occurred, in which case subsequent exploration expenditures and the costs incurred to develop a property are capitalized. Exploration and evaluation expenditures include value-added taxes and presumptive income taxes incurred in foreign jurisdictions when recoverability of these taxes is uncertain.

From time to time, the Company grants common share purchase options to directors, officers, employees, and non-employees. The Company uses the fair value method of accounting for options granted under its share purchase option plan. Options granted to directors, officers and employees are measured at fair value, which is charged to operations over the applicable vesting period, with an offsetting credit to share option reserves. Options granted to non-employees are measured at fair value of goods and services received, which is charged to operations at the date the options are fully vested, with an offsetting credit to share option reserves. The cumulative expense is recognized for equity-settled transactions at each reporting date until the vesting date reflects the Company's best estimate of the number of equity instruments that will ultimately vest. Cash received on the exercise of share options is recorded in share capital and the related compensation included in share option reserves is transferred to share capital to recognize the total consideration for the shares issued.

## **OTHER MD&A REQUIREMENTS**

### **Risks and Uncertainties**

The Company has not commenced commercial operations and has no assets other than cash and mineral property agreements under option. It has no history of earnings, and it is not expected to generate earnings or pay dividends in the foreseeable future.

#### ***Metal Price Fluctuations***

The potential profitability of the precious and base metal exploration projects in which the Company has an interest will be significantly affected by changes in the market prices of precious metals and vanadium. Prices for metals fluctuate on a daily basis, have historically been subject to wide fluctuations and are affected by numerous factors beyond the control of the Company such as the level of interest rates, the rate of inflation, central bank transactions, world supply of metals, foreign currency exchange rates, international investments, monetary systems, speculative activities, international economic conditions and political developments. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. Declining market prices for these metals could materially adversely affect the Company's operations and profitability.

#### ***Fluctuations in the Price of Consumed Commodities***

Prices and availability of commodities consumed or used in connection with exploration, development and mining, such as natural gas, diesel, oil, electricity, cyanide and other reagents fluctuate affecting the costs of exploration in our operational areas. These fluctuations can be unpredictable, can occur over short periods of time and may have a materially adverse impact on our operating costs or the timing and costs of various projects.

#### ***Foreign Exchange Rate Fluctuations***

Operations may be subject to foreign currency exchange fluctuations. The Company to-date has raised its funds through equity issuances which are priced in Canadian dollars, and until recently the majority of the exploration costs of the Company were denominated in United States dollars. The Company may suffer losses due to adverse foreign currency fluctuations.

#### ***Competitive Conditions***

Significant competition exists for natural resource acquisition opportunities. As a result of this competition, some of which is with large, well established mining companies with substantial capabilities and significant financial and technical resources, the Company may be unable to either compete for or acquire rights to exploit additional attractive mining properties on terms it considers acceptable. Accordingly, there can be no assurance that the Company will be able to acquire any interest in additional projects that would yield reserves or results for commercial mining operations.

#### ***Operating Hazards and Risks***

Exploration activities may generally involve a high degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. These risks include, but are not limited to, the following: environmental hazards, industrial accidents, third party accidents, unusual or unexpected geological structures or formations, fires, power outages, labour disruptions, floods, explosions, cave-ins, land-slides, acts of God, periodic interruptions due to inclement or hazardous weather conditions, earthquakes, war, rebellion, revolution, delays in transportation, inaccessibility to property, restrictions of courts and/or government authorities, other restrictive matters beyond the reasonable control of the Company, and the inability to obtain suitable or adequate machinery, equipment or labour and other risks involved in the normal course of exploration activities.

Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of precious metals and vanadium, any of which could result in work stoppages, delayed production and resultant losses, increased production costs, asset write downs, damage to or destruction of mines and other producing facilities, damage to life and property, environmental damage and possible legal liability for any or all damages. The Company may become subject to liability for pollution, cave-ins or hazards against which it cannot insure or against which it may elect not to insure. Any compensation for such liabilities may have a material, adverse effect on the Company's financial position.

### ***Infrastructure***

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. The lack of availability of acceptable terms or the delay in the availability of any one or more of these items could prevent or delay exploitation or development 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.

### ***Exploration and Development***

There is no assurance given by the Company that its exploration and development programs and properties will result in the discovery, development or production of a commercially viable ore body or yield new reserves to replace or expand current reserves.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. At this time, none of the Company's properties have any defined ore-bodies with proven reserves.

The economics of developing mineral properties containing gold, silver, copper, vanadium and other metals are affected by many factors including capital and operating costs, variations of the tonnage and grade of ore mined, fluctuating mineral markets, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Depending on the prices of gold, silver, copper vanadium or other metals and minerals produced, the Company may determine that it is impractical to commence or continue commercial production. Substantial expenditures are required to discover an ore-body, to establish reserves, to identify the appropriate metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure. The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, conditions for metals, the proximity and capacity of milling and smelting facilities, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. In order to commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for an exploitation concession. There can be no guarantee that such a concession will be granted. Unsuccessful exploration or development programs could have a material adverse impact on the Company's operations and profitability.

### ***Business Strategy***

As part of the Company's business strategy, it has sought and will continue to seek new exploration and development opportunities in the mining industry. In pursuit of such opportunities, it may fail to select appropriate acquisition candidates, negotiate appropriate acquisition terms, conduct sufficient due diligence to determine all related liabilities or to negotiate favourable financing terms. The Company may encounter difficulties in transitioning the business, including issues with the integration of the acquired businesses or its personnel into the Company. The Company cannot assure that it can complete any acquisition or business arrangement that it pursues, or is pursuing, on favourable terms, or that any acquisitions or business arrangements completed will ultimately benefit its business.

### ***Environmental Factors***

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. Environmental legislation is evolving in a manner which will require 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. There is no assurance that any future changes in environmental regulation, will not adversely affect the Company's operations. The costs of compliance with changes in government regulations have the potential to reduce the profitability of future operations. Environmental hazards that may have been caused by previous or existing owners or operators may exist on the Company's mineral properties but are unknown to the Company at the present.

### ***Title to Assets***

Although the Company has or will receive title opinions for any properties in which it has a material interest, there is no guarantee that title to such properties will not be challenged or impugned. The Company has not conducted surveys of the claims in which it holds direct or indirect interests and, therefore, the precise area and location of such claims may be in doubt. The Company's claims may be subject to prior unregistered agreements or transfers, or native land claims, and title may be affected by unidentified or unknown defects. The Company has conducted as thorough an investigation as possible on the title of properties that it has acquired or will be acquiring to be certain that there are no other claims or agreements that could affect its title to the concessions or claims. If title to the Company's properties is disputed, it may result in the Company paying substantial costs to settle the dispute or clear title and could result in the loss of the property, which events may affect the economic viability of the Company.

### ***Uncertainty of Funding***

The Company has limited financial resources, and the mineral claims in which the Company has an interest or an option to acquire an interest require financial expenditures to be made by the Company. There can be no assurance that adequate funding will be available to the Company so as to exercise its option or to maintain its interests once those options have been exercised. Further exploration work and development of the properties in which the Company has an interest or option to acquire depend upon the Company's ability to obtain financing through joint venturing of projects, debt financing or equity financing or other means. Failure to obtain financing on a timely basis could cause the Company to forfeit all or parts of its interests in mineral properties or reduce or terminate its operations.

### ***Agreements with Other Parties***

The Company has entered into agreements with other parties relating to the exploration, development and production of its properties. The Company may in the future, be unable to meet its share of costs incurred under agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the costs required to complete recommended programs.

### ***Potential Conflicts of Interest***

The directors and officers of the Company may serve as directors and/or officers of other public and private companies and may devote a portion of their time to manage other business interests. This may result in certain conflicts of interest. To the extent that such other companies may participate in ventures in which the Company is also participating, such directors and officers of the Company may have a conflict of interest in negotiating and reaching an agreement with respect to the extent of each company's participation. The laws of British Columbia, Canada, require the directors and officers to act honestly, in good faith, and in the best interests of the Company and its shareholders. However, in conflict of interest situations, directors and officers of the Company may owe the same duty to another company and will need to balance the competing obligations and liabilities of their actions.

There is no assurance that the needs of the Company will receive priority in all cases. From time to time, several companies may participate together in the acquisition, exploration and development of natural resource properties, thereby allowing these companies to: (i) participate in larger properties and programs; (ii) acquire an interest in a greater number of properties and programs; and (iii) reduce their financial exposure to any one property or program. A particular company may assign, at its cost, all or a portion of its interests in a particular program to another affiliated company due to the financial position of the company making the assignment. In determining whether or not the Company will participate in a particular program and the interest therein to be acquired by it, it is expected that the directors and officers of the Company will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

### ***Third Party Reliance***

The Company's rights to acquire interests in certain mineral properties have been granted by third parties who themselves may hold only an option to acquire such properties. As a result, the Company may have no direct contractual relationship with the underlying property holder.

### ***Assurance on Financial Statements***

We prepare our financial reports in accordance with accounting policies and methods prescribed by IFRS and previously under Canadian GAAP. In the preparation of financial reports, management may need to rely upon assumptions, make estimates or use their best judgment in determining the financial condition of the Company. Significant accounting policies and practices are described in more detail in the notes to our audited annual consolidated financial statements for the year ended December 31, 2025. In order to have a reasonable level of assurance that financial transactions are properly authorized, assets are safeguarded against unauthorized or improper use and transactions are properly recorded and reported, we have implemented and continue to analyze our internal control systems for financial reporting. Although we believe our financial reporting and financial statements are prepared with reasonable safeguards to ensure reliability, we cannot provide absolute assurance in that regard.

### ***General Economic Conditions***

The unprecedented events in global financial markets during the last few years have had a profound effect on the global economy. Many industries, including the gold, silver, and vanadium mining industry, are affected by these market conditions. Some of the key effects of the current financial market turmoil include contraction in credit markets resulting in a widening of credit risk, devaluations and high volatility in global equity, commodity, foreign exchange and precious metal markets, and a lack of market liquidity. A continued or worsened slowdown in the financial markets or other economic conditions, including but not limited to, consumer spending, employment rates, business conditions, inflation, fuel and energy costs, consumer debt levels, lack of available credit, the state of the financial markets, interest rates, and tax rates may adversely affect the Company's growth and profitability.

### ***Substantial Volatility of Share Price***

In recent years, the securities markets in the United States and Canada have experienced a high level of price and volume volatility, and the securities of many mineral exploration companies have experienced wide fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. The price of the Company's common shares is also likely to be significantly affected by short-term changes in mineral prices or in the Company's financial condition or results of operations as reflected in its quarterly financial reports.

### ***Potential dilution of present and prospective shareholdings***

In order to finance future operations and development efforts, the Company may raise funds through the issue of common shares or the issue of securities convertible into common shares. The Company cannot predict the size of future issues of common shares or the issue of securities convertible into common shares or the effect, if any, that future issues and sales of the Company's common shares will have on the market price of its common shares. Any transaction involving the issue of shares, or securities convertible into shares, could result in dilution, possibly substantial, to present and prospective holders of shares.

### **QUALIFIED PERSON**

The technical content disclosed in this report was reviewed and approved by Jodie Gibson, P.Geo., VP Exploration of the Company, and a Qualified Person as defined under National Instrument 43-101.