Management's Discussion and Analysis

Glen Eagle Resources Inc.

Year ended December 31, 2025

(in Canadian dollars, unless otherwise stated)

Index

MANAGEMENT'S DISCUSSION AND ANALYSIS

This management's discussion and analysis ("MD&A") follows rule 51-102A of the Canadian Securities administrators regarding continuous disclosure for reporting issuers. It is a complement and supplement to Glen Eagle Resources Inc.'s (the "Corporation") consolidated financial statements and related notes for the year ended December 31, 2025 and should also be read in conjunction with both the consolidated audited financial statements for the year ended December 31, 2024 and the annual MD&A for the year ended December 31, 2024 to provide further information on historical and past performance. This MD&A represents the views of management on current activities and past and current financial results of the Corporation, as well as an outlook of the activities of the coming months. The Corporation's significant accounting policies are set out in Note 2 of the audited consolidated financial statements for the year ended December 31, 2025. This report should be read in conjunction with the Corporation's consolidated financial statements prepared in accordance with the International Financial Reporting Standards (''IFRS Accounting Standards'') as issued by the International Accounting Standards Board.

1.1 RESPONSIBILITY OF FINANCIAL REPORTS

This MD&A constitutes management's review of the factors that affected the Corporation's financial and operating performance for the year ended December 31, 2025. Management is responsible for the preparation of the Financial Statements and the MD&A. The Board of Directors (the "Board") has the responsibility to ensure that management assumes its responsibilities with regards to the preparation of the Financial Statements and the MD&A. To assist management, the Board has created an Audit Committee. The Audit Committee meets with management to discuss the operating results and the financial situation of the Corporation. It then makes its recommendations and submits the Financial Statements and the MD&A to the Board for their review and approval. Following the recommendation of the Audit Committee, the Board has approved the Financial Statements and the MD&A on May 28, 2026.

Glen Eagle Resources is a publicly traded Corporation listed on the TSX Venture Exchange ("TSX-V") under the symbol "GER".

1.2 FORWARD LOOKING STATEMENTS

This MD&A contains forward-looking statements that are based on the Corporation's expectations, estimates and projections regarding its business, the mining industry in general and the economic environment in which it operates as of the date of the MD&A. These statements are reasonable but involve several risks and uncertainties, and there can be no assurance that they

1.2 FORWARD LOOKING STATEMENTS – CONTINUED

will prove to be accurate. Therefore, actual outcome and results may differ materially from those expressed in or implied by these forward-looking statements. The estimates contained therein to date are preliminary in nature and are based on several assumptions, any one of which, if incorrect, could materially change the projected outcome. Factors that could affect the outcome include, among others: the actual results of current production and exploration, price of gold, silver and phosphate, competition, general business, economic, political and social uncertainties, pandemics, environmental issues, additional financial requirements and the Corporation's ability to meet such requirements. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ from those anticipated.

1.3 NATURE OF ACTIVITIES

The Corporation's current activities consist in the production of gold and silver from the purchasing and processing of mineralized materials in Honduras. They also consist in acquiring mining concessions in Honduras and in Canada where it intends to proceed with exploration and evaluation programs. The Corporation plans to make other concession acquisitions and will develop these by exploration and evaluation programs or sell those as exploration assets.

The recovery of the exploration and evaluation assets is dependent upon the discovery of economically recoverable reserves and resources, securing and maintaining title and beneficial interest in the properties, the ability to generate cash flow or obtain the necessary financing to complete exploration, evaluation, development and construction of processing facilities, obtaining certain government approvals and proceeds from disposal of assets.

1.4 FINANCIAL HIGHLIGHTS

Highlights for the year ended December 31, 2025

For the year ended December 31, 2025, the Corporation recorded total other revenue of nil ($82,873 in 2024), with a gross operating margin of nil (loss of $41,426 in 2024) and a consolidated net comprehensive income of $1,296,616 (loss of $939,427 in 2024).

Financial

- Consolidated net income of $1,390,397 during the year 2025 (loss of $1,015,501 in 2024) includes a gain on fair value of investment of $1,996,522 and a gain on disposal of subsidiary of $231,398.

- Negative cash flow of $686,753 from operating activities before changes in working capital during 2025 compared to a negative cash flow of $459,163 during the year 2024.

- On September 27th, 2024, the company signed an option agreement, to grant a private company (Gold Max), the exclusive right and option to purchase all the issued and outstanding shares of the subsidiary Cobra Oro de Honduras. As payments were not made as described per schedule, this agreement was canceled on March 31, 2025.

- On October 6, 2025, the Corporation entered into a share purchase option agreement with Gramsa de Nicaragua, Sociedad Anonima (Gramsanic). This agreement was subsequently terminated after failure from Gramsa to make the scheduled payments.

- On September 16, 2022, the Corporation announced that the Arbitrator rendered a decision regarding the GEM claim which ruled in favor of the claimant, ordering the Corporation to pay $1,502,682 (plus interest) in damages to GEM Bahamas for not issuing warrants (which issuance would have been in violation of TSXV policies). The Corporation's legal advisors met the arbitrator with GEM`s legal advisor during December 2023. The Corporation received an additional penalty for abuse of procedure of $90,000 on March 5, 2024 for a total due including interest of $1,898,952. On September 6th, 2024, a settlement agreement was signed for the Corporation to reimburse $1,800,000 by monthly payments as described at note 9 of the December 31, 2025 audited financial statements.

- On October 18th, 2024, the Corporation has entered a promissory note ("Promissory Note") with the Lender of a secured loan previously issued in the aggregate principal amount of CAD$560,000 (the "Loan") by the Lender to the Company over two separate installments on May 30, 2019 ($410,000) and December 19, 2018 ($150,000), respectively. The Promissory Note updates the interest and payback terms of the Loan which represents a saving of $378,465 in interest for the Corporation; the Loan shall bear interest at a rate of 12.75% per annum starting from January 1, 2025 and the total interest payable shall now

1.4 FINANCIAL HIGHLIGHTS – CONTINUED

be capped at CAD$90,000. The Loan, including any interest outstanding shall be due and payable on April 1, 2027 (the "Maturity Date"). The reimbursement of this loan is described at note 10 of the December 31, 2025 audited financial statements.

(1) EBITDA: "Earnings before interest, taxes and depreciation" is a non-IFRS financial performance measure with no standard definition under IFRS Accounting Standards. It is therefore possible that this measure could not be comparable with a similar measure of another corporation. The Corporation uses this non-IFRS measure as an indicator of the cash generated by the operations and allows investor to compare the profitability of the Corporation with others by canceling effects of different assets bases, effects due to different tax structures as well as the effects of different capital structures. EBITDA is calculated on p.16 of this MD&A. See the "Non- IFRS Measures" section 1.17 of this MD&A.

(2) Cash-flow used in operating activities before change in working capital items is a non-IFRS financial performance measure with no standard definition under IFRS Accounting Standards. It is therefore possible that this measure could not be comparable with a similar measure of another corporation. This measure is calculated on p.16 of this MD&A. See the "Non-IFRS Measures" section 1.17 of this MD&A. The Corporation uses this non-IFRS measure which can also be helpful to investors as it provides a result which can be compared with the Corporation market share price.

1.5 KEY ECONOMIC TRENDS

Gold market

During the current year ended on December 31, 2025, gold price ended at $4,339/oz compared to $2,607/oz at the end of 2024. During the year ended December 31, 2025, the averaged market price for gold was $3,125/oz compared to $2,386/oz during 2024, representing an increase of 31%.
The price of gold and exchange rates influenced the selling revenue of metals and the exchange rate between the US and Canadian dollars had an impact on transfers of funds between the entities.

Exchange rates

The years closing and average exchange rates for 2025 and 2024 were as follows:

	$US/$CAD		HNL/$CAD	
	2025	2024	2025	2024
December 31 (closing rate)	1.3706	1.4348	0.0518	0.0563
Q4 (average rate)	1.3947	1.3993	0.0527	0.0555

September 30 (closing rate)	1.3917	1.3519	0.0530	0.0543

1.5 KEY ECONOMIC TRENDS- CONTINUED

Q3 (average rate)	1.377	1.3644	0.0525	0.0550
June 30 (closing rate)	1.3669	1.3695	0.0523	0.0553
Q2 (average rate)	1.3847	1.3680	0.0533	0.0553
March 31 (closing rate)	1.4313	1.3510	0.0565	0.0548
Q1 (average rate)	1.4364	1.3479	0.0563	0.0545

The price of gold and exchange rates influenced the price per ounce sold and the exchange rate between the US and Lempiras, compared to Canadian dollar, had an impact on transfers of funds between the entities.

Phosphate market

The continued unstable political situation in the western Sahara, where a large portion of the world supply of phosphate is mined continues to put pressure on investors and fertilizer producers (which are all highly integrated) to develop safer more stable sources. North America runs a deficit of roughly 4 million tonnes per year expected to have increased to 8 million tonnes per year by 2021. Global demand for phosphate is increasing at approximately 3% per year due to global population growth and a shift in dietary habits towards more protein-rich foods.

Recently, the ongoing conflict between Russia and Ukraine has disrupted the supply of many commodities from Russia and, created huge implications for the fertilizer market. Russia is a very large producer and exporter of various fertilizers, including phosphate as restrictions on imports from Russia occurred. Further, recent events surrounding the COVID-19 virus should continue to focus attention on both the food chain and supply chain and thus, the attractiveness of the phosphate as a fertilizer.

These factors will contribute to the accelerated demand for fertilisers and consequently, to the development of projects in North America, and specifically in the province of Québec where several high phosphate concentrate deposits have been already been identified.

1.6 DISCUSSION ON EXPLORATION AND EXPLOITATION ACTIVITIES

GOLD PROPERTIES

Cobra Oro de Honduras S.A. (100% wholly owned subsidiary)

Production development

On April 20, 2023, the Corporation announced the appointment of Karl Trudeau as the Corporation's new President and CEO to the Corporation. Mr. Trudeau is an experienced professional specialized in Mining, Production, Engineering and Processing. Mr. Trudeau brings more than 17 years of mine and industrial process management and turn around situations. As President and CEO of Glen Eagle, Mr. Trudeau is responsible for all operational processes at Cobra Oro with the mission to turn around the situation at its gold processing plant by optimizing profitability.

The Corporation announced on April 17th, 2023, that it has paused operations at the Cobra Oro gold processing plant in Honduras to review its plan and assess its options.

Management has concluded that improvements on grade quality of material received were necessary to ensure profitable recoveries and placed the plant on care and maintenance mode to focus on sourcing higher-grade material in sufficient volume. By doing so, the Corporation aims at reducing operating costs and increasing potential revenues. The pause involved the retrenchment of a substantial portion of the plant staff and contractors. Management will review every option to optimize return, including the divestment of its Honduras operations.

Property

Since April 27th, 2020, the Corporation completed 80% of the acquisition of Piedra Dorada mining concession located in the mining district of El Corpus in Honduras. The concession is easily accessible all year long by the main road and covers 10 square kilometers of land located in the center of a 25 km wide corridor. A swap between property La Cobra and Piedra Dorada was engineered. The agreement for the acquisition of Piedra Dorada was finalized by the parties but is still in approval process as the exchange of properties needs to be approved by the Ministry of Mines for the transaction to be completed.

Permits

On November 24, 2016, the Corporation announced that the most valuable permit (beneficiary permit) to meet mining compliance in Honduras has been renewed irrevocably in favor of Cobra Oro for the next fifteen years while its environmental permit was approved and validated.

This confirmed that the Hondurian minister of mine reviewed Cobra Oro production facilities and approved the production process applied by the Corporation.

1.6 DISCUSSION ON EXPLORATION AND EXPLOITATION ACTIVITIES - CONTINUED

PHOSPHATE PROPERTIES

Moose Lake, Lac St-Jean area (Quebec)

The Company owned a phosphate deposit approximately 100 km north of the town of Saguenay in the Saguenay-Lac-Saint-Jean region. The deposit was drilled in 2012 and 2014 and was traced over a length of 1.5 Km and is about 250 m thick in average. About 8,000 m of diamond drilling has delineated the deposit on a 100m by 100m drill grid. No work has been done on the project since 2017. The phosphate market has evolved in the last years with the development of Lithium Iron Phosphate batteries and the possible shortage phosphorous as fertilizer. During the quarter ended on March 31, 2022, the company has decided to reactivate this project by acquiring 27 claims by map designation. These 27 claims contained 3 phosphates showing with phosphate grades of up to 6.56% P_2O_4.

- On June 17th, 2022, the Corporation signed a Mineral Option Agreement with a reporting issuer company (the ''buyer'') called First Phosphate Corporation, for an option to acquire the Moose Lake property. Per agreement, the buyer paid the Corporation a total amount of $1,491,000 and a total of 6,000,000 common shares. During April 2023, a total of 600,000 shares were sold on the market at fair value and during May 2023, 2,700,000 shares were sold through an escrow agreement, for $590,000, leaving a balance of 2,700,000 owned by the Corporation. During the last quarter of 2025, the Corporation sold 300,000 shares leaving a balance of 2,400,000 shares owned by the Corporation. As of December 31, 2025, the valuation at market value of the shares was for $2,520,000.

1.7 SELECTED FINANCIAL INFORMATION

The Corporation prepared its consolidated financial statements in accordance with IFRS Accounting Standards, as published by the International Accounting Standards Board. The Corporation's consolidated financial statements are presented in Canadian dollars, which is also the functional currency of the Corporation.

A) STATEMENT OF CONSOLIDATED NET INCOME AND COMPREHENSIVE INCOME

Years ended December 31, 2025, 2024 and 2023

REVENUES AND EXPENSES	2025 $	2024 $	2023 $
Sales			
Gold & silver		-	85,368
Other	-	82,873	10,207
Cost of sales			
Stockpile ore	-	-	(40,410)
Consumables	-	-	(24,263)
Salaries, benefits and other employee expenses	-	-	(67,839)
Electricity	-	-	(49,191)
Equipment repair and maintenance	-	-	(74,503)
Production supplies	-		(6,318)
Depreciation of plant, equipment, vehicle	-	-	(40,736)
Variation of inventory	-	41,447	(20,152)
Total Cost of sales	-	(41,447)	(323,412)
Gross operating profit (loss)	-	41,426	(227,837)
General and administration charges			
Office expenses and rent	(29,402)	(34,790)	(58,383)
Consulting and management fees	(243,397)	(343,423)	(398,305)
Taxes and permits	(40,923)	-	(10,008)
Professional fees	(52,420)	(70,744)	(179,442)
Public company expenses	(18,746)	(28,752)	(42,234)
Business development	(14,019)	(5,816)	(65,188)
Reversal of tax and other non-compliance penalty	-	-	431,736
Total G&A	(398,907)	(423,025)	(321,824)
Care and maintenance	(248,261)	(315,889)	(383,141)
General exploration, net of tax credits	-	(16,553)	-
Gain on selling of investment	-	-	-
Impairment on fixed assets	-	-	(142,116)

Operating loss	**(647,168)**	**(714,041)**	**(1,074,918)**
Other income	**2,159**		
Interest expense and bank charges	**(192,367)**	**138,547**	**(199,836)**
Foreign exchange loss	**(147)**	**93**	**(2,695)**
Gain on termination of an option agreement for the disposal of a subsidiary	**231,398**	**-**	**-**
Change in fair value of investment	**1,996,522**	**(440,100)**	**223,606**
Net gain (loss) for the year	**1,390,397**	**(1,015,501)**	**(1,053,843)**
Other comprehensive income (loss) net of income tax: Currency translation adjustment	**(93,781)**	**76,074**	**(47,217)**
Net comprehensive gain (loss) for the year	**1,296,616**	**(939,427)**	**(1,101,060)**
Basic and diluted Net loss per share	**0.01**	**(0.01)**	**(0.01)**

No dividends were declared or paid in 2025, 2024 and 2023.

OVERALL PERFORMANCE
SALES

- During the years 2025 and 2024, there was no gold and silver sales.

- The Corporation announced on April 17th, 2023, that it has paused operations at the Cobra Oro gold processing plant in Honduras to review its plan and assess its options. Management has concluded that improvements on grade quality of material received were necessary to ensure profitable recoveries and placed the plant on care and maintenance mode to focus on sourcing higher-grade material in sufficient volume. By doing so, the Corporation aims at reducing operating costs and increasing potential revenues. The pause involved the retrenchment of a substantial portion of the plant staff and contractors. Management will review every option to optimize return, including the divestment of its Honduras operation.

  Usage of production capacity

- During the year 2025, the plant was on care and maintenance mode.

Care and maintenance

Material supplies

During 2025, purchases of materials of $11,161 were for the improvement of equipment's and plant maintenance.

1.7 SELECTED FINANCIAL INFORMATION - CONTINUED

Salaries

During the year 2025, labor costs amounted to $78,186, compared to $107,697 for the year 2024.

Electricity

During the year 2025, electricity cost amounted to ($14,820) compared to $23,151 for the year 2024. This is explained by a reversal of over provisioned cost in 2024 and a reduction in the activities in 2025.

Equipment repair and maintenance

During the year 2025, the cost for repair and maintenance amounted to $101,488, compared to $86,865 for the year 2024. The increase was due to some care and maintenance processes that management has installed during the year.

Production supplies

During the year 2025, the cost for production supply amounted to $1,561 compared to $50,332 for 2024. The decrease was due to a reduction of the care and maintenance processes supply requirements.

Gross operating margin

During the year ended December 31, 2025, a gross operating loss of nil was recorded compared to a gross operating loss of $41,426 during 2024.

G&A

During 2025, the total amount disbursed for general and administration expense was $398,907 compared to $423,025 in 2024 for a positive variance of $24,118. This variance is mainly explained by a reduction in consulting and management fees of $100,026 and an increase in the territorial permit provision of $40,923 in 2025.

Summary: The operations are monitored with the objectives of:

The Corporation announced on April 17th, 2023, that it has paused operations at the Cobra Oro gold processing plant in Honduras to review its plan and assess its options. Management has concluded that improvements on grade quality of material received were necessary to ensure profitable recoveries and placed the plant on care and maintenance mode to focus on sourcing higher-grade

1.7 SELECTED FINANCIAL INFORMATION – CONTINUED

material in sufficient volume. By doing so, the Corporation aims at reducing operating costs and increasing potential revenues. The pause involved the retrenchment of a substantial portion of the plant staff and contractors. Management reviews every option to optimize return, including the divestment of its Honduras operation.

RECONCILIATION OF NET LOSS AND COMPREHENSIVE LOSS TO EBITDA

EBITDA reconciliation

	December 31 2025	December 31 2024
Reconciliation of net loss to EBITDA (1)		
Net comprehensive gain (loss) for the year	**1,296,616**	(939,427)
Financial expense	**192,367**	(138,547)
Depreciation	**112,572**	136,431
EBITDA (1)	**1,601,558**	(941,543)
Reconciliation of net cash flow from operating activities before change in working capital items per share (2)		
Net cash flow used in operating activities before change in working capital items (2)	**(686,753)**	(459,163)
Basic weighted average number of common shares outstanding	**145,801,985**	145,801,985

(1) EBITDA: "Earnings before interest, taxes and depreciation" is a non-IFRS financial performance measure with no standard definition under IFRS Accounting Standards. It is therefore possible that this measure could not be comparable
with a similar measure of another Corporation. The Corporation uses this non-IFRS measure as an indicator of the cash generated by the operations and allows investor to compare the profitability of the Corporation with others by canceling effects of different assets bases, effects due to different tax structures as well as the effects of different capital structures. See the "Non-IFRS Measures" section 1.18 of this MD&A.

(2) Net cash-flow from operating activities before change in working capital per share is a non-IFRS financial performance measure with no standard definition under IFRS Accounting Standards. It is therefore possible that this measure could not be comparable with a similar measure of another Corporation. See the "Non-IFRS Measures"
section 1.18 of this MD&A. The Corporation uses this non-IFRS measure which can also be helpful to investors as it provides a result which can be compared with the Corporation market share price.

General exploration and evaluation expenditures for the years ended December 31, 2025 and 2024.

The general exploration charge net of tax credits during the year ended December 31, 2024 of nil [$16,553 during 2024].

1.7 SELECTED FINANCIAL INFORMATION - CONTINUED

CONSOLIDATED FINANCIAL POSITION FOR THE YEARS ENDED DECEMBER 31, 2025 and DECEMBER 31, 2024

As at December 31, 2025, the total assets amount to $2,584,944 ($554,129 on December 31, 2024). The property and equipment account amounts to $1,839,737 ($2,111,998 on December 31, 2024) with a variation of $272,261. This variance results from the depreciation during the year for $112,916 and a variation in foreign exchange of $159,345. A total of 6,000,000 shares of First Phosphate Inc. were issued and received by the Corporation on August 23, 2022. Upon receipt, the shares were the subject of a resale restriction of 4 months. The shares were subject to an escrow resale restriction agreement from the date of issuance of the shares, with 10% of such shares being released on March 31,2023 and 15% of shares being released every six months thereafter. During April 2023, a total of 600,000 shares were sold on the market at fair value and on May 10th, 2023, a purchase agreement was signed to dispose of 2,700,000 shares for a total of $590,000. The remaining balance of shares on December 31, 2025 was 2,400,000 and were valued at $2,520,000, representing the fair value of the shares. An escrow agreement restricts the company to sell 900,000 shares until February 22, 2026.

As at December 31, 2025, the current liabilities of $3,734,457 [$3,525,683 as at December 31, 2024] includes an amount due for legal contingency and accrued interests of $1,693,793, and management fees due of $556,200; a provision for asset retirement obligations for an amount of $82,540 was recorded on December 31, 2025 ($85,945 on December 31, 2024).

Financial Position	**December 31, 2025 $**	**December 31, 2024 $**
Current assets	**2,584,944**	**554,129**
Property and equipment	**1,839,737**	**2,111,998**
Exploration and evaluation assets	**9,001**	**9,001**
Investment long term	**-**	**222,300**
Total Assets	**4,433,682**	**2,897,428**
Current liabilities	**3,734,457**	**3,525,683**
Term loans	**594,269**	**560,000**
Provision	**82,540**	**85,945**
Shareholders' equity	**22,416**	**(1,274,200)**
Total liabilities and Equity	**4,433,682**	**2,897,428**

1.7 SELECTED FINANCIAL INFORMATION - CONTINUED

Property and equipment (P&E)

	Land $	Building $	Plant equipment $	Vehicle $	Machinery and Equipment $	Total $
Cost						
As at January 1, 2025	482,640	418,932	2,023,448	19,416	542,170	3,486,606
Foreign exchange	(38,001)	(32,984)	(159,317)	(1,530)	(42,688)	(274,520)
As at December 31, 2025	444,639	385,948	1,864,131	17,886	499,482	3,212,086
Accumulated depreciation						
As at January 1, 2025	-	(262,412)	(900,477)	(19,221)	(192,498)	(1,374,608)
Depreciation	-	(12,075)	(100,841)	-	-	(112,916)
Foreign exchange	-	21,404	77,100	1,513	15,158	115,175
As at December 31, 2025	-	(253,083)	(924,218)	(17,708)	(177,340)	(1,372,349)
Net book value December 31, 2025	444,639	132,865	939,913	178	322,142	1,839,737

	Land $	Building $	Plant equipment $	Vehicle $	**Machinery and Equipment $**	Total $
Cost						
As at January 1, 2024	460,136	399,399	1,929,102	18,510	516,890	3,324,037
Foreign exchange	22,504	19,533	94,346	906	25,280	162,569
As at December 31, 2024	482,640	418,932	2,023,448	19,416	542,170	3,486,606
Accumulated depreciation						
As at January 1, 2024	-	(238,449)	(760,553)	(18,325)	(183,522)	(1,200,849)
Depreciation	-	(12,038)	(100,534)	-	-	(112,572)
Foreign exchange	-	(11,925)	(39,390)	(896)	(8,976)	(61,187)
As at December 31, 2024	-	(262,412)	(900,477)	(19,221)	(192,498)	(1,374,608)
Net book value December 31, 2024	482,640	156,520	1,122,971	195	349,672	2,111,998

1.7 SELECTED FINANCIAL INFORMATION - CONTINUED

Exploration and evaluation assets (E&E)

Capitalized exploration and evaluation assets are comprised of wholly owned mining rights, undivided interests in properties detailed as follow

Costs of E&E assets at the end of the year:

Mining properties	.ac Quevillon Canada (Lithium)	La Cobra\ Piedra Dorada Honduras (gold) (b)	Total $
Balance December 31, 2024	9,000	1	9,001
Additions (c)	-	-	-
Balance December 31, 2025	9,000	1	9,001

a) Moose Lake (Lac St-Jean – Quebec)

- On October 12, 2011, the Corporation entered into an option agreement with a private company and two individuals, to acquire a 100% interest in a phosphate property ("Moose Lake") located in the St-Jean Lake area (Quebec), approximately 150 km south of Lisette Lake. As the obligations of the option agreement have been fully respected, the right to property was transferred to the Corporation in 2018. The Corporation assumes a 1% NSR payable to the vendor and redeemable by tranche of 0.5% for $500,000 each. During the quarter ended on March 31, 2022, the Corporation added 27 claims to the property for a total of 108 claims.
  On June 17th, 2022 (the Effective date), the Corporation signed a Mineral Option Agreement with an unlisted reporting issuer company (the ''buyer'') for an option to acquire the Moose Lake property. Per agreement, the buyer paid the Corporation an amount of $1,491,000 and a total of 6,000,000 shares of the buyer, issued on or before the 6th month anniversary of the Effective date. Shares were issued and received by the Corporation on August 23, 2022. Upon receipt, the shares were subject to a resale restriction of 4 months. The shares were valued at $1,315,950 when received, based on the fair value of the shares discounted by a factor to take into account resale restrictions. On December 31, 2025, the fair value of the shares was $2,520,000 representing the fair value of the shares. An escrow agreement restricts the company to sell 900,000 shares until February 22, 2026.

  Payment of the amount of $1,491,000 as follows:

  i) $191,000 on the Effective date (received)
  ii) $300,000 on or before July 7th, 2022 (received)
  iii) $500,000 on or before the 4th month anniversary of the Effective date (received)
  iv) $500,000 on or before the 8th month anniversary of the Effective date ($250,000 in cash and a promissory note of $250,000 due on February 17, 2023 was received)

1.7 SELECTED FINANCIAL INFORMATION – CONTINUED

b) La Cobra/Piedra Dorada

On November 24, 2016, Cobra Oro de Honduras obtained the renewal for a period of 15 years of the ''Beneficiary permit'' which confirms that the Corporation meets mining compliance in Honduras; the environmental permit was approved and validated.

On May 17, 2017, the Corporation acquired, through its wholly owned Honduran subsidiary, the property called "La Cobra", attributed to the Corporation by the Ministry of Mines of Honduras. As the property could not be accessed, the Corporation has not renewed the concession. On January 14, 2022, through a subsidiary called ''Inversiones Technicas Del Pacifico'' (note 2-b), the Corporation applied for the property ''Piedra Dorada'', covering approx. 450 hectares in the Choluteca area, Honduras.

c) Lac Bachelor, Lebel-sur-Quevillon area – Canada (Quebec)

On May 2, 2023, the Corporation staked 119 claims in Northern Quebec province, Canada, for a total cost of $9,000. The Lessard property, Perigny property and Nicobi property are the three area of interest for lithium, in the Lebel-sur-Quevillon area.

1.8 INVESTING ACTIVITIES

None

1.9 FINANCING ACTIVITIES

The Corporation is pursuing its financing alternatives mainly through the issuance of new equity and with the collaboration of its financial advisors.

<u>OPTION AGREEMENT</u>

1) Gold Max

On September 23rd, 2024, the Corporation entered into a share purchase option agreement with Gold Max S de RL (the ''Purchaser'') whereby the Corporation granted the Purchaser an exclusive right and option to purchase all the issued and outstanding shares in the capital of its subsidiary Cobra Oro De Honduras and thus, the rights to all real property and mining claims/licenses in connection with the Cobra Oro processing plant, located in Honduras.

In March 2025, the option agreement was terminated after the purchaser failed to make the scheduled payments. As a result, the Corporation transferred all received payments to profit and loss as a gain on disposal of subsidiaries.

Prior to the termination on the agreement, because control of the subsidiary will transfer upon the successful payment of the amounts received from this agreement are presented as deferred revenue. As

1.9 FINANCING ACTIVITIES - CONTINUED

at December 31, 2024, an amount of $179,850 is presented as a deferred revenue, representing the payments received from the purchaser.

During the year, the purchaser paid for maintenance cost of $27,509 ($ 106,937 in 2024)

2) Gramsa

On October 6, 2025, the Corporation entered into a share purchase option agreement with Gramsa de Nicaragua, Sociedad Anonima (Gramsanic). This agreement was subsequently terminated after failure from Gramsa to make the scheduled payments.

During the year, Gramsa paid for maintenance cost of $14,722.

TERM LOANS

A first loan by an insider, of $150,000, is a loan due on April 30, 2021 and bears interest at an annual rate of 15%. The interest is payable twice a year on June 30 and December 31. On August 30, 2021, the maturity date of the loan was extended until June 30, 2024.

A second loan by an insider, of $410,000, is a long-term loan due on May 29, 2023, and bears an annual rate of 12%.
On October 18th, 2024, these two loans were replaced by a $560,000 cad Promissory Note which updated the interest and payback terms of the loans; the Promissory Note updated the interest and payback terms of the Loan which represents a saving of $378,465 in interest for the Corporation; specifically, the new loan shall bear interest at a rate of 12.75% per annum starting from January 1, 2025 and the total interest payable shall now be capped at CAD$90,000. The new loan, including any interest outstanding shall be due and payable on April 1, 2027 (the "Maturity Date").

SETTLEMENT AGREEMENT

On September 6th, 2024, a settlement agreement was signed with GEM for an amount of $1,800,000 with no interest, to be reimbursed to GEM as described in note 4. All payments received by the Corporation and payments paid directly to GEM by Gold Max are considered as deferred revenue until the option is fully earned. At the end of the year, the Corporation had received an equivalent cad of $110,785 and GEM had received an equivalent cad of $69,065 for a total received of $179,850 recorded as deferred revenue.

1.10 SUMMARY OF QUARTER RESULTS

The following table contains a summary of quarterly results of the last eight quarter-ends.

Quarter ended	Net gain (loss)	Comprehensive gain (loss)	Net loss per share
December 31, 2025	1,390,397	1,296,616	0.01
September 30, 2025	408,778	433,072	0.00

1.10 SUMMARY OF QUARTER RESULTS - CONTINUED

June 30, 2025	(40,176)	(134,548)	(0.00)
March 31, 2025	27,959	35,878	0.00
December 31, 2024	51,735	97,728	0.00
September 30, 2024	44,096	16,386	0.00
June 30, 2024	(261,198)	(245,865)	(0.00)
March 31, 2024	(850,134)	(807,676)	(0.01)

During the quarter ended December 31, 2025, a net gain of $1,390,397 was recorded compared to a net gain of $51,735 for the same period in 2024; the difference is mainly explained by the variation in the fair value of investment for an amount of $2,436,622.

During the quarter ended September 30, 2025, a net gain of $408,778 was recorded compared to a net gain of $44,096 for the same period in 2024; this positive variation of $364,682 is mainly due to the change in fair value of the First Phosphate Corp shares owned by the Corporation as of September 30, 2025 of $662,900.

During the quarter ended June 30, 2025, a net loss of $40,176 was recorded compared to a net loss of $261,198 for the same period in 2024; this positive variation is mainly due to the change in fair value of the First Phosphate Corp shares owned by the Corporation as of June 30, 2025 for $187,326, from June 30, 2024.

During the quarter ended March 31, 2025, a net gain of $27,959 was recorded compared to a net loss of $850,134 for the same period in 2024; this positive variation is mainly due to the gain in change in fair value of the 2,700,000 First Phosphate Corp shares owned by the Corporation as of March 31, 2025 for $123,773 compared to a loss of $540,000 during March 31, 2024.

During the quarter ended December 31, 2024, a net gain of $51,735 was recorded compared to a net gain of $917,928 for the same period in 2003; these positive results were mainly due to the gain in interest of $321,049 during the fourth quarter of 2024 and the change in fair value of investment of $440,100 in 2024.

During the quarter ended September 30, 2024, a net gain of $44,096 was recorded compared to a net loss of $796,955 for the same period in 2023; this positive variation of $841,051 is due to the gain of $344,817 in the fair value of the 2,700,000 First Phosphate Corp shares owned by the Corporation as of September 30, 2023, interest charges of $170,809 not recorded in Q2 and Q3 for a long term loan settlement with an insider that occurred on October 18th, 2024, a canon territorial provision of $134,748 taken in 2023 (nil in 2024) and a reduction of cost of sales of $62,996 in 2024 compared to 2023.

1.10 SUMMARY OF QUARTER RESULTS - CONTINUED

During the quarter ended June 30, 2024, a net loss of $261,198 was recorded compared to a net loss of $2,542,619 for the same period in 2023; this negative variation is mainly due to the loss of $1,986,586 in the fair value of the 2,700,000 First Phosphate Corp shares owned by the Corporation as of June 30, 2023. The valuation at market value of the shares resulted in an unrealized loss on ''change in fair value of investment'' of $55,485 on June 30, 2024.

During the quarter ended March 31, 2024, a net loss of $850,134 was recorded compared to a net gain of $1,367,803 for the same period in 2023; this negative variation is mainly due to the change in fair value of the 2,700,000 First Phosphate Corp shares owned by the Corporation as of March 31, 2024. The valuation at market value of the shares resulted in an unrealized loss on ''change in fair value of investment'' of $540,000 in 2024 and a gain of $1,944,870 in 2023.

1.11 RELATED PARTY TRANSACTIONS

Remuneration of key management

Key management includes directors and senior executives of the parent company and its subsidiary. The compensation recognized as an expense and paid to key management for services is presented below:

Related transactions	**2025** **$**	**2024** **$**
Consulting and management fees	194,400	232,400
	194,400	232,400

During the year 2025, companies controlled by officers and directors charged an amount of $6,000 ($8,800 - 2024) for rent.

1.12 LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2025, the Corporation has a working capital of $1,149,513 (negative of $2,971,554 as at December 31, 2024). In the situation where cash flows from its operations in Honduras would be insufficient, management is of the opinion that additional financings would be necessary to maintain the status of its current and future obligations.

The Corporation's principal source of financing is equity financing, the success of which depends on capital markets, the attractiveness of exploration companies to investors, and metal prices. To

1.12 LIQUIDITY AND CAPITAL RESOURCES - CONTINUED

continue its future exploration activities and be able to support its ongoing operations, the Corporation will need to maintain and expand its relationships with the financial community to obtain further equity financing which is often necessary to support exploration programs.

Management estimates that current funds will not be sufficient to meet the Corporation's obligations and budgeted expenses through December 31, 2026. Any additional funding may be met in the future in a few ways including but not limited to the issuance of new equity instruments and debt financing.

1.13 OFF-BALANCE SHEETS ARRANGEMENTS

The Corporation has not entered into any off-balance sheet arrangements including, without limitation, in respect of guaranteed contracts, contingent interests in assets transferred to unconsolidated entities, derivative financial obligations, or in respect to any obligation under a variable interest equity arrangement.

1.14 CRITICAL ACCOUNTING POLICIES AND ESTIMATES

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. There is a full disclosure and description of the Corporation's significant accounting policies, critical policies estimates, judgments, and assumptions in notes 2, 3 and 4 of the audited financial statements for the year ended December 31, 2025. Management has established these amounts in a reasonable manner, to ensure that the financial statements are presented fairly in all material respects.

1.15 RECENT ACCOUNTING STANDARDS

New standards and interpretations adopted

No new accounting standards adopted for the year ended December 31, 2025.

1.16 FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Financial assets and liabilities have been classified into categories that determine their basis of measurement and, for items measured at fair value, whether changes in fair value are recognized in the consolidated statement of income or comprehensive income. Those categories are: fair value through profit or loss; loans and receivables; available for sale financial assets; and, for liabilities, amortized cost. The table reproduced in the consolidated financial statements as at December 31, 2025, shows the carrying values and fair values of assets and liabilities for each of these categories as at December 31, 2025 and December 31, 2024. Furthermore, financial risks factors are well described in these financial statements.

1.17 NON-IFRS MEASURES

Throughout this document, the Corporation has provided measures prepared according to IFRS Accounting Standards as well as some non-IFRS financial performance measures. Because the non-IFRS performance measures do not have any standardized definition prescribed by IFRS Accounting Standards, they may not be comparable to similar measures presented by other companies. The Corporation provides these non-IFRS financial performance measures as they may be used by some investors to evaluate our financial performance. Accordingly, they are intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS Accounting Standards. These non-IFRS financial performance measures were reconciled to reported IFRS Accounting Standards measures within the document. (Refer to section 1.7 for description and reconciliation of those non-IFRS measures).

1.18 RISKS AND UNCERTAINTIES

An investment in the common shares of the Corporation should be considered highly speculative for a variety of reasons. The following is a general description of certain significant risk factors which should be considered:

a) Mining industry and mining projects

Exploration and development projects have no operating history upon which to base estimates of future operating costs and capital requirements. Mining projects frequently require a number of years and significant expenditures during the mine development phase before production is possible. Development projects are subject to the completion of successful feasibility studies, obtaining the necessary governmental permits and securing necessary financing. The economic feasibility of such development projects is based on many factors such as estimation of reserves, metallurgical recoveries, future metal prices, and capital and operating costs of such projects. Exploration and development of mineral deposits thus involve significant financial risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of an ore body may result in substantial rewards, few properties which are explored are ultimately developed into producing mines. In fact, a mine must generate sufficient revenues to offset operating and development costs such as the costs required to establish reserves by drilling, to develop metallurgical processes, to construct facilities and to extract and process metals from the ore. Once in production, it is impossible to determine whether current exploration and development programs at any given mine will result in the replacement of current reserves with new reserves. The Corporation is subject to risks and hazards inherent to the mining industry, including fluctuations in metal prices, costs of constructing and operating a mine as well as processing and refining facilities in a specific environment, availability of economic sources of energy and adequacy of water supply, adequate access to the site, unanticipated transportation costs, delays and repair costs resulting from equipment failure, changes in the regulatory environment (including regulations relating to prices,

1.18 RISKS AND UNCERTAINTIES - CONTINUED

royalties, duties, taxes, restrictions on production, quotas on exportation of minerals, as well as the costs of protection of the environment and agricultural lands), and industrial accidents and labor

actions or unrest. The occurrence of any of these factors could materially and adversely affect the development of a project and as a result materially and adversely affect the Corporation's business, financial condition, results of operations and cash flow.

b) Licence and permits

Should the exploration activities be conducted by the Corporation and be successful, it may not be able to obtain the necessary licenses or permits to conduct or pursue its exploration and mining operations on its properties and thus would realize no benefit from its exploration activities on its properties. Furthermore, as part of its ore processing activities, the Corporation is required to obtain several permits. Although the Corporation believes it will obtain the required permits, it may face administrative delays in doing so, which could impact its operations.

c) Political and country risk

The principal interest of the Corporation is located in Honduras. The Corporation believes that government of Honduras supports the development of its natural resources by foreign companies. However, there is no assurance that future political and economic conditions in Honduras will not result in the government adopting different policies regarding foreign ownership of mineral resources, taxation, exchanges rates, environmental protection, labor relations, and the repatriation of funds. The possibility that a future government may adopt substantially different policies, which might extend to the expropriation of assets, cannot be ruled out. The Corporation's current and future mineral exploration and mining activities could be impacted by widespread civil unrest and rebellion. Country risk refers to the risk of investing in a country, dependent on changes in the business environment that may adversely affect operating profits or the value of assets in a specific country. For example, financial factors such as currency controls, devaluation or regulatory changes, or stability factors such as mass riots, civil war and other potential events contribute to companies' operational risks. Currently and since its operation began in Honduras, the Corporation has not suffered any of these risks.

d) Supply and quality of feedstock

Since 2015, the Corporation has built a plant in Honduras and has since been purchasing mineralized material from suppliers. It therefore did not base its decision to build on a feasibility analysis of mineral reserves demonstrating the economic and technical viability of the project. Depending on external party for the feed of the plant, the degree of uncertainty is increased, which increases the economic risks of the project.

1.18 RISKS AND UNCERTAINTIES - CONTINUED

The Corporation's operations involve the purchase of mineral ore from local producers which is then converted to supply the production of its plant. The increase in production and revenues of the Corporation will depend on the availability of the mineral ore being supplied by the local producers. To mitigate this risk, the Corporation is increasing the number of suppliers of mineralized material.

As the Corporation does not mine its own ore, it does not have entire control over the ore grade supplied from its suppliers. Also, it does not proceed with a technical report to assess the quality of material brought by suppliers, but rather proceed with internal laboratory analysis of the material brought by ore suppliers.

e) Competition

The Corporation is in competition with other processing companies in Honduras. Although the Corporation has been able in the past, to maintain and even increase its market share and build a good reputation with its suppliers, in that field of operation, there can be no assurance that it will indefinitely retain its position in this market. The Corporation is increasing efforts on the ground to develop the growth of its processing business. The Corporation is also in competition with other mining companies for the acquisition of interests in precious and base metal mining exploration properties. In the pursuit of such acquisition opportunities, the Corporation competes with several Canadian and foreign companies that may have substantially greater financial and other resources. Although the Corporation has acquired many such assets in the past, there can be no assurance that its acquisition efforts will succeed in the future.

f) Dependence on management

The success of the operations and activities of the Corporation is dependent to a significant extent on the efforts and abilities of its management team. See "Directors and Officers" for details of the Corporation's current management. Investors must be willing to rely to a significant extent on their discretion and judgment. The Corporation does not maintain key employee insurance on any of its employees. The Corporation depends on key personnel and cannot provide assurance that it will be able to retain such personnel. Failure to retain such key personnel could have a material adverse effect on the Corporation's business and financial condition.

g) Regulation and Environmental Requirements

The activities of the Corporation require permits from various governmental authorities and are governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, environmental protection and other matters. Increased costs and delays may result of the need to comply with applicable laws and regulations. If

1.18 RISKS AND UNCERTAINTIES – CONTINUED

the Corporation is unable to obtain or renew licenses, approvals and permits, it may be curtailed or prohibited from proceeding with exploration or development activities.

h) Capital Needs

The exploration and evaluation, development, mining and processing of the Corporation's properties may require substantial additional financing. The only current source of future funds available to the Corporation is the sale of additional equity capital and the borrowings of funds. There is no assurance that such funding will be available to the Corporation or that it will be obtained on terms favourable to the Corporation or will provide the Corporation with sufficient funds to meet its objectives, which may adversely affect the Corporation's business and financial position. In addition, any future equity financings by the Corporation may result in a substantial dilution of the existing shareholders. Failure to obtain sufficient financing may result in delaying or indefinite postponement of further exploration and evaluation, development, or production on any or all of the Corporation's properties or even a loss of property interest.

i) Commodity Prices

The market price of the Corporation's common shares, its financial results and its exploration and evaluation, development and mining activities have previously been, or may in the future be, significantly adversely affected by the volatility in the price of precious or base minerals, including gold, and phosphate.

j) Uninsured Risks

The Corporation's business is subject to several risks and hazards, including environmental conditions adverse, environmental regulations, political uncertainties, industrial accidents, labour disputes, unusual or unexpected geological conditions, ground or slope failures, cave-ins, and natural phenomena such as inclement weather conditions, floods and earthquakes. Such occurrences could result in damage to mineral properties or production facilities, personal injury or death, environmental damage to the Corporation's properties or the properties of others, delays in mining, monetary losses and possible legal liability.

k) Going Concern

The future of the Corporation depends on its ability to finance its activities and to develop its assets. Failure to obtain sufficient financing may result in the Corporation not being able to continue its operations, realize its assets and discharge its liabilities in the normal course of business in the foreseeable future.

1.19 SUBSEQUENT EVENTS

None

1.20 QUALIFIED PERSON

Gilles Laverdière P.Geo., is the Qualified Person under National Instrument 43-101 who has reviewed the scientific and technical information in this document.

1.21 OUTLOOK

The availability of funds is a function of the capital markets. The Corporation is searching for financing in a difficult market. The Corporation's ability to continue as a going concern is dependent upon raising additional fund. The outcome of these matters cannot be predicted at this time.

1.22 DISCLOSURE OF OUTSTANDING SHARE, OPTIONS AND WARRANT DATA

Disclosure of outstanding securities as of May 28th, 2026.

Common shares outstanding: 145,801,985
Options outstanding: 1,550,000

Number of options	Exercise Price	Expiry Date
400,000	$0.07	July 28, 2026
1,050,000	$0.10	August 30, 2026
100,000	$0.10	November 18, 2026

Warrants outstanding: nil

1.23 ADDITIONNAL INFORMATION AND CONTINUOUS DISCLOSURE

Additional information on the Corporation is available through regular filings of quarterly and annual financial statements and press releases on SEDAR (www.sedar.com) or on our web site www.gleneagleresources.com

(s) Karl Trudeau
Karl Trudeau
President & Chief Executive Officer

(s) Daniel Bélisle
Daniel Bélisle
Chief Financial Officer

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Michel Serres (1)
Guy Chamard (1)
Armando Farhate (1)

(1) Audit Committee member

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