FANCAMP EXPLORATION LTD.

MANAGEMENT DISCUSSION AND ANALYSIS

For the year ended April 30, 2025

The following discussion of performance, financial condition and future prospects should be read in conjunction with the financial statements of the Company and notes thereto for the year ended April 30, 2025, and 2024. The Company's reporting currency is Canadian dollars. **The date of this Management Discussion and Analysis is August 28, 2025.** Additional information on the Company is available on SEDAR+ at www.sedarplus.ca and the Company's website at www.fancamp.ca.

Forward-Looking Statements

This report may contain, without limitation, statements concerning possible or assumed future operations, performance or results preceded by, followed by or that include words such as "believes", "expects", "potential", "anticipates", "estimates", "intends", "plans", and words of similar connotation, which would constitute forward-looking statements. Forward-looking statements are not guarantees. The reader should not place undue reliance on forward-looking statements and information because they involve risks and uncertainties that may cause actual operations, performance or results to be materially different from those indicated in these forward-looking statements. The Company is under no obligation to update any forward-looking statements contained herein should material facts change due to new information, future events or other factors. These cautionary statements expressly qualify all forward-looking statements in this MD&A.

The Company

Fancamp is a growing Canadian mineral exploration company focused on creating value through medium term growth and monetization opportunities with its strategic interests in high potential mineral projects, royalty portfolio and mineral properties. The Company is focused on advanced asset play poised for growth and selective monetization with a portfolio of mineral properties across Ontario, Québec and New Brunswick, Canada, including copper, gold, zinc, titanium, chromium, strategic rare-earth metals, among others. The Company is advancing exploration programs on select and priority mineral projects in highly prospective regions in addition to identifying near term cash-flow generating opportunities. The Company has future monetization opportunities from its Koper Lake transaction in the highly sought-after Ring of Fire in Northern Ontario. Fancamp holds 96% interests in Magpie Mines Inc., which owns the Magpie property, one of the world's largest undeveloped hard rock titanium (+V) deposits*, per USGS data.* Fancamp has investments in an existing iron ore operation in the Quebec-Labrador Trough, a rare earth elements company, NeoTerrex Minerals Inc., a copper–gold exploration company, PTX Metals Inc., an opportunity to develop an emerging gold-copper exploration play with Lode Gold Resources Inc. in addition to an investment in a near term cash flow generating zinc mine, EDM Resources Inc. in Nova Scotia. Fancamp is developing an energy reduction and titanium waste recycling technology with its advanced titanium extraction strategy.

The Company is a reporting issuer in British Columbia, Alberta, Ontario and Québec and its common shares are listed for trading on the TSX Venture Exchange under the symbol FNC.

Key Current Company Highlights and Outlook

- The Company's asset base has more than doubled in the past five years. The Company recorded total assets at a value of $64,111,856 at year ended April 30, 2025, compared to $24,944,103 at year ended April 30, 2020.

- During the year ended April 30, 2025, the Company received $540,000 in dividend income from Champion Iron Ltd. (TSX: CIA) and $2,070,000 in interest income on the $34.5 million secured convertible promissory note from The Canadian Chrome Company Inc. (CACR), formerly KWG Resources Inc.

- On October 9, 2024, the Company closed a transaction with Lode Gold Resources Inc. and 1475039 B.C. Ltd. ("Gold Orogen"), a subsidiary of Lode Gold, to advance the exploration and development of certain mineral properties located in the Yukon and New Brunswick. Pursuant to the above, Lode Gold transferred all of its interests in its New Brunswick mineral property McIntyre Brook and Fancamp transferred all of its interests in its New Brunswick Riley Brook mineral property to a newly incorporated joint-venture entity by the name of 'Acadian Gold Corp.' of which Fancamp and Gold Orogen each own 50% of the outstanding shares, where Fancamp acts as the Operator. Acadian Gold granted Fancamp a 2% net smelter returns royalty on the Riley Brook Property, which shall be proportionally reduced under certain circumstances. Fancamp invested $2,500,000 into Gold Orogen to acquire 19.99% of the Gold Orogen Shares on an undiluted basis; Gold Orogen holds the Golden Culvert mineral property located in Selwyn Basin and nearby Win mineral property, both located in the Tombstone Belt, southeastern Yukon. Fancamp also invested $500,000 into Lode Gold on a private placement basis in exchange for 1,428,571 special warrants of Lode Gold *(refer to press release dated October 9, 2024)*. Fancamp announced encouraging exploration results of Acadian Gold, a district-scale 445 km² under-explored land package located in New Brunswick, where work completed includes a Heliborne HeliTEM² Survey over the Riley Brook and McIntyre Brook properties, as well as a soil geochemical grid on select areas over the Riley Brook property, trenching and rock chip channeling at McIntyre Brook– see "Significant Mineral Properties" section. Acadian Gold was the recipient of a $100,000 grant from the 2024 New Brunswick Junior Mining Assistance Program (NBJMAP) for exploration programs on the Riley Brook and McIntyre Brook properties.

- The Company holds a portfolio of primarily precious and base metal mineral claims across Québec, where the prospective claims that are being actively explored by Fancamp are Clinton, Grasset and Diléo, with other properties held by the Company such as Stoke and Ste-Marguerite – see "Significant Mineral Properties" section.

- The Company's experienced geological team is engaged in efficient and effective exploration planning, as well as delineating new and attractive opportunities through systematic technical analysis as the Company continues to seek prospective mineral property opportunities.

- The Company has made investments in associates which include: South Timmins Mining Inc. (joint venture with PTX Metals Inc.), NeoTerrex Minerals Inc. and EDM Resources Inc. Fancamp holds approximately 15% of the issued and outstanding shares of NeoTerrex Minerals Inc., a rare earths minerals company listed on the TSX Venture Exchange, under symbol NTX.

- The Company continues to be well positioned in the strategic Ontario Ring of Fire through its $34.5 million secured convertible promissory note with the *The Canadian Chrome Company Inc.* (CACR), formerly KWG Resources Inc., a region where chromite, nickel, copper, zinc, and platinum group metals, among other critical minerals, are particularly abundant. Since November 2022, the Company has received 2,857,055 KWG Resources Inc. Class A (The Canadian Chrome Company Inc.) CSE: CACR.A shares for an aggregate value of $5,166,490 for interest payments on the $34.5 million secured convertible promissory note.

- The Company holds a significant royalty portfolio which includes a 1% net smelter return royalty (NSR) on the Mallard/Heenan/Dorothy Properties, 2% NSR on the Koper Lake-McFaulds Property, 2% NSR on the Magpie Property, among other highly prospective land packages with retained interests, in addition to potential future production payments from the Fermont Properties held by Champion Iron Ltd. (TSX: CIA).

- On May 9, 2025, the Company entered into Minutes of Settlement with Fouad Kamaleddine and FFK Consulting Services Inc. (the ‘plaintiffs’) to resolve all outstanding litigation between the parties in Ontario and British Columbia. Upon completion of the Settlement, all claims in the Ontario action against the Company have been dismissed with prejudice and the British Columbia proceeding commenced by the Company against Mr. Kamaleddine has been discontinued.

Significant Assets

At August 28, 2025, the Company holds 2,700,000 common shares of Champion Iron Ltd.

At August 28, 2025, the Company holds a $34.5 million secured convertible promissory note (with a 6% annual interest rate), 4,044,453 warrants to purchase multiple voting shares, 2,813,639 multiple voting shares and 4,734,000 common shares of The Canadian Chrome Company Inc., formerly KWG Resources Inc.

At August 28, 2025, the Company holds 6,467,435 common shares of PTX Metals Inc. and 3,233,718 warrants at $0.22 to purchase common shares.

At August 28, 2025, the Company holds 11,799,000 common shares of NeoTerrex Minerals Inc. and 1,433,500 warrants at $2.00 to purchase common shares.

At August 28, 2025, the Company holds 5,737,121 common shares of EDM Resources Inc. and 390,000 warrants at $0.75; 1,450,909 warrants at $0.14, and 1,547,727 warrants at $0.14 at to purchase common shares.

See Note 6 “Marketable Securities”, Note 9 “Investments in Associates” and Note 10 “Exploration and Evaluation Assets” attached to the financial statements for the years ended April 30, 2025, and 2024.

Significant Mineral Properties

Riley Brook and McIntyre Brook Properties, New Brunswick The Riley Brook property, a 334.5 km^2 land package of mineral claims (33,454 cells) which Fancamp acquired by claim staking, was combined with the 111 km^2 McIntyre Brook mineral claims (11,035 cells) as part of the Acadian Gold joint venture with Lode Gold Resources Inc. to create a dominant 445 km^2 land holding. The Acadian Gold properties constitute gold mineralized zones that extend over several kilometres on an orogenic belt in a highly prospective region for gold and polymetallic mineral discovery in Northern New Brunswick *(refer to press releases dated August 27, 2024, and October 9, 2024)*. These properties lie in a geologic domain of other gold-focused development projects such as Calibre Mining Corp.'s Valentine Lake Project *(Au producer)* and New Found Gold Corp.'s Queensway Project *(tier 1 explorer),* a region with significant recent gold discoveries made by Galway Metals, New Found Gold and Puma Exploration Inc. Results received from initial exploration work at Acadian Gold significantly increased the known surface expression of the previous data and historical drilling at McIntyre Brook, which confirmed expansion of the known mineralization by trenching and chip channel sampling, as well as a gold bearing rhyolitic horizon presenting a minimum strike extension of 200-metres and up to 9-metre thickness, with preliminary trench results that include 5.3 metres of 1.19 gpt Au *(refer to press release dated January 20, 2025).* Mineralization identified on the property so far appears to be of shear hosted orogenic type, similar to mineralization observed on neighbouring properties, although in some area of the property low sulphidation epithermal has been observed. The integration of soil geochemistry and geophysical data has indicated the potential for highly prospective mineralized systems at McIntyre Brook, and defined new targets which would be subject to further exploration in 2025. The Heliborne HeliTEM^2 Survey revealed, among other aspects, the presence of a series of EM conductors in the northeastern part of the McIntyre Brook Property, which create an open ellipsoid over a significative area. The soil geochemical survey conducted in November 2024 at the periphery of the southeast and northeast area of the conductors revealed the presence of gold-in-soil anomalies associated with Arsenic (As), Antimony (Sb) and Tungsten (W) anomalies *(refer to press release dated March 3, 2025).* These new results from McIntyre Brook reveal coincident gold-in-soil anomalies and prominent electromagnetic conductors, significantly enhancing the potential for a substantial gold-copper discovery. The area is also characterized by a 275 ppb Au stream sediment downstream from the conductive area. This sample was the highest value returned from the 1981 regional stream sampling program conducted in the area by the Geological Surveys Branch of New Brunswick. Analysis of recent HeliTEM^2 magnetic and radiometric data has identified additional faulting and a coincident elevated radiometric signature, potentially indicative of rhyolites or hydrothermal activity, key indicators of significant gold mineralization in the Wapske Formation.

The Riley Brook area has seen little modern exploration programs and is underexplored for gold mineralization, associated with an underlying geology of Devonian volcano-sedimentary stack belonging to the Wapske Formation, situated between the Rocky Brook Millstream Fault and Woodstock-Catamaran Fault. Work conducted at Riley Brook by Acadian Gold included geochemical soil surveys that revealed the presence of strong soil anomalies in the southern end of the property that seems to correlate with a number of discrete intrusives mapped throughout the property by the New Brunswick Geological Survey. A recon soil sampling which only covered ~10% of the Riley Brook property has revealed multiple gold anomalies of similar tenor demonstrated on other Appalachian gold belt deposits such as Puma Exploration's Williams Brook Property (>20ppb Au in soils). At Riley Brook, a significant multi-element soil anomaly coincident with a Conductive EM Anomaly indicates the possibility of an Intrusion Related Gold System in the southwestern section of the property. Kenorland Minerals has announced expanding their exploration portfolio into New

Brunswick at the end of May 2025, which resulted in Kenorland Minerals acquisition of 1,400 km² around Acadian Gold's Riley Brook Property.

The Heliborne HeliTEM² Surveys across the properties revealed, among other aspects, the presence a conductive EM anomaly coincident with the soil geochemical anomaly. With work conducted in 2024 and early 2025, the Company has further substantiated the prospectivity of the Acadian Gold joint venture to expand into a district scale gold-copper play.

Clinton Property, Quebec The Clinton Project is a 100%-owned copper-zinc VMS (Volcanogenic Massive Sulphide) sizeable 7,472-hectares property, comprised of 127 claims, located within the Appalachian geological province of the Eastern Townships of Québec, a region which hosts highly prospective targets due to the geological potential and occurrences of high-grade base metals validated by numerous past-producing mines across a 130-kilometre trend. The property hosts a series of Cu–Zn rich VMS mineralization lenses *("AB", "C", "D", "E" and "O" lenses)* extending over a 5-km Northeast horizon and encompasses around 20 kilometres of favorable stratigraphy within the Clinton River volcano-sedimentary belt. The Clinton Project is a past producing mine, characterized by five copper bearing mineralized lenses, with historical drilling having occurred across multiple exploration programs since 1953. From 1973 to 1975, a mine was opened to exploit lens O and historic production reported the extraction of 126,000 tonnes of material with an average grade of 2.74% Cu, 2.86% Zn, 0.53% Pb and 30.79 grams per tonne (g/t) Silver (Ag).

Since 2020, Fancamp has conducted several exploration programs, including prospecting, ground geophysics, diamond drilling and targeting using AI. The 2023 drilling program was comprised of 2,678 meters in 11 holes, and the 2022 drill program intersected 3.15 meters grading 3.30% Cu and 12.64 g/t Ag *(refer to press release dated June 14, 2022)* which extended historical lens "A" mineralization an additional 100 meters along strike. Other mineralized lenses show strong copper and gold exploration potential, the best intersection being 24.7 meters grading 2.78% Cu and 16.9 g/t Ag *(refer to press release dated October 14, 2014)* and previous significant intersections of sulphide copper mineralization across various lenses and extensions, including 3.0 meters at 0.72% Cu, 2.87 g/t Ag and 0.02 g/t Au *(refer to press release dated August 17, 2022)*.

The Company's recent exploration work reported positive results from a Gravity Survey conducted in December 2024, successful at identifying multiple, new, high-density targets at depth and delineated the potential VMS deposit root system, fundamental elements to allow for the extension of current mineralization, to demonstrate a significant VMS deposit at Clinton and provide for new copper discovery *(refer to press release dated February 27, 2025)*. The survey targeted the favorable geological horizon which hosts the past producing Clinton "O" mine and the known massive sulphide lenses containing historical non-compliant NI 43-101 resources of 1.52 Mt at 2.02% Cu and 1.54% Zn *(MRNFQ Fiche de Gite 21E07-0007)*. Recent results of work conducted at Clinton are highly encouraging, proving that new targets exist at depth, conceivably larger than on surface, with the potential to extend the already defined mineralized lenses and uncover new meaningful Cu-Zn bearing massive sulphides lenses. The survey consisted of the acquisition of 2,000 gravity stations, on line, spaced every 100 metres with reading stations every 25 metres, in the northern sector of the property, which investigated the potential of identifying deep seated VMS lenses under the known mineralized occurrences. Twenty-three anomalies indicative of sources in positive density contrast with the host rocks have been identified, the survey also identified new, high-density targets at depth, below and between the known lenses, which represent compelling drill targets for Cu-Zn massive sulfide mineralization. A second, stratigraphically lower corridor, which correlates with the known "V Zone," may represent the root system of a VMS deposit, where the property's highest-grade intersection to date, 2.78% Cu, 16.9 g/t Ag over 24.7 metres (*refer to press release dated October 14, 2014*) was drilled along this corridor. The survey identified a new, high-density target along this trend, located below the known "C" lens, which constitutes another high-priority drill target at Clinton.

The Company filed an Independent NI 43-101 technical report on the Clinton property entitled *"Clinton Cu-Zn Property, Lac Mégantic, Quebec – 43-101 Technical Report"* with an effective date of September 26, 2024. The Technical Report describes the historical exploration work completed on the Clinton Project, discloses a non 43-101 compliant historical mineral resource estimate on 5 mineralized lenses totaling 1.8 Mt at 2.02% Cu and 1.54% Zn, including 20% dilution, describes the geology as well as proposed a future work program aimed at expanding already known mineralized lenses or discovering new ones, including a proposed deep penetrating gravity survey followed by a drilling program to test the newly generated targets at depth *(refer to press release dated November 29, 2024)* accessible on SEDAR+ (www.sedarplus.ca) and on the Company's website (www.fancamp.ca).

Magpie Property, Québec Fancamp holds approximately 96% of the issued and outstanding shares of Magpie Mines, along with a 2% net smelter return royalty on the significant Magpie Titanium property. The Company also holds 66.66% of the Special Shares of Magpie Mines. The Magpie Fe-Ti-V deposit is **one of the world's largest undeveloped titanium resources** *(Woodruff et al., 2017)* and one of the world's largest vanadium deposits *(based on data in Kelley et al., 2017),* refer to press release dated July 21, 2025. The Project is located 90 kilometres north of Rio Tinto's Lac Tio titanium mine and just 10 kilometres west of a Hydro Québec transmission line from the Romaine 4 generating station, in Havre St Pierre, Québec. The Magpie Project is made up of Magpie 1, Magpie 2 and Magpie 3 deposits. The Magpie 2 deposit hosts a non compliant 43-101 historical mineral resource estimate of 635.2 million tonnes grading 42.49% Fe, 11.20% TiO_2, and 0.3% V_2O_5 in the indicated category, with an additional inferred resource of 239.2 million tonnes grading 42.29% Fe, 11.21% TiO_2, and 0.32% V_2O_5 (the "Historic Estimate") *(see April 18 and June 1, 2012, press releases). *This Historic Estimate predates the Canadian Institute of Mining, Metallurgy and Petroleum (CIM) Definition Standards for Mineral Resources and Mineral Reserves (2014). A qualified person has not completed sufficient work to classify this historical estimate as current mineral resources or mineral reserves, the Corporation is not treating it as such and accordingly, it should not be relied upon.*

The Magpie Project also demonstrates significant expansion potential in four previously undrilled areas that exhibit geological characteristics similar to the main deposit. Titanium and vanadium are critical and strategic minerals with key applications in aerospace, medical technology, specialty steel, and batteries, both face global supply chain concerns. Titano-magnetite deposits like Magpie are the principal source for vanadium extraction *(Kelley et al., 2017),* refer to press release dated July 21, 2025. Fancamp is well-positioned Havre St Pierre, a region recognized for supplying feedstock to the titanium industry, which also hosts Fancamp's 100%-owned Mingan ferro- titanium property.

Grasset Property, Québec Grasset is a wholly-owned property located along the Detour-Fenelon Gold Trend and is of significant size, comprised of two blocks of claims, Grasset East (291 claims for 16,141 hectares) and Grasset North West (136 claims for 526 hectares). The Grasset property covers the northern margin of the Abitibi greenstone belt and is situated 30 kilometers northwest of the Matagami mining camp. Grasset is positioned within a favorable volcanic belt known to host significant gold and base metal occurrences, approximately 35 kilometers east of Wallbridge Mining Company's Fenelon Gold deposit, and on the same greenstone belt which hosts the prominent Detour Lake open-pit gold mine in Ontario (Agnico Eagle Mines

Ltd.). A VTEM survey completed in 2022 delineated multiple discrete conductive anomalies for VMS and Ni-Cu targets, with additional ground staked Southeast of the property following VTEM. Fancamp initiated helicopter borne VTEM™ time-domain electromagnetic and horizontal magnetic gradiometer surveys, conducted by Geotech Ltd. The program consists of a 665-line kilometers survey, with line spacing at 100 meters and flight altitude clearance of 35 meters, with the aim to investigate the potential for the occurrences of Ni-Cu or Cu-Zn massive sulfide type mineralization.

Diléo Property, Québec The Diléo property is located in the Frotet-Evans greenstone belt which hosts the former producing Au-Cu Troilus mine and the recent Regnault high-grade gold discovery of Kenorland-Sumitomo. It is comprised of 20 claims over 1033 hectares, historically worked by Noranda Inc. Fancamp has held the property since the 1990's, and this property is believed to be situated in a prospective zone for copper gold mineralization. Since 2020, Fancamp has conducted several exploration campaigns, including airborne magnetics (246- line km), prospecting and mapping in 2020, and two successive exploration campaigns of prospecting, soil sampling and rock chips sampling in 2022 and 2023 *(refer to press release dated March 6, 2023).* The Company's 2023 work program at Diléo indicated a new copper showing and confirmed, as well as expanded, an Au-Cu-Ag soil anomaly.

Stoke Property, Québec This Stoke property is located in the Appalachian region, in an area of extensive mineral occurrences, situated in the Eastern Townships of Québec, and covering 20 kilometers of favorable geology within the Ascot-Weedon VSED Belt which hosts 6 historical VMS deposits. Fancamp has held the property since 2010, which is comprised of 126 claims covering an area of 7,342 hectares divided into two blocks, 1 of 116 contiguous claims for 6,738.01 hectares and another block of 10 contiguous claims for 603.15 hectares. The Stoke Project exhibits historical drilling with moderate grade mineral occurrences of copper and gold across two distinct zones: Copper Zone and Grand Prix Showing. The Stoke Project is surrounded by past producing mines and hosts historical high-grade copper intersections including 7.29% Cu over 6.4 meters and 17.6 g/t Ag *(refer to Hole ST-2011-06, MRN Report GM 66485, 2012),* the widest sulphide mineralization intersection discovered to date. The 2022 drill program conducted at Stoke intersected 98.0 meters at a grade of 0.12% Cu (Hole STDD-22-05), from 275 to 373 meters, downhole length *(refer to press release dated September 8, 2022).* Since 2020, Fancamp has conducted several exploration programs including prospecting, ground geophysics and drilling. In June of 2022, Fancamp conducted a limited drilling program consisting of 1,194 meters of diamond drill holes in 3 holes. In 2023, a ground IP survey was conducted over 25.1-line km over the northern part of the property.

Gaspe Bay Group Property, Québec (including St. Marguerite) These vein-related gold system projects have the potential to present high-grade gold showings, and work is intended to focus on establishing continuity along strike, and down dip. Fancamp has previously completed rock sampling, trenching and soil sampling over portions of the property.

Other Properties

See Note 10 "Exploration and Evaluation Assets" attached to the financial statements for the years ended April 30, 2025, for further information on the Company's other mineral property holdings.

Selected Annual Information

	Years Ended April 30		
	2025	2024	2023
Revenue	-	-	-
Operating Expenses	(2,615,381)	2,243,650	2,075,081
Net Income (Loss)	6,997,210	1,233,213	5,369,769
Net Income (Loss) Per Share - Basic and Diluted	0.03	0.01	0.03
Working Capital	19,129,950	18,762,468	18,014,361
Total Assets	64,111,856	55,282,044	53,689,079
Exploration and Evaluation Assets	5,931,227	6,171,872	6,611,548
Total Liabilities	8,261,418	6,917,301	10,999,323

Results of Operations

		Year ended April 30, 2025		Year ended April 30, 2024
Expenses				
Accounting and Audit	$	253,456	$	355,425
Amortisation and Depreciation		3,498		3,498
Directors Fees		113,000		120,000
Field Administration		123,989		203,156
Insurance		33,103		30,280
Interest Expenses and Bank Charges		14,101		19,910
Investor Relations		61,800		57,500
Legal Fees		962,627		538,833
Licences and Permits		1,016		1,076
Management and Consulting		458,933		674,955
Marketing and Promotion		7,545		4,780
Mineral Property Sundry Expenses		37,317		342
New Project Examination		-		7,560
Office Rent, Supplies and Services		30,606		41,636
Patent and process development		50,834		11,493
Share Transfer, Listing and Filing Fees		29,434		41,621
Share-based Payments		488,485		-
Technical Fees and Process Development		-		28,620
Trade Shows and Presentation		-		2,387
Travel and Accommodations		68,731		86,832
Payroll Expenses		48,996		13,746
Total Expenses		2,787,471		2,243,650
Other Income		89,903		-
Operator Fees		82,187		-
Loss from Operations		(2,615,381)		(2,243,650)
Interest Income		2,142,436		2,552,230
Dividends Received on Marketable Securities		540,000		540,000
Impairment of Exploration and Evaluation Assets		(227,230)		(1,187,164)
Unrealized Gain on Convertible Promissory Note		7,870,000		710,000
Loss on Acquisition of Assets		(2,106)		-
Loss on Equity Pick-up of Investments In Associates		(227,313)		(918,967)

Dilution Gain on Investment in Associates	109,970	885,467
Gain (Loss) on Marketable Securities	95,211	(1,000)
Unrealized Loss on Marketable Securities	(212,377)	(2,770,867)
Income (Loss) before Taxes	**7,473,210**	**(2,433,950)**
Deferred Tax Recovery (Expense)	(476,000)	3,667,164
Income and Comprehensive Income for the Year	**$ 6,997,210**	**$ 1,233,214**
Income Per Share - Basic and Diluted	$ 0.03	$ 0.01
Weighted Average Number of Shares Outstanding – Basic and Diluted	240,933,751	199,574,101

For the year ended April 30, 2025, the Company recorded a net and comprehensive income of $6.99 million (2024 – income of $1.23 million), representing a significant improvement over the prior year. The variance was primarily driven by an unrealized gain of $7.87 million on a convertible promissory note, compared to $0.71 million in fiscal 2024, as well as a reduction in impairment charges on exploration and evaluation assets ($0.23 million in 2025 versus $1.19 million in 2024). In addition, unrealized losses on marketable securities decreased materially to $0.21 million (2024 – $2.77 million).

Total expenses increased by 24% to $2.79 million (2024 – $2.24 million), mainly reflecting higher legal fees incurred in connection with corporate activities ($0.96 million versus $0.54 million in 2024) and a non-cash share-based payment expense of $0.49 million recorded in the current year (nil in 2024). Offsetting these increases were lower management and consulting fees ($0.46 million versus $0.67 million in 2024) and reduced field administration costs ($0.12 million versus $0.20 million in 2024).

Financing and investment income remained strong, with interest income of $2.14 million (2024 – $2.55 million) and dividends of $0.54 million (2024 – $0.54 million). The Company also recognized a dilution gain on investment in associates of $0.11 million (2024 – $0.89 million) and a reduced equity loss from associates of $0.23 million (2024 – $0.92 million).

On a per share basis, the Company earned $0.03 per basic and diluted share (2024 – $0.01), based on a weighted average of 240.9 million common shares outstanding (2024 – 199.6 million).

Selected financial information for the quarters ended April 30, 2024, and the preceding 7 quarters:

	4th Quarter	3rd Quarter	2nd Quarter	1st Quarter	4th Quarter
Three months ended	**30-Apr-25**	**31-Jan-25**	**31-Oct-24**	**31-Jul-24**	**30-Apr-24**
Net income (loss)	631,241	1,602,504	3,948,718	814,747	(949,289)
Income (Loss) per share	0.00	0.01	0.02	-	-
Fully diluted income (loss) per share	0.00	0.01	0.02	-	-
	4th Quarter	**3rd Quarter**	**2nd Quarter**	**1st Quarter**	**4th Quarter**
Three months ended	**30-Apr-24**	**31-Jan-24**	**31-Oct-23**	**31-Jul-23**	**30-Apr-23**
Net income (loss)	(949,289)	1,982,549	2,133,845	(1,933,891)	(7,836,607)
Income (Loss) per share	-	0.01	0.01	(0.01)	(0.03)
Fully diluted income (loss) per share	-	0.01	0.01	(0.01)	(0.03)

Financing

See Note 11 – “Share Capital” and Note 18 – “Subsequent Events” attached to the financial statements for the years ended April 30, 2025 and 2024 for further information on the Company’s financing activities.

Liquidity and Capital Resources

The Company is an exploration stage company in the business of mineral exploration. It is in the process of exploring its mineral properties interests and has not yet determined whether these properties contain ore reserves that are economically recoverable. With no producing properties, the Company has no current operating income or cash flow. All of the Company’s short and medium-term operating and exploration cash flow is derived through external financing, joint venture option and royalty payments.

The Corporation’s approach to managing liquidity risk is to ensure that it will have sufficient capital to meet liabilities when due after taking into account the Corporation’s holdings of cash that might be raised from equity financings. As at April 30, 2025, the Corporation had current assets of $26,460,189 (2024 – $25,224,590) and current liabilities of $7,330,239 (2024 - $6,462,122). All of the Corporation’s accounts payable and accrued liabilities have contractual maturities of less than 60 days and are subject to normal trade terms. The Corporation believes that these sources will be sufficient to cover the expected short and long term cash requirements.

The Company had working capital of $19,129,950 as at April 30, 2025 (2024 working capital-$18,762,468).

Transactions with Related Parties

See Note 12 – “Related Party Transactions and Balances” attached to the financial statements for the years ended April 30, 2025 and 2024.

Off Balance Sheet Arrangements

The Company has no off-balance sheet arrangements.

Contingencies

The Magpie Mines Inc.

On August 11, 2023, the Corporation provided comment an announcement made by The Canadian Chrome Company Inc. (“Chrome Co.”), a registered business style of KWG Resources Inc., with respect to Chrome Co.’s acquisition of two thirds of the issued and outstanding special shares in the capital of The Magpie Mines Inc. from Peter Smith and Fouad Kamaleddine (the “Transaction”).

Fancamp is a major shareholder of The Magpie Mines Inc., with ninety-six percent (96%) of the issued and outstanding common shares in the capital of Magpie Mines. In addition, Fancamp has a two-percent (2%) NSR on the Magpie deposit and is the largest creditor of Magpie Mines.
Each common share of Magpie Mines carries one (1) vote for the election of forty-nine percent (49%) of the total number of Directors of Magpie Mines, while each special share of Magpie Mines carries one (1) vote for the election of fifty-one percent (51%) of the total number of Directors of Magpie Mines. As a result of the issuance of special shares, which were allocated to previous Directors of Fancamp and of Magpie Mines, holders of these special shares control decisions relating to the election of Magpie Mines Directors and, as a result, decisions taken by its Board of Directors.

The proposed Transaction was not previously known to Fancamp. Smith's and Kamaleddine's ownership of the Magpie special shares is disputed and the subject of pending litigation.

On August 8, 2023, Fancamp wrote to Chrome Co. to advise that:

1. There is pending litigation with respect to the validity and ownership of the special shares;

2. In light of that information Fancamp expects that Chrome Co. will not proceed with its acquisition of the special shares, and that it will issue a news release to that effect by no later than Friday, August 11, 2023; and

3. Chrome Co. now has full knowledge of Smith's and Kamaleddine's breaches of fiduciary duty and of trust, and would be proceeding as a knowing participant in those breaches. If Chrome Co. proceeds with the Transaction despite that knowledge Fancamp anticipates it would be entitled to seek relief directly against Chrome Co., including injunctive relief and compensation for its damages (including legal fees).

On August 16, 2023, the Corporation announced that it had been informed by Chrome Co. of the expiration of this proposed transaction.

On January 23, 2024, the Corporation filed an application in Quebec against The Magpie Mines Inc. for the payment of $1,964,511 plus interest and court costs in regards to the non-secured, on demand note. This matter is pending in the courts.

On May 9, 2025, Fancamp acquired the special shares held by Fouad Kamaleddine, bringing Fancamp's holdings of special shares to 66.66%.

At the Annual General Meeting of the shareholders of The Magpie Mines Inc. held on July 17, 2025 in Montréal, Québec, the shareholders of Magpie Mines voted to set the number of Directors at three, and elected Rajesh Sharma, Mark Billings and Charles Tarnocai as the Directors of Magpie Mines. Magpie Mines has appointed the following officers: Mark Billings as Chairman, Rajesh Sharma as President and Chief Executive Officer, Arnab Kumar De as Chief Financial Officer and Debra Chapman as Corporate Secretary.

Termination of Peter H. Smith

In August, 2020, at the request of the Board, Peter H. Smith stepped down as President. On April 1, 2021, the consulting agreement between the Corporation and Peter H. Smith was terminated with cause. On May 31, 2021, Peter H. Smith filed, by way of a counterclaim (see "Civil Lawsuit Against Peter H. Smith"), a demand for payout of $500,000 and an additional $27,000 for amounts owing. $27,000 has been accrued as of April 30, 2024 and 2025.

Management has not recognized provision for claimed amount given the conditions to recognize provision were not met. Fancamp believes that any claim that may be instituted by Peter H. Smith is without merit and that he is not entitled to any damages. The Corporation intends to vigorously defend its actions.

Civil Law suit Against Peter H. Smith

On May 14, 2021, Fancamp filed a civil claim in the British Columbia Supreme Court seeking over $3,000,000 in damages from Mr. Smith on behalf of our shareholders.

Environmental Contingencies

The Company's exploration and development activities are subject to various government laws and regulations relating to the protection of the environment. These environmental regulations are continually changing and generally becoming more restrictive. At April 30, 2025, the Company does not believe that there are any significant environmental obligations requiring expenditures in the foreseeable future.

Additional Disclosure for Venture Issuers without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation expenses is provided in the Company's Statements of Operations and Comprehensive Loss and Equity sections in its financial statements for the years ended April 30, 2025 and 2024.

Investor Relations

The Company is continuing the investor relations agreement with Tara Asfour, entered into on July 19, 2022, for payment of $5,000.00 per month.

Board of Directors

At the Company's annual meeting held October 30, 2024 Mark Billings, Ashwath Mehra, Rajesh Sharma, Mathieu Stephens, Charles Tarnocai and Francis MacDonald were elected to serve as directors for the forthcoming year. H. Dean Journeaux and Debra Chapman are members of an Advisory Board.

Disclosure of Outstanding Share Data

Fancamp Exploration Ltd. is listed on the TSX Venture Exchange under the symbol "FNC".

The Company is authorized to issue an unlimited number of common shares and currently there are 242,362,323 common shares, 20,570,000 stock options.

As of April 30, 2025, the Company had 240,933,751 common shares outstanding, 19,820,000 stock options outstanding and nil warrants outstanding.

See Note 11 – "Share Capital" and Note 17 – "Subsequent Events" attached to the financial statements for the years ended April 30, 2025 and 2024.

Risks and Uncertainties

Fancamp is an exploration stage enterprise in the business of mineral exploration. It is in the process of exploring its mineral properties interests and has not yet determined whether these properties contain ore reserves that are economically recoverable.

The Company emphasizes that attention should be drawn to matters and conditions that indicate the existence of a material uncertainty that may cast significant doubt about the Company's ability to continue as a going concern. Other uncertainties include the fact that the Company is currently at the exploration stage for its interests in mineral properties, the economic viability of which have not been assessed. The Company has not yet determined whether these properties contain reserves that are economically recoverable. The recoverability of the amounts shown for resources properties is dependent upon the existence of economically recoverable reserves, securing and maintaining title and beneficial interest in the property, and upon future profitable production or proceeds from disposition of the mineral properties. The Company's ability to maintain its existence is dependent upon the continuing support of its creditors and its success in obtaining new equity financing for its ongoing operations. Financing options available to the Company include public equity financings, sales of marketable securities, loans and tax credit refunds. Realization values may be substantially different from carrying values, as shown in these financial statements, should the Company be unable to continue as a going concern. These financial statements have been prepared under the assumptions of a going-concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

Changes in Accounting Policies and New Accounting Developments

Certain pronouncements were issued by the IASB or the IFRIC that are mandatory for accounting periods commencing on or after May 1, 2024. All future accounting changes are either not applicable or do not have a significant impact to the Group and have been excluded.

Basis of Measurement

The financial statements have been prepared on the historical cost basis except for certain financial instruments which are measured at fair value.

Functional and Presentation Currency

The financial statements are presented in Canadian dollars, which is the Company's functional currency.

Significant Accounting Judgments and Estimates

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgment, estimates and assumptions that affect the reported amount of assets and liabilities and disclosure of commitments and contingencies at the date of the consolidated financial statements and the reported amount of expenses during the period. 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.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period of the revision and in any future periods affected. The areas involving a higher degree of judgment or complexity, or areas where assumptions and estimates are significant to the consolidated financial statements are as follows:

Critical Accounting Judgments

- Exploration and Evaluation Expenditures
- Contingencies and Provisions
- Control and/or Significant Influence over Investees
- Joint venture under joint control
- Classification of Gold Oregon under marketable securities

Critical Estimates

- Impairment of Long-lived Assets
- Current and Deferred Taxes
- Stock Based Compensation
- Fair Value of Investment in Private Companies
- Fair Value of Convertible Promissory Note
- Fair value of investment in Gold Oregon

Controls and Procedures

The Chief Executive Officer and the Chief Financial Officer of the Company are responsible for designing a system of internal controls over financial reporting, or causing them to be designed under their supervision, in order to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external reporting purposes in accordance with Canadian generally accepted accounting principles. We have designed and implemented a system of internal controls over financial reporting which we believe is effective for a company of our size. During the review of the design of the Company's control system over financial reporting it was noted that due to the limited number of staff, there is an inherent weakness in the system of internal controls due to our inability to achieve appropriate segregation of duties. The limited number of staff may also result in identifying weaknesses with respect to accounting for complex and non-routine transactions due to a lack of technical resources, and a lack of controls governing our computer systems and applications within the Company. While management of the Company has put in place certain procedures to mitigate the risk of a material misstatement in the Company's financial reporting, it is not possible to provide absolute assurance that this risk can be eliminated.

For further information see the Company's website: www.fancamp.ca