



MANAGEMENT'S DISCUSSION AND ANALYSIS

GREEN SHIFT COMMODITIES LTD.

YEAR ENDED DECEMBER 31, 2025

Prepared by:

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Introduction

This Management's Discussion and Analysis ("MD&A") is dated April 27, 2026, unless otherwise indicated, and should be read in conjunction with the audited consolidated financial statements of Green Shift Commodities Ltd. ("GCOM", or the "Company") for the year ended December 31, 2025 and the related notes. This MD&A was written to comply with National Instrument 51-102 – Continuous Disclosure Obligations. Results are reported in Canadian Dollars, unless otherwise noted. The results presented for the year ended December 31, 2025, are not necessarily indicative of the results that may be expected for any future period.

The audited consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") for the year ended December 31, 2025. Information about GCOM, its minerals resources and technical reports prepared in accordance with National Instrument 43-101 ("NI 43-101") are available at www.greenshiftcommodities.com or on SEDAR+ at www.sedarplus.ca.

Highlights

2025 saw the Company continue its transformation. The following events occurred:

- On February 11, 2026 the Company announced that its Jaguar equity investment was listed for trading on the American Stock Exchange. The Company's equity investment on the go-public date was about \$27 million, or \$0.20 per GCOM common share.
- Completed the 2025 exploration field program on Armstrong.
- During the September 2025 quarter, Royal Uranium Inc. (RUI) signed a non-binding letter of intent to exchange its royalties for shares in SRx Health Solutions, Inc., a company listed on the American Stock Exchange. The Company holds 12 million RUI shares.

The Company is well positioned going forward, as it maintains equity interests in the properties sold, while not requiring the Company to raise and use funds for exploration.

Overview

Introduction

Green Shift is a Toronto-based company with active and passive exploration and development investments in lithium and battery commodities projects in North and South America. The Company has an active lithium exploration project in Ontario, which is the focus of current operations. The Company is also actively looking for new projects for its exploration portfolio. The Company also has equity investments in companies pursuing uranium exploration in Colombia and Argentina, and in lithium exploration projects in Argentina.

Armstrong Lithium Project

On September 15, 2023, the Company acquired a 100% interest in the Armstrong Lithium Project (the "ALP"). ALP consists of 90 contiguous claims totaling ~1,800 ha, located in the Seymour-Crescent-Falcon lithium belt, ~55 km northeast of the town of Armstrong and ~245 km from Thunder Bay in Ontario, Canada.

ALP expands GCOM's lithium portfolio into the mining friendly jurisdiction of Ontario, Canada and adds a third project in a known lithium belt, recognized for its recent exploration successes. ALP also offers the potential upside of critical metals – Molybdenum, Copper, Silver with untested exploration upside.

GCOM paid \$15,000 cash and issued 1,600,000 common shares as consideration for ALP. Further potential consideration includes; (i) CAD\$20,000 in cash payable before November 21, 2024, (ii) CAD\$60,000 in cash, payable within five business days after the date upon which GCOM has first completed one or more equity offerings for gross proceeds of a minimum of CAD\$5,000,000 in the

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aggregate, (iii) a 1.0% net smelter royalty for any production from ALP, subject to a repurchase option for \$200,000, and (iv) in respect of the first financing that the Company completes following the exercise of the Option, the Company has agreed to grant the optionor the right to participate in such financing and subscribe for a maximum of 100,000 Common Shares upon the same terms as the financing.

The Company spent approximately \$134,000 on field work for Armstrong and released the results of the work in a January 9, 2024 press release.

Argentina Lithium Projects

In 2023, the Company acquired two lithium projects in Argentina through investments in LFP Resources and a 25% interest in Pampa Litio S. A. ("Pampa Litio"). On July 2, 2024, the Company sold these assets to Lion Critical Elements Corp. ("Lion") for 1,460,000 Lion common shares at a deemed price of US\$0.75 per share and 500,000 Lion common share purchase warrants at a strike price of US\$1.00 per common share for a term of three years.

LFP Resources

On March 20, 2023, the Company closed its acquisition of LFP Resources. LFP holds approximately 300,000 Ha of mineral concessions and applications, with the option to acquire an additional approximately 200,000 Ha of prospective lithium pegmatite ground in three provinces in Argentina. Part of the ground was explored in the 1960's when 19 separate pegmatite bodies were identified with assay results from 60 rock chip samples, taken during the past exploration of the project, ranging from 0.6% Li₂O to 4.1% Li₂O, averaging 2.0% Li₂O.

Over 800 structures (possible pegmatite bodies) have been mapped through satellite image interpretation in the Mamuel Choique ("MC") pegmatite field. This work showed that the identified structures have a total strike length of over 100km. A recent file visit confirmed the existence of many of the target structures identified on satellite imagery. Many of the trenches sampled the State in the 1960's are still open and accessible for resampling in the planned exploration program.

This project gives GCOM early mover advantage as GCOM is one of only a handful of companies pursuing lithium pegmatite opportunities in Argentina, a premier lithium mining jurisdiction. Management is excited about the outcropping lithium bearing pegmatites which could lead to a significant new discovery of lithium in this mining friendly country.

The Company sold LFP in 2024.

Pampa Litio

On May 11, 2023, the Company closed the acquisition of a 25% interest in Pampa Litio S.A. ("Pampa Litio"). Pampa Litio is a private Argentinean company exploring for hard rock spodumene bearing pegmatites in the Pampean Ranges of Central Argentina.

Pampa Litio was created by Argentinean geologists to explore for hard rock lithium bearing pegmatites, particularly within the Province of San Luis, which has historical occurrences of lithium bearing pegmatites. New Peak acquired an interest in the Mineral Exploration Tenements of Pampa Litio and completed a number of GCOM is entering into this Agreement to continue these early-stage exploration programs in a highly prospective region.

To date Pampa Litio has applied for four exploration titles totaling 34,300 hectares within the San Luis Province in Argentina. The Pampean Ranges are host to numerous granitic pegmatites with historic mineral resources that have been mined during the past 90 years, accounting for the majority of the feldspar, quartz, mica, beryllium, tungsten, lithium, tantalum and rubidium produced in Argentina.

The Company sold Pampa in 2024.

Colombia Uranium Project

Berlin Deposit

The Company's uranium-phosphate-vanadium-nickel – rare earth element (“**REE**”) Berlin Deposit had a preliminary economic assessment (“**PEA**”)¹ undertaken in 2013. The PEA is now considered outdated. A high capital cost estimate (“**capex**”) has made it difficult to advance the Project in a declining uranium market and it was written down to \$Nil during the year ended December 31, 2016. Estimates in the PEA were that uranium, at a price of US\$60 per pound (“**lib**”), would contribute approximately one third of revenue while battery commodities (phosphate, nickel, vanadium and zinc) would contribute approximately two thirds of revenue.

An updated technical report, with an effective date of April 22, 2022, was filed on Sedar.²

On December 8, 2023, the Company announced that it had entered into a definitive agreement to sell its 100% interest in the Berlin Project located in Caldas, Colombia. The sale closed in April 2024. GCOM received \$20,000 cash for the Berlin Project. Upon meeting certain future milestones, GCOM will receive a minimum of C\$5 million in post-listing common shares of the purchaser, and cash payments of up to \$6 million. On February 11, 2026, the Company announced that Jaguar milestones having been reached under the terms of the definitive agreement, that it had received \$1 million of cash and now holds an equity position of 5.0 million shares, valued at \$27 million.

Further GCOM retained a 1% net smelter return (“**NSR**”) royalty payable on all production from the Berlin Project. On June 12, 2024, the Company announced the sale of the Berlin NSR to a private company for deemed proceeds of \$3,000,000.

This sale substantially strengthened the GCOM balance sheet as \$2.9 million of Berlin-related liabilities were removed with the sale. The 2024 results and financial position of Colombia has been reported as discontinued operations as a result of this sale.

Financial

To date, the Company has not earned any revenues from its exploration for lithium, uranium, other battery commodities or frac sand.

In the year ended December 31, 2025, the Company incurred minimal cumulative cash exploration expenditures.

At December 31, 2025, the Company had \$2,368 in cash (“total cash”) (December 31, 2024 – \$0.1 million) and working capital of \$3.1 million (December 31, 2024 – working capital of \$3.7 million after removing Colombia liabilities).

In the year ended December 31, 2025, the Company received proceeds of \$606,862 on the sale of investments.

Future Funding Options

Further financings will be required to develop the Company's portfolio of exploration projects and investments, to meet ongoing obligations and discharge liabilities in the normal course of business. However, there is no guarantee that funds can be raised on terms acceptable to the Company. The Company's planned activities to advance its projects towards production are largely discretionary and

¹ PEA – See the January 18, 2013 technical report: “Berlin Project, Colombia – Preliminary Economic Assessment, NI 43-101 Report.” The PEA is preliminary in nature. The PEAs include Inferred mineral resources that are considered too speculative geologically for economic consideration that would enable them to be classified as mineral reserves. Mineral resources are not mineral reserves and do not have demonstrated economic viability. There is no certainty that the results of the Berlin PEA will be realized.

² Technical Report on the Berlin Uranium – Battery Commodity Deposit, Colombia, report dated April 28, 2022 with an effective date of April 22, 2022.

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therefore there is some flexibility in the pace and timing of development of the projects. Expenditures may be adjusted, limited, or deferred subject to current capital resources and potential to raise funds. The Company will continue to manage its expenditures that are essential to the viability of its properties.

Listing

As of December 31, 2019, the Company was not in compliance with Toronto Stock Exchange ("TSX") requirements and on February 26, 2020, the Company was delisted from the TSX and trading opened concurrently on the NEX, a trading platform of the TSX Venture Exchange ("**TSXV**"). There was no change in the Company's name, no change in its CUSIP number and no consolidation of capital. The symbol extension (".H") differentiates the NEX listing from Tier 1 or Tier 2 symbols within the TSXV. The NEX board is designed as a platform for the trading of publicly listed companies while they seek, and undertake, transactions in furtherance of their reactivation as companies that will carry on an active business.

On August 5, 2022, the Company was up-listed from the NEX Exchange to the Venture Exchange and its Common Shares commenced trading on the TSXV under the symbol UWE.V. With the October 19, 2022, name change, the Company changed its trading symbol to "GCOM", from "UWE".

On April 3, 2023, the Company announced that its common shares had commenced trading on the OCTQB under the symbol UWEFF. The listing complements GCOM's recent eligibility for electronic clearing and settlement through the Depository Trust Company in the United States. On May 4, 2023, the trading symbol on the OTCQB was changed to GRCMF.

Director Update

On October 24, 2025, Peter Mullens role was changed from Executive Chairman to Non-Executive Chairman.

Going Concern

The Company is in the exploration and evaluation stage and, as is common with many exploration companies, it raises funds to advance its investments, exploration and evaluation activities through the sale of equities. Historically, the Company has explored for uranium and related battery commodities such as vanadium, nickel and phosphate. The price of this suite of commodities has been on an uptrend in the last few years. As the battery elements market has matured, so focus of materials for lithium-ion batteries has incorporated phosphate in addition to cobalt, nickel and manganese.

The Company reported a loss in the December 2025 year, mostly due to general and administrative expenses. Investment returns were roughly neutral. The Company incurred a net loss for the year ended December 31, 2025 of \$671,343 (year ended December 31, 2024 – loss of \$157,542) it has an accumulated deficit at December 31, 2025 of \$113,122,005 (December 31, 2024 - \$112,450,662). In addition, the Company had working capital of \$3,074,247 at December 31, 2025 (December 31, 2024 - working capital of \$3,717,194).

The consolidated financial statements have been prepared on a basis which contemplates that the Company will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business. The certainty of funding future exploration expenditures and availability of sources of additional financing cannot be assured at this time and accordingly, these uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The consolidated financial statements do not include adjustments to the carrying values of recorded liabilities and related expenses that might be necessary should the Company be unable to continue as a going concern.

Principal Asset

The Company is transitioning its exploration and investment focus from uranium to lithium. The Company's Armstrong Project is the principal project in the near term. The Company continues to look for additional exploration projects. Equity investments in the Pampa Litio and LFP Projects in Argentina, and the Berlin Uranium Project in Colombia, hold great potential for the longer term.

Trends

Economic Viability of Green Shift's Deposits

The Company's financial success depends largely on the extent to which its investment projects can demonstrate their economic viability.

The Company, to date, has not produced any revenues. The sales value of any mineralization discovered by the Company is, to some extent, dependent upon factors beyond the Company's control, such as the market value of the commodities.

Financial Risk

In April 2024, the Company announced the sale of its Berlin Project for cash of \$20,000 and contingent consideration on meeting certain criteria. The Company was able to remove almost \$2.9 million of accounts payable related to the Berlin Project.

Management monitors economic conditions and estimates their impact on the Company's operations and incorporates these estimates in short-term operating and longer-term strategic decisions. See "Risk Factors" below.

Technical Disclosure

Mr. Peter Mullens, Executive Chairman of the Company, is a "qualified person" as defined by NI 43-101. Mr. Mullens has supervised the preparation of, and verified, all technical information contained in this MD&A related to the Company's projects in South America.

Selected Annual Financial Information

Selected annual financial information for the Corporation is summarized below.

Selected annual financial information for Green Shift

For Year Ended December 31,	2025	2024	2023
Net gain (loss)	\$(671,343)	\$(157,542)	\$(3,703,859)
Net gain (loss) per share (basic and fully diluted)*	\$(0.00)	\$(0.00)	\$(0.03)
As at December 31,	2025	2024	2023
Total assets	\$ 3,963,581	\$ 4,704,376	\$ 5,254,122

(*) *Green Shift losses in 2023 reflect significant exploration expense and expense from discontinued operations. The 2024 loss reflects the conversion of exploration projects to equity holdings.*

Summary of Quarterly Results

The results for the eight most recent quarters have been prepared in accordance with IFRS as listed below.

Summary of quarterly results, Green Shift

Three Months Ended (*)	Net Gain (Loss) (\$)	Basic and Diluted Loss Per Share (\$)
2025 December 31	(105,205)	(0.00)
2025 September 30	(80,887)	(0.00)
2025 June 30	(390,007)	(0.00)
2025 March 31	(95,244)	(0.00)
2024 December 31	(5,173,295)	(0.04)
2024 September 30	1,383,196	0.01
2024 June 30	4,107,941	0.04
2024 March 31	(475,384)	(0.00)
2023 December 31	(1,861,771)	(0.02)

(*)The December 2024 loss reflects accounting adjustments for the private investments received for the Colombia royalty and Argentina exploration assets. The June and September 2024 gains reflect the deemed value of the consideration received for the Colombia royalty and Argentina exploration assets. Losses in 2023 mostly reflect exploration and discontinued operations expenses. The Company's policy is to expense its exploration costs.

Valuation of Investments

Shares received in consideration for the Company's investments in Argentina and its royalty in Colombia are not publicly traded, nor are these companies actively engaged in pursuing a public listing at this time. As a result, the Company's investments in these startup operations have been valued on the basis of their balance sheets, for accounting purposes. Management and the Board continue to believe that these investments will provide value and excellent returns for the Company as the investments mature. Only when valuations can be substantiated, will they be increased. In 2024, the Company recognized a loss on valuation as compared to the acquisition valuation of the Argentina properties, of \$1.7 million and for the Colombia royalty, recognized a loss of \$3.0 million. The Company recognized a mark-to-market gain of \$2.0 million on the Jaguar investment in 2024. In 2025, the Company maintained its valuation as the Jaguar asset because the asset had not become publicly traded. The Company will recognize the increase in the Jaguar asset in its Q1 2026 financial statements.

Results of Operations for the Three Months ended December 31, 2025 and 2024

In the three months ended December 31, 2025, the Company's net loss was \$102,205 or \$0.00 per share (Q4 2024 – net loss of \$5,173,295 or \$0.04 per share). Most of the Q4 2025 loss related to general operating expenses. Most of the Q4 2024 loss related to a valuation allowance for private equity investments received in consideration for the Berlin Royalty and Argentina exploration properties (See Valuation of Investments section above).

Exploration expense for the three months ended December 31, 2025 decreased compared to those in the three months ended December 31, 2024, in both Argentina and Colombia, as the Company sold its assets in exchange for equity positions in the purchasing companies. While the Company commenced exploration at its Armstrong Lithium Project in September 2023, minimal exploration work was done in the December 2025 quarter.

Results of Operations for the Years Ended December 31, 2025 and 2024

In the year ended December 31, 2025, the Company's net loss was \$671,343 or \$0.00 per share (year ended December 31, 2024 – loss of \$157,542 or \$0.00 per share).

In 2024, while the Company initially reported a gain on sale of its Colombia Royalty and Argentina exploration properties, the private company equity received as consideration could not fully support the deemed consideration received, for accounting purposes. As a result, the Company reported a small accounting gain on exchange of these assets. Substantial future consideration could be received in the event these private companies become publicly listed. In 2025, the Jaguar investment became publicly traded and the Company reported a significant mark-to-market gain on the holding. Further, the go public resulted in a contingency payment to the Company from Jaguar of \$1 million.

Exploration expense for the year ended December 31, 2025 decreased slightly compared to those in the year ended December 31, 2024, as projects were sold. An OJEP grant was applied in 2024, against 2023 exploration expenses already incurred.

Colombia exploration expenses for in 2024 were classified as discontinuing operations. The Berlin Deposit was sold in the quarter ended June 30, 2024. However, significant expenses were incurred in Q1 2024 related to land payments, legal costs, and the effects of foreign exchange on the Colombia accounts payable. Funds were paid for assistance with the Berlin Project in Q3 2024.

The Company commenced exploration at its Armstrong Lithium Project in September 2023. In 2024, the Company received a \$74,222 grant from the Ontario Junior Exploration Program. The Company has completed its exploration commitment against this grant on the Armstrong Project.

Exploration spending for the twelve months ending December 31, 2025 and 2024.

Twelve Months Ended December 31, 2025	Concessions outside of Laguna Salada Project Argentina	Armstrong, Ontario	Total
Administrative expense	\$ 88,209	\$ -	\$ 88,209
Salaries and benefits	-	-	-
Total location costs	88,209	-	88,209
Total field costs	-	16,000	16,000
Exploration expense	-	-	-
Total	\$ 88,209	\$ 16,000	\$ 104,209

Twelve Months Ended December 31, 2024	Concessions outside of Laguna Salada Project Argentina	Armstrong, Ontario	Total
Administrative expense	\$ 150,288	\$ -	\$ 150,288
Salaries and benefits	-	-	-
Total location costs	150,288	-	150,288
Total field costs	98,040	(74,222)	23,818
Exploration expense	-	-	-
Total	\$ 248,328	\$ (74,222)	\$ 174,106

General and administrative ("G&A") expenses decreased to \$571,725 for 2025 (2024 – \$1,379,538), as professional fees were reduced with the conclusion of the Berlin sale in 2024.

Professional fees decreased in 2025, to \$356,390 (2024 - \$744,129) due to legal assistance with the Berlin Project, the sale of the exploration projects, and general corporate matters. CEO and CFO fees are also included in professional fees, with audit, accounting, and other corporate secretarial fees.

Salaries and benefits expense relates mostly to payments to directors. These amounts decreased in 2025, to \$Nil (2024 - \$55,000) as directors suspended payments until the Company's cash position improves.

Share-based expenses of \$13,698 (2024 - \$336,837) reflect non-cash expenses related to the vesting of stock options issued.

The Company incurred office lease and office furniture depreciation expenses in 2025 and 2024. The lease costs will continue for a further three years under the existing lease. Finance costs in both periods mostly related to the office lease.

The Company sold 62,850 post consolidation (pre consolidation 203,400 shares) ISO shares in 2025 for cash proceeds of \$606,862 realizing a loss of \$44,265 on disposition. Further, the Company recognized a mark-to-market gain of \$33,867 in 2025 on its remaining investments. The Company sold 18,750 post consolidation (pre consolidation 75,000 shares) ISO shares in 2024 for cash proceeds of \$326,184, and its investments in Premier American Uranium and Atha Energy Corp. for proceeds of \$83,768 in Q4 2024, realizing a gain of \$148,314 on disposition. However, the Company recognized a mark-to-market loss of \$444,978 on its portfolio of investments in 2024.

Liquidity and Capital Resources

Green Shift is an exploration company that does not have operating revenues and therefore it must utilize its current cash reserves, income from investments, funds obtained from the exercise of stock options and warrants and other financing transactions, to support planned exploration programs, to fund any further development activities and to meet ongoing obligations.

At December 31, 2025, total cash was \$2,368 (December 31, 2024 – \$85,433) and the working capital was \$3,074,247 (December 31, 2024 – \$3,717,194 working capital, excluding discontinued operations). The December 31, 2025 working capital included accounts payable and other current liabilities of \$503,090 (December 31, 2024 – \$538,204). The principal current liabilities at December 31, 2025 and December 31,

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2024 related mostly to activities from the Toronto office. The Colombia operations were sold in the June 2024 quarter, and were removed from working capital calculations.

Subsequent to December 31, 2025, the Company received \$1,000,000 related to the sale of the Berlin Deposit, when Jaguar became publicly listed.

As of the date of this MD&A, Green Shift has issued and outstanding and fully diluted shares as indicated below. The full exercise of all options and warrants could raise approximately \$4.4 million. However, as the strike price of all options and warrants is not currently in the money, such exercise is not anticipated until the market value of our shares of common stock increases in value.

Corporate equity structure.

	April 27, 2026	December 31, 2025	December 31, 2024
Common Shares	137,726,218	137,726,218	137,726,218
Warrants	42,504,400	42,504,400	66,384,370
Stock Options	13,650,000	10,650,000	12,815,000
Fully diluted	193,880,618	190,880,618	216,925,588

Green Shift's credit and interest rate risk is limited to interest-bearing assets of cash deposits. Accounts payable and accrued liabilities are short-term and non-interest bearing. The Company's liquidity risk with financial instruments is minimal as excess cash is held in major Canadian chartered banks. In addition, amounts receivable are composed mainly of federal Harmonized Sales Tax (Canada) recoveries, deposits with service providers and balances owing from related parties.

While the Company has been able to raise funds as needed, further financings or cash injections will be required in 2026 to develop the Company's Property, to meet ongoing obligations and discharge its liabilities in the normal course of business. Long-term financial success requires that the Company develops operational cash flow, which is dependent upon economically recoverable reserves as well as funding to bring such reserves into production. Materially all the Company's exploration activities are discretionary. Therefore, there is flexibility in terms of the pace and timing of exploration and how expenditures have been, or may be, adjusted, limited or deferred subject to current capital resources and potential to raise further funds. The Company will continue ongoing cost containment initiatives and manage its expenditures essential to the viability of its material Property. However, the Company will require additional funds from equity sources to meet current liabilities, maintain momentum and to complete the development of its Berlin Project, if warranted. The Company is currently pursuing multiple near-term and longer-term financing options including potential strategic investors, joint venture partnerships and merger opportunities. There is no assurance that funds can be raised upon terms acceptable to the Company, or at all. Accordingly, the Company's financial statements have been prepared on a going concern basis. Material adjustments could be required if the Company cannot obtain adequate financing. See "Risks Factors" below.

Related Party Transactions

Transactions between the Company and its subsidiaries, which are related parties of the Company, have been eliminated on consolidation. Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

The Company defines its key management personnel as its Board of Directors, Chief Executive Officer ("CEO"), and CFO, as follows:

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<u>Name</u>	<u>Position</u>	<u>Date</u>
Trumbull Fisher	Chief Executive Officer and Director	2022
Peter Mullins	Chairman and Director	2023
Marty Tunney	Director	2022
Michael Skutezky	Director	2022
John Ross	Chief Financial Officer	2010

Remuneration of the Company's Directors and key management personnel included above for the years ended December 31, 2025 and 2024 is shown below.

The related party transactions into which the Company has entered are shown below.

Summary of Green Shift's related parties.

Years ended December 31,	2025	2024
John C. Ross Consulting ⁽ⁱ⁾	\$ 90,000	\$ 90,000
Lincoln Hold Co Ltd. ⁽ⁱⁱ⁾	180,000	180,000
Director fees and consulting ⁽ⁱⁱⁱ⁾	-	55,000

- (i) Chief Financial Officer ("CFO") fees expensed to a company controlled by the current CFO of the Company. At December 31, 2025, \$25,425 is included in amounts payable and other liabilities (December 31, 2024 - \$Nil).
- (ii) Chief Executive Officer ("CEO") fees expensed to a company controlled by the current CEO of the Company. At December 31, 2025, \$35,850 is included in amounts payable and other liabilities (December 31, 2024 - \$16,950).
- (iii) Directors did not receive fees during 2025. During the year ended December 31, 2024, director monthly fees incurred were \$5,000, amounting to \$30,000. A Director also charged consulting fees of \$25,000 during the year ended December 31, 2024. At December 31, 2025, \$Nil is included in amounts payable and other liabilities.

Summary of non-cash remuneration of Directors and key management personnel of the Company.

Years ended December 31,	2025	2024
Stock-based compensation	8,380	200,394

The above noted transactions are in the normal course of business and are measured at the exchange amount, as agreed to by the parties, and approved by the Board of Directors in strict adherence to conflict of interest laws and regulations.

Off-Balance Sheet Arrangements

As of the date of this filing, the Company does not have any off-balance sheet arrangements that have, or are reasonably likely to have, a current or future effect on the results of operations or financial condition of the Company, including, and without limitation, such considerations as liquidity and capital resources.

Proposed Transactions

Discussions are in progress on possible business relationships regarding the remaining uranium exploration projects in Argentina. In addition, the Company continues to evaluate properties and corporate opportunities.

Critical Accounting Estimates & Changes in Accounting Policies

Significant assumptions about the future and other sources of estimation uncertainty that Management has made at the financial position reporting date, that could result in a material adjustment to the carrying amounts of assets and liabilities, relate to, but are not limited to, the following:

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- The Company reviews its South American property interests for impairment based on results to date and when events and changes in circumstances indicate that the carrying value of the assets may not be recoverable. IFRS 6 - Exploration for and evaluation of mineral resources and IAS 36 – Impairment of assets requires the Company to make certain judgments in respect of such events and changes in circumstances, and in assessing their impact on the valuations of the affected assets.
- The estimated useful lives of equipment. Each significant component of an item of equipment is depreciated over its estimated useful life. Estimated useful lives are determined based on current facts and experience, and take into consideration the anticipated physical life of the asset, existing long-term sales agreements and contracts, current and forecasted demand, and the potential for technological obsolescence.
- Share-based payments expense. The Company measures its share-based payments expense by reference to the fair value of the stock options at the date at which they are granted. Estimating fair value for granted stock options requires determining the most appropriate valuation model which is dependent on the terms and conditions of the grant. This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the option, volatility, dividend yield, and rate of forfeitures.

Critical Accounting Judgements

- Management's assessment of going concern and uncertainties of the Company's ability to raise additional capital and/or obtain financing to advance the mineral properties.
- Management applied judgment in determining the functional currency of the Company as Canadian Dollars and the functional currency of its subsidiaries, based on the facts and circumstances that existed during the period.
- Management's determination of no material restoration, rehabilitation and environmental exposure, based on the facts and circumstances that existed during the period.
- The measurement of income taxes payable and deferred income tax assets and liabilities requires Management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only become final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

Management of Capital

The Company manages its capital to ensure that funds are available or are scheduled to be raised to provide adequate funds to carry out its defined exploration programs and to meet its ongoing administrative costs. However, the capital markets remain challenging for junior exploration companies and there is no guarantee that funds can be raised on terms acceptable to the Company. The Company considers its capital to be equity, which comprises share capital, reserves and deficit, which at December 31, 2025, totalled \$3,393,770 (December 31, 2024 –\$4,051,415).

This capital management is achieved by the Board of Directors' review and acceptance of exploration budgets that are achievable within existing resources and the timely matching and release of the next stage of expenditures with the resources made available from private placements or other means of raising funds. The Company's capital management objectives, policies and processes have remained unchanged during the year ended December 31, 2025 and 2024. The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Section 710 of the TSX Company Manual which requires adequate working capital or financial resources such that, in the opinion of TSX, the listed issuer will be able to continue as a going concern. The TSX will consider, among other things, the listed issuer's ability to meet its obligations as they come due, as well as its working capital position, quick asset

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position, total assets, capitalization, cash flow and earnings as well as accountants' or auditors' disclosures in financial statements regarding the listed issuer's ability to continue as a going concern.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the Company's size, is appropriate.

Internal Controls Over Financial Reporting and Disclosure Controls and Procedures

There were no significant changes in the Company's internal controls over financial reporting and disclosure controls and procedures during the year ended December 31, 2025 and subsequent to December 31, 2025, being the date the CEO and CFO evaluated such internal controls, nor were there any significant deficiencies in the Company's internal controls identified requiring corrective actions.

The Company's Management, with the participation of its CEO and CFO, has evaluated the effectiveness of the Company's internal controls over financial reporting and disclosure controls and procedures. Based on that evaluation, the Company's CEO and CFO have concluded that, as of the end of the period covered by this report, the Company's disclosure controls and procedures and internal controls over financial reporting were effective to provide reasonable assurance that the information required to be disclosed by the Company in reports that it files is recorded, processed, summarized and reported, within the appropriate time periods.

The Company's Management, including the CEO and the CFO, does not expect that its disclosure controls and internal controls over financial reporting will prevent or detect all errors and fraud. A cost-effective system of internal controls, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the internal controls over financial reporting are achieved.

Financial Instruments

The Company's activities expose it to a variety of financial risks including credit risk, liquidity risk and market risk (including interest rate, foreign exchange rate, and uranium and battery commodity price risk).

Risk management is carried out by Management with guidance from the Audit Committee under policies approved by the Board of Directors. The Board of Directors also provides regular guidance for overall risk management.

Credit Risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfill its payment obligations. Green Shift's credit risk is primarily attributable to cash and amounts receivable. Most of the Company's cash is held with major Canadian chartered banks, from which Management believes the risk of loss to be minimal. Financial instruments included in accounts receivable consist of sales tax receivable from government authorities in Canada. Management believes that the credit risk with respect to financial instruments included in accounts receivable is minimal.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. Cash flow is primarily from the Company's financing activities.

As at December 31, 2025, Green Shift had total cash of \$2,368 (December 31, 2024 - \$85,433) to settle current liabilities of \$503,090 (December 31, 2024 - \$538,204). Its current financial liabilities have

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contractual maturities from less than 30 days to 365 days and are subject to normal trade terms. The Company regularly evaluates its cash position to ensure preservation and security of capital as well as maintenance of liquidity.

The Company will need to secure additional financing to meet its ongoing obligations. However, there is no assurance that it will be able to do so. See "Liquidity and Capital Resources" above.

Market Risk**Interest Rate Risk**

The Company has cash balances and its debt bears interest at a fixed rate. Its current policy is to invest excess cash in guaranteed investment certificates or interest-bearing accounts of major Canadian chartered banks. The Company regularly monitors compliance to its cash management policy.

Foreign Currency Risk

Green Shift's functional and reporting currency is the Canadian Dollar and major purchases are transacted in Canadian Dollars. As of December 31, 2025, the Company funds certain operations, exploration and administrative expenses in Argentina on a cash call basis using US Dollar currency converted from its Canadian Dollar bank accounts held in Canada. The Company maintains US Dollar bank accounts in Canada. The Company is subject to gains and losses from fluctuations in the US Dollar, the Argentinean Peso against the Canadian Dollar.

Price Risk

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

Commodity Price Risk

The Company is exposed to price risk with respect to lithium, uranium and other battery commodity prices. Commodity price risk is defined as the potential adverse impact on earnings due to the price and volatility of lithium, uranium, phosphate, vanadium, nickel and REE. The Company closely monitors the prices of these commodities to determine the appropriate course of action to be taken in terms of exploration expenditures and to ensure that its focus is on projects that have potential cost production profiles consistent with the longer-term price projections related to forecast demand and supply. Further discussion on commodity prices may be found under "Trends" above.

Sensitivity Analysis

The sensitivity analysis shown below may differ materially from actual results. Based on Management's knowledge and experience of the financial markets, we believe the following movements are "reasonably possible" over a 12-month period:

1. Cash is subject to floating interest rates. Sensitivity to a plus or minus 1% change in interest rates would not materially affect the reported loss and comprehensive loss.
2. The Company holds balances, mostly accounts payable, in foreign currencies which creates foreign exchange risk. Sensitivity to a plus or minus 10% change in foreign exchange rates against the Canadian Dollar would have a minimal affect on the reported annual loss and comprehensive loss due to the sale of exploration operations in Colombia and Argentina.
3. Lithium, uranium and battery commodity price risk could adversely affect the Company. In particular, the Company's future profitability and viability of development depends upon the world market price of uranium, vanadium, nickel, phosphate and REE. The price of these commodities has fluctuated significantly in recent years and there is no assurance that, even as commercial quantities of uranium, vanadium, nickel, phosphate and REE may be produced in the future, a profitable market will exist for them. As of December 31, 2025, the Company was not a uranium or battery commodity producer. As

a result, uranium and related mineral price risk may affect the completion of future equity transactions such as equity offerings and the exercise of stock options and warrants. This may also affect the Company's liquidity and its ability to meet its ongoing obligations.

Risk Factors

An investment in the securities of Green Shift is highly speculative and involves numerous and significant risks. Such investment should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks and who have no need for immediate liquidity in their investment. Prospective investors should carefully consider the risk factors described below, which have affected, and which in the future are reasonably expected to affect, the Company, its financial position or the trading price of its common shares.

Caution Regarding Forward-Looking Statements

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Company's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "is expected", "budget", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases or state that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. Forward-looking statements involve known and unknown risks, uncertainties and other factors, which may cause actual results to differ materially from those anticipated in such forward-looking statements. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statement.

The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

Forward-Looking Statements	Assumptions	Risk Factors
Inability to meet minimum operating commitments could impair exploration rights (see Results of Operations and Liquidity and Capital Resources)	Operating and exploration activities and associated costs will be consistent with current expectations. The Company will continue to operate, realize its assets and meet its liabilities in the normal course of business. Capital markets and financing opportunities are favourable to the Company. Sale of any investments, if warranted, on acceptable terms.	Volatility in the capital markets impacting availability and timing of financings on acceptable terms and value and liquidity of investments may affect the Company's ability to obtain funding to continue as a going concern. Increases in costs, environmental compliance and changes in environmental, other local legislation and regulation. Adjustments to currently proposed operating and exploration activities and costs. Price volatility of uranium and other commodities impacting sentiment for investment in the resource markets.
Plans, costs, timing and capital for future exploration and development of the Company's properties including the potential impact of complying with existing and proposed laws and regulations (see Highlights, Overview,	Availability of financing. Actual results of exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable. Operating, exploration and development costs will be consistent with our expectations. Ability to retain and attract skilled staff.	Changes in the capital markets impacting availability of future financings. Uncertainties involved in interpreting geological data and confirming title to acquired properties. Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations. Inability to attract and retain skilled staff.

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Forward-Looking Statements	Assumptions	Risk Factors
Outlook and Priority Exploration Projects)	All requisite regulatory and governmental approvals will be received on a timely basis on acceptable terms. Economic, political and industry market conditions will be favourable.	Increases in costs, environmental compliance and changes in environmental, local legislation and regulation, community support and the political and economic climate. Delays in obtaining applicable permits or unavailability of permits.
Management's outlook regarding future trends (see Overview, Outlook, and Priority Exploration Projects)	Availability of financing. Actual results of exploration, resource goals, metallurgical testing, economic studies and development activities will be favourable. Prices for uranium and other commodities will be as modeled in the PEAs. Fundamentals of the uranium market continue to be favourable.	Changes in the capital markets impacting availability of future financings. Price volatility of uranium and other commodities impacting the economics of our projects, appetite for investing in uranium equities and growth in the nuclear industry. Possibility of future exploration results, metallurgical test work, economic studies and development activities will not be consistent with our expectations. Increases in costs, environmental compliance and changes in economic, political and industry market climate.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond the Company's ability to predict or control. Please also make reference to those risk factors listed in the "Risk Factors" section above. Readers are cautioned that the above chart is not exhaustive of the factors that may affect the forward-looking statements, and that the underlying assumptions may prove to be incorrect. Actual results and developments are likely to differ, and may differ materially, from those expressed or implied by the forward-looking statements contained in this MD&A.

Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the Company's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking statements whether as a result of new information or future events or otherwise, except as may be required by law. If the Company does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.