

SEAHAWK VENTURES INC.
(Formerly Seahawk Gold Corp.)
Management Discussion and Analysis
For the Six Months Ended November 30, 2025

This discussion and analysis of financial position and results of operations (“MD&A”) is prepared as at January 5, 2026 and should be read in conjunction with the unaudited condensed interim financial statements for the six months ended November 30, 2025 and the audited financial statements for the year ended May 31, 2025 of Seahawk Ventures Inc. (Formerly Seahawk Gold Corp.) (the “Company”) with the related notes thereto. The unaudited condensed interim financial statements for the six months ended November 30, 2025, and comparative information presented therein, have been prepared in accordance with IFRS Accounting Standards (“IFRS”) and with International Accounting Standard 34, “Interim Financial Reporting”, as issued by the International Accounting Standards Board (“IASB”).

This discussion contains forward-looking statements that involve risks and uncertainties. Such information, although considered to be reasonable by the Company’s management at the time of preparation, may prove to be inaccurate and actual results may differ materially from those anticipated in the statements made.

Forward-Looking Statements

Certain information included in this discussion may constitute forward-looking statements. Readers are cautioned not to put undue reliance on forward-looking statements. These statements relate to future events or the Company’s future performance, business prospects or opportunities. All statements other than statements of historical fact may be forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "plan", "continue", "estimate", "expect", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar expressions. Forward-looking statements are subject to a variety of risks and uncertainties which could cause actual events or results to differ from those reflected in the forward-looking statements, including, without limitation, risks and uncertainties relating to internet and social media industry (see section “Business Risks” herein). Forward-looking information is in addition based on various assumptions including, without limitation, the expectations and beliefs of management, that the Company can access financing, appropriate equipment and sufficient labour. Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in forward-looking statements.

Description of Business

Seahawk Ventures Inc. (formerly Seahawk Gold Corp. the “Company”) was incorporated under the Business Corporations Act (British Columbia) on January 16, 2007. The Company's registered and records office is located at suite 1700 – 666 Burrard Street, Vancouver, BC V6C 2X8 and its head office is located at 909 Bowron Street, Coquitlam, BC, V3J 7W3.

The Company currently holds a 100% interest in the Touchdown Property, Xtra Point Property, and Blitz Property, all located in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

Currently, the principal activity of the Company is the acquisition and exploration of mineral resource properties in Canada.

Proposed Transactions

Letter of Intent ("LOI") with Redline Minerals Inc. ("Redline")

On October 27, 2025, the entered into a LOI with Redline Minerals Inc. ("Redline"), a private British Columbia company, to acquire a subsidiary of Redline (the "US Co") which holds interests in a group of four gold and zinc exploration properties located in Arizona and New Mexico (the "Transaction"), which is intended to result in the re-activation of Seahawk as an exploration issuer (the "Resulting Issuer") and will constitute "Fundamental Change" of Seahawk under the policies of the Canadian Securities Exchange.

Pursuant to the LOI, the Company would issue an aggregate of 15,500,000 common shares at a deemed price of \$0.40 per share (the "Consideration Shares"). The Consideration Shares will, in addition to applicable resale restrictions under securities laws, be subject to a three year escrow with releases of 10% upon closing and 15% every six months thereafter. Upon the achievement of certain to be negotiated milestones, Redline would have the right to appoint two individuals to the board of Seahawk.

The LOI is a preliminary understanding only and is intended to be replaced with a definitive agreement with respect to the proposed Transaction on or before December 26, 2025. The final structure of the Transaction is subject to change based on taxation, financial and other considerations to be reviewed by the parties. There can be no assurance that the Transaction will be completed on the terms proposed above or at all. The completion of definitive agreement is subject to satisfactory due diligence results and satisfactory negotiations between the parties.

Termination of previous proposed transactions

Termination of proposed transactions with FlexGPU Inc. ("FlexGPU") and Alluvial Capital Corp. ("Alluvia")

On February 14, 2025, the Company entered into a Share Purchase Agreement with two shareholders (the "Vendors") of FlexGPU Inc. ("FlexGPU") which owns a 10 acre of property in Williams County, North Dakota, United States of America. On June 17, 2025, the Company entered into an Amended and Restated Share Exchange Agreement (the "Amended Agreement") with FlexGPU and its holders. Pursuant to the Amended Agreement, the Company will issue 4,450,000 shares to the shareholders of FlexGPU.

On June 17, 2025, the Company entered into a binding Definitive Share Exchange Agreement (the "Alluvial Agreement") with Alluvial Capital Corp. ("Alluvial") and its shareholders, which will involve the acquisition by the Company of all of the issued and outstanding shares of Alluvial (the "Transaction").

On October 22, 2025, both agreements were terminated and the Company has no further obligation.

Technical update

The Company is pleased to report the initial assay results of the fall 2019 grass roots diamond drill program on the company's Touchdown, and Blitz properties located in the Urban-Barry Gold Camp where Osisko Mining (Windfall) and Bonterra Resources (Moroy and Barry) are evaluating their properties at the advanced exploration stage.

The results below clearly indicate there is an appreciable amount of gold in the mineralizing systems and there is a very high probability of discovering higher grade and wider zones along strike and at depth. The presence of sulphide mineralization is significant.

Highlights of 2019 Exploration Diamond Drill Program

Touchdown Property

- The diamond drilling intersected numerous Au intersections, the best being 5.2 g/t Au over 4.1 m including 7.26 g/t Au over .7 m, 4.5 g/t Au over 1.6 m and 13.78 g/t Au over 1.00 m in Hole TD-19-01.
- Another high grade intersection returned 13.32 g/t Au over 1.6m lower down the hole.
- Numerous highly anomalous (.4 g/t Au to .5 g/t Au) intersections over varying widths were returned in Holes TD-19-01, 02, 06, 07, 08 and 11.
- All the significant Au assays are observed to be associated with sulphide mineralization.

Blitz Property

- The significant intersections were in Hole BE-19-01 which returned 1.1 g/t Au over 4.4 m including 1.53 g/t Au over 1.1 m.
- Wide highly anomalous intersections of .42 g/t Au over 14.7 m or .40 g/t Au over 16.6 m were also intersected in Hole BE-19-01.
- All the significant Au assays are observed to be associated with sulphide mineralization.

The Touchdown Property is located approximately 20 km east of Bonterra's Gladiator Property. The Blitz Property is located approximately 5 km north-west of the Grevet Mine and 30 km north-north-east of the town of Lebel sur Quevillion in the near northwestern region of Quebec.

On the Touchdown and Blitz Properties, the grass roots diamond drill program was extremely successful in discovering numerous new Au zones in areas where no previous diamond drilling has ever been completed. These Au intersections range from highly anomalous to high grade and vary in width from .1 meters to 4.4 meters.

2019 Drilling Au Assays – Significant Intersections

Touchdown Property

DDH No.	Core Size	From (m.)	To (m.)	Width (m)	Au (g/t)	Project
TD-19-01	NQ	25.1	25.8	0.70	7.29	Touchdown
TD-19-01	NQ	24.20	25.80	1.60	4.50	Touchdown
TD-19-01	NQ	27.30	28.30	1.00	13.78	Touchdown
TD-19-01	*WA	24.20	28.30	4.10	5.20	Touchdown
TD-19-01	NQ	74.65	74.85	0.20	1.80	Touchdown
TD-19-01	NQ	130.70	132.30	1.60	13.32	Touchdown
TD-19-02	NQ	48.20	48.32	0.12	2.00	Touchdown
TD-19-02	NQ	60.90	61.60	0.70	0.70	Touchdown
TD-19-02	NQ	61.60	62.00	0.40	6.10	Touchdown
TD-19-02	*WA	60.90	64.00	3.10	1.10	Touchdown
TD-19-02	NQ	137.70	139.20	1.50	5.30	Touchdown
TD-19-07	NQ	38.70	39.60	0.90	1.74	Touchdown
TD-19-07	NQ	39.60	40.65	1.05	0.81	Touchdown
TD-19-07	NQ	45.00	45.20	0.20	0.68	Touchdown
TD-19-07	NQ	48.30	48.45	0.15	17.79	Touchdown
TD-19-07	*WA	45.00	49.45	4.45	0.65	Touchdown
TD-19-07	NQ	58.10	58.20	0.10	7.50	Touchdown
TD-19-07	NQ	65.90	66.05	0.15	0.60	Touchdown
TD-19-08	NQ	35.50	36.50	1.00	0.72	Touchdown
TD-19-11	NQ	148.40	148.90	0.50	0.54	Touchdown
TD-19-11	NQ	160.60	161.60	1.00	0.52	Touchdown
*WA - Weighted Average						

Blitz Property

BE-19-01	NQ	72.60	73.70	1.10	1.53	Blitz
BE-19-01	NQ	73.70	74.80	1.10	1.21	Blitz
BE-19-01	NQ	74.80	75.90	1.10	0.86	Blitz
BE-19-01	*WA	71.50	75.90	4.40	1.10	Blitz
BE-19-01	NQ	80.65	81.70	1.05	0.47	Blitz
BE-19-01	*WA	68.00	82.70	14.70	0.42	Blitz
BE-19-01	NQ	86.70	87.20	0.50	0.95	Blitz
BE-19-01	*WA	71.50	88.05	16.55	0.40	Blitz
*WA - Weighted Average						

Laboratoire Expert Inc. of Rouyn-Noranda, Quebec completed all of the assaying.

Based on the very significant and encouraging results obtained in the 2019 grass roots diamond drill program, the company is preparing a multi-discipline exploration program including line cutting, magnetometer, and deep penetrating induced polarization geophysical surveys (to locate the areas of sulphide concentrations along strike and at depth) and a minimum 5,000 meter diamond drill program to further evaluate the Touchdown and Blitz Properties.

The management is extremely pleased and encouraged by the results received to date from the 2019 Diamond Drill Program on the Touchdown and Blitz Properties. We remind shareholders and other investors that these important results are from the grass roots drill program, evaluating magnetic features on properties that were never drill evaluated in the past.

These results clearly indicate there is an appreciable amount of gold in the mineralizing systems and there is a very high probability of discovering higher grade and wider zones along strike and at depth.

The drill program was completed between October and December 2019 and included 18 diamond drill holes totaling 3,075 meters.

This technical information in this MD&A was reviewed by Mitchell E. Lavery P.Geo., Seahawk Gold Corp. President and non-arm's length Qualified Person under NI-43-101.

Mineral Properties

	<i>Touchdown Property</i>	<i>Xtra Point Property</i>	<i>Blitz Property</i>	<i>Total</i>
Balance, May 31, 2024	\$ 724,226	\$ 18,669	\$ 1,246,249	\$ 1,989,144
Exploration				
Mining taxes	-	-	16,415	16,415
General exploration	600	-	600	1,200
Quebec mining tax credit	-	-	(33,016)	(33,016)
Write-off of mineral properties	(724,826)	(18,669)	(1,230,248)	(1,973,743)
Balance, May 31, 2025	-	-	-	-
Exploration				
General exploration	-	-	1,200	1,200
Balance, November 30, 2025	\$ -	\$ -	\$ 1,200	\$ 1,200

Touchdown Property, Quebec

On August 2, 2017, the Company entered into a Property Purchase Agreement (the “Agreement”) with RSD Capital Corp. and Michel A. Lavoie (the “Vendors”) to acquire the Touchdown Property comprising 48 mineral claims in the Urban-Barry Greenstone Belt region within the Abitibi sub-province, Quebec, Canada.

The Agreement provides that the Company will acquire a 100% interest in the Touchdown Property in consideration for payment to the Vendors of an aggregate of \$60,000 (paid), and issuing total of 400,000 common shares (issued, valued at \$156,000) of the Company. The Vendors will retain a 2% NSR on the Touchdown Property. The Company may elect to purchase one-half of the NSR from the Vendors for a payment of \$1,000,000, thereby leaving the Vendors with the remaining 1%.

The Company also issued 150,000 shares (valued at \$58,500) as finder’s fee in connection with the acquisition.

Xtra Point Property, Quebec

In April 2018, the Company acquired from an arm's length vendor a 100% interest in the Xtra Point Property located in the Urban BarryGold Camp, Barry Township, Québec. In consideration for the Xtra Point Property, the Company has issued the vendor 10,000 common shares (issued, valued at \$4,200). The vendor retains a 2% net smelter return royalty on the property. The Company has the option to reduce the royalty to a 0.5% net smelter return royalty for a cash payment to the vendor of \$1,000,000.

Blitz Property, Quebec

In August 2018, the Company entered into a property purchase agreement with Mitchell E. Lavery, a director of the Company, to acquire 100% interest in the Blitz Property located in Urban-Barry Greenstone Belt, Quebec. As per the agreement, the Company will pay Mr. Lavery \$8,000 in cash and has issued 1,650,000 shares (issued and valued at \$627,000), subject to a 2.5% net smelter return royalty.

Impairment

As of May 31, 2025, the Company recognized impairment of \$1,973,743 on the Touchdown Property, Xtra point Property and Blitz Property, due to a lack of significant exploration expenditure in the past two fiscal years. The Company still owns legal titles of all the properties.

Results of Operations

During the six months ended November 30, 2025, the Company incurred a net loss of \$156,015 compared with a loss of \$73,284 during the six months ended November 30, 2024. The loss was mainly comprised of the following items:

- Management fees of \$Nil (2024 - \$27,500) consisted of \$Nil (2024 - \$15,000) accrued to the Chief Executive Officer (“CEO”) and \$Nil (2024 - \$12,500) accrued to the Chief Financial Officer (“CFO”).
- Professional fees of \$49,253 (2024 - \$21,166) was mainly legal, auditing fees, accounting, and tax preparation fees. The higher fees in current period is related to \$12,888 of legal fees and \$15,000 valuation fees in relation with the two previously announced proposed transactions.
- Shareholder cost and corporate communication of \$71,149 (2024 - \$12,575) were mainly costs associated with news filing and marketing activities. The increase during the current six month period is due to \$60,000 marketing consulting fees paid by shares.
- Transfer agent and filing fees of \$16,076 (2024 - \$10,323) were for the monthly transfer agent maintenance, monthly CSE fees and SEDAR filing fees. The higher fees in the current six month period was due to the preparation of AGM and news filings related to the two previously announced proposed transactions.
- Travel expenses of \$12,397 (2024 - \$Nil) were related to CEO travelling to Toronto for meetings and conferences.

During the three months ended November 30, 2025, the Company had a loss of \$59,378 compared with a loss of \$26,695 during the three months ended November 30, 2024. The loss was mainly comprised of the following items:

- Management fees of \$Nil (2024 - \$9,000) consisted of \$Nil (2024 - \$5,000) accrued to CEO and \$Nil (2024 - \$4,000) accrued to CFO.
- Professional fees of \$26,900 (2024 - \$12,300) of current period was mainly tax filing fees and \$15,000 (2024 - \$Nil) valuation fees.
- Shareholder cost and corporate communication of \$10,159 (2024 - \$1,250) were mainly costs associated with news filing and marketing activities.
- Travel expenses of \$12,397 (2024 - \$Nil) were related to CEO travelling to Toronto for meetings and conferences.

Quarterly Information

	Three months ended November 30, 2025	Three months ended August 31, 2025	Three months ended May 31, 2025**	Three months ended February 28, 2025
Total Assets	\$ 135,579	\$ 207,542	\$ 252,674	\$ 2,253,506
Working capital (deficiency)	(41,887)	17,491	55,328	165,682
Net loss for the period	(59,378)	(96,637)	(2,095,454)	(37,930)
Net loss per share	(0.00)	(0.00)	(0.06)	(0.00)

	Three months ended November 30, 2024	Three months ended August 31, 2024	Three months ended May 31, 2024*	Three months ended February 29, 2024
Total Assets	\$ 2,272,354	\$ 2,320,494	\$ 2,366,572	\$ 2,967,792
Working capital (deficiency)	155,383	182,077	244,459	(462,445)
Net loss for the period	(26,695)	(46,590)	(92,817)	(22,020)
Net loss per share	(0.00)	(0.00)	(0.00)	(0.00)

* During the three months ended May 31, 2024, the company recorded a debt forgiveness of \$688,900 and write-off of mineral property of \$547,109.

* During the three months ended May 31, 2025, the Company recognized impairment of \$1,973,743 on the Touchdown Property, Xtra point Property and Blitz Property, due to a lack of significant exploration expenditure in the past two fiscal years. The Company still owns legal titles of all the properties

Liquidity and Capital Resources

The Company commenced fiscal 2026 with a working capital of \$55,328 and cash of \$151,466 As at November 30, 2025, the Company had a working capital deficiency of \$41,887 and cash of \$30,834.

Net cash used in operating activities for the current six month period was \$119,432 (2024 - \$70,846). The net cash used in operating activities for the period consists primarily of the operating loss and a change in non-cash working capital items.

Net cash used in investing activities during the current six month period consists of \$1,200 (2024 - \$15,792) spent on exploration expenses.

There were no cash financing activities during the current six months ended November 30, 2025 or 2024.

The Company will need to raise funds through debt or equity offerings in order to have sufficient working capital to sustain its operations for the next 12 months.

Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined that key management personnel consists of members of the Company's Board of Directors and corporate officers.

Except as disclosed elsewhere in the financial statements, during the six months ended November 30, 2025, the Company entered into the following transactions with related parties:

- (a) The Company paid or accrued management fee of \$Nil (2024 - \$12,500) to the Chief Financial Officer ("CFO").
- (b) The Company paid or accrued management fees of \$Nil (2024 - \$15,000) to the Chief Executive Officer ("CEO").

Amounts due to related parties are unsecured, non-interest bearing and had no specific terms of repayment.

Off Balance Sheet Arrangements

The Company has no off Balance Sheet arrangements.

Commitments

The Company has no commitments.

Financial and Capital Risk Management

As at November 30, 2025, the Company's financial instruments comprise cash, and accounts payable and accrued liabilities. The carrying values of cash and accounts payable and accrued liabilities approximate their fair values due to the relatively short periods to maturity of these financial instruments.

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit Risk

Credit risk is the risk of financial loss because a counter party to a financial instrument fails to discharge its contractual obligations.

The carrying amount of the Company's financial instruments best represents the maximum exposure to credit risk.

Liquidity Risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. As at November 30, 2025, the Company had a cash balance of \$30,834 (May 31, 2025 - \$151,46657) and current liabilities of \$79,866 (May 31, 2025 - \$100,946).

The Company has historically relied on equity and debt financings to satisfy its capital requirements and will continue to depend heavily upon equity capital and debt to finance its activities. There can be no assurance the Company will be able to obtain the required financing in the future on acceptable terms.

Interest rate risk

The Company is not exposed to risk in the event of interest rate fluctuations. The Company has not entered into any interest rate swaps or other financial arrangements that mitigate the exposure to interest rate fluctuations.

Foreign currency risk

The Company's functional currency is the Canadian dollar and the majority of its purchases are transacted in Canadian dollars. From time to time, the Company funds certain operations, exploration and administrative expenses in US dollars on a cash call basis using US currency converted from its Canadian dollar bank accounts held in Canada. Management believes the foreign exchange risk derived from currency conversions is not significant and therefore does not hedge its foreign exchange risk.

Equity price risk

Equity price risk arises from market fluctuations in equity prices that could adversely affect the Company's operations. The Company's current exposure to equity price risk is limited to declines in the values and volumes including those of its own shares, which could impede its ability to raise additional funds when required.

Capital management

The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition or participation in a business subject to receipt of shareholder approval and acceptance by

regulatory authorities. The Company relies mainly on equity issuances and loans from related parties to raise new capital. In the management of capital, the Company includes the components of shareholders' equity (deficiency). The Company prepares annual estimates of operating expenditures and monitors actual expenditures compared to the estimates in an effort to ensure that there is sufficient capital on hand to meet ongoing obligations. The Company's investment policy is to negotiate premium interest rates on savings accounts or to invest its cash in highly liquid short-term deposits with terms of one year or less and which can be liquidated at any time without interest penalty. The Company will require additional financing in order to provide working capital to fund costs for the current year. These financing activities may include issuances of additional debt or equity securities.

The Company currently is not subject to externally imposed capital requirements. There were no changes in the Company's approach to capital management.

Significant Accounting Policies, Critical Judgments and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results may differ from those estimates. Estimates are reviewed on an ongoing basis based on historical experience and other factors that are considered to be relevant under the circumstances. Revisions to estimates on the resulting effects of the carrying amounts of the Company's assets and liabilities are accounted for prospectively. All of the Company's significant accounting policies and estimates are included in Notes 2 and 3 of its audited financial statements for the year ended May 31, 2025.

Subsequent Events

None

Outstanding Share Data

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

	Number of shares Issued or issuable
Common shares	36,774,916
Stock options	500,000
Warrants	-

Corporate Governance

The Company's Board of Directors follows recommended corporate governance guidelines for public companies to ensure transparency and accountability to shareholders. The Audit Committee of the Company fulfills its role of ensuring the integrity of the reported information through its review of the interim and audited annual financial statements prior to their submission to the Board of Directors for approval.

The Audit Committee, comprised of three directors, all of whom are independent, meets with management of the Company on a quarterly basis to review the financial statements, including the MD&A, and to discuss other financial, operating and internal control matters as required.

Directors and Officers: (as at the date of this MD&A):

Giovanni Gasbarro: Chief Executive Officer and Director

Bruno Gasbarro: Chief Financial Officer and Director

Mitchell E. Lavery: President and Director

Salvatore Giantomaso: Director

Richard L. Tremblay: Director

Company contact:

Bruno Gasbarro @ 604-725-2700

On behalf of the Board of Directors

“Bruno Gasbarro”

Bruno Gasbarro – January 5, 2026