



CUPANI METALS CORP. (formerly IC Capitalight Corp.)

Management's Discussion and Analysis (MD&A)

For the year ended December 31, 2025 and 2024

Expressed in Canadian Dollars

CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

Certain statements contained in this document constitute forward-looking information within the meaning of applicable Canadian securities legislation. Generally, forward-looking information can be identified by the use of forward-looking terminology such as “plans,” “expects,” or “does not expect,” “is expected,” “budget,” “scheduled,” “goal,” “estimates,” “forecasts,” “intends,” “anticipates,” or “does not anticipate,” or “believes” or variations of such words and phrases or statements that certain actions, events or results “may,” “could,” “would,” “might,” or “will be taken,” “occur,” or “be achieved”.

Forward-looking information includes, but is not limited to, information with respect to certain expectations regarding the fair value of the Company’s investments and management’s expectations regarding our future growth, results of operations, performance and business prospects and opportunities including statements related to the development of existing and future property interests, availability of financing and projected costs and expenses. Forward-looking statements consist of statements that are not purely historical, including any statements regarding beliefs, plans, expectations or intentions regarding the future. Such statements are subject to risks and uncertainties that may cause actual results, performance or developments to differ materially from those contained in the statements. No assurance can be given that any of the events anticipated by the forward-looking statements will occur or, if they do occur, what benefits we will obtain from them. These forward-looking statements reflect management’s current views and are based on certain assumptions and speak only as of the date of this report. These are based on current expectations, estimates and assumptions that involve known and unknown risks, uncertainties and other factors that could cause actual results to vary and, in some instances, to differ materially from those anticipated by the Company and described in the forward-looking statements. These risks include, but are not limited to, access to sufficient capital, legal and accounting risks, potential loss of key personnel, sales and marketing issues, operating cost overruns, technology issues, title disputes and compliance with various regulators. A number of risks and uncertainties could cause our actual results to differ materially from those expressed or implied by the forward-looking statements, including: (1) a downturn in general economic conditions, (2) a decreased demand or price of our research products (3) a decreased value of our investments, (4) inability to locate, acquire or divest of mineral property interests, (5) the uncertainty of our operating costs, (6) potential negative financial impact from regulatory investigations, claims, lawsuits and other legal proceedings and challenges, and (7) other factors beyond our control. There is a significant risk that such forward-looking statements will not prove to be accurate.

Readers are cautioned that the foregoing list is not exhaustive of all factors and assumptions which may have been used. Although the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking information, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such information will prove to be accurate, as actual results and future events could differ materially from those anticipated in such information. Accordingly, readers should not place undue reliance on forward-looking information. The forward-looking information contained herein is presented for the purposes of assisting investors in understanding the Company’s expected financial and operating performance and the Company’s plans and objectives and may not be appropriate for other purposes.

The Company does not undertake to update any forward-looking information, except in accordance with applicable securities laws.

Additional information about these and other assumptions, risks and uncertainties are set out in the section entitled “Risk Factors” below.

INTRODUCTION

This Management’s Discussion and Analysis (“MD&A”) dated April 30, 2026 of Cupani Metals Corp. (formerly IC Capitalight Corp.) (“Cupani”, “we”, “our” or “the Company”) should be read in conjunction with Company’s Consolidated Financial Statements (“Financial Statements”) for the year ended December 31, 2025 and 2024, that were prepared in accordance with International Financial Reporting Standards (“IFRS”) International Accounting Standard as issued by the International Accounting Standards Board (“IASB”).

All amounts are in Canadian dollars, unless otherwise indicated.

EXECUTIVE SUMMARY

Cupani is incorporated under the British Columbia Business Corporations Act and its common shares are listed on the Canadian Securities Exchange (the “Exchange”) under the symbol “CUPA”. The Company has a fiscal year-end of December 31, and its registered office is at 1500 Royal Centre, P.O. Box 1117, 1055 West Georgia Street, Vancouver, BC, V6E 4N7. The Company was originally listed as Rockland Minerals Corp. in July 2010 via an Initial Public Offering. Following various management and insider changes the Company was named IC Capitalight Corp. from 2019 until 2024. From December 2024 the Company has been named Cupani Metals Corp. The Company divested certain non-core assets which no longer align with the Company’s longer-term strategy on 31 December 2025

Cupani is a mineral exploration company focused on the acquisition, exploration and evaluation of mineral properties, including exploration of the Blue Lake project Cu-Ni-Pt-Pd property near Schefferville, Quebec. Starting in 2009 the Company has been accumulating exploration claims over and surrounding copper nickel platinum palladium occurrences drilled in the 1980s by another unrelated company now defunct. Cupani now holds 1,390 claims covering 682 square kilometers of prospective surface lithology. The known occurrences are interpreted as magmatic with processes which is believed to have remobilized and concentrated the platinum group elements. The magmatic mineralized occurrences in the Blue Lake project are similar to ore deposits in the Raglan belt of the Cape Smith belt, in northern Québec.

The Company accepts the risks that are inherent to mineral exploration. These risks are discussed in greater detail in the “Risk Factors” section of this MD&A.

HIGHLIGHTS AND MILESTONES

The following section contains “forward-looking statements” and “forward-looking information” within the meaning of applicable securities laws. The manner and extent that the pandemic, and measures taken because of the pandemic by governments and others, will affect the Company in ways that cannot be predicted with certainty. See the *Cautionary Statement Regarding Forward-Looking Information* in this MD&A for a discussion of assumptions and risks relating to such statements and information and a discussion of certain risks facing the Company relating to the pandemic.

Highlights

In May 2024, the Company initiated a greenfield exploration program at the Blue Lake property that continued until August 2024. The 2024 exploration programs were helicopter supported and included fieldwork by geological teams and a ground gravity survey over an area covering the historical resource. Geochemical assays from nearly 700 surface rock samples were sent to an independent laboratory with all results received in November 2024. The property is 682 square kilometres with a pre-existing historical resource that includes copper, nickel, platinum and palladium. The Pogo, Center and Blue lake deposits contain a historical resource (1989, taken from Ivanov 2013, not 43-101 compliant) totalling 4.3 Mt at 0.87% Cu, 0.52% Ni, 0.64 g/t Pd+Pt.

The 2024 program’s highlight was the discovery of a new mineralized zone, named the Cancun zone, located in an underexplored sector of the property that returned results reaching up to 1% Cu-Eq within semi-massive to massive sulfides horizons associated with sedimentary units, a geological completely different than the one at the Blue Lakes and Pogo mineralized zones. The Cancun zone also demonstrated gold potential with a grab sample yielding 1.93 g/t Au, amongst other anomalous analytical results.

In February 2025 a field visit to the area was conducted to sample some of the small trenches over several of the Cancun showings, and to evaluate a possible winter road from Schefferville to the project.

In June 2025, exploration work resumed and continued until October 2025. On average the 2025 summer exploration team numbers 15 people inclusive of geologists, technicians, pilots, cook and camp personnel. It also included a Mag and EM survey covering significant portions of the property. In September 2025 Cupani announced a significant new geological interpretation and the discovery of two new mineralized zones distant from known mineralization. The new interpretation highlights a 1.5 km by 12 km high-potential corridor composed of a series of interpreted fertile ultramafic sub-volcanic conduits. In March 2026 Cupani began a drilling campaign focused on the high-potential corridor.

Milestones

During the next 12 months, the Company will focus on the following:

- Collate the 2026 drill results with the 2025 and 2024 exploration results under an objective of understanding mineralization processes and future planning of exploration programs
- Plan and execute subsequent exploration campaigns at the Blue Lake property including continuation of drilling campaign in 2026.

EXPLORATION AND EVALUATION PROPERTIES

On June 30, 2008, the Company entered into an option agreement to earn a 100% interest in certain Blue Lake claims from a prospector. In 2014, additional VTEM airborne and Pt-Pd sampling data were acquired from Anglo American Exploration (Canada). On July 21, 2020, the Company announced it staked 194 high priority claims in the Blue Lake South area and renamed the claims as the Blue Lake Property. On May 19, 2023, the Company completed the acquisition of 12 mineral claims from two vendors through the issuance of 1,000,000 common shares of the Company valued at \$65,000 based on a closing price of \$0.065 per common share and cash payment of \$45,000 and a 1% net smelter royalty that can be repurchased at any time for a payment of \$1,000,000. The Company was awarded 5 fractional mineral claims upon the dissolution of a La Fosse Platinum Group Inc. Special Mining Lease. During the year ended December 31, 2024, the Company staked an additional 702 claims. During the year ended December 31, 2025, the Company staked an additional 59 claims.

In Q4 2025 Cupani closed a purchase from Prospector Metals Corp. of 321 exploration claims making Cupani the only significant exploration claim holder in the Blue Lake project region.

During the year ended December 31, 2025, the Company entered into an option agreement (the “Option Agreement”) to purchase an undivided interest in the Nemo Project comprising 321 exploration claims located in the southern Labrador Trough, Quebec (the “Property”). These properties are located 80km northeast of Schefferville, Quebec and interlock with the Company’s existing claims. Pursuant to the Option Agreement, the Company agreed to pay for the following consideration:

- On or before August 23, 2025, pay requisite renewal fees in the amount of \$14,850 (completed);
- On or before September 18, 2025, pay requisite renewal fees of \$38,115 and complete a minimum of \$31,185 in exploration work (completed);
- Upon exercise of the Option by the Company, grant a perpetual royalty in respect of the products derived from the Property equal to one-half of one percent (0.5%) of net smelter returns on all minerals produced from the Property, and which can be purchased entirely for a one-time cash payment of \$500,000; and
- Issue 625,000 common share purchase warrants each entitling the holder to acquire one common share of the Company at an exercise price of \$0.16 per share, vesting on February 1, 2026, and expiring three years from issuance, exercisable only after February 1, 2026.

The Company accepts the risks that are inherent to mineral exploration. These risks are discussed in greater detail in the “Risk Factors” section of this MD&A.

SUBSCRIPTION RESEARCH BUSINESS

Until December 31, 2025, when the research business was sold, Capitalight Research Inc. operated a proprietary subscription research business which was focused on equity technical analysis, the fundamentals of gold, silver and critical metals sectors, and the North American economic environment. Capitalight Research published weekly and monthly research under several brands. Customers typically subscribed on an annual basis for several of the research products. Our subscriber base consisted primarily of gold and silver mining companies interested in our commodity price forecasts, investment funds and wealth management companies interested in our bond and economic forecasts, and retail investors interested in technical analysis. Our clients used our research products to inform their investment decisions, make capital allocation decisions, complete treasury operations and complete business risk assessments.

Pursuant to the Asset Purchase Agreement, the Company sold the existing customer lists, records and contracts as well as the business trade names, domains, websites and email addresses for cash consideration of \$1 on close, an annual revenue royalty from the purchaser of 5% of all annual revenues up to \$330,000, and 8% of annual revenues above \$330,000 until January 1, 2031, complimentary subscriptions to all research reports until January 1, 2031 and thrice publishing rights to the business operations database for non-paying and past paying entries until January 1, 2031. In addition, any revenues collected prior to January 1, 2026 would remain with the Company. The Company has estimated the components of the consideration received and the gain on the disposition of the research business segment as follows:

Cash consideration	\$ 1
Contingent consideration (revenue royalty)	63,799
Prepaid expenses (complimentary subscriptions)	43,294
Revenues collected prior to January 1, 2026	77,962
Total consideration	185,056
Less: carrying value of intangible assets	(15,137)
Gain on disposition of research business segment	\$ 169,919

RESULTS OF OPERATIONS

Following the Company's disposition to of the research business segment during the year ended December 31, 2025, the Company has two operating segments, consisting of the mineral exploration properties and securities investments.

Financial Results for the twelve and three months ended December 31, 2025 and 2024

	Year Ended December 31, 2025	Year Ended December 31, 2024	Three Months Ended December 31, 2025	Three Months Ended December 31, 2024
Exploration properties segment				
Exploration and evaluation expenses	\$ 3,059,810	\$ 1,642,220	\$ 198,788	\$ 395,161
Travel	119,457	54,889	15,945	33,483
Total exploration and evaluation expenses	3,179,267	1,697,109	214,733	428,644
Exploration properties segment income (loss)	(3,179,267)	(1,697,109)	(214,733)	(428,644)
Investment segment				
Consulting revenues	-	95,898	-	-
Realized gain (loss) on investments	(686)	2,310	-	-
Unrealized (loss) gain on investments	12,373	4,886	-	(3,093)
Investments income	28,095	58,957	8,638	10,040
Total investment segment income (loss)	39,782	162,051	8,638	6,947
Total segments income (loss)	(3,139,485)	(1,535,058)	(206,095)	(421,697)
General and administrative expenses				
Consulting fees	261,709	240,375	100,000	110,875
Professional and legal fees	283,312	228,333	83,108	143,675
Office and administrative	435,550	473,135	132,667	212,100
Public filing fees	16,608	2,543	16,608	-
Insurance expenses	20,199	10,408	6,014	2,500
Travel	20,111	12,996	8,912	(4,080)
Total general and administrative expenses	1,037,489	967,790	347,309	465,070
Interest expense	5,258	45,990	5,258	2,093
Depreciation	27,940	-	13,040	-
Amortization of brand value	-	-	-	-
Share-based compensation	1,201,964	45,932	(80,948)	45,932
Flow through premium	(201,060)	(252,336)	532,123	(10,221)
Foreign exchange (gain) loss	3,600	(353)	3,716	(213)
Net loss from continued operations	\$ (5,214,676)	\$ (2,342,081)	(877,664)	\$ (924,358)

Discussion of the year ended December 31, 2025 and 2024

The Company realized a net loss and comprehensive loss of \$5,107,631 (2024: \$2,326,031).

The exploration segment generated a loss of \$3,179,267 (2024: \$1,697,109) related to the continuation and expansion of an exploration program of the Blue Lake mineral claims that commenced in late fiscal 2024 that continued through 2025.

The legacy investment segment generated income of \$39,782 (2024: \$162,051) as a result of returns on the Company's investments and consulting revenues earned during the year ended December 31, 2025.

General and administrative costs increased to \$1,037,489 (2024: \$967,790) as a result of additional expenses related to advertising and marketing to investors and fees related to the Company's OTC listing.

The Company also incurred share-based compensation expense of \$1,201,964 (2024: \$45,932) as a result of the grant of 7,550,000 stock options during the year ended December 31, 2025.

During the year ended December 31, 2025, the Company sold its research business segment. During the year ended December 31, 2025, the research business segment generated income of \$107,045 (2024: income of \$16,050) which was primarily driven by a gain on the disposition of the segment of \$169,919. Research revenues decreased to \$294,711 (2024: \$420,591) and research expenses decreased to \$357,585 (2024: \$404,541) during the year ended December 31, 2025.

Discussion of the three months ended December 31, 2025 and 2024

The Company realized a net loss and comprehensive loss of \$734,337 (2024: net loss and comprehensive loss of \$917,406).

The exploration segment generated a loss of \$214,733 (2024: loss of \$428,644) related to the continuation and expansion of an exploration program of the Blue Lake mineral claims that commenced in late fiscal 2024 that continued through 2025.

The legacy investment segment generated income of \$8,638 (2024: income of \$6,947) as a result of returns on the Company's investments.

General and administrative costs decreased to \$347,309 (2024: \$465,070). The three month period ended December 31, 2024 saw the start of an advertising and marketing campaign aimed at investors that continued through the earlier part of the year ended December 31, 2025.

During the three months ended December 31, 2025, the Company's sold its research business segment. During the three months ended December 31, 2025, the research business segment generated income of \$148,929 (2024: \$6,952) which was primarily driven by a gain on the disposition of the segment of \$169,919. Research revenues decreased to \$56,441 (2024: \$96,155) and research expenses decreased to \$77,431 (2024: \$89,203) during the three months ended December 31, 2025.

STATEMENT OF FINANCIAL POSITION

Cash and Cash Equivalents

Cash and cash equivalents increased to \$3,764,248 (December 31, 2024: \$1,104,430), which are deposited with major financial institutions in Canada.

Accounts Receivable

Accounts receivables decreased to \$1,383 (December 31, 2024: \$10,105) primarily as a result of the sale of the research business segment. Except for investment evaluation revenues, all research division accounts receivable over 90 days are fully provisioned as bad debts unless subsequently collected.

Investments

During the year ended December 31, 2025, the Company disposed of its entire investment portfolio which consisted of 103,110 common shares of Prospector Metals Corp.

During the year ended December 31, 2025, the Company:

- Recognized unrealized gains of \$12,373 on the revaluation of common shares.
- Recognized a realized loss of \$686 on the disposition of common shares.
- Recognized interest income on its cash equivalents of \$28,095.

As of December 31, 2025, the investment portfolio consisted of the following:

	As at December 31, 2024	Purchases (Non-Cash)	Purchases (Cash)	Disposition Net Proceeds	Realized Gains (Losses)	Unrealized Gains (Losses)	As at December 31, 2025
Common shares	\$ 10,311	\$ -	\$ -	\$ (21,998)	\$ (686)	\$12,373	\$ -

Exploration Assets

As of December 31, 2025, the carrying value of Blue Lake property was \$1 (December 31, 2024: \$1).

Property, Plant and Equipment

Cost	Equipment	Vehicles	Machinery and Equipment	Total
Balance, December 31, 2023	\$ 1,780	\$ -	\$ -	\$ 1,780
Additions	-	-	-	-
Balance, December 31, 2024	1,780	-	-	1,780
Additions	-	225,751	151,517	377,268
Balance, December 31, 2025	\$ 1,780	\$ 225,751	\$ 151,517	\$ 379,048
Accumulated Depreciation				
Balance, December 31, 2023	863	\$ -	\$ -	\$ 863
Depreciation	440	-	-	440
Balance, December 31, 2024	1,303	-	-	1,303
Depreciation	110 ⁽¹⁾	-(⁽²⁾)	24,319	24,429
Balance as of December 31, 2025	1,413	-	24,319	25,712
Net carrying amount, December 31, 2025	\$ 367	\$ 225,751	\$ 127,198	\$ 353,316
Net carrying amount, December 31, 2024	\$ 477	\$ -	\$ -	\$ 477

⁽¹⁾ During the year ended December 31, 2025, depreciation expense of \$110 related to the Company's equipment was charged to loss from discontinued operations.

⁽²⁾ As at December 31, 2025, the Company's vehicle was not yet ready for use. As such, no depreciation expense was recorded during the year ended December 31, 2025.

Right of Use Assets

the term of the lease of four years on a straight-line basis.

Cost	Vehicle
Balance as of December 31, 2023 and 2024	\$ -
Additions	86,913
Balance as of December 31, 2025	\$ 86,913
Accumulated Depreciation	
Balance as of December 31, 2023 and 2024	\$ -
Amortization	3,621
Balance as of December 31, 2025	\$ 3,621
Net carrying amount, December 31, 2025	\$ 83,292
Net carrying amount, December 31, 2024	\$ -

Intangible Assets

On February 16, 2022, the Company's wholly owned subsidiary, Capitalight Research, completed the acquisition of the business assets and liabilities of Phases & Cycles Inc. ("P&C"), a private corporation that publishes subscription-based market research, in return for a cash consideration of \$270,000 (the "Transaction"). The primary reason for the acquisition was an expansion of Capitalight Research's subscription-based research business. During the year ended December 31, 2025, the Company's intangible assets were sold as part of the research segment.

	Movement in Brand Value
Balance as of December 31, 2023	\$ 25,901
Amortization	(8,611)
Balance as of December 31, 2024	\$ 17,290
Amortization	(2,153)
Disposed of in connection with sale of research segment (note 23)	(15,137)
Balance as of December 31, 2025	\$ -

Accounts Payable and Accrued Liabilities

Accounts payable and accrued liabilities remained relatively flat at \$660,766 (December 31, 2024: \$692,593).

Deferred Revenues

Deferred revenues decreased to \$nil (December 31, 2024: \$89,361) as a result of the disposition of the research segment.

Lease Liability

During the year ended December 31, 2025, the Company entered into a lease agreement for a vehicle. The lease is repayable by 48 monthly payments of \$1,993, which includes principal and interest at a rate of 4.99% per annum. Changes to the Company's lease liabilities for the years ended December 31, 2025 and 2024 are as follows:

Balance as of December 31, 2023 and 2024	\$ -
New lease	86,913
Lease repayments	(3,270)
Balance as of December 31, 2025	\$ 83,643
Current portion	\$ 20,198
Long-term portion	\$ 63,445

The Company's lease payments are due as follows:

2026	\$ 20,198
2027	21,230
2028	22,314
2029	19,901
	\$ 83,643

Long-Term Debt

During the year ended December 31, 2025, the Company acquired a vehicle pursuant to a loan. The lease is secured by the vehicle and is repayable by 60 monthly payments of \$4,821, which includes principal and interest at a rate of 7.69% per annum. Changes to the Company's long-term debt for the years ended December 31, 2025 and 2024 are as follows:

Balance as of December 31, 2023 and 2024	\$ -
New loan	239,523
Loan repayments	(9,896)
Balance as of December 31, 2025	\$ 229,627
Current portion	\$ 41,648
Long-term portion	\$ 187,979

The Company's loan payments are due as follows:

2026	\$ 41,648
2027	44,966
2028	48,548
2029	52,416
2030	42,049
	\$229,627

LIQUIDITY AND CAPITAL RESOURCES

There were no changes in the Company's approach to capital management during the year ended December 31, 2025.

The Company's investment policy is to invest excess cash in very low risk financial instruments such as term deposits or by holding funds in high yield savings accounts with major Canadian banks and to provide shareholders with long-term capital growth by investing in a portfolio of undervalued companies, assets, or equity investment vehicles in the subscription research, mineral exploration and asset management sectors of the North American market, but may also include investments in other sectors.

The Company is not subject to any externally imposed capital requirements.

The Company is generating revenues from the research business but has not generated any revenues from mineral property interests, which are still in the exploration & evaluation stage. To date, the Company has funded its operations by raising equity. To minimize liquidity risk, the Company implemented an operating budget for the research business and limited discretionary expenditures related to the exploration property.

During the year ended December 31, 2025, the Company spent approximately \$3.1 million (2024: \$1.7 million) on the exploration and evaluation of its resource properties, which was funded, in part, by the issuance of flow-through shares for proceeds of \$1.0 million during the year ended December 31, 2024 and proceeds from the issuance of flow-through and non-flow-through shares of approximately \$7.2 million during the year ended December 31, 2025. The Company filed a claim for the refundable tax credit for resources through the province of Quebec during the year ended December 31, 2025, pursuant to which, a refund of \$484,962 was received subsequent to the year ended December 31, 2025. Any refundable tax credits received on expenditures paid for by funds not obtained through the issuance of flow-through shares can be used by the Company for any purpose it chooses. Refundable tax credits received on expenditures paid for by the proceeds from the issuance of the flow-through shares will have to be spent on further exploration and evaluation expenditures.

The Company manages its capital structure (consisting of shareholders' equity) on an ongoing basis and in response to changes in economic conditions and risk characteristics of its underlying assets. Changes to the capital structure could involve the issuance of new equity, obtaining working capital loans, issuing debt, the acquisition or disposition of assets, or adjustments to the amounts held in cash, cash equivalents and investments.

Capital resource analysis

As of December 31, 2025, the Company had a working capital surplus of \$2,996,431 (December 31, 2024: surplus of \$497,028).

	December 31, 2025	December 31, 2024
Assets		
Current assets:		
Cash and cash equivalents	\$ 3,764,248	\$ 1,104,430
Accounts receivable	1,383	10,105
Amounts receivable	2,924	-
Investments	-	10,311
Prepaid expenses	167,089	154,136
Total current assets	3,935,644	1,278,982
Current liabilities:		
Accounts payable and accrued liabilities	\$ 660,766	692,593
Current portion of lease liability (note 12)	20,198	-
Current portion of long-term debt (note 13)	41,648	-
Deferred flow-through premium (notes 14 and 21)	15,541	-
Deferred revenue	-	89,361
Total current liabilities	738,153	781,954
Working capital surplus	\$ 3,197,491	\$ 497,028

Subsequent to the year ended December 31, 2025, the Company issued 12,942,250 units of the Company at \$0.125 per share for aggregate gross proceeds of \$1,617,781 pursuant to a non-brokered private placement. Each unit consists of one common share of the Company and one full common share purchase warrant exercisable at \$0.25 per share at any time that is prior to the day that is 24 months from the date of issuance.

The Company may choose to raise additional capital by issuing new equity, applying for refundable tax credits related to its resource property expenditures, obtaining working capital loans, or construction financing. While the Company has been successful in obtaining funding in the past, there is no assurance that future financings will be available on terms acceptable to the Company. Based on management's assessment of its past ability to obtain required funding, the Company believes it will be able to satisfy its current and long-term obligations as they come due. As a result of the Company's spending on exploration activities in the Province of Quebec during the year ended December 31, 2025, it intends to file for exploration rebates.

Cash Flows from operating, investing and financing activities

The following are the Company's cash flows from operating, investing and financing activities for the years ended December 31, 2025 and 2024:

	Year ended December 31, 2025	Year ended December 31, 2024
Operating activities		
Net loss from continued operations	\$ (5,214,676)	\$ (2,342,081)
<i>Add (deduct) items not affecting cash:</i>		
Depreciation	27,940	-
Share-based compensation for stock options	1,201,964	45,932
Realized gain on investments	686	(2,310)
Flow through premium	(201,060)	(252,336)
Unrealized loss (gain) on investments	(12,373)	(4,886)
Subtotal	(4,197,519)	(2,555,681)
<i>Change in non-cash working capital balances:</i>		
Accounts receivable and amounts receivable	5,798	56,338
Prepaid expenses	(12,953)	(126,890)
Accounts payable and accrued liabilities	6,667	352,625
Net cash used in operating activities	\$ (4,198,457)	\$ (2,273,608)
Net cash used in discontinued operations	\$ (72,010)	\$ (14,090)
Investing activities		
Proceeds from disposition of investments	\$ 21,998	\$ 6,350
Purchase of property, plant and equipment	(377,268)	-
Proceeds from disposition of research segment	1	-
Short-term loan	-	406,500
Net cash (used in) from investing activities	\$ (355,269)	\$ 412,850
Financing activities		
Proceeds from private placement	\$ 7,243,827	\$ 2,000,000
Costs of private placement	(279,630)	(75,214)
Proceeds from exercise of stock options	95,000	-
Repayment of lease liabilities	(3,270)	-
Proceeds from long-term debt	239,523	-
Repayment of long-term debt	(9,896)	-
Net cash from financing activities	\$ 7,285,554	\$ 1,924,786
Net increase in cash and cash equivalents	\$ 2,659,818	\$ 49,938
Cash and cash equivalents, beginning	1,104,430	1,054,492
Cash and cash equivalents, ending	\$ 3,764,248	\$ 1,104,430

Net cash used in operating activities during the year ended December 31, 2025 was \$4,198,457 (2024: \$2,273,608) and reflects amounts spent on exploration and evaluation expenses related to the exploration program that commenced in late fiscal 2024 and continued throughout fiscal 2025. Net cash used in investing activities was \$355,269 (2024: net cash from investing activities was \$412,850) as a result of the purchase of equipment used in the exploration and evaluation of the Company's mineral properties. Net cash from financing activities was \$7,285,554 (2024: \$1,924,786) as a result of the completion of several private placement tranches and the exercise of Company stock options. Finally, the Company had cash flows used in discontinued operations of \$72,010 (2024: \$14,090).

Contractual Obligations and Commitments

The Company has no contractual obligations (contracts) or commitments.

Flow-Through Expenditure Commitments

The Company completed a flow-through (“F/T”) share financing that involves a commitment to incur Canadian exploration expenditures (“CEEs”) prior to the end of specific calendar years and to renounce the CEE tax deductions to the subscribers. Flow-through shares and exploration expenditures qualifying as CEEs are defined in the Income Tax Act of Canada.

The following tables set out the flow-through expenditure commitments as of December 31, 2025:

Financing date	June 20, 2025
Renunciation date	December 31, 2025
Commitment amount	\$ 2,879,274
Less: expenditures incurred during the year ended December 31, 2025	(2,745,381)
Balance as of December 31, 2025	\$133,893

Financing date	June 27, 2025
Renunciation date	December 31, 2025
Commitment amount	\$ 806,548
Less: expenditures incurred during the year ended December 31, 2025	-
Balance as of December 31, 2025	\$ 806,548

Financing date	July 21, 2025
Renunciation date	December 31, 2025
Commitment amount	\$ 700,000
Less: expenditures incurred during the year ended December 31, 2025	-
Balance as of December 31, 2025	\$ 700,000

Financing date	December 12, 2025
Renunciation date	December 31, 2025
Commitment amount	\$ 2,051,224
Less: expenditures incurred during the year ended December 31, 2025	-
Balance as of December 31, 2025	\$ 2,051,224

Financing date	December 29, 2025
Renunciation date	December 31, 2025
Commitment amount	\$ 108,000
Less: expenditures incurred during the year ended December 31, 2025	-
Balance as of December 31, 2025	\$ 108,000

Off-balance sheet arrangements

The Company does not have off-balance sheet arrangements including any arrangements that would affect the liquidity, capital resources, market risk support and credit risk support or other benefits.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its obligations associated with financial liabilities. Liquidity risk arises from the Company’s financial obligations and in the management of its assets, liabilities and capital structure.

In managing liquidity, the Company’s primary objective is to ensure the entity can continue as a going concern while obtaining sufficient funding to meet its obligations as they come due. The Company manages this risk by regularly evaluating its liquid financial resources to fund current and long-term obligations and to meet its capital commitments in a cost-effective manner. The main factors that affect liquidity include working capital requirements, capital-expenditure requirements, and equity capital market conditions. The Company’s liquidity requirements are met through a variety of sources, including cash and cash equivalents and equity capital markets.

As of December 31, 2025, the Company was not exposed to any significant liquidity risk because it had a cash and cash equivalents balance of \$3,764,248 (December 31, 2024: \$1,104,430) to settle current liabilities of \$738,153 (December 31, 2024: \$781,954). Based on management’s assessment of its current working capital, budgets and past ability to obtain required funding, the Company believes that it will be able to satisfy its current and long-term obligations as they come due.

Credit risk

The Company has credit risk arising from accounts and amounts receivable from the sale of research business services to commercial customers. The Company manages this risk by reviewing the credit worthiness of material new customers, monitors customer payment performance, has weekly meetings to discuss uncollected accounts, and, where appropriate, reviews the financial condition of existing customers.

Other than accounts receivables, the Company has credit risk arising from potential of counterparty default on cash and cash equivalents held on deposit with financial institutions. The Company manages this risk by ensuring that deposits are only held with large Canadian banks and financial institutions, whereas any offshore deposits are held with reputable financial institutions.

Interest rate risk

This is the sensitivity of the fair value or of the future cash flows of a financial instrument to changes in interest rates. The Company does not have any financial assets or liabilities that are subject to variable interest rates.

Commodity price risks

This is the sensitivity of the fair value of, or of the future cash flows, from mineral assets. The Company manages this risk by monitoring mineral prices and commodity price trends to determine the appropriate timing for funding the exploration or development of its mineral assets, or for the acquisition or disposition of mineral assets. The Company does not have any mineral assets at the development or production stage carried at historical cost. The Company has expensed the acquisition and exploration costs of its exploration stage mineral assets.

Currency risk

This is the sensitivity of the fair value or of the future cash flows of financial instruments to changes in foreign exchange rates. The Company transacts with customers and suppliers in currencies other than the Canadian dollar, including the US dollar. The Company also has monetary and financial instruments that may fluctuate due to changes in foreign exchange rates.

As of December 31, 2025, the Company estimated that a 10% decrease of the CAD versus foreign exchange rates would result in a loss of \$1,764 (2024: gain of \$7,499) and a 10% increase in the CAD versus the USD would result in a gain of \$1,764 (2024: loss of \$7,499).

	December 31, 2025	December 31, 2024
Cash and cash equivalents (USD)	\$ 2,391	\$ 97,999
Accounts payable and accrued liabilities (USD)	(20,029)	(23,014)
Net foreign exchange exposure	\$ (17,638)	\$ 74,985
Impact of 10% change in foreign exchange rates	\$ (1,764)	\$ 7,499

Fair value

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values.

The three levels of the fair value hierarchy are:

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data.

Within Level 3, the Company includes contingent consideration (see note 23), which has been estimated by discounting the estimated cash flows from royalty revenue over the royalty revenue period of five years. The key assumptions used in the valuation of contingent consideration include estimated revenues over the revenue royalty period and the discount rate used to discount the cash flows resulting from the estimated royalty revenues.

The following table illustrates the classification and hierarchy of the Company's contingent consideration, measured at fair value in the statements of financial position as December 31, 2025 and 2024

	As at December 31, 2024	Acquired	Disposals	Realized Gains (Losses)	Unrealized Gains (Losses)	As at December 31, 2025
Contingent consideration	\$ -	\$ 63,799	\$ -	\$ -	\$ -	\$ 63,799

The estimated value of the contingent consideration is based on future events, namely the amount of revenue to be generated by the research business segment, and the amount of royalty revenue to be received by the Company in the future could differ from the estimates used to value the contingent consideration on acquisition. A 10% increase (decrease) in the estimated amount of revenue to be received annually pursuant to the revenue royalty would increase (decrease) the value of the contingent consideration by \$6,400. This sensitivity analysis is intended to reflect the uncertainty inherent to the estimation of contingent consideration.

SALE OF RESEARCH SEGMENT AND DISCONTINUED OPERATIONS

During the year ended December 31, 2025, the Company sold its research business segment. As such, the items of income and expense related to the research business segment have been reclassified and aggregated as income (loss) from discontinued operations on the consolidated statement of operations and comprehensive loss for the year ended December 31, 2025. The Company has also restated the comparative amounts in the consolidated statement of operations and comprehensive loss for the year ended December 31, 2024 to reflect the discontinued operations of the research business segment.

Pursuant to the Asset Purchase Agreement, the Company sold the existing customer lists, records and contracts as well as the business trade names, domains, websites and email addresses for cash consideration of \$1 on close, an annual revenue royalty from the purchaser of 5% of all annual revenues up to \$330,000, and 8% of annual revenues above \$330,000 until January 1, 2031, complimentary subscriptions to all research reports until January 1, 2031 and thrice publishing rights to the business operations database for non-paying and past paying entries until January 1, 2031. In addition, any revenues collected prior to January 1, 2026 would remain with the Company. The Company has estimated the components of the consideration received and the gain on the disposition of the research business segment as follows:

Cash consideration	\$ 1
Contingent consideration (revenue royalty)	63,799
Prepaid expenses (complimentary subscriptions)	43,294
Revenues collected prior to January 1, 2026	77,962
Total consideration	185,056
Less: carrying value of intangible assets	(15,137)
Gain on disposition of research business segment	\$ 169,919

Additional information with respect to the components of income (loss) and cash flows from discontinued operations are as follows:

<i>Loss from Discontinued Operations</i>	Year Ended December 31, 2025	Year Ended December 31, 2024
Research business segment		
Research revenues	\$ 294,711	\$ 420,591
Research expenses		
Payroll and benefits	259,925	253,927
Consultants and services	61,394	93,323
Office and administrative	34,533	67,509
Sales and marketing	7,838	3,075
Professional and legal fees	-	-
Travel expenses	-	11,390
Bad debts	(10,504)	(33,491)
Depreciation (note 8)	110	440
Amortization of brand value (note 9)	2,153	8,611
Foreign exchange (gain) loss	(4,919)	(1,917)
Interest expense	7,055	2,674
Total research expenses	357,585	404,541
Income (loss) before the undernoted	(62,874)	16,050
Gain on disposition of research business	169,919	-
Income from discontinued operations	107,045	16,050

OUTSTANDING SECURITIES

As of December 31, 2025 and December 31, 2024, the Company had the following outstanding securities:

	December 31, 2025	December 31, 2024
Common shares	160,740,397	117,258,124
Warrants	23,615,635	-
Stock options	10,950,000	5,500,000
Restricted Share Units (RSUs)	-	-
Fully Diluted Common Shares	195,306,032	122,758,124

SHARE CAPITAL

The Company's common shares have no par value and an authorized share capital of an unlimited number of common shares. As of December 31, 2025, the Company had 160,740,397 common shares issued and outstanding (December 31, 2024: 117,258,124).

The following changes occurred during the year ended December 31, 2025:

- On February 4, 2025, a total of 1,900,000 common shares were issued for gross proceeds of \$95,000 pursuant to the exercise of an equivalent number of stock options. The fair value of the stock options at the date of the grant was \$85,650.
- On June 20, 2025, the Company issued 9,181,746 flow-through units at a price of \$0.175 per unit for gross proceeds of \$1,608,805 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to June 20, 2027. The fair values of the warrants and flow through premium associated with this financing were estimated to be \$427,643 and \$nil respectively.
- On June 20, 2025, the Company issued 5,193,750 flow-through units at a price of \$0.245 per unit for gross proceeds of \$1,272,469 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to June 20, 2027. The fair values of the warrants and flow through premium associated with this financing were estimated to be \$282,540 and \$210,866 respectively.
- On June 20, 2025, the Company issued 85,875 units at a price of \$0.16 per unit for gross proceeds of \$13,740 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to June 20, 2027. The fair value of the warrants was estimated to be \$3,656.
- On June 20, 2025, the Company issued 12,500 units at a deemed price of \$0.16 per unit for aggregate consideration of \$2,000 as compensation for services rendered in connection with the private placement disclosed above. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to June 20, 2027. The fair value of the warrants was estimated to be \$560.
- On June 27, 2025, the Company issued 4,578,847 flow-through units at a price of \$0.175 per unit for gross proceeds of \$801,298 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to June 27, 2027. The fair values of the warrants and flow through premium associated with this financing were estimated to be \$203,988 and \$nil respectively.
- On July 21, 2025, the Company issued 4,000,000 flow-through units at a price of \$0.175 per unit for gross proceeds of \$700,000 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to July 21, 2027. The fair values of the warrants and flow through premium associated with this financing were estimated to be \$173,147 and \$nil respectively.
- On July 21, 2025, the Company issued 597,131 units at a price of \$0.16 per unit for gross proceeds of \$95,541 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to July 21, 2027. The fair value of the warrants was estimated to be \$21,643.

- On December 12, 2025, the Company issued 11,621,281 flow-through units at a price of \$0.175 per unit for gross proceeds of \$2,033,724 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to December 12, 2027. The fair values of the warrants and flow through premium associated with this financing were estimated to be \$384,012 and \$nil respectively.
- On December 12, 2025, the Company issued 100,000 flow-through units at a deemed price of \$0.175 per unit for aggregate consideration of \$17,500 as compensation for services rendered in connection with the private placement disclosed above. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to December 12, 2027. The fair values of the warrants and flow through premium associated with this issuance were estimated to be \$3,304 and \$nil respectively.
- On December 29, 2025, the Company issued 617,143 flow-through units at a price of \$0.175 per unit for gross proceeds of \$108,000 pursuant to a private placement. Each unit includes one common share of the Company and one half of one common share purchase warrant. Each whole warrant entitles the holder to purchase one common share of the Company at a price of \$0.30 per share any time prior to December 29, 2027. The fair values of the warrants and flow through premium associated with this financing were estimated to be \$18,951 and \$5,735 respectively.
- On December 29, 2025, the Company issued 4,866,000 units at a price of \$0.125 per unit for gross proceeds of \$608,250 pursuant to a private placement. Each unit includes one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.25 per share any time prior to December 29, 2027. The fair value of the warrants was estimated to be \$112,716.
- On December 29, 2025, the Company issued 728,000 units at a deemed price of \$0.125 per unit for aggregate consideration of \$91,000 as compensation for services rendered in connection with the private placements disclosed above. Each unit includes one common share of the Company and one common share purchase warrant. Each warrant entitles the holder to purchase one common share of the Company at a price of \$0.25 per share any time prior to December 29, 2027. The fair value of the warrants was estimated to be \$16,863.

The following changes occurred during the year ended December 31, 2024:

- On September 11, 2024, the Company issued a total of 12,500,000 common shares at a price of \$0.08 per share for gross proceeds of \$1,000,000 pursuant to a listed filer financing exemption.
- On September 11, 2024, the Company issued 10,000,000 flow-through shares at a price of \$0.10 per share for gross proceeds of \$1,000,000 pursuant to a private placement. The fair value of the flow through premium associated with this financing was estimated to be \$252,336.
- On October 8, 2024, the Company issued 672,409 common shares pursuant to the cashless exercise of 1,306,504 warrants.

WARRANTS

Warrants issued during the year ended December 31, 2025

- On June 20, 2025, the Company issued 7,236,936 warrants that are exercisable into common shares of the Company at an exercise price of \$0.30 per share any time prior to June 20, 2027. The fair values of the warrants of \$1,906,054 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.66%, a term of two years, volatility of 197% and a market price of \$0.15.
- On June 27, 2025, the Company issued 2,304,424 warrants that are exercisable into common shares of the Company at an exercise price of \$0.30 per share any time prior to June 27, 2027. The fair values of the warrants of \$573,285 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.66%, a term of two years, volatility of 197% and a market price of \$0.17.
- On July 21, 2025, the Company issued 2,298,565 warrants that are exercisable into common shares of the Company at an exercise price of \$0.30 per share any time prior to July 21, 2027. The fair values of the warrants of \$181,047 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.68%, a term of two years, volatility of 193% and a market price of \$0.17.
- On December 12, 2025, the Company issued 5,860,639 warrants that are exercisable into common shares of the Company at an exercise price of \$0.30 per share any time prior to December 12, 2027. The fair values of the warrants of \$381,340 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.19%, a term of two years, volatility of 161% and a market price of \$0.145.

- On December 29, 2025, the Company issued 308,571 warrants that are exercisable into common shares of the Company at an exercise price of \$0.30 per share any time prior to December 29, 2027. The fair values of the warrants of \$19,659 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.12%, a term of two years, volatility of 163% and a market price of \$0.135.
- On December 29, 2025, the Company issued 5,594,000 warrants that are exercisable into common shares of the Company at an exercise price of \$0.25 per share any time prior to December 29, 2027. The fair values of the warrants of \$281,534 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.12%, a term of two years, volatility of 163% and a market price of \$0.135.
- On December 29, 2025, the Company issued 12,500 warrants that are exercisable into common shares of the Company at an exercise price of \$0.25 per share any time prior to December 29, 2027. The fair values of the warrants of \$1,093 were estimated at the issue date using a Monte Carlo simulation based on a risk-free rate of 2.12%, a term of two years, volatility of 163% and a market price of \$0.135.

As of December 31, 2025, the Company had 23,615,635 common share purchase warrants issued and outstanding with a weighted average expiration of 1.32 years which are exercisable into 23,615,635 common shares at a weighted average exercise price of \$0.28. As at December 31, 2024, the Company had no common share purchase warrants issued and outstanding.

Issued Date	Expiration Date	Exercise Price	As at December 31, 2024	Issued	Expired or Cancelled	Exercised	As at December 31, 2025
June 20, 2025	June 20, 2027	\$ 0.30	-	7,236,936	-	-	7,236,936
June 27, 2025	June 27, 2027	\$ 0.30	-	2,304,424	-	-	2,304,424
July 22, 2025	July 22, 2027	\$ 0.30	-	2,298,565	-	-	2,298,565
December 12, 2025	December 12, 2027	\$ 0.30	-	5,860,639	-	-	5,860,639
December 29, 2025	December 29, 2027	\$ 0.30	-	308,571	-	-	308,571
December 29, 2025	December 29, 2027	\$ 0.25	-	5,606,500	-	-	5,606,500
Totals			-	23,615,635	-	-	23,615,635

STOCK OPTIONS

As of December 31, 2025, the Company had 10,950,000 stock options issued and outstanding (December 31, 2024: 5,500,000) with a weighted average expiration of 3.52 years (December 31, 2024: 1.62 years) which are exercisable into 10,950,000 common shares (December 31, 2024: 5,500,000) at a weighted average exercise price of \$0.140 (December 31, 2024: \$0.065). As at December 31, 2025 10,950,000 (December 31, 2024 – 4,500,000) of the issued and outstanding stock options were exercisable.

Award and Vesting Date	Expiration Date	Exercise Price	As at December 31, 2024	Awarded	Expired or Cancelled	Exercised	As at December 31, 2025
January 24, 2020	January 24, 2025	\$ 0.050	1,900,000	-	-	(1,900,000)	-
February 12, 2021	February 12, 2026	\$ 0.065	1,100,000	-	(200,000)	-	900,000
July 29, 2022	July 29, 2027	\$ 0.065	1,500,000	-	-	-	1,500,000
September 19, 2024	September 19, 2028	\$ 0.095	1,000,000	-	-	-	1,000,000
April 23, 2025	April 23, 2030	\$ 0.170	-	5,100,000	-	-	5,100,000
June 20, 2025	June 20, 2030	\$ 0.160	-	250,000	-	-	250,000
July 8, 2025	July 8, 2030	\$ 0.170	-	1,200,000	-	-	1,200,000
September 3, 2025	September 3, 2030	\$ 0.160	-	1,000,000	-	-	1,000,000
Totals			5,500,000	7,550,000	(200,000)	(1,900,000)	10,950,000

Options granted during the year ended December 31, 2025

- On April 23, 2025, the Company granted 5,100,000 stock options under the LTIP. Each option is exercisable for a period of five years and has an exercise price of \$0.17. The options were valued at \$859,523 using the Black-Scholes pricing model based on a risk-free rate of 2.60%, a term of five years, volatility of 233% and a market price of \$0.17. These stock options vest immediately. During the year ended December 31, 2025, the Company recognized share-based compensation expenses of \$858,330 (2024 - \$nil) related to the vesting of these stock options.

- On June 20, 2025, the Company granted 250,000 stock options under the LTIP. Each option is exercisable for a period of five years and has an exercise price of \$0.16. The options were valued at \$37,166 using the Black-Scholes pricing model based on a risk-free rate of 2.66%, a term of five years, volatility of 233% and a market price of \$0.15. These stock options vest as to one-quarter immediately, one-quarter on the three-month anniversary of the date of grant, one-quarter on the six-month anniversary of the date of grant and one-quarter on the nine-month anniversary of the date of grant. During the year ended December 31, 2025, the Company recognized share-based compensation expenses of \$33,974 (2024 - \$nil) related to the vesting of these stock options.
- On July 8, 2025, the Company granted 1,200,000 stock options under the LTIP. Each option is exercisable for a period of five years and has an exercise price of \$0.17. The options were valued at \$202,185 using the Black-Scholes pricing model based on a risk-free rate of 2.65%, a term of five years, volatility of 232% and a market price of \$0.17. These stock options vest immediately. During the year ended December 31, 2025, the Company recognized share-based compensation expenses of \$200,880 (2024 - \$nil) related to the vesting of these stock options.
- On September 3, 2025, the Company granted 1,000,000 stock options under the LTIP. Each option is exercisable for a period of five years and has an exercise price of \$0.16. The options were valued at \$143,456 using the Black-Scholes pricing model based on a risk-free rate of 2.60%, a term of five years, volatility of 228% and a market price of \$0.145. These stock options vest as to one-third immediately, one-third on the first anniversary of the date of grant and one-third on the second anniversary of the date of grant. During the year ended December 31, 2025, the Company recognized share-based compensation expenses of \$68,198 (2024 - \$nil) related to the vesting of these stock options.

Options granted during the year ended December 31, 2024

- On September 19, 2024, the Company granted 1,000,000 stock options under the LTIP. Each option is exercisable for a period of four years and has an exercise price of \$0.095. The options were valued at \$86,514 using the Black-Scholes pricing model based on a risk-free rate of 3.35%, a term of four years, volatility of 205% and a market price of \$0.090. These stock options vest on April 1, 2025. During the year ended December 31, 2025, the Company recognized share-based compensation expenses of \$40,582 (2024 - \$45,932) related to the vesting of these stock options.

RESTRICTED SHARE UNITS (RSUs)

As at December 31, 2025, the Company did not have any RSUs issued and outstanding.

TRANSACTIONS WITH RELATED PARTIES

Parties are related if one party has the direct or indirect ability to control or exercise significant influence over the other party in making operating and financial decisions. Parties are also related if they are subject to common control or common significant influence. Other related parties include companies controlled by key management personnel. Key management personnel are composed of the Board of Directors, Chief Executive Officer and Chief Financial Officer of the Company.

A transaction is considered a related party transaction when there is a transfer of economic resources or financial obligations between related parties. Related party transactions that are in the normal course of business and have commercial substance are measured at the fair value. Balances and transactions between the Company and its wholly owned subsidiary, which is a related party of the Company, have been eliminated and are not disclosed in this note.

The following key management related party transactions occurred during the following reporting periods:

	Year ended December 31, 2025	Year ended December 31, 2024
Management consulting fees	\$ 261,709	\$ 240,375
Share-based compensation	1,087,190	-
Total	\$ 1,348,899	\$ 240,375

The following key management related party balances existed as of December 31, 2025, and December 31, 2024:

	As of December 31, 2025	As of December 31, 2024
Accounts payable and accrued liabilities due to companies controlled by key management	\$ 54,669	\$ 70,725

SUBSEQUENT EVENTS

Subsequent to December 31, 2025, the Company issued 12,942,250 units of the Company at \$0.125 per share for aggregate gross proceeds of \$1,617,781 pursuant to a non-brokered private placement. Each unit consists of one common share of the Company and one full common share purchase warrant exercisable at \$0.25 per share at any time that is prior to the day that is 24 months from the date of issuance. In connection with the non-brokered private placement, the Company paid cash finder's fees of \$17,125 and issued a total of 559,975 units.

LEGAL PROCEEDINGS

The Company is not currently involved in any litigation that we believe could have a material adverse effect on our financial condition or results of operations. There is no action, suit, proceeding, inquiry or investigation before or by any court, public board, government agency, self-regulatory organization or body pending or, to the knowledge of the executive officers of our Company or any of our subsidiaries, threatened against or affecting our company, our common stock, any of our subsidiaries or of our companies or our subsidiaries' officers or directors in their capacities as such, in which an adverse decision could have a material adverse effect.

DIVIDENDS

The Company has neither declared nor paid any dividends on its Common Shares. The Company intends to retain its earnings, if any, to finance growth and expand its operations and does not anticipate paying any dividends on its common shares in the foreseeable future.

RISK FACTORS

Much of the information included in this report includes or is based upon estimates, projections, or other forward-looking statements. Such forward-looking statements include projections or estimates made by the Company and its management in connection with the Company's business operations. While these forward-looking statements, and any assumptions upon which they are based, are made in good faith and reflect the Company's current judgment regarding the direction of its business, actual results will almost always vary, sometimes materially, from any estimates, predictions, projections, assumptions, or other future performance suggested herein. Except as required by law, the Company undertakes no obligation to update forward-looking statements to reflect events or circumstances occurring after the date of such statements.

Such estimates, projections or other forward-looking statements involve various risks and uncertainties as outlined below. The Company cautions readers of this report that important factors in some cases have affected and, in the future, could materially affect actual results and cause actual results to differ materially from the results expressed in any such estimates, projections or other forward-looking statements. In evaluating the Company, its business and any investment in its business, readers should carefully consider the following factors:

Risks Related to Mineral Exploration

Due to the unique difficulties and uncertainties inherent in mineral exploration investments, the Company faces a high risk of business failure.

Potential investors should be aware of the difficulties normally encountered by mineral exploration companies and the high rate of failure of such enterprises. The likelihood of success must be considered in light of the problems, expenses, difficulties, complications and delays encountered in connection with the exploration program that the Company intends to undertake on its properties and any additional properties that the Company may acquire. These potential problems include unanticipated problems relating to exploration, and additional costs and expenses that may exceed current estimates. The expenditures to be made by the Company in the exploration of its properties may not result in the discovery of mineral deposits. Any expenditures that the Company may make in the exploration of any other mineral property that it may acquire may not result in the discovery of any commercially exploitable mineral deposits. Problems such as unusual or unexpected geological formations and other conditions are involved in all mineral exploration and often result in unsuccessful exploration efforts. If the results of the Company's exploration do not reveal viable commercial mineralization, the Company may decide to abandon some or all of its property interests.

Because of the speculative nature of the exploration of mineral properties, there is no assurance that the Company's exploration activities will result in the discovery of any quantities of mineral deposits on its current properties or any other additional properties the Company may acquire.

The likelihood that any mineral properties that the Company may acquire or have an interest in will contain commercially exploitable mineral deposits is extremely remote. The Company may never discover mineral deposits in respect to its current properties or any other area, or the Company may do so and still not be commercially successful if the Company is unable to exploit those mineral deposits profitably.

The Company intends at this time to continue exploration on its current properties and the Company may or may not acquire additional interests in other mineral properties. The search for mineral deposits as a business is extremely risky. The Company can provide investors with no assurance that exploration on its current properties, or any other property that the Company may acquire, will establish that any commercially exploitable quantities of mineral deposits exist. Additional potential problems may prevent the Company from discovering

any mineral deposits. These potential problems include unanticipated problems relating to exploration and additional costs and expenses that may exceed current estimates. If the Company is unable to establish the presence of mineral deposits on its properties, its ability to fund future exploration activities will be impeded, the Company will not be able to operate profitably, and investors may lose all of their investment in the Company.

The potential profitability of mineral ventures depends in part upon factors beyond the control of the Company and even if the Company discovers and exploits mineral deposits, the Company may never become commercially viable.

The commercial feasibility of an exploration program on a mineral property is dependent upon many factors beyond the Company's control, including the existence and size of mineral deposits in the properties the Company explores the proximity and capacity of processing equipment, market fluctuations of prices, taxes, royalties, land tenure, allowable production and environmental regulation. These factors cannot be accurately predicted and any one or a combination of these factors may result in the Company not receiving an adequate return on invested capital. These factors may have material and negative effects on the Company's financial performance and its ability to continue to fund exploration and development of mineral properties.

Exploration and exploitation activities are subject to comprehensive regulation which may cause substantial delays or require capital outlays in excess of those anticipated causing an adverse effect on the Company.

Exploration and exploitation activities are subject to federal, provincial, state and local laws, regulations and policies, including laws regulating the removal of natural resources from the ground and the discharge of materials into the environment. Exploration and exploitation activities are also subject to federal, provincial, state and local laws and regulations which seek to maintain health and safety standards by regulating the design and use of drilling methods and equipment.

Environmental and other legal standards imposed by federal, provincial, state or local authorities may be changed and any such changes may prevent the Company from conducting planned activities or may increase its costs of doing so, which would have material adverse effects on its business. Moreover, compliance with such laws may cause substantial delays or require capital outlays in excess of those anticipated, thus causing an adverse effect on the Company. Additionally, the Company may be subject to liability for pollution or other environmental damages that the Company may not be able to or elect not to insure against due to prohibitive premium costs and other reasons. Any laws, regulations or policies of any government body or regulatory agency may be changed, applied or interpreted in a manner which will alter and negatively affect the Company's ability to carry on its business.

Loss of Interest in Properties

The Company's ability to maintain an interest in the properties optioned by the Company will be dependent on its ability to raise additional funds by equity financing. Failure to obtain additional financing may result in the Company being unable to make the periodic payments required to keep the property interests in good standing and could result in the delay or postponement of further exploration and or the partial or total loss of the Company's interest in the properties optioned by the Company.

Title to mineral properties is a complex process and the Company may suffer a material adverse effect in the event one or more of its property interests are determined to have title deficiencies.

Acquisition of title to mineral properties is a very detailed and time-consuming process. Title to, and the area of, mineral properties may be disputed. Although the Company has either staked property or entered into property option agreements or joint venture agreements on its existing Project interests, the Company cannot give an assurance that title to such property will not be challenged or impugned. Further, the Company cannot give an assurance that the existing description of mining titles will not be changed due to changes in policy, rulings, or law in the jurisdiction where the property is located. Mineral properties sometimes contain claims or transfer histories that examiners cannot verify. A successful claim that the Company does not have title to one or more of its properties could cause the Company to lose any rights to explore, develop and mine any minerals on that property, without compensation for its prior expenditures relating to such property.

The properties optioned by the Company may now or in the future be the subject of first nations land claims. The legal nature of aboriginal land claims is a matter of considerable complexity. The impact of any such claim on the Company's ownership interest in the properties optioned by the Company cannot be predicted with any degree of certainty and no assurance can be given that a broad recognition of aboriginal rights in the area in which the properties optioned by the Company are located, by way of a negotiated settlement or judicial pronouncement, would not have an adverse effect on the Company's activities. Even in the absence of such recognition, the Company may at some point be required to negotiate with first nations in order to facilitate exploration and development work on the properties optioned by the Company.

As the Company faces intense competition in the mineral exploration and exploitation industry, the Company will have to compete with the Company's competitors for financing and for qualified managerial and technical employees.

The Company's competition includes large established mining companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for financing and be unable to acquire financing on terms it considers acceptable. The Company may also have to compete with the other mining companies for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for financing

or for qualified employees, the Company's exploration programs may be slowed down or suspended, which may cause the Company to cease operations as a company.

Risks Related to Subscription Research Business

As the Company faces competition in the proprietary research sector, we will have to compete with the Company's competitors for clients and qualified employees.

The Company's competition includes larger proprietary research companies with substantial capabilities and with greater financial and technical resources than the Company. As a result of this competition, the Company may have to compete for the recruitment and retention of qualified managerial and technical employees. If the Company is unable to successfully compete for qualified employees, the Company's expansion into new research products may be slowed down or suspended, which may cause the Company to be unprofitable.

Research revenues are exposed to the cyclicity of the stock markets.

The Company's revenues are exposed to the cyclicity of stock markets. As a result, subscriber revenues may decline due to increased subscription cancellations or from a slowdown of subscriber growth during periods of prolonged stock market declines.

Risks Related to management and the common shares

Because the Company has never made a profit from its operations, the Company's securities are highly speculative, and investors may lose all of their investment in the Company.

The Company's securities must be considered highly speculative, generally because of the nature of its business and its stage of operations. The Company currently has investments in a subsidiary that is not currently profitable, an investment portfolio that generates coupon interest that offsets a portion of administrative costs and exploration stage properties which may not contain economic mineral deposits. Accordingly, the Company has not generated significant revenues, nor has it realized a profit from its operations to date. Any profitability in the future from the Company's business will be dependent upon improving the profitability of its subsidiary, improving returns from the investment portfolio, and obtaining financing or completing option agreements to advance the exploration properties. The Company may not be able to operate profitably and may have to cease operations, the price of its securities may decline, and investors may lose all of their investment in the Company.

The Company's future is dependent upon its ability to obtain financing and if the Company does not obtain such financing, the Company may have to cease its exploration activities and investors could lose their entire investment.

The Company will require additional financing to sustain its business operations if it is not successful in earning sufficient revenues to cover operating expenses. The Company will require additional financing in order to proceed with new investments in its proprietary research division, mineral exploration properties and other sectors. The Company currently does not have any arrangements for further financing, and it may not be able to obtain financing when required. If the Company does not obtain such financing, its business could fail, and investors could lose their entire investment.

The Company's directors and officers are engaged in other business activities and accordingly may not devote sufficient time to the Company's business affairs, which may affect its ability to conduct operations and generate revenues.

The Company's directors and certain officers are involved in other business activities. As a result of their other business endeavours, the directors and these officers may not be able to devote sufficient time to the Company's business affairs, which may negatively affect its ability to conduct its ongoing operations and its ability to generate revenues. In addition, the management of the Company may be periodically interrupted or delayed as a result of these other business interests.

A decline in the price of the Company's common shares could affect its ability to raise further working capital and adversely impact its ability to continue operations.

A prolonged decline in the price of the Company's common shares could result in a reduction in the liquidity of its common stock and a reduction in its ability to raise capital. Because a significant portion of the Company's new investments may be financed through the sale of equity securities, a decline in the price of its common shares could be especially detrimental to the Company's liquidity and its operations. Such reductions may force the Company to reallocate funds from other planned uses and may have a significant negative effect on the Company's business plan and operations, including its ability to develop new products and continue its current operations. If the Company's shares price declines, it can offer no assurance that the Company will be able to raise additional capital or generate funds from operations sufficient to meet its obligations. If the Company is unable to raise sufficient capital in the future, the Company may not be able to have the resources to continue its normal operations.

SELECTED QUARTERLY RESULTS

The following is selected quarterly information for the eight most recently completed quarters:

	Quarter Ended			
	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025
	\$	\$	\$	\$
Revenues	-	-	-	-
Net income (loss) and comprehensive income (loss)	(734,336)	(2,138,817)	(1,710,724)	(523,754)
Basic income (loss) per share	(0.01)	(0.01)	(0.01)	(0.00)
Diluted income (loss) per share	(0.01)	(0.01)	(0.01)	(0.00)
Working capital balance	3,197,491	685,588	1,948,605	87,727

	Quarter Ended			
	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
	\$	\$	\$	\$
Revenues	96,155	99,119	198,715	122,500
Net income (loss) and comprehensive income (loss)	(917,406)	(1,332,746)	(32,027)	(43,852)
Basic income (loss) per share	(0.01)	(0.01)	(0.00)	(0.00)
Diluted income (loss) per share	(0.01)	(0.01)	(0.00)	(0.00)
Working capital balance	497,028	1,366,240	1,024,273	1,054,037

INTERNAL CONTROLS OVER FINANCIAL REPORTING

The Company has established procedures and internal control systems to ensure the timely and accurate preparation of financial, management and other reports. The Chief Executive Officer and Chief Financial Officer certify financial reports. Disclosure controls are in place to ensure all reporting meets statutory reporting requirements. The Company's management is responsible for establishing and maintaining adequate internal controls. These controls have been designed to provide reasonable, but not absolute, assurance with respect to the Company's financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Internal controls, however well-conceived, will provide only reasonable and not absolute assurance that the objectives of the internal controls over financial reporting will be met. It should not be expected that the disclosure and internal controls and procedures would prevent all errors or fraud.

Due to the small size of the Company's finance department, there are a limited number of personnel handling accounting and financial matters and as a result, there is a lack of segregation of duties. Management believes that it has designed sufficient compensating internal controls to mitigate these limitations, including dual signatories on all cheques. Additional internal controls include audit committee and senior management review and oversight.

The Company's certifying officers, the Chief Executive Officer and the Chief Financial Officer, have reviewed the effectiveness of the design and operation of the Company's disclosure controls and procedures as a whole. Based on their review, including a review of the compensating controls relating to the lack of segregation of duties noted above, they have concluded that the Company's internal controls and procedures, as defined in National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Filings of the Canadian Securities Regulators, were effective overall.

CRITICAL IFRS ACCOUNTING POLICIES AND ACCOUNTING ESTIMATES

The Company's Financial Statements are prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board. The Company's material accounting policies are disclosed Note 4 to the Company's Financial Statements.

To prepare financial statements in conformity with IFRS, the Company must make estimates, judgements and assumptions concerning the future that affect the carrying values of assets and liabilities as of the date of the consolidated financial statements and the reported values of revenues and expenses during the reporting period. By their nature, these are uncertain and actual outcomes could differ from the estimates, judgments and assumptions. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and also in future periods when the revision affects both current and future periods. Significant accounting judgments, estimates and assumptions are reviewed on an ongoing basis. The areas involving significant judgments, estimates and assumptions have been detailed in Note 3 to the Company's Financial Statements.

Management has discussed the development and selection of critical accounting policies and estimates with the Audit Committee, which has reviewed the Company's disclosure in this MD&A.

DISCLOSURE CONTROLS AND PROCEDURES

Disclosure controls and procedures are designed to provide reasonable assurance that all relevant information is gathered and reported to management, including the Chief Executive Officer and Chief Financial Officer, on a timely basis so that appropriate decisions can be made regarding public disclosure.

As of December 31, 2025, the end of the period covered by this MD&A, our management, including our Chief Executive Officer and Chief Financial Officer, evaluated the effectiveness of our disclosure controls and procedures. Based on that evaluation, Chief Executive Officer and Chief Financial Officer concluded that as of the end of the period covered by this MD&A, the Company maintained effective disclosure controls and procedures

Management's Report on Internal Control Over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal control over financial reporting. Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate. Internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS.

Our management, including our Chief Executive Officer and Chief Financial Officer, conducted an evaluation of the effectiveness of internal control over financial reporting using the criteria set forth in the *COSO Internal Control – Integrated Framework (2013)*.

Based on the results of this evaluation, our management concluded that our internal control over financial reporting was effective as of December 31, 2025.

Changes in Internal Control Over Financial Reporting

There were no changes in our internal control over financial reporting that occurred during the year ended December 31, 2025 that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

OTHER INFORMATION

Additional information related to the Company is available on the Canadian Securities Administrators' SEDAR website at www.sedar.com or on the Company website at www.cupanimetals.com.