JUBILEE GOLD EXPLORATION LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2026

(EXPRESSED IN CANADIAN DOLLARS)

The following Management's Discussion and Analysis ("MD&A") is current to May 29, 2026 and is management's assessment of the financial position and results of operation together with future prospects of Jubilee Gold Exploration Ltd. ("Jubilee" or the "Company"). This MD&A is supplemental to and should be read in conjunction with the Company's financial statements for the years ended December 31, 2025 and 2024 (the "2025 Financial Statements") prepared in accordance with International Financial Reporting Standards ("IFRS"). All figures are expressed in Canadian dollars ("$" or "CAD") unless stated otherwise.

This discussion contains forward-looking statements that are not historical in nature and involve risks and uncertainties. Forward-looking statements are not guaranteed as to the Company's future results as there are inherent difficulties in predicting future results. This MD&A includes, but is not limited to, forward-looking statements. Management considers the assumptions on which these forward-looking statements are based to be reasonable at the time the Company's financial statements were prepared. Accordingly, actual results could differ materially from those expressed or implied in the forward-looking statements. Factors that could have a material impact on the results, activities and future events in relation to the expectations expressly or implicitly stated in these forward-looking statements include, without being limited to the volatility of gold and metal prices, risks related to the mining industry, uncertainties regarding estimated mineral resources, additional financing needs and the Company's ability to obtain that financing. The Company has adopted National Instrument 51-102F1 as the guideline in presenting the MD&A. Additional information relevant to the Company's activities, including its press releases, can be found on SEDAR+ at www.sedarplus.ca.

Description of Business

Jubilee is a public company listed on the TSX Venture Exchange ("TSX-V") that was incorporated under the laws of Ontario. Jubilee was controlled by Jeffrey Becker, the Company former Chief Executive Officer ("Former CEO"). Effective August 7, 2023, Mr. Becker has ceased to serve as Jubilee's CEO pending a health assessment and Mr. Warren Becker was appointed as interim CEO ("Interim CEO"). The address of the Company's registered office is 696 Warden Avenue, Toronto, Ontario, M1L 4W4, Canada.

The Company's primary business involves advancing the exploration of its resource properties to determine whether the properties contain reserves that are economically recoverable. The Company is in the process of exploring its resource properties for mineral resources and has not determined whether the properties contain economically recoverable reserves. The Company also holds investments and earns investment income and royalty income.

The business of mining and exploring for minerals involves a high degree of risk and there can be no assurance that any exploration programs will result in profitable mining operations. The recoverability of the carrying value of mineral exploration claims and the Company's continued existence is dependent upon the preservation of its interest in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of the Company to raise alternative financing, if necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material impairment of the carrying values.

Although the Company has taken steps to verify title to the properties on which it is conducting exploration and in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to unregistered prior agreements and non-compliance with regulatory and social requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts, and political uncertainty.

Business Overview

Exploration Review for the three months ended ending March 31, 2026

During the three months ended March 31, 2026 ("Q1 2026"), no active exploration was conducted directly by Jubilee personnel. Instead, the Company focused on monitoring exploration activities carried out by third parties on properties in which Jubilee retains royalty interests.

The Leeson-Brackin-Stover property, located adjacent to the past-producing Renabie Mine in the Missanabie area of Ontario, was retained and remained inactive during the period. The Geary Township Lease, located northwest of Timmins in the Porcupine Mining Division of Ontario, was also retained and remained inactive throughout Q1 2026.

During the quarter, Onyx Gold Corp. continued to report encouraging exploration results from its Munro-Croesus Project, located east of Matheson, Ontario, where Jubilee retains royalty interests on select claims. In addition, Laurion Mineral Exploration continued drilling activities on its Ishkoday Project, located north of Beardmore, Ontario, within which Jubilee holds royalty interests on the Elmhirst and Brenbar claim groups.

Discussions also continued during Q1 2026 with another exploration company regarding the potential sale of the Golden Harker and Ghost Lake–Elliott properties, located in the Larder Lake Mining Division of Ontario.

Stardust Metal Corp. announced plans for an aggressive 2026 drill program on the McGarry property, located adjacent to the past-producing Kerr Addison Mine in the Larder Lake area of Ontario, as well as on the nearby Omega Gold Project, which includes the McVittie property claims. Jubilee retains royalty interests in both the McGarry and McVittie properties.

Kirkland Lake Discoveries Corp. finalized its option agreement for the Mirado property, located in the Larder Lake area of Ontario, from OreCap Investment Corp. and identified several high-priority exploration targets for initial drilling. Jubilee retains a royalty interest in the Mirado property.

During Q1 2026, First Mining Gold Corp. also announced positive results from an updated socioeconomic analysis for its Springpole Gold Project, located in the Red Lake district of Ontario, where Jubilee retains royalty interests on core area claims.

Net Smelter Return Royalties Receivable

<u>Elmhirst Property</u>

The Elmhirst Property, a four-claim lease in the Beardmore-Geraldton area of north-central Ontario, was optioned by the Company to Laurion Mineral Exploration Inc. ("Laurion"). Laurion acquired 100% of the right on the Elmhirst Property, and Jubilee was granted a 2% Net Smelter Return ("NSR") Royalty on the property.

<u>Brenbar Gold Property</u>

On December 30, 2019, Jubilee and Laurion entered into another option agreement (the "Brenbar Option Agreement"), for the acquisition of the Brenbar Gold Property which is also located in the Beardmore-Geraldton area, immediately adjoining the west side of Laurion's flagship area properties. Pursuant to the Brenbar Option Agreement, Laurion is required to make a cash payment of $50,000 and issue 300,000 shares to the Company upon execution of the agreement, in order to acquire (i) the option to earn up to a 100% undivided working interest in the project; and (ii) the sole, exclusive, irrevocable, and immediate right to enter upon and conduct mining operation in and on the project for a period of five years from closing of the agreement.

In order to maintain the right to operate and exercise the option, Laurion is required to make additional cash payments totaling $115,000, and issue an aggregate of 460,000 additional shares, and incur an additional $300,000 in exploration expenditures within a three-year period from the execution of the Brenbar Option Agreement. Upon vesting, Jubilee would retain a 3% NSR on gold production and a 1.5% NSR on base metal production, with Laurion having the right to purchase 1% of the royalties for $1 million.

In 2020, the Company received (i) total cash payments of $115,000, including a payment of $50,000 due on execution, and (ii) 460,000 Laurion common shares, including 300,000 shares due on execution, valued at $80,800 based on the closing share price of the Laurion shares on the date of receipt. The consideration received had been recorded as other income on the statements of loss. During the three months ended December 31, 2020, the Company also recognized other income of $20,000, on the 100,000 shares issuable by Laurion on the 12-month anniversary of the Brenbar Option Agreement.

In 2021, the Company received the 100,000 common shares from Laurion valued at $72,000 based on the closing share price of the Laurion shares on the date of receipt, issuable on the 24-month anniversary of the Brenbar Option Agreement

In 2022, the Company received an additional 100,000 Laurion common shares valued at $52,000 based on the closing share price of the Laurion shares on the date of receipt, and a cash payment of $25,000, issuable on the 36-month anniversary of the Brenbar Option Agreement.

In 2023, the Company received an additional 100,000 Laurion common shares valued at $47,500 based on the closing share price of the Laurion shares on the date of receipt. These shares were issued as the annual exploration expenditures target pursuant to the Brenbar Option Agreement has not been incurred by Laurion in 2022.

Violet and Beaver Properties, Coleman Township
On May 10, 2011, the Company entered into an option agreement with Grupo Moje Limited ("Grupo"), whereby the Company granted Grupo the exclusive right and option to acquire a 100% undivided interest in the Violet and Beaver Properties. The Company holds a 3% NSR of which each 1% of the NSR can be purchased from the Company for $1,500,000. The Violet and Beaver Properties are currently owned by Canada Silver Cobalt Works Inc.

Baird-Farlie Township Property
The Baird-Farlie Township Property (Humlin and Red Ruth Properties) located in Red Lake, is currently owned by Evolution Mining. The Company is entitled to a sliding scale NSR based on the price of gold with a 4% NSR if the price of gold per troy ounce exceeds USD $800.

Casummit Lake Property (Springpole)
In 2010, the Company entered into a milestone claims royalty agreement with Gold Canyon Resources Inc. ("Gold Canyon") to sell and transfer the recorded title of certain Casummit claims to Gold Canyon for cash and share consideration. The Company holds a 3% NSR of which Gold Canyon can purchase 1% NSR for $1,000,000. Gold Canyon shall pay the Company an annual advanced royalty of $70,000, which will be adjusted by the Consumer Price Index ("CPI") published by Statistics Canada each year, payable within 90 days of each fiscal year-end of Gold Canyon. Gold Canyon will also issue 100,000 common shares to the Company upon each of the first to fifth anniversary of the TSX-V approval of the agreement. In 2015, Jubilee received the final issuance of 100,000 common shares of Gold Canyon.

On July 12, 2010, the Company entered into a royalty agreement with Gold Canyon and the Company retains a 3% NSR on a second Casummit claim group. Gold Canyon has the right to re-acquire a 1% NSR upon payment of an aggregate of $500,000. No royalties have been received with respect to this arrangement. First Mining acquired Gold Canyon in November 2015.

In 2024 and 2023, the Company received an advanced royalty payment of $94,815 and $91,786, respectively, on the Casummit Lake Property from Gold Canyon.

German-Stock Property (Clavos Project)
In 1996, the Company purchased a royalty interest in some mining properties from a company under common management, Clavos Porcupine Mines Limited, for an exchange amount of $100,000. The Company is entitled to receive future royalty payments as follows:
(i) A payment of $200,000 in cash upon commencement of commercial production.
(ii) A royalty based upon a sliding scale NSR based on gold price and subject to changes in the CPI.
(iii) The agreement also provides for a royalty payment in the event that an active exploration program is not commenced within 12 months of the gold price exceeding USD $650 per ounce for more than 90 consecutive days.

To date, commercial production has not commenced on this project and no royalties are currently recoverable.

Guillet Township Property (formerly the Belletere Mine)
The Company holds a 2% NSR on two mining concessions located in the Township of Guillet, Quebec of which one-half of the NSR can be purchased for $500,000. The Company's royalty interest in this property was reportedly cancelled by the Mining Commissioner when the property previously went into receivership.

Duprat Township Properties
The Company holds a 7.5% interest in the net proceeds of commercial exploitation from 10 mining claims, and a 2% NSR on 51 additional claims, located in Duprat Township, in the Noranda Mining Camp, Quebec.

McGarry Royalty
The McGarry gold property is located in McGarry Twp. Adjacent to the historic Kerr Addison Mine property in the eastern Larder Lake area. In 2025, Orecap Invest Corp (the current owner) optioned the property to Stardust Metal Corp. Jubilee is entitled to royalties in McGarry determined at the greater of:
(i) An NSR royalty based on the price per troy ounce as follows:
    - 2% when less than USD $500
    - 3% when greater than USD $500 and less than US$800
    - 4% when greater than USD $800; or
(ii) $1.00 per short ton of ore derived from the properties; and
(iii) An advance royalty payment of $21,573 payable quarterly, adjusted to the CPI.

Mirado and Derlak Properties
The Company holds a 3% NSR in the Mirado project located in Larder Lake. At any time prior to the start of commercial production from the property the owner has the right to purchase 1% of the retained NSR for $1,000,000. A second 1% can be purchased for $2,000,000, and the final 1% for an additional $3,000,000. Orecap Invest Corp., the current owner of the Mirado property, recently arranged to sell the Mirado property to Kirkland Lake Discovery Corp.

Jubilee also holds a 3% NSR in the Derlak project located in the Red Lake area of Ontario and currently owned by West Red Lake Gold Corp. The owner has the right to purchase 1% of the retained NSR at any time for $1,000,000.

Pagwachuan Lake Property
The Company holds a 3% NSR in this project, with the owner having the right to purchase 1% of the retained royalty for $1,000,000. The property is located in the Pagwachuan Lake Area of Ontario. Alamos Gold became the owner upon acquiring Argonaut Gold Inc. in 2024.

Munro Properties (Croesus-Munro and North Munro)
On October 30, 2020, the Company entered into an agreement of purchase and sale (the "Munro Sale Agreement") to sell the Croesus-Munro Property in Larder Lake to Epica Gold Inc. ("Epica Gold"), a wholly owned subsidiary of HighGold. Under the terms of the Munro Sale Agreement, Epica Gold was required to pay total consideration to the Company comprised of a cash payment of $25,000, and the issuance of 275,000 shares of HighGold for various mineral claims including patented properties, and other claims, leases and rights.

Pursuant to a NSR Royalty Agreement entered in conjunction to the Munro Sale Agreement, the Company also granted Epica Gold the option to purchase half of the Company's retained royalty with respect to the concerned properties for $2,000,000.

In 2020, the Company recognized total other income of $478,750 on the sale, including an amount of $453,750 recorded on the 275,000 shares issuable by HighGold. The shares were valued based on the share price of HighGold on the execution date of the Munro Sale Agreement.

In 2021, the Company received 275,000 common shares from HighGold.

In 2023, HighGold completed the spin-out of their Ontario and Yukon projects into a new subsidiary company, Onyx Gold Corp. ("Onyx").

In late 2024, the North Munro-Warden property, consisting of an 8-claim lease and four staked claims, was also sold to Onyx. The terms of sale required that Onyx pay a cash consideration of C$20,000, and issue 120,000 Onyx Common Shares.

Hislop Lease

On March 28, 2024, the Company entered into an agreement for the purchase and sale of the registered leasehold of Patented Crown Leasehold Mining Rights Only Lands (the "Hislop Lease"), with Alamos Gold Inc. (the "Buyer") (the "Hislop Purchase and Sale Agreement"). The consideration payable by the Buyer for the Hislop Lease is $50,000, and one and a half percent (1.5%) net smelter return royalty in respect of all precious metals mined, produced, extracted, derived or otherwise recovered from the Hislop Lease. ("Hislop NSR Royalty") At any time, the Buyer shall have the option, in its sole discretion, to buyback the Hislop NSR Royalty for a consideration of $450,000 in full or in incremental payments as follows: 0.5% for $100,000, a second 0.5% for $150,000, and a final 0.5% for $200,000. On April 12, 2024, the Company closed the Hislop Purchase and Sale Agreement and realized a gain of $49,400 (2023 – $nil) on its disposition.

McVittie

The McVittie property was acquired by Orecap Invest Corp in 2025, with Jubilee retaining a 3% NSR royalty, and Orecap having the option to purchase 1% of the retained royalty for $ 1 Million.

Harker North–Dale and Harker South

In 2025, Jubilee sold the Harker North-Dale and Harker South properties, located in the Larder Lake area, to STLLR Gold. Under the terms of the agreement, Jubilee received $50,000 upon closing and retained a 2% NSR royalty on each property. STLLR Gold also holds the option to purchase 1% of the retained royalty for $1,000,000. The acquisition was completed in January 2026.

Net Smelter Return Royalties Payable

Elliott Lake Property (Ghost Lake)

The Company has a 2.5% NSR obligation on net proceeds of production to Ty Randa on the Elliott Township Property in located in the Larder Lake district of Ontario.

Harker Township Property (Golden Harker)

The Company has a 2% NSR obligation to Goldcorp Inc. on three mineral claims within the Golden Harker property, located in the Larder Lake Mining Division of Ontario.

Overall Performance

Selected Annual Information

The Company's selected annual financial information as at and for the three most recently completed financial years ended December 31 are summarized as follows:

As at and for the years ended December 31,	2025	2024	2023
	$	$	$
Investment income	49,717	36,804	46,822
Royalty income	97,185	94,815	91,786
Other income	-	-	47,500
Net income (loss) and comprehensive income (loss)	7,988,439	2,031,173	269,616
Basic and diluted net profit (loss) per share	1.00	0.26	0.03
Total assets	16,220,394	8,239,933	6,299,455
Total current liabilities	163,836	162,104	244,129

During the year ended December 31, 2025, the Company recognized $7,363,284 in unrealized gains on investments, primarily driven by increases in fair value. These gains constituted the majority of both net income and comprehensive income for the year. In comparison, for the year ended December 31, 2024, the Company recognized $2,164,540 in unrealized gains on investments, also primarily attributable to increases in fair value, which similarly represented the majority of net income and comprehensive income for that year.

Summary of quarterly results

The Company's selected financial information for the eight most recently completed quarters are as follows:

	Q1 2026	Q4 2025	Q3 2025	Q2 2025
	$	$	$	$
Total expenses	(127,469)	(177,177)	(85,520)	(88,340)
Total other income	1,467,064	2,011,405	3,769,107	535,376
Net profit (loss)	1,339,595	1,834,224	3,683,587	447,036
Profit (loss) per share – basic and diluted	0.17	0.23	0.46	0.06
Working capital [1]	17,222,583	15,884,903	14,049,650	10,364,363

	Q1 2025	Q4 2024	Q3 2024	Q2 2024
	$	$	$	$
Total expenses	(78,778)	(74,647)	(123,020)	(106,562)
Total other income (expenses)	2,102,366	(151,931)	1,163,222	536,188
Net income (loss)	2,023,592	(235,577)	1,040,202	429,626
Income (loss) per share – basic and diluted	0.25	0.03	0.13	0.05
Working capital Working capital [1]	9,916,164	7,886,838	8,017,774	6,976,081

Results of operations

For the three months ended March 31, 2026, total expenses increased by $48,695, or 61%, to $127,469, compared to $78,774 in the prior year period. The increase was primarily attributable to higher directors' and management fees of $25,675 following fee increases implemented in the fourth quarter of 2025, as well as an increase in legal fees of $22,210 related to a Notice of Civil Claim filed in early 2024.

During the three months ended March 31, 2026, the Company generated other income of $1,467,064, representing a decrease of $635,302 compared to the prior year period. The decrease was primarily attributable to lower unrealized gains on investments, which totaled $1,136,650 in Q1 2026, compared to $2,029,569 in the comparative period, a decrease of $892,919. This decline was partially offset by realized gains on investments of $241,924 recognized on the sale of investments during the quarter.

Reflecting these activities, the Company reported net income and comprehensive income of $1,339,595 for the three months ended March 31, 2026, representing basic and diluted income of $0.17 per share, compared to net income and comprehensive income of $2,023,592, or $0.25 per share, in the comparative period.

Cash flows

Net cash used in operating activities for the three months ended March 31, 2026 was $70,428, compared to $83,821 used in the prior year period.

Net cash used in financing activities for the three months ended March 31, 2026 totaled $3,000, consistent with the comparative period. These outflows primarily related to lease payments made in both periods.

Net cash provided by investing activities for the three months ended March 31, 2026 was $278,510, compared to $180,036 in the prior year period. The increase was primarily attributable to higher proceeds from the disposal of investments, which increased by $374,612, as well as a $6,229 increase in proceeds from the disposal of mining claims relative to the comparative period. These increases were partially offset by cash used to purchase investments of $99,203 during the quarter, whereas no investment purchases were made in the prior year period.

Working Capital and Liquidity Outlook

As at March 31, 2026, the Company had a working capital of $17,222,583, as compared to a working capital of $15,884,903as at December 31, 2025.

As at March 31, 2026, the Company had total current assets of $17,395,561 (December 31, 2025 – 16,048,739) available for working capital and other operational purposes, primarily comprised of $1,338,930 in cash and cash equivalents (December 31, 2025 – $1,133,848), accounts receivable of $63,646 (December 31, 2025 – $82,502), and prepaid expenses of $1,800 (December 31, 2025 – $9,987). The Company also had investments classified as current assets, which it can liquidate, valued at $15,991,185 (December 31, 2025 – $14,822,402).

Related Party Transactions and Key Management Compensation

In accordance with IAS 24 – Related Party Disclosures, key management personnel, including companies controlled by them, are those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

Loan payable

On April 6, 2016, the Company entered into a loan agreement with the Company's Former CEO, who was also a director and controlling shareholder of Jubilee, providing for the terms and conditions pursuant to which the CEO loaned the Company a principal amount of $300,000 (the "Loan") by evidence of a promissory note. The Loan had a term of five years and was payable on demand after one year. The Loan bears interest at the rate of 1% per annum payable yearly on the date of each annual anniversary. The Loan is convertible at the option of the holder into Class A common shares of the Company at any time until the date of expiry of the loan term. The terms and conditions of the Loan provide that accrued interest can also be paid through the issuance of Class A common shares.

The conversion rate will be determined based on a price per Class A common share that is not less than the market price of the Class A common shares at the time of the conversion of the loan or at the time the accrued interest is payable, subject to TSX-V acceptance. If at the time of conversion, the Company is no longer a publicly traded reporting issuer; the conversion price shall be $0.10 for any amount of principal or accrued interest to be converted. The estimated fair value of the conversion option at the time of issue and as at March 31, 2026 and December 31, 2025 was $nil.

As at March 31, 2026, the loan payable balance was $87,500 (2025 – $87,500). Accrued interest on the Loan of $12,176 (2025 – $11,520) was included in accounts payable and accrued liabilities.

Loan Facility

On October 31, 2025, the Company entered into a loan facility agreement (the "Loan Facility") dated October 31, 2025 with the Company's CEO, Warren Becker ("Mr. Becker") . Under this arrangement, the Company agreed to advance funds to Mr. Becker from time to time for the sole purpose of purchasing shares of the Company from existing shareholders. The Loan Facility is interest-free and has no fixed repayment date. Repayment is effected by Mr. Becker delivering the shares of the Company acquired using the advance proceeds back to the Company. As at March 31, 2026, no amounts had been advanced under the Loan Facility.

Concurrent with the Loan Facility Agreement, Mr. Becker entered into a Pledge Agreement dated October 31, 2025, granting the Company a continuing security interest over all shares of the Company acquired using any future loan proceeds, together with any proceeds, replacements, or distributions in respect of those shares. As no advances had been made as at March 31, 2026, no shares have been pledged under this agreement.

The Company has defined key management personnel as senior executive officers, as well as the Board of Directors. The total remuneration of key management personnel and the Board of Directors are as follows:

For the three months ended March 31,		**2026**		2025
Management fees	**$**	**59,175**	$	36,000
Director fees		**5,750**		3,250
Total	**$**	**64,925**	$	39,250

Risk Management

The Board of the Company the overall responsibility for the establishment and oversight of its risk management framework. Risk management policies are established to identify and analyze the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits, and are reviewed regularly to reflect changes in market conditions and the Company's activities. The Board oversees how management monitors compliance with the Company's risk management policies and procedures and reviews the adequacy of the risk management framework in relation to the risks faced by the Company.

The Company's financial instruments consist primarily of cash, investments, accounts payable and accrued liabilities, loan payable, and lease liabilities. The Company is exposed to various risks as it relates to these financial instruments. There have been no changes in risks, objectives, policies and procedures during the current reporting period. The following analysis provides a measure of the risks:

Credit risk

Credit risk is the risk that a party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company is subject to concentrations of credit risk through its cash holding and investments. Cash is held with a reputable Canadian chartered bank, while investments are held with a reputable financial institution, which are both closely monitored by management. The maximum credit risk is equivalent to the carrying value of the Company's cash and cash equivalents.

Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if the Company's access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company. The Company manages liquidity risk by ensuring that it has sufficient cash and other financial resources available to meet its needs. The Company forecasts cash flow for a period of 12 months to identify financial requirements. These requirements are met through cash management, dispositions of assets and accessing financing through loans.

As at March 31, 2026, the Company had cash and cash equivalents of $1,338,930 (December 31, 2025 - $1,133,848) and investments of $15,991,185 (December 31, 2025 - $14,822,402) to settle current liabilities of $172,977 (December 31, 2025 – $163,836). All of the Company's accounts payable and accrued liabilities generally have contractual maturities of less than 30 days and are subject to normal trade terms. As the Company has the ability to liquidate its investments portfolio, management believes that it has sufficient cash flow to meet its obligations for the next 12 months.

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices. These fluctuations may be significant. The methods and assumptions management use when accessing market risks are summarized below:

Foreign currency risk

The Company's functional currency is the Canadian dollar. The Company maintains a portion of its cash and investments in United States dollars ("USD"), and it does not engage in any hedging activities to reduce its foreign currency risk. As at March 31, 2026, the Company had cash held in USD accounts totaling USD $246,289 (December 31, 2025 – USD $91,563). A change in rates of plus or minus 1% would have a nominal effect on comprehensive loss for the three months ended March 31, 2026. As at March 31, 2026, the Company held investments denominated in USD with a fair value totaling USD $1,025,491 (December 31, 2025 – USD $799,057). A change in rates of plus or minus 1% would have an effect of $14,294 (December 31, 2025 - $16,081) on comprehensive income for the three months ended March 31, 2026.

Commodity price risk

The Company is exposed to price risk with respect to commodity prices. The Company closely monitors commodity prices to determine the appropriate course of action to be taken. The loss due to price risk on production is remote at this time since the Company is not a producing entity. There are certain investments in companies that may be producing entities who may be sensitive to fluctuations in commodity prices. The loss due to price risk on the non-financial assets, gold and silver, which the Company owns (Note 4 of Q4 2025 financials) is also remote at this time since they were recorded at cost.

Equity price risk

The Company is exposed to equity price risk associated with changes in the market value of its investments. The Company closely monitors equity prices to determine the appropriate course of action to be taken. The Company's equity investments are concentrated in the resource sector. A 10% change in the quoted market of these investments would result in a change of approximately $1,600,000 (2025 -$941,000) to the Company's net loss for the three months ended March 31, 2026.

Fair value

Fair value estimates of financial instruments are made at a specific point in time based on relevant information about financial markets and specific financial instruments. As these estimates are subjective in nature, involving uncertainties and matters of significant judgment, they cannot be determined with precision. Changes in assumptions can significantly affect estimated fair values. The Company's financial instruments consist of cash and cash equivalents, investments, accounts payable and accrued liabilities and loan payable. The fair value of cash and cash equivalents, accounts payable and accrued liabilities and loan payable are approximately equal to their carrying value due to their short-term nature. Investments in financial assets are carried at their fair value when there is an active market.

The Company classifies financial instruments recognized at fair value in accordance with a fair value hierarchy that includes the inputs used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities, and the lowest priority to unobservable inputs.

The three levels of the fair value hierarchy are described below:

- Level 1 - valuation based on quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 - valuation techniques based on inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices); and
- Level 3 - valuation techniques using inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Investments – equity portfolio	**Level 1**	**Level 2**	**Level 3**	**Total**
	$	**$**	**$**	**$**
December 31, 2025	14,822,402	-	-	14,822,402
March 31, 2026	15,991,185	-	-	15,991,185

As at March 31, 2026 and December 31, 2025, the Company's financial instruments carried at fair value consisted of its investments in publicly traded equities (Note 4), which have been classified as Level 1. The fair value disclosure for investments in non-financial assets had also been classified as Level 1. There were no transfers between Levels 2 and 3 for recurring fair value measurements during the three months ended March 31, 2026 and year ended December 31, 2025.

Capital Management

The Company's objectives when managing capital are:

(i) To safeguard its ability to continue as a going concern;
(ii) Continue the development and exploration of its mineral properties; and
(iii) Maintain a capital structure, which optimizes the cost of capital at acceptable levels of risk.

For capital management purposes, the Company defines capital as its shareholders' equity that includes share capital, contributed surplus, and retained earnings (deficit). Funds are secured through equity capital. There can be no assurance that the Company will be able to obtain sufficient capital in the case of operating cash deficits. There has been no change with respect to the overall capital risk management strategy since the Company's most recent financial reporting period.

Summary of Material Accounting Policies

The material accounting policies followed in the condensed interim consolidated financial statements for the three months ended March 31, 2026 are consistent with those applied in the Company's audited consolidated financial statements for the year ended December 31, 2025.

Significant Accounting Judgments and Estimates

The preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, revenue and expenses. These are described in greater detail in Note 3 of the Q1 2026 Financial Statements.

Adoption of new standards, interpretations and amendments
The Company has adopted the following accounting standard issued by the IASB that were effective January 1, 2026.

Amendments to IFRS 9, Financial Instruments and IFRS 7, Financial Instruments: Disclosures
In May 2024, the IASB issued amendments to the classification and measurement requirements in IFRS 9. The amendments will address diversity in accounting practice by making the requirements more understandable and consistent. These include:
(i) Clarifying the classification and assessment of contractual cash flows of financial assets including those arising from environmental, social and corporate governance ("ESG")-linked features.
(ii) Settlement of liabilities through electronic payment systems - the amendments clarify the date on which a financial asset or financial liability is derecognized. The IASB also decided to develop an accounting policy option to allow a company to derecognize a financial liability before it delivers cash on the settlement date if specified criteria are met.

With these amendments, the IASB has also introduced additional disclosure requirements to enhance transparency for investors regarding investments in equity instruments designated at FVOCI and financial instruments with contingent features, for example features tied to ESG-linked targets. The amendments are effective for annual reporting periods beginning on or after January 1, 2026. This amendment does not have a material impact on the Company.

New, amended and future accounting pronouncements
The following are amendments to the accounting standards for annual periods beginning on or after January 1, 2026, issued by IASB, which the Company plan to adopt on their respective effective dates:

IFRS 18 – Presentation and Disclosure of Financial Statements
On April 9, 2024, the IASB issued IFRS 18 "Presentation and Disclosure of Financial Statements" ("IFRS 18") replacing IAS 1. IFRS 18 introduces categories and defined subtotals in the statements profit or loss, disclosures on management-defined performance measures, and requirements to improve the aggregation and disaggregation of information in the financial statements. As a result of IFRS 18, amendments to IAS 7 were also issued to require that entities use the operating profit subtotal as the starting point for the indirect method of reporting cash flows from operating activities and also to remove presentation alternatives for interest and dividends paid and received. Similarly, amendments to IAS 33 "Earnings per Share" were issued to permit disclosure of additional earnings per share figures using any other component of the statement of profit or loss, provided the numerator is a total or subtotal defined under IFRS 18. IFRS 18 is effective for annual reporting periods beginning on or after January 1, 2027, and is to be applied retrospectively, with early adoption permitted. The Company is currently assessing the impact of the standard on its financial statements.

Disclosure of Outstanding Share Data on March 31, 2026 and May 29, 2026.

	Authorized	**Outstanding**
Voting or equity securities issued and outstanding	Unlimited Class A Common Shares	7, 961,578 Class A Common Shares

Contingencies

Contingent note payable

Pursuant to an agreement dated May 1, 1941, the Company agreed to issue a $50,000 contingent income note payable to an optionee, with interest bearing at 5% per annum, depending on net earnings, amongst other criteria. Net earnings were defined as gross proceeds from the sale of products derived from mining operations conducted upon the Irwin, Pifher Property (the "Irwin Property"), after deducting all expenses of every kind incurred in operating the Irwin Property.

As at March 31, 2026, neither exploration activity nor production has commenced on the Irwin Property and there is uncertainty as to the timing of any payment related to this contingent income note payable. In the event that the Company sells the Irwin Property, the income note becomes null and void. As a result, no provision has been made in these financial statements.

Environmental contingencies
The Company's exploration activities are subject to various laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company believes its operations are materially in compliance with all applicable laws and regulations. The Company has made and expects to make expenditures in the future to comply with such laws and regulations.

Contingency on asset recovery

As of March 31, 2026, the Company's access to certain assets of approximately 4 kg of gold and 450 oz of silver held in a safety deposit box (the "gold and silver assets") at Canadian Imperial Bank of Commerce ("CIBC") remain restricted. These access limitations have been in place since June 2023.

In 2024, the Company, as authorized by the Board, has filed a Notice of Civil Claim in the Supreme Court of British Columbia in Vancouver against its Former CEO and his spouse seeking recourse for recovery of the assets and ancillary relief. A court order that resolves the issue or joint instructions provided by all parties involved are required to lift the restriction on access to gold and silver assets. The outcome of the claim remains uncertain. Given the ongoing restriction and uncertainty surrounding the resolution, the Company recorded an impairment charge of $93,725 on these assets during 2024. The Company remains confident in a favorable outcome that that the access to the assets will be regained in due course.

Off-Balance Sheet Arrangements

As at March 31, 2026 and the date of this MD&A, the Company does not have any off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on the results of operations or financial condition of the Company.

Risk Factors

There are numerous and varied risks, known and unknown, that may prevent the Company from achieving its goals. If any of these risks occur, the Company's business, financial condition or results of operation may be adversely affected. In such case, the trading price of the Company's common shares could decline, and investors could lose all or part of their investment. The following is a summary of risks that could be applicable to the business of the Company:

Exploration, development and operating risks

Mining operations generally involve a high degree of risk. The Company's operations are subject to all the hazards and risks normally encountered in the exploration, development and production of gold, precious metals and other minerals, including unusual and unexpected geologic formations, seismic activity, rock bursts, cave-ins, flooding and other conditions involved in the drilling and removal of material, any of which could result in damage to, or destruction of, mines and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although adequate precautions to minimize risk will be taken, milling operations are subject to hazards such as equipment failure or failure of retaining dams around tailings disposal areas which may result in environmental pollution and consequent liability.

The exploration for and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate. While the discovery of a mineral-bearing structure may result in substantial rewards, few properties which are explored are ultimately developed into producing mines.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. Whether a gold or other mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as quantity and quality of mineralization and proximity to infrastructure; mineral prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital.

There is no certainty that the expenditures made by the Company towards the search and evaluation of gold or other minerals will result in discoveries of commercial quantities of gold or other minerals.

Additional financing

The Company believes that its raised capital is sufficient to meet its presently anticipated working capital and capital expenditure requirements for the near future. This belief is based on its operating plan which, in turn, is based on assumptions, which may prove to be incorrect. In addition, the Company may need to raise significant additional funds sooner to support its growth, respond to competitive pressures, acquire or invest in complementary or competitive businesses or technologies, or take advantage of unanticipated opportunities. If its financial resources are insufficient, it will require additional financing to meet its plans for expansion. The Company cannot be sure that this additional financing, if needed, will be available on acceptable terms or at all.

Furthermore, any debt financing, if available, may involve restrictive covenants, which may limit its operating flexibility with respect to business matters. If additional funds are raised through the issuance of equity securities, the percentage ownership of existing shareholders will be reduced, such shareholders may experience additional dilution in net book value, and such equity securities may have rights, preferences or privileges senior to those of its existing shareholders. If adequate funds are not available on acceptable terms or at all, the Company may be unable to develop or enhance its services and products, take advantage of future opportunities, repay debt obligations as they become due, or respond to competitive pressures, any of which could have a material adverse effect on its business, prospects, financial condition, and results of operations.

Volatile global financial and economic conditions

Current global financial and economic conditions remain extremely volatile. Access to public and private capital and financing continues to be negatively impacted by many factors as a result of the global financial crisis and global recession. Such factors may impact the Company's ability to obtain financing in the future on favorable terms or obtain any financing at all. Additionally, global economic conditions may cause a long-term decrease in asset values. If such global volatility, market turmoil and the global recession continue, the Company's operations and financial condition could be adversely impacted.

Reliability of resource estimates

There is no certainty that any mineral resources identified in the future on any of the Company's properties will be realized. Until a deposit is actually mined and processed, the quantity of mineral resources and grades must be considered as estimates only. In addition, the quantity of mineral resources may vary depending on, among other things, metal prices. Any material changes in quantity of mineral resources, grade or stripping ratio may affect the economic viability of any project undertaken by the Company. In addition, there can be no assurance that gold recoveries or other metal recoveries in small-scale laboratory tests will be duplicated in a larger scale test under onsite conditions or during production.

Fluctuations in gold and other base or precious metals prices, results of drilling, metallurgical testing and production and the evaluation of studies, reports and plans subsequent to the date of any estimate may require revision of such estimate. Any material reductions in estimates of mineral resources could have a material adverse effect on the Company's results of operations and financial condition from time to time.

Operating risk and insurance coverage
The Company's insurance coverage is intended to address all material risks to which it is exposed and is adequate and customary in its current state of operations. However, such insurance is subject to coverage limits and exclusions and may not be available for the risks and hazards to which the Company is exposed. In addition, no assurance can be given that such insurance will be adequate to cover the Company's liabilities or will be generally available in the future or, if available, that premiums will be commercially justifiable. If the Company were to incur substantial liability and such damages were not covered by insurance or were in excess of policy limits, or if the Company were to incur such liability at a time when it is not able to obtain liability insurance, its business, results of operations and financial condition could be materially adversely affected.

Environmental risks and hazards

All phases of the Company's operations are subject to environmental regulation in the jurisdictions in which it operates. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Environmental hazards may exist on the properties on which the Company holds interests which are unknown to the Company at present and which have been caused by previous or existing owners or operators of the properties.

Government approvals and permits are currently and may in the future be required in connection with the Company's operations. To the extent such approvals are required and not obtained, the Company may be curtailed or prohibited from continuing its exploration or mining operations or from proceeding with planned exploration or development of mineral properties.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations or in the exploration or development of mineral properties may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Amendments to current laws, regulations and permits governing operations and activities of mining and exploration companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in exploration expenses, capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Land title

No assurances can be given that there are no title defects affecting property or any other property interests of the Company. Title insurance generally is not available, and the Company's ability to ensure that it has obtained secure claim to individual mineral properties or mining concessions may be severely constrained. Furthermore, the Company has not conducted surveys of the claims in which it holds an interest and, therefore, the precise area and location of such claims may be in doubt. Accordingly, the Company's mineral properties may be subject to prior unregistered liens, agreements, transfers or claims, including native land claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties.

Reliance on management

The success of the Company is dependent on the performance of its senior management. The loss of services of these persons would have a material adverse effect on the Company's business and prospects in the short-term. There is no assurance the Company can maintain the services of its officers or other qualified personnel required to operate its business. Failure to do so could have a material adverse effect on the Company and its prospects.

Risks associated with increasing competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire additional attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

Factors which may prevent realization of growth targets

The Company is not currently in active operations. There is a risk that the additional resources will be needed, and milestones will not be achieved on time, on budget, or at all, as they can be adversely affected by a variety of factors, including some that are discussed elsewhere in these risk factors and the following as it relates to the Company:

- delays in obtaining, or conditions imposed by, regulatory approvals.
- facility design errors.
- environmental pollution.
- non-performance by third-party contractors.
- increases in materials or labour costs.
- construction performance falling below expected levels of output or efficiency.
- breakdown, aging or failure of equipment or processes.
- contractor or operator errors.
- labour disputes, disruptions or declines in productivity.
- inability to attract sufficient numbers of qualified workers.
- disruption in the supply of energy and utilities; and
- major incidents and/or catastrophic events such as fires, explosions, earthquakes or storms.

Commodity prices

The price of the Company's common shares, the Company's financial results, and exploration, development and mineral development activities may in the future be significantly adversely affected by declines in the price of precious metals or other minerals. The price of precious metals and other minerals fluctuates widely and is affected by numerous factors beyond the Company's control such as the sale or purchase of commodities by various central banks and financial institutions, interest rates, exchange rates, inflation or deflation, fluctuation in the value of the USD and foreign currencies, global and regional supply and demand, the political and economic conditions of major mineral producing countries throughout the world, and the cost of substitutes, inventory levels and carrying charges.

Future serious price declines in the market value of precious metals or other minerals could cause continued development of and commercial production from the Company's properties to be impracticable. Depending on the price of precious metals and other minerals, cash flow from mining operations may not be sufficient and the Company could be forced to discontinue production and may lose its interest in, or may be forced to sell, some of its properties. Future production from the Company's mineral exploration properties is dependent upon the prices of precious metals and other minerals being adequate to make these properties economic.

In addition to adversely affecting the Company's future resource or reserve estimates, if any, and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Government regulation

The development and mineral exploration activities of the Company are subject to various laws governing prospecting, development, production, taxes, labour standards and occupational health, mine safety, toxic substances, land use, water use, land claims of local people and other matters. In addition, no assurance can be given that new rules and regulations will not be enacted or that existing rules and regulations will not otherwise be applied in a manner which could limit or curtail production or development in any of the jurisdictions in which the Company operates. Amendments to other current laws and regulations governing mineral exploration and development or more stringent implementation thereof could also have a substantial adverse impact on the Company.

Management of growth

The Company may be subject to growth-related risks including capacity constraints and pressure on its internal systems and controls. The ability of the Company to manage growth effectively will require it to continue to implement and improve its operational and financial systems and to expand, train and manage its employee base. The inability of the Company to deal with this growth may have a material adverse effect on the Company's business, financial condition, results of operations and prospects.

Dividends

The Company has no earnings or dividend record and does not anticipate paying any dividends on the Company's shares in the foreseeable future. Dividends paid by the Company would be subject to tax and, potentially, withholdings.

Limited market for securities

There can be no assurance that an active and liquid market for the Company's shares will develop or be maintained, and an investor may find it difficult to resell any securities of the Company.

Disclosure of Internal Controls over Financial Reporting

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading in light of the circumstances under which it is made, as of the date of and for the periods presented by the financial statements; and (ii) the financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented. In contrast to non-venture issuers, this MD&A does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal control over financial reporting ("ICFR"). In particular, management is not making any representations relating to the establishment and maintenance of: controls and procedures designed to provide reasonable assurance that information required to be disclosed by the Company in its filings or other reports or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Investors should be aware that inherent limitations on the ability of management of the Company to design and implement on a cost-effective basis DC&P and ICFR may result in additional risks to the quality, reliability, transparency and timeliness of filings and other reports provided under securities legislation.

Cautionary Note Regarding Forward Looking Statements

This MD&A includes "forward-looking statements", within the meaning of applicable securities legislation, which are based on the opinions and estimates of Management and are subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. Forward-looking statements are often, but not always, identified by the use of words such as "seek", "anticipate", "budget", "plan", "continue", "estimate", "expect", "forecast", "may", "will", "project", "predict", "potential", "targeting", "intend", "could", "might", "should", "believe" and similar words suggesting future outcomes or statements regarding an outlook. Such risks and uncertainties include, but are not limited to, risks associated with the cannabis industry, the risk of commodity price and foreign exchange rate fluctuations, the ability of the Company to fund the capital and operating expenses necessary to achieve the business objectives of the Company, the uncertainty associated with commercial negotiations and negotiating with foreign governments and risks associated with international business activities, as well as those risks described in public disclosure documents filed by the Company. Due to the risks, uncertainties and assumptions inherent in forward-looking statements, prospective investors in securities of the Company should not place undue reliance on these forward-looking statements. Statements in relation to "reserves" are deemed to be forward-looking statements, as they involve the implied assessment, based on certain estimates and assumptions, that the reserves described can be profitably produced in the future. Readers are cautioned that the foregoing lists of risks, uncertainties and other factors are not exhaustive. The forward-looking statements contained in this press release are made as of the date hereof and the Company undertakes no obligation to update publicly or revise any forward-looking statements or in any other documents filed with Canadian securities regulatory authorities, whether as a result of new information, future events or otherwise, except in accordance with applicable securities laws. The forward-looking statements are expressly qualified by this cautionary statement.

Management's Responsibility for Financial Information

Management is responsible for all information contained in this report. The Financial Statements have been prepared in accordance with IFRS and include amounts based on management's informed judgments and estimates. The financial and operating information included in this report is consistent with that contained in the Q3 2025 Financial Statements in all material aspects.

The Audit Committee has reviewed the three months ended March 31, 2026 Financial Statements and this MD&A with management. The Board of the Company has approved the Q4 2025 Financial Statements and this MD&A on the recommendation of the Audit Committee.

May 29, 2026

Warren Becker
Interim Chief Executive Officer