

ALORO MINING CORP.

Form 51-102F1

Management's Discussion and Analysis

For the Year Ended December 31, 2025

The following discussion and analysis (the “MD&A”) of the financial condition and results of the operations of Aloro Mining Corp. (the “Company”) constitutes management’s review of the factors that affected the Company’s financial and operating performance for the year ended December 31, 2025, and should be read in conjunction with the Company’s audited consolidated financial statements and related notes for the year ended December 31, 2024. All figures are in Canadian dollars unless otherwise stated.

Further information regarding the Company and its operations are filed electronically on the System for Electronic Document Analysis and Retrieval (“SEDAR+”) in Canada and can be obtained from www.sedarplus.ca.

The consolidated financial statements of the Company for the year ending December 31, 2025 and 2024 have been prepared in accordance with IFRS Accounting Standards (“IFRS”) and are expressed in Canadian dollars. These consolidated financial statements have been prepared assuming the Company will continue on a going-concern basis. At December 31, 2025, the Company had not yet achieved profitable operations and expects to incur further losses in the development of its business. These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Company’s ability to continue as a going concern. The continuing operations of the Company are dependent upon economic and market factors which involve uncertainties including the Company’s ability to raise adequate equity financing for continuing operations. Realization values may be substantially different from carrying values as shown and accordingly these financial statements do not give effect to adjustments, if any that would be necessary should the Company be unable to continue as a going concern. If the going concern assumption was not used, then the adjustments required to report the Company’s assets and liabilities on a liquidation basis could be material to these consolidated financial statements.

Disclaimer

This MD&A contains forward-looking statements, which reflect, among other things, management’s expectations regarding the Company’s future growth, results of operations, performance and business prospects and opportunities. The use of any of the words "anticipate", "continue", "estimate", "expect", "may", "will", "project", "should", "believe" and similar expressions are intended to identify forward-looking statements. These statements involve known and unknown risks, uncertainties and other factors that may cause actual results or events to differ materially from those anticipated in such forward-looking statements. The Company believes that the expectations reflected in these forward-looking statements are based on reasonable assumptions, but no assurance can be given that these expectations will prove to be correct, and the forward-looking statements included in this MD&A should not be unduly relied upon. These statements speak only as of the date of this MD&A and save and except as required under applicable securities legislation. The Company assumes no obligation to update or revise them to reflect new events or circumstances.

DATE

This MD&A is dated as April 21, 2026.

DESCRIPTION AND GENERAL DEVELOPMENT OF THE BUSINESS

The Company is engaged in the acquisition, exploration and, if warranted, development of mineral resource properties.

SALE OF LOS VENADOS EXPLORATION PROPERTY

In May 2025, the Company entered into a Mineral Property Purchase Agreement (the “Agreement”) with Alamos Gold Inc. (“Alamos”), pursuant to which the Company agreed to sell its 100% interest in Exploraciones Aloro S.A. de C.V., the Company’s wholly owned subsidiary, including a 100% legal and beneficial interest in certain mineral concessions known as the Los Venados Property.

The total purchase price under the Agreement is US\$420,000, payable as follows: (i) an initial payment of US\$100,000, payable within five business days of execution of the Agreement, and (ii) a closing payment of US\$320,000, payable within five business days following the registration of MON as the sole registered titleholder of the mineral concessions with the Mexican Mining Authority.

The initial payment of US\$100,000 is refundable upon the occurrence of certain events, including the failure to obtain the required shareholder approval by August 1, 2025, or the failure to complete the transfer of the mineral concessions on or before December 31, 2025. If the Agreement is terminated under qualifying circumstances and the initial payment is not refunded within the required timeframe, the Vendor is obligated to grant to Alamos Gold Inc. a 2% net smelter return (“NSR”) royalty on the Los Venados Property on customary industry terms.

In addition, upon completion of the transaction, Alamos will assume all obligations related to existing 2% NSR royalties payable to third parties with respect to the Los Venados Property.

LOS VENADOS PROJECT, MEXICO

The Company owns a 100% interest in the 3,199 hectares Los Venados Project located in Sonora State, Mexico. The Company’s Mexican subsidiary, Exploraciones Aloro, S.A. de C.V. (Exploraciones), is currently in the process of having the claim #244241 title transferred to Exploraciones name. The project is immediately adjacent to the producing Mulatos and La India gold mines.

On October 19, 2020, the Company entered into two option agreements, subsequently amended, whereby Alamos Gold Inc. through its wholly-owned subsidiary, Minas de Oro Nacional, S.A. de C.V.A. (“MON”) may acquire a 70% interest in the Los Venados Project from the Company by making the following payments:

- i) USD \$50,000 (received);
- ii) USD \$125,000 on or before 1st anniversary (received);
- iii) USD \$150,000 on or before October 19, 2025 with a minimum USD \$30,000 payment per year (USD \$30,000 received in fiscal 2022, 2023 and 2024), and;
- iv) incur an aggregate of USD \$5,000,000 in exploration expenditures on or before October 19, 2025 and maintain the yearly mineral taxes.

In addition, prior to fiscal 2022, Alamos paid \$80,000 + VAT to the underlying optionor to match the Company’s commitments.

The agreement is subject to a 2% net smelter return royalty in favor of the Company, of which 1% can be repurchased by MON for USD \$1,500,000.

Once Alamos has acquired 70% of the Los Venados Project, MON and Exploraciones have agreed to share additional exploration and development costs pro rata based on their interests in the project. Should either party decide not to contribute their interest will be diluted pro rata using a formula based on total expenditures.

Through the option agreement between Aloro Mining Corp. and Alamos Gold Inc., Alamos’ wholly-owned subsidiary, Minas de Oro Nacional, S.A. de C.V.A. became the operator of the Los Venados exploration and will be conducting the exploration programs on the Los Venados Project until a participation level is attained.

SELECTED ANNUAL INFORMATION

Year ended December 31,		2025		2024		2023
Exploration & evaluation assets	\$	-	\$	-	\$	1,502,727
Revenue	\$	Nil	\$	Nil	\$	Nil
Loss before other items	\$	(394,325)	\$	(320,455)	\$	(361,588)
Net loss and comprehensive loss	\$	(394,325)	\$	(1,187,032)	\$	(390,297)
Loss per share – basic and diluted	\$	(0.01)	\$	(0.02)	\$	(0.01)

FOURTH QUARTER

During the quarter ended December 31, 2025, the Company there were no significant events or transactions to report.

RESULTS OF OPERATIONS

During the year ended December 31, 2025 and 2024, the Company did not generate any revenues and incurred a net loss and comprehensive loss of \$394,325 and \$1,187,032 respectively. Changes from year to year can be explained primarily by the factors discussed below.

Fiscal 2025 compared to Fiscal 2024

Significant fluctuations year over year included:

- i) 2025 professional fees increased to \$142,165 (2024 - \$90,044) primarily related to costs associated with the pending sale of its Mexican subsidiary.
- ii) 2025 impairment of exploration and evaluation assets was \$Nil (2024 - \$867,653).

Three-month period ended December 31, 2025 compared to December 31, 2024

There were no significant fluctuations in expenses or other items when comparing fiscal 2025 against 2024.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected quarterly unaudited financial data for the eight most recently completed interim quarters:

	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Revenue	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil	\$ Nil
Operating Loss per share – basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)
Net Loss	\$ (117,540)	\$ (67,055)	\$ (124,305)	\$ (85,425)	\$ (928,524)	\$ (81,273)	\$ (87,215)	\$ (91,020)
Loss per share – basic and diluted	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.00)	\$ (0.02)	\$ (0.00)	\$ (0.00)	\$ (0.00)

Summary of Results During the Prior Eight Quarters

Net loss for the three months ended December 31, 2025 was higher than the three months ended September 30, 2025 primarily due to higher professional fees in the December 31, 2025 quarter.

Net loss for the three months ended September 30, 2025 was lower than the three months ended June 30, 2025 primarily due to higher professional fees in the previous quarter of \$56,610.

Net loss for the three months ended June 30, 2025 was higher than the three months ended March 31, 2025 primarily due to higher professional fees of \$56,610.

Net loss for the three months ended March 31, 2025 was significantly less than the three months ended December 31, 2024 primarily due to the impaired the Los Venados Exploration and Evaluation Asset by \$867,653 in the comparative quarter.

Net loss for the three months ended December 31, 2024 the Company impaired the Los Venados Exploration and Evaluation Asset by \$867,653 leading to the increase in Net Loss when compared to the three-month period ended September 30, 2024.

Net loss for the three months ended September 30, 2024 had no significant fluctuation when compared to the previous quarter.

Net loss for the three months ended June 30, 2024 had no significant fluctuation when compared to the previous quarter.

CAPITAL RESOURCES AND LIQUIDITY

As an exploration company, the Company has not generated any revenues from operations (other than limited interest income) with the primary source of financing to date being from the issuance of equity securities. An analysis of the capital position at December 31, 2025 and 2024 is as follows:

As at December 31, 2025, the Company had a working capital deficiency of \$1,654,443 (2024 – \$1,260,118) and cash of \$67,350 (2024 – \$887).

The Company will need to raise additional funds if it plans to expand its exploration program and meet general working capital requirements.

SUPPLEMENTAL CASH FLOW INFORMATION

Operating Activities

During the year ended December 31, 2025, cash used in operating activities were \$58,054 (2024 – \$48,610).

Investing Activities

During the year ended December 31, 2025, cash inflows provided by investing activities were \$137,599 (2024 – \$39,574). The cash flows were a result of refundable deposit received for sale of Exploraciones Aloro SA de CV.

Financing Activities

During the year ended December 31, 2025, cash used in financing activities were \$13,200 (2024 – \$Nil). The cash flows were a result of related party loan repayment.

TRANSACTIONS WITH RELATED PARTIES

The Company has identified its directors and certain officers as its key management personnel. Current directors and officers of the Company are as follows:

Thomas Doyle, CEO, President and Director
Dave Cross, CFO and Director
James Carter, Director
Gregory C. Burnett, Director

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

Key management compensation is summarized as follows:

Year ended December 31,		2025		2024
Management fees	\$	180,000	\$	180,000
Accounting fees		60,000		60,000
Directors' fees		36,000		36,000
Total	\$	276,000	\$	276,000

During the year ended December 31, 2025, management fees accrued to a company controlled by the Chief Executive Officer was \$180,000 (2024 - \$180,000). Directors' fees accrued to directors was \$36,000 (2024 - \$36,000). Accounting fees of \$60,000 (2024 - \$60,000) accrued to a partnership in which the CFO has an ownership interest.

Related party balances

At December 31, 2025, \$2,011,158 (2024 - \$1,718,033) was due to related parties and is included in accounts payable and accrued liabilities. The amounts are non-interest bearing, unsecured and due on demand.

At December 31, 2025, the Company had outstanding loans due to the Chief Executive Officer, former Chief Financial Officer and a Director of the Company for \$62,452, \$24,507 and \$15,215, respectively (2024 - \$75,653, \$24,507 and \$15,215). The loans bear interest at 10% per annum, are unsecured and are due on demand. At December 31, 2025, accrued interest related to the outstanding loans was \$94,404 (2024 - \$83,767) and was included in accounts payable and accrued liabilities.

At December 31, 2025, \$1,336,625 (2024 - \$1,156,625) was due to a Company, TAD Financial Corp., owned by the Company's Chief Executive Officer, Thomas Doyle for management fees. This amount is included in accounts payable and accrued liabilities and is non-interest bearing, unsecured and due on demand.

At December 31, 2025, \$231,343 (2024 - \$178,343) was due to Cross Davis & Company, LLP, a firm in which the Chief Financial Officer, Dave Cross has an interest, for accounting fees. This amount is included in accounts payable and accrued liabilities and is non-interest bearing, unsecured and due on demand.

At December 31, 2025, \$89,500 (2024 - \$71,500) was due to the Company's director, Gregory Burnett, for director fees. This amount is included in accounts payable and accrued liabilities and is non-interest bearing, unsecured and due on demand.

At December 31, 2025, \$72,000 (2024 - \$54,000) was due to the Company's director, James Carter, for director fees. This amount is included in accounts payable and accrued liabilities and is non-interest bearing, unsecured and due on demand.

At December 31, 2025, \$167,925 (2024- \$167,925) was due to Amteck Financial Corp., owned by the Company's former Chief Financial Officer, Logan Anderson, for management fees. This amount is included in accounts payable and accrued liabilities and is non-interest bearing, unsecured and due on demand.

PROPOSED TRANSACTIONS

There are no asset or business acquisitions, or dispositions currently being proposed by the directors or Senior Management of the Company that will have a material effect on the financial condition, results of operations or cash flows of the Company.

STANDARDS, AMENDMENTS, AND INTERPRETATIONS ADOPTIONS AND PROPOSALS

Please refer to the consolidated financial statements for the year ended December 31, 2025 on www.sedarplus.ca.

FINANCIAL AND OTHER INSTRUMENTS

Due to their short-term nature, the carrying amount of cash, other receivables and accounts payable and accrued liabilities approximates their fair value. Cash is measured at fair value while other receivables, accounts payable and accrued liabilities, related party loan and lease liability are measured at amortized cost.

See Notes 3 and 10 of the Company's December 31, 2025 audited consolidated financial statements for further details of the Company's use of financial instruments.

DISCLOSURE OF OUTSTANDING SHARE DATA

As at April 21, 2026, the total number of outstanding common shares was 57,729,263.

OTHER INFORMATION

Other information can be found at the following websites www.sedarplus.ca or www.aloromining.com.

This Management Discussion and Analysis has been reviewed and approved by Melvin A. Herdrick P. Geo and he acts as the Company's Qualified Persons responsible for preparing and approving all technical information disclosed, as required by National Instrument 43-101.