ALLIED CRITICAL METALS INC.

(An exploration stage company)

Management's Discussion and Analysis

For the three and six months ended December 31, 2025

Dated as of February 24, 2026

INTRODUCTION

This Management's Discussion & Analysis ("MD&A") was prepared as of February 24, 2026 to assist readers in understanding Allied Critical Metals Inc.'s (the "Company", "ACM", "we", or "us") financial performance for the three and six months ended December 31, 2025. It should be read together with the condensed interim consolidated financial statements of the Company and the notes thereto for the three and six months ended December 31, 2025 and 2024 (the "Financial Statements"). Results are reported in Canadian dollars, unless otherwise noted. The Financial Statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board.

QUALIFIED PERSON

The scientific and technical information in this management discussion and analysis has been reviewed and approved by Mr. Vítor Arezes, BSc, MIMMM (QMR) (Membership Nº. 703197), Vice-President Exploration of Allied Critical Metals Inc., who is a Qualified Person for the purposes of National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*. Mr. Arezes is not independent of Allied Critical Metals Inc. as he is an officer of the Company.

FORWARD-LOOKING STATEMENTS

Certain statements in this MD&A, particularly statements regarding future economic performance and finances, plans, expectations and objectives of management, may constitute "forward-looking" statements which reflect our current views with respect to future events and financial performance. When used in this MD&A, such forward-looking statements use words such as "may", "will", "expect", "believe", "anticipate", "plan", "intend", "estimate", "project", "continue" and other similar terminology of a forward-looking nature or negatives of those terms. These forward-looking statements are based on certain assumptions by management, certain of which are set out herein. The forward-looking statements appearing in this MD&A reflect current expectations regarding future events and operating performance and speak only as of the date of this MD&A.

Although management believes that the expectations reflected in such forward-looking statements are reasonable, all forward-looking statements address matters that involve known and unknown risks, uncertainties and other factors and should not be read as guarantees of future performance or results. Accordingly, there are or will be a number of significant factors which could cause our actual results, performance or achievements expressed or implied by such forward-looking statements. Factors that could cause actual future results, performance or achievements to differ materially include, but are not limited to, those described in this MD&A under the heading "Business Risks".

All statements, other than of historical fact, included herein are forward-looking statements that involve various risks and uncertainties. There can be no assurance that such statements will prove to be accurate, and actual results and future events could differ materially from those anticipated in such statements. There are no assurances that the Company can fulfill such forward-looking statements and the Company undertakes no obligation to update such statements.

Additional information regarding the Company can be found on SEDAR+ at www.sedarplus.ca.

DESCRIPTION OF BUSINESS

Allied Critical Metals Inc. (formerly Deeprock Minerals Inc. "Deeprock") was incorporated on December 1, 2014 in the province of British Columbia pursuant to the *Business Corporations Act* (British Columbia).

On November 14, 2018, Deeprock completed its initial public offering and commenced trading on the Canadian Securities Exchange on November 16, 2018. Effective April 17, 2025, Deeprock consolidated its common shares on a 40-to-1 basis and changed its name to Allied Critical Metals Inc. Concurrently, Deeprock transferred its existing assets and liabilities to a newly incorporated, wholly owned subsidiary, Revelation Minerals Inc., and distributed the common shares of Revelation to Deeprock's shareholders on a pro rata basis, such that each shareholder received one common share of Revelation for each post-consolidation common share of Deeprock held.

Allied Critical Metals Corp. ("ACM Corp") completed a reverse takeover ("RTO" or "Listing") transaction by way of a plan of arrangement, which included a three-cornered amalgamation under the Business Corporations Act (Ontario). Pursuant to the arrangement:

(i) ACM Corp amalgamated with a wholly owned subsidiary of Deeprock incorporated for the purposes of the amalgamation; and

(ii) All outstanding common shares of ACM Corp were cancelled and, in consideration, the holders received post-consolidation common shares of ACM Inc on a one-for-one basis, effectively making ACM Corp the accounting acquirer in accordance with IFRS 2 – Share-based Payment.

The Company's common shares resumed trading on the Canadian Securities Exchange ("CSE") on April 29, 2025, under the symbol "ACM." On May 15, 2025, the Company's common shares commenced trading on the Frankfurt Stock Exchange under the symbol "0VJ0", and on August 28, 2025, began trading on the OTCQB under the symbol "ACMIF".

The Company's head office is located at Suite 615 – 800 West Pender Street, Vancouver, British Columbia, Canada, V6C 2V6.

The Company is a mineral exploration and development company with its principal business focusing on the tungsten projects in Portugal.

MAJOR EVENTS

During the six months ended December 31, 2025, the Company did not enter into any new material agreements related to the acquisition of PanMetals Unipessoal Lda. ("PanMetals") or the Borralha and Vila Verde Tungsten Projects (the "Tungsten Projects"). The acquisition structure, consideration, and related agreements were fully described in the Company's audited consolidated financial statements and the MD&A for the year ended June 30, 2025.

The following summarizes the continuing obligations and updates that remain relevant to the current interim period:

- Promissory notes issued on April 29, 2024 to Pan Iberia with outstanding balance of $1,759,540 as at December 31, 2025 (June 30, 2025 - $1,759,540) and to Mineralia-Minas, Geotecnia e Construcoes Lda. ("Minerália") with outstanding balance of $231,597 as at December 31, 2025 (June 30, 2025 - $231,597); and

- A contingent payment of €250,000 payable to Mineralia upon issuance of the Vila Verde exploitation license. There were no amendments, repayments, or new financing activities related to these obligations during the period; and

- The Borralha Special Warrants and Vila Verde Special Warrants, issued as part of the April 29, 2024 closing consideration, remain unvested as of December 31, 2025. Vesting is subject to the milestones described in prior filings. No changes to terms or vesting conditions occurred during the period.

CORPORATE

Effective August 19, 2025, James Marks and Kirstjen Nielsen were appointed as the Directors of Allied Critical Metals (USA) Inc., a wholly owned subsidiary of the Company.

Effective September 1, 2025, Colin Padget resigned as a director of the Company.

THE TUNGSTEN PROJECTS

<u>The Borralha Tungsten Project</u>

The Company's principal properties are the Tungsten Projects consisting of the Borralha Tungsten Project and the Vila Verde Tungsten Project in Portugal.

Property Description, Location and Access

The Borralha Property encompasses the historical Borralha tungsten and tin mining complex and is located approximately 3 kilometres south of the Venda Nova Dam, about 40 kilometres east of Braga, and roughly 100 kilometres northeast of Porto's Francisco Sá Carneiro International Airport and the International Porto of Leixões. The property surrounds the former producing mine and benefits from well-established regional infrastructure and access.

Beneficial ownership of the Borralha Property is held by PanMetals, a wholly owned subsidiary of the Company, through its Portuguese holding entity ACM Tungsten Unipessoal Lda. Legal title to the mining concession is currently held by Minerália – Minas, Geotecnia e Construções Lda. ("Minerália"), acting in trust for PanMetals pursuant to a binding property agreement effective April 29, 2024.

The mining rights at Borralha are governed by Mining Concession Licence C-167, issued by the Portuguese Mining Bureau (DGEG). Under the terms of the Property Agreement, Minerália has undertaken to transfer the legal registration of the concession to PanMetals upon payment of a final licensing amount of €125,000, together with the assumption by PanMetals of the ongoing exploration, development and operational obligations associated with the concession.

In accordance with the Concession Contract, the concession holder is required to present an approved Environmental Impact Assessment (EIA) within a five-year period ending in October 2026, which requirement has now been satisfied through the issuance of a favourable Environmental Impact Declaration (DIA), subject to conditions, approved at a previous study phase. Following this approval, the Project has advanced into the RECAPE (Environmental Compliance Report for the Execution Project) and detailed Execution Project stage, during which the Mining Plan, engineering designs, environmental management measures and monitoring programmes will be fully developed and submitted for regulatory validation.

The Concession Contract further provides a total period of eight years from the date of signature for the commencement of commercial production, subject to completion of the Execution Project, approval of

RECAPE, and full compliance with the environmental and technical conditions established by the competent authorities.

The financial terms of Mining Concession Licence C-167 include a 3% production royalty payable to the Government of Portugal, with provisions allowing for potential relief in the event of demonstrated financial hardship on the part of the concession holder.

History

The Borralha Mine was originally identified following the discovery of wolframite-bearing material by Domingos Borralha on his property. Formal mining activity commenced after a concession was awarded in 1902 to Compagnie de Mines d'Étain et Wolfram. The operating entity subsequently evolved into Mines de Borralha S.A. (Brussels) in 1909 and later Mines de Borralha S.A. (Paris) in 1914. By the early 20th century, Borralha had established itself as Portugal's most significant source of tungsten, a position it maintained for several decades.

Mining operations were carried out with only minor interruptions between 1903 and 1985, spanning more than eighty years of production. Cumulative output of wolframite and scheelite concentrates over this period is estimated at approximately 18,500 tonnes, although historical records suggest that this figure likely understates total production.

Annual production peaked in 1955, when approximately 524 tonnes of concentrate were produced. This included material extracted from both vein systems north of the Borralha River and the open-pit workings developed within the Santa Helena Breccia (SHB) to the south. The majority of Borralha's output consisted of wolframite concentrates, with scheelite accounting for roughly 18% of total production.

In addition to tungsten, Borralha also produced chalcopyrite concentrates between 1975 and 1980, totalling approximately 1,712 tonnes, with an average production ratio of roughly 1.06 tonnes of tungsten concentrates per tonne of chalcopyrite concentrate. These copper concentrates contained associated silver grades of approximately 0.3%. Limited quantities of tin concentrates were also recovered from cassiterite mineralization associated with the tungsten system.

Exploration

No meaningful exploration activity was completed on the Borralha property between 1983 and 2011. In 2011, Blackheath Resources Inc. secured an option over the project from Minerália, which continued as the exploration contractor. Early work focused on compiling and digitizing historical mine plans and geological mapping, which highlighted two priority targets: the under-exploited sub-horizontal veins north of the Borralha River and the Santa Helena Breccia ("SHB") south of the river.

In 2012, Blackheath excavated nine trenches across the SHB and collected channel samples at 5-metre intervals, followed by 13 HQ-size diamond drill holes totalling 1,917.55 metres. In 2013, two diamond holes tested the sub-horizontal veins north of the river, and subsequent campaigns in 2014 and 2017 (11 diamond holes) continued testing SHB mineralization.

During 2023–2024, Allied Critical Metals engaged Minerália to re-assay historical drill-hole pulps, supervise metallurgical testwork, and manage a drilling program comprising two P-size diamond drill holes and 13 reverse-circulation (RC) holes for a combined 3,685.4 metres. Building on this foundation, from January to October 2025 the Company continued advancing exploration, environmental permitting and overall project development. A new Phase 1 RC and diamond drilling campaign was designed to expand the mineralized footprint of the SHB and provide sufficient data density for an updated Mineral Resource Estimate ("MRE").

By the end of the 2025 Phase 1 campaign, the Company completed 4,210 metres of RC drilling, combining infill and step-out holes to improve model resolution and test extensions along strike and down-dip. The drilling confirmed continuity of tungsten mineralization and supported the updated resource model, while also highlighting the potential for further expansion, particularly where several RC holes ended before fully testing projected mineralized corridors.

On November 19, 2025, the Company announced a materially increased MRE for Borralha (SHB only), reporting 13.0 Mt at 0.21% WO_3 (Measured + Indicated) and 7.7 Mt at 0.18% WO_3 (Inferred), effective 16 November 2025. The updated estimate incorporated the 2025 Phase 1 RC drilling results and positioned the project to move directly into economic evaluation work.

Following the resource update, on December 31, 2025 the Company reported that it had publicly filed a new NI 43-101 technical report titled *"Technical Report on the Borralha Property, Parish of Salto, District of Vila Real, Portugal"*, with an effective date of December 30, 2025, supporting the previously announced MRE.

In parallel with exploration and technical work, the Project achieved a major permitting milestone. On January 12, 2026, the Company announced receipt of the favourable Environmental Impact Declaration (DIA / environmental permit) for Borralha, enabling advancement into the Execution Project and RECAPE stage and subsequent licensing phases, subject to the conditions established by the Portuguese authorities.

With both the resource base and permitting pathway strengthened, the Company launched planning and mobilisation for a significantly expanded 2026 exploration program. On January 26, 2026, Allied announced a fully funded 20,000-metre drilling campaign across multiple target zones, with a primary focus on (i) step-out and infill drilling to expand and upgrade the MRE, (ii) testing extensions of the SHB and other prospective zones, (iii) collecting material for advanced metallurgical testwork to support economic modelling, and (iv) systematically targeting the Venise Breccia north of the SHB as a historically recognized high-grade structure.

All fieldwork, sampling, logging and QA/QC procedures are completed under the supervision of the Company's Qualified Person, Mr. Vítor Arezes, BSc, MIMMM QMR (#703197).

The Vila Verde Tungsten Project

Property Description, Location and Access

The Vila Verde Tungsten Project is at an earlier stage of development than Borralha and comprises a cluster of historical underground and open-pit workings, including the Vale das Gatas Mine, which was the third-largest tungsten mine in Portugal prior to its closure in 1986.

The project area covers approximately 1,400 hectares and is subject to mineral rights that are in the final stages of being converted from historical exploration tenure into an Experimental Mining License ("EML"). These rights originate from a research and prospecting agreement (registry no. MN/PP/014/13) entered into between DGEG and Minerália on July 22, 2013. Although the original agreement has expired, it is being formally converted into an experimental mining license under a concession-style framework broadly comparable to that applicable to Borralha (the "Vila Verde License"), and subsequently transferred to PanMetals.

During 2025, the Portuguese Mining Bureau (DGEG) completed the full set of administrative and technical documentation required for the issuance of the EML and formally submitted the process to public participation for a statutory period of 30 working days, in accordance with Portuguese mining legislation. As part of this process, and at the request of DGEG, both municipalities covering the Vila Verde concession area issued favourable institutional opinions, confirming local support for the continuation of exploration and the development of pilot-scale mining activities.

The public participation period is currently underway and will run for 30 working days, starting on 1 February 2026. Upon its conclusion, the Company expects the Experimental Mining License contract to be signed shortly thereafter, in line with standard governmental procedures.

Between the conclusion of the public participation period and the formal execution of the Experimental Mining License, the Company plans to hold two public presentation meetings—one in each of the municipalities covering the Vila Verde concession area—to present the approved work programme submitted to DGEG and to align implementation timelines and community engagement mechanisms.

The Vila Verde EML will authorize pilot mining operations of up to 150,000 tonnes per year, together with continued exploration activities across the property. The license requires the posting of financial guarantees of approximately €250,000 and the execution of an approved work programme. Within five years of the license conversion and transfer, the Company may apply to upgrade the EML to a full exploitation concession by submitting a Definitive Feasibility Study (DFS) and an Environmental Impact Assessment (EIA) to DGEG.

From a development perspective, the Company plans to advance Vila Verde through a targeted exploration and pilot-scale programme beginning in early 2026, subject to final execution of the EML and issuance of the associated environmental and administrative certificates. Exploration activities are expected to continue through 2027, with full project development envisaged following the commencement of production at Borralha, allowing for operational and capital synergies between the two assets.

In parallel with permitting progress, on January 21, 2025, ACM Corp announced the execution of a Letter of Intent ("LOI") with Global Tungsten & Powders LLC ("GTP"), a U.S.-based subsidiary of the Plansee Group, covering the potential supply of tungsten concentrate from a planned pilot plant at Vila Verde. Under the LOI, the Company intends to supply a minimum of 12,000 MTU per year of WO_3 contained in 65% WO_3 tungsten concentrate, with pricing linked to the European APT benchmark published by Fastmarkets. Subject to mutual agreement, the supply volume may be increased to 15,000 MTU per year prior to execution of a definitive offtake agreement.

The regulatory and commercial progress achieved during 2025 represents a key inflection point for Vila Verde, positioning the project to transition from historical asset to a permitted pilot-scale operation and reinforcing the Company's strategy to establish itself as a future dual-project tungsten producer in Portugal.

Regulatory and Administrative Context

During 2025, the administrative and regulatory environment in Portugal was affected by a period of political transition, which temporarily influenced the pace of decision-making across several governmental institutions. Early national elections resulted in changes within ministries and public agencies responsible for natural resources, mining and environmental permitting, followed later in the year by municipal elections held on October 12, 2025. These electoral processes led to short transitional periods at both central and local levels, during which certain administrative procedures progressed more slowly than anticipated. As a result, some permitting and licensing steps, including the finalisation of the Vila Verde Experimental Mining License, experienced limited delays. Throughout this period, the Company maintained close and constructive engagement with the relevant authorities, which are now operating under normal conditions, and remains confident that the outstanding administrative steps will be completed in a timely manner.

ADDITIONAL DISCLOSURE FOR ISSUERS WITHOUT SIGNIFICANT REVENUE

The exploration and evaluation assets totalling $10,801,471 as of December 31, 2025 represent the cost of the Company's 100% ownership of PanMetals acquired on April 29, 2024, along with subsequent acquisition-related expenditures incurred up to June 30, 2025.

The Company's exploration and evaluation expenditures for the three and six months ended December 31, 2025 are summarized as follows:

	Three months ended December 31, 2025	Three months ended December 31, 2024	Six months ended December 31, 2025	Six months ended December 31, 2024
Borralha Property:				
Drilling	350,243	-	823,667	-
Project management	$ 366,707	$ 130,560	$ 603,072	$ 194,066
Geological	188,642	91,293	438,675	161,409
Sample analysis	197,234	-	245,326	-
Metallurgy	30,615	(8,513)	45,902	22,805
Hydrogeology	5,837	59,417	9,315	106,394
Vehicle rental	-	16,384	-	16,384
Total Borralha	$ 1,139,278	$ 289,141	$ 2,165,957	$ 501,058
Vila Verde Property:				
Geological	-	8,116	3,341	32,334
Project management	-	68,995	-	76,194
Sample analysis	-	9,481	-	9,481
Total Vila Verde	-	86,592	3,341	118,009
Total exploration expenditures	$ 1,139,278	$ 375,733	$ 2,169,298	$ 619,067

RESULTS OF OPERATIONS AND SELECTED FINANCIAL INFORMATION

The Company's total assets as at December 31, 2025 were $27,602,597, compared to $12,573,755 as at June 30, 2025, representing an increase of $15,028,842. This increase was primarily driven by a $15,189,695 increase in cash and a $177,771 increase in GST and VAT receivable, partially offset by a $339,332 decrease in prepaid expenses.

The Company's total liabilities as at December 31, 2025 were $4,439,059, compared to $4,413,973 as at June 30, 2025, representing an increase of $25,086. The increase was primarily attributable to a $94,537 increase in accrued interest, partially offset by a $69,451 decrease in accounts payable and accrued liabilities.

Expenses	**Three months ended December 31, 2025**	**Three months ended December 31, 2024**	**Six months ended December 31, 2025**	**Six months ended December 31, 2024**
Share-based compensation	$ 3,656,129	$ -	$ 8,875,094	$ -
Exploration and evaluation expenditures	1,139,278	375,733	2,169,298	619,067
Investor relations	282,876	-	626,970	-
Consulting fees	235,401	15,000	521,738	45,617
Management fees	233,504	12,000	467,004	18,000
Travel	150,498	5,672	214,972	5,672
General and administrative	64,376	15,896	161,504	27,054
Professional fees	82,024	45,750	143,461	139,626
Transfer agent and filing fees	35,397	-	66,344	-
Director fees	35,586	-	59,072	-
Wages	-	17,151	-	34,379
	(5,915,069)	(487,202)	(13,305,457)	(889,415)
Financing costs and miscellaneous income (expense):				
Interest expense	(47,268)	(174,330)	(94,537)	(341,137)
Interest income	80,121	68	89,013	217
Gain on revaluation of special warrant liability	-	788,466	-	756,894
Gain on debt settlement	-	-	-	213,750
Income (loss) for the period	**$ (5,882,216)**	**$ 127,002**	**$ (13,310,981)**	**(259,691)**
Other comprehensive gain/(loss):				
Translation gain (loss)	(13,284)	330	(18,704)	(13,829)
Income (loss) and comprehensive income (loss) for the period	**$ (5,895,500)**	**$ 127,332**	**$ (13,329,685)**	**$ (273,520)**

<u>For the three months ended December 31, 2025</u>

During the three months ended December 31, 2025, the Company incurred a net loss of $5,882,216 compared to a net income of $127,002, for the same period in 2024, representing an increase in net loss of $6,009,218. The significant increase in loss was driven by higher operating expenses associated with the Company's transition to a publicly listed entity and increased corporate and exploration activity during the period.

The most significant changes in operating expenses are outlined below:

- Share-based compensation expense totalled $3,656,129 (2024 – $nil) during the quarter. The increase reflects the issuance and vesting of stock options and restricted share units ("**RSUs**") granted and settled to directors, officers, management, and consultants as part of the Company's long-term incentive program during the quarter.
- Exploration and evaluation expenditures totalled $1,139,278 (2024 – $375,733) during the quarter, with the increase driven by expanded project activities including drilling, geological consulting, and sample analysis during the quarter compared to the prior comparative quarter.
- Investor relations expense totalled $282,876 (2024 – $nil) during the quarter. The increase reflects costs incurred for investor relations, marketing, and promotional activities as the Company initiated efforts to enhance market visibility and shareholder communication during the quarter.
- Consulting fees totalled $235,401 (2024 – $15,000) during the quarter. The increase was primarily attributable to various consulting arrangements entered into to support the Company's business activities, including financial advisory, market development, administrative support, and other professional consulting services.
- Management fees totalled $233,504 (2024 – $12,000) during the quarter. The increase primarily reflects compensation accrued or paid to additional management personnel during the quarter, compared to the prior quarter when such fees were accrued or paid solely to the Chief Financial Officer.
- Travel expenses amounted to $150,498 (2024 – $5,672) during the quarter, reflecting a significant increase in site visits, corporate meetings, and investor-related travel activities compared to the prior comparative quarter.
- General and administrative expenses were $64,376 (2024 – $15,896) during the quarter. The increase reflects higher operating and administrative costs consistent with the Company's expanded business activities during the quarter compared to the prior comparative quarter.
- Professional fees were $82,024 (2024 – $45,750) during the quarter. The increase was primarily attributable to higher legal fees incurred during the period compared to the prior comparative quarter.
- Transfer agent and filing fees totalled $35,397 (2024 – $nil) during the quarter. These costs were incurred in connection with ongoing regulatory filing requirements and transfer agent services necessary for a publicly traded company.
- Director fees totalled $35,586 (2024 – $nil) during the quarter, reflecting the compensation accrued or paid to newly appointed directors of the Company's wholly owned subsidiary, Allied Critical Metals (USA) Inc. during the quarter.
- Interest expense decreased to $47,268 (2024 – $174,330) during the quarter, primarily due to the conversion of the Company's interest-bearing convertible debentures into common shares upon completion of the RTO transaction in April 2025.
- Interest income totalled $80,121 (2024 – $68) during the quarter, reflecting interest earned on a significant balance of funds held in interest-bearing bank accounts following the completion of a $16.25 million financing during the quarter.
- Gain on revaluation of special warrant liability was $nil (2024 – $788,466), as there were no changes to the Company's valuation assumptions for the special warrants during the quarter.

<u>For the six months ended December 31, 2025</u>

During the six months ended December 31, 2025, the Company incurred a net loss of $13,310,981 compared to a net loss of $259,691, for the same period in 2024, representing an increase in net loss of $13,051,290. The significant increase in loss was driven by higher operating expenses associated with the Company's transition to a publicly listed entity and increased corporate and exploration activity during the period.

The most significant changes in operating expenses are outlined below:

- Share-based compensation expense totalled $8,875,094 (2024 – $nil) during the period. The increase reflects the issuance and vesting of stock options and restricted share units ("**RSUs**") granted and settled to directors, officers, management, and consultants as part of the Company's long-term incentive program during the period.
- Exploration and evaluation expenditures totalled $2,169,298 (2024 – $619,067) during the period, with the increase driven by expanded project activities including drilling, geological consulting, and sample analysis during the period compared to the prior comparative period.
- Investor relations expense totalled $626,970 (2024 – $nil) during the period. The increase reflects costs incurred for investor relations, marketing, and promotional activities as the Company initiated efforts to enhance market visibility and shareholder communication during the period.
- Consulting fees totalled $521,738 (2024 – $45,617) during the period. The increase was primarily attributable to various consulting arrangements entered into to support the Company's business activities, including financial advisory, market development, administrative support, and other professional consulting services.
- Management fees totalled $467,004 (2024 – $18,000) during the period. The increase primarily reflects compensation accrued or paid to additional management personnel during the period, compared to the prior period when such fees were accrued or paid solely to the Chief Financial Officer.
- Travel expenses amounted to $214,972 (2024 – $5,672) during the period, reflecting a significant increase in site visits, corporate meetings, and investor-related travel activities compared to the prior comparative period.
- General and administrative expenses were $161,504 (2024 – $27,054) during the period. The increase reflects higher operating and administrative costs consistent with the Company's expanded business activities during the period compared to the prior comparative period.
- Professional fees were $143,461 (2024 – $139,626) during the period. The increase was primarily attributable to higher legal fees incurred during the period, partially offset by lower audit fees compared to the prior comparative period.
- Transfer agent and filing fees totalled $66,344 (2024 – $nil) during the period. These costs were incurred in connection with ongoing regulatory filing requirements and transfer agent services necessary for a publicly traded company.
- Director fees totalled $59,072 (2024 – $nil) during the period, reflecting the compensation accrued or paid to newly appointed directors of the Company's wholly owned subsidiary, Allied Critical Metals (USA) Inc. during the period.
- Interest expense decreased to $94,537 (2024 – $341,137) during the period, primarily due to the conversion of the Company's interest-bearing convertible debentures into common shares upon completion of the RTO transaction in April 2025.
- Interest income totalled $89,013 (2024 – $217) during the period, reflecting interest earned on a significant balance of funds held in interest-bearing bank accounts following the completion of a $16.25 million financing during the period.

- Gain on revaluation of special warrant liability was $nil (2024 – $756,894), as there were no changes to the Company's valuation assumptions for the special warrants during the period.
- Gain on debt settlement was $nil (2024 – $213,750), as no debt settlement transactions occurred during the period.

Financial Results for the three months ended December 31, 2025, 2024, and 2023

	Six months ended December 31, 2025	Six months ended December 31, 2024	Six months ended December 31, 2023
Revenue	$Nil	$Nil	$Nil
Net loss for the period	$(13,310,981)	$(259,691)	$(81,314)
Total earnings (loss) per share (basic and diluted)	$(0.10)	$(0.13)	$(0.07)
Total assets	$27,602,597	$11,480,373	$1,129,295
Total long-term liabilities	$2,019,250	$2,828,014	$Nil
Total liabilities	$4,439,059	$9,165,057	$71,196
Shareholders' equity	$23,163,538	$2,315,316	$1,058,099
Cash dividends per share	$Nil	$Nil	$Nil

Summary of Quarterly Results

Quarter ended	Net income (loss) for the period	Basic and diluted earnings (loss) per share *	Total assets
December 31, 2025	$(5,882,216)	$(0.04)	$27,602,597
September 30, 2025	$(7,428,765)	$(0.06)	$16,547,569
June 30, 2025	$(4,599,858)	$(0.05)	$12,573,755
March 31, 2025	$(705,047)	$(0.28)	$15,296,085
December 31, 2024	$127,002	$0.05	$11,480,373
September 30, 2024	$(386,693)	$(0.17)	$11,664,410
June 30, 2024	$(981,408)	$(0.80)	$11,001,402
March 31, 2024	$(81,458)	$(0.06)	$1,141,789

** Basic and diluted earnings (loss) per share ("EPS") for each interim period are calculated on the weighted average number of common shares outstanding during that period. As the weighted average number of shares is calculated independently for each interim period, the sum of quarterly EPS amounts may not equal the year-to-date or annual EPS presented, particularly due to the significant change in the Company's capital structure resulting from the reverse takeover completed on April 17, 2025.*

LIQUIDITY, FINANCIAL POSITION AND CAPITAL RESOURCES

The Company has not yet generated revenue from operations. The Company incurred a net loss of $13,310,981 (2024 – $259,691) for the six months ended December 31, 2025, and as of that date the Company's accumulated deficit was $20,142,071 (June 30, 2025 – $6,831,090). As the Company is in the exploration stage, the recoverability of the costs incurred to date on exploration properties is dependent upon the existence of economically recoverable reserves, the ability of the Company to obtain the necessary financial resources to complete the exploration and development of its properties and upon future profitable production or proceeds from the disposition of the properties. The Company will periodically have to raise funds to continue operations and, although it has been successful in doing so in the past, there is no assurance it will be able to do so in the future. These factors comprise a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern.

As at December 31, 2025, the Company had a working capital of $14,188,249 (June 30, 2025 – negative working capital of $903,499). The current assets consisted of cash in the amount of $15,560,561 (June 30, 2025 – $370,866), GST and VAT receivable of $435,691 (June 30, 2025 – $257,920), prepaid expenses of $393,733 (June 30, 2025 – $733,065), and advances of $218,073 (June 30, 2025 – $218,073). Current liabilities totaled $2,419,809 (June 30, 2025 – $2,483,423) and long-term liabilities totaled $2,019,250 (June 30, 2025 – $1,930,550).

The Company believes that its current capital resources are sufficient to fund ongoing overhead costs and planned exploration activities on the Borralha and Vila Verde properties over the next 12 months. The Company does not expect to generate cash flows from operations in the near term and will therefore continue to rely primarily on equity financings to support its activities. The Company's ability to raise additional capital will depend on prevailing market conditions, and there can be no assurance that such financings will be available on favorable terms or at all. See "Business Risks" in this MD&A. Management will continue to monitor economic and financial market developments and assess their potential impact on the Company's liquidity and future operations.

CASH FLOWS

Cash used in Operating Activities:

The Company's cash used in operating activities during the six months ended December 31, 2025 was $4,250,734 (2024 – $700,771). The significant increase from the prior period primarily reflects a higher operating loss during the period. The main cash-based operating expenditures consisted of exploration and evaluation expenditures, investor relations expenses, consulting fees, management fees, and travel expenses.

Cash used in Investing Activities:

The Company's cash used in investing activities during the six months ended December 31, 2025 was $nil (2024 – $3,006).

Cash provided from Financing Activities:

The Company's cash provided from financing activities during the six months ended December 31, 2025 was $19,458,347 (2024 – $663,740). The significant increase from the prior period was primarily attributable to the closing of the private placements that were completed in August 2025 and October 2025, and proceeds received from warrants exercised during the period.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company has determined the key management personnel to be officers and directors of the Company.

Compensation of key management personnel was as follows:

	December 31, 2025	December 31, 2024
Management fees	$ 467,004	$ 18,000
Consulting fees	91,500	-
Director fees	59,072	-
Stock-based compensation – stock options	950,636	-
Stock-based compensation – RSUs	2,827,764	-
Total	$ 4,395,976	$ 18,000

<u>During the six months ended December 31, 2025:</u>

The Company accrued or paid management fees of $188,502 (2024 – $nil) to a company controlled by its Chief Executive Officer ("CEO"), $175,002 (2024 – $nil) to a company controlled by its Chief Operating Officer ("COO") and President, $36,000 (2024 – $nil) to its Chief Financial Officer ("CFO"), $37,500 (2024 – $nil) to its Vice-President Exploration ("VP Exploration"), $30,000 (2024 – $nil) to a company controlled by its Corporate Secretary, and $nil (2024 – $18,000) to a company controlled by its former CFO.

At December 31, 2025, The Company's accounts payable and accrued liabilities included $159,988 (June 30, 2025 – $127,000) payable to a company controlled by its CEO, $29,167 (June 30, 2025 – $nil) payable to a company controlled by its COO and President, $16,000 (June 30, 2025 – $22,000) payable to its CFO, $6,250 (June 30, 2025 – $nil) payable to its VP Exploration, $5,250 (June 30, 2025 – $nil) to a company controlled by its Corporate Secretary, $nil (June 30, 2025 – $17,200) payable to a company controlled by its former CFO, $61,216 (June 30, 2025 – $12,680) payable to a company controlled by a Director of the Company, $5,650 (June 30, 2025 – $nil) payable to a company controlled by a Director of the Company, $19,334 (June 30, 2025 – $nil) payable to a company controlled by a Director of its wholly owned subsidiary, Allied Critical Metals (USA) Inc., and $26,187 (June 30, 2025 – $nil) payable to a company controlled by a Director of the same subsidiary.

During the six months ended December 31, 2025, each of Mineralia and GMR Consultores Lda., which are owned or controlled by the COO and President of the Company, provided services or contracted with others to provide services to PanMetals totaling $2,377,249 (2024 – $619,067). As at December 31, 2025, $352,672 (June 30, 2025 – $115,758) was included in accounts payable for amounts owing to the companies.

At December 31, 2025, the Company had advances receivable totaling $218,073 (June 30, 2025 – $218,073) from a Company with a common director. These advances are non-interest bearing, unsecured, and have no fixed term of repayment.

The above transactions were in the normal course of operations and are measured at the agreed amounts, which is the amount of consideration established and agreed to by the related parties.

PROPOSED TRANSACTIONS

As at the date of this MD&A, the Company has no material proposed transactions that have not been publicly disclosed. Management continues to evaluate potential strategic opportunities, including equity or debt financings and potential acquisitions that align with the Company's business objectives; however, there are no binding agreements or definitive commitments in place.

SUBSEQUENT EVENTS

Subsequent to December 31, 2025, 330,666 broker/advisory warrants were exercised at $0.20 per unit of the Company (the Company issued 330,666 common shares and 165,333 warrants exercisable at $0.25 per common share of the Company for a period of 2 years from April 17, 2025 related to these broker/advisory warrants exercised), 631,102 warrants were exercised at $0.25 per common share of the Company, 130,907 finder's warrants were exercised at $0.30 per unit of the Company (The Company issued 130,907 common shares and 62,709 and 2,744 warrants exercisable at $0.40 per common share of the Company for a period of 2 years from August 14, 2025 and August 18, 2025, respectively, related to these finder's warrants exercised), and 708,370 warrants were exercised at $0.40 per common share of the Company for total proceeds of $546,529.

OFF-BALANCE SHEET ARRANGEMENTS

The Company has no off-balance sheet arrangements.

FINANCIAL INSTRUMENTS

The Company's financial instruments include cash, cash held on deposit, accounts payable and accrued liabilities, accrued interest, and promissory notes. The risks associated with these financial instruments and the policies on how to mitigate these risks are set out in note 16 of the Company's Financial Statements.

CRITICAL ACCOUNTING POLICIES AND ESTIMATES

Use of accounting estimates and judgments

The preparation of the Financial Statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the Financial Statements and the reported expenses during the reporting period. Actual results could differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and further periods if the revision affects both current and future periods. The Company's significant accounting policies can be found in note 2 of the Company's Financial Statements. The Company believes the followings are the critical accounting estimates used in the preparation of its Financial Statements.

(i) Going concern

The assessment of the Company's ability to execute its strategy by funding future working capital involves judgment. Estimates and assumptions are continually evaluated and are based on historical experience and other factors, including expectations of future events that are believed to be reasonable under the circumstance. There is material uncertainty regarding the Company's ability to continue as a going concern.

The Company's principal source of cash is private placements and equity financing. The Company is dependent on raising funds in order to have sufficient capital to be able to identify, evaluate and then acquire an interest in assets or a business.

(ii) Determination of functional currency

The functional currency for each of the Company and its subsidiaries is the currency of the primary economic environment in which the entity operates. The Company has determined that its functional currency is the Canadian dollar, the functional currency of its Portuguese subsidiaries, PanMetals, Unipessoal Lda. and ACM Tungsten, Unipessoal Lda., is the European Euro, and the functional currency of its U.S. subsidiary, Allied Critical Metals (USA) Inc., is the U.S. dollar. Determination of the functional currency may involve certain judgments to determine the primary economic environment and the Company reconsiders the functional currency of its entities if there is a change in events and conditions which determined the primary economic environment.

(iii) Impairment of Exploration and evaluation assets

The Company is required to make certain judgments in assessing indicators of impairment of exploration and evaluation properties. Judgment is required to determine if the right to explore will expire in the near future or is not expected to be renewed, to determine whether substantive expenditures on further exploration for and evaluation of mineral resources in specific areas will not be planned or budgeted, to determine if the exploration for and evaluation of mineral resources in specific areas have not led to the commercially viable quantities of mineral resources and the Company will discontinue such activities, and is required to determine whether there are indications that the carrying amount of an exploration and evaluation property is unlikely to be recovered in full from successful development of the project or by sale.

(iv) *Fair value of Special Warrants*

There are events that must happen in order for the Special Warrants to vest and the Company must use its judgment to determine the likelihood of those events occurring. The Company must consider if these events are more likely or less than likely to occur and, if more likely, assign a probability to that event. In its determination, the Company has concluded that it is more likely that the Borralha Special Warrants will vest, while it is less than likely that the vesting events for the Vila Verde project will be met. These estimates affect the valuation of the special warrant liability and related gain/loss on revaluation.

(v) *The recoverability and measurement of deferred tax assets and liabilities*

Tax interpretations, regulations, and legislation are subject to change. The determination of income tax expense and deferred tax involves judgment and estimates as to the future taxable earnings, expected timing of reversals of deferred tax assets and liabilities, and interpretations of laws in the countries in which the Company operates. The Company is subject to assessments by tax authorities who may interpret the tax law differently. Changes in these estimates may materially affect the final amount of deferred taxes or the timing of tax payments.

(vi) *Share-based compensation*

Share-based compensation in the form of broker, advisory, and finder's warrants, issued to third parties for services, and options, issued to management and consultants, have been valued using the Black-Scholes option pricing model. Some of the inputs are subjective, including the expected volatility of the price of the Company's common shares, the expected term of the option, expected dividend yield, and expected forfeiture rates. These estimates involve inherent uncertainties and are based on management judgment.

RECENT ACCOUNTING PRONOUNCEMENTS AND ADOPTED POLICIES

Issued but not yet effective, in April 2024, the IASB issued a new IFRS accounting standard to improve the reporting of financial performance. IFRS 18 Presentation and Disclosure in Financial Statements replaces IAS 1 Presentation of Financial Statements. The standard will become effective January 1, 2027, with early adoption permitted. The Company is in the process of assessing the impact of this new standard on the Company's consolidated financial statements.

BUSINESS RISKS

An investment in securities of the Company involves a high degree of risk and must be considered highly speculative due to the nature of the Company's business and the present stage of exploration and development of its mineral properties. In addition to information set out or incorporated by reference in this MD&A, prospective investors should carefully consider the risk factors set out below. Any one risk factor could materially affect the Company's financial condition and future operating results and could cause actual events to differ materially from those described in forward looking statements relating to the Company.

No Operating History

The Company has not commenced commercial operations and has no history of earnings or dividend payments. It is unlikely to generate earnings or declare dividends in the near or foreseeable future.

Exploration and Mining Risks

Resource exploration and development and mining operations are highly speculative and characterized by a number of significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but from finding mineral deposits which, though present, are insufficient in quantity and quality to be mined profitability. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs will result in any discoveries of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered, a mineral property will be brought into commercial production. The Company will continue to rely upon the advice and work of consultants and others for exploration, development, construction, and operating expertise.

Substantial expenditures are required to establish and upgrade mineral resources, to establish mineral reserves, to develop metallurgical processes to extract metals from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that the funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size and grade; metal 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. Unsuccessful exploration and development programs could have a material adverse impact on the Company's operations and financial condition.

Permitting and Regulatory Risks

The Company's mineral property rights originate through the licenses it holds pursuant to the laws of Portugal, and permits from different levels of government agencies within Portugal are required for many of the Company's mineral exploration activities and potential future mining activities. Portugal is part of the European Union and has a stable and well accepted legal and regulatory regime for mining in keeping with European Union and other developed western nations' best practices. Nevertheless, delays and unexpected events may occur that delay or reduce the ability of the Company to obtain permits necessary for its mineral exploration and potential future mining activities, which may result in unforeseen operational costs and delays. There is no assurance that the Company will obtain all of the permits necessary in a timely manner or at all that are required for its mineral exploration and potential future mining activities.

Factors beyond the Company's Control

The mining exploration business is subject to a number of factors beyond the Company's control including changes in economic conditions, intense industry competition, variability in operating costs, changes in government and in rules and regulations of various regulatory authorities. An adverse change in any one of such factors would have a material adverse effect on the Company, its business and results of operations which might result in the Company not identifying a body of economic mineralization, completing the development of a mine according to specifications in a timely, cost-effective manner or successfully developing mining activities on a profitable basis.

Reliance on Independent Contractors

The Company's success depends to an extent on the performance and continued service of certain independent contractors. The Company has contracted the services of professional drillers and others for exploration, environmental, engineering, and other services. Poor performance by such contractors or the loss of such services could have a material and adverse effect on the Company, its business and results of operations and result in the Company failing to meet its business objectives.

Additional Funding Required

Further exploration on, and development of, the Company's properties may require significant additional financing. Accordingly, the continuing development of the Company's properties will depend upon the Company's ability to obtain financing through equity financing, debt financing, the joint venturing of projects or other external sources. Failure to obtain sufficient financing may result in a delay or an indefinite postponement of exploration, development, or production on any or all of the Company's properties, or even a loss of property interest, or have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition or result in the substantial dilution of its interests in its properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. If the Company was required to arrange for debt financing it could be exposed to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that the Company will be successful in overcoming these risks or any other problems encountered in connection with such financings. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company has and will continue to have negative operating cash flow until its mineral property commence commercial production should exploration and development efforts demonstrate that commercial production from such mineral properties is feasible.

Market Price of Common Shares

In the eventuality that ACM becomes a listed entity, the trading price of the common shares is likely to be significantly affected by short term changes in mineral prices or in its financial condition or results of operations as reflected in its quarterly earnings reports. Other factors unrelated to the Company's performance that may have an effect on the price of the common shares include the following: the extent of analytical coverage available to investors concerning the Company's business; the lessening in trading volume and general market interest in the Company's securities may affect an investor's ability to trade significant numbers of common shares; and the price of the common shares and size of the Company's public float may limit the ability of some institutions to invest in the Company's securities.

As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value. Securities class action litigation often has been brought against companies following periods of volatility in the market price of their securities. The Company may in the future be the target of similar litigation. Securities litigation could result in substantial costs and damages and divert management's attention and resources.

Dilution to Common Shares

During the life of the Company's outstanding common share purchase warrants, as well as options and other rights granted or assumed by the Company, if any, the holders are given an opportunity to profit from a rise in the market price of the common shares. The Company's ability to obtain additional financing during the period such rights are outstanding may be adversely affected and the existence of the rights may have an adverse effect on the price of the common shares. The holders of common share purchase warrants, options and other rights of the Company may exercise such securities at a time when the Company would, in all likelihood, be able to obtain any needed capital by a new offering of securities on terms more favorable than those provided by the outstanding rights.

The increase in the number of common shares in the market and the possibility of sales of such shares may have a depressive effect on the price of the common shares. In addition, as a result of such additional common shares, the voting power of the Company's existing shareholders will be diluted.

Future Sales of Common Shares by Existing Shareholders

Sales of a large number of common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares.

Future Profits or Losses and Production Revenues and Expenses

There can be no assurance that significant losses will not occur in the near future or that the Company will be profitable in the future. The Company's operating expenses and capital expenditures may increase in subsequent years as required consultants, personnel and equipment associated with advancing exploration, development and commercial production of the Company's properties and any other properties that the Company may acquire are added. The amounts and timing of expenditures will depend on the progress of ongoing exploration and development, the results of consultants' analyses and recommendations, the rate at which operating losses are incurred, the execution of any joint venture agreements with strategic partners and the Company's acquisition of additional properties, in addition to other factors, many of which are beyond the Company's control.

The Company expects to incur expenditures and losses unless and until such time as the Company's properties are acquired or achieve a sufficient level of commercial production and revenues to fund continuing operations. The development of the Company's properties will require the commitment of substantial resources to conduct the time-consuming exploration and development of properties. There can be no assurance that the Company will generate any revenues or achieve profitability, nor can there be any assurance that the underlying assumed levels of expenses will prove to be accurate.

Labour and Employment Matters

While the Company has good relations with its contractors and employees, its operations are dependent upon the efforts of its contractors and employees. In addition, relations between the Company and its contractors and employees may be affected by changes in the scheme of labour relations that may be introduced by the relevant governmental authorities in jurisdictions the Company carries on business. Changes in such legislation or in the relationship between the Company and its employees may have a material adverse effect on the Company's operations and financial condition.

Conflicts of Interest

Certain directors and officers of the Company are also directors or officers or shareholders of other companies that are similarly engaged in the business of acquiring, developing, and exploiting natural resource properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interest which they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any director in a conflict will disclose his interest and abstain from voting on such matter.

Directors and officers with conflicts of interests will be subject to, and will follow the procedures set out in, applicable corporate and securities legislation. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at that time.

Environmental Risk

The Company's operations may be subject to environmental regulations promulgated by government agencies from time to time. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which could result in environmental pollution. A breach of such legislation may result in imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for noncompliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors, consultants and employees. The cost of compliance with changes in governmental regulations has a potential to reduce the profitability of operations. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. In addition, environmental risks may exist on properties in which the Company holds interests which are unknown at present and which have been caused by previous or existing owners or operators. Furthermore, future compliance with environmental reclamation, closure and other requirements may involve significant costs and other liabilities. The Company intends to fully comply with all environmental regulations.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements.

CAPITAL STRUCTURE

The Company has an unlimited number of common shares authorized for issuance without par value. As at December 31, 2025 and as of the date of this MD&A, the Company had 169,569,021 and 171,370,066 common shares issued and outstanding, respectively; 20,015,104 and 18,444,845 warrants issued and outstanding, respectively; and 13,215,000 stock options issued and outstanding. Of the 13,215,000 stock options issued and outstanding, 9,707,500 and 9,795,000 stock options were vested and exercisable as at December 31, 2025 and as of the date of this MD&A, respectively.

There were no RSUs outstanding as at December 31, 2025 and as at the date of this MD&A.

As at December 31, 2025 and as of the date of this MD&A, the Company had the following special warrants issued and outstanding but not yet vested:

(a) Borralha Special Warrants having a face value of $1,340,000, and

(b) Vila Verde Special Warrants with a face value of $2,680,000.

DISCLOSURE ON INTERNAL CONTROLS

Management has established processes to provide them sufficient knowledge to support representations that they have exercised reasonable diligence that (i) the consolidated 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 consolidated financial statements; and (ii) the consolidated 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 the certificate required for non-venture issuers under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), this Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures (DC&P) and internal control over financial reporting ("ICFR"), as defined in NI 52-109. In particular, the certifying officers filing this certificate are not making any representations relating to the establishment and maintenance of:

i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and

ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer's accounting policies.

The issuer's certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.