KELLY VENTURES LTD.

(the “Company” or “Kelly”)

MANAGEMENT’S DISCUSSION AND ANALYSIS

For the Three Months Ended March 31, 2025

Management’s discussion and analysis (“MD&A”) of the financial condition of the Company should be read in conjunction with the unaudited condensed interim financial statements for the period ended March 31, 2025 and the audited financial statements for the year ended December 31, 2024. The information contained within this MD&A is current to May 29, 2025. The financial statements have been prepared in accordance with International Financial Reporting Standards with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business.

Incorporation and Overall Performance

On November 2, 2016, Kelly was incorporated under the laws of the Province of British Columbia and is classified as a Capital Pool Company (“CPC”) as defined in the TSX Venture Exchange Policy 2.4. On December 21, 2018, the Company completed its initial public offering (“IPO”) of a total of 2,000,000 common shares, at a price of $0.10 per share, for aggregate gross proceeds of $200,000. The TSX Venture Exchange (the “TSX-V”) accepted the Company’s listing application and the Company’s common shares resumed trading on the TSX-V on December 27, 2018 under the trading symbol “KKL.P”.

As a CPC, the principal business of the Company is the identification and evaluation of assets or a business and once identified or evaluated, to negotiate an acquisition of or participation in a business (the “Qualifying Transaction” or “QT”) subject to receipt of shareholder approval, if required, and acceptance by regulatory authorities. Where an acquisition or participation is warranted, additional funding may be required. The ability of the Company to fund its potential future operations and commitments is dependent upon the ability of the Company to obtain additional financing. There is no assurance that the Company will complete a Qualifying Transaction.

The Company’s head office address is Suite 615 – 800 West Pender Street, Vancouver, BC, V6C 2V6. The registered and records office address is 10th Floor - 595 Howe Street, Vancouver, BC, V6C 2T5.

Financing Activity During the Three Months Ended March 31, 2025

There was no financing activity during the three months ended March 31, 2025.

Results of Operations

Summary of Quarterly Results

The following are the results for the most recent eight quarters (periods):

	31-Mar-25	31-Dec-24	30-Sep-24	30-Jun-24	31-Mar-24	31-Dec-23	30-Sep-23	30-Jun-23
Net loss & comprehensive loss	$ (12,299)	$ (16,184)	$ (5,871)	$ (6,438)	$ (13,711)	$ (13,654)	$ (9,427)	$ (15,410)
Loss per share	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.00)	$ (0.01)	$ (0.01)	$ (0.00)	$ (0.01)

For the Three Months Ended March 31, 2025

The Company incurred a loss of $12,299 (2024 – $13,711) for the three months ended March 31, 2025. Listing and filing fees were lower in the current period due to the timing of the payment annual Sedar+ fees. Other expenses were consistent year over year and management expects them to remain at these levels until the qualifying transaction process is initiated.

Liquidity and Capital Resources

At March 31, 2025, the Company had cash of $2,204 (December 31, 2024 - $17,589) and a working capital deficit of $21,912 (December 31, 2024 – deficit of $9,613).

Cash decreased by $15,385 during the three months ended March 31, 2025 (2024 – $19,453) mainly due to the loss for the period of $12,299 (2024 - $13,711) and a decrease of $3,086 (2024 - $5,742) in accounts payable and accrued liabilities. The Company will require additional capital resources to complete a QT. There is no guarantee that the Company will be able to complete a QT, or to secure additional financings in the future at terms that are acceptable to it (or at all).

Related Party Transactions

Related parties include the Board of Directors, close family members and enterprises which are controlled by these individuals as well as certain persons performing similar functions.

During the three months ended March 31, 2025:

i. Administration fees of $1,500 plus GST (2024 - $1,500 plus GST) were charged by an entity controlled by the President of the Company;
ii. Accounting fees related to the preparation of the audited and quarterly financial statements of $3,000 plus GST (2024 - $3,000 plus GST) were charged by an entity controlled by a director of the Company.

At March 31, 2025, $19,993 (December 31, 2024 - $16,318) was due to related parties of the Company. These amounts are included in accounts payable and accrued liabilities, unsecured, non-interest bearing and payable on demand.

Off Balance Sheet Arrangements

The Company has not entered into any off balance sheet arrangements, other than previously disclosed, that have, or are reasonably likely to have, an impact on the current or future results of operations or the financial condition of our Company.

Accounting Policies

Please refer to note 3 of the financial statements for details on Material Accounting Policies. The Company's financial statements include the activity of identifying and evaluating potential qualifying transactions. The Company's continuing operations, as intended, are dependent upon its ability to negotiate and complete a Qualifying Transaction.

Accounting for Stock Options

At the Annual General Meeting held on August 9, 2023, the shareholders of the Company approved the adoption of a form of 10% "rolling" stock option plan (the "Stock Option Plan" or the "Plan"), which was subsequently approved by the TSX Venture Exchange. The Plan incorporates certain requirements of the TSX-V Policy 4.4 – Security Based Compensation ("Policy 4.4"), which was amended on November 24, 2021.

As of the date of this report, there are no stock options issued or outstanding.

Outstanding Share Data – May 29, 2025

	Number
Common shares, issued and outstanding	4,191,150

Since completion of the IPO, 2,000,000 shares have been held in escrow which will be released pro-rata to the shareholders as to 25% upon the issuance of notice of final acceptance of a Qualifying Transaction by the Exchange, with the balance in three equal tranches of 25% every six months thereafter over a period of 18 months.

Additional Disclosure for Venture Issuers without Significant Revenues

Additional information relating to the Company can be found on the SEDAR+ website at www.Sedarplus.ca.

Going Concern of Operations

The Company has prepared its financial statements in accordance with IFRS with the assumption that the Company will be able to realize its assets and discharge its liabilities in the normal course of business rather than through a process of forced liquidation. The financial statements do not include adjustments to amounts and classifications of assets and liabilities that might be necessary should the Company be unable to continue operations.

As of March 31, 2025, and December 31, 2024 the Company has not generated any revenues and has incurred losses of $289,910 (December 31, 2024 - $277,611) since inception. The Company's continued existence and plans for future growth depend on its ability to obtain additional capital.

The Company's business may be affected by changes in political and market conditions, such as interest rates, availability of credit, inflation rates, changes in laws, and national and international circumstances. Recent geopolitical events and potential economic global challenges such as the risk of the higher inflation, tariffs, and energy crises, may create further uncertainty and risk with respect to the prospects of the Company's business.

The above material uncertainties raise significant doubt about the Company's ability to continue as a going concern. Although the Company's financial statements have been prepared on a going concern basis, the Company's continuing operations are dependent upon its ability to obtain adequate financing through debt or equity issuance.

Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

Forward-Looking Statements

This report contains forward-looking statements, including statements regarding the future success of our business, exploration and development strategies and future opportunities. Forward-looking statements include, but are not limited to, statements concerning estimates of expected capital expenditures, statements relating to expected future production and cash flows, statements relating to the continued advancement of the Company's exploration, and development projects, and other statements which are not historical facts. When used in this document, the words such as "could", "plan", "estimate", "expect", "intend", "may", "potential", "should", and similar expressions are forward-looking statements. Although the Company believes that the expectations reflected in these forward-looking statements are reasonable, such statements involve risks and uncertainties and no assurance can be given that actual results will be consistent with these forward-looking statements. Important factors that can cause actual results to differ from these forward-looking statements include the potential that the Company's projects will experience technological and mechanical problems, changes in political conditions, changes in the availability to obtain project financings and other risks. Forward-looking statements are based on the opinions and estimates of management at the date that the statements are made, 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 forward-looking statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates or opinions should change. The reader is cautioned not to place undue reliance on forward-looking statements.