



Management's Discussion and Analysis Quarterly Highlights

Three months ended March 31, 2025

The following management discussion and analysis quarterly highlights ("**MD&A Highlights**") of the financial condition and results of the operations of NeoTerrex Minerals Inc. ("**NeoTerrex**" or the "**Corporation**") constitutes management's review of the factors that affected the Corporation's financial and operating performance as at and for the three months ended March 31, 2025.

The MD&A Highlights should be read in conjunction with the Corporation's unaudited condensed interim financial statements (the "**Financial Statements**") as at March 31, 2025, as well as with the management's discussion and analysis for the year ended December 31, 2024 ("**Annual 2024 MD&A**"). The Financial Statements have been prepared in accordance with the *International Financial Reporting Standards* issued by the *International Accounting Standards Board* applicable to the preparation of interim financial statements, including *International Accounting Standard 34, Interim Financial Reporting*. All figures in the MD&A Highlights are in Canadian dollars unless otherwise noted.

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

The disclosure of any scientific and technical information in the MD&A Highlights was reviewed, verified and approved by Mathieu Stephens, P.Geo., NeoTerrex's President, Chief Executive Officer ("**CEO**") and Director, the Qualified Person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects*.

| Abbreviation | Definition |
|---------------------|---------------------------------|
| Q1-2025 | Calendar first quarter of 2025 |
| Q1-2024 | Calendar fourth quarter of 2024 |
| REE | Rare Earth Elements |
| TREO | Total Rare Earth Oxide |
| ppm | Parts per million |

Description of Business

The Corporation continued under the *Canada Business Corporations Act* on December 21, 2023. The Corporation's common shares are listed on the TSX Venture Exchange (the "**Exchange**") under the symbol NTX since January 9, 2024. The Corporation is engaged in the evaluation, acquisition and exploration of mineral properties for critical elements with its activities focused in prospective areas in Canada.

Overall Review

Highlight of exploration activities in Q1-2025

- Allocation of a budget of \$2 million for exploration across six properties, to be carried out in two phases in 2025 consisting of surface exploration, geological mapping, sampling, and drilling.
- Core logging of the Valour project's eight diamond drill holes that was completed in December 2024.
- Exploration program planning for the Mount Discovery project.
- Acquisition of the Gravitas project covering 4,900 hectares in Abitibi-Témiscamingue, Quebec.

Working Capital

The Corporation has a working capital of \$3,757,449 as of March 31, 2025 (\$3,983,496 as of December 31, 2024) which will allow the Corporation to execute its planned exploration program and meet its administrative overhead expenses for at least the next twelve months.

Outstanding Share Data

The Corporation had the following securities outstanding:

| | As at May 22, 2025 | As at December 31, 2024 |
|---------------|-----------------------------------|--|
| Common shares | 80,851,568 | 80,851,568 |
| Warrants | 5,296,125 | 5,296,125 |
| Options | 4,000,000 | 4,000,000 |
| Fully diluted | 90,147,693 | 90,147,693 |

Results of Operations

The Corporation reported a net loss of \$226,047 in Q1-2025 compared to a net loss of \$1,213,334 in Q1-2024. The main variances on the Condensed Interim Statement of Loss and Comprehensive Loss are the following:

- **Exploration and evaluation expenditures:** The Corporation incurred exploration and evaluation expenditures totalling \$61,627 in Q1-2025 (\$187,619 in Q1-2024) on its properties. A detailed explanation of the Corporation's exploration and evaluation expenditures will be covered in the next section.

- **Salaries:**

| | Q1-2025 | Q1-2024 |
|-----------------|----------------|----------------|
| | \$ | \$ |
| President & CEO | 37,500 | 37,500 |
| Fringe benefits | 3,781 | 3,051 |
| | 41,281 | 40,551 |

- **Share-based payments:** On January 29, 2024, the Corporation granted its directors and officers 4,000,000 options, in accordance with its stock option plan, amounting to a total share-based payments expense of \$760,000 (non-cash item). The fair of the granted options was determined using the Black-Scholes option pricing model.

- **Professional and consulting fees:**

| | Q1-2025 | Q1-2024 |
|------------------------------------|----------------|----------------|
| | \$ | \$ |
| Accounting and administrative fees | 36,143 | 51,237 |
| Legal fees | 5,470 | 36,960 |
| Audit and tax services fees | 40,950 | 33,387 |
| | 82,563 | 121,584 |

The decrease in professional and consulting fees in Q1-2025, compared to Q1-2024, is attributed to the expanded services required to the Corporation following its transition to a public entity in December 2023.

- **Regulatory and transfer agent fees** in Q1-2024, primarily include the initial listing fees for the Corporation's common shares on the Exchange on January 9, 2024, along with ongoing transfer agent fees.
- **Conference and promotion:** In January 2024, the Corporation engaged three investor relations firms for a period of four to six months to enhance its visibility in the capital markets and social media platforms.
- **Flow-through shares premium:** In Q1-2024, the \$46,882 (non-cash item) represents the reversal of a portion of the December 2023 liability related to the premium on flow-through shares, in relation of the exploration work completed in the quarter. All exploration work imposed by the December 2023 flow-through financing was completed in 2024.
- **Finance income** relates to interest earned on guaranteed investment certificates. The decrease in finance income in Q1-2025, compared to Q1-2024, is primarily driven by the lower cash balances held.

Exploration and Evaluation Activities

The Corporation's exploration and evaluation expenditures were as follows:

| | Three months ended March 31, | |
|---|------------------------------|----------------|
| | 2025 | 2024 |
| | \$ | \$ |
| Mineral acquisition and maintenance costs | 21,099 | 22,152 |
| Exploration and evaluation expenses, net of tax credits and mining rights | 40,528 | 165,467 |
| | 61,627 | 187,619 |

| | | Three months ended March 31, | |
|---|-----------------------------|------------------------------|---------------|
| | | 2025 | 2024 |
| | | \$ | \$ |
| Mineral acquisition and maintenance costs | Interest | | |
| Quebec | | | |
| Mount Discovery | 100% | - | 1,232 |
| Valour | 50% Block A and 85% Block B | 555 | - |
| Galactic | 100% | - | 1,694 |
| Gravitas | 100% | 3,012 | - |
| Revolver | 100% | - | - |
| Monument | 100% | 79 | - |
| Strange Lake West | 100% | 9,608 | 14,966 |
| Decelles | 100% | 5,151 | - |
| Lindsay | 100% | - | - |
| Beauchene | 100% | - | - |
| Roman | 100% | - | - |
| Riel | 100% | 2,694 | - |
| Other | 100% | - | 4,260 |
| | | 21,099 | 22,152 |

| Exploration and evaluation expenses | Geology and Prospection | Geophysics | Geochemistry | Drilling | Total Q1-2025 |
|--|--------------------------------|-------------------|---------------------|-----------------|----------------------|
| | \$ | \$ | \$ | \$ | \$ |
| Mount Discovery | 2,308 | - | - | - | 2,308 |
| Valour | 980 | - | - | 16,242 | 17,222 |
| Galactic | 874 | - | 10,566 | - | 11,440 |
| Gravitas | 18,160 | - | - | - | 18,160 |
| Revolver | 6,940 | - | - | - | 6,940 |
| Monument | 420 | - | - | - | 420 |
| Strange Lake West | 8,174 | - | - | - | 8,174 |
| Decelles | 840 | - | - | - | 840 |
| Lindsay | 280 | - | - | - | 280 |
| Beauchene | 280 | - | - | - | 280 |
| Roman | 474 | - | - | - | 474 |
| Riel | 280 | - | - | - | 280 |
| Sub-total | 40,010 | - | 10,566 | 16,242 | 66,818 |
| Less: tax credits and mining rights | | | | | (26,290) |
| | | | | | 40,528 |

| Exploration and evaluation expenses | Geology and Prospection | Drilling | Geochemistry | Total Q1-2024 |
|--|--------------------------------|-----------------|---------------------|----------------------|
| | \$ | \$ | \$ | \$ |
| Mount Discovery | 14,604 | 74,251 | 31,632 | 120,487 |
| Galactic | 37,700 | - | - | 37,700 |
| Strange Lake | 3,080 | - | - | 3,080 |
| Decelles | 280 | - | - | 280 |
| Lindsay | 2,240 | - | - | 2,240 |
| Roman | 560 | - | - | 560 |
| Other | 1,120 | - | - | 1,120 |
| Sub-total | 59,584 | 74,251 | 31,632 | 165,467 |
| Less: tax credits and mining rights | | | | - |
| | | | | 165,467 |

The tax credits and mining rights refunds of \$209,414 for 2023 were received in Q1-2025.

Exploration Outlook for 2025

The Corporation has allocated a budget of \$2,040,000 for exploration across six properties, to be carried out in two phases in 2025.

The first phase—beginning in spring 2025—will involve a six-month program of surface exploration, geological mapping, and sampling.

The Corporation will then focus on identifying and drilling targets on one or two properties, leveraging the insights gained from Phase 1 for the remainder of the year. The budget allocated for Phase 2 is \$1,000,000.

Exploration and Evaluation Activities

Strange Lake West (Rare Earths)

Property Description

The property covers a surface area of about 6,505 hectares located in northeast Quebec. This property is adjacent to Torngat Metals' Strange Lake rare earths deposit, which boasts an indicated resource of 278 million tonnes at 0.93% TREO and inferred resources of 214 million tonnes at 0.85% TREO (Micon International, 2017). NeoTerrex Strange Lake West property is reported (Sigeom database) to contain rare earth occurrences that warrant further exploration as the nearby deposit advances towards production. To date, no work has been carried out on the property.

Exploration work on the property

A maiden surface exploration program is planned for the summer of 2025, focusing on areas of known mineralization and/or strong radiometric anomalies.

Gravitas (Copper, Nickel, Gold and Tungsten)

Property description

The Gravitas property, located in the Belleterre area of Abitibi-Témiscamingue, Quebec, was acquired by map staking at the end of 2024 for its copper, nickel, gold and tungsten potential. The property covers a total area of 4,900 hectares in an established mining camp, which has recently experienced a renewed surge in exploration activity led by Vior Inc.

Exploration work on the property

Planned exploration work for the Gravitas project, in 2025, will first focus on locating and evaluating known historic mineralization. This includes the Petosa zone which consists of a sulphide mineralization and quartz veining located 5 kilometres and on strike from the past producing Lorraine copper-nickel mine. Tungsten is also present in scheelite in widths varying from 3 to 17 feet, having been exposed in several historical trenches over a length of 150 metres. Several other areas, consisting of copper and zinc sulphides and/or gold mineralization, will also be investigated. Next steps will be determined after the reconnaissance program and are likely to include soil geochemistry and/or geophysical surveys.

Valour (Copper and Zinc)

Property Description

On September 13, 2024, amended on October 16, 2024, the Corporation entered into an option agreement, pursuant to which the Corporation has been granted the right to acquire 50% of the title and interest in and to 34 mineral claims covering approximately 1,750 hectares located in the Province of Québec, Canada. 19 claims ("Block A") are owned by a non-related party and 15 claims ("Block B") are owned by the President, CEO and a director of the Corporation.

The Corporation earned its initial 50% interest in Block A as of December 31, 2024. The Corporation earned its initial 50% interest and an additional 35% interest in Block B in accordance with the dilution terms of the agreement for a total interest of 85% as of December 31, 2024.

Exploration work on the property

In the fall 2024, an airborne electro-magnetic and magnetic survey was completed over the property an identified several anomalies likely to be caused by sulphide mineralization. This was followed up by surface prospecting and drilling consisted of 8 holes, totalling 1,326 metres. Further surface exploration work is to be conducted during the summer of 2025.

Mount Discovery (Rare Earths)

Property Description

The 11,000-hectare property is situated in southwestern Quebec near the town of Fort-Coulonge and near infrastructure consisting of both paved and gravel roads and powerlines. The area benefits from a local workforce, hydroelectric dam, and various industries.

Exploration work on the property

In May 2024, sixteen (16) diamond drill holes, totaling 2,181 metres, were completed on the property, targeting six distinct areas where mineralization had been discovered at surface. Fifteen (15) drill holes intersected various widths of mineralization, including one that intersected 7,000 ppm TREO over 11 metres, from 10 metres to 21 metres, including a section of 42,100 ppm TREO over 1.8 metres. The hole was anomalous over nearly its entire length, having assayed 800 ppm TREO over 124 metres. Results of the program indicate the presence of both wide anomalous zones and higher-grade intersections over an area of 600 metres by 200 metres. The reported intersects may not represent true-width of mineralization.

Further work is planned for 2025 and will focus primarily on the central area where carbonatite containing REE were identified in 2023. Further excavation work may be undertaken in this area if warranted. The area has not been drill-tested.

Galactic (Niobium, Tantalum and Rare Earths)

Property Description

The 11,400 hectares property is located 50 km northwest of the major mining port of Sept-Îles and within 35 km of highway access and electricity. Acquired for its potential niobium and rare earth mineralization within a peralkaline granitic complex, a common environment for significant heavy rare earth deposits, this property was initially explored by the Quebec Government (SOQUEM) in the 1970s. Their work uncovered numerous occurrences of niobium, lanthanum, zirconium, and yttrium, although rare earth elements were not assayed at the time.

Exploration work on the property

Compilation and digitization of historical data for the property was completed in May 2024 and was followed-up in June 2024 with a helicopter-assisted surface mapping and prospecting program which identified mineralization in numerous areas. A total of 156 grab samples were collected from outcrops and angular boulders of which 58 samples assayed over 0.1% TREO, including 12 between 1% and 12% TREO, which include values of up to 0.54% Dy₂O₃. Samples also included an anomalous amount of tantalum, niobium and zirconium. Mineralization is principally associated with swarms of syenite and pegmatite dykes within larger intrusives or gneiss. The dykes contain various exotic minerals that could not be identified in the field. Initial mineralogy studies have been undertaken but additional samples are required to complete the mineralogical work.

Monument (Copper, Zinc and Rare Earths)

Property Description

The 2,160 hectares property is located 60 km west of the town of Waswanipi, Quebec. The area is of interest due to the presence of an unexplained electro-magnetic anomaly located within the same geological unit that contain the nearby Montviel rare earths deposit which also displays the same geophysical signature. The unexplained anomaly could also be caused by copper-zinc bearing sulphides.

Exploration work on the property

In the fall 2024, an airborne electro-magnetic and magnetic survey was completed over the property, providing a high-resolution view and more precise location of the anomaly of interest. Follow-up surface reconnaissance of

the area was conducted but was unable to identify any bedrock exposure. Further work is planned for 2025 consisting of the till sampling to determine if the anomaly could potentially bear metals of interest and subsequently drilled.

Roman (Lithium)

Property Description

The Roman property located 92 km from Havre Saint-Pierre, Cote-Nord, Quebec consists of a total area of 6,500 hectares and was acquired due to its potential for lithium. Past exploration work is limited to a survey completed by the government in 1997, in which a grab sample (No. 1997013454), located in the southern border of a small lake in the central portion of the property, has revealed an anomalous value of 442 ppm Lithium and some significant values of 830 ppm Rubidium, 258 ppm Zinc and 300 ppm Zirconium. No follow-up work was undertaken thereafter.

Exploration work on the property

NeoTerrex geologists visited the property in June 2024 but could not locate the lithium-bearing pegmatite. Further work on the property is under consideration.

Cautionary Note Regarding Forward-Looking Information

Some statements contained in this MD&A Highlights, especially the opinions, the projects, the objectives, the strategies, the estimates, the intent and the expectations of NeoTerrex that are not historical data, are forward looking statements. Such statements can be recognized by the terms “forecast”, “anticipate”, “consider”, “foresee” and other terms and similar expressions. These statements are based on information available at the time they are made, on assumptions established by management and on the management expectations, acting in good faith, concerning future events and concerning, by their nature, known and unknown risks and uncertainties mentioned herein (see the section Risks Factors in the Annual 2024 MD&A). The real results for NeoTerrex could differ in an important way of those which state or that these forward-looking statements show the possibility for. Consequently, it is recommended not to trust unduly these statements. These statements do not reflect the potential incidence of special events which could be announced or take place after the date of this MD&A Highlights. These statements speak only as of the date of this MD&A Highlights. NeoTerrex undertakes no obligation to publicly update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, other than as required by applicable law.

May 22, 2025

(s) Mathieu Stephens

Mathieu Stephens
CEO and President

(s) Vatche Tchakmakian

Vatche Tchakmakian
Chief Financial Officer and Secretary