Nuvau Minerals Inc.

MANAGEMENT'S DISCUSSION & ANALYSIS

For the periods ended March 31, 2026 and 2025

(Stated in Canadian Dollars)

NUVAU MINERALS INC.
MANAGEMENT'S DISCUSSION & ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS
For the period ended March 31, 2026
(with comparatives for the period ended March 31, 2025)

Date of Report: May 29, 2026

General

The following Management's Discussion and Analysis ("MD&A") of Nuvau Minerals Inc. (the "Company" or "Nuvau") should be read in conjunction with the interim condensed consolidated financial statements for the period ended March 31, 2026 with comparatives for the period ended March 31, 2025 and the notes thereto. The Company's interim condensed consolidated interim financial statements have been prepared in accordance with accounting policies consistent with IFRS Accounting Standards ("IFRS"). Unless otherwise stated, all amounts discussed herein are denominated in Canadian dollars. This MD&A was prepared as of May 29, 2026, and all information is current as of such date.

This discussion provides management's analysis of Nuvau Minerals Inc.'s historical financial and operating results and provides estimates of Nuvau Minerals Inc.'s future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Forward-Looking Statements

This MD&A contains certain statements that may be deemed "forward-looking statements," within the meaning of certain securities laws. Forward-looking statements relate to management's expectations or beliefs about future performance, events, or circumstances that include, but are not limited to, reserve or resource potential, exploration and operational activities, corporate transactions, the ability of the Company to secure additional equity financing, and events or developments that the Company expects or targets. Forward-looking statements can usually be identified by words such as: "future", "plans", "scheduled", "expects", "intends", "estimates", "forecasts", "will", "may", "could", "would", and variations thereof. Although the Company believes that these statements are based on reasonable assumptions, all forward-looking statements involve known and unknown risks and uncertainties that may cause the actual performance, events, or circumstances of the Company to be materially different than anticipated. The forward-looking information in this MD&A describes the Company's expectations as of the date of this MD&A.

The results or events anticipated or predicted in such forward-looking information may differ materially from actual results or events. The Company and its operations are also subject to a large number of risks, including: the Company's liquidity and financing capability, fluctuations in copper, zinc, gold and other metal prices, market conditions, results of current exploration activities, the possibility of a labour stoppage or shortage, delays in obtaining government permits and approvals and such other risks as discussed herein and in other publicly filed disclosure documents. Although the Company has attempted to identify important factors that could cause actual actions, events or results to differ materially from those described in such forward-looking statements, there may be other factors that cause performance, events, or circumstances to differ materially from those described in forward-looking statements. There can be no assurance that forward-looking statements will prove to be accurate. Accordingly, readers should not try to place undue reliance on forward- looking statements contained in this MD&A.

The Company cautions that the foregoing list of material factors is not exhaustive. When relying on the Company's forward-looking information to make decisions, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company has assumed a certain progression, which may not be realized. It has also assumed that the material factors referred to in the previous paragraph will not cause such forward-looking information to differ materially from actual results or events. However, the list of these factors is not exhaustive and is subject to change and there can be no assurance that such assumptions will reflect the actual outcome of such items or factors.

Forward-looking statements are based on management's current plans, estimates, projections, beliefs, and opinions and Nuvau does not undertake any obligation to update forward-looking statements should the assumptions related to these plans, estimates, projections, beliefs and opinions change, except as required by law.

Corporate Overview

Nuvau Minerals Inc. (the "Company" or "Nuvau") was incorporated under the laws of the Province of Ontario and is engaged in the acquisition, exploration, and evaluation of mineral properties. The Company's head office is located at 717B Hewitson St., Thunder Bay, ON P7B 6B5.

On December 12, 2024, the Company completed a reverse takeover transaction ("RTO"), pursuant to which Nuvau Minerals Corp. ("NMC") amalgamated with a wholly owned subsidiary of the Company and was subsequently renamed Nuvau Minerals Inc. and has continued as an *Ontario Business Corporation Act* corporation. While the Company is the legal acquirer, as a result of the former NMC shareholders holding a majority interest in the Company post-RTO, the accounting acquirer is NMC and these consolidated financial statements are presented with NMC as the continuing entity.

Corporate and Operational Highlights

During the first quarter of 2026 there where no reported injuries or reportable environmental incidents on the Matagami property. The site has achieved 486 consecutive days without a recordable injury or reportable environmental event.

No significant exploration or development work was completed during the first quarter of 2026. During the quarter, the Company's operations team focused on planning, while the executive team focused on raising operating capital and closing the Matagami property acquisition with Glencore. Mobilization for the 2026 exploration program began in late February and drilling commenced in March with one drill at the Thunderwood targets. By late March, one drill hole had been completed and a second had been started. Drilling in the Thunderwood area, where both base metal and gold potential is being targeted, represents the first phase of the 2026 drill program. A total of 389m was drilled in during the first quarter.

The Company has also been advancing work with regard to updates to both the mineral resource and preliminary economic assessment, with final consulting proposals having already been received and reviewed. Work in this regard is expected to begin in Q2 2026.

Matagami Acquisition

During the first quarter of 2026, the Company completed the acquisition of a 100% interest in the Matagami Property from Glencore on March 2, 2026, adding 1,845 mineral claims in the Matagami Mining Camp, Québec. The acquisition was recorded at $27,114,111, consisting of $10,000,000 of consideration payable, the assumption of $16,618,730 in estimated asset retirement obligations, $483,500 in transaction costs and $11,881 in claim maintenance fees. In connection with the acquisition, the Company also entered into surety arrangements totaling $8,422,372, including bonds of $4,312,203 for the Bracemac McLeod Mine site and $4,110,169 for the Perseverance Mine site, supported by $2,526,712 of restricted cash posted as collateral.

To support the acquisition and strengthen its financial position, the Company completed a series of financing transactions during the quarter. On February 25, 2026, the Company closed the first tranche of a brokered private placement for gross proceeds of $13,977,000 through the issuance of 17,471,250 units at $0.80 per unit. On March 6, 2026, the Company closed the second and final tranche, issuing 7,928,523 flow-through common shares at $0.90 per share for gross proceeds of $7,135,670 and 320,000 units at $0.80 per unit for gross proceeds of $256,000, for aggregate gross proceeds of $21,368,671. During the quarter, the Company also issued 3,622,500 common shares at $0.75 per share on the exercise of warrants for proceeds of $2,716,875.

Subsequent to quarter end, the Company settled the $10,000,000 consideration payable to Glencore in two parts: a cash payment of $5,000,001 on April 27, 2026 and the issuance of 6,325,910 common shares on May 1, 2026 at a deemed price of $0.7904 per share to settle the remaining $4,999,999. Collectively, these transactions significantly expanded the Company's asset base, established the financial assurance framework required for the assumed closure obligations, and positioned Matagami as the Company's flagship asset for future exploration and advancement.

Grant of options

On April 24, 2026, the Company granted 2,090,000 options to acquire common shares to certain directors, officers, and consultants pursuant to its share option plan. The options vest immediately and are exercisable at a strike price of $0.79 per share for a period of five years from the date of grant.

Results of Operations

The following table provides selected financial information and should be read in conjunction with the Company's audited financial statements for the periods below.
For the three months ended March 31,

	$	$
EXPENSES		
Accretion	**38,711**	-
Exploration and evaluation and	**579,049**	3,901,825
Finance costs	**21,056**	-
General and administrative expenses	**610,159**	420,482
Professional fees	**145,442**	62,770
Share-based recovery - cash-settled RSUs	**(148,960)**	(20,061)
	1,245,457	4,365,016
Other items		
Interest income	**19,331**	82,712
Loss before income taxes	**(1,226,126)**	(4,282,304)
Deferred tax recovery	**(45,056)**	(620,910)
Loss and comprehensive loss for the period	**(1,181,070)**	(3,661,394)
Basic and diluted loss per share	**(0.02)**	(0.07)

Summary of Quarterly Results

The following table sets out selected quarterly financial data for the most recently completed interim quarters:

Quarter	2026 First	2025 Fourth	2025 Third	2025 Second	2025 First	2024 Fourth	2024 Third	2024 Second
	($)	($)	($)	($)	($)	($)	($)	($)
Operating expenses	(1,245,457)	(1,326,941)	(3,117,579)	(2,799,982)	(4,365,016)	(3,813,660)	(2,573,148)	(1,577,671)
Loss before income taxes	(1,226,126)	(1,070,483)	(3,117,579)	(2,977,952)	(4,282,304)	(4,815,317)	(2,531,719)	476,587
Income (loss) and comprehensive income (loss)	(1,181,070)	(1,315,039)	(3,097,436)	(2,753,539)	(3,661,394)	(5,376,738)	(1,856,730)	(886,211)
Income (loss) per share	(0.02)	(0.03)	(0.06)	(0.05)	(0.07)	(0.16)	0.06	(0.01)

Overall Performance

The loss and comprehensive loss for the period ended March 31, 2026 was $1,181,070, as compared to a loss and comprehensive loss for the period ended March 31, 2025 of $3,661,394. The reduction of $2,480,324 in operating loss was due primarily to significantly lower exploration and evaluation expenditures during the current period as the Company focused on completing the Matagami acquisition and related financings. Reduced exploration and evaluation expenditures were however partially offset by higher general and administrative expenses, professional fees, finance costs and accretion. When looking at the significant individual operating expenses categories, expenses across all categories have increased relative to the same period of the previous year, with the one exception being the exploration and evaluation expenditures, where significantly higher expenditures were incurred in the prior year as the Company was actively engaged in a significant drill program:

Expense	Three months ended 31-Mar-2025 $	**Three months ended 31-Mar-2026 $**	**Direction of change**
Accretion	-	**38,711**	Increase
Exploration and evaluation	3,901,825	**579,049**	Decrease
General and administrative expenses	420,482	**610,159**	Increase
Professional fees	62,770	**145,442**	Increase
Share-based recovery - cash-settled RSUs	(20,061)	**(148,960)**	Increase

These noted fluctuations are generally a result of increased corporate activities versus the prior period.

Exploration and evaluation expenditures

Property		**Period ended March 31, 2026 $**	Period ended March 31, 2025 $
Matagami	Analytical and assay	**9,528**	291,640
	Geological	**307,977**	662,209
	Geophysical	**2,393**	318,156
	Transportation and accommodation	**12,125**	24,603
	Drilling	**83,745**	5,521
	Health and safety	**6,165**	53,445
	Operations support	**86,350**	170,976
	Special studies	**370**	
Renaissance	Geophysical	**-**	93,974
	Drilling	**-**	268,130
	Operations support	**-**	11,066
Caber North	Operations support	**-**	43,611
	Drilling	**-**	804,883
	Property work	**-**	21,809
Other	Analytical and assay	**-**	160,864
	Drilling	**-**	307,064
		508,653	3,237,951
Bracemac-Mcleod	Geophysical	**-**	24,447
	Drilling	**-**	703,097
	Geological	**-**	98,620
Other	Exploration tax credit	**(76,991)**	(452,479)
	Technical studies	**147,387**	290,189
Total		**579,049**	3,901,825

Acquisition costs

The Company's mineral properties consist of the following:

Mineral Properties	Daniel Property	Matagami Property	Total
December 31, 2025	100,000	-	**100,000**
Addition	-	27,114,111	**27,114,111**
Depletion and amortization	-	-	**-**
March 31, 2026	**100,000**	**27,114,111**	**27,214,111**

On March 10, 2023, the Company acquired a 100% interest in the Daniel Property, located in the Matagami Mining Camp, Quebec, for total consideration of $100,000.

On March 2, 2026, the Company completed the acquisition of a 100% interest in the Matagami Property, comprising 1,845 mineral claims located in the Matagami Mining Camp, Québec, from Glencore, for total consideration of $10,000,000, the assumption of $16,930,327 in estimated asset retirement obligations and $483,500 in transaction costs. Additionally, the Company paid $11,881 in claim maintenance fees related to the Matagami property. The Company assessed whether the acquisition of the Matagami Property constituted a business combination under IFRS 3, Business Combinations, or an asset acquisition. Based on this assessment, the Company concluded that the acquired set of activities and assets did not meet the definition of a business, as substantially all of the fair value was concentrated in a single identifiable asset group and the acquisition did not include substantive processes capable of producing outputs. Accordingly, the transaction was accounted for as an asset acquisition. As a result, the total cost of the acquisition, including cash consideration, assumed asset retirement obligations and directly attributable transaction costs, was capitalized to mineral properties.

Mineral property acquisitions and agreements

Matagami Claims, Matagami, Quebec

On March 25, 2022, the Company entered into an earn-in and joint venture agreement (the "Earn-In Agreement") with Glencore Canada Corporation ("Glencore") providing the Company with the right to earn up to a 100% undivided interest in certain copper and zinc mining properties located near Matagami, Québec (collectively, the "Matagami Property"). The Matagami Property includes mineral claims subject to existing joint venture and royalty agreements with SOQUEM Inc. and Franco-Nevada Corporation.

Under the Earn-In Agreement, the Company was required to incur a total of $30 million in qualifying expenditures on the Matagami Property over a three year period ended March 25, 2025, including minimum spending thresholds of $8 million by March 25, 2023 and $18 million by March 25, 2024. These expenditure requirements were satisfied in full, and on July 23, 2025, with Glencore confirming that the aggregate expenditure requirement had been met.

Following satisfaction of the expenditure requirements, the transfer of the Matagami Property to the Company was subject to the completion of certain additional conditions, including the assumption by the Company of all environmental, closure, and rehabilitation obligations, the provision of financial assurance to the Québec Ministry of Natural Resources and Forests, confirmation that applicable rights of first refusal had not been exercised, and the execution of agreements to assume existing joint venture and royalty arrangements.

On January 28, 2026, the Company signed a Second Amended and Restated Earn-In Agreement with Glencore that extended the Transfer date to February 28, 2026, adjusted certain requirements associated with the transfer of closure obligations and related financial assurance relating to the Matagami Property, and addressed certain post-closing matters regarding site operation, monitoring and compliance associated with ownership of the Matagami property, including from a HSEC and general governance perspective.

On March 2, 2026 (the "Transfer Date"), the Company completed the acquisition of a 100% undivided interest in the Matagami Claims, located in Matagami Quebec (the "Earn-In Transaction") from Glencore pursuant to the second amended and restated earn-in agreement dated January 28, 2026.

Upon completion of the Earn-In, Glencore retained a 2% net smelter returns royalty on the Matagami Property, subject to an aggregate maximum royalty burden of 3.5% on any mining claim inclusive of existing royalties. Glencore also retained exclusive off-take rights to purchase or toll process 100% of concentrates produced from the property, subject to market-based terms negotiated in good faith. In addition, the Company is required to make cash and share-based payments to Glencore in connection with the transfer and upon a production decision, which are as follows:

- Within 60 days of the Transfer Date, a cash payment of $5,000,000 (paid on April 27, 2026);
- An additional payment of $5 million, payable in cash, common shares of the Company, or a combination thereof, at the Company's election, within 60 days of the transfer date, subject to regulatory approvals and provided that any share issuance does not result in Glencore holding more than 9.9% of the Company's issued and outstanding common shares (settled on May 1, 2026 through the issuance of 6,325,910 shares);
- The Company has an option to acquire all or part of certain excluded claims where the Matagami Mill and TSF are located in exchange for consideration of $5 million in cash or shares; at Glencore's discretion, along with the assumption of closure and reclamation obligations associated with the portion of the excluded claims ultimately acquired. The option expires twenty-four months from Transfer Date; and
- A further cash payment of $5,000,000, payable within 60 days of a production decision on the Matagami Property.

As part of the Earn-In Transaction, Glencore retained the following rights and security interests over the Matagami Property:

- A real and perpetual servitude over the properties in favour of neighbouring lands owned or occupied by Glencore; and
- First-priority hypothecs in the amount of $100,000,000 over the transferred properties, as security for the Company's obligations under the transaction documents, including the transfer consideration, royalty, and offtake obligations.

Certain portions of the Matagami Property remain subject to joint venture agreements with SOQUEM Inc. and Franco-Nevada Corporation, each of which includes provisions allowing for the conversion of joint venture interests into royalties under specified circumstances.

In connection with the closing of the acquisition, the Company entered into surety contracts with Intact Compagnie d'Assurance in favour of the *Gouvernement du Québec* for $4,312,203 and $4,110,169 for the Bracemac McLeod Mine site and Perseverance Mine site, respectively, as guarantee for the rehabilitation and restoration of lands affected by mining activities in the event of non-compliance with closure obligations outlined in the Québec *Mining Act*. In conjunction with the issuance of these financial guarantees, the Company was required to post collateral in the amount of $2,526,712 with Intact Compagnie d'Assurance.

Subsequent to period end, the Company completed the settlement of the consideration payable to Glencore in connection with the acquisition of the Matagami Property.

Matagami-Dome

The Matagami-Dome claim block is situated approximately 18 km southwest of the town of Matagami in the townships of Galinée and La Gauchetière. The claims block is accessible via provincial Route 109 connecting Amos to Matagami. Near kilometre 205, a western leading gravel road gives access to many roads covering the claim block.

Caber

The Caber claim block lies 40 km west of the town of Matagami, in the townships of Gauchetière and Desmazures. From Matagami, it is accessible by travelling paved Route 109 and the airport road for 20 km, then the gravelled Phelps Dodge Road for 18 km. From there, a 4 km road leads to a network of branched roads that gives access to the claim block.

B6-20 McIvor

Also gaining access from the airport road and to the South via the Caber claims area, the B6-20 McIvor claims block is accessible by a north-south trending forestry road branching off from the airport road.

Samson

The Samson claim block is situated approximately 55 km west of the town of Matagami. The western and central portions of the claim block are accessible via a decommissioned road connecting the village of Joutel to the historic Selbaie mine as well as a network of winter roads. The eastern portion of the claim block, east of the Subercase River is accessible from the Matagami – Airport – Phelps Dodge Road and from there through a network of forestry logging roads that provide direct access to the property.

Tax credits receivable

At March 31, 2026, the Company had recorded a total of $2,500,432 in tax credits receivable, of which $76,991 related to exploration activity in 2026, $1,859,344 related to exploration activity in 2025, and $564,097 related to exploration activity in 2024.

Liquidity and Capital Resources

The Company's cash balance was $20,062,998 at March 31, 2026 compared to $1,275,317 at December 31, 2025. Current assets at March 31, 2026 were $23,203,287 compared to $3,936,760 at December 31, 2025 and total assets at March 31, 2026 were $53,255,707 compared to $4,036,760 at December 31, 2025.

Operating Activities

For the period ended March 31, 2026, the Company used $1,495,017 in cash related to operating activities, as compared to cash used in operations of $5,470,588 in the prior year comparative period. The non-cash items in the current period included a deferred tax recovery of $45,056, partially offset by the non-cash charge of $(148,960) related to share-based payments - cash-settled RSUs, and accretion of $38,711. During the period, the majority of the cash used in operating activities can be attributed to the funding of day to day operations.

Investing Activities

For the period ended March 31, 2026, the Company used cash of $2,526,712 in relation to investing activities with respect to the transaction costs for the purchase of Matagami and cash pledged as collateral for surety bond.

Financing Activities

For the period ended March 31, 2026, the Company generated cash of $22,809,410 as the net proceeds from private placements and proceeds from the exercise of warrants.

The Company, being in the exploration stage, is subject to risks and challenges similar to companies in a comparable stage of development. These risks include the challenges of securing adequate capital for exploration, development and operational risks inherent in the mining industry, global economic and metal price volatility and there is no assurance management will be successful in its endeavours. At March 31, 2026, the Company has no source of operating cash flows. The Company incurred a net loss before income tax of $1,181,070 for the three month period ended March 31, 2026 (2025 - $3,661,394), the Company had working capital of $8,292,300 (December 31, 2025 - $793,419) and the Company's ability to continue as a going concern is dependent upon its ability to raise additional capital to continue the development of its mineral properties. The interim condensed consolidated financial statements have been prepared on a going concern basis which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future.

These events and conditions indicate the existence of material uncertainties that may cast significant doubt on the Company's ability to continue as a going concern. The Company's continuance as a going concern is dependent upon its ability to obtain adequate financing or to reach profitable levels of operation. It is not possible to predict whether financing efforts will be successful or if the Company will attain profitable level of operation. The interim condensed consolidated financial statements do not include any adjustments to the carrying values of assets and liabilities and the reported expenses and statement of comprehensive loss classification that would be necessary should the Company be unable to continue as a going concern. These adjustments could be material.

Outstanding share data

Common Shares

i. Authorized

The Company is authorized to issue an unlimited number of common shares. The shares have no par value.

ii. Details of share issuances

Issued and outstanding:		# of shares	Share price ($)
Balance, December 31, 2024		51,099,991	
Shares issued in respect of exercise of stock options	(a)	100,000	0.36
Shares issued in respect of exercise of warrant exercise	(b)	475,000	0.75
Balance, December 31, 2025		51,674,991	
Shares issued in respect of exercise of warrant exercise	(c)	3,622,500	0.75
Shares issued in first tranche of private placement	(d)	17,471,250	0.80
Shares issued in final tranche private placement	(e)	320,000	0.80
Shares issued in flow-through private placement	(e)	7,928,523	0.90
Balance, March 31, 2026		**81,017,264**	
Shares issued in respect of Matagami acquisition	(f)	6,325,910	0.79
Balance, May 29, 2026		**87,343,174**	

2025

(a) During the year ended December 31, 2025, the Company issued 100,000 common shares at a price of $0.36 in respect of the exercise of stock options.

(b) During the year ended December 31, 2025, the Company issued 475,000 common shares at a price of $0.75 in respect of the exercise of share purchase warrants.

2026

(c) During the three month period ended March 31, 2026, the Company issued 3,622,500 common shares at a price of $0.75 in respect of the exercise of share purchase warrants.

(d) On February 25, 2026, the Company closed the first tranche of a brokered private placement for gross proceeds of $13,977,000 through the issuance of 17,471,250 units at $0.80 per unit (each a "Unit". Each Unit comprised one common share and one-half of one transferable common share purchase warrant; each whole warrant is exercisable to acquire one common share at $1.30 per share until February 25, 2029.

(e) On March 6, 2026, the Company closed the second and final tranche of its previously announced brokered private placement. Under the second tranche, the Company issued 7,928,523 flow-through common shares at $0.90 per share for gross proceeds of $7,135,670 and 320,000 units at $0.80 per unit (each a "Unit") for gross proceeds of $256,000. Each Unit comprises one common share and one-half of one transferable common share purchase warrant, with each whole warrant exercisable at $1.30 per share until February 25, 2029. Together with the first tranche closed on February 25, 2026, the Company raised aggregate gross proceeds of $21,368,670. The Company indicated that the gross proceeds of the flow-through portion of the financing will be used to incur eligible Canadian exploration expenses that qualify as flow-through mining expenditures and/or flow-through critical mineral mining expenditures, to be incurred on or before December 31, 2027 and renounced to subscribers with an effective date on or before December 31, 2026. The flow-through shares were issued at a premium to the implied fair value of common shares, and the difference was allocated between share capital and a deferred flow-through premium liability. The deferred flow-through premium liability represents the excess of the price paid by subscribers for the tax benefits associated with the flow-through shares over the value attributable to the underlying common shares. Management determined the value attributable to the underlying common shares using the observable market price of the Company's common shares on the financing date. Based on a flow-through issue price of $0.90 per share and common share value of $0.78 per share, the flow-through premium was $0.12 per share. Applied to 7,928,523 flow-through shares issued, this resulted in an initial deferred flow-through premium liability of $951,423. This liability will be reduced and recognized in income on a pro-rata basis as the Company incurs qualifying CEE expenditures and fulfills its flow-through share commitments.

In connection with the private placements completed in February and March 2026, the Company incurred cash commissions and professional fees totaling $1,407,040 and issued 489,750 broker warrants exercisable at a price of $0.80 and expiring February 25, 2029, and 336,690 broker warrants exercisable at a price of $0.80 and expiring March 6, 2029. The total share issue costs related to these financings was $1,829,092.

(f) On May 1, 2026, Nuvau Minerals Corp. settled an additional $4,999,999 of the consideration through the issuance of common shares of the Company, subject to applicable regulatory approvals and the contractual ownership limitation restricting Glencore's ownership to no more than 9.9% of the Company's issued and outstanding common shares. The common shares were issued at a price of $0.7904 per share, resulting in the issuance of 6,325,910 common shares.

ii. Warrants

The following table reflects the continuity of warrants as at March 31, 2026:

Expiry date	Opening balance #	Exercise price ($)	Warrants issued (#)	Warrants exercised (#)	Warrants expired (#)	Closing balance (#)
January 13, 2026	732,000	$ 0.75	-	(75,000)	(657,000)	-
February 2, 2026	3,685,000	0.75	-	(3,547,500)	(137,500)	-
April 28, 2026	285,000	0.75	-	-	-	285,000
July 26, 2026	3,409,445	1.35	-	-	-	3,409,445
August 19, 2026	432,500	1.35	-	-	-	432,500
November 28, 2026	1,360,832	1.00	-	-	-	1,360,832
December 12, 2026	5,103,763	1.35	-	-	-	5,103,763
April 3, 2027	200,000	0.75	-	-	-	200,000
February 25, 2029	-	1.30	8,895,625	-	-	8,895,625
Total	15,208,540	-	8,895,625	(3,622,500)	(794,500)	19,687,165
Weighted average exercise price	$ 0.95		$ 1.30	$ 0.75	$ 0.75	$ 1.15

The following table reflects the continuity of warrants as at December 31, 2025:

Expiry date	Opening balance #	Exercise price ($)	Warrants issued (#)	Warrants exercised (#)	Warrants expired (#)	Closing balance (#)
December 30, 2025*	1,317,500	$ 0.75	-	-	(1,317,500)	-
December 30, 2025**	447,500	0.75	-	-	(447,500)	-
December 30, 2025***	100,000	0.75	-	(75,000)	(25,000)	-
December 30, 2025****	1,550,000	0.75	-	(400,000)	(1,150,000)	-

January 13, 2026	732,000	0.75	-	-	-	732,000
February 2, 2026	3,685,000	0.75	-	-	-	3,685,000
April 28, 2026	285,000	0.75	-	-	-	285,000
July 26, 2026	3,409,445	1.35	-	-	-	3,409,445
August 19, 2026	432,500	1.35	-	-	-	432,500
November 28, 2026	1,360,832	1.00	-	-	-	1,360,832
December 12, 2026	5,103,763	1.35	-	-	-	5,103,763
April 3, 2027	200,000	0.75	-	-	-	200,000
Total	18,623,540	-	-	(475,000)	(2,940,000)	15,208,540
Weighted average exercise price	$ 0.95		$ -	$ 0.75	$ 0.75	$ 0.95

*The expiration date for this warrant was originally December 30, 2024, and was amended to December 30, 2025 on December 12, 2024.
**The expiration date for this warrant was originally January 7, 2025, and was amended to December 30, 2025 on December 12, 2024.
***The expiration date for this warrant was originally March 1, 2025, and was amended to December 30, 2025 on December 12, 2024.
****The expiration date for this warrant was originally April 6, 2025, and was amended to December 30, 2025 on December 12, 2024.

The following table reflects the continuity of broker warrants as at March 31, 2026:

Expiry date	Opening balance (#)	Exercise price ($)	Warrants issued (#)	Warrants exercised (#)	Warrants expired (#)	Closing balance (#)
July 26, 2026 (a)	342,467	0.90	-	-	-	342,467
August 19, 2026 (b)	39,900	0.90	-	-	-	39,900
December 12, 2026 (c)	287,868	0.90	-	-	-	287,868
February 29, 2029 (e)	-	0.80	489,750	-	-	489,750
March 6, 2029 (f)	-	0.80	336,690	-	-	336,690
Total	**670,235**		**826,440**	**-**	**-**	**1,496,675**
Weighted average exercise price	$ 0.90		$ 0.80	$ 0.80	$ -	$ 0.85

The following table reflects the continuity of broker warrants as at December 31, 2025:

Expiry date	Opening balance (#)	Exercise price ($)	Warrants issued (#)	Warrants exercised (#)	Warrants expired (#)	Closing balance (#)
July 26, 2026 (a)	-	0.90	342,467	-	-	342,467
August 19, 2026 (b)	-	0.90	39,900	-	-	39,900
December 12, 2026 (c)	-	0.90	287,868	-	-	287,868
December 12, 2025 (d)	-	0.72	34,732	-	(34,732)	-
Total	-		704,967	-	(34,732)	670,235
Weighted average exercise price			$ 0.90	$ -	$ -	$ 0.90

(a) As additional consideration for services in connection with the closing of the first tranche of the Special Warrant Private Placement Offering on July 26, 2024, the Company issued the Agents non-transferable broker warrants of the Company ("Broker Warrants") equal to 6% of the aggregate number of Common Shares issued. Each Broker Warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.90 per share expiring July 26, 2026. The fair value of the Broker Warrants was $152,055, calculated using the Black-Scholes option pricing model.

(b) As additional consideration for services in connection with the closing of the final tranche of the Special Warrant Private Placement Offering on August 19, 2024, the Company issued the Agents non-transferable Broker Warrants of the Company equal to 6% of the aggregate number of Common Shares issued. Each Broker Warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.90 per share expiring August 19, 2026. The fair value of the Broker Warrants was $17,694, calculated using the Black-Scholes option pricing model.

(c) As additional consideration for services in connection with the closing of the final tranche of the Subscription Receipt financing on November 26, 2024, the Company issued the Agents non-transferable Broker Warrants of the Company equal to 6% of the aggregate number of Common Shares issued. Each Broker Warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.90 per share expiring December 12, 2026. The fair value of the Broker Warrants was $156,437, calculated using the Black-Scholes option pricing model.

(d) Replacement warrants issued in respect of the Reverse Takeover Transaction.

(e) As additional consideration for services in connection with the closing of the Unit private placement on February 25, 2026, the Company issued the Agents non-transferable Broker Warrants of the Company equal to 6% of the aggregate number of Common Shares issued. Each Broker Warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.80 per share expiring February 25, 2029. The fair value of the Broker Warrants was $266,759, calculated using the Black-Scholes option pricing model.

(f) As additional consideration for services in connection with the closing of the flow-through private placement financing on March 6, 2026, the Company issued the Agents non-transferable Broker Warrants of the Company equal to 6% of the aggregate number of Common Shares issued. Each Broker Warrant is exercisable to acquire one common share in the capital of the Company at an exercise price of $0.80 per share expiring March 6, 2029. The fair value of the Broker Warrants was $155,293, calculated using the Black-Scholes option pricing model.

The fair value of each warrant was estimated on the date of grant using the Black-Scholes option pricing model, with the following weighted average assumptions:

	2026	2025
Risk-free interest rate	**2.56% - 3.02%**	2.9316%-3.631%
Annualized volatility*	**93.23%**	89.65%-103.11%
Expected dividend	**NIL**	NIL
Expected life	**3 years**	1 - 2 years
Share price**	**$0.78 - $0.88**	$0.90

* Volatility based on similar publicly traded companies

** Based on the share price on February 25, 2026 and March 6, 2026

As at December 31,2025, the Company had received $63,750 in cash in respect of a warrant exercise for which the underlying shares had not yet been issued at year end. The amount has been classified within equity as shares subscribed for. The shares were issued subsequent to December 31, 2025, at which time the balance was reclassified to share capital.

iv. Options

The Company has a omnibus share incentive plan (the "Plan") which is restricted to directors, officers, key employees and consultants of the Company. The number of common shares subject to options granted under the Plan (and under all other management options and employee stock purchase plans) is limited to 10% in the aggregate and 5% with respect to any one optionee of the number of issued and outstanding common shares of the Company at the date of the grant of the option. Options issued under the Plan may be exercised during a period determined by the Board of Directors which cannot exceed ten years.

The continuity of stock options issued and outstanding are as follows:

	Options outstanding (#)	Weighted average exercise price ($)
Issued and outstanding:		
Balance, January 1, 2025	2,670,000	0.65
Granted	2,430,000	0.74
Exercised	(100,000)	0.36
Outstanding at December 31, 2025	5,000,000	0.65
Outstanding at March 31, 2026	5,000,000	0.65

During the three month period ended March 31, 2026, there were no options exercised. There were no options exercised in the prior three month period ended March 31, 2025.

At March 31, 2026, the following options were outstanding and exercisable:

	Outstanding		Outstanding and Exercisable	
Weighted average exercise price	Options #	Weighted average remaining life (years)	Options #	Weighted average remaining life (years)
$0.47	930,000	4.16	930,000	4.16
$0.50	1,000,000	2.31	1,000,000	2.31
$0.75	1,570,000	2.95	1,570,000	2.95
$0.90	1,500,000	4.16	1,500,000	4.16
	5,000,000	3.41	5,000,000	3.41

During the three month period ended March 31, 2026, there were no options vested (2025 - $nil).

v. Restricted Share Unit Plan

The Company's omnibus share incentive plan allows the Board of Directors to grant non-transferable RSUs to eligible employees, based on the value of the Company's share price at the date of grant. The awards have a graded vesting schedule over a three-year period.

Under the plan, RSUs are settled in cash upon vesting and are accounted for as cash-settled share-based payment awards in accordance with IFRS 2. As such, the fair value of the awards is recognized as a liability and remeasured at each reporting date until settlement, with changes in fair value recognized in profit or loss over the vesting period.

The Company no longer expects to settle RSUs through the issuance of common shares from treasury, and accordingly, outstanding RSUs are presented as liabilities rather than within equity.

On July 21, 2023, the Company granted certain employees, directors and consultants RSU awards with a deemed value per RSU of $0.31, under which the holders have the right to receive an aggregate of 1,315,000 shares of the Company's common stock. The share-based payment related to these RSU's was calculated at $407,650, to be amortized equally in three separate tranches, with the final tranche vested December 13, 2025. The Company estimated a forfeiture rate of nil% for RSU's issued, and has recorded $nil in share-based payments for the portion of the units that have vested during the three month period ended March 31, 2026 (2025 - $13,318).

On March 14, 2024, the Company granted certain employees, directors and consultants RSU awards with a deemed value per RSU of $0.465, under which the holders have the right to receive an aggregate of 813,000 shares of the Company's common stock. The share-based payment related to these RSU's was calculated at $378,045, to be amortized equally in three separate tranches, with the final tranche vested December 13, 2025. The Company estimated a forfeiture rate of nil% for RSU's issued, and has recorded $nil in share-based payments for the portion of the units that have vested during the three month period ended March 31, 2026 (2025 - $23,262).
As at March 31, 2026, the liability recognized in respect of the cash-settled RSUs was $1,510,881 (December 31, 2025

2025: $1,659,8410), and $148,960 was recognized in the interim condensed consolidated statement of loss and comprehensive loss during the year in relation to the remeasurement and vesting of this liability.

vi. Share-based payments

	Three months ended March 31, 2026		2025
RSU vested	-		36,580
	$ -	$	36,580

The continuity of RSU liability is as follows:

RSU liability			
Valuation of RSUs on January 1, 2025		$	699,370
Vesting of RSU's during the year			141,036
Revaluation at year end	*(1)*		819,345
RSU liability at De		$	1,659,751
Revaluation at period end	*(2)*		**(148,960)**
RSU liability at Ma		**$**	**1,510,791**

(1) Based on fair value at December 31, 2025, closing share price of $0.78.
(2) Based on fair value at March 31, 2026, closing share price of $0.71.

The RSUs vested on December 12, 2025; however, the awards were not settled as at March 31, 2026 and remain outstanding. The liability continues to be remeasured at fair value until the date of settlement, which occurred in April 2026.

Commitments

Flow-through renunciation

On March 6, 2026, the Company completed a flow-through financing to raise $7,135,671. The Company will renounce 100% of the flow-through raised in 2026 to investors as at December 31, 2026. The Company has until February 1, 2027 to incur expenditures before monthly interest charges began to accrue on unspent funds. Interest charges incurred by the Company as a result of this income tax legislation are charged to income in the period incurred. Of the $7,135,671 in flow-through financing raised in the March 6, 2026 financing, the Company has incurred $337,923 in exploration expenses, and therefore must incur expenses of $6,797,748 by December 31, 2027, to fulfil its obligation in relation to these renounced expenditures.

Related Party Transactions

Key management personnel remuneration includes the following amounts for the three month periods ended:

	March 31, 2026 $	March 31, 2025 $
Salary and wages	**168,552**	159,850
Share-based payments	**-**	36,580
	168,552	196,430

Significant accounting judgements, estimates and assumptions

In the application of the Company's accounting policies, management is required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The preparation of these interim condensed consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the interim condensed consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The interim condensed consolidated financial statements include estimates which, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the interim condensed consolidated financial statements, and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and the revision affects both current and future periods. Significant judgements, estimates and assumptions include:

- the determination of whether a set of assets acquired and liabilities assumed constitute the acquisition of a business or asset requires management to make certain judgements as to whether or not the assets acquired and liabilities assumed include the inputs, processes and outputs necessary to constitute a business as defined in IFRS 3, *Business Combinations*; ("IFRS3")
- inputs used in accounting for share-based payments in the interim condensed consolidated statements of loss and comprehensive loss;
- valuation of the refundable mining duties credit and the refundable tax credit for resources. The calculation of the Company's mining duties credit and tax credit for resources necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until a notice of assessment and payment has been received from the relevant taxation authority. Uncertainties exist with respect to the interpretation of tax regulations, including the mining duties credit and the tax credit for resources for which certain expenditures could be disallowed by the taxation authorities in the calculation of credits, and the amount and timing of their collection. Differences arising between the actual results following the final resolution of some of these items and the assumptions made, or future changes to such assumptions, could necessitate adjustments to the mining duties credit and tax credit for resources and the exploration and evaluation expenses in future periods; and
- the provision for income taxes that is included in the interim condensed consolidated statements of loss and comprehensive loss.
- the provision for reclamation and restoration obligations (asset retirement obligations) included in the interim condensed consolidated statements of financial position represents the estimated present value of future site rehabilitation and remediation costs required under the Québec Mining Act. The provision is subject to significant estimation uncertainty, including assumptions related to future rehabilitation costs, timing of expenditures, inflation rates, discount rates, and potential changes in laws, regulations, or closure plans, which may cause actual costs to differ materially from current estimates.

Material Accounting Policy Information

Recent accounting pronouncements

Certain new standards, interpretations, and amendments to existing standards have been issued by the IASB that are not yet effective for the period ended March 31, 2025, and have not been adopted early by the Company. These include:

- Amendments to IFRS 7 Financial Instruments: Disclosures and IFRS 9 Financial Instruments (effective for annual periods beginning on or after January 1, 2026): These amendments relate to the derecognition of financial liabilities. They require that a financial liability be derecognized on the 'settlement date' and introduce an accounting policy choice to derecognize financial liabilities settled using an electronic payment system before the settlement date. The Company is currently assessing the potential impact of these amendments on its consolidated financial statements.
- IFRS 18, Presentation and Disclosure in Financial Statements (effective for annual periods beginning on or after January 1, 2027): This new standard will replace IAS 1 Presentation of Financial Statements. It introduces changes to the structure of the statement of profit or loss, including new requirements for reporting management-defined performance measures, and provides enhanced principles on aggregation and disaggregation which apply to the primary financial statements and notes to the financial statements. The Company is currently assessing the potential impact of this new standard on its consolidated financial statements.

Financial Instruments and related risks

The Company's operations include the acquisition and exploration of mineral properties in Canada. The Company examines the various financial risks to which it is exposed and assesses the impact and likelihood of occurrence. These risks may include credit risk, liquidity risk, currency risk, interest rate risk and other risks. Where material, these risks are reviewed and monitored by the Board of Directors.

[a] Credit risk
Counterparty credit risk is the risk that the financial benefits of contracts with a specific counterparty will be lost if a counterparty defaults on its obligations under the contract. This includes any cash amounts owed to the Company by those counterparties, less any amounts owed to the counterparty by the Company where a legal right of off-set exists and also includes the fair values of contracts with individual counterparties which are recorded in the financial statements.

i) Trade credit risk
The Company is in the exploration stage and has not yet commenced commercial production or sales. Therefore, the Company is not exposed to significant credit risk and overall the Company's credit risk has not changed significantly from the prior year.

ii) Cash and cash equivalents
In order to manage credit and liquidity risk the Company invests only in highly rated investment grade instruments that have maturities of three months or less and are cashable at any time. Limits are also established based on the type of investment, the counterparty and the credit rate.

[b] Liquidity risk
Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company manages liquidity risk through the management of its capital structure.

Accounts payable and accrued liabilities are due within the current operating period.

[c] Interest rate risk
Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The risk that the Company will realize a significant loss as a result of a decline in the fair market value is limited as the Company holds all of its funds in cash and cash equivalents.

Risk Factors

The Company's Board of Directors has overall responsibility for the oversight of the Company's risk management policies. In carrying on its business, the Company is exposed to a variety of risks, including the risks described elsewhere in this MD&A. The Company can neither predict nor identify all such risks nor can it accurately predict the impact, if any, of such risks on its business, operations or the extent to which one or more risks or events may materially change future results of financial position from those reported or projected in any forward-looking statements. Accordingly, the Company cautions the reader not to rely on reported financial information and forward-looking statements to predict actual future results. This MD&A and the accompanying financial information should be read in conjunction with this statement concerning risks and uncertainties. Some of the risks, uncertainties and events that may affect the Company, its business, operations, and results, are given in this section. However, the factors and uncertainties are not limited to those stated. The Company has policies and practices mandated by the Board of Directors to manage the Company's risks which include the risks described elsewhere in this MD&A and below.

The Company’s business, being the acquisition, exploration, and development of mineral properties in Canada, is speculative and involves a high degree of risk. The risk factors listed below could materially affect the Company's financial condition and/or future operating results, and could cause actual events to differ materially from those described in forward-looking statements made by or relating to the Company.

Exploration and Mining Risks

The Company is engaged in mineral exploration and development activities. Mineral exploration and development involves a high degree of risk and few properties which are explored are ultimately developed into producing mines. The long-term profitability of our operations will be in part directly related to the cost and success of our exploration programs, which may be affected by a number of factors beyond our control.

Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of mineral resources, any of which could result in work stoppages, damage to property, and possible environmental damage.

Hazards such as unusual or unexpected formations and other conditions such as formation pressures, fire, power outages, labour disruptions, flooding, explorations, cave-ins, landslides and the inability to obtain suitable machinery, equipment or labour are involved in mineral exploration, development and operation. We may become subject to liability for pollution, cave-ins or hazards against which we cannot insure or against which we may elect not to insure.

The payment of such liabilities may have a material, adverse effect on our financial position.

The Company relies upon consultants and others for exploration and development expertise. Substantial expenditures are required to establish ore reserves through drilling, to develop metallurgical processes to extract the metal from the ore and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that funds required for development can be obtained on a timely basis. The economics of developing mineral properties is affected by many factors including the cost of operations, variations in the grade of ore mined, fluctuations in metal markets, allowable production, importing and exporting of minerals and environmental protection.

Financing Risks

The Company is limited in financial resources, and as a mineral exploration company has no source of operating cash flow. The Company has no assurance that additional funding will be available to us for further exploration and development of our projects or to fulfil our obligations under any applicable agreements. There can be no assurance that we will be able to obtain adequate financing in the future, or that the terms of such financing will be favourable. Failure to obtain additional financing could result in delay or indefinite postponement of further exploration and development of our projects with the possible loss of such properties.

Regulatory Requirements

Even if our mineral properties are proven to host economic reserves of mineral resources, factors such as governmental expropriation or regulation may prevent or restrict mining of any such deposits or repatriation of profits. The Company may acquire other properties in other jurisdictions or countries. Any changes in regulations or shifts in political conditions are beyond the control of the Company and may adversely affect our business. Operations may be affected in varying degrees by government regulations with respect to restrictions on production, price controls, export controls, income taxes, and expropriation of property, environmental legislation and mine safety.

Uninsurable Risks

Exploration, development and production operations on mineral properties involve numerous risks, including but not limited to unexpected or unusual geological operating conditions, seismic activity, rock bursts, cave-ins, fires, floods, landslides, earthquakes and other environmental occurrences, risks relating to the shipment of precious metal concentrates or ore bars, and political and social instability, any of which could result in damage to, or destruction of, the mine and other producing facilities, damage to life or property, environmental damage and possible legal liability. Although the Company believes that appropriate precautions to mitigate these risks are being taken, operations are subject to hazards such as equipment failure or failure of structures, which may result in environmental pollution and consequent liability. It is not always possible to obtain insurance against all such risks and the Company may decide not to insure against certain risks because of high premiums or other reasons. Should such liabilities arise, they could reduce or eliminate the Company's future profitability and result in increasing costs and a decline in the value of the common shares. The Company does not maintain insurance against title, political or environmental risks.

While the Company may obtain insurance against certain risks in such amounts as it considers adequate, the nature of these risks is such that liabilities could exceed policy limits or be excluded from coverage. The potential costs that could be associated with any liabilities not covered by insurance or in excess of insurance coverage may cause substantial delays and require significant capital outlays, thereby adversely affecting the Company's business and financial condition.

Title Matters

Title to, and the area of, mineral properties may be disputed. There is no guarantee that title to one or more claims or concessions at the Company's projects will not be challenged or impugned. There may be challenges to any of the Company's titles which, if successful, could result in the loss or reduction of the Company's interest in such titles. The Company's properties may be subject to prior unregistered liens, agreements, transfers or claims, and title may be affected by, among other things, undetected defects. In addition, the Company may be unable to operate its properties as permitted or to enforce its rights with respect to its properties. The failure to comply with all applicable laws and regulations, including a failure to pay taxes or to carry out and file assessment work, can lead to the unilateral termination of concessions by mining authorities or other governmental entities.

Permits and Licenses

The operations of the Company require licenses and permits from various governmental authorities. The Company will use its best efforts to obtain all necessary licenses and permits to carry on the activities which it intends to conduct, and it intends to comply in all material respects with the terms of such licenses and permits. However, there can be no guarantee that the Company will be able to obtain and maintain, at all times, all necessary licenses and permits required to undertake its proposed exploration and development, or to place its properties into commercial production and to operate mining facilities thereon. In the event of commercial production, the cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations or preclude the economic development of the Company's properties.

With respect to environmental permitting, the development, construction, exploitation and operation of mines at the Company's projects may require the granting of environmental licenses and other environmental permits or concessions by the competent environmental authorities. Required environmental permits, licenses or concessions may take time and/or be difficult to obtain, and may not be issued on the terms required by the Company. Operating without the required environmental permits may result in the imposition of fines or penalties as well as criminal charges against the Company for violations of applicable laws or regulations.

Competition

The mineral industry is intensely competitive in all its phases. We compete with many companies possessing greater financial resources and technical facilities than the Company for the acquisition of mineral concessions, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees.

In addition, there is no assurance that a ready market will exist for the sale of commercial quantities of ore. Factors beyond the control of the Company may affect the marketability of any substances discovered. These factors include market fluctuations, the proximity and capacity of natural resource markets and processing equipment, government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. The exact effect of these factors cannot be accurately predicted, but the combination of these factors may result in the Company not receiving an adequate return on invested capital or losing our investment capital.

Environmental Regulations

Our 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 would 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 non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors 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 our operations.

Stage of Development

The Company is in the business of exploring for, with the ultimate goal of producing, mineral resources from our mineral exploration properties. None of our properties have commenced commercial production and we have no history of earnings or cash flow from our operations. As a result of the foregoing, there can be no assurance that we will be able to develop any of our properties profitably or that our activities will generate positive cash flow. We are unlikely to enjoy earnings or pay dividends in the immediate or foreseeable future. A prospective investor in the Company must be prepared to rely solely upon the ability, expertise, judgment, discretion, integrity and good faith of our management in all aspects of the development and implementation of our business activities.

Markets for Securities

There can be no assurance that an active trading market in our securities will be established and sustained. The market price for our securities could be subject to wide fluctuations. Factors such as commodity prices, government regulation, interest rates, share price movements of our peer companies and competitors, as well as overall market movements, may have a significant impact on the market price of the securities of the Company. The stock market has from time to time experienced extreme price and volume fluctuations, particularly in the mining sector, which have often been unrelated to the operating performance of particular companies.

Reliance on Key Individuals

Our success depends to a certain degree upon certain key members of the management. It is expected that these individuals will be a significant factor in our growth and success. The loss of the service of members of the management and certain key employees could have a material adverse effect on the Company.

Geopolitical Risks

The Company may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on future exploitation and production, price controls, export controls, currency availability, income taxes, delays in obtaining or the inability to obtain necessary permits, opposition to mining from environmental and other non-governmental organizations, expropriation of property, ownership of assets, environmental legislation, labour relations, limitations on mineral exports, increased financing costs, and site safety. In addition, legislative enactments may be delayed or announced without being enacted and future political action that may adversely affect the Company cannot be predicted. Any changes in regulations or shifts in political attitudes that may result, among other things, in significant changes to mining laws or any other national legal body of regulations or policies are beyond the control of the Company and may adversely affect its business. The possibility that future governments may adopt substantially different policies, which might extend to the expropriation of assets, cannot be ruled out.

Health Epidemics and Outbreaks of Communicable Diseases

The Company's business could be adversely impacted by the effects including, without limitation, employee health, workforce productivity, increased insurance premiums, limitations on travel, the availability of industry experts and personnel, stoppage or suspension of its operations in Canada. including restrictions to its drilling, development and

exploration programs and/or the timing to process drill and other metallurgical testing and other factors that will depend on future developments beyond the Company's control, which may have a material adverse effect on the Company's business, financial condition and results of operations. Moreover, the actual and threatened spread of any epidemic globally could also have a material adverse effect on the regional economies in which the Company operates, could continue to negatively impact stock markets, could adversely impact the Company's ability to raise capital, could cause continued interest rate volatility and movements that could make obtaining financing more challenging or more expensive, could adversely affect global economies and financial markets resulting in an economic downturn that could have an adverse effect on the demand for base and precious metals and The Company's future prospects and could result in any operations affected by an epidemic becoming subject to quarantine. Any of these developments, and others, could have a material adverse effect on the Company's business and results of operations. There can also be no assurance that the Company's personnel will not be impacted by these pandemic diseases and ultimately see all or a portion of its operations suspended, workforce productivity reduced or incur increased medical costs and/or insurance premiums as a result of these health risks.

Credit Risk

The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to these financial instruments is minimal as the funds are deposited in a Canadian chartered bank.

Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company’s liquidity and operating results may be adversely affected if the Company’s access to capital markets is hindered, whether as a result of a downturn in stock market conditions generally or related to matters specific to the Company.

Risk of Litigation

The Company may become involved in disputes with other parties in the future which may result in litigation or other legal proceedings. The results of legal proceedings cannot be predicted with certainty. If the Company is unable to resolve these disputes favourably, it may have a material adverse impact on the ability of the Company to carry out its business plan.

Influence of Third-Party Stakeholders

Some of the lands in which the Company holds an interest, or the exploration equipment and roads or other means of access which the Company intends to utilize in carrying out its work programs or general business activities, may be subject to interests or claims by third party individuals, groups or companies. In the event that such third parties assert any claims or do not consent to the Company carrying on activities on lands subject to their interests or claims, the Company’s work programs may be delayed or prevented, even if such claims are not meritorious. Such claims or delays may result in significant financial loss and loss of opportunity for the Company.

The Company may need to enter into negotiations with landowners and other groups in local communities in order to conduct further exploration and development work on its properties. There is no assurance that future discussions and negotiations will result in agreements with landowners and other local community groups or if such agreements will be on terms acceptable to the Company so that the Company may continue to conduct exploration and development activities on these properties.

Industry and Economic Factors Affecting the Company

The Company is a junior resource issuer focused primarily on the evaluation, exploration and development of mineral properties and potential acquisition of mineral properties in the future. The Company's future performance is largely tied to the financial markets related to junior resource companies, which is often cyclical. The Company will continuously monitor several economic factors including the uncertainty regarding the price of zinc, copper, and gold and other metals and the availability of equity financing for the purposes of mineral exploration and development. The Company's future performance is largely tied to its ability to raise additional financing needed to fund its ongoing exploration and operating activities and to pursue the exploration and the development of its mineral property interests and the overall financial markets. Financial markets in the mining sector are likely to continue to be volatile reflecting ongoing concerns about the global economy. Companies worldwide have been affected negatively by these trends. As a result, the Company may have difficulties raising equity financing needed for the purposes of mineral exploration and development, particularly without excessively diluting the interests of its current shareholders.

Management's Responsibility

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

Management maintains internal controls to provide reasonable assurance that financial information is reliable and accurate and assets are safeguarded.

The Audit Committee has reviewed the financial statements with management. The Board of Directors has approved the financial statements on the recommendation of the Audit Committee.

Off-Balance Sheet Arrangements

There are no off-balance sheet arrangements.

Additional Information

Additional information about the Company including financial statements, press releases and other filings are available on the Company's website at www.nuvauminerals.com.