

# HANNAN METALS LTD.

## MANAGEMENT'S DISCUSSION AND ANALYSIS FOR THE SIX MONTHS ENDED NOVEMBER 30, 2025

This discussion and analysis of financial position and results of operation is prepared as at January 27, 2026 and should be read in conjunction with the unaudited condensed consolidated interim financial statements and the accompanying notes for the six months ended November 30, 2025 of Hannan Metals Ltd. ("Hannan" or the "Company"). The following disclosure and associated financial statements are presented in accordance with IFRS Accounting Standards ("IFRS"). Except as otherwise disclosed, all dollar figures included therein and in the following management discussion and analysis ("MD&A") are quoted in Canadian dollars.

### Forward-looking Statements

This MD&A contains certain statements that may constitute "forward-looking statements". Forward-looking statements include but are not limited to, statements regarding future anticipated exploration programs and the timing thereof, and business and financing plans. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors, including, but not limited to, the Company's ability to identify one or more economic deposits on its properties, to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies, that the political environment in which the Company operates will continue to support the development and operation of mining projects, the threat associated with outbreaks of viruses and infectious diseases, risks related to negative publicity with respect to the Company or the mining industry in general, unexpected geological conditions, local community relations, dealings with non-governmental organizations, delays in operations due to permit grants, environmental and safety risks. Any forward-looking statement speaks only as of the date on which it is made and, except as may be required by applicable securities laws, the Company disclaims any intent or obligation to update any forward-looking statement, whether as a result of new information, future events or results or otherwise.

Historical results of operations and trends that may be inferred from this MD&A may not necessarily indicate future results from operations. In particular, the current state of global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.

All of the Company's public disclosure filings, including its most recent management information circular, material change reports, press releases and other information, may be accessed via [www.sedarplus.ca](http://www.sedarplus.ca) or the Company's website [www.hannanmetals.com](http://www.hannanmetals.com) and readers are urged to review these materials.

### Company Overview

The Company is a reporting issuer in British Columbia and Alberta and listed on the TSX Venture Exchange ("TSXV") under the symbol "HAN". Hannan holds a significant tenure position in Peru, where the Company is focused on two new frontier areas in the sub-Andean zone: the Valiente copper-gold project (the "Valiente Project") and the San Martin copper-silver project (the "San Martin Project").

At San Martin, discovered in 2019, the Company signed a US \$35,000,000 earn-in and Joint Venture agreement with JOGMEC in 2020. The San Martin Project covers a basin-scale high-grade sediment-hosted copper-silver system extending over 200 km x 100 km. The Valiente Project, located 300 km south of San Martin, targets Miocene-age porphyry copper-gold deposits in a back-arc setting. With discoveries spanning from 2021 through 2025, the Valiente Project represents a potential new metallogenic province of Peru.

Peru's political governance is characterized by instability with frequent changes in leadership. Since October 2025, Peru has been led by interim President José Jerí and there have been changes in cabinet appointments. General

elections are scheduled to be held April 12, 2026. The Company actively monitors Peru’s changing political and regulatory landscape.

## Directors and Officers

As of the date of this MD&A the directors and officers of the Company are as follows:

Michael Hudson	Director, CEO, Executive Chairman
Georgina Carnegie	Director
Nick DeMare	Director
David Henstridge	Director
Katty Vargas	Director
Harvey Lim	CFO
Mariana Bermudez	Corporate Secretary

## Properties Update

### Valiente Project (Copper-Gold, Peru, 100% Hannan)

Hannan holds 910 sq km of mineral tenure at Valiente. The Company has identified seven mineralized systems over a 140 km x 50 km area. The Valiente Project has seen significant developments during the second half of 2024 and throughout 2025, particularly at the Previsto, Vista Alegre, Ricardo Herrera and Sortilegio prospects.

### Belen: Vista Alegre, Ricardo Herrera, and Sortilegio Prospects

In November 2024, the Company received environmental approval (“DIA”) for its first drill program at the Belen prospect, covering 40 drill platforms across 702 hectares. In February 2025, the Company received the Authorization for Exploration Activities permit from the Ministry of Mines (“MINEM”), which allows the Company to start access works for the maiden drill program. With archaeological monitoring and forestry permits subsequently advanced, the Company completed the final steps required to begin drilling.

On May 11, 2025, drilling commenced at Belen. As at the date of this MD&A, three holes have been completed at the Vista Alegre target, two holes have been completed at the Ricardo Herrera target with one hole completed at Sortilegio. Rehabilitation of the first five drillholes (four platforms) have already been completed.

The Company continues to maintain strong community engagement, working closely with local landholders at sites of activity and employing local people for access works, drill mobilization, and ongoing support of the program.

This significant milestone encompasses three key prospects within an 8 km by 2 km trend:

- (i) **Ricardo Herrera (porphyry copper-gold):** In December 2024, IP surveys revealed two significant anomalies. The main anomaly extends for 1,000 m strike length and 250 m width, with chargeability values ranging from 12-15 m and peaks to 26 m, defined to 350 m depth. The anomaly demonstrates strong correlation with outcropping porphyry-style mineralization within a multi-stage calc-alkaline intrusion, a well-defined positive magnetic anomaly, and a distinctive “bull’s-eye” soil anomaly containing Cu-Au-Zn-Pb. A parallel target measuring 400 m by 200 m was also identified, representing a blind target within the permitted drilling area. Fourteen drill platforms have been approved for this prospect. Two holes have been completed here, with all assays received. Geological logging paired with assays confirmed the presence of a multiphase intrusive system, with up to seven intrusive phases intersected in both drillholes. The intrusions range in composition and texture from fine-grained hornblende–biotite monzodiorite porphyry, crowded plagioclase-biotite-hornblende diorite porphyry, through to a series of possible syn-mineral monzonite to quartz monzonite porphyries. Alteration across the system is incipient to weak, characterized by biotite-epidote assemblages with a later chlorite overprint. Mineralization observed to date is minor and discontinuous, consisting of occasional magnetite-epidote-pyrite stringers, rare quartz-pyrite-molybdenite veins, and quartz-pyrite ± chalcopyrite porphyry-style veins and veinlets, as well as epidote-pyrite ± chalcopyrite veinlets.
- (ii) **Vista Alegre (epithermal gold):** In December 2024, IP surveying identified two distinct types of anomalies. The first comprises a high chargeability - low resistivity zone extending over 2.4 km strike length and up to

500 m depth, coinciding with gold-in-soil values up to 0.23 ppm. The second consists of high chargeability - high resistivity zones over 1 km strike length, correlating with mineralized boulders that have returned assays up to 1.98 g/t gold and 29 g/t silver. Twelve drill platforms have been approved for this prospect. Three drillholes have been completed at this prospect, with all assays returned. All three holes tested IP and geochemical anomalies and only intercepted peripheral/leakage structures. Drill holes returned up to 0.4 g/t Au interpreted as surficial enrichment in the top 90 m regolith profile. SWIR data and geochemical anomalies near end of holes HDDVA001 and 002 indicate the presence of hotter, ore-bearing fluids. Follow up drilling is planned at Vista Alegre targeting the source of high-grade boulders and high-resistivity anomalies.

- (iii) **Sortilegio (porphyry copper-gold):** In January 2025, advanced geophysical surveys delineated an extensive 1.2 km chargeability anomaly extending to 500 m below surface. Two distinct targets were identified: 1) Shallow Structural target with high-chargeability anomalies mapped below the surface extending up to 600 m along north-south oriented structures, demonstrating spatial correlation with gossanous gold-mineralized float on surface; and 2) Deep Porphyry Target with a major chargeability anomaly extending 1.2 km in strike length, commencing at 850 m RL (250 m below surface) and extending to 600 m RL (500 m below surface). Thirteen drill platforms have been approved for this prospect. Active social work at Sortilegio commenced in July 2025 and is ongoing presently. One drillhole has been completed at Sortilegio and a second is planned to commence in February 2026, after a scheduled shutdown for wet season. Assays have not been received for the first drillhole (HDDSL001), however it is interpreted through geological logging that the drillhole is too low in the magmatic system. Coarse, equigranular textures and incipient alteration and veining support this. The chargeability high that the drillhole targeted can be explained by a high amount of primary magnetite in a gabbroic diorite.

## Previsto Prospect

At Previsto Central, the Company made substantial advancements throughout 2024 and 2025.

In February 2025, channel sampling revealed high-grade alkalic-type epithermal gold mineralization with 69.1 m at 2.4 g/t gold (“Au”) including 26.0 m at 5.4 g/t Au. The north-south channel (CH15486) also returned 13 g/t Ag and includes peak assays of 3.0 m @ 12.7 g/t Au, 49 g/t Ag, 43 g/t Te; 3.0 m @ 11.2 g/t Au, 53 g/t Ag, 36 g/t Te; and 0.7 m @ 16.1 g/t Au, 60 g/t Ag, 48 g/t Te. The channel remains open to both the north (4.8 g/t Au last assay) and south (0.8 g/t Au last assay). An east-west channel (CH16401) that joins the northern end of CH15486 assayed 7.0 m @ 1.2 g/t Au and 19 g/t Ag. This finding is located within a larger 4 km x 4 km gold-in-soil anomaly.

In March 2025, the Company reported the identification of a significant copper porphyry target at Previsto, located only 1,300 m from the previously identified high-grade gold mineralization. Systematic channel sampling across four parallel creeks (spaced 130 m to 290 m apart) confirmed 750 m of continuous copper mineralization with widths up to 192 m. Results from 768.7 m of channel sampling include:

- CH15447: 48.0 m @ 0.12% Cu
- CH15430: 107.0 m @ 0.09% Cu
- CH14555: 126.0 m @ 0.22% Cu
- CH15391: 192.0 m @ 0.17% Cu

In April 2025, Hannan extended the high-grade gold mineralization at Previsto. A southward extension of the main trench assayed 135.2 m @ 1.3 g/t Au, confirming continuity of mineralization. Additional channels 20 metres to the north cut new high-grade zones, with results including 11.3 m @ 3.7 g/t Au (with a peak of 1.7 m @ 23.4 g/t Au) and 2.3 m @ 18.8 g/t Au. In June 2025, mapping and trenching identified two new mineralized zones, broadening the strike length of the high-grade system to around 650 metres. The southern zone, some 150–200 metres south of the main trench, produced panel samples averaging 0.3 g/t Au, while the western zone, 80 metres west of the original mineralization, returned trench results such as 21 m @ 0.46 g/t Au (including 3 m @ 1.87 g/t Au). These new zones complemented the previously announced high-grade intercepts like 135.2 m @ 1.3 g/t Au, 11.3 m @ 3.7 g/t Au, and 2.3 m @ 18.8 g/t Au, demonstrating that the gold system was significantly more extensive than initially outlined.

In July 2025, Previsto’s footprint expanded further with continued high-grade results. On July 2, 2025 new channels perpendicular to earlier sampling returned 13.6 m @ 2.1 g/t Au and 4.6 m @ 7.2 g/t Au, while an outcrop 255 metres south-southwest assayed 2.2 g/t Au, extending the mineralized trend to about 750 metres of strike. Later in July, systematic sampling extended the footprint even more - 30 m east, 400 m south, and 230 m southeast of the high-

grade core. These results suggested the presence of a large alkaline epithermal gold system, characterized by broad zones of low- to moderate-grade mineralization interspersed with high-grade shoots.

On September 2, 2025, Hannan reported the Honda Creek discovery, a new 2 km × 0.8 km gold-anomalous zone located 1.3–2.1 km south-southwest of Previsto Central, with rock chips up to 0.92 g/t Au and soils to 0.70 g/t Au. Hosted in Chonta Formation limestone and siltstone with low copper (<500 ppm), it represents a distinct gold-only system that could be carbonate-replacement or sediment-hosted. The find extends the Previsto mineralized footprint to over 5 km of strike, reinforcing the district-scale potential of the Valiente Project.

On October 6, 2025, Hannan reported results from field campaigns at Honda Creek and Previsto Central that identified a new high-grade gold occurrence 400 m southwest of the existing high-grade footprint, with a panel sample returning 4.8 g/t Au and 36.3 g/t Ag. Across ~1.8 km<sup>2</sup> of sampling, 149 in-situ rock chips (and further channel and soil samples) revealed widespread anomalous gold (max 4.8 g/t Au, average 0.1 g/t) and copper (max 1.0% Cu, average 430 ppm Cu) values, confirming continuity between known zones, and suggesting a new structurally controlled trend.

On December 17, 2025, Hannan reported the confirmation of a kilometre-scale gold system at the Previsto prospect. New channel sampling results validated a 1.2 km mineralized trend stretching from Previsto Central to Mirador Creek, with highlights including 10.5 m @ 0.5 g/t Au (including 4.9 m @ 1.1 g/t Au) and 10.4 m @ 0.7 g/t Au. These results confirmed the continuity of high-grade structures first identified in October and expanded the district's potential with the identification of a possible second heat source at Upper Honda Creek, located 2 km southwest of Previsto Central. The systematic field campaign, which included 44 channels and 79 rock-chip samples, defined widespread gold-silver-copper mineralization, reinforcing the Company's model of a large-scale, multi-phase alkaline epithermal system within a largely untapped gold district.

The mineralization remains open under cover to the north, south, and east.

The Company's first geophysical Induced Polarization survey at Previsto Central, completed in October 2024, confirmed a substantial 6 km x 6 km copper-gold porphyry and epithermal gold mineral system. The survey identified seven high-priority targets, including two porphyry targets within a 5 km by 1 km intrusive trend and five epithermal targets that correlate with extensive gold soil anomalies.

The Company continues to advance multiple work programs at Previsto, including expanded soil sampling and channel sampling programs, detailed prospecting, geological mapping and structural analysis, implementation of further induced polarization geophysical surveys and detailed geochemical interpretation, and advancement of drill permitting

### **San Martin JV Project (Copper-Silver, Peru)**

The San Martin Project is making progress in social and environmental management, although challenges persist due to administrative delays in obtaining an easement to move forward with DIA approved drilling plans.

The planned program comprises two stages: an initial 2,000 m program over 1.8 km strike length, followed by an additional 1,500 m subject to results. All exploration activities conducted on the San Martin Project are fully funded by JOGMEC pursuant to its earn-in agreement.

### **Future Developments**

Looking ahead through 2026, the Company has clear development paths for its key projects. Drilling continues at Belen (DIA Valiente) while at Previsto (DIA Almanecer) reconnaissance prospecting continues with the aim to extend the system and define further high-grade areas. The Company has completed the field work for the DIA drill permit application and will lodge this by Q2/2026. The San Martin Project awaits 'Authorization to Initiate' activities.

### **Qualified Person**

Mr. Michael Hudson, the Company's Chairman and CEO, a Fellow of the Australasian Institute of Mining and Metallurgy, has reviewed and verified the contents of this document.

## Selected Financial Data

The following selected quarterly financial information is derived from the unaudited condensed consolidated interim financial statements of the Company and prepared using IFRS.

Three Months Ended	Fiscal 2026		Fiscal 2025				Fiscal 2024	
	Nov 30/25 \$	Aug 31/25 \$	May 31/25 \$	Feb 28/25 \$	Nov 30/24 \$	Aug 31/24 \$	May 31/24 \$	Feb 29/24 \$
<b>Operations:</b>								
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Expenses	(366,440)	(656,552)	(396,079)	(282,554)	(1,084,175)	(277,142)	(169,094)	(242,369)
Other Items	22,969	36,904	(15,702)	(92,949)	101,582	36,303	51,859	(4,076,270)
Net loss	(343,471)	(621,648)	(411,781)	(375,503)	(982,593)	(240,839)	(117,235)	(4,318,639)
Basic and diluted loss per share	(0.00)	(0.00)	(0.01)	(0.00)	(0.01)	(0.00)	(0.00)	(0.04)
<b>Statement of Financial Position:</b>								
Working capital	8,041,513	2,078,134	2,305,154	1,892,693	2,426,734	3,391,564	737,851	1,038,377
Total assets	20,362,285	12,925,356	11,112,804	9,907,681	10,223,391	10,411,714	6,878,744	6,958,248
Total long-term liabilities	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

## Results of Operations

As at the date of this MD&A, the Company has not earned any production revenue, nor found proved reserves on any of its unproven mineral interests; therefore, the expenses are not subject to seasonal fluctuations or general trends. The Company's expenses and cash requirements will fluctuate from quarter to quarter depending on the level of activity and, therefore, lack some degree of comparability. The Company's quarterly results may be affected by many factors such as timing of exploration activities, share-based payment costs, marketing activities and other factors that affect Company's exploration and financing activities. Furthermore, the Company's net loss/income may also be affected by interest rates received on cash and foreign exchange fluctuations.

### *Three Months Ended November 30, 2025 Compared to Three Months Ended November 30, 2024*

During the three months ended November 30, 2025 ("Q2/2026") the Company reported a net loss of \$343,471 compared to a net loss of \$982,593 for the three months ended November 30, 2024 ("Q2/2025"), a decrease in loss of \$639,122. The decrease in loss is attributed to a \$717,735 decrease in general and administrative expenses, from \$1,084,175 reported in Q2/2025 compared to \$366,440 in Q2/2026 primarily due to the recognition of share-based compensation of \$814,680 in Q2/2025, compared to \$84,259 in Q2/2026, on the granting and vesting of share options. The decrease in general and administrative expenses was partially offset by \$14,844 decrease in interest income, from \$32,766 in Q2/2025 compared to \$17,922 in Q2/2026, and a \$50,894 fluctuation in foreign exchange from a gain of \$63,769 in Q2/2025 to a gain \$5,047 in Q2/2026.

### *Six Months Ended November 30, 2025 Compared to Six Months Ended November 30, 2024*

During the six months ended November 30, 2025 (the "2025 period") the Company reported a net loss of \$965,119 compared to a net loss of \$1,223,432 for the six months ended November 30, 2024 (the "2024 period"), a decrease in loss of \$258,313. The Company recognized a decrease in general and administration expenses of \$336,325, from \$1,361,317 during the 2024 period to \$1,024,992 during the 2025 period and a \$37,489 fluctuation in foreign exchange, from a gain of \$68,268 in the 2024 period to a gain of \$30,779 in the 2025 period. Significant variances in general and administration expenses are as follows:

- (i) a decrease of \$687,837 in share-based compensation, from \$827,652 in the 2024 period compared to \$139,815 in the 2025 period on the granting and vesting of share options;
- (ii) investor relations increased by \$164,372, from \$8,979 in the 2024 period to \$173,351 in the 2025 period. The Company has retained Swiss Resources Capital AG ("SRC") to provide investor relations services to the Company for a monthly fee of €1,500. In addition, during the 2025 period the Company also engaged Resource Stock Digest to provide a three month advertising and marketing campaign for US \$125,000; and
- (iii) incurred general exploration of \$285,770 in the 2025 period compared to \$108,693 in the 2024 period primarily for the due diligence exploration program on the Cerro Rolando Project and review of other exploration and evaluation assets.

The Company holds its cash in interest bearing accounts in major financial institutions. Interest income is generated from the deposits and fluctuates primarily with the levels of cash on deposit. During the 2025 period the Company recorded interest income of \$69,617 compared to \$29,094 during the 2025 period.

### Exploration and Evaluation Assets

During the 2025 period the Company incurred a total of \$3,950,753 (2024 - \$2,391,527) on the acquisition, exploration and evaluation of its unproven resource assets of which \$650,543 (2024 - \$739,466) was incurred on its San Martin JV Project and \$3,300,210 (2024 - \$1,652,061) on the Valiente Project. In addition, the Company recorded a cost recovery of \$570,062 (2024 - \$674,297) on its San Martin JV Project as JOGMEC reimbursed the Company for all project related costs and credited management fees billed to JOGMEC of \$45,983 (2024 - \$53,235). See also "Properties Update".

Exploration and acquisitions costs incurred during the 2025 period are as follows:

	San Martin JV Project \$	Valiente Project \$	Total \$
<b>Balance at May 31, 2025</b>	<u>166,684</u>	<u>8,249,001</u>	<u>8,415,685</u>
<b>Exploration costs</b>			
Assays	-	224,333	224,333
Community	4,645	-	4,645
Drilling and consulting	337,329	1,478,350	1,815,679
Geology	-	116,987	116,987
Insurance	-	10,510	10,510
Legal	4,224	3,719	7,943
Logistics, camp costs and labour	52,589	770,319	822,908
Travel	-	11,140	11,140
VAT incurred	<u>48,315</u>	<u>298,676</u>	<u>346,991</u>
	<u>447,102</u>	<u>2,914,034</u>	<u>3,361,136</u>
<b>Acquisition costs</b>			
License applications and fees	<u>203,441</u>	<u>386,176</u>	<u>589,617</u>
<b>Other</b>			
Cost recoveries	(570,062)	-	(570,062)
Management fees	<u>(45,983)</u>	<u>-</u>	<u>(45,983)</u>
	<u>(616,045)</u>	<u>-</u>	<u>(616,045)</u>
<b>Balance at November 30, 2025</b>	<u>201,182</u>	<u>11,549,211</u>	<u>11,750,393</u>

### Financing Activities

#### 2025 Period

In November 2025 the Company completed the first tranche of a non-brokered private placement and issued 9,379,747 common shares at a price of \$0.75 per share, for total proceeds of \$7,034,810. In addition, as at November 30, 2025 the Company had receive a further \$734,236 on account of the final tranche of the private placement completed in December 2025. See also "Financial Liquidity and Capital Resources".

During the 2025 period the Company issued a total of 5,658,384 common shares on the exercise of warrants and share options for proceeds of \$2,562,716.

#### 2024 Period

On June 27, 2024 the Company completed a non-brokered private placement of 10,593,513 units at \$0.35 per unit, for total proceeds of \$3,707,730. The Company plans to use the net proceeds from the private placement to fund exploration expenditures at the Company's Valiente Project and continued due diligence on the Cerro Rolando Chile

Project, as well as for general working capital and corporate purposes. In addition the Company issued 282,142 common shares on the exercise of share options for proceeds of \$67,750.

### **Financial Liquidity and Capital Resources**

The Company has a history of losses with no operating revenues and, as at November 30, 2025, the Company had working capital of \$8,041,513. Subsequent to November 30, 2025 the Company completed the final tranche of the non-brokered private placement and received a further \$1,367,707 cash. The Company's San Martin JV Project is funded by an arms length party under the JOGMEC JV Agreement and its other mineral property interests and operations are funded from equity financings which are dependent upon many external factors and may be difficult to impossible to secure or raise when required. Although management considers that the Company has adequate resources to maintain its core operations and discharge its obligations as they become due in the next twelve months, the Company recognizes that it will be required to obtain additional financing to conduct planned exploration programs on its existing exploration and evaluation assets. While the Company has been successful in securing financings in the past there can be no assurance that it will be able to do so in the future.

### **Off-Balance Sheet Arrangements**

The Company has no off-balance sheet arrangements.

### **Proposed Transactions**

The Company has no proposed transactions.

### **Critical Accounting Estimates**

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenditures during the reporting period. Examples of significant estimates made by management include estimating the fair values of financial instruments, valuation allowances for deferred income tax assets and assumptions used for share-based compensation. Actual results may differ from those estimates.

A detailed summary of the Company's critical accounting estimates and sources of estimation is included in Note 3 to the May 31, 2025 audited annual consolidated financial statements.

### **Changes in Accounting Policies**

A detailed summary of all the Company's significant accounting policies and accounting standards and interpretations issued but not yet effective, is included in Note 3 to the May 31, 2025 audited annual consolidated financial statements.

### **Transactions with Related Parties**

#### *(a) Transactions with Key Management Personnel*

The Company has determined that key management personnel consists of the executive members of the Company. During the 2025 and 2024 period the following amounts were incurred with respect to the Company's CEO (Mr. Hudson), President (Mr. Dahlenborg) and the CFO (Mr. Lim):

	2025 \$	2024 \$
Professional fees - Mr. Hudson	60,000	60,000
Professional fees - Mr. Dahlenborg (resigned as President May 5, 2025)	-	85,002
Professional fees - Mr. Lim	7,500	7,500
	<u>67,500</u>	<u>152,502</u>

During the 2025 period the Company incurred a total of \$67,500 (2024 - \$152,502) to key management personnel for their services which have been allocated based on the nature of the services provided: expensed

\$55,500 (2024 - \$55,500) to director and officer compensation; and capitalized \$12,000 (2024 - \$97,002) to exploration and evaluation assets. As at November 30, 2025 \$19,650 (May 31, 2025 - \$19,650) remained unpaid.

During the 2024 period the Company also recorded \$286,800 share-based compensation for share options granted to key management personnel as follows:

	2024 \$
Mr. Hudson	141,200
Mr. Dahlenborg	100,400
Mr. Lim	45,200
	<u>286,800</u>

(b) *Transactions with Other Related Parties*

(i) During the 2025 and 2024 period the following amounts were incurred with respect to current and former non-management directors (Nick DeMare, David Henstridge, Georgina Carnegie, Ciara Talbot and Katty Vargas) and the Corporate Secretary (Mariana Bermudez) of the Company:

	2025 \$	2024 \$
Professional fees - Mr. DeMare	7,500	7,500
Professional fees - Mr. Henstridge	7,500	7,500
Professional fees - Ms. Carnegie	7,500	7,500
Professional fees - Ms. Vargas <sup>(1)</sup>	119,586	-
Professional fees - Ms. Bermudez	21,000	21,000
	<u>163,086</u>	<u>21,750</u>

(1) Ms. Vargas was appointed as a director on November 11, 2024 and the figure represents amounts paid to Ms. Vargas in her capacity as the general manager of the Peruvian subsidiaries. Ms. Vargas does not receive any additional compensation in her role as a director of the Company.

During the 2025 period the Company incurred a total of \$163,086 (2024 - \$21,750) to non-management directors and officers of the Company which have been allocated based on the nature of the services provided: expensed \$43,500 (2024 - \$43,500) to directors and officers compensation; and capitalized \$119,586 (2024 - \$nil) to exploration and evaluation assets. As at November 30, 2025 \$122,750 (May 31, 2025 - \$119,250) remained unpaid.

During the 2024 period the Company also recorded \$254,400 share-based compensation for share options granted to its non-management directors and the Corporate Secretary personnel as follows:

	2024 \$
Mr. Henstridge	83,600
Mr. DeMare	53,600
Ms. Carnegie	83,600
Ms. Bermudez	33,600
	<u>254,400</u>

(ii) During the 2025 period the Company incurred a total of \$29,100 (2024 - \$29,800) to Chase, a private corporation owned by Mr. DeMare, for accounting and administration services provided by Chase personnel, excluding Mr. DeMare. As at November 30, 2025 \$9,500 (May 31, 2025 - \$6,100) remained unpaid.

During the 2024 period the Company also recorded \$30,000 share-based compensation for share options granted to Chase.

## **Risks and Uncertainties**

An investment in the Company's common shares is highly speculative and subject to a number of risks and uncertainties. Only those persons who can bear the risk of the entire loss of their investment should consider investing in the Company's common shares.

The Company competes with other mining companies, some of which have greater financial resources and technical facilities, for the acquisition of mineral concessions, claims and other interests, as well as for the recruitment and retention of qualified employees.

## **Outstanding Share Data**

The Company's authorized share capital is unlimited common shares with no par value. As at January 27, 2026, there were 144,726,352 issued and outstanding common shares and 6,377,600 share options outstanding at exercise prices ranging from \$0.25 to \$0.94 per share.