FORM 5

QUARTERLY LISTING STATEMENT

Name of Listed Issuer: **Tocvan Ventures Corp.** (the "Issuer").

Trading Symbol: **TOC**

This Quarterly Listing Statement must be posted on or before the day on which the Issuer's unaudited interim financial statements are to be filed under the *Securities* Act, or, if no interim statements are required to be filed for the quarter, within 60 days of the end of the Issuer's first, second and third fiscal quarters. This statement is not intended to replace the Issuer's obligation to separately report material information forthwith upon the information becoming known to management or to post the forms required by the Exchange Policies. If material information became known and was reported during the preceding quarter to which this statement relates, management is encouraged to also make reference in this statement to the material information, the news release date and the posting date on the Exchange website.

General Instructions

(a) Prepare this Quarterly Listing Statement using the format set out below. The sequence of questions must not be altered nor should questions be omitted or left unanswered. The answers to the following items must be in narrative form. When the answer to any item is negative or not applicable to the Issuer, state it in a sentence. The title to each item must precede the answer.

(b) The term "Issuer" includes the Listed Issuer and any of its subsidiaries.

(c) Terms used and not defined in this form are defined or interpreted in Policy 1 – Interpretation and General Provisions.

There are three schedules which must be attached to this report as follows:

SCHEDULE A: FINANCIAL STATEMENTS

Financial statements are required as follows:

For the first, second and third financial quarters interim financial statements prepared in accordance with the requirements under Ontario securities law must be attached.

The Issuer's Condensed Interim Consolidated Financial Statements for the three and six months ended February 28, 2026 and 2025 are attached as Schedule A to this Form 5.

If the Issuer is exempt from filing certain interim financial statements, give the date of the exempting order.

Not applicable to the Issuer

SCHEDULE B: SUPPLEMENTARY INFORMATION

The supplementary information set out below must be provided when not included in Schedule A.

1. Related party transactions

Provide disclosure of all transactions with a Related Person, including those previously disclosed on Form 10. Include in the disclosure the following information about the transactions with Related Persons:

(a) A description of the relationship between the transacting parties. Be as precise as possible in this description of the relationship. Terms such as affiliate, associate or related company without further clarifying details are not sufficient.
(b) A description of the transaction(s), including those for which no amount has been recorded.
(c) The recorded amount of the transactions classified by financial statement category.
(d) The amounts due to or from Related Persons and the terms and conditions relating thereto.
(e) Contractual obligations with Related Persons, separate from other contractual obligations.
(f) Contingencies involving Related Persons, separate from other contingencies.

Please refer to Note 9, *Related Party Transactions*, included in the Issuer's Condensed Interim Consolidated Financial Statements attached as Schedule A to this Form 5.

2. Summary of securities issued and options granted during the period.

Provide the following information for the period beginning on the date of the last Listing Statement (Form 2A):

(a) summary of securities issued during the period,

Date of Issue	Type of Security (common shares, convertible debentures, etc.)	Type of Issue (private placement, public offering, exercise of warrants, etc.)	Number	Price	Total Proceeds	Type of Consideration (cash, property, etc.)	Describe relationship of Person with Issuer (indicate if Related Person)	Commission Paid
Please refer to Note 8, *Share Capital*, included in the Issuer's Condensed Interim Consolidated Financial Statements attached as Schedule A to this Form 5.								

(b) summary of options granted during the period,

Date	Number	Name of Optionee if Related Person and relationship	Generic description of other Optionees	Exercise Price	Expiry Date	Market Price on date of Grant
Please refer to Note 8, *Share Capital; Options*, included in the Issuer's Condensed Interim Consolidated Financial Statements attached as Schedule A to this Form 5.						

3. Summary of securities as at the end of the reporting period.

Provide the following information in tabular format as at the end of the reporting period:

(a) description of authorized share capital including number of shares for each class, dividend rates on preferred shares and whether or not cumulative, redemption and conversion provisions,

Unlimited number of common shares, no par-value

(b) number and recorded value for shares issued and outstanding,

As at February 28, 2026, the Issuer had 78,150,454 common shares issued and outstanding; the recorded value of the Share Capital was $30,688,945.

(c) description of options, warrants and convertible securities outstanding, including number or amount, exercise or conversion price and expiry date,

and any recorded value, and:

STOCK OPTIONS

Number	Exercise Price	Life In Years	Expiry Date	Exercisable Number
	$			
1,000,000	0.72	1.43	August 5, 2027	1,000,000
300,000	0.72	2.14	April 20, 2028	300,000
350,000	0.50	2.60	October 3, 2028	350,000
1,455,000	0.50	8.96	February 11, 2035	1,205,000
300,000	0.91	4.47	August 19, 2030	150,000
500,000	1.18	4.88	January 14, 2031	250,000
3,905,000	**0.69**	**5.07**		**3,255,000**

WARRANTS

Number	Expiry Date	Exercise Price	Recorded Value
		$	$
1,713,490	June 28, 2026	1.30	Nil
1,713,490	June 28, 2026	0.90	Nil
3,200,000	June 28, 2026	1.20	Nil
584,559	April 5, 2026	0.68	Nil
2,503,514	April 24, 2027	0.50	Nil
93,150	April 24, 2027	0.35	16,605
905,000	May 8, 2027	0.50	Nil
13,315	May 8, 2027	0.35	2,371
4,464,583	December 10, 2027	0.75	Nil
13,725	December 10, 2027	0.48	2,843
1,864,640	February 18, 2028	0.75	Nil
20,700	February 18, 2028	0.48	4,502
10,005,000	February 19, 2029	1.40	200,100
700,350	February 19, 2028	1.00	227,782
27,795,516			**449,701**

(d) number of shares in each class of shares subject to escrow or pooling agreements or any other restriction on transfer.

As at February 28, 2026, there were no shares held in escrow.

4. List the names of the directors and officers, with an indication of the position(s) held, as at the date this report is signed and filed.

Name	Positions Held
Brodie Sutherland	President, CEO, Director, Corporate Secretary
Rodrigo Calles-Montijo	Operations Manager, Mexico, Director
Gregory Ball	Chairman of Audit Committee, Director
Luis Dominguez	Director
Ralph Wintermantel	Director
Anna Ladd-Kruger	Director
Yanika Silina	CFO

SCHEDULE C: MANAGEMENT DISCUSSION AND ANALYSIS

Provide Interim MD&A if required by applicable securities legislation.

The Issuer's MD&A for the three and six months ended February 28, 2026 and 2025 is attached as Schedule C to this Form 5.

Certificate Of Compliance

The undersigned hereby certifies that:

1. The undersigned is a director and/or senior officer of the Issuer and has been duly authorized by a resolution of the board of directors of the Issuer to sign this Quarterly Listing Statement.

2. As of the date hereof there is no material information concerning the Issuer which has not been publicly disclosed.

3. The undersigned hereby certifies to the Exchange that the Issuer is in compliance with the requirements of applicable securities legislation (as such term is defined in National Instrument 14-101) and all Exchange Requirements (as defined in CNSX Policy 1).

4. All of the information in this Form 5 Quarterly Listing Statement is true.

Dated: April 29, 2026

Brodie Sutherland
Name of Director or Senior Officer

/s/Brodie Sutherland
Signature

CEO and Director
Official Capacity

Issuer Details Name of Issuer **TOCVAN VENTURES CORP.**	For Quarter Ended **February 28, 2026**	Date of Report YY/MM/D **26/04/29**
Issuer Address 1130 West Pender Street, Unit 555		
City/Province/Postal Code Vancouver, BC V6E 4A4	Issuer Fax No. (604) 648-0517	Issuer Telephone No. (613) 851-7699
Contact Name Brodie Sutherland	Contact Position CEO/Director	Contact Telephone No. (613) 851-7699
Contact Email Address **bsutherland@tocvan.ca**	Web Site Address **https://www.tocvan.com**	

TOCVAN VENTURES CORP.

FORM 5 – QUARTERLY LISTING STATEMENT

SCHEDULE "A"



2026

Q2 Financial Report

CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

For the Three and Six Months Ended February 28, 2026

(Unaudited – expressed in Canadian Dollars)

NOTICE OF NO AUDITOR REVIEW OF CONDENSED INTERIM CONSOLIDATED FINANCIAL STATEMENTS

Under National Instrument 51-102, Part 4, subsection 4.3 (3) (a), if an auditor has not performed a review of the interim financial statements, they must be accompanied by a notice indicating that the financial statements have not been reviewed by an auditor. The accompanying condensed interim consolidated financial statements of Tocvan Ventures Corp. (the "Company") have been prepared by management and approved by the Board of Directors of the Company. The Company's independent auditor has not performed a review of these condensed interim consolidated financial statements in accordance with standards established by the Chartered Professional Accountants of Canada for a review of interim financial statements by an entity's auditor.

April 29, 2026

Condensed Interim Consolidated Statements of Financial Position

(Unaudited; Expressed in Canadian Dollars)

As at	February 28, 2026	August 31, 2025
ASSETS		
CURRENT	**$**	**$**
Cash	**9,869,858**	903,693
Receivables *(Note 5)*	**297,366**	226,768
Prepaid expenses *(Note 6)*	**403,089**	350,089
Due from related parties *(Note 9)*	**–**	32,712
Financial assets *(Note 4)*	**1,465,544**	2,137,517
TOTAL CURRENT ASSETS	**12,035,857**	3,650,779
Financial assets – *non-current* *(Note 4)*	**–**	400,339
Exploration and evaluation assets *(Notes 3, 9)*	**13,990,423**	11,463,374
TOTAL ASSETS	**26,026,280**	15,514,492
LIABILITIES AND SHAREHOLDERS' EQUITY		
CURRENT		
Accounts payable and accrued liabilities *(Note 7)*	**1,108,273**	1,617,497
Due to related parties *(Note 9)*	**815,572**	810,566
TOTAL CURRENT LIABILITIES	**1,923,845**	2,428,063
SHAREHOLDERS' EQUITY		
Share capital *(Note 8)*	**30,688,945**	19,248,409
Obligation to issue shares *(Note 8)*	**–**	5,610
Reserves *(Note 8)*	**3,792,748**	3,074,886
Deficit	**(10,379,258)**	(9,242,476)
TOTAL SHAREHOLDERS' EQUITY	**24,102,435**	13,086,429
TOTAL LIABILITIES AND SHAREHOLDERS' EQUITY	**26,026,280**	15,514,492

Nature and continuance of operations *(Note 1)*
Subsequent events (*Notes 3, 8, and 12)*

"Brodie Sutherland"
Director

"Greg Ball"
Director

TOCVAN VENTURES CORP.

Condensed Interim Consolidated Statements of Loss and Comprehensive Loss

(Unaudited; Expressed in Canadian Dollars)

	Three months ended		Six months ended	
	February 28, 2026	2025	February 28, 2026	2025
EXPENSES	**$**	**$**	**$**	**$**
Advertising and promotion	**150,499**	235,824	**487,713**	267,439
Audit and accounting	**580**	1,643	**2,364**	23,259
Consulting *(Note 9)*	**321,535**	312,250	**474,035**	421,737
Legal	**13,843**	6,040	**14,218**	7,540
Management fees *(Note 9)*	**24,000**	12,000	**48,000**	24,000
Meals and entertainment	**8,052**	–	**8,052**	–
Office and miscellaneous *(Note 9)*	**9,841**	112,920	**19,311**	123,145
Regulatory fees	**26,534**	15,217	**43,495**	29,606
Share-based compensation *(Notes 8,9)*	**243,417**	500,892	**303,031**	503,790
Travel	**52,834**	16,873	**95,730**	23,845
Operating expenses	**(851,135)**	(1,213,659)	**(1,495,949)**	(1,424,361)
Other gain (loss)				
Foreign exchange gain (loss)	**15,139**	78,598	**(1,959)**	124,304
Interest expense	**–**	(3,523)	**–**	(7,086)
Realized gain on financial assets *(Note 4)*	**470,410**	62,775	**838,503**	125,735
Unrealized gain (loss) on financial assets *(Note 4)*	**(88,802)**	204,738	**(477,377)**	(94,982)
Unrealized loss on debenture payable	**–**	(69,735)	**–**	(165,621)
Net loss and comprehensive loss for the period	**(454,388)**	(940,806)	**(1,136,782)**	(1,442,011)
Loss per share, basic and diluted	**(0.01)**	(0.02)	**(0.02)**	(0.03)
Weighted average number of shares outstanding – basic and diluted	**68,331,503**	56,216,589	**66,711,370**	53,872,507

TOCVAN VENTURES CORP.

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Unaudited; Expressed in Canadian Dollars)

	Share Capital					
	Number of shares	Amount	Obligation to issue shares	Reserves	Deficit	Total equity
		$	$	$	$	$
Balance at August 31, 2024	**51,472,019**	**13,990,750**	–	**2,360,247**	**(8,438,584)**	**7,912,413**
Shares issued on exercise of warrants	67,095	27,758	–	–	–	27,758
Shares to be issued for interest	28,658	14,329	–	–	–	14,329
Shares to be issued for exploration and evaluation assets	500,000	260,000	–	–	–	260,000
Shares issued for service	431,250	207,000	–	–	–	207,000
Units issued for financial asset	4,012,500	1,242,881	–	–	–	1,242,881
Units issued for cash	2,382,473	1,130,865	–	12,722	–	1,143,587
Share issuance costs	–	(97,355)	–	28,666	–	(68,689)
Share-based compensation	–	–	–	503,790	–	503,790
Loss for the period	–	–	–	–	(1,442,011)	(1,442,011)
Balance at February 28, 2025	**58,893,995**	**16,776,228**	**–**	**2,905,425**	**(9,880,595)**	**9,801,058**
Balance at August 31, 2025	**63,431,521**	**19,248,409**	**5,610**	**3,074,886**	**(9,242,476)**	**13,086,429**
Shares issued on exercise of options	415,000	192,500	(5,610)	–	–	186,890
Shares issued on exercise of warrants	3,798,933	2,045,433	–	–	–	2,045,433
Shares issued for exploration and evaluation assets	500,000	515,000	–	–	–	515,000
Units issued for cash	10,005,000	9,804,900	–	200,100	–	10,005,000
Share issuance costs	–	(1,117,297)	–	214,731	–	(902,565)
Share-based compensation	–	–	–	303,031	–	303,031
Loss for the period	–	–	–	–	(1,136,782)	(1,136,782)
Balance at February 28, 2026	**78,150,454**	**30,688,945**	**–**	**3,792,748**	**(10,379,258)**	**24,102,435**

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited; Expressed in Canadian Dollars)

	Six months ended February 28, 2026	2025
	$	$
CASH FLOWS USED IN OPERATING ACTIVITIES		
Net loss	**(1,136,782)**	(1,442,011)
Items not involving cash		
Interest expense	**–**	7,086
Foreign exchange (gain) loss	**6,158**	(138,182)
Share-based compensation	**303,031**	503,790
Unrealized loss on financial assets	**477,377**	94,982
Realized gain on financial assets	**(838,503)**	(125,735)
Unrealized loss on convertible debenture	**–**	165,621
Changes in non-cash working capital items		
Prepaid expenses	**(53,000)**	(187,056)
Receivables	**(37,339)**	(304,942)
Accounts payable and accrued liabilities	**(126,593)**	40,572
Advances from related parties	**32,712**	**–**
Due to related parties	**(79,107)**	251,471
Net cash used in operating activities	**(1,452,046)**	**(1,134,404)**
CASH FLOWS PROVIDED BY FINANCING ACTIVITIES		
Proceeds from issuance of units	**10,005,000**	1,143,587
Share issuance costs	**(902,565)**	(68,689)
Proceeds from warrants exercised	**2,045,433**	27,758
Proceeds from options exercised	**192,500**	**–**
Subscription receipts	**(5,610)**	**–**
Receipts from settlement of financial assets	**1,400,179**	443,331
Net cash provided by financing activities	**12,734,937**	**1,545,987**
CASH FLOWS USED IN INVESTING ACTIVITIES		
Exploration and evaluation asset expenditures	**(2,312,527)**	(333,740)
Net cash used in investing activities	**(2,312,527)**	**(333,740)**
Change in cash	**8,970,364**	77,843
Effect of exchange rate changes on cash	**(4,199)**	7,359
Cash, beginning	**903,693**	101,639
Cash, ending	**9,869,858**	**186,841**

Condensed Interim Consolidated Statements of Cash Flows – (*continued*)

(Unaudited; Expressed in Canadian Dollars)

	Six months ended February 28, 2026	2025
SUPPLEMENTAL CASH FLOW INFORMATION		
Exploration and evaluation assets included in:	**$**	$
Accounts payable	**764,371**	(226,739)
Due to related party	**897,534**	177,874
NON-CASH TRANSACTIONS		
Units issued for financial assets	**–**	1,242,881
Shares issued for exploration and evaluation assets	**515,000**	260,000
Shares issued for service	**–**	207,000
Shares issued for interest	**–**	14,329

1. Nature and Continuance of Operations

Tocvan Ventures Corp. (the "Company") was incorporated on May 23, 2018, under the Alberta Business Corporations Act. The Company's shares trade on the Canadian Securities Exchange (the "CSE") under the symbol "TOC" and on OTC QB under the symbol "TCVNF".

The Company's head office address is Suite 555, 1130 West Pender Street, Vancouver, British Columbia V6E 4A4, Canada. The registered and records office address is Suite 1150, 707 - 7th Avenue S.W., Calgary, Alberta T2P 3H6, Canada.

On September 15, 2020, the Company incorporated, under the laws of Mexico, a wholly-owned subsidiary, Burgencio S.A. de C.V. ("Burgencio"). Burgencio's office address is Blvd. Morelos No, 639, Col. Bachoco, C.P. 83148, Hermosillo, Sonora, Mexico.

The Company is engaged in the acquisition, exploration and development of mineral properties. As at February 28, 2026, the Company had not yet determined whether its properties contain reserves that are economically recoverable. The recoverability of amounts shown for exploration and evaluation assets and related deferred exploration costs is dependent upon the discovery of economically recoverable reserves, confirmation of the Company's interest in the underlying mineral claims, the ability of the Company to obtain the necessary financing to complete the development, and upon future profitable production from the exploration and evaluation assets or proceeds from the disposition of the exploration and evaluation asset.

These condensed interim consolidated financial statements have been prepared with the going concern assumption, which assumes that the Company will continue in operation for the foreseeable future and, accordingly, will be able to realize its assets and discharge its liabilities in the normal course of operations. As at February 28, 2026, the Company had an accumulated deficit of $10,379,258 and is expected to incur further losses. The Company will require additional equity financing to continue developing its business and to meet its obligations. While the Company has been successful at raising additional equity financing in the past, there is no guarantee that it will continue to do so in the future, which results in a material uncertainty that casts significant doubt on the Company's ability to continue as a going concern.

The Company's ability to continue its operations and to realize its assets at their carrying values is dependent upon obtaining additional financing and generating revenues sufficient to cover its operating costs. These condensed interim consolidated financial statements do not give effect to any adjustments which would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its liabilities in other than the normal course of business and at amounts different from those reflected in these condensed interim consolidated financial statements. These adjustments could be material.

2. Statement of Compliance and Basis of Presentation

Statement of compliance

These condensed interim consolidated financial statements have been prepared in accordance with accounting policies consistent with IFRS® Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

The condensed interim consolidated financial statements, prepared in conformity with accounting policies consistent with IAS 34, follow the same accounting principles and methods of application as the most recent audited consolidated financial statements. Since the condensed interim consolidated financial statements do not include all disclosures required by the IFRS, they should be read in conjunction with the Company's audited consolidated financial statements for the year ended August 31, 2025.

These condensed interim consolidated financial statements were authorized for issue by the Board of Directors on April 29, 2026.

Basis of preparation

These condensed interim consolidated financial statements have been prepared on a historical cost basis. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

The condensed interim consolidated financial statements of the Company are presented in Canadian dollars, unless otherwise stated, which is the functional currency of the Company and its subsidiary, Burgencio. The functional currency is determined to be the currency of the primary economic environment in which the Company and Burgencio operate.

Basis of consolidation

These condensed interim consolidated financial statements include the financial statements of the Company and its subsidiary, Burgencio. Control exists when the Company has the power, directly or indirectly, to govern the financial and operating policies of an entity so as to obtain benefits from its activities. The financial statements of the subsidiary are included in the condensed interim consolidated financial statements from the date that control commences until the date that control ceases. All intercompany transactions and balances have been eliminated. Where necessary, adjustments are made to the financial statements of the subsidiary to bring its accounting policies in line with those used by the Company.

Use of estimates, assumptions, and judgments

The preparation of condensed interim consolidated financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the condensed interim consolidated financial statements and the reported amount of expenses during the reporting year. Significant areas requiring the use of management estimates relate to provisions for restoration and environmental obligations and contingent liabilities, share-based compensation, deferred taxes, and the valuation and remeasurement of the financing transactions.

The preparation of condensed interim consolidated financial statements in accordance with IFRS requires the Company to make judgments, apart from those involving estimates, in applying accounting policies. The most significant judgments applying to the Company's condensed interim consolidated financial statements include:

- the classification/allocation of expenses as exploration and evaluation expenditures or operating expenses;
- the determination that the Company will continue as a going concern for the following years;
- the determination whether there have been any events or changes in circumstances that indicate the impairment of its exploration and evaluation assets; and
- classification of financial instruments issued in the financing transactions as liabilities or equity.

3. Exploration and Evaluation Asset

Title to exploration and evaluation assets

Title to exploration and evaluation ("E&E") assets involve certain inherent risks due to the difficulties of determining the validity of certain claims, as well as the potential for problems arising from the frequently ambiguous conveyancing history characteristic of many mineral claims. The Company has investigated title to its exploration and evaluation assets and, to the best of its knowledge, title to all of its interests are in good standing. However, this should not be construed as a guarantee of title. The E&E assets may be subject to prior claims, agreements or transfers; therefore, rights of ownership may be affected by undetected defects.

Period ended February 28, 2026	Gran Pilar	El Picacho	Total
Acquisition costs	$	$	**$**
Balance, August 31, 2025	**4,068,240**	**1,763,825**	**5,832,065**
Cash	1,457,293	–	1,457,293
Surface rights – accrued	–	8,164	8,164
Shares issued	515,000	–	515,000
Balance, February 28, 2026	**6,040,533**	**1,771,989**	**7,812,522**
Deferred exploration expenditures			
Balance, August 31, 2025	**4,870,686**	**760,623**	**5,631,309**
Geologist fees and assays	456,284	47,285	503,569
Other property expenses	–	43,023	43,023
Balance, February 28, 2026	**5,326,970**	**850,931**	**6,177,901**
Total E&E assets, February 28, 2026	**11,367,503**	**2,622,920**	**13,990,423**

Year ended August 31, 2025	Gran Pilar	El Picacho	Total
Acquisition costs	$	$	$
Balance, August 31, 2024	**3,714,454**	**642,735**	**4,357,189**
Cash	–	65,814	65,814
Option payments accrued	–	1,055,276	1,055,276
Surface mining taxes	93,786	–	93,786
Shares issued	260,000	–	260,000
Balance, August 31, 2025	**4,068,240**	**1,763,825**	**5,832,065**
Deferred exploration expenditures			
Balance, August 31, 2024	**3,852,762**	**624,807**	**4,477,569**
Geologist fees and assays	993,609	46,996	1,040,605
Other property expenses	24,315	88,820	113,135
Balance, August 31, 2025	**4,870,686**	**760,623**	**5,631,309**
Total E&E assets, August 31, 2025	**8,938,926**	**2,524,448**	**11,463,374**

Gran Pilar Project, Sonora, Mexico

Option Agreement with Colibri

On September 22, 2019, the Company signed an option agreement (the "Pilar Agreement") to acquire 51% of the Pilar Gold Project in the state of Sonora, Mexico (the "Pilar Project") from Colibri Resource Corp. ("Colibri"). The agreement was amended on August 31, 2021, and the updated conditions are as follows:

Due dates	Cash payments	Exploration work	Shares
	$	$	
September 22, 2019	125,000	Nil	2,000,000
September 21, 2020	125,000	175,000	1,000,000
September 21, 2021	25,000	425,000	1,000,000
September 21, 2022	75,000	400,000	1,000,000
September 21, 2023	75,000	500,000	–
September 21, 2024	–	500,000	–
TOTAL	**425,000 *(paid)***	**2,000,000 *(completed)***	**5,000,000 *(issued)***

In 2024, in accordance with the anti-dilution provision included in the Pilar Agreement, the Company issued to Colibri 525,000 common shares valued at $210,000, which was included in acquisition costs. The anti-dilution clause expired on September 22, 2024.

As at February 28, 2026, the Company owns 51% of this portion of the Pilar Project as all commitments and conditions of the option agreement had been completed. Furthermore, the Company has elected to enter into a joint venture with Colibri for the remaining portion (49%) of the area. As of the date of these condensed interim consolidated financial statements, the Company continues negotiating a definitive joint venture agreement.

Option Agreement with SVP

On October 17, 2023, the Company entered into a definitive agreement (the "SVP Agreement") with Suaqui Verde Properties ("SVP") for an option to acquire a 100% interest in certain mining concessions consisting of 2,173-hectare contiguous land immediately adjacent and north of the Pilar Project. Under the terms of the SVP Agreement, the Company agreed to the following commitments:

Due dates	Cash payments	Exploration work	Shares
	US$	US$	
October 17, 2023 – On closing[(1)]	250,000 *(paid)*	–	–
April 17, 2024[(2)]	200,000 *(paid)*	–	250,000*(issued)*
October 17, 2024[(3)]	–	100,000 *(completed)*	500,000*(issued)*
October 17, 2025[(4)]	1,050,000 *(paid)*	150,000 *(completed)*	500,000*(issued)*
October 17, 2026	1,150,000	250,000	750,000
October 17, 2027	650,000	250,000	250,000
October 17, 2028	700,000	250,000	250,000
TOTAL	**4,000,000**	**1,000,000**	**2,500,000**

(1) The Company paid $341,175 (US$250,000) in December of 2023.
(2) On August 8, 2024, the Company issued 250,000 common shares valued at $120,000. The $275,880 payment (US$200,000) was made in April of 2025.
(3) The Company issued 500,000 common shares valued at $260,000 in December of 2024.
(4) During the six months ended February 28, 2026, the Company paid $1,417,500 (US$1,050,000) and issued 500,000 common shares valued at $515,000 pursuant to its 2nd-year commitments under the SVP Agreement.

After the initial five-year period, the Company has the right to elect to extend the Agreement by another ten years by starting advance royalty payments or purchasing full title ownership through an additional payment of US$500,000. SVP retains a 2% NSR.

During the period ended February 28, 2026, the Company incurred $456,284 (August 31, 2025 - $1,017,924) in deferred exploration costs and $1,972,293 (August 31, 2025 - $353,786) in acquisition costs on the Gran Pilar Project.

El Picacho Project, Sonora, Mexico

Millrock Agreement and Suarez Assignment

On June 7, 2021, the Company signed a letter of commitment (the "Millrock Agreement") to purchase El Picacho Project ("El Picacho Project") from Recursos Millrock S. de R.L. de C.V. ("Millrock"). On signing of the letter of commitment, the Company made an initial payment of $94,196 (US$78,000).

On September 15, 2021, the Company entered into an assignment agreement (the "Suarez Assignment") with Millrock for an initial five-year option to acquire El Picacho Project from the property owners, Suarez Brothers, within the Caborca Orogenic Gold Belt in Sonora, Mexico. El Picacho Project consists of 12 mining concessions totaling 2,395 hectares. To acquire 100% interest in El Picacho Project, the Company was required to pay Suarez Brothers US$1,985,600 and an additional payment of US$60,000 to gain surface rights to use the El Picacho Ranch.

During the six months ended February 28, 2026, the Company began negotiations with Suarez Brothers to amend the Suarez Assignment, under which the Company and Suarez Brothers agreed to replace the outstanding option payments, totalling US$1,650,000, with five semi-annual installments of US$275,000, each, starting on March 18, 2026, with the final payment of US$412,500 due on June 15, 2028. The final payment includes an additional fee of US$137,500 for the extension and amendment of the Suarez Assignment, bringing the total amount payable to US$1,787,500. The amended agreement was finalized subsequent to February 28, 2026 (Note 12).

Millrock is to retain a 2% NSR with the option for the Company to purchase back 1% for US$1,000,000. Upon full execution of the Option Agreement and completion of all cash payments, an Annual Advance Minimum Royalty ("AAMR") of US$25,000 will be paid to Millrock, doubling each year until the start of production. AAMR payments will be subtracted from royalty payments on the commencement of production.

A summary of the commitments under the Suarez Assignment to acquire El Picacho Project and surface rights (prior to its amendment subsequent to February 28, 2026) is as follows:

Due dates	Option payments	Surface rights payments
	US$	US$
June 11, 2021 – Closing	5,000 *(paid by Millrock)*	6,000 *(paid by Millrock)*
December 11, 2021	Nil	6,000 *(paid)*
June 11, 2022	21,400 *(paid)*	6,000 *(paid)*
December 11, 2022	21,400 *(paid)*	6,000 *(paid)*
June 11, 2023	21,400 *(paid)*	6,000 *(paid)*
December 11, 2023	21,400 *(paid)*	6,000 *(paid)*
June 11, 2024 [(1)]	250,000 *(paid)*	6,000 *(paid)*
December 11, 2024	Nil	6,000 *(paid)*
August 31, 2025 [(2)]	650,000	6,000*(accrued)*
December 11, 2025	Nil	6,000*(accrued)*
June 11, 2026 [(2)]	1,000,000	6,000
TOTAL	**1,990,600**	**66,000**

(1) As of February 28, 2026, the Company paid $349,010 (US$250,000) pursuant to its third-year cash commitments included in the Suarez Assignment.

(2) Subsequent to February 28, 2026, the Company paid $385,139 (US$281,000) pursuant to its cash obligations under the amended Suarez Assignment (Note 12).

During the six months ended February 28, 2026, the Company incurred $90,308 (August 31, 2025 - $135,816) in deferred exploration expenditures. In addition, the Company recorded $8,164 in accrued acquisition costs associated with surface mining taxes pursuant to the Suarez assignment (August 31, 2025 - $Nil).

4. Financial Assets at Fair Value Through Profit and Loss (FVPL)

The continuity table below summarizes, as at February 28, 2026 and August 31, 2025, the financial assets associated with Sorbie Bornholm LP ("Sorbie") equity swap agreements:

Financial assets at fair value through profit and loss (FVPL)	February 28, 2026	August 31, 2025
	$	**$**
Balance, beginning of the period	2,537,856	1,130,734
Addition	-	1,251,808
Cash settlement payments	(1,400,179)	(1,390,596)
Change in cash receivable subsequent to the end of the period	(33,259)	(156,342)
Realized gain on financial assets	838,503	572,443
Unrealized gain (loss) from change in fair value of financial assets	(477,377)	1,129,809
Balance, as at February 28, 2026	**1,465,544**	**2,537,856**

April 24, 2024, Equity Swap Agreement with Sorbie Bornholm LP

On April 24, 2024, the Company entered into a financing transaction (the "Sorbie 3 Transaction") with Sorbie, whereby the Company agreed to issue 4,585,714 units (the "Sorbie 3 Units") for a total consideration of $1,500,000. The Sorbie 3 Units consisted of one common share at $0.35 and one share purchase warrant entitling Sorbie to purchase one additional common share at $0.50 until April 24, 2027.

The $1,500,000 to be received for the Sorbie 3 Units are being paid out in 24 monthly cash payments of $62,500 (the "Sorbie 3 Settlements") that were measured against a benchmark price of $0.48 per share (the "Sorbie 3 Benchmark") with a set number of shares totaling $1,500,000 at Sorbie 3 Benchmark.

The actual cash paid out under each Sorbie 3 Settlement is determined based on a VWAP for 20 trading days prior to the Sorbie 3 Settlements. If the measured share price is above the Sorbie 3 Benchmark, the Company receives more than 100% of the expected Sorbie 3 Settlements. However, if the share price is below the Sorbie 3 Benchmark, the Company receives less than 100% of the Sorbie 3 Settlements.

To determine the fair value of the Sorbie 3 Settlements, the Company used a Monte Carlo Simulation. Based on the terms of the Sorbie 3 Transaction, the Company calculated the expected future VWAP of the Company's share price at each Sorbie 3 Settlement date, multiplied by the number of predetermined shares per the payment schedule and then discounted using the risk-free rate to determine the present value of the future cash flows.

The Company used the following assumptions to determine the initial value of the Sorbie 3 Settlements at April 24, 2024, and to revalue the remaining value of Sorbie 3 Settlements at February 28, 2026:

As at	February 28, 2026	April 24, 2024
Sorbie 3 Benchmark	$0.48	$0.48
Total number of Sorbie 3 Settlements	2	24
Share price on the valuation date	$1.01	$0.355
Volatility	78.80%	65.00%
Risk-free rate	2.50%	4.27%
Fair value of expected Sorbie 3 Settlements	**$314,978**	**$1,116,398**

To determine the allocation of the fair value of the Sorbie 3 Settlements, the Company analyzed Sorbie 3 Units under IFRS 9 and IAS 32 guidance. The Company determined that Sorbie 3 Units were equity instruments, and the fair value of Sorbie 3 Settlements was allocated to share capital. The warrants were valued using the residual method, whereby the fair value of Sorbie 3 Settlements was first allocated to the shares, with the remaining value assigned to the warrants. The warrants issued as part of the Sorbie 3 Units were determined to have a $Nil value.

Securities Issued	Quantity	Fair Value	Allocation	Prorated Value
		$		$
Common shares	4,585,714	1,627,928	100%	1,116,398
Warrants	4,585,714	–	0%	–
Total		**1,627,928**		**1,116,398**

During the six months ended February 28, 2026, the Company received a total of $747,668 (February 28, 2025 – $386,081) in Sorbie 3 Settlements and had a further $131,966 (August 31, 2025 – $114,206) recognized as receivable. The difference between Sorbie 3 Settlements fair value as at the initial recognition on April 24, 2024, and the actual cash received is recorded as realized gain or loss on financial assets. For the six months ended February 28, 2026, the Company recorded a realized gain on settlement of $484,304 (February 28, 2025 – $117,252).

As at February 28, 2026, the fair value of the future Sorbie 3 Settlements was determined to be $314,978 (August 31, 2025 – $928,517) based on the discounted value of the remaining cash settlements. As at February 28, 2026 and August 31, 2025, the Company did not recognize any long-term assets related to Sorbie 3 Settlements. The difference between the initial valuation of the Sorbie 3 Settlements and their value at the reporting date is recorded as unrealized gain or loss. For the six months ended February 28, 2026, the

Company recognized $332,414 unrealized loss due to the revaluation of Sorbie 3 Settlements (February 28, 2025 – $276,133).

December 10, 2024, Equity Swap Agreement with Sorbie Bornholm LP

On December 10, 2024, the Company entered into a financing transaction (the "Sorbie 4 Transaction") with Sorbie, whereby the Company agreed to issue 4,012,500 units (the "Sorbie 4 Units") for a total consideration of $1,800,000. The Sorbie 4 Units consisted of one common share at $0.48 and one share purchase warrant entitling Sorbie to purchase one additional common share at $0.75 until December 10, 2027.

The $1,800,000 to be received for the Sorbie 4 Units is being paid out in 24 monthly cash payments (the "Sorbie 4 Settlements") that are measured against a benchmark price of $0.66 per share (the "Sorbie 4 Benchmark") with a set number of shares totaling $1,800,000 at Sorbie 4 Benchmark.

The actual cash paid out under each Sorbie 4 Settlement is determined based on a VWAP for 20 trading days prior to the Sorbie 4 Settlements. If the measured share price is above the Sorbie 4 Benchmark, the Company receives more than 100% of the expected Sorbie 4 Settlements. However, if the share price is below the Sorbie 4 Benchmark, the Company receives less than 100% of the Sorbie 4 Settlements.

To determine the fair value of the Sorbie 4 Settlements, the Company used a Monte Carlo Simulation. Based on the terms of the Sorbie 4 Settlements, the Company calculated the expected future VWAP of the Company's share price at each Sorbie 4 Settlement date, multiplied by the number of predetermined shares per the payment schedule and then discounted using the risk-free rate to determine the present value of the future cash flows. The Company used the following assumptions to determine the initial value of the Sorbie 4 Settlements at December 10, 2024, and to revalue the remaining value of Sorbie 4 Settlements at February 28, 2026:

As at	February 28, 2026	December 10, 2024
Sorbie 4 Benchmark	$0.66	$0.66
Total number of Sorbie 4 Settlements	10	24
Share price on the valuation date	$1.01	$0.46
Volatility	61.34%	65.00%
Risk-free rate	2.50%	2.89%
Fair value of expected Sorbie 4 Settlements	**$1,150,566**	**$1,251,808**

To determine the allocation of the fair value of the Sorbie 4 Settlements, the Company analyzed Sorbie 4 Units under guidance available under IFRS 9 and IAS 32. The Company determined that Sorbie 4 Units were equity instruments, and the fair value of Sorbie 4 Settlements was allocated to share capital. The warrants were valued using the residual method, whereby the fair value of Sorbie 4 Settlements was first allocated to the shares, with the remaining value assigned to the warrants. The warrants issued as part of the Sorbie 4 Units were determined to have a $Nil value.

Securities Issued	Quantity	Fair Value	Allocation	Prorated Value
		$		$
Common shares	4,012,500	1,251,808	100%	1,251,808
Warrants	4,012,500	–	0%	–
Total		**1,251,808**		**1,251,808**

During the six months ended February 28, 2026, the Company received a total of $652,511 (February 28, 2025 – $57,250) in Sorbie 4 Settlements and recorded $115,170 as receivable (August 31, 2025 – $97,668). The difference between the fair value of Sorbie 4 Settlements at initial recognition on December 10, 2024, and the

actual cash received is recorded as realized gain or loss on financial assets. For the six months ended February 28, 2026, the Company recorded a realized gain on settlement of $354,199 (February 28, 2025– $8,483).

At February 28, 2026, the fair value of the remaining cash settlements was determined to be $1,150,566 (August 31, 2025 – $1,609,339) was recognized as part of current assets. The Company did not recognize any long-term assets related to Sorbie 4 Settlements. The difference between the initial valuation of the Sorbie 4 Settlements and their value at the reporting date is recorded as unrealized gain or loss. For the six months ended February 28, 2026, the Company recognized $144,963 unrealized loss due to the revaluation of Sorbie 4 Settlements (February 28, 2025 – $181,151 gain).

Sensitivity Analysis

The following table illustrates the impact of a 10% increase and a 10% decrease in the Company's share price on the fair value of the financial assets and financial liabilities from Sorbie transactions as at February 28, 2026:

Sorbie Transactions	Fair Value	10% Share Price Increase	10% Share Price Decrease
	$	$	$
Sorbie 3 Settlements	314,978	350,957	276,756
Sorbie 4 Settlements	1,150,566	1,258,139	1,032,271
Total	**1,465,544**	**1,609,096**	**1,309,027**

5. Receivables

Description	February 28, 2026	August 31, 2025
	$	$
Sorbie Settlements receivable	247,136	211,874
GST receivable	50,230	14,894
	297,366	**226,768**

6. Prepaid Expenses

Description	February 28, 2026	August 31, 2025
	$	$
Advertising and promotion	101,147	190,505
Consulting fees	70,005	115,005
Mineral property taxes	29,140	26,108
Regulatory and filing fees	10,795	18,471
Deferred exploration and evaluation assets	192,002	–
	403,089	**350,089**

7. Accounts Payable and Accrued Liabilities

Description	February 28, 2026	August 31, 2025
	$	$
Accounts payable	1,094,711	1,468,767
Accrued liabilities	13,562	148,730
	1,108,273	**1,617,497**

8. Share Capital

Authorized and issued

The authorized share capital consists of an unlimited number of common shares without par value (the "common shares") and an unlimited number of shares designated as preferred shares. At February 28, 2026, the Company had 78,150,454 common shares (August 31, 2025 – 63,431,521) and no preferred shares issued and outstanding.

Shares issued during the six months ended February 28, 2026

During the six months ended February 28, 2026, the Company issued 3,724,333 common shares on exercise of subscribers' warrants for gross proceeds of $2,012,575 and 74,600 common shares on exercise of finders' warrants for gross proceeds of $32,858. The finders' warrants had a recorded value of $13,552, which was recorded as part of reserves.

During the six months ended February 28, 2026, the Company issued 415,000 common shares on exercise of options for gross proceeds of $192,500. The weighted average share price on the date the options were exercised was $0.46 per share.

On October 21, 2025, the Company issued 500,000 common shares valued at $515,000 to SVP in accordance with the option agreement (Note 3).

On February 19, 2026, the Company closed a "bought deal" private placement of $10,005,000 with Stifel Canada ("Stifel") as its sole underwriter. The Company issued 10,005,000 units at a price of $1.00 per unit for gross proceeds of $10,005,000. Each unit was comprised of one common share and one common share purchase warrant exercisable on or before February 19, 2029, at an exercise price of $1.40 per common share. The Company paid a cash commission of $700,350 and legal fees of $202,215 associated with the private placement. In addition, the Company issued 700,350 compensation warrants valued at $227,782 using the Black-Scholes Option Pricing Model with the following assumptions:

Share price	$0.98
Exercise price	$1.00
Exercise term	24 months
Risk free rate	2.44%
Volatility	58.77%

Shares issued during the year ended August 31, 2025

During the year ended August 31, 2025, the Company issued 2,355,600 common shares on exercise of subscribers' warrants for gross proceeds of $1,300,675 and 138,320 common shares on exercise of finders'

warrants for gross proceeds of $56,361. The finders' warrants had a recorded value of $28,666, which was recorded as part of reserves.

During the year ended August 31, 2025, the Company issued 342,500 common shares on exercise of options for gross proceeds of $143,438. In addition, the Company recognized an obligation of $5,610 to issue shares upon exercise of 11,220 options, which were issued subsequent to August 31, 2025. The weighted average share price on the exercise date was $0.88 per share.

On December 10, 2024, the Company issued 4,012,500 units to Sorbie as part of the Sorbie 4 Transaction. Each unit consisted of one common share and one common share purchase warrant. Each warrant is exercisable at $0.75 per share and expires on December 10, 2027. The units were valued based on the fair value of expected Sorbie 4 Settlements, which was determined to be $1,251,808 using Monte Carlo Simulation (Note 4). In relation to the financing arrangement, the Company incurred a total of $10,000 in legal fees and $5,641 in financing fees.

On December 10, 2024, the Company closed a non-brokered private placement, issuing 636,083 units for gross proceeds of $305,320 at $0.48 per unit. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at $0.75 per share and expires on December 10, 2027. A total of $12,722 was allocated to the warrant reserve using the residual method.

In relation to the private placement, the Company paid $7,500 in legal fees and $24,696 in finders' fees. In addition, the Company issued 51,450 finders' warrants valued at $10,656. Each finder's warrant entitles the holder to acquire one additional common share at $0.48 per share, exercisable on or before December 10, 2027. The finders' warrants were valued using the Black-Scholes Option Pricing Model with the following assumptions:

Share price	$0.46
Exercise price	$0.48
Exercise term	36 months
Risk free rate	2.85%
Volatility	67.02%

On December 27, 2024, the Company issued 500,000 common shares valued at $260,000 to Suaqui Verde Properties under the SVP Agreement (Note 3).

On February 11, 2025, the Company issued 28,658 common shares valued at $14,329 to settle accrued interest payable on Sorbie Notes.

On February 18, 2025, the Company closed a non-brokered private placement, issuing 1,746,390 units for gross proceeds of $838,267 at $0.48 per unit. Each unit consisted of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one common share at $0.75 per share, expiring on February 18, 2028.

In relation to the private placement, the Company paid $9,750 in legal fees and incurred $15,744 in finders' fees. In addition, the Company issued 82,800 finders' warrants valued at $18,010. Each finder's warrant entitles the holder to acquire one additional common share at $0.48 per share, expiring on February 18, 2028. The finders' warrants were valued using the Black-Scholes Option Pricing Model with the following assumptions:

Share price	$0.48
Exercise price	$0.48
Exercise term	36 months
Risk free rate	2.80%
Volatility	65.48%

On February 18, 2025, the Company issued 431,250 units valued at $207,000 to consultants in exchange for services rendered. Each unit comprised of one common share and one common share purchase warrant. Each warrant entitles the holder to acquire one additional common share at an exercise price of $0.75, expiring on February 18, 2028.

On July 4, 2025, the Company issued 1,768,201 common shares valued at $990,539 upon conversion of outstanding Sorbie Notes with a face value of $1,429,000. The issuance included 25,518 common shares issued as settlement of accrued interest of $14,290. The Company recognized a realized loss of $217,879 in connection with the conversion.

Stock Options

On July 21, 2025, the board of directors of the Company approved a new omnibus equity incentive plan (the "Omnibus Plan"), which replaced the previous rolling stock option plan. The Omnibus Plan was approved by the shareholders of the Company at its Annual and Special Meeting held on August 20, 2025. Under the Omnibus Plan, the Company is authorized to grant options, restricted share units ("RSUs"), share appreciation rights ("SARs"), deferred share units ("DSUs"), performance share units ("PSUs"), and additional incentives to directors, employees and consultants of the Company. The number of Common Shares reserved for issuance pursuant to Options, RSUs, SARs, DSUs, and PSUs granted under the Omnibus Plan may not, in the aggregate, exceed 10% of the issued and outstanding Common Shares. The options can be granted for a maximum term of ten years and vest as determined by the Board of Directors.

A summary of option activities is as follows:

	Period ended February 28, 2026		Year ended August 31, 2025	
	Number of Stock Options	Weighted Average Exercise Price	Number of Stock Options	Weighted Average Exercise Price
		$		$
Outstanding, beginning of the period	4,145,000	0.58	3,362,500	0.58
Expired/cancelled	(325,000)	0.37	(850,000)	0.57
Exercised	(415,000)	0.45	(342,500)	0.42
Granted	500,000	1.18	1,975,000	0.56
Outstanding, end of the period	3,905,000	0.61	4,145,000	0.58
Exercisable, end of the period	**3,255,000**	**0.61**	**3,500,000**	**0.58**

As of February 28, 2026, the following incentive stock options were outstanding:

Number	Exercise Price	Life In Years	Expiry Date	Exercisable
	$			
1,000,000	0.72	1.43	August 5, 2027	1,000,000
300,000	0.72	2.14	April 20, 2028	300,000
350,000	0.50	2.60	October 3, 2028	350,000
1,455,000	0.50	8.96	February 11, 2035	1,205,000
300,000	0.91	4.47	August 19, 2030	150,000
500,000	1.18	4.88	January 14, 2031	250,000
3,905,000	**0.69**	**5.07**		**3,255,000**

As at February 28, 2026, the weighted average life of the options was 5.07 years.

As at February 28, 2026, the Company did not have any other RSUs, SARs, DSUs, and PSUs issued and outstanding.

Share-based compensation

On February 11, 2025, the Company granted stock options to acquire up to 1,675,000 common shares to certain directors, officers and consultants. The options entitle the holders to acquire one common share for each option at a price of $0.50, expiring February 11, 2035. A total of 1,175,000 options vested immediately; of the remaining 500,000 options, 50% (250,000 options) vest 12 months following the grant date and another 50% (250,000 options) vest 24 months after the grant date. The fair value of the options was calculated to be $713,993 using the Black-Scholes Option Pricing Model with the following assumptions: share price – $0.50; exercise price – $0.50; expected life – 10 years; expected volatility – 86.22%; risk-free rate – 3.10%. During the six months ended February 28, 2026, the Company recognized a total of $74,304 associated with the grant (February 28, 2025 - $503,790).

On August 20, 2025, the Company granted 300,000 stock options to an Officer with the following vesting schedule: 50% on the date of the grant and 50% on August 20, 2026. Each option entitles the holder to acquire one common share at a price of $0.91, expiring August 20, 2030. The fair value of the options was calculated to be $158,091 using the Black-Scholes Option Pricing Model with the following assumptions: share price – $0.86; exercise price – $0.91; expected life – 5 years; expected volatility – 74.41%; risk-free rate – 2.96%. During the six months ended February 28, 2026, the Company recognized a total of $39,306 (February 28, 2025 – $Nil) in share-based compensation associated with the grant.

On January 14, 2026, the Company issued 500,000 stock options to a director and consultants with the following vesting schedule: 50% on the date of the grant and 50% on January 14, 2027. Each option entitles the holder to acquire one common share at a price of $1.18, expiring January 14, 2031. The fair value of the options was calculated to be $345,693 using the Black-Scholes Option Pricing Model with the following assumptions: share price – $1.16; exercise price – $1.18; expected life – 5 years; expected volatility – 70.40%; risk-free rate – 2.90%. During the six months ended February 28, 2026, the Company recognized a total of $189,421 (February 28, 2025 – $Nil) in share-based compensation associated with the grant.

Warrants

A summary of warrant activities was as follows:

	Period ended February 28, 2026		Year ended August 31, 2025	
	Number of Warrants	Weighted Average Exercise Price	Number of Warrants	Weighted Average Exercise Price
		$		$
Outstanding, beginning of the period	20,959,099	0.79	16,492,546	0.83
Issued	10,705,350	1.37	6,960,473	0.74
Exercised	(3,798,933)	0.54	(2,493,920)	0.54
Expired/cancelled[1]	(70,000)	0.50	–	n/a
Outstanding, end of the period	**27,795,516**	**1.05**	**20,959,099**	**0.79**

(1) On September 21, 2025, a finder's warrant to acquire up to 60,000 common shares was cancelled, resulting in a $13,015 reduction in share issuance costs, recorded as part of equity reserves.

At February 28, 2026, the following subscribers' warrants were outstanding:

Expiry Date	Number of Subscribers' Warrants	Weighted Average Exercise Price
		$
April 5, 2026[1]	584,559	0.68
June 28, 2026	1,713,490	1.30
June 28, 2026	1,713,490	0.90
June 28, 2026	3,200,000	1.20
April 24, 2027	2,503,514	0.50
May 8, 2027	905,000	0.50
December 10, 2027	4,464,583	0.75
February 18, 2028	1,864,640	0.75
February 19, 2029	10,005,000	1.40
	26,954,276	**1.06**

(1) These warrants were exercised in full subsequent to February 28, 2026.

At February 28, 2026, the weighted average life of the subscribers' warrants was 1.77 years.

At February 28, 2026, the following finders' warrants were outstanding:

Expiry Date	Number of Finders' Warrants	Weighted Average Exercise Price
		$
April 24, 2027	93,150	0.35
May 8, 2027	13,315	0.35
December 10, 2027	13,725	0.48
February 18, 2028	20,700	0.48
February 19, 2028	700,350	1.00
	841,240	**0.90**

At February 28, 2026, the weighted average life of the finders' warrants was 1.87 years.

9. Related Party Transactions

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the period ended February 28, 2026 and 2025 was as follows:

Related party transactions	February 28, 2026	February 28, 2025
	$	$
Office and miscellaneous	15,219	–
Consulting fees	81,000	6,000
Deferred exploration expenditures	175,202	228,353
Share-based compensation	197,319	213,132
Management fees	48,000	24,000
	516,740	**471,485**

During the six months ended February 28, 2026, the Company incurred $48,000 (February 28, 2025 – $24,000) in management fees and $12,000 (February 28, 2025 – $6,000) in deferred exploration expenditures to a company controlled by the CEO. As at February 28, 2026, $14,145 was due to the CEO (August 31, 2025 – $32,715 was due from CEO).

During the six months ended February 28, 2026, the Company incurred $163,202 (February 28, 2025 – $228,353) in deferred exploration expenditures and $15,219 in office administration fees (February 28, 2025 – $Nil) to a company controlled by a director. As at February 28, 2026, $798,333 (August 31, 2025– $806,775) was owed to the related party.

During the six months ended February 28, 2026, the Company incurred $6,000 (February 28, 2025 – $6,000) in consulting fees to the Company's CFO.

During the six months ended February 28, 2026, the Company incurred $75,000 (February 28, 2025 – $Nil) in consulting fees to the Company's Head of Corporate Development. As at February 28, 2026, $Nil (August 31, 2025 – $3,791) was owed to the related party.

As at February 28, 2026, $3,094 (August 31, 2025 – $Nil) was owed to a director.

All amounts due to related parties are unsecured, non-interest bearing, and with no fixed repayment terms.

10. Capital Management

The Company considers its capital to consist of shareholders' equity. The Company's capital management objective is to ensure the Company's ability to continue as a going concern by maintaining adequate levels of funding to support the development of its businesses and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through debt and equity financing. Future financings are dependent on market conditions, and there can be no assurance that the Company will be able to raise funds in the future. There were no changes to the Company's approach to capital management during the six months ended February 28, 2026. The Company is not subject to externally imposed capital requirements.

11. Financial Instruments

a. Fair Value

The Company's cash, receivables, accounts payable, accrued liabilities, and due to related parties are classified at amortized cost. The fair values of these financial instruments approximate their carrying values because of their current nature. The financial assets are all classified at FVTPL. Financial assets and liabilities at fair value through profit or loss are revalued at each reporting date based on the three levels of a fair value hierarchy.

The following table summarizes the carrying values of the Company's financial instruments:

Description	February 28, 2026	August 31, 2025
	$	$
Financial assets at amortized cost (i)	10,167,224	1,130,461
Financial assets at fair value through profit or loss (ii)	1,465,544	2,537,856
Financial liabilities at amortized cost (iii)	1,923,845	2,428,063

(i) Cash and receivables (Note 5);

(ii) Monthly Settlements resulting from Sorbie Transactions (Note 4);

(iii) Due to related parties, accounts payable and accrued liabilities (Notes 7 and 9);

b. Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, which is held with a high credit quality financial institution, Sorbie Settlements receivable as a result of Sorbie Transactions, and to a smaller extent GST receivable from the Government of Canada.

c. 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 and financial leverage as outlined above. The Company monitors its ability to meet its short-term exploration and operating expenditures by raising additional funds through share issuances when required. As at February 28, 2026, the Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

d. Foreign Exchange Risk

Foreign exchange risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the Company's functional currency.

As at February 28, 2026, the Company was exposed to foreign currency risk through the following financial assets and liabilities denominated in foreign currencies, converted to Canadian Dollars at the prevailing rate at the end of the reporting period.

As of February 28, 2026	CAD Equivalent ($)	Currency	+/- 10% Fluctuation Increase ($)	+/- 10% Fluctuation (Decrease) ($)
Cash	668,864	USD	66,886	(66,886)
Cash	10,025	MXN	1,002	(1,002)
Accounts payable and accrued liabilities	(511,272)	USD	(51,127)	51,127
Accounts payable and accrued liabilities	(2,411)	MXN	(241)	241
Accounts payable and accrued liabilities	(33,356)	EURO	(3,336)	3,336
Due to related parties	(745,005)	USD	(74,501)	74,501
Total	**(613,154)**		**(61,315)**	**61,315**

e. Interest Rate Risk

Interest rate risk is the risk that arises from fluctuating interest rates. The Company is not exposed to significant interest rate risk.

f. Price Risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company. The Company is exposed to equity price risk since Sorbie Monthly Settlements are affected by the movement of the Company's share price.

12. Subsequent Events

Suarez Assignment amendment

On March 18, 2026, the Company finalized an amendment to the Suarez Assignment (Note 3). Under the amended terms, the parties agreed to replace the outstanding option payments, totalling US$1,650,000, with five semi-annual installments of US$275,000, each, starting on March 18, 2026, and a final payment of US$412,500 due on June 15, 2028. The final payment includes an additional fee of US$137,500 for the extension and amendment of the Suarez Assignment, bringing the total amount payable to US$1,787,500. The Company made the first $385,139 (US$281,000) payment per amended terms of the Suarez Assignment on March 18, 2026.

Sorbie settlement

Subsequent to February 28, 2026, the Company received a total of $443,529 from Sorbie on account of the monthly settlements under Sorbie 3 and Sorbie 4 Transactions.

Warrants exercised

Subsequent to February 28, 2026, the Company issued 584,560 shares on exercise of warrants for total proceeds of $397,500.

TOCVAN VENTURES CORP.

FORM 5 – QUARTERLY LISTING STATEMENT

SCHEDULE "C"



2026

Q2 Management's Discussion & Analysis

For the Three and Six Months Ended February 28, 2026 and 2025

BACKGROUND

The following Management's Discussion and Analysis ("MD&A") of Tocvan Ventures Corp. (the "Company" or "Tocvan") has been prepared by management, in accordance with the requirements of National Instrument 51-102 as of April 29, 2026, and should be read in conjunction with the condensed interim consolidated financial statements for the three and six months ended February 28, 2026 and 2025, and the related notes contained therein, which have been prepared under IFRS® Accounting Standards ("IFRS"). The information contained herein is not a substitute for a detailed investigation or analysis of any particular issue. The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. The Company is presently a "Venture Issuer" as defined in NI 51- 102.

All financial information in this MD&A has been prepared in accordance with IFRS, and all dollar amounts are reported in Canadian dollars, unless otherwise noted, which is the reporting and functional currency of the Company and its wholly-owned subsidiary.

Additional information related to the Company is available on the Company's website at https://tocvan.com or on SEDAR+ at www.sedarplus.ca.

Forward-Looking Statements

This MD&A may contain forward-looking statements based on assumptions and judgments of management regarding events or results that may prove to be inaccurate as a result of risk factors beyond management's control. Actual results may differ materially from the expected results. The forward-looking information is based on certain assumptions, which could change materially in the future. 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 forward-looking information contained in this MD&A represents the expectations of the Company as of the date of this MD&A and, accordingly, is subject to change after such date. Readers should not place undue importance on forward-looking information and should not rely upon this information as of any other date.

Qualified Person

Brodie Sutherland, P. Geo, a director and CEO of the Company, is a Qualified Person as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects* and has reviewed and approved all technical information in this management's discussion and analysis.

Description of Business

Tocvan Ventures Corp. was incorporated on May 23, 2018, under the Alberta Business Corporations Act. The Company's shares trade on the Canadian Securities Exchange (the "CSE") under the symbol "TOC" and on OTC QB under the symbol "TCVNF".

The Company's head office address is Suite 555 – 1130 West Pender Street, Vancouver, British Columbia V6E 4A4, Canada. The registered and records office address is Suite 1150, 707 - 7th Avenue S.W., Calgary, Alberta T2P 3H6, Canada.

On September 15, 2020, the Company incorporated, under the laws of Mexico, a wholly-owned subsidiary, Burgencio S.A. de C.V. ("Burgencio"). Burgencio's office address is Blvd. Morelos No, 639, Col. Bachoco, C.P. 83148, Hermosillo, Sonora, Mexico.

As of the date of this MD&A, the Company is focused on the exploration and development of its two projects: the Gran Pilar Gold Project ("Gran Pilar") and El Picacho Project ("El Picacho"). Gran Pilar is located near the town of Suaqui Grande in Sonora, Mexico and El Picacho is located in the Region of Sonoran Desert, 140 kilometers north of Hermosillo, Sonora, Mexico.

Overall Performance

During the six months ended February 28, 2026, the Company incurred a net loss of $1,136,782 (February 28, 2025 – $1,442,011). The Company does not generate revenue from its operations, and its operating expenses continue to be primarily related to exploration and evaluation activities, along with consulting fees, advertising and promotion, regulatory costs and management fees.

At February 28, 2026, the Company held a cash balance of $9,869,858, a substantial increase from $903,693 at August 31, 2025. Working capital surplus rose by 727% to $10,112,012 (August 31, 2025 – $1,222,716) primarily driven by a significantly higher cash position resulting from proceeds received through a bought deal private placement, which the Company closed on February 19, 2026. As a result, total current assets increased by 230%. The improvement in working capital was also due to a substantial reduction in current liabilities.

To date, the Company has financed its operations primarily through the issuance of common stocks, debt arrangements and proceeds from the exercise of warrants and stock options. These sources remain essential as the Company continues to advance its exploration and evaluation activities without generating operating revenues.

Milestones

New Director and Special Adviser

- On January 14, 2026, the Company announced the appointment of Anna Ladd-Kruger as an independent director. Ms. Ladd-Kruger brings over 25 years of executive leadership in the mining industry with a proven track record in scaling junior exploration companies to mid-tier producers, capital markets engagements, and financial management.

- In March, the Company appointed Darin Wagner, P Geo as Special Advisor. Mr. Wagner brings over 35 years of experience in mineral exploration and corporate development, having co-founded and led Timmins Mining, which was acquired for $424 million, and Balmoral Resources, which was acquired for 140 million. He is an expert in epithermal, mesothermal and porphyry gold systems and will provide guidance as the Company advances toward the near-term production stage.

Stock Option Grant

- On January 14, 2026, the Company's Board of Directors approved a grant of stock options to a director and consultants pursuant to the Company's Omnibus Plan. A total of 500,000 stock options were granted to acquire common shares in the capital of the Company at an exercise price of $1.18 per share. Of these stock options, a total of 250,000 vested on the grant date and 250,000 vest twelve months from the grant date. All options issued expire on January 14, 2031.

Additional Funds

- During the six months ended February 28, 2026, the Company received a total net proceeds of $12,734,93. The majority of the funds was generated from the bought deal private placement, which provided gross proceeds of $10,005,000. Additional proceeds included $2,260,164 from the exercise of warrants, $192,500 from the exercise of options, with the remaining amount received from the settlement of financial assets.

- In March and April, the Company received a total of $443,529 from Sorbie settlement.

- On April 6, 2026, the Company received $397,500 from the exercise of warrants.

Collaboration with New Technologies

- In March, the Issuer entered into a strategic partnership with VRIFY, a technology company specializing in AI-based advanced prospectivity, surface mapping and exploration intelligence solutions. Using VRIFY Predict, specifically DORA, an AI prospectivity mapping platform, and VRIFY Present, an exploration intelligence software, integrated with the Company's technical data, the collaboration aims to identify exploration targets and bring clear technical analysis.

- In March, the Company contracted the services of Cordillera Geo-Services LLC, a specialized geological consulting firm. Cordillera Geo-Services will be responsible for conducting an integrated interpretation of the recent drone-magnetometry geophysical survey, together with structural data collected during field geological mapping. The objective of this work is to generate and refine drill targets across the entire Gran Pilar area.

Discoveries, heavy equipment mobilization and accelerated exploration, evaluation and development activities

- In April, the Company announced the discovery of a new gold-silver mineralization zone found 1,600 meters from the Main Zone at the South Block of Gran Pilar. This new zone is now a part of five key drill priority targets included in its ongoing 20,000 meter drill program.

- In April, the Company mobilized a second reverse circulation ("RC") drill rig to accelerate its 20,000 meter drill program. The Company also mobilized heavy equipment, including a dozer, excavator, and a haul truck, to support trenching and early-stage mine construction.

- The Company continues its field work, including an airborne magnetics survey, to accelerate drilling, trenching, and pilot mine preparations on its Gran Pilar Project. Drone magnetic survey revealed a structural complex in the South Block aligning with permitted drill targets.

  The Company identified three new target areas with historic underground workings, and mobilized equipment to North and South Blocks for ongoing operations. The fieldwork on the North Block resulted in encouraging surface sampling. In addition, the Company launched its maiden drill program over a 3.2 km by 1.5 km zone with strong mineralization indicators.

2026 Outlook

The Company remains focused on advancing its key projects, Gran Pilar and El Picacho, through targeted exploration and evaluation programs, development and strategic financing initiatives while prioritizing safety and stakeholder engagement.

Development

The Company's primary development focus will be on completing the pilot mine facility at Gran Pilar. Environmental, hydrological and soil mechanic studies are scheduled to conclude ahead of the construction, ensuring compliance and operational readiness. Once operational, the facility is designed to process 50,000 tonnes of bulk samples in its initial phase.

Recent advancements included the mobilization of additional heavy equipment (dozer, excavator, and haul truck) in April 2026 to accelerate trenching, road construction, and material handling for pilot-scale development activities. Bulk testing material has been submitted to the processing plant constructor and an independent lab for pilot optimization. These steps further de-risk the project and support near-term pilot production.

Exploration

Exploration programs across Gran Pilar and El Picacho will include geological mapping, rock and soil sampling, drilling, trenching and geophysical surveys to further define target areas with mineralization. The Company has partnered with VRIFIED to conduct integrated technical datasets and information to generate exploration targets using machine-learning and artificial intelligence technologies. As of the date of the filing of this MDA, the Company continues to advance its ongoing 20,000-meter drill program to the next stages of exploration and evaluation.

- *Gran Pilar Project:* Follow-up drilling and trenching will focus on South Block Main Zone expansion (e.g., 19.4 g/t Au over 3.1m) and the North Block Alteration Zone, targeting untested veins to delineate resources. Geological mapping, in addition to rock and soil sampling, is ongoing across the eastern zone of the South Block and the entire North Block. Recent work has identified a significant new gold-silver zone (El Mezquite) in the South Block.

- *El Picacho Project:* A 1-2 km drill program is planned to test newly identified mineralized zones from recent surveys and expand exploration activities across high-priority areas such as San Ramon. In addition, A maiden drilling program is being planned to evaluate the target zone at the El Jabali prospect.

Strategic Financing

To support the construction and operations, meet ongoing obligations and advance planned development activities, the Company will pursue a diversified financing strategy that includes equity offerings, warrant exercises and strategic partnerships.

In February 2026, the Company successfully closed a bought deal private placement, upsized from $8.7 million due to strong investor demand and including full over-allotment, for gross proceeds of $10 million, led by Stifel Canada as sole underwriter and bookrunner. Net proceeds are being used to support the Company's exploration activities at its gold projects in Sonora, Mexico, including its general working capital. With a strong cash position, the Company is well-positioned to accelerate key exploration programs, pilot mine development activities and strategic priorities.

EXPLORATION AND EVALUATION PROJECTS

A snapshot of the Company's exploration and evaluation assets are summarized below:

Period ended February 28, 2026	Gran Pilar	El Picacho	Total
Acquisition costs	$	$	**$**
Balance, August 31, 2025	**4,068,240**	**1,763,825**	**5,832,065**
Cash	1,457,293	–	1,457,293
Surface rights – accrued	–	8,164	8,164
Shares issued	515,000	–	515,000
Balance, February 28, 2026	**6,040,533**	**1,771,989**	**7,812,522**
Deferred exploration expenditures			
Balance, August 31, 2025	**4,870,686**	**760,623**	**5,631,309**
Geologist fees and assays	456,284	47,285	503,569
Other property expenses	–	43,023	43,023
Balance, February 28, 2026	**5,326,970**	**850,931**	**6,177,901**
Total E&E assets, February 28, 2026	**11,367,503**	**2,622,920**	**13,990,423**

Year ended August 31, 2025	Gran Pilar	El Picacho	Total
Acquisition costs	$	$	$
Balance, August 31, 2024	**3,714,454**	**642,735**	**4,357,189**
Cash	–	65,814	65,814
Option payments accrued	–	1,055,276	1,055,276
Surface mining taxes	93,786	–	93,786
Shares issued	260,000	–	260,000
Balance, August 31, 2025	**4,068,240**	**1,763,825**	**5,832,065**
Deferred exploration expenditures			
Balance, August 31, 2024	**3,852,762**	**624,807**	**4,477,569**
Geologist fees and assays	993,609	46,996	1,040,605
Other property expenses	24,315	88,820	113,135
Balance, August 31, 2025	4,870,686	760,623	5,631,309
Total E&E assets, August 31, 2025	**8,938,926**	**2,524,448**	**11,463,374**

Gran Pilar Gold Project

Option Agreement with Colibri

On September 22, 2019, the Company signed an option agreement (the "Pilar Agreement") to acquire a 51% interest in the Pilar Gold Project in the state of Sonora, Mexico (the "Pilar Project") from Colibri Resource Corp. ("Colibri").

The agreement was amended on August 31, 2021, and the updated conditions were as follows:

Due dates	Cash Payments	Exploration work	Shares
	$	**$**	
September 22, 2019	125,000	Nil	2,000,000
September 21, 2020	125,000	175,000	1,000,000
September 21, 2021	25,000	425,000	1,000,000
September 21, 2022	75,000	400,000	1,000,000
September 21, 2023	75,000	500,000	–
September 21, 2024	–	500,000	–
TOTAL	**425,000 *(paid)***	**2,000,000 *(completed)***	**5,000,000 *(issued)***

On December 19, 2023, in accordance with the anti-dilution provision included in the Pilar Agreement, the Company issued to Colibri 525,000 common shares valued at $210,000, which were included in acquisition costs. The anti-dilution clause expired on September 22, 2024.

As at February 28, 2026, the Company owns 51% of this portion of the Pilar Project as all commitments and conditions of the option agreement had been completed. Furthermore, the Company has elected to enter into a joint venture with Colibri for the remaining portion (49%) of the area. As of the date of this MDA, the Company continues negotiating a definitive joint venture agreement.

Option Agreement with SVP

On October 17, 2023, the Company entered into a definitive agreement (the "SV Agreement") with Suaqui Verde Properties ("SVP"), for an option to acquire 100% interest in a 2,173-hectare contiguous land immediately adjacent and north of the Pilar Project. Under the terms of the SV Agreement, the Company committed to the following:

Due dates	Cash payments	Exploration work	Shares
	US$	**US$**	
October 17, 2023 – On closing [1]	250,000 *(paid)*	–	–
Six months after closing[2]	200,000 *(paid)*	–	250,000*(issued)*
October 17, 2024[3]	–	100,000 *(completed)*	500,000*(issued)*
October 17, 2025[4]	1,050,000 *(paid)*	150,000 *(completed)*	500,000*(issued)*
October 17, 2026	1,150,000	250,000	750,000
October 17, 2027	650,000	250,000	250,000
October 17, 2028	700,000	250,000	250,000
TOTAL	**4,000,000**	**1,000,000**	**2,500,000**

(1) The $341,175 payment (US$250,000) was made in December 2023.
(2) On August 8, 2024, the Company issued 250,000 common shares valued at $120,000. The $275,880 payment (US$200,000) was made in April of 2025.
(3) The Company issued 500,000 common shares valued at $260,000 in December of 2024.
(4) During the six months ended February 28, 2026, the Company paid $1,417,500 (US$1,050,000) and issued 500,000 common shares valued at $515,000 pursuant to its 2nd year commitments under the SVP Agreement.

After the initial five-year period, the Company has an option to extend the Agreement by another ten years by starting advance royalty payments or purchasing full title ownership by making an additional payment of US$500,000. SVP retains a 2% NSR. During the six months ended February 28, 2026, the Company paid $1,417,500 (US$1,050,000) in accordance with its cash payment obligations related to the second-year anniversary option payments under the SVP Agreement.

Gran Pilar Project Updates

The Gran Pilar Gold-Silver Project is interpreted as a structurally controlled low-sulphidation epithermal project hosted in andesitic rocks. Three primary zones of mineralization have been identified in the northwest part of the Gran Pilar from historic surface work and drilling, these are referred to as the Main Zone, North Hill, and 4-T. The Main Zone and 4-T trends are open to the southeast, and new parallel zones have been recently discovered. Structural features and zones of mineralization within the structures follow an overall NW-SE trend of mineralization. Mineralization extends along a 1.20 km trend, with only half of that trend drill- tested.

In 2024, the Gran Pilar Project was expanded from 105 hectares to 2,278 hectares with the acquisition of adjacent claims. The expansion area hosts several prospective zones. Preliminary geological and geochemical and geophysical surveys have been conducted in some of these prospective areas, identifying several targets. Preliminary drilling of some of these targets were drilled in 2025, identifying zone with anomalous and subeconomic values in silver, with anomalous presence of other base metals, confirming a separation of the mineralized zone along the acquired surface. A drill program, scheduled to begin in 2026, is being prepared to test several target prospects identified in the eastern part of the South Block. Early drilling has intercepted zones with potential economic significance that are currently undergoing further evaluation.

Pilot Mine Facility

Gran Pilar continues to advance toward early production stage with the groundwork for the construction of a pilot facility equipped with hydrometallurgical processing capabilities. The facility, situated in a wholly-owned and controlled 6.0-hectare development area, is expected to be completed in 2026. In its initial phase, the facility will be capable of processing 50,000 tonnes of bulk samples sourced from several target drill areas across several mineralized zones. Additional environmental, hydrological, and soil mechanics studies are currently in progress and will be completed prior to the start of construction of the pilot facility.

In July 2025, the Company received a two-year environmental permit for drilling and trenching activities and ore exploration in support of the planned mine facility; in August 2025, a ten-year construction permit was secured to develop the pilot mining infrastructure. Furthermore, in December 2025, the Company obtained approval from the local community council to construct and operate the pilot facility, as well as to extract the ore, demonstrating the Company's commitment to responsible mining practices and compliance with Mexican regulations on community involvement.

Exploration Activities Timeline

- **September 2025.** 60% of the total project area had been surveyed using drone magnetic technology.
- **October 2025.** Discovery of a new mineralized zone within the North Alteration Zone. Initial sampling returned values up to 5.6 g/t Au and 106 g/t Ag over two meters. Mobilization of equipment has commenced for the upcoming site preparation for the planned mine infrastructure.
- **November 2025.** Commencement of the first-ever drilling activity at the North block targeting 3.2 km by 1.5 km zone. Three new mineralized zones were identified. Completion of site preparations for drilling activities targeting an initial 2,000 meters within the North Alteration zone. Environmental permit for drilling and trenching at El Picacho project secured.

- **December 2025.** Trenching and site preparation for the mine facility were initiated. Secured local community approval for the mine facility.

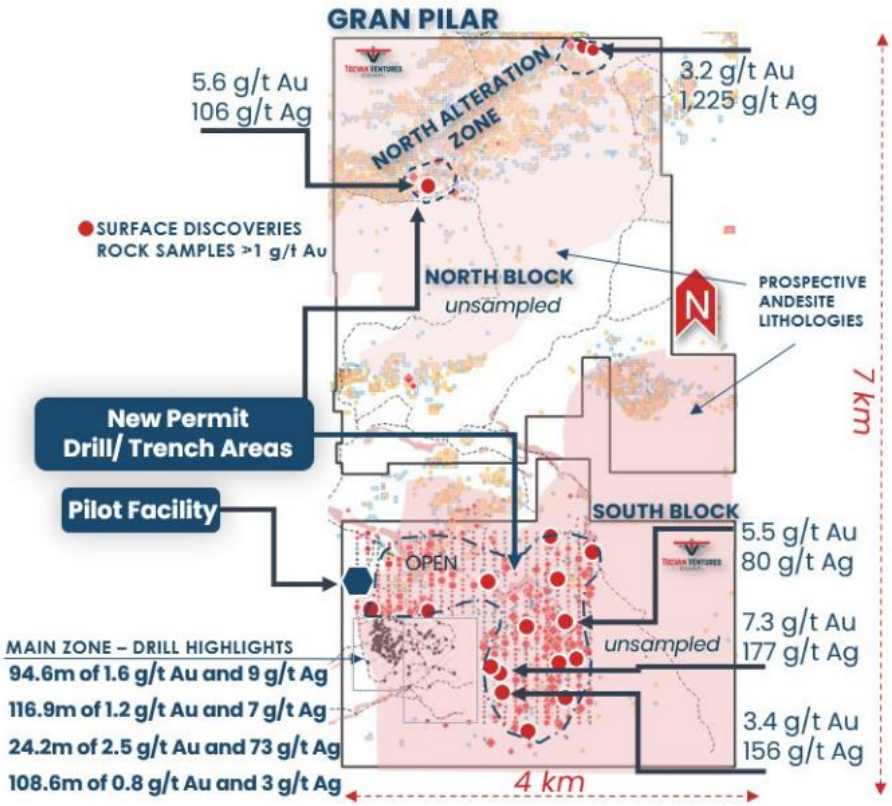
- **January 2026.** The Company received the first analytical results of its maiden drill program on the North Block of Gran Pilar, which indicated a new mineralized system distinct from the South block/Main Zone. Results from the initial five drill holes reported a strong emerging silver rich polymetallic system with high-grade silver zones within the veins. Results included 25 silver-rich composite intervals. Three of five drillholes intersected greater than 1 oz/t Ag, across two targets 1.8 km apart.

  The Company resumed its geophysical survey by drone along the northern extension of the Grand Pilar to cover remaining 40% of the whole controlled area of Gran Pilar. A new drone survey was completed over the south block to map and document new access roads and drill pads. The survey will provide more accurate topographic information for the pilot plant area, with data processing currently underway.

- **February 2026.** Completed 1,499 meters of reverse-circulation ("RC") drilling at Gran Pilar advancing its geological understanding to support its exploration activities; Completed four condemnation holes totalling 186 meters within the perimeter of the proposed pilot mine facility validating its overall ground conditions and confirming its suitability and readiness for civil works and construction; development and installation of two fully equipped water monitoring wells totalling 96 meters, enabling early detection of changes in water quality; completion of six RC holes totalling 1,217 meters at the south block of Gran Pilar extended area. A total of 951 samples were obtained and sent to the laboratory for analysis;

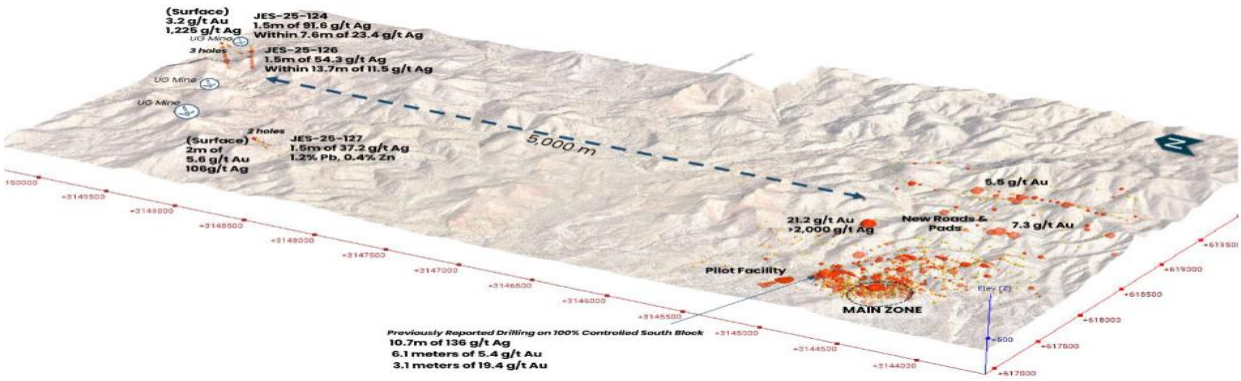
- **March 2026.** Began collaboration with VRIFY Technology Inc. ("VRIFY"), a technology company specializing in artificial intelligence-based advanced prospecting, surface mapping and exploration intelligence solutions. The partnership will support large-scale surface mapping initiatives integrating AI-driven analysis with technical data aimed at identifying exploration targets at Gran Pilar. Completed 914 meters of reverse circulation ("RC") drilling along the eastern portion of the South Block. A total of 657 chip samples were collected and sent to the laboratory for analysis.

Figure 1: Gran Pilar Overview[1]



(1) *22km² of prospective ground with two primary targets: South Block, the direct extension and expansion of the historic Main Zone defined by an expanding vein field of untested drill targets; North Block, a 3.2-km by 1.5-km pyrite and clay alteration zone that coincides with high-grade gold-silver, the area remains largely untested*

Figure 2: 3D View of Gran Pilar Project and debut drilling of the North Block



Gran Pilar Drill highlights

- **2025 Diamond Drilling Highlights included:**
  - 83.5m @ 1.3 g/t Au, including 9.7m @ 10.3 g/t Au
  - 97.4m @ 0.7 g/t Au, including 36.3m @ 1.6 g/t Au
  - 64.9m @ 1.2 g/t Au, including 3.0m @ 21.6 g/t Au and 209 g/t Ag
  - 46.9m @ 0.5 g/t Au, including 2.6m @ 7.2 g/t Au and 80 g/t Ag

Pilar Bulk Sample Summary:

- 62% Recovery of Gold Achieved Over 46-day Leaching Period
- Head Grade Calculated at 1.9 g/t Au and 7 g/t Ag; Extracted Grade Calculated at 1.2 g/t Au and 3 g/t Ag
- Bulk Sample Only Included Coarse Fraction of Material (+3/4" to +1/8")
- Fine Fraction (-1/8") Indicates Rapid Recovery with Agitated Leach
  Agitated Bottle Roll Test Returned Rapid and High Recovery Results: 80% Recovery of Gold and 94% Recovery of Silver after Rapid 24-hour Retention Time

Additional Metallurgical Studies:

- Gravity Recovery with Agitated Leach Results of Five Composite Samples Returned
  - 95 to 99% Recovery of Gold
  - 73 to 97% Recovery of Silver
  - Includes the Recovery of 99% Au and 73% Ag from Drill Core Composite at 120–meter depth.

Priority Target in 2026 for Trenching and Drilling:

1. **South Block Main Zone Expansion**
   a. Follow-up on 2025 Drill Success
      i. 19.4 g/t Au over 3.1 meters within 106.6 meters of 0.6 g/t Au
      ii. 5.4 g/t Au over 6.1 meters within 41.2 meters of 1.0 g/t Au
      iii. 136 g/t Ag over 10.7 meters within 42.7 meters of 41 g/t Ag
2. **South Block**
   a. Placer Corridor (900-meter strike length)
      i. Soil samples up to 21.2 g/t Au and >2,000 g/t
   b. Placer Source Area
      i. Soil samples up to 2.4 g/t Au and 22 g/t Ag
      ii. Rock samples up to 7.3 g/t Au and 389 g/t Ag
3. **North Block**
   a. North Alteration Zone (3.2 km by 1.5 km area)
      i. 2-meter chip sample, 5.6 g/t Au and 106 g/t Ag
      ii. Historic mine working sample, 3.2 g/t Au and 1,225 g/t Ag
   b. Drilling Results
      i. 4.58 m at 35.7 g/t Ag, including 1.5m with 91.6 g/t Ag
      ii. 1.5 m with 54.3 g/t Ag
      iii. 1.5 m with 37.2 g/t Ag, 1.2% Pb and 0.4% Zn

El Picacho Project

Millrock Agreement and Suarez Assignment

On June 7, 2021, the Company signed a letter of commitment (the "Millrock Agreement") to purchase El Picacho Project ("El Picacho Project") from Recursos Millrock S. de R.L. de C.V. ("Millrock"). On signing of the letter of commitment, the Company made an initial payment of $94,196 (US$78,000).

On September 15, 2021, the Company entered into an assignment agreement (the "Suarez Assignment") with Millrock for an initial five-year option to acquire El Picacho Project from the property owners, Suarez Brothers, within the Caborca Orogenic Gold Belt in Sonora, Mexico. El Picacho Project consists of 12 mining concessions totaling 2,395 hectares.

To acquire 100% interest in El Picacho Project, the Company is required to pay Suarez Brothers US$1,985,600 and an additional payment of US$60,000 will be required to gain surface rights to use the Picacho Ranch.

Millrock is to retain a 2% NSR with the option for the Company to purchase back 1% for US$1,000,000. Upon full execution of the Option Agreement and completion of all cash payments, an Annual Advance Minimum Royalty ("AAMR") of US$25,000 will be paid to Millrock, doubling each year until the start of production. AAMR payments will be subtracted from royalty payments on the commencement of production.

During the six months ended February 28, 2026, the Company began negotiations with Suarez Brothers to amend the Suarez Assignment, under which the Company and Suarez Brothers agreed to replace the outstanding option payments, totalling US$1,650,000, with five semi-annual installments of US$275,000, each, starting on March 18, 2026, with the final payment of US$412,500 due on June 15, 2028. The final payment includes an additional fee of US$137,500 for the extension and amendment of the Suarez Assignment, bringing the total amount payable to US$1,787,500. The amended agreement was finalized on March 18, 2026.

A summary of the commitments on El Picacho option agreement and surface rights is as follows:

Due dates	Option payments	Surface rights payments
	US$	US$
June 11, 2021 – Closing	5,000 *(paid by Millrock)*	6,000 *(paid by Millrock)*
December 11, 2021	Nil	6,000 *(paid)*
June 11, 2022	21,400 *(paid)*	6,000 *(paid)*
December 11, 2022	21,400 *(paid)*	6,000 *(paid)*
June 11, 2023	21,400 *(paid)*	6,000 *(paid)*
December 11, 2023	21,400 *(paid)*	6,000 *(paid)*
June 11, 2024 (1)	250,000 *(paid)*	6,000 *(paid)*
December 11, 2024	Nil	6,000 *(paid)*
August 31, 2025 (2)	650,000	6,000*(accrued)*
December 11, 2025	Nil	6,000*(accrued)*
June 11, 2026 (2)	1,000,000	6,000
TOTAL	**1,990,600**	**66,000**

(1) As at February 28, 2026, the Company paid $349,010 (US$250,000) pursuant to its third-year cash commitments in the Suarez Assignment.

(2) On March 18, 2026, the Company paid $385,139 (US$281,000) pursuant to its cash obligations under the amended Suarez Assignment.

El Picacho Project Updates

El Picacho Gold-Silver Project is interpreted as an orogenic gold system within the regional Caborca Orogenic Gold Belt known for producing gold mines that include La Herradura and San Francisco. The project is 140 kilometers north of Hermosillo and totals 2,395.33 hectares. Six primary zones of mineralization have been identified across El Picacho Property totaling over six kilometers of prospective trends. Surface sampling has identified high-grade gold and silver values. Surface geological and structural mapping has been completed by the Company in 2022, adding a new target area which was previously identified.

In November 2025, the Company secured the environmental permit required to conduct further drilling and trenching activities at El Picacho project. In December 2025, the Company initiated an airborne topographic survey using drone technology designed to identify additional mineralized zones for future drilling targets. For 2026, the Company plans to complete a short drill program totalling one to two kilometers to test newly identified mineralized zones and further confirm geological structures within the project.

El Picacho Project Highlights

- Surface sampling, mapping and data compilation defining key target areas;
- San Ramon Prospect – 500-meter trend, highlighted by two underground workings, up to 22 g/t Au
- Murcielago Prospect – 450-meter trend, highlighted by 7.2 g/t Au, 36 g/t Ag and 4.4% Pb in silicified brecciated limestone;
- Jabali Prospect – 500-meter trend, highlighted by average sample grade of 3.2 g/t Au, up to 32 g/t Au;
- Initial drill targeting at San Ramon Prospect was completed in December of 2022, totalling 1,075.1 meters; and
- Drill results are highlighted by hole SRA-22-003, which returned 27.5 meters of 0.5 g/t Au, including 12.2m of 1.1 g/t Au and hole SRA-22-010, which returned 44.2-meters of 0.6 g/t Au, including 12.2m of 2.0 g/t Au.

SELECTED FINANCIAL INFORMATION

	Period ended February 28, 2026	Year ended August 31, 2025
	$	$
Net loss and comprehensive loss	**(1,136,782)**	(803,892)
Basic and diluted loss per share	**(0.02)**	(0.01)
Total assets	**26,026,280**	15,514,492

RESULTS OF OPERATIONS

For the Three Months ended February 28, 2026 and 2025

The net loss and comprehensive loss for the three months ended February 28, 2026 and 2025 were as follows:

Three-month period ended February 28,	2026	2025
	$	$
Advertising and promotion	**150,499**	235,824
Audit and accounting	**580**	1,643
Consulting	**321,535**	312,250
Legal	**13,843**	6,040
Management fees	**24,000**	12,000
Meals and entertainment	**8,052**	–
Office and miscellaneous	**9,841**	112,920
Regulatory fees	**26,534**	15,217
Share-based compensation	**243,417**	500,892
Travel	**52,834**	16,873
Total operating expenses	**(851,135)**	(1,213,659)
Other gain	396,747	272,853
Net loss and comprehensive loss for the period	**(454,388)**	(940,806)

Three-month period ended February 28,	2026	2025
Other gain (loss)	$	$
Foreign exchange gain	**15,139**	78,598
Interest expense	–	(3,523)
Realized gain on financial assets	**470,410**	62,775
Unrealized gain (loss) on financial assets	**(88,802)**	204,738
Unrealized loss on debenture payable	–	(69,735)
Total other gain	**396,747**	272,853

For the three months ended February 28, 2026, the Company reported a net and comprehensive loss of $454,388 (February 28, 2025 – $940,806), representing a 52% decrease, or $486,418, from the comparative period. This improvement was due to a significant reduction in operating expenses, which declined 30% or $362,524 to $851,135 (February 28, 2025 – $1,213,659), as well as a substantially higher other gain of $396,747, an increase of 45% from the three months ended February 28, 2025.

The reduction in operating expenses was primarily attributed to a decrease in share-based compensation, which fell by 51% or $$257,475 to $243,417 (February 28, 2025 – $500,892), reflecting timing differences in vesting periods associated with stock options granted on February 11, 2025, August 20, 2025, and February 19, 2026. The second largest change was associated with decreased office and miscellaneous expenses, which fell by 91% or $103,079 to $9,841. Advertising and promotion expenses also decreased by 36% to $150,499 (February 28, 2025 – $235,824), while audit and accounting fees fell by 65% to $580 (February 28, 2025 – $1,643).

The above decreases in operating expenses were partially offset by increases in management fees, which doubled to $24,000 (February 28, 2025 – $12,000). Travel expenses rose by $35,961 to $52,834 (February 28, 2025 – $16,873). Regulatory fees were up 74% ($11,317) to $26,534 (February 28, 2025 – $15,217). Legal fees were also up $7,803 to $13,843 (February 28, 2025 – $6,040).

In addition to regular operating expenses, the Company reported other gain of $396,747 (February 28, 2025 – $272,853). This gain consisted of realized gain from Sorbie settlements of $470,410 (February 28, 2025 – $62,775), unrealized loss of $88,802 (February 28, 2025 – $204,738 gain) from revaluation of the financial asset on the remaining cash settlements and a foreign exchange gain of $15,139 (February 28, 2025 – $78,598) resulting from currency fluctuations. During the comparative period, the Company recognized $3,523 in interest expense and $69,735 in unrealized loss on debenture payable to Sorbie. The Company did not have similar expenses during the quarter ended February 28, 2026.

For the Six Months ended February 28, 2026 and 2025

Six-month period ended February 28,	2026	2025
	$	$
Advertising and promotion	**487,713**	267,439
Audit and accounting	**2,364**	23,259
Consulting	**474,035**	421,737
Legal	**14,218**	7,540
Management fees	**48,000**	24,000
Meals and entertainment	**8,052**	–
Office and miscellaneous	**19,311**	123,145
Regulatory fees	**43,495**	29,606
Share-based compensation	**303,031**	503,790
Travel	**95,730**	23,845
Total operating expenses	**(1,495,949)**	(1,424,361)
Other gain (loss)	359,167	(17,650)
Net loss and comprehensive loss for the period	**(1,136,782)**	(1,442,011)

Six-month period ended February 28,	2026	2025
Other gain (loss)	$	$
Foreign exchange gain (loss)	**(1,959)**	124,304
Interest expense	–	(7,086)
Realized gain on financial assets	**838,503**	125,735
Unrealized loss on financial assets	**(477,377)**	(94,982)
Unrealized loss on debenture payable	–	(165,621)
Other gain (loss)	**359,167**	(17,650)

For the six months ended February 28, 2026, the Company reported a net and comprehensive loss of $1,136,782 (February 28, 2025 – $1,442,011), representing a 21% decrease, or $305,229 from the prior year. This improvement was attributed to a $376,817 increase in other gain from $17,650 the Company recognized for the six months ended February 28, 2026 $to $359,167 for the current period. The substantial increase in other gains more than offset the modest 2% rise in operating expenses during the six-month period.

Operating expenses for the six months ended February 28, 2026, increased by 2% or $71,588 to $1,495,949 from $1,424,361 in the prior year. The overall change resulted from offsetting increases and decreases across various expense categories. Advertising and promotion increased by 85% or $220,274 to $487,713 (February 28, 2025 – $267,439) while consulting fees increased by 12% to $474,035 (February 28, 2025 – $421,737). Management fees increased by $24,000 to $48,000 (February 28, 2025 – $24,000), regulatory fees increased by 47% to $43,495 (February 28, 2025 – $29,606), legal expenses rose by 89% to $14,218 (February 28, 2025 – $7,540), and travel expenses rose by $71,885 to $95,730 (February 28, 2025 – $23,845).

These increases were partially offset by decreases in audit and accounting fees of 90% to $2,364 (February 28, 2025 – $23,259). Office and miscellaneous expenses decreased by 84% to $19,311 (February 28, 2025 – $123,145) and share-based compensation decreased by 40% to $303,031 (February 28, 2025 – $503,790) reflecting timing differences in vesting periods associated with stock options granted on February 11, 2025, and August 20, 2025 and February 19, 2026.

In addition to regular operating expenses, the Company recorded other gain of $359,167 (February 28, 2025 – $17,650 loss) consisting of realized gain from Sorbie settlements of $838,503 (February 28, 2025 – $125,735), unrealized loss of $477,377 (February 28, 2025 – $94,982) resulting from revaluation of the financial asset on the remaining cash settlements, and a foreign exchange loss of $1,959 (February 28, 2025 – $124,304 gain) resulting from currency fluctuations. During the comparative period, the Company recognized $7,086 in interest expense and $165,621 in unrealized loss on debenture payable to Sorbie. The Company did not have similar expenses during the quarter ended February 28, 2026.

SUMMARY OF QUARTERLY RESULTS

The following sets out a summary of the Company's quarterly results for the eight most recently completed quarters. All periods listed below were prepared in accordance with International Financial Reporting Standards and are expressed in Canadian dollars.

Periods ended	Net comprehensive (income) loss	(Income) loss per share – Basic and diluted
	$	$
February 28, 2026	454,388	0.01
November 30, 2025	682,394	0.01
August 31, 2025	(722,495)	(0.01)
May 31, 2025	84,376	0.00
February 28, 2025	940,806	0.02
November 30, 2024	501,205	0.01
August 31, 2024	(319,363)	(0.01)
May 31, 2024[(1)]	330,508	0.01

(1) These quarterly results have been restated to reflect adjustments required to correct the errors associated with the classification of warrants issued as part of the Sorbie 1 and Sorbie 2 Transactions, which required a retrospective restatement. The detailed discussion has been provided in Note 15 to the annual consolidated financial statements for the year ended August 31, 2024.

Over the last eight quarters, the comprehensive loss ranged from a loss of $940,806 for the quarter ended February 28, 2025, to a gain of $772,495 for the quarter ended August 31, 2025. These fluctuations were primarily

driven by the changes in the fair market value measurement of the remaining financial assets and the convertible debenture associated with Sorbie transactions. During the most recent quarter, certain operating expenses, such as share-based compensation, accounting and audit expenses, legal fees, office expenses and travel-related expenses have experienced substantial fluctuations. Advertising expenses continued to be closely linked to the Company's financing activities, while changes in share-based compensation reflected timing differences in vesting schedules and the granting of new options.

For the quarter ended February 28, 2026, net and comprehensive losses were lower than in the prior quarter. The decline in net and comprehensive losses was primarily due to a significant increase in other gain from realized gain on Sorbie settlements, driven by fluctuations in the Company's share prices against stated benchmarks as well as the absence of realized loss from the settlement of the Sorbie debenture as the debenture matured in prior fiscal year.

LIQUIDITY AND CAPITAL RESOURCES

To date, the Company has not yet realized profitable operations and has relied on equity financings, issuance of convertible notes and trade credit to fund its operations and exploration activities. The Company does not have sufficient funds to transition from the exploration stage into the production stage for the current fiscal year and will be required to raise additional capital through the equity markets.

The Company has incurred losses since inception, and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration, and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. In order for the Company to meet its liabilities as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

	February 28, 2026	August 31, 2025
	$	$
Working capital surplus	**10,112,012**	1,222,716
Deficit	**(10,379,258)**	(9,242,476)

At February 28, 2026, the Company had cash balance of $9,869,858 (August 31, 2025 – $903,693) and a working capital surplus of $10,112,012 (August 31, 2025 – $1,222,716). The significant increase in working capital was due to a substantial increase in current assets, most notably, the increase in cash balances and a significant decline in current liabilities. The increase in cash position was primarily attributed to proceeds received from a bought deal private placement totalling $10,005,000, proceeds received from the exercise of warrants and options and proceeds received from Sorbie settlements during the six-month period. In addition, the absence of debenture-related obligations that were present in the prior year contributed to the decline in current liabilities.

Other current assets also increased during the period. Receivables increased by 31% to $297,366 (August 31, 2025 – $226,768) while prepaid expenses rose by 15% to $403,089 (August 31, 2025 – $350,089). These increases were partially offset by a decrease in due from related parties which fell by 100% to $Nil (August 31, 2025 – $32,712) as well as a decline in the value of financial assets, which dropped by 31% to $1,465,544 (August 31, 2025 – $2,137,517), resulting from a decrease in the number of outstanding cash payments remaining under the Sorbie settlements.

Current liabilities decreased by 21% to $1,923,845 (August 31, 2025 – $2,428,063), primarily due to payments on outstanding vendor payables following the receipt of financing in February 2026.

Cash Flows for the Periods ended February 28, 2026 and 2025

February 28,	2026	2025
	$	$
Net cash used in operating activities	**(1,452,046)**	(1,134,404)
Net cash provided by financing activities	**12,734,937**	1,545,987
Net cash used in investing activities	**(2,312,527)**	(333,740)
Change in cash during the period	**8,970,364**	77,843

Cash Flows Used in Operating Activities

During the six months ended February 28, 2026, the Company used $1,452,046 (February 28, 2025 – $1,134,404) to fund its operating activities. The cash was used to cover the Company's cash operating expenses of $1,188,719 (February 28, 2025 – $934,449), which was determined based on the Company's net loss of $1,136,782 (February 28, 2025 – $1,442,011) adjusted for non-cash items of $51,937 (February 28, 2025 – $507,562). Further cash was used to increase the Company's receivables by $37,339 (February 28, 2025 – $304,942), increase prepaid expenses by $53,000 (February 28, 2025 – $187,056), decrease accounts payable and accrued liabilities by $126,593 (February 28, 2025 – $40,572 increase), and decrease amounts due to related parties by $79,107 (February 28, 2025 – $251,471 increase). These uses of cash were partially offset by a $32,712 decrease in advances due from related parties (February 28, 2025 – $Nil).

Cash Flows Provided by Financing Activities

Net cash provided by financing activities during the six months ended February 28, 2026, was $12,734,937 (February 28, 2025 – $1,545,987). Of this amount, $8,887,704 (February 28, 2025 – $1,074,898) were associated with net proceeds received from a bought deal private placement the Company closed on February 19, 2026, $2,447,054 (February 28, 2025 – $27,758) were received on exercise of warrants and options and $1,400,179 (February 28, 2025 – $443,331) were proceeds received from Sorbie monthly settlements.

Cash Flows Used in Investing Activities

Net cash used in investing activities for the six months ended February 28, 2026, was $2,312,527 (February 28, 2025 – $333,740) and was associated with deferred exploration expenditures, including the drilling program on the Company's Gran Pilar Project and option payments for Gran Pilar and El Picacho Projects.

MANAGEMENT OF CAPITAL

There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favorable. If adequate financing is not available when required, the Company may be unable to continue operating. The Company may seek such additional financing through debt or equity offerings, but there can be no assurance that such financing will be available on terms acceptable to the Company or at all. Any equity offering will result in dilution of the ownership interests of the Company's shareholders and may result in dilution of the value of such interests.

The Company does not have sufficient funds to cover anticipated administrative expenses and planned exploration activities for the next 12-month period. Management will continue to actively pursue funding and financing opportunities to secure adequate resources not only for working capital and exploration costs but also to meet obligations under property option agreements, address existing financial liabilities, and respond to any unforeseen liquidity needs.

SENSITIVITY ANALYSIS ON SORBIE TRANSACTIONS

The following table illustrates the impact of a 10% increase and a 10% decrease in the Company's share price on the fair value of the financial assets from Sorbie transactions as at February 28, 2026:

Sorbie Transactions	Fair Value	10% Share Price Increase	10% Share Price Decrease
	$	$	$
Sorbie 3 Settlements	314,978	350,957	276,756
Sorbie 4 Settlements	1,150,566	1,258,139	1,032,271
Total	**1,465,544**	**1,609,096**	**1,309,027**

RELATED PARTY TRANSACTIONS

Key management personnel include those persons having authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of members of the Company's Board of Directors and corporate officers. The remuneration of directors and key management personnel during the period ended February 28, 2026 and 2025 was as follows:

Related party transactions	February 28, 2026	February 28, 2025
	$	$
Administration expenses	15,219	–
Consulting fees	81,000	6,000
Deferred exploration expenditures	175,202	228,353
Share-based compensation	197,319	213,132
Management fees	48,000	24,000
	516,740	**471,485**

During the six months ended February 28, 2026, the Company incurred $48,000 (February 28, 2025 – $24,000) in management fees and $12,000 (February 28, 2025 – $6,000) in deferred exploration expenditures to a company controlled by the CEO. As at February 28, 2026, $14,145 was due to the CEO (August 31, 2025 – $32,715).

During the six months ended February 28, 2026, the Company incurred $163,202 (February 28, 2025 – $228,353) in deferred exploration expenditures and $15,219 in office administration expenses (February 28, 2025 – $Nil) to a company controlled by a director. As at February 28, 2026, $798,333 (August 31, 2025– $806,775) was owed to the related party.

During the six months ended February 28, 2026, the Company incurred $6,000 (February 28, 2025 – $6,000) in consulting fees to the Company's CFO.

During the six months ended February 28, 2026, the Company incurred $75,000 (February 28, 2025 – $Nil) in consulting fees to the Company's Head of Corporate Development. As at February 28, 2026, $Nil (August 31, 2025 – $3,791) was owed to the related party.

As at February 28, 2026, $3,094 (August 31, 2025 – $Nil) was owed to a director.

All amounts due to related parties are unsecured, non-interest bearing, and have no fixed repayment terms.

CHANGES IN ACCOUNTING POLICIES

The accounting policies set out below and in the Company's condensed interim consolidated financial statements have been applied consistently to all periods presented in the condensed interim consolidated financial statements.

Material Accounting Policies

The Company's condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as financial instruments at fair value through profit or loss, which are stated at their fair value. In addition, the condensed interim consolidated financial statements have been prepared using the accrual basis of accounting except for cash flow information.

All material accounting policies adopted by the Company have been described in the notes to the annual consolidated financial statements for the year ended August 31, 2025.

FINANCIAL INSTRUMENTS

Detailed disclosures on the Company's financial instruments, including classifications, carrying values, and risk exposures (credit, liquidity, market) are presented in Note 11 to the condensed interim consolidated financial statements, in accordance with IFRS 7 and IAS 34.

During the six months ended February 28, 2026, there were no material changes in the Company's risk exposure, hedging activities or risk management objectives. The fair value of financial instruments remained within previously disclosed ranges and no new hedging instruments or derivatives were initiated.

Fair Values

The Company's financial instruments consist of cash, GST, VAT and other receivables, accounts payable, accrued liabilities and amounts due to related parties. The fair values of these financial instruments approximate their carrying values because of their current nature. Financial assets at fair value through profit or loss are revalued at each reporting date based on the three levels of a fair value hierarchy.

The following table summarizes the carrying values of the Company's financial instruments:

Description	February 28, 2026	August 31, 2025
	$	$
Financial assets at amortized cost (i)	10,167,224	1,130,461
Financial assets at fair value through profit or loss (ii)	1,465,544	2,537,856
Financial liabilities at amortized cost (iii)	1,923,845	2,428,063

(i) Cash and amounts receivable
(ii) Fair market value of Monthly Settlements resulting from Sorbie Transactions
(iii) Due to related parties, accounts payable and accrued liabilities

Credit Risk

Credit risk is the risk of loss associated with the counterparty's inability to fulfill its payment obligations. Financial instruments that potentially subject the Company to concentrations of credit risk consist principally of cash, which is held with a high credit quality financial institution and GST receivable from the Government of Canada and amounts due from a related party. As such, the Company's credit risk exposure is minimal.

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 and financial leverage as outlined above. The Company monitors its ability to meet its short-term exploration and administrative expenditures by raising additional funds through share issuances when required. The Company's financial liabilities have contractual maturities of 30 days or are due on demand and are subject to normal trade terms.

Foreign Exchange Risk

Foreign exchange risk is the risk that the fair values of future cash flows of a financial instrument will fluctuate because they are denominated in currencies that differ from the respective functional currency. The Company has financial risk arising from fluctuations in foreign exchange rates as the Company, through its wholly owned subsidiary, owns foreign currency-denominated financial assets and liabilities.

Interest Rate Risk

Interest rate risk is the risk that arises from fluctuating interest rates. The Company is not exposed to significant interest rate risk.

Equity Price risk

The Company is exposed to price risk with respect to commodity prices. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities. The Company closely monitors the commodity prices of precious metals and the stock market to determine the appropriate course of action to be taken by the Company. The Company has exposure to equity price risk since the settlement amounts from Sorbie transactions are affected by the movement of the Company's share price.

OFF-BALANCE SHEET ARRANGEMENTS

The Company did not have any off-balance sheet arrangements as at February 28, 2026.

ADDITIONAL DISCLOSURES FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Please refer to Note 3 in the condensed interim consolidated financial statements for the six months ended February 28, 2026 and 2025 for a description of the capitalized exploration and development costs on the Gran Pilar and El Picacho Projects. For a description of the general and administrative expenses, please refer to the statement of comprehensive loss contained in the condensed interim consolidated financial statements for the six months ended February 28, 2026 and 2025.

SHARES ISSUANCES

During the six months ended February 28, 2026, the Company issued 3,724,333 common shares on exercise of subscribers' warrants for gross proceeds of $2,012,575 and 74,600 common shares on exercise of finders' warrants for gross proceeds of $32,858. The finders' warrants had a recorded value of $13,552, which was recorded as part of reserves.

During the six months ended February 28, 2026, the Company issued 415,000 common shares on exercise of options for gross proceeds of $192,500. The weighted average share price on the date the options were exercised was $0.46 per share.

On October 21, 2025, the Company issued 500,000 common shares valued at $515,000 to SVP in accordance with the option agreement (Note 3).

On February 19, 2026, the Company closed a "bought deal" private placement of $10,005,000 with Stifel Canada ("Stifel") as its sole underwriter. The Company issued 10,005,000 units at a price of $1.00 per unit for a gross proceeds of $10,005,000. Each unit was comprised of one common share and one common share purchase warrant exercisable on or before February 19, 2029, at an exercise price of $1.40 per common share. The Company paid a cash commission of $700,350 and legal fees of $202,215 associated with the private placement. In addition, the Company issued 700,350 compensation warrants valued at $227,782.

OUTSTANDING SHARE DATA

The following table summarizes the outstanding share capital as of the date of the MD&A:

Type	Amount	Conditions
Common Shares	78,735,014	Issued and outstanding
Warrants	1,713,490	Exercisable into 1,713,490 shares at a price of $1.30 per share expiring on June 28, 2026
Warrants	1,713,490	Exercisable into1,713,490 shares at a price of $0.90 per share expiring on June 28, 2026
Warrants	3,200,000	Exercisable into 3,200,000 shares at a price of $1.20 per share expiring on June 28, 2026
Warrants	2,503,514	Exercisable into 2,503,514 shares at a price of $0.50 per share expiring on April 24, 2027
Warrants	905,000	Exercisable into 905,000 shares at a price of $0.50 per share expiring on May 8, 2027
Warrants	4,464,583	Exercisable into 4,464,583 shares at a price of $0.75 per share expiring on Dec.10, 2027
Warrants	1,864,640	Exercisable into 1,864,640 shares at a price of $0.75 per share expiring on Feb.18, 2028
Warrants	10,005,000	Exercisable into 10,005,000 shares at a price of $1.40 per share expiring on Feb.19, 2029
Finders' Warrants	93,150	Exercisable into 93,150 shares at a price of $0.35 per share expiring on April 24, 2027
Finders' Warrants	13,315	Exercisable into 13,315 shares at a price of $0.35 per share expiring on May 8, 2027
Finders' Warrants	13,725	Exercisable into 13,725 shares at a price of $0.48 per share expiring on Dec. 10, 2027
Finders' Warrants	20,700	Exercisable into 20,700 shares at a price of $0.48 per share expiring on Feb. 18, 2028
Finders' Warrants	700,350	Exercisable into 700,350 shares at a price of $1.00 per share expiring on Feb. 19, 2028
Stock Options	1,650,000	Fully vested and exercisable into 1,650,000 shares at multiple prices from $0.50 to $0.72 per share at various expiry dates ranging from Aug. 5, 2027 to Oct. 3, 2028
Stock Options	300,000	Exercisable into 300,000 shares at a price of $0.91 per share expiring August 19, 2030. A total of 150,000 options vested on grant; remaining 150,000 vest on August 20, 2026.
Stock Options	1,455,000	Exercisable into 1,455,000 shares at a price of $0.50 per share expiring on Feb. 11, 2035. A total of 1,205,000 options vested as of the date of this MD&A and 250,000 options vest on February 11, 2027.
Stock Options	500,000	Exercisable into 500,000 shares at a price of $1.18 per share expiring January 14, 2031. A total of 250,000 options vested on grant; remaining 250,000 vest on January 14, 2027.
	109,850,971	**Total common shares outstanding (fully diluted)**

BUSINESS RISKS

Natural resources exploration, development, production and processing involve a number of business risks, some of which are beyond the Company's control. These can be categorized as operational, financial and regulatory risks.

- Operational risks include finding and developing reserves economically, marketing production and services, product deliverability uncertainties, changing governmental law and regulation, hiring and retaining skilled employees and contractors and conducting operations in a cost effective and safe manner. The Company continuously monitors and responds to changes in these factors and adheres to all regulations governing its operations. Insurance may be maintained at levels consistent with prudent industry practices to minimize risks, but the Company is not fully insured against all risks, nor are all such risks insurable.

- Financial risks include commodity prices, interest rates and the Canada/United States/Mexico exchange rates, all of which are beyond the Company's control.

- Inflation and other economic factors beyond the Company's control may cause an increase in costs and expenses, resulting in the Company being unable to complete its objectives with its currently available funds, if at all, which may have an adverse impact on the Company's operations.

- Regulatory risks include the possible delays in getting regulatory approval to the transactions that the Board of Directors believe to be in the best interest of the Company, and include increased fees for filings, the introduction of ever more complex reporting requirements the cost of which the Company must meet in order to acquire and maintain its exchange listing.

- The Company currently does not have adequate cash for planned exploration expenditures and general and administrative expenses in the next fiscal year and will require financing in the future to continue in business. There can be no assurance that such financing will be available or, if available, that it will be on reasonable terms. If financing is obtained by issuing common shares from treasury, control of the Company may change and investors may suffer additional dilution. To the extent financing is not available, lease payments, work commitments, rental payments and option payments, if any, may not be satisfied and could result in a loss of property ownership or earning opportunities for the Company.

- The Company's development and operational plans may also be affected by the unforeseen changing environment in global trade conditions and trade policies like tariffs, trade protectionism and trade restrictions. The Company continues to assess and review the potential impact of these factors to mitigate adverse effects on its development plans arising from economic uncertainties and evolving geopolitical environment.

- Military actions in the Middle East have increased global economic uncertainties, particularly energy prices, supply chain instability and market volatility. Although the Company does not have operations or exposure in the region, prolonged conflict may affect commodity prices, transportation costs, investor sentiment and availability and costs of capital. The war may also affect future operating costs, demand and commodity price volatility. At this time, management is monitoring the situation closely but cannot reasonably estimate the full financial impact of these developments on the Company's operations or financial position.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Management has designed internal controls over financial reporting to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Lack of optimal segregation of duties has been observed due to the relatively small size of the Company, but management believes that these weaknesses have been adequately mitigated through management and director oversight.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the consolidated financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the consolidated financial statements.

FURTHER INFORMATION

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