Introduction

This Management Discussion and Analysis ("MD&A") of Mackay Gold & Silver Corp. ("Mackay" or the "Company") has been prepared by management in accordance with the requirements of National Instrument 51-102 ("NI 51-102") and should be read in conjunction with the audited consolidated financial statements of the Company for the years ended June 30, 2026 and 2025 and the related notes. The Company's consolidated financial statements for the years ended June 30, 2026 and 2025 have been prepared in accordance with IFRS® Accounting Standards ("IFRS"). All dollar amounts are quoted in United States dollars unless otherwise noted. Additional information about the Company, including the Filing Statement dated April 15, 2026, is available on SEDAR+ at www.sedarplus.ca and on the Company's website at mackaycorp.com.

This MD&A contains forward-looking statements that involve numerous risks and uncertainties. The Company continually seeks to minimize its exposure to business risks, but by the nature of its business, exploration activities and size, will always have some risk. These risks are not always quantifiable due to their uncertain nature. Please refer to the cautionary language at the end of this document. Historical results of operations and trends that may be inferred from the following discussions and analysis may not necessarily indicate future results from operations.

This MD&A has been approved by the Board of Directors of the Company and is dated October 29, 2026. It takes into account information available up to that date.

Description of the Business

The Company was incorporated under the *Business Corporations Act* (British Columbia) on March 28, 2018. The Company's head office is located at Suite 405 - 375 Water Street, Vancouver, British Columbia, V6B 5C6. On April 17, 2026, the Company completed its Qualifying Transaction under TSX Venture Exchange (the "Exchange") Policy 2.4 - *Capital Pool Companies* with Toro and changed its name from Drummond Ventures Corp. to Mackay Gold & Silver Corp. The Company's common shares trade on the Exchange as a Tier 2 mining issuer under the symbol "MACK" and on the OTCQB Venture Market under the symbol "MKGSF."

Mackay is a gold and silver exploration company focused on the historic Comstock District, Nevada, approximately 25 miles south of Reno. The Comstock District is recognized as one of the highest-grade epithermal gold-silver systems in the United States. An estimated 8.2 million ounces of gold and 192 million ounces of silver were produced there between 1859 and 1926 from "bonanza" orebodies that averaged approximately 35 g/t gold and 726 g/t silver.

The district was historically fragmented into many small properties held by separate owners, which limited modern, systematic exploration. Through a series of acquisitions and staking, Mackay has consolidated a large contiguous land package that, for the first time in the Comstock's 167-year history, unifies control of almost the entire district under one company. As at the date of this MD&A, the land package covers approximately 4,747 hectares and includes the district's three major vein systems: the Comstock Lode, the Occidental-Brunswick Lode and the Silver City Lode.

The Company is in the exploration stage. It does not mine, produce or sell mineral products and none of its properties contain known mineral reserves or current mineral resources. The Company has no operating revenue. There is no assurance that a commercially viable mineral deposit exists on its properties.

JUNE 30, 2026 – FISCAL YEAR AND RECENT HIGHLIGHTS

Start of Public Trading and US$60M Financing

- Commenced trading April 24, 2026, on the TSX Venture exchange under the symbol MACK following completion of the Company's Qualifying Transaction and name change
- Completed concurrent financing for gross proceeds of $60,279,458, establishing a strong shareholder roster including multiple leading gold funds
- Listed on OTCQB market (symbol MKGSF) on May 22, 2026, enhancing visibility and access for U.S. investors
- Assembled highly accomplished management team, independent Board of Directors, and Advisory Team with deep Nevada experience and proven track records of success
- Created first district-scale exploration platform in the Comstock District, with a strong balance sheet and focused exploration strategy
- Core thesis: consolidation is key to unlocking the modern exploration potential of the iconic and historically highly fragmented 167-year-old Comstock District

Exploration of the Comstock District

- Systematic, district-wide exploration strategy put in place that includes first-time drilling of compelling walk-up drill targets, while concurrently generating new data to inform future exploration targeting
- A 20,000-meter two-rig drill program commenced mid-June, consisting of approximately 15,000 meters of shallow reverse circulation ("RC") drilling at Occidental South and 5,000 meters of deep diamond core drilling at the Sutro Tunnel intersection; both areas test the Occidental-Brunswick Lode, an underexplored three-mile-long (5-km) mineralized structure located east of, and parallel to, the Comstock Lode
- Highlight drill results to date include (subsequent to the year ended June 30, 2026):
    - On September 15, 2026, the Company reported results from its first seven RC holes at Occidental South, including **1.00 g/t gold over 59.4 meters** (26MGS007), **1.15 g/t gold over 47.2 meters** (26MGS005) and **0.97 g/t gold over 48.8 meters** (26MGS001).
    - On October 19, 2026, the Company reported results for eight new holes (RC holes 8 through 15) at Occidental South, including **2.30 g/t gold over 67.1 meters** (26MGS0014), **1.48 g/t gold over 97.5 meters** (26MGS015) and **1.17 g/t gold over 70.1 meters** (26MGS013) with high sub-intervals of **17.93 g/t gold over 4.6 meters, 5.56 g/t gold over 15.2 meters** and **5.22 g/t gold over 7.6 meters**
    - Continuous mineralization has been defined across 550 meters of strike length on nominal 50-meter spaced sections with the zone open to expansion on all sides
    - Occidental South has quickly evolved into a potentially significant new discovery, with early drill results demonstrating the key attributes of grade, width and continuity
    - As of October 19, 2026, approximately 45 drill holes and 9,300 meters had been completed out of a planned initial 20,000-meter, 100-hole drill program with assays pending for 30 holes

Land Consolidation Strategy

- Since inception, consolidation of the historically fragmented Comstock District under single ownership has been a major goal for the Company
- Through numerous strategic land acquisitions and staking the Company effectively achieved its goal of consolidation, allowing for modern, system-scale exploration to be carried out across the historic district for the first time
- Since mid-2025 the Company has grown its original core land package by approximately five-fold to its current size of 47.7 square km
- In addition to land consolidation, the Company also completed a series of transactions to purchase certain NSR royalties on its land package, reducing future third-party royalty obligations
- The three major vein systems defining the Comstock District – the Silver City Lode, Occidental-Brunswick Lode and Comstock Lode – are now consolidated under single ownership for the first time in the district's 167-year history
- Major acquisition announced before June 30, 2026:
    - On June 22, 2026, the Company announced a definitive agreement with Comstock Inc. ("Comstock") for the purchase of 100% of Comstock's mining assets in Storey County and Lyon County Nevada, referred to as the Silver City Lode properties ("SCL Properties") with the acquisition closing on August 19, 2026
    - At the time of acquisition, the SCL Properties expanded the Company's land package by approximately 70%, adding two oxide gold-silver deposits supported by recent S-K 1300 historical estimates and numerous historical past-producing gold-silver mines
    - The SCL Properties also include the permitted American Flat 4,500 tonne-per-day heap-leach and Merrill-Crowe processing facility (on care-and-maintenance), providing future development optionality
    - Consideration for the SCL Properties consists of $20.0 million cash (paid), 2 million shares in Mackay (paid) and an additional $5M cash and $2M in shares payable within 18 months of closing
    - On January 9, 2026, the Company repurchased the 1.5% net smelter returns ("NSR") royalty on the original Comstock Project for $1,100,000
    - Numerous smaller transactions were completed to acquire mining claims located internal and adjacent to the Company's existing land package
- Major acquisition subsequent to year ended June 30, 2026:
    - On September 10, 2026, the Company announced a definitive agreement with Consolidated Virginia Mining Company and Marshall Earth Resources, Inc., privately owned companies controlled by Mr. Hugh Roy Marshall, for the purchase of 100% of a 392 Ha (3.9 sq km) property package
    - The acquisition consolidates the northern section of the Comstock Lode, host to multiple historic mines including the Big Bonanza, the largest and richest "bonanza" orebody mined on the Comstock
    - Following completion of the acquisition (closed October 23, 2026) the Company now controls all the major historical mines within the district, which together produced an estimated 8.2 million ounces of gold and 192 million ounces of silver between 1859 and 1926
    - Consideration for the properties consists of $2.0 million in cash (paid) and $2.0 million in Mackay common shares (paid) and a further $2.3 million in cash payable on the first anniversary of closing

CORPORATE TRANSACTION AND FINANCING DETAILS

Details on Qualifying Transaction

On April 17, 2026, Toro, Drummond Ventures Corp. ("Drummond") and 1230507 B.C. Ltd. ("Subco"), a wholly owned subsidiary of Drummond, completed a three-cornered amalgamation pursuant to an amalgamation agreement dated December 30, 2025, as amended on March 27, 2026 (the "Transaction". Toro amalgamated with Subco under the *Business Corporations Act* (British Columbia), and the amalgamated entity continues as a wholly owned subsidiary of the Company. The Transaction constituted the Company's Qualifying Transaction under Exchange Policy 2.4.

Immediately before completion, Drummond changed its name to Mackay Gold & Silver Corp. and consolidated its common shares on a three-for-one basis. Toro securities were exchanged for Company securities on a one-for-one basis. After completion, former Toro shareholders held approximately 95.95% of the Company's outstanding common shares and former Drummond shareholders held approximately 4.05%. The Transaction was therefore a reverse takeover of Drummond by Toro's shareholders.

On completion of the Transaction, the Company had 85,597,960 common shares outstanding. Following final Exchange acceptance, the shares began trading under the symbol "MACK" on April 24, 2026.

Details on Concurrent Financing

On April 1, 2026, Toro and Drummond completed a non-brokered private placement of 43,056,756 subscription receipts at $1.40 each, for gross proceeds of $60,279,458 (the "Concurrent Financing"). It consisted of 41,253,756 Toro subscription receipts and 1,803,000 Drummond subscription receipts. Each receipt converted into one common share of the Company on completion of the Transaction, Toro receipts by way of the share exchange. The proceeds, less certain deductions, were held in escrow and released on completion. Shares issued on conversion of Drummond subscription receipts were subject to a hold period that expired on August 2, 2026. The Company intended use of proceeds of the Concurrent Financing is to fund mineral exploration expenditures on its Comstock mining property in Nevada, exploration salaries and consulting fees, mineral property holding costs and general working capital.

Stock Options

In connection with the closing of the Transaction, the Company granted 2,700,000 stock options to directors, officers, consultants and employees at an exercise price of $1.40 per share, expiring April 17, 2031. One-third vested on grant, one-third vests on the first anniversary and one-third on the second anniversary. The Company also assumed 2,775,000 Toro stock options and 43,333 Drummond stock options that became exercisable for common shares of the Resulting Issuer.

Board of Directors and Management

Following the Transaction, the Board of Directors of the Company consists of Jeffrey Pontius (Chair), Darwin Green, Ron Ho, Michael Gray and Ronald Largent. Darwin Green was appointed Chief Executive Officer and Aris Morfopoulos was Chief Financial Officer and Corporate Secretary.

Accounting Treatment

The Transaction was accounted for as a reverse take-over in accordance with IFRS 2, Share-based Payment. As Toro is the accounting acquirer, the consolidated financial statements of the Company for periods following the closing of the Transaction will represent a continuation of the financial statements of Toro, with Drummond's identifiable assets acquired and liabilities assumed measured at fair value at the closing date. Any excess of the fair value of the consideration deemed to have been issued by the Company over the fair value of Drummond's identifiable net assets was expensed as a listing expense during the year. The presentation currency of the consolidated financial statements of the Company following the closing of the Transaction is the U.S. dollar, consistent with the functional currency of the Company.

EXPLORATION PROPERTY – COMSTOCK PROJECT

Overview and Geology

The 100%-owned Comstock Project, located in Storey County, Nevada, is a 4,747-hectare (47.5 km^2) property consisting of a contiguous package of patented mining claims, BLM lode claims and fee lands that cover the historic Comstock District.

The Comstock District lies at the northern end of the Walker Lane belt along the Nevada-California border known for epithermal and intrusion-related gold-silver deposits that collectively yielded over 50 million ounces of gold and 700 million ounces of silver.

Mineralization in the district consists of classic epithermal gold-silver deposits. These occur as quartz-rich veins, stockworks, and breccias along major fault zones. Historically, very rich "bonanza" zones were responsible for most of the estimated 8.2 million ounces of gold and 192 million ounces of silver that was produced between 1859 and the mid-1920s, at estimated grades of 35 g/t gold and 726 g/t silver.

The Comstock District is defined by three major vein systems – the Occidental-Brunswick Lode, the Comstock Lode and the Silver City Lode – that cumulatively total over 16 km in strike length. Through a series of acquisitions, the Company has consolidated all three lodes under single ownership for the first time in the district's 167 year history.

Occidental-Brunswick Lode

The Company's initial exploration focus is on the under explored Occidental-Brunswick Lode, a three-mile-long (5-km) mineralized structure located east of, and parallel to, the Comstock Lode. The Occidental-Brunswick Lode shares the same strike, dip, and overall geological setting and character as the neighboring Comstock Lode.

Post-mineral faulting is interpreted to have down-dropped the Occidental-Brunswick relative to the Comstock, potentially placing the richest portions of the lode at depth. Current exploration drilling targets both near-surface oxide mineralization, that is low-grade by historical Comstock standards but high-grade in comparison to modern oxide gold deposits, and the deeper parts of the lode for the kind of very high-grade mineralization for which the Comstock District is best known.

Silver City Lode and SCL Properties

The Silver City Lode is a northwest trending vein system that connects with the southern limits of both the Comstock Lode and the Occidental-Brunswick Lode. The recent acquisition of the SCL Properties, which are contiguous with the southern boundary of the Company's existing lands, added the entire multi-kilometer strike length of the Silver City Lode and its southern projection into Spring Valley. The acquisition also added two oxide gold-silver deposits supported by S-K 1300 historical estimates (generated in 2022), plus a permitted heap-leach and Merrill-Crowe processing facility providing future development optionality.

The Company is developing its exploration plans for the Silver City Lode, which are expected to include confirmation and expansion drilling in advance of updating the historical estimates at the Lucerne and Dayton deposits to bring into compliance with NI 43-101, as well as testing of new targets.

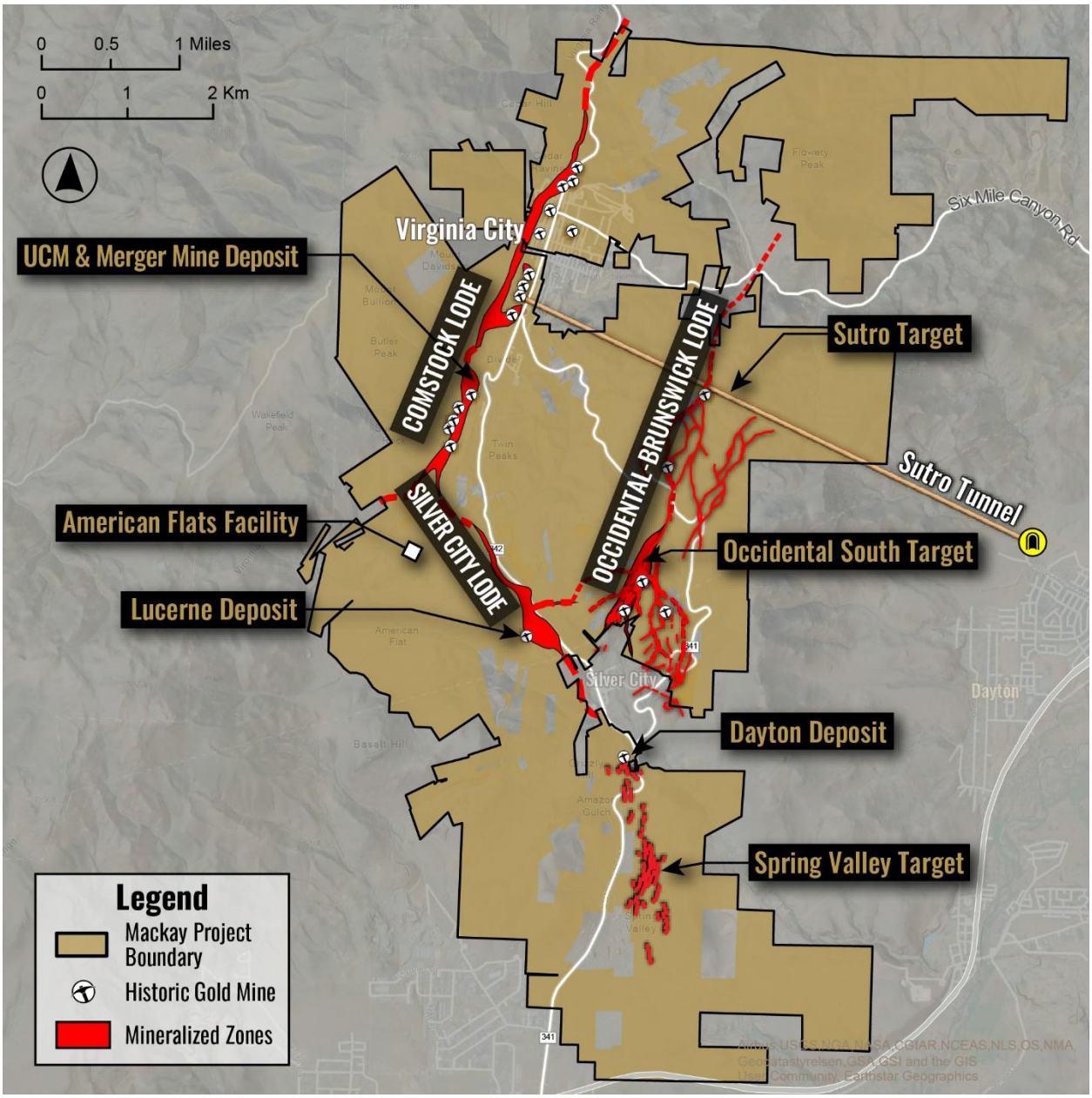
Comstock Lode and Big Bonanza Properties

The Comstock Lode was the site of most of the past production from the Comstock District. The lode is a 6km long, north-northwest trending, moderately southeast dipping mineralized structure in which historical mining was developed on the very high-grade so called "bonanzas" that developed at vein intersections and flexures within the

Comstock Lode. Recently, the Company acquired the Big Bonanza properties that cover the northern section of the Comstock Lode, thereby consolidating the entire length of the Comstock Lode under single ownership. The Big Bonanza properties host multiple historic mines including the Big Bonanza mine – the largest and richest "bonanza" orebody mined on the Comstock. With the completion of the acquisition, the Company now controls all the major historical mines within the district, which together produced an estimated 8.2 million ounces of gold and 192 million ounces of silver between 1859 and 1926

Near term exploration plans for the Comstock Lode include compilation of historical data, structural studies and 3D modelling to generate future drill targets.

Below is a general property map of the Company's Comstock Project.



Operations Outlook

Management's priorities for the remainder of 2026 and into 2027 are:

- completing the Phase 1 program at Occidental South and the Sutro Tunnel target, and reporting results as they are received and verified;
- expanding soil geochemical coverage north of the current Occidental South grid;
- continuing district-wide data compilation, geophysical and hyperspectral surveys, structural studies and 3D modelling to generate targets along the Comstock Lode and elsewhere in the district;
- planning the work needed to potentially bring the Lucerne and Dayton historical estimates into compliance with NI 43-101, including possible confirmation and expansion drilling.

Planned activities depend on drilling results, financing, regulatory approvals and other factors described under "Risks and Uncertainties." See "Cautionary Note Regarding Forward-Looking Information."

SELECTED ANNUAL INFORMATION

	Year Ended June 30, 2026	Year Ended June 30, 2025	Year Ended June 30, 2024
Net comprehensive loss	$ (10,937,568)	$ (5,658,814)	$ (2,353,170)
Basic and diluted loss per share	(0.24)	(0.40)	(1.12)
Total assets	60,034,003	1,169,316	34,227
Total liabilities	155,165	3,782,908	975,805
Total shareholders' equity (deficiency)	$ 59,878,838	$ (2,613,592)	$ (941,578)

RESULTS OF OPERATIONS

Year Ended June 30, 2026

The Company's net loss and comprehensive loss for the year ended June 30, 2026 was $10,937,568 (2025 - $5,658,814). Significant expenses include:

- Exploration and evaluation expenditures of $3,616,222 (2025 - $4,154,149) was incurred on the Comstock Property in Nevada, United States. Of this total amount, $3,044,922 (2025 - $3,475,000) was incurred on acquisition costs, $214,996 (2025 - $179,149) was incurred on shared lease expenses, $100,000 (2025 - $500,000) was incurred on land lease payments, $53,847 (2025 - $Nil) was incurred for geology expenses, $25,055 (2025 - $Nil) was incurred for drilling and $79,336 (2025 - $Nil) was incurred for professional fees.
- General and administrative expenses of $204,615 (2025 - $51,279) mainly consisting of salary and consulting fees paid to related parties, refer to "Transactions with Related Parties" section for additional information. In addition, interest of $Nil (2025 - $15,647) on a promissory note payable to Mexico Minerales y Metales Earth de C.V., a company controlled by a two former directors of the Company, and a loan facility from Mackay Bridge LLC, and other general overhead costs.
- Professional fees of $821,850 (2025 - $177,006) related to legal, accounting services and advisory services.
- Share-based compensation of $2,634,534 (2025 - $Nil) related to 2,840,000 stock options granted exercisable at $0.50 per share for a period of five years, 2,700,000 stock options granted exercisable at $1.40 per share for a period of five years and the closing of a private placement pursuant to terms in an employment agreement with an officer and director of the Company resulting in the difference between the fair market value of the Company's shares on the date of issuance and the subscription proceeds of $675,000 being recognised as share-based compensation.
- During the year ended June 30, 2026, the Company issued 3,046,410 common shares pursuant to shares for debt agreement to settle debt of $1,495,080.
- Listing expenses of $2,414,959 (2025 - $Nil) are comprised primarily of the fair value of the common shares issued to Drummond shareholders ($2,391,666) for the reverse takeover of Drummond.

SELECTED QUARTERLY INFORMATION

The following table summarizes the results of operations for the past eight quarters:

	Quarter ended June 30, 2026	Quarter ended March 31, 2026	Quarter ended December 31, 2025	Quarter ended September 30, 2025
Revenue [(1)]	$ -	$ -	$ -	$ -
Net comprehensive loss	(6,628,288)	(2,827,610)	(447,408)	(1,034,262)
Total assets	60,034,003	28,148,240	2,527,567	2,450,007
Basic and diluted loss per share	(0.09)	(0.08)	(0.01)	(0.04)

	Quarter ended June 30, 2025	Quarter ended March 31, 2025	Quarter ended December 31, 2024	Quarter ended September 30, 2024
Revenue [(1)]	$ -	$ -	$ -	$ -
Net comprehensive loss	(2,045,062)	(179,582)	(2,839,269)	(594,901)
Total assets	1,169,316	88,386	96,287	116,119
Diluted and diluted loss per share	(0.13)	(0.01)	(0.20)	(0.04)

(1) The Company has no sales revenues.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2026, the Company had current assets of $60,034,003 (2025 - $1,169,316), including cash of $59,844,238 (2025 - $1,131,264) and $155,165 (2025 - $3,782,908) in current liabilities.

During the year ended June 30, 2026, the Company used $8,011,087 (2025 - $2,863,403) in cash for operating activities, which includes cash spent on exploration and evaluation expenditures.

During the year ended June 30, 2026, the Company received $30,819 (2025 - $Nil) in cash from investing activities, which was cash received related to the reverse takeover transaction.

Total cash provided by financing activities was $66,711,717 (2025 – $3,992,056) consisting of the Company completing various private placements, and exercise of stock options.

The Company's financial statements have been prepared in accordance with IFRS applicable to a going concern, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. The business of mineral exploration involves a high degree of risk and there is no assurance that current exploration projects will result in future profitable mining operations. The Company has no source of revenue, and has significant cash requirements to meet its administrative overhead, pay its liabilities and maintain its mineral interests. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company's ability to continue as a going concern.

SHARE CAPITAL

As at June 30, 2026, the Company has the following amounts of shares, stock options, warrants and RSU's outstanding:

- 85,717,473 shares issued
- 2,725,000 stock options exercisable at a price of $0.50 per share and 2,658,333 stock options exercisable at a price of $1.40 per share for an aggregate of 5,383,333 stock options
- 350,094 warrants exercisable for 350,094 shares of the Company at a price of $2.00 per warrant
- 2,000,000 RSU's issued

As of the date of this MD&A, the Company has the following amounts of shares, stock options and RSU's outstanding:

- 88,702,048 shares issued
- 2,675,000 stock options exercisable at a price of $0.50 per share, 2,658,333 stock options exercisable at a price of $1.40 per share, and 375,000 stock options exercisable at a price of $2.224 per share, for an aggregate of 5,383,333 stock options
- 350,094 warrants exercisable for 350,094 shares of the Company at a price of $2.00 per warrant
- 2,060,000 RSU's issued

FUTURE CASH REQUIREMENTS

The Company's future capital requirements will depend on many factors, including, among others, its ability to earn cash flow from operations. Should the Company wish to pursue current and future business opportunities, additional funding will be required. If additional funds are raised through the issuance of equity securities, the percentage ownership of current shareholders will be reduced and such equity securities may have rights, preferences, or privileges senior to those of the holders of the Company's common stock. No assurance can be given that additional financing will be available, or that it can be obtained on terms acceptable to the Company and its shareholders. If adequate funds are not available, the Company may not be able to meet its contractual requirements.

TRANSACTIONS WITH RELATED PARTIES

For the year ended June 30, 2026, key management was comprised of the Chief Executive Officer ("CEO"), and Chief Financial Officer ("CFO"), who had authority and responsibility for planning, directing, and controlling the activities of the Company.

During the year ended June 30, 2026, the Company incurred salaries of $321,952 to the CEO of the Company and $89,706 to the CFO of the Company. Salaries incurred to the CEO and CFO were partly paid through the issuance of the 192,857 shares of the Company at a deemed price of $0.50 per share. The Company also incurred director fees of $94,990 to the directors of the Company.

During the year ended June 30, 2026, the Company recognized share-based compensation related to the vesting of stock options and RSUs to certain officers and directors of the Company in the amount of $898,664 (2025 - $Nil) and $258,101 (2025 - $Nil), respectively.

On August 18, 2025, pursuant to the terms an employment agreement the Company completed a private placement with an officer and director of the Company, consisting of the issuance of 1,500,000 shares of the Company at a price of $0.05 per share for subscription proceeds $75,000. The difference between the fair market value of the Company's shares on the date of issuance and the subscription proceeds of $675,000 was recognised as share-based compensation.

Mexamin Repayment

Mexamin is a company controlled by two former directors of the Company. In July 2025, the Company paid $21,718 to Mexamin for an outstanding amount payable.

Ranchero Gold Corp. Loan and Repayment

Ranchero Gold Corp. ("Ranchero) had directors and officers that were also directors and officers of the Company in 2024 and 2025. In 2024, Ranchero provided a loan to the Company totaling CAD$31,050, at an interest rate of 15% p.a. In October 2025, the total amount of the loan plus outstanding interest of CAD$4,589, was settled by the Company by payment in cash.

FINANCIAL INSTRUMENTS

Classification of Financial Instruments

Financial Instrument	Classification
Cash	Amortized cost
Accounts payable and accrued liabilities	Amortized cost
Promissory note payable	Amortized cost
Investment	FVTPL

Financial instruments recognized at fair value in the statements of financial position have been prioritized into three levels as per the fair value hierarchy. Level one includes quoted prices (unadjusted) in active markets for identical assets or liabilities. Level two includes inputs that are observable other than quoted prices included in level one. Level three includes inputs that are not based on observable market data.

The fair value of the Company's cash, amounts receivable, accounts payable and accrued liabilities approximates the carrying amount due to the short-term nature of these instruments.

CRITICAL ACCOUNTING ESTIMATES

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

PROPOSED TRANSACTIONS

The Company is not contemplating any transactions which have not already been disclosed.

CONTINGENCIES

The Company has no contingent liabilities.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

RISKS AND UNCERTAINTIES

Environmental risk

Exploration and development projects are subject to federal, state and local environmental laws and regulations. As such laws are subject to change, the Company monitors proposed and potential changes and management believes the Company remains in compliance with current environmental regulations in the relevant jurisdictions.

Operational risk

Exploration development projects require third party contractors for the execution of certain activities. The availability and cost of third-party contractors is subject to a competitive environment for their use, which is beyond the control of the Company.

Cyber security risk

Cyber security risk is the risk of negative impact on the operations and financial affairs of the Company due to cyber-attacks, destruction or corruption of data, and breaches of its electronic systems. Management believes that it has taken reasonable and adequate steps to mitigate the risk of potential damage to the Company from such risks. The Company also relies on third-party service providers for the storage and processing of various data. A cyber security incident against the Company or its contractors and service providers could result in the loss of business sensitive, confidential or personal information as well as violation of privacy and security laws, litigation and regulatory enforcement and costs. The Company has not experienced any material losses relating to cyber-attacks or other information security breaches, however there can be no assurance that it will not incur such losses in the future.

Uninsured Risks

The Company may carry insurance to protect against certain risks in such amounts as it considers adequate. Risks not insured against include key person insurance as the Company heavily relies on the Company's officers.

Negative Operating Cash Flows

As the Company is at an early start-up stage it may continue to have negative operating cash flows. Without the injection of further capital and the development of revenue streams from its business, the Company may continue to have negative operating cash flows until it can be sufficiently developed to commercialize.

Risks Related as a Going Concern

The ability of the Company to continue as a going concern is uncertain and dependent upon its ability to achieve profitable operations, obtain additional capital and receive continued support from its shareholders. Management of the Company will have to raise capital through private placements or debt financing and proposes to continue to do so through future private placements and offerings. The outcome of these matters cannot be predicted at this time. However, management believes that the Company has sufficient resources on hand to fund its planned operations for the next 12 months and meet its obligations as they fall due.

Reliance on Key Personnel and Advisors

The Company relies heavily on its officers. The loss of their services may have a material adverse effect on the business of the Company. There can be no assurance that one or all of the employees of, and contractors engaged by, the Company will continue in the employ of, or in a consulting capacity to, the Company or that they will not set up competing businesses or accept positions with competitors. There is no guarantee that certain employees of, and contractors to, the Company who have access to confidential information will not disclose the confidential information.

Operating History and Expected Losses

The Company expects to make significant investments in the near future on its acquired assets. As a result, start-up operating losses are expected and such losses may be greater than anticipated, which could have a significant effect on the long-term viability of the Company.

Growth of Management

In executing the Company's business plan for the future, there will be significant pressure on management, operations and technical resources. The Company anticipates that its operating and personnel costs will increase in the future. In order to manage its growth, the Company will have to increase the number of its technical and operational employees and efficiently manage its employees, while at the same time efficiently maintaining a large number of relationships with third parties.

Industry Risks

Exploring and developing mineral resource projects bears a high potential for all manner of risks. Additionally, few exploration projects successfully achieve development due to factors that cannot be predicted or foreseen. Moreover, even one such factor may result in the economic viability of a project being detrimentally impacted such that it is not feasible or practical to proceed. The Company monitors its risk-based activities and periodically employs experienced consulting, engineering, insurance and legal advisors to assist in its risk management reviews.

Although the Company has taken steps to verify the title to mineral properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties, these procedures do not guarantee the company's title. Property title may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

Metal Price Risk

The principal activity of the Company is the exploration and development of precious metal resource properties. The feasible development of such properties is highly dependent upon the price of gold and silver. A sustained and substantial decline in precious metal and base metal commodity prices could result in the write-down, termination of exploration and development work or loss of its interests in identified resource properties. Although such prices cannot be forecasted with certainty, the Company carefully monitors factors which could affect precious metal and base metal commodity prices in order to assess the feasibility of its resource projects.

Political Risk

The resource properties on which the Company is actively pursuing its exploration and development activities are located in Nevada, United States. While the political climate in United States is considered by the Company to be stable, there can be no assurances that this will continue indefinitely. The Company does not presently maintain political risk insurance for its exploration projects.

Regulatory Risks

The Company is subject to a number of technological challenges and requirements, and can be subject to the regulations and standards imposed by applicable regulatory agencies. There can be no assurance that the Company will be able to comply with all regulations concerning its businesses.

Price Volatility

In recent years, securities markets have experienced extremes in price and volume volatility. The market price of securities of many early-stage companies, among others, have experienced fluctuations in price which may not necessarily be related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any market for the Company's securities will be subject to market-to-market trends generally and the value of the Company's securities may be affected by such volatility.

Economic Conditions

Unfavorable economic conditions may negatively impact the Company's financial viability as a result of increased financing costs and limited access to capital markets.

Dependence on Management

The Company is very dependent upon the personal efforts and commitment of its existing management. To the extent that management's services would be unavailable for any reason, disruption to the operations of the Company could result, and other persons would be required to manage and operate the Company.

Conflicts of interest

The Company's directors and officers may serve as directors and officers or may be associated with other reporting companies or have significant shareholdings in other public companies. To the extent that such other companies may participate in business or asset acquisitions, dispositions or ventures in which the Company may participate, the directors and officers of the Company may have a conflict of interest in negotiating and concluding terms respecting the transaction. If a conflict of interest arises, the Company will follow the provisions of the BCBCA in dealing with conflicts of interest. These provisions state that where a director/officer has such a conflict, the director must arrange a meeting of the board to disclose his interest and must refrain from voting on the matter unless otherwise permitted by the BCBCA. In accordance with the laws of the Province of British Columbia, the directors and officers of the Company are required to act honestly, in good faith and in the best interests of the Company.

FINANCIAL AND DISCLOSURE CONTROLS AND PROCEDURES

During the year ended June 30, 2026, there has been no significant change in the Company's internal controls over financial reporting.

The management of the Company is responsible for establishing and maintaining appropriate information systems, procedures and controls to ensure that information used internally and disclosed externally is complete, reliable and timely. Management is also responsible for establishing adequate internal controls over financial reporting to provide sufficient knowledge to support the representations made in this MD&A and the Company's financial statements for the year ended June 30, 2026.

QUALIFIED PERSON

The scientific and technical information in this MD&A has been reviewed and approved by Darwin Green, P.Geo., Chief Executive Officer and a director of the Company, who is a Qualified Person under National Instrument 43-101 - Standards of Disclosure for Mineral Projects ("NI 43-101"). Mr. Green is not independent of the Company. Mr. Green has not verified the historical data in this MD&A, including historical production figures and historical estimates, because that data is historical in nature and the original data is not readily available to the Company.

Cautionary Note Regarding Forward-Looking Information

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities laws. Forward-looking information is often identified by words such as "plan," "expect," "intend," "anticipate," "estimate," "may," "will" or similar expressions. Forward-looking information in this MD&A includes, but is not limited to, statements about:

- the scope, timing and results of the Phase 1 drill program at Occidental South and the Sutro Tunnel target;
- the potential to expand mineralization at Occidental South;
- plans to evaluate the Lucerne and Dayton historical estimates and potentially bring them into compliance with NI 43-101;

- the timing and form of deferred and contingent payments under the Company's acquisition agreements;
- the intended use of proceeds from the Concurrent Financing;
- the sufficiency of the Company's working capital to fund planned activities;
- the Company's ability to raise additional capital; and
- future exploration plans and district-wide targeting.

This information is based on management's assumptions, opinions and estimates as of the date of this MD&A. It is subject to known and unknown risks that could cause actual results to differ materially, including those described under "Risks and Uncertainties." Readers should not place undue reliance on forward-looking information. The Company does not undertake to update it except as required by law.