



Cabral Gold

Cabral Gold Inc.

(An Exploration Stage Company)

Management Discussion and Analysis

For the three months ended March 31, 2025

Dated: May 29, 2025

Cabral Gold Inc.

Management discussion and analysis
Three months ended March 31, 2025

Management Discussion and Analysis

The following Management Discussion and Analysis (“**MD&A**”) of Cabral Gold Inc. (“**Cabral**” or the “**Company**”) has been prepared as at May 29, 2025. It is intended to be read in conjunction with the consolidated financial statements of the Company as at and for the three months ended March 31, 2025.

All of the financial information presented in this MD&A has been prepared in accordance with International Financial Reporting Standards (“**IFRS**”) unless otherwise noted.

All monetary amounts are expressed in Canadian dollars (“\$”) unless otherwise noted.

Brian Arkell, B.S. Geology and M.S. Economic Geology, SME (Registered Member), AusIMM (Fellow) and SEG (Fellow), Cabral Gold’s Vice President, Exploration and Technical Services, and a Qualified Person under NI 43-101 (“**NI 43-101**”) approved the technical information presented in this MD&A.

Assay results quoted herein have been determined by fire assay at SGS Laboratories, Belo Horizonte.

Cautionary Statement on Forward-Looking Information

This MD&A document contains ‘forward-looking information’ and ‘forward-looking statements’ (together, the “**forward-looking statements**”) within the meaning of applicable securities laws. Such forward-looking statements concern the Company’s anticipated operations in future periods, planned exploration and development of its properties, and plans related to its business and other matters that may occur in the future. These forward-looking statements are made as of May 29, 2025.

Users of forward-looking statements are cautioned that actual results may vary from the forward-looking statements contained herein. Forward-looking statements involve known and unknown risks, uncertainties and other factors which may cause the actual results, performance or achievements of the Company, or industry results, to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. Forward-looking statements should not be read as guarantees of future performance or results, and will not necessarily be accurate indications of whether or not such results will be achieved. A number of factors could cause actual results to differ materially from the results discussed in the forward-looking statements, including, but not limited to:

- Risks related to uncertainty associated with the Company’s ability to obtain funding in the future
- Risks related to the Company’s inability to meet its financial obligations under agreements to which it is a party (see ‘Liquidity and going concern’)
- Risks related to governmental regulations, including without limitation, environmental laws and regulations
- Risks related to delays in obtaining governmental or regulatory approvals, licenses or permits
- Risks related to the Company’s mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title
- Risks related to the exploration and development of natural resource properties
- Risks related to the uncertainty of mineral resource calculations and the inclusion of inferred mineral resources in economic estimations
- Risks related to fluctuations in future metal prices (particularly gold prices)
- Risks related to market events and conditions

- Risks related to competition from larger companies with greater financial and technical resources, and

Material risks to the Company which have been identified are provided in the Company's Annual Information Form for the year ended December 31, 2024. The Company has endeavoured to outline material risks; however, the list is not exhaustive.

Although the forward-looking statements contained in this document are based upon what management of the Company believes are reasonable assumptions, the Company cannot assure investors that actual results will be consistent with these forward-looking statements. These forward-looking statements are made as of the date of this document, and the Company assumes no obligation to update or revise them to reflect new events or circumstances except as may be required under applicable securities laws. There can be no assurance that forward-looking statements, or the material factors or assumptions used to develop such forward-looking statements, will prove to be accurate. Accordingly, readers should not place undue reliance on forward-looking statements.

Overview

The Company is a mineral exploration and development company with interests in gold projects in the state of Pará in northern Brazil. Cabral's primary project is Cuiú Cuiú.

The Company's subsidiary Cabral Gold B.C. Inc. ("CGBC") holds its interest in Cuiú Cuiú through Magellan Minerais Prospecção Geológica Ltda. ("Magellan Brazil").

Highlights

The three months ended March 31, 2025 and the subsequent period ended to the date of this MD&A were highlighted by the following activities and initiatives:

Summary Highlights

On January 7, 2025, the Company published a press release providing an overview of progress in 2024 and outlining plans for 2025 at Cuiú Cuiú Gold District Brazil. This MD&A provides a continuing update to the progress of the Company.

On February 13, 2025, the Company published an update to progress at Cuiú Cuiú. This includes drilling updates detailed below, announcement of the update to the prefeasibility study published in October 2024 and announcement of the appointment of John Sestan as VP Project Development to oversee and manage the gold-in-oxide heap-leach starter operation at Cuiú Cuiú and to build potential development options aligned with increasing the global resource base. John is an Engineer, and has an MBA and various other financial qualifications, including Company Director Qualifications from the Australian Institute of Company Directors.

On May 15, 2025, the Company announced the appointment of Luiz Celaro as Construction Manager for the Cuiú Cuiú heap leach starter project. Luiz Celaro is a mining engineer with an MBA in Environmental Management, and has experience and expertise in project leadership, construction, and operations in the mining and metals sector. Mr. Celaro has extensive experience of building and operating heap leach gold projects in tropical environments.

Exploration and Development

- The Company continued work on an updated “Gold-in-Oxide” Project prefeasibility study (PFS). Work during the first quarter 2025 focused on drilling to increase Indicated Resources at Machichie, resource model updates at Machichie and Central, metallurgical testing at Machichie, and mine planning. The objective is to potentially increase the total Indicated Resources for the project, especially at the higher grade Machichie target. At the Central target, where much of the 2024 drilling had not been included in the 2024 PFS work due to timing, modeling was completed as well adding Indicated Resources and lowering the strip ratio.
- The Company operated two reverse circulation drills during the quarter, mainly at the Machichie target as well as exploration at Jerimum Cima.
- Results at Machichie have added to the Indicated Resource and will allow the target to be incorporated into the production plan in the upcoming PFS update. Machichie press releases are provided on SEDAR+ and the Company’s website (www.cabralgold.com).
See press releases dated March 13, 2025, March 26, 2025, April 3, 2025, May 13, 2025.
- Results at Jerimum Cima proved out a successful first pass at the exploration target including several high grade hits in oxidized saprolite. (Press release dated May 21, 2025).

Environmental, Social and Permitting

- Ongoing corporate social responsibility activities continue within the community of Cuiú Cuiú and surrounding areas. Logistical support was provided in the construction of a new school at Cuiú Cuiú which was completed in Q2 2024 and officially inaugurated in Q4 2024 (see ‘Cuiú Cuiú - Corporate social responsibility’). A new information technology centre was installed at the Cuiú Cuiú school and inaugurated in April 2025.
- An Agreement has been finalised with the local Itaituba government and the operating license (LO) has been issued for the upgrades to the Cuiú Cuiú community access road which was municipalized in September 2023. The access road is the key logistical route for the residents of the region and a fundamental foundation of the local economy. A Lidar survey was conducted in Q1 2024 and engineering study was completed by Ausenco in Q3 2024 to support the necessary road upgrades. The roadworks on behalf of the local Itaituba government began in Q2 2025 and are ongoing.
- Discussions are also underway to build a formal police base within the same complex as the health clinic, new school and community water supply.
- A second water bore was drilled by Cabral to attend the increasing demands of the community in Q3 2024 and plans are in place to provide a second water tower and improve the water distribution system for the community in Q1-Q2 2025.
- Work continues, together with the support of the local government, on including the Cuiú Cuiú Community in the federal Light For All Program to provide lower cost energy for the residents of Cuiú Cuiú.

Financing

In the three months ended March 31, 2025, the Company received proceeds of \$3,793,100 on the exercise of 18,946,250 warrants.

On April 8, 2025, the Company filed a short form base shelf prospectus as available on SEDAR+ (www.sedarplus.ca).

On May 6th, 2025, the Company closed a best-efforts public offering of units (the "Offering"). Pursuant to the Offering, the Company issued 39,291,146 units (the “Units”) at a price of \$0.38 per Unit for gross proceeds of \$14,930,635, which included 5,079,146 Units issued pursuant to the exercise of the Agent’s over-allotment option. Paradigm Capital Inc. acted as sole agent in the Offering (the “Agent”).

Each Unit is comprised of one common share in the capital of the Company and one-half of one common share purchase warrant of the Company (each whole warrant, a "Warrant"). Each Warrant entitles the holder to acquire one common share in the capital of the Company at a price of \$0.56 until May 6, 2027.

The Company expects to use the net proceeds of the Offering for exploration and development of its Cuiú Cuiú project, as well as for working capital and general corporate purposes.

In connection with the Offering, the Company paid the Agent a cash commission of \$895,838, being 6.0% of the gross proceeds of the Offering, and issued the Agents 2,357,468 compensation warrants ("Compensation Warrants"), being 6.0% of the number of Units issued in the Offering. Each Compensation Warrant entitles the Agent to acquire one common share of the Company at C\$0.38 until May 6, 2027.

The Offering is detailed in the press releases dated April 23, 2025, April 25, 2025 and May 6, 2025.

Corporate outlook

Management's focus into 2025 will be on the following:

- Updated modeling and resource estimation works for the Gold-in-Oxide material at Central, MG and Machichie.
- Completion of an updated PFS for the Gold-in Oxide Project based on revised capital and operating costs and an updated reserve estimate for the near surface Gold-in-Oxide material.
- Reviewing potential financing options for construction of the Gold-in-Oxide Project and securing project financing.
- Initiation of an aggressive exploration drilling aimed at growing the global resource base within the Cuiú Cuiú district, particularly at the existing MG and Central deposits, RC and diamond drill programs are also planned at Machichie Main, Machichie NE, PDM, and Jeriumum Cima, aimed at defining maiden resources within the primary material.

Cuiú Cuiú

The Company's primary gold project is Cuiú Cuiú.

Background: surface-access agreement, garimpeiro condominium

On February 19, 2006, Magellan Brazil entered into a surface-access agreement with a garimpeiro condominium, the holders of the traditional surface rights over the Cuiú Cuiú property. The 2006 agreement has since been amended and extended several times the most recent of which was on March 29, 2017. Annually, the Company works with the condominium to negotiate annual payments.

In the period ended March 31, 2025, the Company paid an annual rate of R\$6,300 (2024 – R\$6,000) to the majority stakeholders and R\$3,150 (2024 – R\$3,000) to the minority stakeholders in respect of the year ended March 2026.

As at March 31, 2025, Magellan Brazil owned seven majority interests and three minority interest in the Cuiú Cuiú condominium. An additional majority interest over the Machichie area was purchased in April 2025.

NSR royalties

Versamet NSR

Versamet Royalties Corporation (“Versamet”), a private company, has a 1.5% NSR royalty. The Company is required to pay an advance royalty of US\$250,000 on the date that it obtains a feasibility study that recommends placing all or part of the Cuiú Cuiú project into production and a further advance royalty payment of US\$250,000 on each one year anniversary of this date thereafter until the property enters commercial production. The Company is not currently advancing a feasibility study.

Versamet’s interest is secured by a pledge over production and mineral rights and as primary security holder over certain fixed assets. Versamet has a right of first refusal on any future royalty or gold stream financing for the Cuiú Cuiú project.

Osisko NSR

In July 2023, the Company entered into a royalty agreement with Osisko Gold Royalties Ltd. (“**Osisko**”) whereby Osisko purchased a 1% net smelter return (“**NSR**”) royalty on the Cuiú Cuiú gold project for total cash consideration of US\$5,000,000 (received in 2023).

The Osisko NSR royalty applies to the area containing the existing resources at Cuiú Cuiú as well as the surrounding land package.

Cabral is required to pay Osisko US\$250,000 on the date of completion of a feasibility study and each subsequent anniversary of said completion by way of an advance payment until the commencement of commercial production. These advance payments will be credited against future royalty payments due under the royalty agreement. The Company is not currently advancing a feasibility study.

Osisko’s interests are secured by pledges over production and mineral rights, both secondary to the same security held by Versamet. Osisko’s security also includes a first ranked registered pledge over the shares and quotas, respectively, of both CGBC and Magellan Brazil. Also, there are in place promises to pledge certain material fixed assets of Magellan Brazil in favor of both Versamet, as primary security holder, and Osisko, as secondary security holder.

Osisko retains certain additional rights regarding future royalty and stream financings.

Net proceeds on the sale of the NSR of \$6,268,005 comprise gross proceeds of \$6,613,000 (US\$ 5,000,000) and direct transaction costs totalling \$344,995.

Q1 2025 activity

Operations – Loss control, safety and environment

In Q1 2025 the Company had one lost time accident associated with drilling and one property damage accident. For the period from January 1, 2025 to May 25, 2025, the Company has a total reportable incident frequency rate of 21 (measured as lost time incidents over total manhours) with 53,760 manhours worked.

The Company has not had any environmental incidents year to date.

Operations - Exploration

The Company operated two reverse circulation (RC) drill rigs during most Q1 2025 and into Q2 2025. Drilling was primarily aimed at resource development at the Machichie and Moreira Gomez (MG) targets, as well as exploration at Jerimum Cima and the Central Southeast target extension. In addition, Cabral completed condemnation in the area around the proposed plant site for Oxide Project.

For the Q1 2025 period, Cabral completed a total of 4,627 metres of RC drilling at the following targets:

Target	Metres Drilled Q1 2025
Machichie, Machichie NE	2,823
Moreira Gomez	891
Jerimum Cima	767
Condemnation (Proposed Plant Site)	146
Total Q1 2025	4,627

Machichie

Resource development work focused on the Machichie target during Q1 2025 primarily drilling infill holes to upgrade Inferred Resources to Indicated Resources. Known mineralization at Machichie follows a nearly one kilometre trend with wide drill spacing. The Company focused on upgrading two areas in the central part of the deposit as well as third area, Machichie Northeast.

Results were generally as expected and included several highlights:

- 12m @ 27.7 g/t gold from 42m depth in RC520
- 2m @ 52.3 g/t gold from 41m depth in RC499A
- 18m @ 0.87 g/t gold from surface in RC530
- 10m @ 2.2 g/t gold from surface and 3m @ 15.9 g/t gold from 16m depth in RC515

Based on the drilling the geologic model of Machichie was updated in April and a new resource block model created. The model is in the final stages of validation and will be incorporated in the upcoming PFS update.

Cabral excavated three trenches, and one small test pit the oxide zone at Machichie to collect saprolite and blanket materials for metallurgical testing. Samples were shipped to Kappes, Casidy, and Associates (KCA) in Reno, Nevada. Metallurgical test work is ongoing including column tests, bottle rolls, agglomeration, and compacted permeability to define heap leach operational and recovery parameters. Results are expected to be completed in Q2 2025.

Moreira Gomez (MG)

Drilling conducted at MG during the first quarter was aimed at defining the east edge of mineralization which remained open at the time. This area was closed to the proposed plant site and eight RC holes were drilled which effectively closed off mineralization on the east. MG remains open on the western side as well as potentially on north side.

Jerimum Cima (JC)

At Jerimum Cima the Company completed geologic mapping of the surface and two trenches along with eight RC holes in Q1 2025. Drilling continued into the second quarter and Cabral completed a total of 1,093 metres as of 18 May 2025.

Trench CT0055 returned results of 66m @ 0.29 g/t Au along surface above the section of RC561.

Drilling returned several successful results including:

- 49m @ 2.0 g/t gold from 7m depth including 1m @ 8.1 g/t gold and 1m @ 57.0 g/t gold in saprolite in RC561
- 7m @ 0.62 g/t gold from 24m depth and 11m @ 0.76 g/t gold from 36m depth in RC537
- 6m @ 0.94 g/t gold from 73m depth in saprolite in RC555
- 3m @ 1.74 g/t gold from 46m depth in saprolite in RC 557.

Cabral is analyzing results and planning the next steps for exploration at JC.

Plant Site Condemnation Drilling

Several RC holes were drilled in the area of the proposed plant site and drilling has continued into second quarter. Results thus far show the area is barren of mineralization as expected.

Complete reported results of exploration programs are available on www.cabralgold.com and www.sedarplus.ca.

Permitting process

On December 23, 2020, the EIA-RIMA (environmental background study) was submitted as part of the mining applications for 850.615/2004 and 850.047/2005 within the legally-required timeframe. Analysis of the EIA-RIMA began in early 2025 upon registration of the results of the studies relating to dewatering, filter press and dry stacking of tails and providing an updated EIA-RIMA environmental report.

As the Cuiú Cuiú project lies with the APA Tapajos Reserve a request for consent from the Federal Chico Mendes Environmental agency (ICMBio) for both the published Preliminary (LP) and Installation (LI) Licenses associated with the Trial Mining License and the EIA-RIMA was made in late Q3 2023 and a notification received in Q1 2024. With much of the notification requiring information generated from the recent PFS and engineering studies of Ausenco the response to the notification was completed and registered with the ICMBio in late Q4 2024. The Consent approval for environmental licensing (ALA) was received on April 17, 2025. The ALA covers both the currently licensed Trial Mining (GU's) and future EIA-RIMA full mining environmental licenses to be issued in the future.

An updated EIA-RIMA reflecting changes in the project, inclusion of the heap leach starter operation and replacement of tailings dams with dry-stacking facilities, was submitted to the state environmental agency SEMAS/PA in January 2025 and is currently under analysis with a successful onsite visit of SEMAS/PA conducted in early May 2025. Public audiences are being planned for Q3 2025.

An application for six trial-mining licenses (*'Guias de Utilizacao'*) covering an area of approximately 250 hectares has been submitted for the Central, PDM, MG and Machichie areas of which two were granted by the ANM on February 3, 2021 (one for each tenement 850.615/2004 and 850.047/2005, on the MG and Machichie target areas).

Teams from the Para State Environmental Authority (*'SEMA'*) conducted a preliminary field visit in August 2021 and completed their field audit in early November 2021, both as part of the trial-mining licence process. The environmental licensing for these trial-mining licenses, with submission of a formal Environmental Management Report (*'Relatório de controle ambiental'* or RCA) / Environmental Management Plan (*'Plano de controle ambiental'* or PCA) report to the state SEMAS/PA in December 2020 and the Preliminary Licence (LP) and Installation Licence (LI) were approved and published on June 14, 2022.

An application for reconsideration of the trial-mining licences to increase total volume was submitted on April 15, 2022 and a positive technical analysis was approved on April 18, 2022. The request was voted on by the Directors of the ANM on May 25, 2022 and the increase in volume was approved and formally published on June 8, 2022. This increase expands the capacity of the two trial-mining licenses to up to 200,000 tonnes-per-year on the western 850.615/2004 tenement (which includes PDM, Central and the western portions of the Machichie and MG targets) and a further 100,000 tonnes-per-year capacity on the eastern tenement, 850.047/2005 (which includes the eastern portions of the Machichie and MG targets).

A request to apply the Covid Extensions to the current trial-mining licenses, as provided by applicable laws, will be made with a potential increase of nine months. Advance requests for a second three-year period were made prior to the Pre-Covid expiry dates as a precaution. This included a request to increase the eastern 850.047/2005 block from 100,000 tonnes per year to 300,000 tonnes per year. The request for an increase in the mining volume on the 850.047/2005 tenement, from the current 100,000t/year to 300,000t/year, was submitted on the 16th of November 2023 along with a request to renew the Trial Mining License for another 3 years. A request for renewal of the 850.615/2005 Trial Mining License for another 3 years was also submitted at this time. Both requests received a positive technical approval by the ANM regarding the increase in volume on the 850.047/2005 tenement submitted on the 13th of November 2024. Both requests received a positive vote by the ANM Directors in Brasilia on the 26th of May 2025 with formal publication expected in the near term.

Corporate social responsibility

Corporate social responsibility activities within the surrounding community of Cuiú Cuiú continued in 2024 to date including the following:

- Ongoing contributions to the community's school. Lobbying of the local Itaituba government to build a new school at Cuiú Cuiú was successful. The school is now complete and was officially inaugurated in Q3 2024. Cabral provided logistical support, energy and lodgings during the construction phase. Ongoing work programs included a newly inaugurated Information Technology hub with reading rooms and audiovisual sala. Playgrounds and greenhouses are also under construction with plans to provide lodging for the teachers in the near future.
- Contribution to the construction of water tanks to better utilize the water bore previously supplied by the Company, along with drilling of an additional water bore in Q2 2024 and planned construction of a second water tank for water distribution in Q1 2025. High quality water distribution facilities are planned to be installed in Q2 2025 to attend to the entire Cuiú Cuiú community.
- The provision of basic sanitation services in the village of Cuiú Cuiú through the contribution of fuel and salaries to maintain a garbage collection service three times a week, the provision of educational programs and various other initiatives.
- Sharing of the Company's medical-centre facilities and related staff with the community with extensive assistance provided to the community in terms of both personnel and medical resources in connection with the COVID-19 pandemic.
- Ongoing provision of office space for the local police post and logistical support to the police. The construction of a permanent police station and lodgings are planned for Q3 2025 in partnership with the local Itaituba government and the Condominio/cooperative of Cuiú Cuiú.
- Request for inclusion of the Cuiú Cuiú community in the Light-For-All (*Luz Para Todos*) federal program of providing energy to regional/remote communities was made in April 2023. A further request for an upgrade to the proposed grid to attend to the future needs of the community and the Cuiú Cuiú project was also made. The request is still under consideration although considerable delays have been experienced in the execution of the project. With a new public source of power due to arrive in Novo Progresso and Moraes Almeida by late 2026 a new request will be made for the Cuiú Cuiú community's inclusion in the program in Q2 2025.
- Results from a LIDAR survey conducted by Cabral on the Cuiú Cuiú access road have been received, and an engineering study is now complete. An agreement with the local Itaituba Municipal Government

was completed in Q1 2025 and licensing of the upgrades to the public community access road was received in December 2024. Preliminary roadworks and repairs are currently underway while the Company is awaiting confirmation from the federal ICMBio to commence full-scale roadworks in Q2/Q3 2025. This change in status of the access road will have an enormous positive impact on the Cuiú Cuiú community.

Poconé properties

The Company was a party to two sets of agreements with third parties pursuant to which mineral properties in the Poconé region of the state of Mato Grosso were to be identified, explored and developed. The first agreement was entered into between Magellan Minerals and ECI Exploration & Mining Inc. (“**ECI**”) on October 17, 2011 effective December 2009 pursuant to which ECI and Magellan Minerals would share equally in the rights and responsibilities associated with the identification, exploration and development of mineral properties (the “**ECI Venture**”). The second set of agreements was between Magellan Minerals, ECI and Brasil Central Engenharia Ltda. (“**Brasil Central**”) pursuant to which Magellan Minerals, ECI, and Brasil Central would seek to identify, explore and develop mineral properties through a newly incorporated entity, Poconé Gold Mineração Ltda. (“**PGM**”). Magellan Brazil held a 35% interest in PGM until September 26, 2018.

Magellan Minerals’ rights and responsibilities associated with both the ECI Venture and PGM were transferred to CGBC pursuant to an agreement dated April 15, 2016 between CGBC, Magellan Minerals and ECI.

While the Poconé properties have never had a carrying value in the books of the Company, Magellan Brazil’s share of various liabilities relating to the ECI Venture and PGM were recognised.

Virtually no exploration activity was undertaken on any of the Poconé properties since 2012, however, claim maintenance charges continued to be incurred and certain of these charges were restructured. In addition, the Company historically incurred various other charges and realised proceeds on the liquidation of certain assets relating to both the ECI Venture and PGM.

In August 2015, ECI received notification that a former optionor of one of the property interests acquired by ECI on behalf of the ECI Venture had filed a claim against ECI and PGM in connection with an option agreement that had been entered into with the ECI Venture in December 2009. No claim has been filed against the Company, however, the Company is responsible for 50% of costs of ECI pursuant to the ECI Venture agreement. The plaintiff is claiming an amount of US\$ 780,000 plus damages.

On September 26, 2018, an agreement was entered into pursuant to which the shares of PGM held by both Magellan Brazil and the Brazilian subsidiary of ECI were transferred to Brasil Central in exchange for Brasil Central taking over the debts of PGM and making nominal cash payments.

The disposal of PGM does not reduce the Company’s exposure relating to the aforementioned legal claim against ECI and PGM. Furthermore, as part of the sale of PGM, Magellan Brazil and the Brazilian subsidiary of ECI provided an indemnification to PGM relating to any losses resulting from the legal claim.

Recent decisions of the applicable courts have gone against the defendants in this case. On June 6, 2022, the defendants filed an appeal (*‘Recurso Especial’*) addressed to the Superior Court of Justice (“**STJ**”) in Brasilia, whose decision has been pending since October 27, 2022.

As at the date of this MD&A, the significant uncertainty present regarding the outcome of the appeal at the STJ and related issues regarding the case are such that at this time, management is unable to estimate the

likelihood of a loss ultimately being realised by the Company or the quantum and timing of any such loss should it occur.

No provision has been made in the accounts for any amount associated with the claim.

Proposed transactions

As at March 31, 2025 and the date of this MD&A, there were no material proposed asset or business acquisitions or dispositions being contemplated.

Summary of quarterly results

Summary of Financial Information

A summary of results in respect of the eight quarters ended March 31, 2025 is as follows. This summary information has been derived from the audited consolidated financial statements and condensed interim consolidated financial statements (unaudited) of the Company.

The following table summarizes the quarterly results for each of the three-month periods ended:

In Canadian dollars	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024
Total assets	\$ 8,184,613	\$ 6,082,064	\$ 5,957,112	\$ 7,413,813
Long-term liabilities	-	-	-	-
Working capital (deficiency)	2,662,713	1,600,853	951,486	2,538,190
Net income (loss)	(2,932,434)	(1,599,002)	(2,243,043)	(1,870,838)
Basic and diluted income (loss) per share	(0.01)	(0.01)	(0.01)	(0.01)

In Canadian dollars	March 31, 2024	December 31, 2023	September 30, 2023	June 30, 2023
Total assets	\$ 7,219,824	\$ 8,634,326	\$ 11,272,029	\$ 7,169,179
Long-term liabilities	-	-	-	-
Working capital (deficiency)	2,016,631	3,543,041	4,999,697	(553,167)
Net income (loss)	(1,563,127)	(2,050,738)	5,410,202	(1,201,500)
Basic and diluted income (loss) per share	(0.01)	(0.01)	0.03	(0.01)

The Company, over the periods presented, has been working to advance its main project - Cuiú Cuiú. Advancement of the project, exploration and investment varies from quarter to quarter with financial capacity and related to the nature of work being undertaken. While exploration and development spend has historically been driven by the number of drill rigs operating as owned and operated by the Company, the level of spend in Q4 2023 and Q1 - Q3 2024 has been driven more so by third party consulting fees incurred in connection with the PFS. The PFS was substantively completed in Q3 2024. In Q4 2024 and Q1 2025, the Company has been undertaking drilling programs.

In the three months ended September 30, 2023, the Company realized net proceeds on the sale of NSR related to the net smelter return (“NSR”) royalty transaction with Osisko Gold Royalties Ltd. (“Osisko”)

pursuant to which Osisko agreed to purchase a 1% NSR royalty on the Cuiú Cuiú gold project for total cash consideration of US\$ 5 million. The transaction closed in July 2023. This resulted in an income for that period, which is an anomaly for the Company.

Results of Operations

Results for the three months ended March 31, 2025 and 2024

- Exploration and evaluation expenditures of \$2,034,151 (2024 - \$1,190,708) include the expenditures on the Company's PFS study, including drilling and all site expenditures in Brazil. The details of the operational activities and investment are included in the business activity discussion above.

Three months ended March 31, 2025	Cuiú Cuiú		Other		Site costs and logistics		Total
Payroll	\$	347,039	\$	-	\$	17,894	\$ 364,933
Field costs		577,438		-		50,059	627,497
Consulting, third parties		303,533		-		-	303,533
Drilling		430,660		-		-	430,660
Freight and travel		157,280		-		17,490	174,770
Assay		88,179		-		-	88,179
Community relations		44,579		-		-	44,579
	\$	1,948,708	\$	-	\$	85,443	\$ 2,034,151

Three months ended March 31, 2024	Cuiú Cuiú		Other		Site costs and logistics		Total
Payroll	\$	212,950	\$	-	\$	11,646	\$ 224,596
Field costs		276,321		2,626		-	278,947
Consulting, third parties		293,650		-		-	293,650
Freight and travel		128,095		-		9,466	137,561
Drilling		180,884		-		-	180,884
Assay		48,090		-		-	48,090
Office and logistics		-		-		26,980	26,980
	\$	1,139,990	\$	2,626	\$	48,092	\$ 1,190,708

The Company resumed drilling in 2024 and has incurred increased expenditure with respect to consulting for work on the PFS study, published in the fourth quarter of 2024. In the three months ended March 31, 2025, the Company continued to drill on the Cuiú Cuiú gold project.

- Management and consulting of \$163,660 (2024 - \$111,878) includes compensation to the Company's officers. Spend increased due to the appointment of a new VP of Exploration, VP Development and some additional spend in the current period with respect to the departing CFO. Compensation review increased rates to certain senior staff.
- Marketing and shareholder communications of \$177,984 (2024 - \$41,892) increased with the Company making efforts to provide additional information to shareholders regarding the Company's activities.
- Professional fees of \$72,516 (2024- \$31,917) increased as the Company incurred costs in the preparation and submission of its base shelf prospectus.
- Transfer agent and filing fees of \$39,038 (2024 - \$12,256) increased with the submission of the Company's base shelf prospectus.
- Travel costs of \$31,597 (2024 - \$9,060) as the Company's team attended more industry events and conducted additional site visits compared to the prior year.

- Share-based payments of \$389,719 (2024 - \$126,319) reflect non-cash expense for the vesting of stock options and restricted share units.

Liquidity and going concern

As at March 31, 2025, the Company had a cash balance of \$3,525,779, and a net working capital balance of \$2,662,713 (December 31, 2024 - cash balance of \$1,773,203 and net working capital of \$1,600,853). In the three months ended March 31, 2025, the Company received proceeds of \$3,793,100 pursuant to the exercise of warrants. Subsequent to March 31, 2025, the Company completed a brokered financing for gross proceeds of \$14,930,635.

Going concern

The nature of the Company's operations results in significant expenditures for the acquisition and exploration of mineral properties. To date, the Company has not generated any revenue from mining or other operations.

The Company's ability to continue as a going concern is dependent upon its ability to obtain additional funding to finance its exploration programs and to cover administrative and overhead expenses. The Company hopes to raise additional funding through the sale of equity or other instruments. Any financing solution could be highly dilutive to shareholders. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, the Company's track record and the experience and calibre of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities.

There is no assurance that the Company will be successful in its initiatives to obtain additional funding. Management believes it will be able to raise additional financing as required but recognizes there are considerable risks involved that may be beyond its control, particularly in the short term. These material uncertainties cast doubt on the Company's ability to continue as a going concern.

The recoverability of the carrying value of mineral properties and deferred expenditures is dependent upon a number of factors including the existence of recoverable reserves, the ability of the Company to obtain financing to maintain properties in good standing and continue exploration and development activities and the discovery of economically recoverable reserves.

The Company's financial statements do not reflect the adjustments to the carrying values of assets and liabilities and the reported expenses and balance sheet classifications that would be necessary were the going concern assumption deemed to be inappropriate. These adjustments could be material.

In the event the Company is unable to arrange appropriate financing, the carrying value of its assets and liabilities could be subject to material adjustment, and the Company could be unable to meet its current and future obligations in the normal course of business.

Use of Proceeds

December 2024 non-brokered private placement

In December 2024, the Company closed a non-brokered private placement financing consisting of a total of 8,750,165 units at a price of \$0.24 per unit for gross proceeds of \$2,100,040. Each unit is comprised of one common share of the Company and one half of one common share purchase warrant of the Company. Each whole warrant entitles the holder to acquire one common share at an exercise price of \$0.36 per share for two years following closing of the offering. The Company paid cash finder's fees of \$29,460.

May 2025 brokered private placement

The following table set out a comparison of how the Company used the proceeds following the closing dates to March 31, 2025, an explanation of the variances and the impact of the variance on the ability of the Company to achieve its business objectives and milestones.

Financing	Estimated Use of Proceeds as Disclosed in News Release	Actual Use of Proceeds
December 2024	\$2,070,580 in net proceeds (after finders' fees) allocated to drilling and development activities relating to the starter gold-in-oxide project at Cuiú Cuiú, and for general working capital purposes.	The Company has expended these funds through its ongoing drilling program at Cuiú Cuiú, and to begin the remediation of road access to allow for more efficient movement of materials and service providers. The funds were expended as indicated.
May 2025	\$14,034,797 in net proceeds (after agent's cash commission) allocated to exploration and development of the Cuiú Cuiú project, and for general working capital and general corporate purposes.	This financing was completed subsequent to the period covered by this MD&A. No deviations from stated use indicated.

Operating activities

Cash used in operating activities in the three months ended March 31, 2025 amounted to \$1,869,378 (2024 - \$1,278,958) included a net loss for the period of \$2,932,434 (2024 - \$1,563,127). The variation between the periods is materially impacted by the rate of investment at the Cuiú Cuiú project as discussed above.

Investing activities

Cash used in investing activities in the three months ended March 31, 2025, amounted to \$139,236 (2024 - \$290,764) and related primarily to additions to mineral properties comprising capitalised acquisition and claim maintenance costs.

Additions relate to claim maintenance expenditures comprising payments to both the Brazilian authorities (Q1 and Q3 of each year) and members of the Cuiú Cuiú garimpeiro condominium (Q1 and Q2 of each year) as well as various surface access payments and acquisition expenditures relating to other parts of the

Cuiú Cuiú district (including both majority and minority interests in the Cuiú Cuiú garimpeiro condominium).

Financing activities

Cash provided by financing activities in the three months ended March 31, 2025 amounted to net proceeds of \$3,786,010. The Company received proceeds of \$3,793,100 (2024 - \$nil) from the exercise of warrants.

Dividends

The Company has neither declared nor paid any dividends on its common shares to date. The Company does not anticipate paying any dividends on its common shares in the foreseeable future.

Contractual commitments

The Company had no significant medium- or long-term contractual commitments in place as at March 31, 2025, beyond its stated liabilities, agreements entered into with various third party consultants in connection with its exploration and development activities and the following:

- The Company has retained Capital Markets Advisory to provide strategic marketing, investor relations and capital markets communications services for \$10,000 per month.
- The Company is committed to sharing in net costs and commitments associated with its Poconé venture including its share of any losses relating to current litigation against PGM and a venture partner.

Contingent liabilities

Various legal, tax and regulatory matters are outstanding from time to time due to the nature of the Company's operations and the Company is therefore subject to litigation in the countries in which it operates. As at March 31, 2025, there was one legal case outstanding which had not been settled. The Company is not a defendant in the litigation, however, it does have a potential exposure pursuant to the terms of a historic joint venture agreement and a related indemnification provided to a third party in connection with the sale of its 35% interest in a company in 2018. Management is monitoring the progress of this case in the Brazilian courts and is continuing to support the defendants in their vigorous defence against this claim. Recent decisions of the applicable courts have gone against the defendants which increases the risk that the Company may ultimately incur a loss. As at March 31, 2025, however, the significant uncertainty present regarding the outcome of the case and related issues are such that at this time, management is unable to estimate the likelihood of a loss ultimately being realised by the Company or the quantum and timing of any such loss should it occur. No provision was made in the financial statements for any amount associated with the claim.

Capital resources

The Company had no capital expenditure commitments as at either March 31, 2025.

Transactions with related parties

A summary of management and director remuneration and related expenses is as follows:

For the periods ended March 31,	2025	2024
Management:		
Employment remuneration		
Alan Carter, CEO and President	\$ 62,500	\$ 37,500
Paul Hansed, former CFO	-	7,250
Consulting fees		
Samantha Shorter, CFO		
Red Fern Consulting Ltd.	36,000	-
Paul Hansed, former CFO		
Hornby Capital Corp.	-	25,200
P. Mark Smith, former director		
Geofin Consulting	-	35,312
Brian Arkell, VP Exploration	54,126	-
John Sestan, VP Development		
Salamander Business Services Pty Ltd.	68,513	-
Payroll related costs (employer taxes, health benefits)		
Alan Carter	5,102	3,055
Paul Hansed	-	3,560
Brian Arkell	5,932	-
Share-based payments, stock options	148,320	27,412
Share-based payments, RSUs	<u>876</u>	<u>12,597</u>
	381,369	151,886
Non-executive directors:		
Share-based payments, stock options	100,000	25,699
Share-based payments, RSUs	<u>6,504</u>	<u>12,323</u>
	106,504	38,022
	<u>\$ 487,873</u>	<u>\$ 189,908</u>

Transactions with related parties have occurred in the normal course of operations and have been measured at the exchange amount, which is the amount agreed to by the related parties. The amounts owing to officers are non-interest bearing, unsecured and have no set terms of repayment.

Outstanding share data

The Company has authorized capital of an unlimited number of common shares with no par value.

As at March 31, 2025, the Company had 233,554,920 common shares outstanding. The Company has 273,907,316 common shares outstanding as of the date of this MD&A.

The Company had the following share purchase warrants, stock options and RSUs outstanding as at the date of MD&A:

Share purchase warrants	Expiry date	Exercise price	Number of warrants
Warrants (April 2024 private placement)	April 18, 2026	\$ 0.24	5,441,875
Warrants (April 2024 private placement)	April 22, 2026	0.24	628,750
Warrants (April 2024 private placement)	April 26, 2026	0.24	500,000
Warrants (December 2024 private placement)	December 2, 2026	0.36	3,176,585
Warrants (December 2024 private placement)	December 20, 2026	0.36	1,198,501
Warrants (May 2025 private placement)	May 6, 2027	0.56	19,645,570
Warrants (May 2025 private placement)	May 6, 2027	<u>0.38</u>	<u>2,357,468</u>
		\$ 0.46	32,948,749

Stock options (by expiry date)	Exercise price	Number of Options
July 21, 2025	\$ 0.27	1,940,000
November 12, 2025	0.60	300,000
August 30, 2026	0.51	2,700,000
October 20, 2028	0.12	4,170,000
July 9, 2029	0.28	750,000
January 6, 2030	<u>0.22</u>	<u>5,725,000</u>
	\$ 0.26	15,585,000

Vesting date	Number of RSUs
October 20, 2026	875,000

Risk Factors

The securities of the Company should be considered a highly speculative investment and investors should carefully consider all of the information disclosed in the accompanying consolidated financial statements, in this MD&A and the Company's Annual Information Form ("AIF") for the year ended December 31, 2024 and the Company's profile on the SEDAR+ website at www.sedarplus.ca prior to making an investment in our securities. In addition to this other information, the following risk factors should be given special consideration when evaluating an investment in any of our securities.

The Company's material risk factors are provided in the accompanying AIF.