

**North Arrow Minerals Inc.**  
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## **MANAGEMENT DISCUSSION AND ANALYSIS**

**October 31, 2025**

**Form 51-102 F1**  
**Management Discussion and Analysis**  
**("MD&A")**  
**North Arrow Minerals Inc.**  
**Containing Information up to and including December 18, 2025**

**Description of Business**

North Arrow Minerals Inc. ("North Arrow", "NAR" or the "Company") is a Canadian mineral exploration company. North Arrow is currently focused on the evaluation of the Kraaipan Gold Project in Botswana. The Company also maintains interests in several diamond properties including the Naujaat (Nunavut), Pikoo (Saskatchewan) and Loki (Northwest Territories) projects. The common shares of the Company trade on the TSX Venture Exchange ("TSXV") under the symbol NAR.

The following discussion and analysis of the Company's financial condition and results of operations for the three and six months ended October 31, 2025, should be read in conjunction with the financial statements of the Company for the three and six months ended October 31, 2025, and the year ended April 30, 2025, together with the notes thereto. The MD&A supplements but does not form part of the financial statements of the Company. The Company's financial statements have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

Unless otherwise noted, all currency amounts are stated in Canadian dollars.

**Forward Looking Statements**

This document may contain "forward-looking statements" within the meaning of Canadian securities legislation and the United States Private Securities Litigation Reform Act of 1995. These forward-looking statements are made as of the date of this document and the Company does not intend, and does not assume any obligation, to update these forward-looking statements, except as required by law.

Forward-looking statements relate to future events or future performance and reflect management's expectations or beliefs regarding future events and include, but are not limited to, statements with respect to sources of and anticipated financing requirements, the estimation of mineral reserves and resources, the realization of mineral reserve estimates, the timing and amount of estimated future production, costs of production, capital expenditures, success of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims and limitations on insurance coverage.

These forward-looking statements include, among others, statements with respect to the Company's objectives for the ensuing year, our medium and long-term goals, and strategies to achieve those objectives and goals, as well as statements with respect to our beliefs, plans, objectives, expectations, anticipations, estimates and intentions. The words "may," "could," "should," "would," "suspect," "outlook," "believe," "plan," "anticipate," "estimate," "expect," "intend," and words and expressions of similar import are intended to identify forward-looking statements. In particular, statements regarding the Company's future operations, future exploration and development activities or other development plans and estimated future financing requirements contain forward-looking statements.

All forward-looking statements and information are based on the Company's current beliefs as well as assumptions made by and information currently available to the Company concerning anticipated financial performance, business prospects, strategies, regulatory developments, development plans, exploration, development and mining activities and commitments. Although management considers these assumptions to be reasonable based on information currently available to it, they may prove to be incorrect.

By their very nature, forward-looking statements involve inherent risks and uncertainties, both general and specific, and risks exist that predictions, forecasts, projections and other forward-looking statements will not be achieved. We caution readers not to place undue reliance on these statements as a number of important factors could cause the actual results to differ materially from the beliefs, plans, objectives, expectations, anticipations, estimates and intentions expressed in such forward-looking statements.

These factors include, but are not limited to, developments in world financial and commodity markets, risks relating to fluctuations in the Canadian dollar and other currencies relative to the US dollar, changes in exploration plans due to exploration results and changing budget priorities of the Company or its joint venture partners, changes in project parameters as plans continue to be refined; possible variations in ore reserves, grade or recovery rates; accidents, labour disputes and other risks of the mining industry; delays in obtaining governmental approvals or financing, the effects of competition in the markets in which the Company operates, the impact of changes in the laws and regulations regulating mining exploration and development, judicial or regulatory judgments and legal proceedings, operational and infrastructure risks, and the Company's anticipation of and success in managing the foregoing risks. The Company cautions that the foregoing list of factors that may affect future results is not exhaustive. When relying on our forward-looking statements to make decisions with respect to the Company, investors and others should carefully consider the foregoing factors and other uncertainties and potential events. The Company does not undertake to update any forward-looking statement, whether written or oral, that may be made from time to time by the Company or on our behalf, except as required by law.

### **Highlights for the six months ended October 31, 2025, and subsequent events up to December 18, 2025**

#### **Kraaipan Gold Project, Botswana**

- On May 21, 2025 the Company announced the start of a three month reverse circulation (RC) drill sampling program on the project. The drilling was intended to collect base of Kalahari and upper bedrock geochemical samples over targets located throughout a 45 km extent of the Kraaipan Gold Belt ("KGB"). Targets were selected on the basis of earlier remote mapper airborne magnetic surveys, geological mapping and sampling. The program was planned as a series of three, 21-day drilling rotations.
- On September 25, 2025, the Company announced the completion of a comprehensive 175-hole RC drilling campaign on the property, marking completion of the initial US\$1 million regional reconnaissance program. The 175 RC holes were completed across 16 target areas and consisted of 4,975m of drilling. Results were reported for 109 of the holes, with anomalous gold values returned from five separate areas, including target AE, where a vertical 13m hole returned an average grade of 0.4 g/t Au, including a 4m section returning 0.9 g/t Au.
- On November 4, 2025, the Company announced results for the remaining 66 RC holes of the 2025 program, including the discovery at Target A of 1.56 g/t over 30m in bedrock from surface including 4.26 g/t Au over 4m from 10m downhole (KR25-157), and 1.05 g/t Au over 9m from 14m downhole (KR25-156)

#### **Corporate**

- On November 27, 2025, the Company announced the appointment of Ms. Kaeli Gattens as Vice-President, Communications effective December 1, 2025.

A summary of the exploration activities for the Company follows, as well as a description of other corporate activities. These summaries include some discussion of management's future exploration plans. The reader is cautioned that actual results, performance or achievements may be materially different from those implied or expressed in these statements. The Company's exploration programs are subject to change from time to time, based on the analysis of results and changing corporate priorities, exploration targets and funding consideration.

An overview of the exploration activities for the Company follows. For additional details the reader is referred to the Company's continuous disclosure documents available on SEDAR+ ([www.sedarplus.ca](http://www.sedarplus.ca)).

**EXPLORATION AND EVALUATION ASSETS**

<b><u>Gold Properties</u></b>	<b>April 30, 2025</b>	<b>Expenditures</b>	<b>Expense</b>	<b>Oct. 31, 2025</b>
- Kraaipan, Botswana	\$ 805,878	\$ 1,184,506	\$ -	\$ 1,990,384
<b><u>Diamond Properties</u></b>				
- Pikoo, SK	5,729,750	2,131		5,731,881
- Loki, NWT	1,259,950	214		1,260,164
- Naujaat, NU	8,735,912	14,366		8,750,278
<b>TOTAL</b>	<b>\$ 16,531,490</b>	<b>\$ 1,201,217</b>	<b>\$ -</b>	<b>\$ 17,732,707</b>

Unless otherwise stated below, the Company's Canadian exploration activities are conducted under the supervision of Kenneth Armstrong, P.Geo. (NWT, NU, ON), Chairman of the Company.

**Gold Projects****Kraaipan Gold Project, Botswana**

In September 2024 the Company entered into an option agreement with Rockman Resources Limited ("Rockman") under which the Company can earn a 60% interest in the Kraaipan Gold Project ("Kraaipan Project") in Botswana. The Kraaipan Project comprises a large land package covering 724 km<sup>2</sup> of mostly underexplored, Archean greenstone terrain, referred to as the Kraaipan Greenstone Belt ("KGB"). The KGB straddles the Botswana – South Africa border and is prospective for the discovery of both gold and base metal deposits, however, in Botswana, it has undergone limited historical exploration owing to a generally thin (<40m) cover of Kalahari sand that hinders the collection of traditional exploration data using geological mapping, prospecting and geochemical sampling. The South African portion of the KGB is better exposed and explored and is host to numerous mineral occurrences including Harmony Gold's multi-million-ounce Kalgold mine, in operation since the late 1990's and located approximately 40km south of the Kraaipan Project.

The Company and Rockman have initiated efforts to systematically explore beneath Kalahari sand cover for orogenic gold mineralization associated with banded iron formation (BIF) units of the KGB. This approach is using a technology driven, regional approach to exploration that includes prospectivity analysis using existing and newly generated data sets, as well as proprietary Remote Mapper UAV (Unmanned Aerial Vehicle) magnetic surveying and portable reverse-circulation (RC) drilling to collect basal Kalahari overburden and bedrock geochemical samples to rapidly identify geochemical pathfinders and alteration haloes associated with potential gold mineralization, in support of developing priority, hard rock drilling targets.

During and subsequent to the six months ended October 31, 2025, the Company, the Company completed a 175 hole (4,974m) RC drilling program on the property, testing 16 target areas over a 45 km strike extent of the KGB within the property. The drilling consisted of short shallow, vertical and angled holes intended to collect base of Kalahari and upper bedrock geochemical samples over targets selected on the basis of earlier remote mapper airborne magnetic surveys, geological mapping and sampling. The program consisted of a series of three, approximate 21-day drilling rotations the last of which was completed during the three months ended October 31, 2025. A total of 175 holes were completed over the program, testing 16 targets located over a 45 km strike extent of the property.

Results from the program, which confirmed the utility of the RC drilling platform to quickly and cost effectively assess targets beneath Kalahari cover, were reported in Company news releases and noted six target areas returning elevated gold values in either bedrock or Kalahari cover, where additional follow up drilling is required. In general, gold mineralization appears to be associated with quartz and sulphide mineralization within BIF as well as adjacent volcanic and sedimentary rock units.

All six drill holes at Target A in the southern part of the property returned anomalous gold values from bedrock, including hole KR25-157 which returned 1.56 g/t Au over 30m starting from surface, including 4.26 g/t Au over 4m starting from 10m downhole, and KR25-156 which returned 1.05 g/t Au over 9 m starting from 14m downhole. All of the Target A drill holes were drilled at a -60 degree dip to the WNW. The drilling at target A is at the northern end

of a 300m by 600m area that has returned anomalous soil and bedrock prospecting sample results, with rock samples returning from background to 36 g/t Au.

Bedrock gold mineralization was also identified at targets AF and AE, where vertical RC drilling returned 0.43 g/t Au over 10 m in KR25-060 (10m end of hole) and 0.4 g/t Au over 13m in KR25-051 (13m end of hole). The thickness of Kalahari overburden at both AF and AE averages less than 9 metres.

Anomalous gold values in base of Kalahari overburden samples were returned from drilling at three other targets.

Next steps for the project will include follow up RC drilling on the discovery at Target A and the other priority targets identified in the 2025 program, as well as testing selected new targets throughout the property. Efforts are also underway to evaluate the geochemical database generated from the RC drilling and surface sampling programs to better understand alteration and pathfinder element concentrations associated with gold mineralization on the property.

Under the terms of the agreement with Rockman, the Company can earn a 60% interest in the Kraaipan Project by incurring US\$5 million in exploration expenditures over three years as follows:

- US\$1,000,000 by June 30, 2025 (completed)
- An additional US\$2,000,000 no later June 30, 2026
- An additional US\$2,000,000 no later than June 30, 2027

As at June 30, 2025 the Company had incurred project expenditures in excess of the US\$1,000,000 required in the agreement with Rockman. Upon incurring the cumulative US\$5,000,000 in expenditures and delivering a written notice of exercise of the option, the Company will issue to Rockman 1,000,000 Company shares at which point the Company will have vested its 60% interest.

Within 60 business days of receipt of the Company's notice of exercise, Rockman may elect to form a joint venture between the Company (60%) and Rockman (40%) or grant the Company the option to acquire an additional 20% interest in the Property by funding continued evaluation of the Project and delivering a Preliminary Economic Assessment (PEA) of the Project. Under the PEA option election, the Company will have earned the additional 20% interest (bringing its total interest in the project to 80%) upon delivering a PEA and issuing to Rockman an additional 2,000,000 Company shares.

## **Diamond Projects**

### Naujaat Diamond Project, Nunavut

The Naujaat diamond project is located near the community of Naujaat, Nunavut. The Company holds a 60% interest in the project, subject to a February 3, 2023, joint venture agreement with Burgundy Diamond Mines Ltd., owner of the remaining 40% interest in the property. A total of eight kimberlite pipes have been identified within the project as well as a number of laterally extensive kimberlite dyke systems. The Q1-4 kimberlite, located 7 km from the Company's laydown near the community of Naujaat, is the largest of the kimberlites discovered to date and hosts an important population of Type IaA - Ib fancy coloured, yellow to orange yellow, diamonds. Evaluation work completed by the Company for the period from 2014 to 2022 included bulk sampling (2014, 2017 and 2021) and delineation drilling (2017). A complete summary of the bulk sampling and drilling results can be found in the Company's Management Discussion and Analysis for the years ended April 30, 2018, through 2023, inclusive.

The Naujaat project is subject to a 0.5% gross overriding royalty ("GOR") and net smelter royalty ("NSR") on diamond, precious metal and base metal production from the project. The holder of this royalty will also receive a payment of \$2.5 million at the time the first royalty payment relating to the project is due.

The Naujaat project is also subject to a 2.5% NSR on metals and a 2.5% gross production royalty ("GPR") on the sale of industrial minerals, including diamonds. Subject to a November 2016 amending agreement with the royalty holder, the NSR and GPR, which were 3% each at the time of the amending agreement, may each be reduced to 1% subject to future contingent cash payments to the royalty holder totalling \$5.15M and future staged exploration expenditures totalling \$20M.

### Pikoo Diamond Project, Saskatchewan

The Company's 100% owned Pikoo diamond project is located approximately 140 km east of La Ronge, Saskatchewan. An all-season road to the community of Deschambault Lake comes to within 6 km of the project's southern boundary. The Company has discovered 10 discrete kimberlite occurrences on the property. Five of the kimberlites have been confirmed as diamondiferous. A full summary of the initial diamond results from these kimberlites can be found in the Company's MD&As for the years ended April 30, 2014, and 2016 as well as the MD&A for the three months ended July 31, 2016.

The Pikoo project is subject to a 1% GOR and NSR on diamond, precious metal and base metal production and a contingent cash payment of \$1.25 million owing to the royalty holder at the time the first royalty payment is due.

### **FINANCIAL CONDITION, LIQUIDITY, CAPITAL RESOURCES, OPERATIONS AND FINANCIAL RESULTS**

#### **Overall performance**

	<b>October 31, 2025</b>	<b>April 30, 2025</b>	<b>April 30, 2024</b>
<b>Current assets</b>	<b>\$ 672,089</b>	<b>\$ 2,038,980</b>	<b>\$ 523,963</b>
<b>Non-current assets</b>	<b>17,762,175</b>	<b>16,565,632</b>	<b>17,377,508</b>
<b>Current liabilities</b>	<b>(268,968)</b>	<b>(289,703)</b>	<b>(1,011,654)</b>
<b>Long-term liabilities</b>	<b>-</b>	<b>-</b>	<b>(195,995)</b>
<b>Shareholders' equity</b>	<b>\$ 18,165,296</b>	<b>\$ 18,314,909</b>	<b>\$ 16,693,822</b>

#### **Financing/Use of Proceeds**

On October 28, 2024, the Company completed a non-brokered private placement of 11,000,000 units at a price of \$0.20 per unit. Each unit consisted of one share and one-half transferable common share purchase warrant. Each whole warrant will entitle the holder to purchase, for a period of 18 months from the date of issue, one additional common share at an exercise price of \$0.30. If the closing price for the Company's shares is \$0.50 or greater for 10 consecutive days from a date beginning six months following the closing date of the private placement, and the Company so elects, the holders of warrants will have 30 days to exercise their warrants, otherwise the warrants will expire on the 31<sup>st</sup> day after the election. All securities will be issued using exemptions from the prospectus requirements found in NI 45-106, including Part 5A - Listed Issue Financing Exemption (LIFE). In connection with the financing the Company paid commissions, costs and finders' fees of \$89,558 and 349,200 warrants valued at \$40,824.

#### **Results of Operations**

During the three and six months ended October 31, 2025 (the "current quarter and current period"), the Company recorded losses of \$191,671 or \$0.01 per share and \$194,427 or \$0.01 per share respectively. This is compared with a loss of \$233,981 or \$0.01 per share and net income of \$1,001,449 or \$0.06 per share for the three and six months ended October 31, 2024 (the "comparative quarter and comparative period").

Expenses for the current quarter were \$184,539 (comparative quarter - \$235,253) a reduction of \$50,714 from the comparative quarter. The decrease in expenses during the current quarter was largely related to reductions in share-based compensation costs \$15,222 (comparative quarter - \$23,037), office, miscellaneous and rent \$15,205 (comparative quarter - \$23,323) and property investigation recoveries \$1,940 (comparative quarter - \$39,122). These cost reductions were offset by increases in advertising, promotion and travel \$30,659 (comparative quarter - \$25,987) and salaries and benefits \$105,712 (comparative quarter - \$84,557). The increase in advertising costs was related to expenditures incurred related to increasing investor awareness of the Company's Kraaipan project. The increased salary and benefits cost was a result of reduced charges to projects as the Company focused on the Botswana project.

Expenses for the current period were \$387,910 (comparative period - \$443,367) a reduction of \$55,457 from the comparative period. The decrease in expenses during the current period was largely related to reductions in share-based compensation costs \$44,814 (comparative period - \$58,162), office, miscellaneous and rent \$29,041 (comparative period - \$54,113) and property investigation \$1,657 (comparative period - \$52,229). These cost reductions were offset by an increase in advertising, promotion and travel \$68,639 (comparative period - \$33,691) and increase salaries and benefits \$214,938 (comparative period - \$189,736).

During the current period the Company recorded a non-cash \$106,950 (comparative period – loss of \$625) gain on the revaluation of its marketable securities, a gain of \$75,462 (comparative period – \$nil) on the sale of marketable securities, other income – deferred premium of \$nil (comparative period - \$31,736), a gain of \$nil (comparative quarter - \$1,412,259) on the sale of exploration and evaluation assets and interest and foreign exchange of \$11,071 (comparative period – \$1,446).

### Summary of quarterly results

The following table sets out selected unaudited quarterly financial information of North Arrow and is derived from the Company's unaudited quarterly financial statements prepared by management. The Company's interim financial statements are prepared in accordance with IFRS and are expressed in Canadian dollars.

### Variations in Quarterly Results

Quarter Ending	Interest Income	Net Income (Loss) from Continued Operations and Net Loss	Basic Earnings (Loss) per share from continued operations	Earnings (Loss) per Share
October 31, 2025	\$ 678	\$ (191,671)	\$ (0.01)	\$ (0.01)
July 31, 2025	\$ 2,425	\$ (2,756)	\$ (0.00)	\$ (0.00)
April 30, 2025	\$ 10,898	\$ (574,841)	\$ (0.02)	\$ (0.02)
January 31, 2025	\$ 14,526	\$ (1,053,383)	\$ (0.04)	\$ (0.04)
October 31, 2024	\$ 351	\$ (233,981)	\$ (0.01)	\$ (0.01)
July 31, 2024	\$ 1,095	\$ 1,235,430	\$ 0.07	\$ 0.05
April 30, 2024	\$ 5,426	\$ (130,445)	\$ (0.01)	\$ (0.01)
January 31, 2024	\$ 8,988	\$ (268,195)	\$ (0.02)	\$ (0.02)

The Company's quarterly results can be affected by many factors such as seasonal fluctuations, variations in capital markets, the write-off of capitalized amounts, stock-based compensation costs, tax recoveries, flow-through financings and legal matters.

The \$191,671 loss for the second quarter of fiscal 2026 reflects share-based compensation costs of \$15,222, a realized loss of \$4,510 on the sale of marketable securities and ongoing administration costs.

The \$2,756 loss for the first quarter of fiscal 2026 reflects share-based compensation costs of \$29,592, a non-cash gain on marketable securities of \$106,950, a \$79,972 gain on the sale of marketable securities and ongoing administration costs.

The \$574,841 loss for the fourth quarter of fiscal 2025 reflects share-based compensation costs of \$32,921, a non-cash loss on marketable securities of \$262,666 and ongoing administration costs.

The \$1,053,383 loss for the third quarter of fiscal 2025 reflects share-based compensation costs of \$51,802, the gain on marketable securities of \$30,416, a \$725,888 accounting loss related to the lithium properties and ongoing administration costs.

The \$233,981 loss for the second quarter of fiscal 2025 reflects share-based compensation costs of \$23,037, other income \$2,151 on the crediting of the deferred premium to operations and ongoing administration costs.

The \$1,235,430 net income for the first quarter of fiscal 2025 reflects share-based compensation costs of \$35,124,

other income of \$29,585 on the crediting of the deferred premium to operations, a net gain of \$1,412,864 on the sale of the Hope Bay Oro Gold Property and ongoing administration costs.

The \$130,445 loss for the fourth quarter of fiscal 2024 reflects share-based compensation costs of \$56,838, other income \$27,290 on the crediting of the deferred premium to operations, the \$94,310 write-down of the CSI project, the recovery of \$261,000 of costs on the Hope Bay Oro Gold Property and ongoing administration costs.

The \$268,195 loss for the third quarter of fiscal 2024 reflects share-based compensation costs of \$74,798, other income \$39,199 on the crediting of the deferred premium to operations and ongoing administration costs.

### **Financial Position at October 31, 2025, compared to April 30, 2025**

At October 31, 2025, the Company had working capital of \$403,121 (April 30, 2025 – \$1,749,277). The reduction in working capital was largely due to the Company's exploration at the Kraaipan property in Botswana.

At October 31, 2025, the Company had cash and cash equivalents of \$635,737 (April 30, 2025 - \$1,549,144), marketable securities \$nil (April 30, 2025 - \$475,875), exploration and evaluation assets of \$17,732,707 (April 30, 2025 - \$16,531,490), current liabilities of \$268,968 (April 30, 2025 - \$289,703), and shareholders' equity of \$18,165,296 (April 30, 2025 - \$18,314,909).

During the current period, the Company's activities have focused on work related to the acquisition and evaluation of the Kraaipan gold project in Botswana.

### **Liquidity**

During the current period the Company's cash position decreased \$913,407 (comparative period – increased \$2,499,020). The decrease in cash during the current period was a result of \$342,394 (comparative period – \$446,357), \$571,013 (comparative period – source of \$1,417,781) and \$nil (comparative period – source of \$1,527,596) used for funding operating, investing and financing activities respectively.

### **Operating activities**

During the current period the Company's operating activities used \$342,394 (comparative period - \$446,357) of cash. The cash used in operating activities during the current period reflects the Company's loss of \$194,427 (comparative period – net income \$1,001,449) adjusted for non-cash gains and expenditures and the reduction in cash of \$15,043 (comparative period – \$102,330) used for funding changes in receivables, prepaid expenses and accounts payable.

The non-cash gain and expenditure adjustments to the loss consist of depreciation \$4,674 (comparative period - \$20,923), share-based compensation \$44,814 (comparative period - \$58,162), gain on marketable securities \$182,412 (comparative period – loss of \$625), finance costs \$nil (comparative period - \$18,809), other income \$nil (comparative period - \$31,736) and the gain on the sale of exploration and evaluation expenditures assets \$nil (comparative period - \$1,412,259).

### **Investing activities**

During the current period the Company's investing activities used \$571,013 (comparative period – provided \$1,417,781) of cash. The cash used in investing activities reflects net exploration and evaluation cash expenditures of \$1,229,300 (comparative period – \$249,605) and cash used for equipment purchases of \$nil (comparative period - \$5,873). These investing expenditures were reduced by the proceeds on the sale of marketable securities \$658,287 (comparative period - \$nil) and the net proceeds on the sale of exploration and evaluation assets \$nil (comparative period - \$1,673,259).



## **Financing activities**

During the current period the Company did not use or raise cash from financing activities (comparative period – raised \$1,527,596). During the comparative period the Company raised \$2,110,442 from a private placement, made loan payments of \$560,682 and used \$22,164 for payments related to lease agreements.

## **Capital Resources**

The Company's financial condition and future prospects are significantly affected by overall economic conditions. The Company has no source of operating revenue and relies on equity financings, joint ventures and warrant and stock option exercises to further exploration on its properties.

The Company's long-term financial success is dependent on management's ability to discover and develop economically viable mineral deposits. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activity and the Company's ability to raise additional funds on favourable terms. Management recognizes there will be risks involved that may be beyond their control. The Company intends to continue to use various strategies to minimize its dependence on equity capital, including the securing of joint venture partners where appropriate.

The Company's ability to generate cash is very much affected by the current market conditions, its share price and third-party interest in its assets. In the current equity market, funds for companies at an early/grass-roots stage of exploration are limited and dilution to existing shareholders from an equity financing increases as the share price decreases. The Company has limited credit facilities that could be used for ongoing operations because it has no operating cash flow.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales, from the exercise of convertible securities, through debt and, in the past, from the sale of investments. Although the Company has had past success in obtaining financing, there can be no such assurance that it will be able to obtain adequate financing in the future or that the terms of any financing will be favourable. Many factors influence the Company's ability to raise funds, including the state of the resource market and commodities prices and the climate for mineral exploration.

The Company's management actively manages its landholdings in an effort to keep those landholdings with the greatest exploration potential in good standing for as long as possible. The Company's management regularly reviews its cash position against future plans and makes decisions regarding these plans accordingly.

The Company is seeking to minimize variable expenses to the extent possible and may seek joint venture partners to continue further exploration of its mineral properties.

## **Risks and Uncertainties**

### **Industry**

An investment in natural resource companies involves a significant degree of risk. The degree of risk increases substantially where the Company's properties are in the exploration stage as opposed to the development stage. Investment in the securities of the Company should be considered as highly speculative due to the nature of the Company's business. The following additional risk factors should be given special consideration.

### **Exploration, Development and Mining 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 neither feasible nor practical to proceed. Mineral exploration involves many risks, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Operations in which the Company has a

direct or indirect interest will be subject to all the hazards and risks normally incidental to exploration, development and production of diamonds and base/precious metals, any of which could result in work stoppages, damage to property, and possible environmental damage. If any of the Company's exploration programs are successful, there is a degree of uncertainty attributable to the calculation of resources and reserves and the corresponding grades that could be mined or dedicated to future production. Until reserves are actually mined and processed, calculations of quantity and grade must be considered as estimates only. In addition, the quantity of resources and reserves may vary depending on diamond or metal prices. Any material change in resources and reserves, including grade or recovery ratio, may affect the economic viability of the Company's properties. In addition, there can be no assurance that diamond and metal recoveries in small-scale laboratory tests will be duplicated in larger scale tests under on-site conditions or during production. The Company closely monitors its activities and those factors which could impact them, and employs experienced consulting, engineering, and legal advisors to assist in its risk management reviews.

The Company's properties are currently being assessed for exploration and as a result, the Company has no source of operating cash flow. Failure to obtain additional financing could result in a delay or indefinite postponement of further exploration. Development of the Company's mineral properties will only follow upon obtaining satisfactory exploration results. Mineral exploration and development involve a high degree of risk and few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development activities will result in any discoveries of mineralization that can be converted into resources or reserves. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors. Substantial expenditures are required to establish resources and reserves through drilling, to develop metallurgical processes to extract the metal or diamonds and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. Although substantial benefits may be derived from the discovery of a major mineralized deposit, no assurance can be given that minerals will be discovered in sufficient quantities to justify commercial operations or that the funds required for development can be obtained on a timely basis.

#### Foreign Operation Risks

Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk due to the extent that it has monetary assets and liabilities denominated in US\$.

As at October 31, 2025, a 10% change in the foreign exchange rate would result in an impact of approximately \$3,100 (April 30, 2025 - \$74,500) to the Company's loss and comprehensive loss.

The Company's business consists of a single operating segment – the acquisition and exploration of mineral properties. Details on a geographic basis are as follows:

	October 31, 2025	April 30, 2025
<u>Total non-current long- lived assets</u>		
Equipment - Canada	\$ 29,468	\$ 34,142
Exploration and evaluation assets - Canada	15,742,323	15,725,612
Exploration and evaluation assets - Botswana	1,990,384	805,878
	<b>\$ 17,762,175</b>	<b>\$ 16,565,632</b>

#### Insurance

The Company's involvement in the exploration for mineral properties may result in the Company becoming subject to liability for pollution, property damage, personal injury or other hazards. Although the Company may have insurance to address many risks, such insurance has limitations on liability that may not be sufficient to cover the full extent of such liabilities. In addition, such risks may not, in all circumstances, be insurable or, in certain circumstances, the Company may elect not to obtain insurance to deal with specific risks due to the high premiums associated with such insurance or other reasons. The payment of such uninsured liabilities would reduce the funds available to the Company. The occurrence of a significant event that the Company is not fully insured against, or the insolvency of the insurer of such event, could have a material adverse effect on the Company's financial position, results of operations or prospects

## Environmental Risks

All phases of the mineral exploration and development business present environmental risks and hazards and are subject to environmental legislation. Environmental legislation provides for, among other things, restrictions and prohibitions on spills, releases or emissions of various substances used and or produced in association with mineral exploration and mining operations. The legislation also requires that facility sites be operated, maintained, abandoned and reclaimed to the satisfaction of applicable regulatory authorities. Compliance with such legislation can require significant expenditures and a breach may result in the imposition of fines and penalties, some of which may be material. Environmental legislation is evolving in a manner expected to result in stricter standards and enforcement, larger fines and liability and potentially increased capital expenditures and operating costs. The discharge of pollutants into the air, soil or water may give rise to liabilities to governments and third parties and may require the Company to incur costs to remedy such discharge. No assurance can be given that the application of environmental laws to the business and operations of the Company will not result in a curtailment of production, or a material increase in the costs of production, development or exploration activities or otherwise adversely affect the Company's financial condition, results of operations or prospects.

## Prices, Markets and Marketing of Diamonds and Base/Precious Metals

The Company's revenues, if any, are expected to be in large part derived from the mining and sale of diamonds and base/precious metals or interests related thereto. The price of those commodities has fluctuated widely, particularly in recent years, and is affected by numerous factors beyond the Company's control including international economic and political trends, expectations of inflation, currency exchange fluctuations, interest rates, global or regional consumptive patterns, speculative activities, increased production due to new mine developments and improved mining and production methods. The effect of these factors on the price of diamonds and base/precious metals, and therefore the economic viability of any of the Company's exploration projects, cannot accurately be predicted.

The marketability of any minerals acquired or discovered may be affected by numerous factors which are beyond the control of the Company, and which cannot be accurately predicted, such as the proximity and capacity of milling facilities, mineral markets and processing equipment and governmental regulations including regulations relating to royalties, allowable production and importing and exporting of minerals.

## Substantial Capital Requirements and Liquidity

The Company anticipates that it will make substantial capital expenditures for the acquisition, exploration, development and production of its mineral properties in the future. The Company currently has no revenue and may have limited ability to expend the capital necessary to undertake or complete future drilling programs. There can be no assurance that debt or equity financing, or cash generated by operations will be available or sufficient to meet these requirements or for other corporate purposes or, if debt equity financing is available, that it will be on terms acceptable to the Company. Moreover, future activities may require the Company to alter its capitalization significantly. The inability of the Company to access sufficient capital for its operations could have a material adverse effect on the Company's financial condition, results of operations or prospects.

## Issuance of Debt

From time to time the Company may enter into transactions or activities that may be financed with debt which could impair the Company's ability to obtain additional financing in the future. The inability of the Company to access sufficient capital for the repayment of any debt could have a material effect on the Company's financial condition, results of operations or prospects.

## Outstanding Share Data

The Company's authorized capital is unlimited common shares without par value.

As at December 18, 2025, the Company had the following shares, options and warrants outstanding:

	Number
Shares issued and outstanding	28,580,224

Options:		
Expire June 3, 2026	\$1.20	80,000
Expire June 3, 2028	\$0.80	732,500
Expire February 28, 2029	\$0.80	50,000
Expire January 9, 2030	\$0.20	1,115,000
Warrants		
April 28, 2026	\$0.30	5,849,200
Fully diluted		36,406,924

### Stock options and warrants

At the Company's Annual General meeting held on December 19, 2024, the shareholders of the Company ratified an amended stock option plan (the "Plan"). The Plan gives the directors the authority to grant options to directors, officers, employees and consultants. The maximum number of shares to be issued under the Plan is 10% of the issued and outstanding common shares at the time of the grant. The exercise price of each option granted shall not be less than the market price at the date of grant less a discount up to 25% in accordance with the policies of the TSXV.

Options granted can have a term of up to 10 years with vesting provisions determined by the directors in accordance with TSXV policies for Tier 2 Issuers, with a typical vesting period of 25% upon grant and 25% every six months thereafter.

### Transactions with Related Parties

The Company incurred the following transactions in the normal course of operations in connection with companies which have an officer and/or director in common.

- Paid or accrued consulting and other fees of \$9,000 (October 31, 2024 - \$5,250) to the Corporate Secretary of the Company. This amount is included in salaries disclosed below.
- Charged related parties \$69,242 (October 31, 2024 - \$6,130) for rent, office, staffing and administrative costs.
- Included in accounts payable is \$6,266 (October 31, 2024 - \$nil) due to related parties.
- Rent of \$19,327 (October 31, 2024 - \$nil) has been charged by a related party.
- Interest of \$nil (October 31, 2024 - \$12,385) was accrued on an unsecured loan from a company controlled by a director.
- Included in accounts receivable is \$14,127 (October 31, 2024 - \$nil) due from a related party.

The remuneration of directors and key management personnel during the six months ended October 31, 2025 was as follows:

	October 31, 2025	October 31, 2024
Salaries <sup>1,3</sup>	\$ 151,991	\$ 91,125
Share-based compensation <sup>2,3</sup>	33,776	46,232
Total	\$ 185,767	\$ 137,357

1 – When key management is working specifically on mineral properties their time is capitalized against the mineral properties.

2 – Share-based compensation is the fair value of options that have been granted to directors and key management personnel.

3 – Key management personnel consist of the Chief Executive Officer, Chief Financial Officer and Corporate Secretary.

During the year ended April 30, 2016, the Company entered into an employment agreement with a senior employee and officer for his services requiring a minimum annual payment of \$225,000. In addition, the employment agreement contains clauses which could provide for a payment or payments in excess of \$450,000 on termination of employment

or conclusion of a change in control or similar transaction. During the six months ended October 31, 2025, the employment agreement ended on the transition of the employee to Chair of the board of directors.

## **CHANGES IN ACCOUNTING POLICIES AND CRITICAL ACCOUNTING ESTIMATES, JUDGMENTS AND ASSUMPTIONS**

### **NATURE AND CONTINUANCE OF OPERATION**

North Arrow Minerals Inc. (the “Company”) was incorporated federally under the laws of the Canada Business Corporations Act. On January 25, 2023, the Company was continued into British Columbia, from the jurisdiction of Canada, under the Business Corporations Act.

The Company trades on the TSX Venture Exchange (TSXV – NAR) and its registered office address is Ste. #1056-409 Granville Street, Vancouver, BC, Canada V6C 1T2.

The Company’s principal business activity is the acquisition and exploration of exploration and evaluation assets. To date, the Company has not generated significant revenues from operations and is considered to be in the exploration stage.

The Company’s financial statements have been prepared on a going concern basis which assumes the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. At October 31, 2025, the Company had an accumulated deficit of \$31,257,743 (April 30, 2025 - \$31,063,316), incurred ongoing losses and has no source of recurring revenue. These material uncertainties may cast significant doubt upon the Company’s ability to continue as a going concern. The Company’s financial statements do not reflect the adjustments to the carrying values of assets and liabilities, the reported amounts of expenses and the classification of statement of financial position items if the going concern assumption was inappropriate. These adjustments could be material.

The Company’s continuation as a going concern is dependent on the successful results from its mineral property exploration activities, its ability to reduce or defer discretionary expenditures and its continued ability to raise equity capital or borrowings sufficient to meet current and future obligations.

### **Statement of Compliance**

The Company’s financial statements have been prepared in accordance with IFRS Accounting Standards (“IFRS”) as issued by the International Accounting Standards Board (“IASB”). The accounting policies applied are consistent with those applied and disclosed in the Company’s financial statements for the year ended April 30, 2025. The Company’s financial statements are presented Canadian dollars, its functional currency, unless otherwise noted.

### **Historical cost**

The Company’s financial statements have been prepared on a historical cost basis except for certain financial instruments measured at fair value. In addition, these financial statements have been prepared using the accrual basis of accounting, except for cash flow information.

### **Significant accounting judgments, estimates and assumptions**

The preparation of financial statements in conformity with IFRS requires management to make certain estimates, judgments and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported revenues and expenses during this period.

Although management uses historical experiences and its best knowledge of the amount, events or actions to form the basis for judgments and estimates, actual results may differ from these estimates. The most significant accounts that require estimates as the basis for determining the stated amounts include the recoverability of exploration and evaluation assets and the valuations for share-based payments, marketable securities, deferred premiums and deferred tax amounts.

Critical judgments exercised in applying accounting policies that have the most significant effect on the amounts recognized in the financial statements are as follows:

- i) **Economic recoverability and probability of future benefits of exploration and evaluation costs.**  
The Company capitalizes exploration and evaluation expenditures based on the judgment that the carrying amounts will be recoverable. Their recoverability depends on several factors such as the discovery of economically viable reserves, the Company's ability to obtain the financing to develop them into profitable production or from the disposition of the exploration and evaluation assets. Management exercises judgment in assessing any indicators that the recovery of exploration and evaluation assets is unlikely at the end of each reporting period. As new information becomes available suggesting the recovery of these expenditures is unlikely, the capitalized costs are written off to profit or loss for the period.
- ii) **Valuation of share-based payments**  
The Company uses the Black-Scholes Option Pricing Model for valuation of share-based payments and warrants recorded as marketable securities. Option pricing models require the input of subjective assumptions including expected price volatility, interest rates and forfeiture rate. Changes in the input assumptions can materially affect the fair value estimate and Company's earnings and equity reserves.
- iii) **Income taxes**  
In assessing the probability of realizing income tax assets, management makes estimates related to expectations of future taxable income, applicable tax opportunities, expected timing of reversals of existing temporary differences and the likelihood that tax positions taken will be sustained upon examination by applicable tax authorities. In making its assessments, management gives additional weight to positive and negative evidence that can be objectively verified.
- iv) **Valuation of deferred premiums and flow-through shares**  
On issuance the Company bifurcates the flow-through share into a flow-through share premium liability based on the estimated premium the investor pays for the flow-through share and share capital. When qualifying expenses are incurred the Company derecognizes the liability and the premium is recognized as other income.
- v) **Valuation of marketable securities**  
Marketable securities are valued at fair market value based on quoted prices in active markets. Changes in market prices can materially affect the fair value estimate and the Company's earnings.
- vi) **Going concern**  
These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to realize its assets and discharge its liabilities in the normal course of business for the foreseeable future. Management assesses the Company's ability to continue as a going concern at each reporting date using all quantitative and qualitative information available. This assessment, by its nature, relies on estimates and assumptions of future cash flows and other events, and subsequent changes could materially impact the validity of the assessment.

### **New Accounting pronouncements**

Certain pronouncements and amendments have been issued by the IASB but are not yet effective as at May 1, 2025. The Company intends to adopt these standards when they become effective.

## **Amendments to IFRS 9 and IFRS 7**

IASB issued amendments to IFRS 9 and IFRS 7, updating classification, measurement and disclosure requirements for financial instruments. These amendments take effect from January 1, 2026. The Company is currently evaluating their impact on its financial statements.

## **IFRS 18**

IFRS 18 will be the new standard for financial statement presentation and disclosure with a focus on the statement of profit and loss. IFRS 18 will replace IAS 1. The new standard is effective for annual reporting periods beginning on or after January 1, 2027. The Company is currently assessing the effect of this amendment on its financial statements.

## **FINANCIAL INSTRUMENTS AND RISK MANAGEMENT**

Financial instruments measured at fair value are classified into one of three levels in the fair value hierarchy according to the relative reliability of the inputs used to estimate the fair values. The three levels of the fair value hierarchy are:

Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;

Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and

Level 3 – Inputs that are not based on observable market data.

The Company's financial instruments consist of cash and cash equivalents, marketable securities, receivables, and accounts payable and accrued liabilities. The carrying value of cash and cash equivalents, receivables and accounts payable approximate their fair values due to their immediate or short-term maturity. Marketable securities consisting of common shares are recorded at fair value based on the quoted market prices in active markets at the reporting date, which is consistent with Level 1 of the fair value hierarchy.

The Company is exposed to a variety of financial risks by virtue of its activities, including credit risk, interest rate risk, liquidity risks, foreign currency risk, and equity market risk. The Company's objective with respect to risk management is to minimize potential adverse effects on the Company's financial performance. The Board of Directors provides direction and guidance to management with respect to risk management. Management is responsible for establishing controls and procedures to ensure that financial risks are mitigated to acceptable levels.

### **Credit risk**

Credit risk is the risk of financial loss to the Company if a counter-party to a financial instrument fails to meet its contractual obligations. The Company manages credit risk by investing its excess cash in short-term investments with investment grade ratings, issued by a Canadian chartered bank. The Company's receivables consist primarily of sales tax receivables due from the federal government and receivables from companies with which the Company has exploration agreements or options. The maximum exposure to credit risk at the reporting date is the carrying value of the Company's receivables and cash and cash equivalents.

### **Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. Financial assets and liabilities with variable interest rates expose the Company to interest rate risk with respect to its cash flow. It is management's opinion that the Company is not exposed to significant interest rate risk.

### **Liquidity risk**

Liquidity risk is the risk that the Company will not be able to meet its obligations as they become due. The Company's ability to continue as a going concern is dependent on management's ability to raise the funds required through future equity financings, debt, asset sales or exploration option agreements, or a combination thereof. The Company has no regular cash flow from its operating activities. The Company manages its liquidity risk by forecasting cash flow requirements for its planned exploration and corporate activities and anticipating investing and financing activities. Management and the Board of Directors are actively involved in the review, planning and approval of annual budgets and significant expenditures and commitments. Failure to realize additional funding could cast significant doubt on

the Company's ability to continue as a going concern. As at October 31, 2025, the Company had cash and cash equivalents of \$635,737 (April 30, 2025 - \$1,549,144 available to settle current liabilities of \$268,968 (April 30, 2025 - \$289,703).

#### Foreign currency risk

Foreign currency risk is the risk that the future cash flows of a financial instrument will fluctuate due to changes in foreign exchange rates. The Company is exposed to foreign currency risk due to the extent that it has monetary assets and liabilities denominated in US\$.

As at October 31, 2025, a 10% change in the foreign exchange rate would result in an impact of approximately \$3,100 (April 30, 2024 - \$74,500) to the Company's loss and comprehensive loss.

#### Equity market risk

The Company is exposed to equity price risk arising from its marketable securities, which are classified as fair value through profit (loss). The Company plans to sell its marketable securities as market conditions permit, or as is required to finance the Company's operations from time-to-time.

### Capital Management

The capital of the Company consists of the items included in shareholders' equity. The Company manages its capital structure and makes adjustments to it, based on the funds available to the Company. The Company's objective for capital management is to plan for the capital required to support the Company's ongoing acquisition and exploration of its mineral properties and to provide sufficient funds for its corporate activities. There have been no changes to the management of capital during the fiscal year.

The Company's exploration and evaluation assets are in the exploration stage. As an exploration stage company, the Company is currently unable to self-finance its operations. The Company has historically relied on equity financings to finance its operations. In order to carry out the Company's planned exploration programs and to pay for administrative costs, the Company will have to raise additional funds as required. To effectively manage the Company's capital requirements, the Company's management has in place a planning and budgeting process. The Company has made no changes to its objective, nor is the Company subject to external capital requirements.

### Additional Disclosure for Venture Issuers Without Significant Revenue

Additional disclosure concerning the Company's general and administrative expenses and exploration and evaluation assets and expenses is provided in the Company's statement of financial position, statement of changes in equity, statement of loss and comprehensive loss and the exploration and evaluation assets note contained in its financial statements for the six months ended October 31, 2025 and 2024. These statements are available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

### Additional Information

Additional information relating to the Company is on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) and is available on the Company's website at [www.northarrowminerals.com](http://www.northarrowminerals.com).

### Approval

The Board of Directors of the Company has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.