



**Management's Discussion and Analysis**

**For the Year Ended December 31, 2025**

**Dated April 28, 2026**

## **NOTE TO THE READER**

This management's discussion and analysis ("MD&A") for the year ended December 31, 2025 was prepared by management and approved and authorized for issue on April 28, 2026 for K2 Gold Corporation ("K2 Gold" or "K2" or the "Company") in accordance with IFRS Accounting Standards. The MD&A supplements but do not form part of the annual audited consolidated financial statements of K2 and the notes thereto for the year ended December 31, 2025. Consequently, the MD&A should be read in conjunction with the Company's annual audited consolidated financial statements and related notes for the year ended December 31, 2025.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

The Company's management is responsible for presentation and preparation of the financial statements and the MD&A. The consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board ("IASB").

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

All amounts are in Canadian dollars unless otherwise specified. Additional information is available on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR+") at [www.sedarplus.ca](http://www.sedarplus.ca), and on the Company's website at [www.k2gold.com](http://www.k2gold.com).

## **FORWARD LOOKING STATEMENTS**

This MD&A provides management analysis of K2's historical financial and operating results and provides estimates of K2 Gold's future financial and operating performance based on information currently available. Actual results will vary from estimates and the variances may be significant. Readers should be aware that historical results are not necessarily indicative of future performance.

Certain information set forth in this MD&A, including management's assessments of the Company's future plans and operations, contains forward-looking statements. By their nature, forward-looking statements are subject to numerous risks and uncertainties, some of which are beyond the Company's control, including the impact of general economic conditions, industry conditions, volatility of commodity prices, currency fluctuations, imprecision of resource and reserve estimates, environmental risks, permitting, competition from other industry participants, the lack of availability of qualified personnel or management, stock market volatility and ability to access sufficient capital from internal and external sources. Readers are cautioned that the assumptions used in the preparation of such information, although considered reasonable at the time of preparation, may prove to be inaccurate and, as such, undue reliance should not be placed on forward-looking statements. The Company's actual results, performance or achievement could differ materially from those expressed in, or implied by, these forward-looking statements and, accordingly, no assurance can be given that any of the events anticipated by the forward-looking statements will transpire or occur or, if any of them do so, what benefits the Company will derive therefrom. The Company disclaims any intention or obligation to update or revise any forward-looking statements, whether as a result of new information, future events or otherwise, except as required by applicable law.

## OVERVIEW

K2 Gold is a junior mineral exploration company focused on building a portfolio of gold exploration projects in North America with particular emphasis in California on the Mojave Gold Project ("Mojave Project"), and the SI2 Gold Project ("SI2 Project") in Nevada. In addition to the Mojave and SI2 Projects, the Company is conducting exploration at the Wels Property ("Wels") located approximately 185 km south of Dawson City, Yukon. The Company has assembled an experienced management team and board of directors with a track record of discovery success. The Company is actively pursuing other gold exploration properties in North America.

The Company is a reporting issuer in British Columbia, Alberta, and Ontario. The Company trades on the TSX Venture Exchange under the symbol KTO, and KTGDF on the OTC.

Mojave Project is the Company's flagship project. The Mojave Project is located 230km northwest of Las Vegas and 100km west of the Nevada-California border. It covers an area of approximately 5,780 hectares of land under the jurisdiction of the Bureau of Land Management (BLM).

For further details on the Mineral Properties, see *Highlights and Recent Developments and Mineral Properties* sections below for an exploration program update for the year ended December 31, 2025.

## HIGHLIGHTS AND RECENT DEVELOPMENTS

For more details on the following highlights, please refer to news releases available on SEDAR+: [www.sedarplus.ca](http://www.sedarplus.ca), and the Company's website, [www.k2gold.com](http://www.k2gold.com).

During the year ended December 31, 2025, the Company:

- Secured 100% ownership of Mojave project, completing all obligations under original option agreement, paying US\$200,000 to exercise the option and paying the first annual pre production payment of US\$275,000, while continuing to advance permitting – see section "Mojave Gold Project" for more information
- Completed an agreement with Orogen Royalties Inc. ("Orogen") to acquire a 100% interest in the SI2 Project in Nevada, terminating the original option agreement from January 2022, by issuing 1,850,000 common shares of the Company at a value of \$1,480,000. Orogen will retain a 2% NSR.
- Strengthened the leadership team by appointing Chase Taylor-Robins as a director and Jessica Van Den Akker as CFO, adding more expertise to support the next stage of the Company's development. In connection with annual grants as well as these appointments, the Company granted 7,285,000 options with a weighted average exercise price of \$0.36.
- Completed a financing in March 2025 by issuing a total of 24,386,691 units at a price of \$0.15 per unit, for aggregate gross proceeds of \$3,658,004. Each unit consists of one common share in the capital of the Company and one half of one non-transferable common share purchase warrant exercisable at \$0.30 for one year.
- Raised proceeds of \$12,528,899 from the exercise of 41,762,995 warrants with an exercise price of \$0.30 during the year ended December 31, 2025.

Subsequent to December 31, 2025, the Company:

- Completed a financing raising gross proceeds of \$25,250,000 pursuant to a non-brokered private placement using the listed issuer financing exemption, issuing 36,071,429 common shares at a price of \$0.70 per share.

- Received a positive Record of Decision from the US Bureau of Land Management, which approves the Company's proposed exploration drilling program at Mojave
- Issued 150,000 stock options to consultants with an exercise price of \$0.81, of which 100,000 expire three years and 50,000 expire in five years
- Issued 10,910,887 common shares pursuant to the exercise of warrants at \$0.30 for gross proceeds of \$3,273,266 and 175,000 common shares pursuant to the exercise of stock options for gross proceeds of \$56,000.
- Received recognition as one of the top 50 performers on the TSX Venture Exchange for 2025, based on a 515% share price appreciation and 847% market capitalization growth
- Completed a drill program on the Si2 Project, consisting of 8 drill holes totalling 3,871 metres that tested 5 areas of interest across the project. The Company is currently waiting on drill results and will look to advance exploration programs after receipt of the results.
- Entered into a sublease for office space with a monthly cost of \$4,560, commencing May 1, 2026 for a term of two years.

## **MINERAL PROPERTIES**

### **Mojave Property**

The Mojave Property consists of the Mojave Gold Project as well as the contiguous Morningstar Project (formerly Cerro Gordo).

#### ***Mojave Gold Project***

In July 2019, K2 signed an option agreement to acquire a 100% interest in the Mojave Gold Project ("Mojave Project"), with the option agreement subsequently amended in 2022, and exercised in full in 2025.

The Mojave Project is located 230km northwest of Las Vegas and 100km west of the Nevada-California border. It covers an area of approximately 5,780 hectares of land under the jurisdiction of the Bureau of Land Management (BLM). Exxon Mobil Corp. (formerly Mobil Exploration & Producing U.S.) first discovered mineralization in the district in 1984. Since the mid 1980's, Mojave Project has been worked by several senior, mid-tier and junior companies including BHP, Newmont and more recently SSR. Each subsequent company that has explored the property since discovery has endorsed the geological model and improved the overall potential by finding further distinct locations of gold bearing rocks at surface over a 7km by 5km area. Newmont, BHP and Asamara Minerals have drilled the project, and each program was successful in discovering mineralization from different locations several kilometers apart. Approximately 150 historic drill holes were drilled covering an area of 7km by 5km and testing 8 targets (Dragonfly, Remi, Newmont, South, Flores, Soda Ridge, Soda Canyon, and Stega).

The Company acquired the project in 2019 and completed database compilation and surficial work on the project including geologic mapping, soil and rock sampling, ground magnetics, LiDAR, and a World View 3 remote sensing survey. In the fall of 2020, the Company completed an initial drill program on Mojave Project focused on the Dragonfly and Newmont targets. A total of 2,540m was drilled over 17 holes from four drill sites. The program intercepted broad zones of alteration and gold mineralization on both targets with highlights including:

- DF20-001 – 51.8 meters of 1.2 g/t gold from surface, including 18.3 meters of 3.1 g/t gold
- DF20-002 – 86.9 meters of 4.0 g/t gold from surface, including 45.7 meters of 6.7 g/t gold

- DF20-003 – 62.5 meters of 1.4 g/t gold from 3.1 meters, including 18.3 meters for 3.2 g/t gold
- DF20-004 - 30.5m of 7.2 g/t gold from surface; including 15.2m of 11.1 g/t gold.
- NM20-011 – 41.15m of 1.64 g/t gold from 44.20m depth; including 16.76m of 2.03 g/t gold
- NM20-016 – 22.86m of 1.00 g/t gold from 42.67m depth; including 10.67m of 2.01 g/t gold

All mineralization at the Mojave Project is interpreted to be part of an intrusion related polymetallic system(s). The gold mineralization in the Eastern Area (Dragonfly, Newmont, Flores) is sediment-hosted and structurally controlled with similarities to both low sulfidation epithermal and Carlin type systems and may represent the distal expression of a much larger intrusion-related hydrothermal system. Targets in the Western target area including Stega, Boland, Belshaw, Soda Canyon/Soda Ridge, and, potentially, Owens are likely proximal to causative intrusions and demonstrate the potential for sediment-hosted, polymetallic, skarn, epithermal, and, potentially, porphyry styles of mineralization. To date 14 distinct target areas are recognized on the property.

The Company earned 100% of the Mojave Project by making the staged cash and share payments between 2019 to 2025 totaling US\$1,600,000 and 2,400,000 common shares (see Note 4 of the annual audited consolidated December 31, 2025 financial statements for more detail), which was completed during the year ended December 31, 2025.

In addition, following the exercise of its option, K2 has agreed to make an annual pre-production payment of US\$275,000 per year beginning on August 31, 2025\* (2025 payment completed in August 2025), and continuing annually until the achievement of commercial production, and to grant a 3% net smelter returns royalty ("NSR") with respect to all mineral produced from the Mojave Project, subject to a minimum annual royalty payment following commercial production of US\$300,000. The Company may reduce the NSR to 2% with a payment of US\$2,500,000, and may reduce the NSR by a further 0.5%, being an effective 1.5% NSR, with a payment of US\$5,000,000.

\* All pre-production payments will be adjusted for inflation starting August 31, 2028 using the CPI for the month of August 2025, as published by the U.S. Department of Labor, Bureau of Labor Statistics, as the basis for calculating all future increases.

In August 2020, the Company was required to post a bond in the amount of \$69,610 (US\$50,000), (2024 - \$71,945 - (US\$50,000)) with the Bureau of Land Management ("BLM") for reclamation work associated with the Mojave Property.

Permitting via the National Environmental Policy Act ("NEPA") process has now been completed with the issuance of a positive Record of Decision ("ROD") for the Mojave Exploration Drilling Project by the U.S. Department of the Interior in Washington. Preparation for the drilling program has begun, with contractor selection and initial program logistics underway.

### ***Morningstar Project***

In August 2021, the Company signed an option agreement to acquire a 100% interest in the Morningstar Project ("Morningstar Project"), located adjacent to the Company's Mojave Project property in Inyo County, California. The option agreement was subsequently amended several times, with the most recent amendment being April 2024.

The Morningstar Project property consists of 59 lode claims and 5 patented claims covering approximately 360 Ha. The property is road accessible and is located adjacent to the NW corner of the Mojave Project, covering numerous historic workings for gold and silver-base metals over a 750m wide x 3km trend extending from the Morningstar Mine on the southeast to the Sunset-Copper Penny mines on the northwest. Mineralization along the trend consists of skarn, replacement, and structurally controlled zones adjacent to a quartz monzonite intrusive (Ignacio stock).

The property has seen exploration and mining activity from the mid 1800's to present and forms a portion of the Morningstar Project district which produced an estimated 4.4 million ounces of silver, 37 tons of lead, and 12,000 tons of zinc with lesser amounts of gold and copper (Merriam 1963). Modern exploration on the property dates to the 1960's and was performed by multiple operators including Asamera Minerals, Coeur Exploration, and Phelps Dodge among others. The work to date has included various geologic, geochemical, and geophysical surveys; over 15,000m of drilling; preliminary metallurgical test work; and historical gold resource estimates. This resulted in the discovery of the "H" and "B" zones; zones of gold skarn and stockwork mineralization on the eastern and western margins of the Ignacio stock; respectively. In addition, several other gold and silver-base metal prospects are known along the trend and warrant follow up exploration.

To earn 100% of the Morningstar Project as per the April 2024 Amendment Agreement, the Company must make staged cash payments as listed below:

|                                 | <b>Cash option<br/>payments</b> |                |             | <b>Work<br/>commitment</b> |                   |
|---------------------------------|---------------------------------|----------------|-------------|----------------------------|-------------------|
| July 30 2021 (Effective date)   | US\$                            | 10,000         | (paid)      | -                          |                   |
| 60 days from the effective date |                                 | 40,000         | (paid)      | -                          |                   |
| December 31, 2024               |                                 | 25,000         | (paid 2025) | -                          |                   |
| July 30, 2025 *                 |                                 | 75,000         | (paid 2025) | US\$                       | 25,000 (incurred) |
| July 30, 2026                   |                                 | 75,000         |             |                            | 25,000            |
| July 30, 2027                   |                                 | 75,000         |             |                            | 25,000            |
| July 30, 2028                   |                                 | 75,000         |             |                            | 25,000            |
| July 30, 2029                   |                                 | 250,000        |             |                            |                   |
| <b>Total</b>                    | <b>US\$</b>                     | <b>625,000</b> |             | <b>US\$</b>                | <b>100,000</b>    |

In addition, the Company has agreed to a bonus payment of US\$500,000 following the completion of a Bankable Feasibility Study ("BFS").

Commencing in the year following the fourth anniversary of the Closing date and continuing for four years thereafter, the Company has agreed to expend a minimum of US\$25,000 annually on exploration, development, and mining work on the Morningstar Project claims, for an aggregate amount of at least US\$100,000 over the four-year period. In addition, K2 has granted the vendor a 3% net smelter returns royalty ("NSR") with respect to all mineral produced from the Morningstar Project. The Company can repurchase half of the NSR for US\$1,000,000.

The Company may terminate the Agreement at any time during the option period.

## **Si2 Gold Project**

In January 2022, the Company announced that it had signed an option agreement with Orogen Royalties Inc. to acquire a 100% interest in the Si2 Gold Project ("Si2 Project") located in Esmeralda County, Nevada.

The Si2 Project is located in Esmeralda County, Nevada, approximately 60km northwest of Tonopah, Nevada, and 20km northwest of Allegiant Gold's Eastside deposit (1.4Moz Au, 8.8 Moz Ag). The project is road accessible and consists of 118 BLM lode claims covering 986 Ha. The claims cover an 8 km<sup>2</sup> area of steam heated alunite-kaolinite-buddingtonite alteration within a sequence of felsic to intermediate volcanic rocks with brecciation and strongly anomalous mercury. The alteration appears to be focused along an arcuate set of structures within a series of strongly altered rhyolitic domes and is interpreted to represent a high-level setting within a low-sulfidation epithermal gold-silver system. In this type of geologic setting there is typically minimal anomalous gold mineralization at surface, however, gold grades may increase at depth along controlling structures at critical locations in the hydrothermal system (i.e. boiling zones). The Si2 Project was initially identified by the same exploration team that identified AngloGold Ashanti's Silicon project near Beatty, Nevada, and was staked based on its strong geological similarities to Silicon.

There is limited historic exploration in the project area including minor geologic mapping, rock sampling, alteration studies, and 22 historic RC holes drilled in 1988-89. The bulk of the drilling was focused to the southwest of the Si2 Project on claims currently held by Hecla Nevada and targeted silicified ribs cutting andesite. Only three of the historic holes are located on the Si2 Project and reach a maximum depth of 115.82m (380 ft) and reportedly encountered narrow intervals of anomalous mercury and gold (up to 0.3 g/t Au); supporting the current geologic interpretation. K2 completed a diamond drilling program on the property in 2023, drilling 4 holes totalling 1,777m. The program confirmed that the hydrothermal system is gold bearing.

In December 2025, the Company completed an agreement with Orogen to acquire a 100% interest in the Si2 Project, originally entered into in January 2025 and terminating the original 2022 option agreement, by issuing 1,850,000 common shares of the Company at a value of \$1,480,000. Orogen will retain a 2% net smelter return ("NSR") royalty.

In early 2026, the Company completed an RC drilling program consisting of 3,871m drilled in 8 holes at the Si2 Project. Drilling was conducted at the AOI1, 2, 3, 4, and 5 target areas and was designed to test a series of structural targets generated through an integrated geological model incorporating drilling, alteration mineralogy, fluid inclusion studies, geophysics, and structural interpretation. These datasets indicate that Si2 represents a preserved low-sulphidation epithermal system with the potential for stronger gold mineralization at depth along key fault structures.

Previous work suggests that earlier drilling intersected only the upper levels of the hydrothermal system, above the projected boiling zone. Higher-grade mineralization may occur below this zone.

## **Wels Property**

The Wels Property ("Wels") is located in the southwestern Yukon, approximately 50km east of Beaver Creek, YT, and consists of 350 contiguous quartz claims covering 7200 hectares. The Wels was identified by regional geochemical surveys in 2002 and initially staked in 2011. The project was subsequently optioned to Gorilla Minerals in 2011 and this led to the discovery of mineralization within a granitic stock at the Saddle Zone with results including grabs up to 149 g/t Au and trench samples of 8.8 g/t Au over 45m. Subsequent drilling on the

Saddle by Gorilla include results of 3.53 g/t Au over 19.5m. The Company acquired the project from Gorilla in 2016 and conducted additional drilling on Saddle returning highlights of 2.37 g/t Au over 28.5m and 10.38 g/t Au over 6m. To date, the Saddle has 1674m of drilling over 15 holes and has been defined over 135m along strike and to 150m depth; and is open in both directions along strike and at depth.

The Company signed a definitive option agreement with Go Metals Corp. ("Go Metals") on August 11, 2016, subsequently amended October 21, 2016 option, to acquire a 90% joint venture interest (subject an existing 3% net smelter return) in certain mineral property interests located in the Yukon Territory, known as the "Wels Property". According to the agreement, to earn its interest, the Company made cash payments aggregating \$350,000 staged over 24 months and issued 3 million common shares staged over a 30-month period.

The Company and Go Metals are proceeding under the terms of a joint venture agreement (the "Joint Venture"). Under the Joint Venture, the Company will fund the project fully through completion of a preliminary economic assessment, following which project expenditures will be funded on a 90/10 proportionate basis between the Company and Go Metals, respectively, with the Company acting as project manager and holding voting control of the Joint Venture project committee. If, at any time, either party's Joint Venture interest is diluted to less than 1.0% that diluted party's interest will be cancelled, and the Joint Venture will terminate.

The Wels Property is subject to 3% net smelter return ("NSR") governed by a 2011 agreement between Go Metals and two arm's length holders. The royalty agreement provides that 2% of the 3% NSR may be purchased from the royalty holders for cash payment of \$1,500,000. Pursuant to the Option Agreement, the Company will pay the \$20,000 annual advance royalty due under the 2011 agreement.

At the Wels Property, results from the Fall 2023 drill program (see News Releases dated November 6, 2023 and December 13, 2023) indicate the potential for mineralization along significant northwest-trending structures. Target generation work, with an emphasis on the underexplored western half of the property, is ongoing.

## SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data for the three recent fiscal years, ended December 31, 2025, 2024 and 2023, and should be read in conjunction with such financial statements, prepared in accordance with International Financial Reporting Standards ("IFRS") and the related notes thereon:

|                                                      | As at and year<br>ended<br>December 31,<br>2025 | As at and year<br>ended<br>December 31,<br>2024* | As at and year<br>ended<br>December 31,<br>2023* |
|------------------------------------------------------|-------------------------------------------------|--------------------------------------------------|--------------------------------------------------|
| Revenue                                              | Nil                                             | Nil                                              | Nil                                              |
| Loss and comprehensive loss for the year             | 4,843,032                                       | 2,380,412                                        | 4,822,865                                        |
| Loss per common share, basic and diluted             | 0.03                                            | 0.02                                             | 0.05                                             |
| Weighted Average number of common shares outstanding | 157,792,943                                     | 112,492,784                                      | 89,865,888                                       |
| Working capital (negative)                           | 10,702,645                                      | 93,588                                           | (4,611)                                          |
| Total assets                                         | 18,424,736                                      | 4,418,865                                        | 4,335,581                                        |

- Amounts have been restated as a result of the change in accounting policy – see "Change in Accounting Policy" for more details

## RESULTS OF OPERATIONS

### For the year ended December 31, 2025

During the year ended December 31, 2025, the Company reported a net loss of \$4,843,032, or \$0.03 per common share, compared to \$2,380,412 or \$0.02 per common share for the comparative period in 2024. The main contributors to this variance were:

- Share-based compensation of \$999,533 (2024: \$8,946) relating to the grant and vesting of options.
- Exploration costs of \$2,671,041 (2024: \$1,579,511) as a result of additional exploration activity in 2025, primarily related additional permitting at Mojave for 2025.
- Personnel fees: \$396,459 (2024: \$307,665), including management, accounting, legal and corporate compliance fees, including the addition of a new CFO in 2025 and additional time spent on administration.
- Other income included amortization of the flow-through premium liability of \$Nil (2024: \$109,460), as all related flow-through expenditures were incurred in the prior year.

### For the three months ended December 31, 2025

During the three months ended December 31, 2025, the Company reported a net loss of \$1,339,645, or \$0.01 per common share, compared to \$494,290 or \$0.00 per common share in the comparative period in 2024. The main contributors to this variance were:

- Advertising, marketing, and promotion fees: \$106,885 (2024: \$51,381), encompassing marketing and promotional expenses.
- Exploration costs of \$553,340 (2024: \$206,487), include an increase in exploration activity in the current period.
- Personnel fees: \$108,304 (2024: \$78,005), including management, accounting, legal and corporate compliance fees, including the addition of a new CFO in 2025 and additional time spent on administration.
- Professional fees of \$25,397 (2024: \$18,524) including greater corporate activity and permitting in the current quarter.
- Share-based compensation of \$410,965 (2024: \$Nil) relating to the grant and vesting of options during the period.

## SUMMARY OF QUARTERLY RESULTS

Quarterly results fluctuate depending on the timing of the granting and vesting of stock options and the incurrence of project evaluation expenses.

The following table summarizes selected financial data reported by the Company for the quarter ended December 31, 2025, and the previous seven quarters.

|                                 | Dec 31,<br>2025 | Sep 30,<br>2025 | Jun 30,<br>2025 | Mar 31,<br>2025 | Dec 31,<br>2024 | Sept 30,<br>2024 | Jun 30,<br>2024 | Mar 31,<br>2024 |
|---------------------------------|-----------------|-----------------|-----------------|-----------------|-----------------|------------------|-----------------|-----------------|
| Net loss and comprehensive loss | (1,339,645)     | (1,839,943)     | (1,043,791)     | (619,653)       | (494,290)       | (836,865)        | (540,166)       | (509,091)       |

**K2 GOLD CORPORATION**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
For the year ended December 31, 2025  
(Expressed in Canadian Dollars)

|                               | <b>Dec 31,<br/>2025</b> | <b>Sep 30,<br/>2025</b> | <b>Jun 30,<br/>2025</b> | <b>Mar 31,<br/>2025</b> | <b>Dec 31,<br/>2024</b> | <b>Sept 30,<br/>2024</b> | <b>Jun 30,<br/>2024</b> | <b>Mar 31,<br/>2024</b> |
|-------------------------------|-------------------------|-------------------------|-------------------------|-------------------------|-------------------------|--------------------------|-------------------------|-------------------------|
| Basic income (loss) per share | (0.01)                  | (0.01)                  | (0.01)                  | (0.00)                  | (0.00)                  | (0.01)                   | (0.01)                  | (0.00)                  |

## **LIQUIDITY AND CAPITAL RESOURCES**

At present, the Company's operations do not generate cash inflows, and its financial success is dependent on management's ability to discover economically viable mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control. See "Risks and Uncertainties".

In order to finance the Company's future exploration programs and to cover administrative and overhead expenses, the Company intends to raise money through the sale of equity instruments and may consider the optioning of its mineral property interests. Many factors influence the Company's ability to raise funds, including the health of the resource market, the climate for mineral exploration investment, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control.

As at December 31, 2025, the Company had positive working capital of \$10,702,645 (December 31, 2024 – \$93,588). The Company's cash position increased significantly for the year ended December 31, 2025, largely due to the proceeds of \$12,528,899 from the exercise of warrants, included in the \$16,102,587 of cash generated from financing activities. This was offset by an increase in cash used in operating activities and investing activities, as the Company continues to advance its exploration projects.

## **FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS**

Refer to Note 6 of the Company's audited annual consolidated financial statements for the year ended December 31, 2025. There has been no significant changes in the Company's composition or risks with respect to its financial instruments.

## **COMMITMENTS**

Refer to Note 11 of the Company's audited annual consolidated financial statements for the year ended December 31, 2025.

## **OUTSTANDING SHARE DATA**

K2 Gold's authorized capital is unlimited common shares without par value. As at the date of this MD&A, the following common shares and options were outstanding:

|                                      | <b># of Shares</b> | <b>Exercise Price</b> | <b>Expiry Date</b> |
|--------------------------------------|--------------------|-----------------------|--------------------|
| Issued and outstanding common shares | 241,798,802        |                       |                    |
| Share purchase options               | 695,000            | \$ 0.32               | May 13, 2026       |
|                                      | 2,850,000          | \$ 0.15               | May 13, 2027       |
|                                      | 2,625,000          | \$ 0.15               | May 1, 2028        |
|                                      | 6,785,000          | \$ 0.36               | June 9, 2030       |
|                                      | 500,000            | \$ 0.42               | September 8, 2030  |
|                                      | 100,000            | \$ 0.81               | January 2, 2029    |
|                                      | 50,000             | \$ 0.81               | January 2, 2031    |
| Fully Diluted at April 28, 2026      | <b>255,403,802</b> |                       |                    |

## **OFF BALANCE SHEET ARRANGEMENTS**

The Company does not utilize off-balance sheet arrangements.

## **CHANGE IN ACCOUNTING POLICY**

Effective January 1, 2025, the Company changed its accounting policy for exploration and evaluation expenditures from the policy previously adopted for its financial statements for the year ended December 31, 2024. The Company previously capitalized the acquisition costs of exploration and evaluation assets and deferred exploration expenditures directly related to specific exploration and evaluation assets. Under the new policy, exploration and evaluation expenditures incurred prior to the determination of the feasibility of mining operations and a decision to proceed with development are charged to the statement of loss and comprehensive loss as incurred. Development expenditures incurred subsequent to a development decision, and to increase or to extend the life of existing production, are capitalized and will be amortized on the unit-of production method based upon estimated proven and probable reserves. The Company believes that expensing such costs as incurred provides more reliable financial information, eliminating the use of estimates and judgments regarding the valuation of exploration and evaluation expenditures and aligns the analysis to when the mineral property is considered economically and commercially viable.

Mineral property acquisition costs will continue to be capitalized and include consideration and transaction costs for mineral property interests. These costs are amortized over the estimated life of the property following commencement of commercial production. If, after management review, it is determined that the carrying amount of a mineral property is impaired, that property is written down to its estimated net realizable value. A mineral property is reviewed for impairment whenever events or changes in circumstances indicate that its carrying amount may not be recoverable.

The Company has accounted for this change in accounting policy on a retrospective basis.

**K2 GOLD CORPORATION**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
For the year ended December 31, 2025  
(Expressed in Canadian Dollars)

The change in accounting policy resulted in the following changes to the Company's consolidated financial statements:

Consolidated Statement of Financial Position as at December 31, 2024:

|                                            | As previously reported | Effect of change in accounting policy <sup>(i)</sup> | As restated under new policy |
|--------------------------------------------|------------------------|------------------------------------------------------|------------------------------|
| Exploration and evaluation assets          | \$ 18,153,880          | \$ (14,010,984)                                      | \$ 4,142,896                 |
| Total assets                               | \$ 18,429,849          | \$ (14,010,984)                                      | \$ 4,418,865                 |
| Deficit                                    | \$ (22,235,212)        | \$ (14,010,984)                                      | \$ (36,246,196)              |
| Total shareholders' equity                 | \$ 18,319,413          | \$ (14,010,984)                                      | \$ 4,308,429                 |
| Total liabilities and shareholders' equity | \$ 18,429,849          | \$ (14,010,984)                                      | \$ 4,418,865                 |

- (i) All exploration and evaluation expenditures have been expensed to deficit rather than capitalized on the statement of financial position. \$4,142,896 relates to the net book value of acquisition costs as at December 31, 2024.

Consolidated Statement of Financial Position as at January 1, 2024:

|                                            | As previously reported | Effect of change in accounting policy <sup>(i)</sup> | As restated under new policy |
|--------------------------------------------|------------------------|------------------------------------------------------|------------------------------|
| Exploration and evaluation assets          | \$ 16,407,714          | \$ (12,431,473)                                      | \$ 3,976,241                 |
| Total assets                               | \$ 16,767,054          | \$ (12,431,473)                                      | \$ 4,335,581                 |
| Deficit                                    | \$ (21,434,311)        | \$ (12,431,473)                                      | \$ (33,865,784)              |
| Total shareholders' equity                 | \$ 16,469,233          | \$ (12,431,473)                                      | \$ 4,037,760                 |
| Total liabilities and shareholders' equity | \$ 16,767,054          | \$ (12,431,473)                                      | \$ 4,335,581                 |

- (i) All exploration and evaluation expenditures have been expensed to deficit rather than capitalized on the statement of financial position. \$3,976,241 relates to the net book value of acquisition costs as at January 1, 2024.

**K2 GOLD CORPORATION**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
For the year ended December 31, 2025  
(Expressed in Canadian Dollars)

**Consolidated Statement of Comprehensive Loss for the year ended December 31, 2024:**

|                                               | As previously<br>reported | Effect of<br>change in<br>accounting<br>policy <sup>(iii)</sup> | As restated<br>under new<br>policy |
|-----------------------------------------------|---------------------------|-----------------------------------------------------------------|------------------------------------|
| Expenses:                                     |                           |                                                                 |                                    |
| Exploration expenses                          | \$ -                      | \$ 1,579,511                                                    | \$ 1,579,511                       |
| Loss and comprehensive loss for the year      | \$ (800,901)              | \$ (1,579,511)                                                  | \$ 2,380,412                       |
| Basic and diluted loss per share              | \$ (0.01)                 | \$ (0.00)                                                       | \$ (0.03)                          |
| Weighted average number of shares outstanding |                           |                                                                 |                                    |
| - basic and diluted                           | 112,492,784               | -                                                               | 112,492,784                        |

- (i) \$1,579,511 in exploration costs incurred during the year ended December 31, 2024, which were previously capitalized in exploration and evaluation assets, have been reflected in the loss and comprehensive loss for the year ended December 31, 2024.

**Consolidated Statement of Cash Flows for the year ended December 31, 2024:**

|                                          | As previously<br>reported | Effect of<br>change in<br>accounting<br>policy <sup>(iii)</sup> | As restated<br>under new<br>policy |
|------------------------------------------|---------------------------|-----------------------------------------------------------------|------------------------------------|
| Cash flows from operating activities:    |                           |                                                                 |                                    |
| Loss and comprehensive loss for the year | \$ (800,901)              | \$ (1,579,511)                                                  | \$ (2,380,412)                     |
| Cash used in operating activities        | \$ (883,525)              | \$ (1,579,511)                                                  | \$ (2,463,036)                     |
| Cash flows from investing activities     |                           |                                                                 |                                    |
| Mineral property acquisition costs       | \$ (1,747,778)            | \$ 1,579,511                                                    | \$ (168,267)                       |
| Cash used in investing activities        | \$ (1,747,778)            | \$ 1,579,511                                                    | \$ (168,267)                       |

- (i) \$1,579,511 in costs for the year ended December 31, 2024 which were previously capitalized in exploration and evaluation assets and recognized as investing activities have been reflected in loss and comprehensive loss for the year and thereby recognized in operating activities.

**K2 GOLD CORPORATION**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
For the year ended December 31, 2025  
(Expressed in Canadian Dollars)

Consolidated Statement of Equity for the year ended December 31, 2024:

|                                                    | As previously reported | Effect of change in accounting policy <sup>(iv)</sup> | As restated under new policy |
|----------------------------------------------------|------------------------|-------------------------------------------------------|------------------------------|
| Deficit as at December 31, 2023                    | \$ (21,434,311)        | \$ (12,431,473)                                       | \$ (33,865,784)              |
| Loss and comprehensive loss for the year           | \$ (800,901)           | \$ (1,579,511)                                        | \$ (2,380,412)               |
| Deficit as at December 31, 2024                    | \$ (22,235,212)        | \$ (14,010,984)                                       | \$ (36,246,196)              |
| Total shareholders' equity as at December 31, 2023 | \$ 16,469,233          | \$ (12,431,473)                                       | \$ 4,037,760                 |
| Loss and comprehensive loss for the year           | \$ (800,901)           | \$ (1,579,511)                                        | \$ (2,380,412)               |
| Total shareholders' equity as at December 31, 2024 | \$ 18,319,413          | \$ (14,010,984)                                       | \$ 4,308,429                 |

- (i) \$12,431,473 in accumulated exploration costs, which were previously capitalized in exploration and evaluation assets, have been reflected in the opening deficit for the year ended December 31, 2024. In addition, \$1,579,511 in costs incurred during the year ended December 31, 2024, which were previously capitalized in exploration and evaluation assets, have been reflected in the loss and comprehensive loss for the year ended December 31, 2024.

**TRANSACTIONS WITH RELATED PARTIES**

**Key management compensation**

Key management consists of the Company's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides non-cash benefits.

Total key management compensation are as follows:

| Payee                          | Nature of the transaction | Year ended December 31, 2025 | Year ended December 31, 2024 |
|--------------------------------|---------------------------|------------------------------|------------------------------|
| CEO                            | Management fees           | \$ 222,020                   | \$ 211,675                   |
| Former CFO                     | Management fees           | 9,000                        | 12,000                       |
| Company related to former CFO* | Consulting fees           | 66,200                       | 70,400                       |
| Company controlled by CFO      | Management fees           | 40,000                       | -                            |
| VP of Exploration              | Wages – Exploration costs | 180,000                      | 180,000                      |
| CEO                            | Share-based compensation  | 210,124                      | 1,612                        |
| Former CFO                     | Share-based compensation  | -                            | 322                          |
| CFO                            |                           | 49,070                       | -                            |
| VP of Exploration              | Share-based compensation  | 140,083                      | 1,290                        |
| Director (John Robins)         | Share-based compensation  | 140,083                      | 887                          |
| Director (Jim Paterson)        | Share-based compensation  | 70,041                       | 725                          |
| Director (Steven Swatton)      | Share-based compensation  | 70,041                       | 725                          |

**K2 GOLD CORPORATION**  
**MANAGEMENT'S DISCUSSION & ANALYSIS**  
For the year ended December 31, 2025  
(Expressed in Canadian Dollars)

| <b>Payee</b>                   | <b>Nature of the transaction</b> | <b>Year ended<br/>December 31,<br/>2025</b> | <b>Year ended<br/>December 31,<br/>2024</b> |
|--------------------------------|----------------------------------|---------------------------------------------|---------------------------------------------|
| Director (Steven Krause)       | Share-based compensation         | 84,050                                      | 725                                         |
| Director (Carolyn Loder)       | Share-based compensation         | 84,050                                      | 725                                         |
| Director (Chase Taylor-Robins) | Share-based compensation         | 70,041                                      | -                                           |
| <b>Total</b>                   |                                  | <b>\$ 1,434,803</b>                         | <b>\$ 481,086</b>                           |

(\*) Related to accounting and compliance services.

Related party transactions and balances not disclosed elsewhere in the Company's consolidated financial statements are as follows:

| <b>Payee</b>                             | <b>Nature of the transaction</b>      | <b>Year ended<br/>December 31,<br/>2025</b> | <b>Year ended<br/>December 31,<br/>2024</b> |
|------------------------------------------|---------------------------------------|---------------------------------------------|---------------------------------------------|
| Company related to CFO                   | Reimburse office rent (Vancouver, BC) | \$ -                                        | \$ 15,270                                   |
| Company controlled by CFO                | Reimburse office rent (Vancouver, BC) | -                                           | 8,889                                       |
| Company owned by a key management person | Office rent (Squamish, BC)            | 22,731                                      | 26,927                                      |
| <b>Total</b>                             |                                       | <b>\$ 22,731</b>                            | <b>\$ 51,086</b>                            |

The balance payable to related parties at December 31, 2025 was \$nil (December 31, 2024 - \$326). These payables are generally unsecured, non-interest bearing and are expected to be repaid under normal trade terms.

The amounts charged to the Company for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements. These transactions were in the normal course of operations and were measured at the exchange value, which represented the amount of consideration established and agreed to by the related parties.

## **CRITICAL ACCOUNTING ESTIMATES**

Our significant accounting policies are presented in Note 3 of the audited financial statements for the year ended December 31, 2025. Note 3 provides that the preparation of the Company's financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the reported amounts of assets, liabilities and contingent liabilities at the date of the financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. These financial statements include estimates that, by their nature, are uncertain. The impacts of such estimates are pervasive throughout the financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised and future periods if the revision affects both current and future periods. These estimates are based on historical experience, current and future economic conditions and other factors, including expectations of future events that are believed to be reasonable under the circumstances. The key areas of estimation uncertainty are: i) exploration and evaluation assets; ii) deferred tax assets and liabilities; and iii) Stock-based compensation.

## **RISKS AND UNCERTAINTIES**

### **Exploration Stage Company**

K2 Gold is engaged in the business of acquiring and exploring mineral properties with the desire of locating and developing economic deposits of minerals. Development of any future properties will only follow upon obtaining satisfactory exploration results. There can be no assurance that K2 Gold's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if an economic deposit of minerals is located, it can be commercially mined.

### **Mineral Exploration and Development**

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on K2 Gold.

### **No Operating History and Financial Resources**

K2 Gold has not achieved profitable operations and has no operating revenues and is unlikely to generate any in the foreseeable future. The Company has sufficient financing to cover its projected funding requirements for the ensuing year. Additional funds will be required for K2 Gold to acquire and explore new mineral interests. K2 Gold has limited financial resources and there is no assurance that sufficient additional funding will be available to fulfill its future obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause K2 Gold to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

### **Government Regulation**

The current or future operations of K2 Gold, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various foreign federal, state, provincial and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labor standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters. There can be no assurance, however, that K2 Gold will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which K2 Gold may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to K2 Gold's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions there under, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

### **Competition**

The mineral exploration and mining business is competitive in all of its phases. K2 Gold will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. K2 Gold's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and acquire suitable prospects for mineral exploration or development. There is no assurance that K2 Gold will be able to compete successfully with others in acquiring such prospects.

### **Environmental Risks and Hazards**

All phases of K2 Gold's operations will be subject to environmental regulation in the jurisdictions in which it intends to operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations. They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which K2 Gold holds interests or on properties that will be acquired which are unknown to K2 Gold at present and which have been caused by previous or existing owners or operators of the properties.

### **Commodity Prices**

The price of K2 Gold's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of gold and base metals. Gold and base metals prices fluctuate widely and are affected by numerous factors beyond K2 Gold's control such as the sale or purchase of precious or base metals by various dealers, central banks and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and international political and economic trends, conditions and events. The price of gold and base metals has fluctuated widely in recent years, and future serious price declines could cause continued development of K2 Gold's properties to be impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower gold or base minerals prices could result in material write-downs of K2 Gold's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

#### **Price Volatility and Lack of Active Market**

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. It may be anticipated that any quoted market for K2 Gold's securities will be subject to such market trends and that the value of such securities may be affected accordingly.

#### **Key Executives**

K2 Gold will be dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the immediate future operations of K2 Gold are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. Due to the relatively small size of K2 Gold, the loss of these persons or K2 Gold's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. K2 Gold does not currently carry any key man life insurance on any of its executives. The directors and certain officers of K2 Gold will devote part of their time to the affairs of K2 Gold.

#### **Potential Conflicts of Interest**

Certain directors and officers of the Company are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of the Company. Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of the Company. Directors and officers of the Company with conflicts of interest will be subject to and will follow the procedures set out in applicable corporate and securities legislation, regulation, rules and policies.

#### **Dividends**

K2 Gold has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of K2 Gold and will depend on K2 Gold's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of K2 Gold deem relevant.

#### **Nature of the Securities**

The purchase of the Company's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. The Company's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in the Company's securities should not constitute a major portion of an investor's portfolio.

## **PROPOSED TRANSACTIONS**

There are no proposed transactions that should be disclosed.

## **ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE**

Additional disclosure concerning the Company's general and administrative expenses is provided in the Company's statement of loss and comprehensive loss contained in its consolidated financial statements for the year ended December 31, 2025, which are available on [www.sedarplus.ca](http://www.sedarplus.ca), and on the Company's website at [www.k2gold.com](http://www.k2gold.com).

## **OUTLOOK**

The Company expects to obtain financing in the future primarily through further equity financing, as well as through joint venturing and/or the optioning of the Company's properties to qualified mineral exploration companies. There can be no assurance that the Company will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause the Company to suspend its operations.

The Company's business objectives are to advance its exploration projects, and continue to fund its general and administrative expenses for the ensuing year and its working capital requirements.

## **APPROVAL**

The Board of Directors of K2 Gold has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone upon request.

## **ADDITIONAL INFORMATION**

Additional Information relating to K2 Gold is on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR+") at [www.sedarplus.ca](http://www.sedarplus.ca) or by contacting:

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