# CONQUEST RESOURCES LIMITED

# MANAGEMENT'S DISCUSSION AND ANALYSIS

Dated April 28, 2025

**For year ended December 31, 2024**

(Form 51-102F1)

This Management's Discussion and Analysis (MD&A) reviews the activities of Conquest Resources Limited ("Conquest" or the "Company") and compares the financial results for the year ended December 31, 2024 with those of the year ended December 31, 2023.

For a more complete understanding of the Company's financial condition and results of operations, this MD&A should be read together with the audited financial statements and the accompanying notes for the year ended December 31, 2024, a copy of which is filed on the SEDAR+ website at www.sedarplus.ca.

The Company prepares its financial statements in accordance with International Financial Reporting Standards ("IFRS"), and these statements are filed with the relevant regulatory authorities in Canada.

All monetary amounts are in Canadian dollars unless otherwise stated.

## COMPANY OVERVIEW

Conquest Resources Limited is a mineral exploration company that is exploring for gold, copper, nickel, lithium, uranium and other precious and base metals on mineral properties located in Ontario.

The Company's registered office is located at 181 University Ave, Suite 1413, Toronto, Ontario, M5H 3M7. Conquest is a reporting issuer in Ontario, British Columbia, and Alberta. It's common shares trade on the TSX Venture Exchange ("TSX-V") under the symbol CQR.V.

Conquest holds a 100% interest in the Belfast-TeckMag Project, located in the Temagami Mining Camp at Emerald Lake, Ontario, which is believed to have exceptional exploration upside for magmatic sulphide deposits (Cu-Ni-PGE), VMS, IOCG, Iron formation hosted Au and Paleo-placer Au. The Belfast-TeckMag Project is the Company's flagship property, evolved from the Golden Rose Project, which was initially acquired in December 2017, and significantly augmented through the acquisition of Canadian Continental Exploration Corp. ("CCEC") in 2020 and subsequent additional claim staking and purchases in its adjacent Belfast Copper Project and TeckMag Property. Conquest now controls over 300 square kilometers of underexplored territory in the Temagami Mining Camp, including the past producing Golden Rose Mine at Emerald Lake.

Conquest also holds a 100% interest in the Alexander Gold Property located immediately east of the Red Lake and Campbell mines in the heart of the Red Lake Gold Camp along the important "Mine Trend" regional structure. Conquest's property is almost entirely surrounded by Evolution Mining land holdings.

In addition, The Company holds interests in the Smith Lake Gold Property.

## 2024 HIGHLIGHTS & SUBSEQUENT EVENT

- In September 2024, Conquest announced the commencement of a 3,000-meter diamond drill program on its 100%-owned Belfast-TeckMag Project, funded by its drill program partner VerAI Discoveries Inc. ("VerAI").
- Nine drill holes totaling 3,549 meters were completed in December 2024, testing four high priority targets generated from VerAI's proprietary artificial intelligence ("AI") Discovery Platform.
- Subsequent to the year-end in February 2025, assay results, highlighted below, were received for six drill holes: BC24-29, and BC24-31 through to BC24-35:
    - Potential copper, zinc, and gold bearing VMS system identified on the Eaglerock target
    - Drilling established a potential mineralized system in three of four priority AI targets drilled
    - Rapid deal execution from deal signing to target drilling completion in less than six months
    - Large, new prospective area under cover opened up for new discoveries
    - Strong partnership built with VerAI for further exploration on the project and across the region

## BELFAST-TECKMAG PROJECT

The Belfast-TeckMag Project is a hybrid of the Company's four properties in the Temagami Mining Camp, located northeast of Sudbury in Northern Ontario, namely the Belfast Copper, TeckMag, Golden Rose, DGC, and JPC Properties. An aggregate of 819 total unpatented amalgamated claims and 5 mining leases totaling approximately 32,197 hectares comprise the Belfast-TeckMag Project. The Belfast-TeckMag Project is situated in an area covering 12 Ontario townships including Afton, Armagh, Belfast, Clement, Clary, Delhi, Le Roche, Joan, MacBeth, Phyllis, Scholes, and Sheppard Townships.

### Golden Rose Property

The Company holds 4 mining leases totaling 124 hectares and 511 mining claims totaling 10,220 hectares, collectively known as the Golden Rose Property situated in Afton and Scholes Townships at Emerald Lake approximately 65 kilometers northeast of Sudbury, Ontario. A portion of the Golden Rose Property is subject to a 1.5% Net Smelter Return ("NSR") in favor of Osisko Gold Royalties Ltd., and the leased mining claims are subject to a 2% NSR in favor of EnerMark Inc.

Between 1915 and 1988, mining operations at the Golden Rose Gold Mine produced approximately 52,000 oz of gold from structurally controlled, high-grade quartz-pyrite veins, hosted almost exclusively within the banded iron formations. Surface drilling between 1984 and 2011 identified significant gold mineralization down-dip and down-plunge of the historical underground workings.

The Golden Rose mine (currently flooded) consists of more than six kilometers of underground workings, as well as a 3 compartment, 228-metre-deep shaft, and a modern decline ramp from surface to the 6th level of the mine.

Conquest has entered into a Memorandum of Understanding with the Temagami First Nation and Teme Augama Anishnabai regarding the Company's exploration activities on the Belfast-TeckMag Project which is situated within the traditional lands and waterways occupied and used by the Temagami First Nation/Teme Augama Anishnabai.

Through the acquisition of CCEC in October 2020, the Company acquired the TeckMag Property comprised of an extensive package of mining claims which surrounds the Golden Rose Property. The property is underexplored and considered to be highly prospective for precious and base metals.

On July 19, 2022, Conquest entered into an agreement granting an option to Atha Energy Corp. ("Atha") to acquire up to 100% undivided interest in four mineral leases representing a portion of the Golden Rose Property, a segment of the Belfast TeckMag Property (the "Atha Option"). To fully exercise the option, Atha must issue an aggregate of 1,500,000 common shares and make cash payments to the total of $1,000,000 to Conquest over a period of 36 months. Atha has also agreed to grant Conquest a 1% NSR on the optioned mineral leases. Atha's common shares began trading on the Canadian Securities Exchange on April 11, 2023.

On August 24, 2022, the Company received from Atha the initial cash payment of $100,000 plus $10,000 to cover the cost of a technical report on the property optioned. In July 2023, the Company received the first anniversary cash payment of $200,000 from Atha. On March 30, 2023 and November 15, 2023, the Company received an initial and second tranche of 200,000 and 300,000 Atha shares, respectively, for a total fair value of $497,000 at the time of issuance. In accordance with the Company's accounting policies, the proceeds from the Atha Option Agreement of $697,000 have been recorded as a reduction to the Company's acquisition, exploration and evaluation expenses in the respective periods when they were received.

### Belfast Copper Property

During the last quarter of 2020, Conquest doubled its land holdings in the Temagami Mining Camp through the staking and acquisition of 302 amalgamated mining claims totaling 18,480 hectares, encompassing approximately 134 square kilometers, centered on Belfast Township, adjacent to the Company's recently consolidated land packages following the completion of the acquisition of CCEC.

Belfast Township is located on the edge of the Temagami Magnetic Anomaly which is thought to be related to a massive hydrothermal alteration event and crustal disruption in the region. Regional geophysical surveys show large areas of magnetic and gravity signatures consistent with a major NW-SE trending structural corridor.

On November 2, 2020, the Board of Directors awarded an incentive bonus to the initiators of the Belfast Project in the form of the grant of a total NSR of 1.5 % on the Belfast Project to certain management of the Company.

The Belfast Project, now part of the Belfast-TeckMag Project, is a culmination of many years of data gathering, geological interpretation, and field work performed by the exploration team, who have identified several potential target areas for various styles of potentially economic mineralization, including magmatic Ni-Cu-PGE, IOCG, VMS, Iron hosted Au, and Paleo-placer Au.

### DGC Property

Pursuant to a Purchase and Sale Agreement with Teck Resources Limited (“Teck”), Conquest acquired a 100% interest in the DGC Ni-Cu-PGE Property located in Afton Township, Ontario in March 2021. Conquest issued 1,800,000 shares to Teck in consideration for the acquisition, subject to a 2% NSR retained by Teck.

The DGC Property is a mining lease that covers 359 hectares in area. It is located in the central portion of Conquest’s Belfast-TeckMag Project, and covers the core of the Temagami Magnetic Anomaly, located east of the Sudbury Igneous Complex, and is one of the largest positive magnetic anomalies in North America. CCEC drill-tested the DGC Property with a 2,200m drill hole in 2014. The drill hole (AT14-01) intersected a quartz diorite dike at a depth of 1,989m, similar to the mineralized dikes associated with the Sudbury Impact Complex.

### JPC Property

In a separate transaction in March 2021, Conquest signed a purchase agreement to acquire the JPC Property in Clement, MacBeth, and Scholes Townships, Ontario from a private individual. The Company paid $13,000 cash and issued 250,000 shares of the Company for a 100% interest in 6 mining claims covering 1,620 hectares in area, which are located to the southeast of Conquest’s Golden Rose Property, subject to a 1% NSR. Conquest may purchase half of the NSR royalty for $500,000 at any time and holds a Right of First Refusal on the balance of the royalty.

### VerAI Partnership and Drilling [NTD – Tom/Joerg, please review and edit]

In April 2024, Conquest entered into a Royalty Purchase and Sale Agreement with VerAI, to which Conquest agreed to grant VerAI a 1.5% net smelter return royalty on certain target areas with recommended drilling locations generated by VerAI, utilizing its proprietary AI technology. Conquest also agreed to grant VerAI an additional 1.5% NSR in return for funding a drill program for testing four targets identified by VerAI on the Belfast TeckMag Project. In September 2024, a planned 3,000 m diamond drilling program funded by VerAI commenced and was completed in December 2024.

Multiple high priority drill targets were generated using VerAI’s proprietary AI technology. The targets are located proximal to where Conquest discovered highly anomalous hydrothermal copper mineralization through drilling in 2021 and 2022 (See news release dated October 20, 2021). This mineralization and associated alteration in drill core was interpreted to be related to a hydrothermal system capable of forming iron-oxide-copper-gold (IOCG), volcanogenic massive sulphide (VMS), and affiliated deposits.

On September 11, 2024, the Company received from VerAI cash payment in the amount of $730,549 to fund all the expenditures for a scheduled 3,000-meter diamond drill program on the Belfast TeckMag Project on targets generated using VDI’s proprietary AI technology (the “VerAI Drill Fund”). Conquest was the operator of the program.

Nine drill holes totaling 3,549 meters were completed in December 2024, testing four high priority targets generated from VerAI’s proprietary AI Discovery Platform.

Subsequent to the year-end in February 2025, assay results were received for six drill holes: BC24-29, and BC24-31 through to BC24-35.

On the 2 km long Eaglerock target, two of three drillholes (BC24-32 and BC24-33) intersected sulphidic horizons including chalcopyrite and sphalerite, within dominant pyrrhotite mineralization locally amounting up to 25%. Assay results have confirmed visual observations with significant copper mineralization being intersected including 0.83% Cu over 0.50 m in drillhole BC24-33, along with anomalous Cu mineralization over a core length of 33.50 m in drill hole BC24-32. Coinciding Zn mineralization has also been confirmed including 0.40% Zn over 2.00 m in drill hole BC24-33 within a zone of 7m averaging >0.1% Zn.

Logging of the core from BC24-32 has confirmed the presence of a potential volcanogenic massive sulphide (VMS) horizon, including sulphidic chert and fine sediments over a intersected length of 33.50 m with anomalous Cu and Zn. This interval is interpreted to be a hiatus in volcanism which may have preserved a massive sulphide lens and will be a focus of future drilling.

At the Turtleshell target, 4 km southwest of Eaglerock, low level magmatic-style sulphide mineralization within mafic intrusive rocks was intersected throughout drillhole BC24-29, with grades up to 0.53% Cu over 0.60 m. At the Emerald target, west of the Eaglerock target, drillholes BC24-31 and BC24-35 intercepted Archean volcaniclastic breccia, possibly related to VMS deposit formation, though no significant mineralization was intercepted.

Two 350 m holes (BC24-27 and BC24-28) were drilled at the Manitou target but failed to reach the target horizon beneath thick Nipissing diabase units. Due to the thickness of cover sequences in the area, potential exists at greater depths to intercept the target unit with further drilling.

## OTHER PROJECTS

### Alexander Gold Project

Conquest’s Alexander Property is strategically located east of the Red Lake and Campbell mines in the heart of the Red Lake Gold Camp.

The Alexander Property is situated within the important “Mine Trend” regional structure. The western boundary of Conquest’s Alexander Property is located adjacent to the Red Lake gold mine and approximately 500 meters east of the Balmer headframe and its Aviation zone exploration target area. Conquest continues to be encouraged in the belief that the Company holds one of the most prospective land positions in the Red Lake gold camp, outside the Red Lake complex owned and operated by gold producer Evolution Mining Limited (“Evolution”).

The Balmer Assemblage is host to the high-grade gold ores at the Red Lake mine and the Balmer Assemblage stratigraphy that characterizes the well-established Mine Trend at Red Lake is present in drill holes on Conquest’s Alexander Property. The Mine Trend stratigraphy strikes northwest to southeast through Conquest’s patented claim group. Conquest’s previous drilling in 2009, 2010 and 2011 on the Alexander Property reported gold grades of up to 12.67 grams per ton over 1 meter.

In addition to carrying out its own desktop examination of historical data for the Alexander Property with the intent to remap the Balmer Assemblage within the Alexander Property, Conquest intends to continue monitoring activities by Evolution on its adjacent property.

Evolution’s latest annual Mineral Resources and Ore Reserves estimates reported that the Mineral Resource at Evolution’s Red Lake property at December 31, 2023 was estimated at 55.1 million tonnes at 6.56 grams per tonne gold for 11.6 million ounces, a decrease of 711,000 ounces. The Ore Reserves was 12.4 million tonnes at 6.87 grams per tonne gold for 2.7 million ounces of contained gold in accordance with the JORC Code.

Evolution announced a total of 112,700 (2023 – 120,840) ounces of gold was produced at Red Lake during 2024. In 2025, Red Lake is guided to deliver 125,000-145,000 ounces of gold. Red Lake demonstrated sustainable improvements in 2024 to enable positive cash generation and reliable delivery in 2025.

(Source: https://evolutionmining.com.au/red-lake/)

**Smith Lake Gold Project**

Conquest's Smith Lake Property consists of 6 patented mining claims and 181 mining claims covering approximately 2,915 hectares of land located within the Missanabie-Goudreau Greenstone Belt in Leeson, Stover, and Rennie Townships in northern Ontario.

The Smith Lake Property, located between the former Renabie Mine to the east and the Manitou Gold / Alamos land package to the west, is 100% Conquest owned and is contiguous with the former International Corona Resources (now Barrick Gold Corporation) Renabie Mine which produced more than 1,000,000 ounces of gold from 1941 through 1991. Reported reserves from the mine were approximately 6 million tonnes at an average grade of 6.6 grams per tonne gold and 2 grams per tonne silver. The Renabie Mine closed in 1991, reportedly due to a slumping gold price, high cost of production and a decrease in the recalculation of ore resource by 961,050 tons in the proven and probable categories.

Conquest has focused its exploration in three areas adjacent to the old mine workings where clusters of structural lineaments display similar characteristics to those hosting the Renabie mine. Previous drilling on the property by the Company reported drill results ranging from 0.25 grams per tonne to 63.3 grams per tonne over drill intercepts of 0.22 to 1.5 meters. The Company continues to work on developing a revised geological model for the property. Conquest plans to explore several areas of lineament clusters with the focus on finding new, structurally controlled gold mineralization like the Renabie Mine. Prospecting, shallow geophysics, soil geochemistry and potential follow-up trenching planned at the Z-22 Vein area.

**Lake Nipigon Basin ("LNB") Property**

Conquest purchased the LNB Property located south of Black Sturgeon Lake in September 2021. The LNB Property is considered to be prospective for uranium mineralization associated with veins and faults at or near the Archean-Proterozoic unconformity, and Ni-Cu-PGE mineralization associated with Proterozoic rift mafic intrusive rocks. Conquest can earn 100% interest in the LNB Property by issuing 200,000 shares per year over 3 years and spending $400,000 in exploration costs, subject to a 2% NSR with a buy-back of 1% at any time for $1,000,000. On July 24, 2023, Conquest issued the third tranche of 200,000 shares to the vendor of the LNB property prior to the third anniversary of the purchase agreement. On August 16th, 2023, the Company entered into an agreement to sell the LNB Project to Lake Nipigon Holdings Ltd. ("LNH"), an arm's length party, for a combination of a $125,000 work commitment, $500,000 in share payments to Conquest and the retention of a 1% NSR. LNH has satisfied the $125,000 work commitment by completing an MT geophysical survey on the Property in September 2023. LNH changed its name to Birkdale Resources Corp ("Birkdale"), which is currently a division of Searchlight Innovations Inc. Shares and/or cash are to be paid to Conquest upon the completion of financing the LNB drill program by Birkdale.

## OUTLOOK

Going forward, the Company will focus its attention on the Belfast TeckMag Project. The drilling program at Belfast in 2024 has opened up large prospective areas for new discoveries and built a strong partnership with VerAI for further exploration on the project and across the region.

**Qualified Person and Technical Report**

Joerg Kleinboeck, P. Geo., is the Company’s Qualified Person for the purposes of National Instrument 43-101 and has approved the technical disclosures within this MD&A.

## RESULTS OF OPERATIONS

Conquest recorded no revenue for the years ended December 31, 2024 or December 31, 2023. Other income of $682,806 (2023, $nil) was recorded in 2024 representing VerAI Drill Fund received and disbursed in the drill program on the Belfast Project.

For the year ended December 31, 2024, the Company recorded a net loss of $828,712 or $0.006 per share (2023 - net income of $436,619 or $0.003 per share). The net loss in 2024 was a result of acquisition, exploration and evaluation expense of $731,215 (2023 – net recovery of $646,825), corporate management, administration expenses of $343,270 (2023 - $358,552), and share-based payment $136,189 ($18,078), partially offset by the net income from VerAI Drill Fund and interest income

In September 2024, the Company received a cash payment in the amount of $730,549 from VerAI to fund all the expenditures for a scheduled 3,000-metre diamond drill program on the Belfast TeckMag Project. As at December 31, 2024, a total of $682,806 were disbursed for expenditures on the VerAI funded drill program and hence were recorded as other income.

In the prior year, the Company did not carry out any drilling programs but received total proceeds of $697,000 from the Atha Option and recorded a recovery and reduction to the Company’s acquisition and exploration expense, in accordance with the Company's accounting policy. Before the recovery from the Atha Option, the Company incurred acquisition, evaluation and exploration expense of $50,175 for the year ended December 31, 2023.

On August 27, 2024, the Company granted a total of 4,000,000 stock options to its directors, officers and consultants, vesting immediately with an exercise price of $0.05 per share, for a term of five years. Amongst the total stock options granted, 3,200,000 were awarded to directors and officers of the Company. The total grant date fair value of the options was estimated at $136,189. There were no stock options granted in 2023 or 2022. A total of 2,400,000 (2023 – nil) options expired unexercised in the year ended December 31, 2024 and fair value of these expired options of $207,240 (2023 – $nil) were transferred from the reserve for stock options to deficit.

Also included in the net loss in 2024 was an unrealized valuation loss of $340,000 (2023 - gain of $123,000) from the Atha shares received from the Atha Option and interest income of $39,156 (2023 - $43,424) from short-term guaranteed investment certificates and during the year ended December 31, 2024.

## SELECTED ANNUAL INFORMATION

The following selected annual information has been derived from the financial statements of the Company, which have been prepared in accordance with International Financial Reporting Standards.

| | 2024<br>$ | 2023<br>$ | 2022<br>$ |
|---|---|---|---|
| Income (loss) before other items | (1,210,674) | 270,195 | (857,488) |
| Net income (loss) | (828,712) | 436,619 | (842,191) |
| Net income (loss) per common share - basic & diluted | (0.006) | 0.003 | (0.006) |
| Total assets | 1,076,867 | 1,668,767 | 1,222,171 |
| Cash and cash equivalents | 689,748 | 1,016,428 | 1,188,794 |
| Shareholders equity | 928,101 | 1,620,624 | 1,155,927 |

## SUMMARY OF QUARTERLY RESULTS

| | Q4 2024 ($000's) | Q3 2024 ($000's) | Q2 2024 ($000's) | Q1 2024 ($000's) | Q4 2023 ($000's) | Q3 2023 ($000's) | Q2 2023 ($000's) | Q1 2023 ($000's) |
|---|---|---|---|---|---|---|---|---|
| Net income/(loss) | (155) | (199) | (187) | (288) | 281 | 97 | (28) | 87 |
| Net income/(loss) per share - Basic and diluted | (0.001) | (0.001) | (0.001) | (0.002) | 0.002 | 0.001 | (0.000) | 0.001 |
| Total assets | 1,077 | 1,866 | 1,204 | 1,386 | 1,669 | 1,388 | 1,286 | 1,319 |
| Working Capital | 903 | 1,622 | 1,086 | 1,222 | 1,453 | 1,340 | 1,233 | 1,258 |

- Q1 of 2023 includes a recovery of acquisition, exploration and evaluation expenditures in the amount of $175,839 and stock-based compensation expense of $15,357.
- Q2 of 2023 includes exploration and evaluation expenditures in the amount of $556 and stock-based compensation expense of $2,721.
- Q3 of 2023 includes a recovery of exploration and evaluation expenditures of $183,542 and stock-based compensation expense of $nil.
- Q4 of 2023 includes a recovery of exploration and evaluation expenditures of $288,000 and stock-based compensation expense of $nil.
- Q1 of 2024 includes acquisition, exploration and evaluation expenditures in the amount of $13,580 and $nil stock-based compensation expense.
- Q2 of 2024 includes acquisition, exploration and evaluation expenditures in the amount of $9,173 and $nil stock-based compensation expense.
- Q3 of 2024 includes acquisition costs of $1,757, exploration expenditures of $137,990 and stock-based compensation expense of $136,189.
- Q4 of 2024 includes exploration expenditures of $568,715 and $nil stock-based compensation expense.

## EXPLORATION AND EVALUATION EXPENDITURES

The following table outlines the Company's cumulative exploration and evaluation expenditures which have been expensed according to the Company's accounting policy:

| | December 31 2024 $ | Additions 2024 $ | December 31, 2023 $ | Additions 2023 $ | December 31, 2022 $ |
|---|---|---|---|---|---|
| Belfast-TeckMag | 9,348,353 | 719,378 | 8,628,975 | 32,095 | 8,596,880 |
| Proceeds from Atha option | (807,000) | - | (807,000) | (697,000) | (110,000) |
| Alexander | 6,255,728 | 1,792 | 6,253,936 | 1,792 | 6,252,144 |
| Smith Lake | 1,271,559 | 455 | 1,271,104 | 455 | 1,270,649 |
| King Bay | 1,003,189 | - | 1,003,189 | - | 1,003,189 |
| Lake Nipigon Basin | 32,000 | - | 32,000 | 10,000 | 22,000 |
| Project Generation | 3,350 | - | 3,350 | - | 3,350 |
| Other | 10,839 | 9,590 | 1,249 | - | 1,249 |
| Total | 17,118,018 | 731,215 | 16,454,195 | (646,825) | 17,101,020 |

## LIQUIDITY AND CAPITAL RESOURCES

The Company's objective when managing capital is to maintain adequate levels of funding to support the acquisition, evaluation and exploration of mineral properties and maintain the necessary corporate and administrative functions to facilitate these activities. This is done primarily through equity financing. Future financings are dependent on market conditions and there can be no assurance the Company will be able to raise funds in the future. All equity financings require the approval of the Board of Directors.

At December 31, 2024, the Company had total current assets of $1,051,667 (2023 - $1,501,367), including cash and cash equivalents of $689,748 (2023 - $1,016,428) available to settle accounts payable and accrued liabilities of $101,023 (2023 – $48,143).

Net cash used in operating activities amounted to $1,057,229 (2023 - $172,366) for the year ended December 31, 2024.

The Company had $730,549 (2023 - $nil) provided from financing activities, i.e. the VerAI Drill Fund in the year ended December 31, 2024. No cash was used in or generated from investing activities for the years ended December 31, 2024 or 2023.

At December 31, 2024, Conquest had not achieved profitable operations, and expects to incur further losses in the development of its business. The Company has continued to rely on equity financing to fund its working capital requirements.

**Marketable securities**

On March 30, 2023, the Company received 200,000 Atha shares from the Atha Option. At inception, the fair value of the Atha shares held by the Company were measured at their market value of $1.00 per share, for a total value of $200,000. The fair value was determined based on Atha’s equity financing completed on March 30, 2023, when over 33 million subscription receipts it issued in late 2022 were exchanged into common shares at a cost of $1.00 per share.

On November 15, 2023, the Company received a second tranche of 300,000 Atha shares from the Atha Option at the market value of $0.99 per share for a total fair value of $297,000.

At December 31, 2024, the Company held 500,000 (2023 – 500,000) Atha shares with a quoted market value of $280,000 (2023 – $620,000). An unrealized loss in the amount of $340,000 (2023 – gain of $123,000) was recorded in the statement of operations for the year ended December 31, 2024.

## OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

## TRANSACTIONS BETWEEN RELATED PARTIES

Other than the granting of stock options, no fees were paid by the Company to directors for their services as directors of the Company in the years ended December 31, 2024 or 2023.

During the year ended December 31, 2024, a total expense of $250,956 (2023 - $265,433) were charged by related parties, including $180,000 (2023 - $180,000) by Tom J. Obradovich, Director, President and Chief Executive Officer of the Company for management fees; $24,000 (2023 - $24,000) by Energold Minerals Inc., an affiliate of John Kearney, the Chairman of the Company, for executive consulting services; $27,450 (2023 - $31,050) by Intega Advisors, a company controlled by Tong Yin, Chief Financial Officer of the Company for professional services; $ 17,231 (2023 - $18,383) by Janice Malmholt, Secretary of the Company, for corporate secretary services; and $12,000 (2023 - $12,000) for office rent by Buchans Resources Limited, a company with common directors.

Included in accounts payable and accrued liabilities at December 31, 2024 is $21,864 (2023 - $21,373) due to related parties. Such amounts were due on demand, unsecured and non-interest bearing.

## ACCOUNTING POLICIES AND ESTIMATES

### Critical accounting estimates

The Company's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities, if any. The Company's management makes assumptions that are believed to be reasonable under the circumstances and that are based upon historical experience, current conditions, and expert advice. These estimates are reviewed on an ongoing basis for updated information and facts. The use of different assumptions would result in different estimates, and actual results may differ from results based on these estimates.

### Critical accounting estimates

The Company's financial statements are prepared in accordance with International Financial Reporting Standards (IFRS) and require management to make estimates and assumptions that affect the reported amounts of assets, liabilities, revenues and expenses, and the related disclosure of contingent assets and liabilities, if any. The Company's management makes assumptions that are believed to be reasonable under the circumstances and that are based upon historical experience, current conditions and expert advice. These estimates are reviewed on an ongoing basis for updated information and facts. The use of different assumptions would result in different estimates, and actual results may differ from results based on these estimates.

### Adoption of New Accounting Standards

The standards and interpretations within IFRS are subject to change. For further details, please refer to note 3 of the audited financial statements at December 31, 2024.

## RISK FACTORS

In conducting its business, Conquest faces a number of risks common to the mining and exploration industry. These are summarized below. There are also certain specific risks (including those listed below), associated with an investment in the Company and prospective investors should carefully consider these specific risk factors associated with an investment in the Company.

### Additional Financing

The Company's ability to continue exploration and development of its properties will be dependent upon its ability to raise additional financing. No assurances can be made that the Company will be able to raise such additional capital.

At December 31, 2024, the Company had not achieved profitable operations, had an accumulated deficit since inception and expects to incur further losses in the development of its business. The Company has relied on equity financing to fund its working capital requirements. The Company will need to generate additional financial resources in order to fund its planned exploration programs and continue as a going concern. There is a risk that additional financing will not be available to the Company on a timely basis or on acceptable terms. There are no assurances that the Company will continue to obtain additional financial resources and/or achieve positive cash flows or profitability. If the Company is unable to obtain adequate additional financing, the Company will be required to further curtail operations.

While Conquest has sufficient financial resources necessary to undertake its currently planned activities, there can be no assurance that Conquest will be successful in obtaining any additional required funding necessary to conduct additional exploration or evaluation, if warranted, on Conquest's current exploration properties or any properties that may be acquired or to develop mineral resources on such properties, if commercially mineable quantities of such resources are located thereon. Failure to obtain additional financing on a timely basis could cause Conquest to forfeit its interest in such properties. If additional financing is raised through the issuance of equity or convertible debt securities of Conquest, the interests of shareholders in the net assets of Conquest may be diluted.

The Company is not subject to any capital requirements imposed by a lending institution or regulatory body, other than Policy 2.5 of the TSXV which requires adequate working capital or financial resources of the greater of (i) CDN$50,000 and (ii) an amount required in order to maintain operations and cover general and administrative expenses for a period of 6 months.

**Exploration, Development and Operating Risk**

Resource exploration and development is a speculative business, characterized by a number of significant risks including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits but also from finding mineral deposits that, though present, are insufficient in quantity and quality to return a profit from production. The marketability of minerals acquired or discovered by Conquest may be affected by numerous factors that are beyond the control of Conquest and that cannot be accurately predicted, such as market fluctuations, the proximity and capacity of milling facilities, mineral markets and processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection, the combination of which factors may result in Conquest not receiving an adequate return of investment capital. Many of the properties in which Conquest holds an interest are in the exploration stage only and are without a known body of commercial ore. Development of the subject mineral properties would follow only if favorable exploration results are obtained and a positive feasibility study is completed.

The business of exploration for minerals and mining involves a high degree of risk. Few properties that are explored are ultimately developed into producing mines. There is no assurance that Conquest's mineral exploration and development activities will result in any discoveries of commercial bodies of ore. The long-term profitability of Conquest's operations will in part be directly related to the costs and success of its exploration and development programs, which may be affected by a number of factors.

Substantial expenditures are required to establish reserves through drilling and 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 funds required for development can be obtained on a timely basis and at an acceptable cost.

In addition to the above, there can be no assurance that current exploration programs will result in profitable mining operations. The recoverability of the carrying value of interests in mineral properties and Conquest's continued existence is dependent upon the preservation of its interests in the underlying properties, the discovery of economically recoverable reserves, the achievement of profitable operations, or the ability of Conquest to raise additional financing, if necessary, or alternatively upon Conquest's ability to dispose of its interests on an advantageous basis. Changes in future conditions could require material write-downs of the carrying values.

**No Assurance of Production**

Conquest has limited experience in placing resource properties into production, and its ability to do so will be dependent upon using the services of appropriately experienced personnel or entering into agreements with other major resource companies that can provide such expertise. There can be no assurance that Conquest will have available to it the necessary expertise when and if Conquest places its resource properties into production and whether it will produce revenue, operate profitably, or provide a return on investment in the future.

**Factors beyond Conquest's Control**

The exploration and development of mineral properties and the marketability of any minerals contained in such properties will be affected by numerous factors beyond the control of Conquest. These factors include government regulation, high levels of volatility in market prices, availability of markets, availability of adequate transportation and refining facilities and the imposition of new or amendments to existing taxes and royalties. The effect of these factors cannot be accurately predicted.

**Environmental Risks and Hazards**

Conquest’s operations may be subject to environmental regulations in the various jurisdictions in which it operates. Environmental legislation provides for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry operations, such as seepage from tailings disposal areas, which would result in environmental pollution. A breach of such legislation may result in the imposition of fines and penalties. In addition, certain types of operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner that means standards are stricter, and enforcement, fines and penalties for non-compliance are more stringent. Environmental assessments of proposed projects carry a heightened degree of responsibility for companies and directors, officers, and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the profitability of operations. Conquest intends to comply fully with all applicable environmental regulations.

**Competition**

The mining industry is intensely competitive in all its phases, and Conquest competes with other mining companies in connection with the acquisition of properties producing or capable of producing, precious and base metals. Many of these companies have greater financial resources, operational experience, and technical facilities than Conquest. Competition could adversely affect Conquest’s ability to acquire suitable properties or prospects in the future. Consequently, Conquest’s operations and financial condition could be materially adversely affected.

**Management**

The success of Conquest is currently largely dependent on the performance of its directors and officers. There is no assurance Conquest can maintain the services of its directors and officers or other qualified personnel required to operate its business. The loss of the services of these persons could have a material adverse effect on Conquest and its prospects. Some of the directors and officers also serve as directors and/or officers of other companies which are engaged and will continue to be engaged in the search for additional business opportunities on behalf of other companies, and situations may arise where these directors and officers will be in direct competition with Conquest. Conflicts, if any, will be dealt with in accordance with the relevant provisions of applicable corporate and securities laws.

Recruiting and retaining qualified personnel is critical to Conquest’s success. The number of persons skilled in the acquisition, exploration and development of mining properties is limited and competition for such persons is intense. As business activity grows, additional key financial, administrative and mining personnel as well as additional operations staff will be required. Although Conquest believes it will be successful in attracting, training and retaining qualified personnel, there can be no assurance of such success. If Conquest is not successful in attracting, training and retaining qualified personnel, the efficiency of operations could be affected.

**Laws and Regulations**

The Company’s mining and exploration activities may be affected by the extent of the country’s political and economic stability and the nature of government regulation relating to the mining industry and foreign investors therein. Changes in regulation or shifts in political conditions are beyond the control of the Company and may adversely affect its business and its holdings. In addition, mining operations may be affected by government regulations with respect to production, price controls, export controls, income taxes, expropriation of property, environmental legislation and mine safety.

### Aboriginal Land Claims and Treaty Rights

The Company conducts its operations in Northern Ontario, in areas which are subject to Aboriginal land claims.

The Belfast-TeckMag Project is located within the traditional lands and waterways occupied and used by the Temagami First Nation/Teme Augama Anishnabai, an Aboriginal people within the meaning of Section 35 of the Constitution Act, 1982.

The Smith Lake Property is located within the claimed traditional lands of both the Missanabie Cree and the Michipicoten First Nation, who have overlapping rights.

The Canadian courts have confirmed that the Crown has a duty to consult with Aboriginal people, and to accommodate, if necessary, when its decisions or actions may adversely affect Aboriginal rights and interests or treaty rights. Crown consultation has the potential to delay regulatory approval processes. In certain cases, respecting Aboriginal rights may mean regulatory approval may be denied or the conditions in the approval make the project economically challenging or not feasible. In addition to the potential impacts of such claims, development and construction may be inhibited, delayed or stopped which could result in, among other things, a significant increase in costs and/or cost overruns, delays, reduced support of the federal or provincial governments or challenges to, or the revocation of, regulatory approvals or permits and/or the need for additional regulatory processes, any of which could materially impact the overall feasibility or economic benefits of a mineral development project which, in turn, could have a material adverse effect on the Company and its business.

### Insurance

The Company may become subject to liability for cave-ins, environmental impacts or other hazards of mineral exploration and production against which it cannot insure, or against which it may elect not to insure because of high premium costs or other reasons. Payment of such liabilities would reduce funds available for acquisition of mineral prospects or exploration and development and would have a material adverse effect on the Company’s financial position. The directors of the Company know of no such liability pending or otherwise at this time.

### Commodity Prices

The ability of the Company to develop its properties and the future profitability of the Company is directly related to the market price of certain commodities and specifically gold and copper, as well as the capitalization of the Company and the general receptiveness of the markets to junior equities.

The price of gold, copper, uranium, as well as other precious and base metals, has experienced volatility over short periods of time and is affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (including the U.S. dollar relative to the Canadian dollar and other currencies), interest rates, global or regional consumption patterns, speculative activities and increases in production due to improved mining and production methods. The supply of and demand for gold and other precious and base metals are affected by various factors including political events, economic conditions and production costs in major mineral producing regions.

### Price Volatility of Publicly Traded Securities

Securities of exploration companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments in North America and globally, and market perceptions of the relative attractiveness of particular industries. The Company’s share price is also likely to be significantly affected by short-term changes in metal prices or in the Company’s financial condition or results of operations as reflected in quarterly earnings reports.

## FINANCIAL INSTRUMENTS

The Company’s risk exposures and the impact on the Company’s financial instruments are summarized below. There have been no changes in the risks, objectives, policies and procedures from the previous period.

**Fair value**

The carrying amounts for cash, marketable securities and accounts payable and accrued liabilities on the consolidated statements of financial position approximate fair value because of the limited term of these instruments.

**Interest rate risk**

The Company has cash balances and no interest-bearing debt. The Company's current policy is to invest excess cash in investment-grade short-term deposit certificates issued by major Canadian banks. The Company periodically monitors the investments it makes and is satisfied with the credit ratings of its banks.

**Credit risk**

Credit risk is the risk that a client or vendor will be unable to pay or receive any amounts owed or owing by the Company. Management's assessment of the Company's risk is low as it is primarily attributable to funds held in Canadian banks.

**Liquidity Risk**

Liquidity risk encompasses the risk that the Company cannot meet its financial obligations as they come due. At December 31, 2024, the Company had cash and cash equivalents $689,748 (2023 - $1,016,428) and marketable securities at a fair value of $280,000 (December 31, 2023 – $620,000) to settle accounts payable and accrued liabilities of $101,023 (2023 - $48,143), including $21,864 (2023 - $21,373) liabilities due to related parties. The Company’s accounts payable have contractual maturities of less than 30 days and are subject to normal trade terms.

**Market Risk**

Market risk is the risk that the fair value or future cash flows from the Company’s financial instruments will significantly fluctuate because of changes in market prices. The Company is exposed to market risk through its investments in marketable securities at December 31, 2024.

**Capital Risk**

The Company manages its capital to ensure that there are adequate capital resources for the Company to maintain and explore its mineral properties. The capital structure of the Company consists of shareholders’ equity.

**Sensitivity Analysis**

Cash is invested in investment-grade short-term deposit certificates. Given management’s knowledge and experience in the financial markets, sensitivity to a plus or minus 1% change in rates, based on the current balance of cash at December 31, 2023, would affect the net loss by plus or minus 6,400 (2023 – $9,100) during a one-year period.

As at December 31, 2024, the Company did not hold any material balances in foreign currencies that would give rise to exposure to foreign exchange risk.

**Fair Value Hierarchy and Liquidity Risk Disclosure**

The fair value hierarchy has the following levels: (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (Level 1); (b) inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e., as prices) or indirectly (i.e., derived from prices) (Level 2); and (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (Level 3). At December 31, 2024, the Company held $280,000 (2023– $620,000) marketable securities classified within Level 1 of the fair value hierarchy.

## OUTSTANDING SHARE CAPITAL

The Company has unlimited authorized share capital of a single class of common shares of which, 135,477,106 common shares were issued and outstanding at December 31, 2024 and April 28, 2025.

Each common share entitles the holder to one vote. The common shares rank equally for dividends and for all distributions upon dissolution or wind up.

The Company had 9,975,000 stock options outstanding under its Stock Option Plan at December 31, 2024 and April 28, 2025.

No share purchase warrants were outstanding at December 31, 2024 and April 28, 2025.

## ADDITIONAL INFORMATION

Additional information about the Company is available under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.conquestresources.com.

The Company reports its financial information in Canadian dollars.

## FORWARD-LOOKING STATEMENTS

*This management's discussion and analysis contains certain forward-looking statements relating to, but not limited to, the Company's expectations, intentions, plans and beliefs. Forward-looking information can often be identified by forward-looking words such as "anticipate", "believe", "expect", "goal", "plan", "intend", "estimate", "may" and "will" or similar words suggesting future outcomes, or other expectations, beliefs, plans, objectives, assumptions, intentions or statements about future events or performance. Forward-looking information may include reserve and resource estimates, estimates of future production, unit costs, costs of capital projects and timing of commencement of operations, and is based on current expectations that involve a number of business risks and uncertainties. Factors that could cause actual results to differ materially from any forward-looking statement include, but are not limited to, failure to establish estimated resources and reserves the grade and recovery of ore which is mined varying from estimates, capital and operating costs varying significantly from estimates, delays in obtaining or failures to obtain required governmental, environmental or other project approvals, delays in the development of projects changes in exchange rates, fluctuations in commodity prices, inflation and other factors. Forward-looking statements are subject to risks, uncertainties and other factors that could cause actual results to differ materially from expected results. Shareholders and prospective investors should be aware that these statements are subject to known and unknown risks uncertainties and other factors that could cause actual results to differ materially from those suggested by the forward-looking statements. Shareholders are cautioned not to place undue reliance on forward-looking information. By its nature, forward-looking information involves numerous assumptions, inherent risks and uncertainties, both general and specific, that contribute to the possibility that the predictions, forecasts, projections and various future events will not occur. The Company undertakes no obligation to update publicly or otherwise revise any forward-looking information whether as a result of new information, future events or other such factors which affect this information, except as required by law.*