



## **FIRST ANDES SILVER LTD.**

Management's Discussion and Analysis

For the three months ended May 31, 2025

(Unaudited - Expressed in Canadian Dollars)

Prepared as of July 30, 2025

## **MANAGEMENT'S DISCUSSION AND ANALYSIS ("MD&A")**

### **For the three months ended May 31, 2025**

The following information, prepared as of July 30, 2025, should be read in conjunction with the condensed interim consolidated financial statements of First Andes Silver Ltd. (the "Company" or "First Andes") for the three months ended May 31, 2025, together with the audited consolidated financial statements for the year ended February 28, 2025 and the accompanying Management's Discussion and Analysis (the "MD&A") for that fiscal year and the notes thereto. The information provided herein supplements but does not form part of the condensed interim consolidated financial statements. This discussion covers the three months ended May 31, 2025 and the subsequent period up to the date of issue of this MD&A. Unless otherwise noted, all dollar amounts are stated in Canadian dollars.

The Company's unaudited condensed interim consolidated financial statements for the three months ended May 31, 2025, have been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and Interpretations issued by the International Financial Reporting Interpretations Committee ("IFRIC").

For the purposes of preparing this MD&A, management, in conjunction with the Board of Directors, considers the materiality of information. Information is considered material if: (i) such information results in, or would reasonably be expected to result in, a significant change in the market price or value of the Company's common shares; or (ii) there is a substantial likelihood that a reasonable investor would consider it important in making an investment decision; or (iii) if it would significantly alter the total mix of information available to investors. Management, in conjunction with the Board of Directors, evaluates materiality with reference to all relevant circumstances, including potential market sensitivity.

This MD&A is intended to help the reader understand First Andes, its operations, financial performance, current and future business environment and opportunities and risks facing the Company. Certain statements in this report incorporate forward looking information.

### **CAUTIONARY NOTE REGARDING FORWARD-LOOKING INFORMATION**

This MD&A contains "forward-looking statements". Forward-looking statements reflect the Company's current views with respect to future events, are based on information currently available to the Company and are subject to certain risks, uncertainties, and assumptions, including those discussed elsewhere in this MD&A. Forward-looking statements include, but are not limited to, statements with respect to the success of mining exploration work, title disputes or claims, environmental risks, unanticipated reclamation expenses, the estimation of mineral reserves and resources and capital expenditures. In certain cases, forward-looking statements can be identified by the use of words such as "intends", "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "anticipates" or "does not anticipate", or "believes", or various of such words and phrases or state certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements involve known and unknown risks, uncertainties, assumptions and other factors which may cause the actual results, performance or achievements expressed or implied by the forward-looking statements to differ. Such factors include, among others, risks related to actual results of current exploration activities, changes in project parameters as plans are refined over time, the future price of gold and other precious or base metals, possible variations in minerals resources, grade or recovery rates, accidents, labour disputes, title disputes and other risks of the mining industry, fluctuation of currency exchange rates, delays in obtaining, or inability to obtain, required governmental approvals or financing or in the completion of development or construction activities, claims limitations on insurance coverage, as well as other factors discussed under "Risk Factors". Although the Company has attempted to identify material factors that could cause actual actions, events or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results to differ from those anticipated, estimated or intended. Forward-looking statements contained in this MD&A are made as of the date of this MD&A. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place

undue reliance on forward-looking statements. The Company does not assume the obligations to update forward-looking statements, except as required by applicable law.

For a description of material factors that could cause the Company's actual results to differ materially from the forward-looking statements in this MD&A, please see "Risks and Uncertainties."

## **DESCRIPTION OF BUSINESS AND OVERVIEW**

First Andes is an exploration stage company that has a 100% interest in the high-grade Santas Gloria silver property. On April 18, 2024, the Company changed its name from Mantaro Precious Metals Corp. to First Andes Silver Ltd. The Company is listed on the TSX Venture Exchange under the symbol "FAS.V", the Frankfurt Stock Exchange under the symbol "9TZ" and are quoted on the OTC Pink Marketplace under the symbol "MSLVF". The Company's head and registered and records office is located at Suite 704, 595 Howe Street, Vancouver, BC V6C 2T5.

The Company has not commenced commercial operations. At present, the Company has no current operating income. Without additional financing, the Company may not be able to fund its ongoing operations and complete its exploration and development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties may cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations.

### **Operational Highlights**

The following summarizes the Company's operational highlights since February 29, 2024:

1. On April 3, 2024, the Company completed a non-brokered private placement of 26,000,000 common shares at \$0.05 per share for gross proceeds of \$1,300,000. The Company paid finder's fees in cash totaling \$31,150 and issued 623,000 finders' warrants exercisable at \$0.05 per share up to March 28, 2026. The Company intended to use the net proceeds of the private placement for the initial drill program on the Santas Gloria Silver Property, to repay corporate indebtedness and administrative and maintenance costs on the Santas Gloria Silver Property. The Company used the net proceeds as intended.
2. On May 9, 2024, the Company announced that it had entered into a drill contract for its maiden drill program at the high-grade Santas Gloria Silver Property. The initial diamond drill program was set to commence in July 2024. Refer to the news release for additional details on the drill program and the Santas Gloria Silver Property.
3. On July 29, 2024 the Company announced that it had received authorization from the Ministry of Mines (Peru) to commence its permitted drill program at the Santas Gloria silver property. It had mobilized the drill rig on August 3, 2024 and had started its drilling on August 5, 2024.
4. On October 11, 2024, the Company announced that it had completed its maiden diamond drill program at the Santas Gloria silver property. 12 diamond drill holes were completed for a total of 1175.3 meters at the Tembladera, San Jorge, Paquita and Maribel vein systems. Drilling successfully intercepted silver bearing intermediate sulphidation epithermal veins.
5. On October 29, 2024, the Company announced multiple high-grade silver assays from its recently completed maiden drill program at the Santas Gloria silver property. The assays were set forth in the news release on October 29, 2024.
6. On November 6, 2024, the Company announced a non-brokered private placement financing of up to 12,500,000 common shares at a price of \$0.08 per Share for gross proceeds of \$1,000,000. On January 6, 2025, the Company announced the termination of the proposed financing due to market conditions.

7. On January 6, 2025, the Company announced that Jacob Garland has resigned as Chief Executive Officer and as a director of the Company. The Company also announced that it was seeking out a new Chief Executive Officer and would advise its shareholders once one is appointed.
8. On January 28, 2025, the Company appointed Colin Smith as the Chief Executive Officer and as a Director. In addition, the Company granted 1,750,000 stock options which are exercisable at a price of \$0.05 per option with a life of five years, and 1,750,000 restricted share units which vest 50% one year from the date of grant and 50% two years from date of grant.
9. On February 10, 2025, the Company appointed Ian Stalker as a Director and the Chairman of the Board. The Company granted Ian Stalker 500,000 stock options exercisable at \$0.05 per option with a life of five years, and 500,000 restricted share units which vest 50% from date of grant and 50% two years from date of grant. In addition, the Company had also appointed James Hutton as an advisor.
10. On February 28, 2025, the Company closed an oversubscribed non-brokered private placement financing. The Company issued 21,300,000 common shares at a price of \$0.05 per share for gross proceeds of \$1,065,000. The Company paid cash of \$38,500 for finder's fees and issued 770,000 non-transferable finder's warrants. These warrants are exercisable at \$0.05 per warrant with a life of two years. Ian Stalker, a Director of the Company, had subscribed for 2,000,000 common shares contributing \$100,000 to the private placement. The proceeds of the financing will go towards the new drill program at the Santas Glorias Silver property and general working capital.
11. On April 8, 2025, the Company granted 670,000 stock options to Directors and Officers. These stock options are exercisable at \$0.07 per share and have a life of five years from the date of grant.
12. On May 23, 2025, the Company announced that it had secured SPF Drilling S.A.C for the 2025 Drill Program. The drill campaign will total approximately 2000 meters in 15 to 17 drill holes and is designed as a follow up to First Andes' highly successful 2024 drill program, which returned multiple high-grade, near-surface silver intercepts across key target zones from the Company's 100%-owned Santas Gloria Project in Peru.
13. On June 9, 2025, the Company announced that mobilization has commenced for the upcoming fully permitted 2000-meter diamond drilling program at the Santas Glorias Property.
14. On June 18, 2025, the Company announced that drilling has commenced for the 2000-meter diamond drilling program at the Santas Glorias Property. It is expected to be completed in five weeks and the first batch of assay results to be available in four to five weeks, approximately. For further information related to the update on the drilling program see the news release dated June 18, 2025.
15. On July 2, 2025, the Company announced field logging and interpretation results from the first diamond drill hole, SG017. Refer to the news release for additional details.
16. On July 4, 2025, the Company announced a non-brokered private placement financing of up to 10,000,000 units at a price of \$0.10 CAD per unit for gross proceeds of \$1,000,000. Each unit consists of one common share of the Company and one-half of one share purchase warrant. Each warrant will be exercisable at \$0.15 per Share for a period of two years from the issue date.
17. On July 15, 2025, the Company announced that it had increased its previously announced non-brokered private placement financing from 10,000,000 units at a price of \$0.10 CAD per unit for gross proceeds of \$1,000,000 to 13,500,000 units at \$0.10 per unit for gross proceeds of up to \$1,350,000.
18. On July 16, 2025, the Company announced that it had closed the first tranche of its previously announced non-brokered private placement financing by issuing 10,170,000 units at a price of \$0.10 per unit for gross proceeds of \$1,017,000. Each unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder therefore to acquire one common share at a price of \$0.15 per share up to July 16, 2027.

19. On July 29, 2025, the Company announced that it had closed the final tranche of its previously announced non-brokered private placement financing by issuing 3,000,000 units at a price of \$0.10 per unit for gross proceeds of \$300,000. Each unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder therefore to acquire one common share at a price of \$0.15 per share up to July 29, 2027.

The total amount of the first and second tranche of the non-brokered private placement was 13,170,000 units for gross proceeds of \$1,317,000. In connection with the private placement, the Company paid finder's fees in cash totaling \$47,950 and issued 479,500 finders' warrants exercisable at \$0.10 per share for a period of two years from the dates of issue. The proceeds of the private placement will be used to expand on its current drill program at the Santos Gloria silver property and general working capital purposes.

## Mineral Properties

During the three months ended May 31, 2025, the Company incurred the following exploration and evaluation expenditures:

	Santas Gloria Silver Property \$	Total \$
Equipment	1,612	1,612
Other project costs	3,341	3,341
Permitting and community relations	32,930	32,930
Project management	12,358	12,358
Salary and wages	4,689	4,689
Travel/Accommodations	1,647	1,647
<b>Total exploration costs</b>	<b>56,577</b>	<b>56,577</b>

## Santas Gloria Silver Property

The Santos Gloria silver property is 100% owned by the Company. It comprises three mineral concessions totaling 1,100 hectares and is located 55 kilometers east of Lima. Santos Gloria is a silver-base metal vein system otherwise known as Cordilleran silver-base metal type. These deposits have many similarities to intermediate sulphidation vein systems. Such deposits are attractive exploration targets due to their often high-grade nature and the large vertical extent of precious and base metal endowment.

Silver is the main target commodity at Santos Gloria. Historical surface sampling reported grades of over 400 oz/t silver from bonanza shoots. Combined lead and zinc values range from 2% to 20% in the high-grade silver zones. Information derived from report on Santos Gloria Mining Project by Dr. Alberto Rios Carranza (2020). There are over 10 kilometers (cumulative strike length) of major intermediate sulphidation veins and to date the Company has identified at least four key target zones. The system has never been drilled and historical exploitation of silver was limited to two areas of the San Jorge and Tembladera veins.

Historical production of silver has been carried out on Santos Gloria since colonial times. To date, an estimated four kilometers of underground workings have exploited 2 of the 22 veins at Santos Gloria. In 2005 and 2006, the San Jorge and Tembladera veins were worked on six levels. A small processing plant at site produced silver concentrates with reported silver recoveries of 85%-90%. Information derived from report on Santos Gloria Mining Project by Dr. Alberto Rios Carranza (2020).

An extensive mapping and channel sampling program at Santos Gloria was undertaken in 2021. Channel samples taken in oxidized outcrop defined a number of significantly silver and gold anomalous intermediate sulphidation veins which are up to 5 metres wide, multiphase, and have strike extensions in excess of 1 km. There are over 12 strike km of untested veins at Santos Gloria. Channel sampling of sulphide material in historical adits returned robust assays of up to >10,000 g/t silver, 56.3 g/t gold, 10.3% lead and 9.07% zinc (see news release dated June 2, 2021).

Metallurgical test work of sulphide samples taken from underground adits supports both bulk flotation flow-path and sequential flotation flow-path, with the bulk flotation flow-path producing a single gold, silver, lead and zinc rougher concentrate (15 minutes of flotation and 8.6% mass pull) with 10,545 g/t silver, 5.38 g/t gold, 5.17% zinc and 13.8% lead and recovering 88.1% of the silver, 80.9% of the gold, 64.4% of the zinc and 79.3% of the lead (see news release dated August 9, 2021).

The Company has undertaken extensive permitting and community work at the Santos Gloria silver property. A community access agreement is in place until 2028.

In November 2022, the Company announced receipt of an Autorizacion de Inicio de Actividades ("AIA") for the Santos Glorias silver property in Peru. The AIA permits the construction of up to 20 drill pads in order to target numerous high-grade silver and gold veins at the Santos Gloria silver property. Accordingly, the Santos Glorias property is now permitted for drilling. The Company's technical team carried out a comprehensive permitting process on Santos Gloria that included, among other things, three archeological certificates (CIRA), approval of the environmental application (Ficha Tecnica Ambiental), water permits and the AIA.

On June 2, 2023, the Company completed the construction of 10 drill pads at the Santos Gloria Property for a planned diamond drill program.

On May 9, 2024, the Company announced that it entered into a drill contract for its maiden drill program at the Santos Gloria Silver Property. Refer to the news release for additional details on the drill program and the Santos Gloria Silver Property.

On July 29, 2024 the Company announced that it had received authorization from the Ministry of Mines (Peru) to commence its permitted drill program at the Santos Gloria silver property. It had mobilized the drill rig on August 3, 2024 and had started its drilling on August 5, 2024. For further information related to the drilling program, click here to [view](#).

On October 11, 2024, the Company announced that it had completed its maiden diamond drill program at the Santos Gloria silver property. 12 diamond drill holes were complete for a total of 1175.3 meters at the Tembladera, San Jorge, Paquita and Maribel vein systems. Drilling successfully intercepted silver bearing intermediate sulphidation epithermal veins. For further information related to the drilling program, click here to [view](#).

On October 29, 2024, the Company announces multiple high-grade silver assays from its recently completed maiden drill program at the Santos Gloria silver property. For further information related to the results, click here to [view](#). Significant silver assay results include:

- 7.43m at 224 g/t AgEq (193 g/t Ag, 0.34% Pb, 0.3% Zn, 0.05 g/t Au) from 86.70m including 0.95m at 754 g/t AgEq (701 g/t Ag, 1.07% Pb, 0.62% Zn, 0.08 g/t Au) and 1.23m at 387 g/t AgEq (356 g/t Ag, 0.34% Pb, 0.39% Zn, 0.12 g/t Au) (San Jorge vein system)
- 3.10m at 155 g/t AgEq (138 g/t Ag, 0.18% Pb, 0.17% Zn, 0.08 g/t Au) from 47.30m (San Jorge vein system)
- 6.40m at 108 g/t AgEq (70 g/t Ag, 0.40% Pb, 0.78% Zn, 0.05 g/t Au) from 138.8m including 2.26m at 162m AgEq (103 g/t Ag, 0.59% Pb, 1.34% Zn, 0.03 g/t Au) (San Jorge vein system)
- 4.40m at 134 g/t AgEq (80 g/t Ag, 0.16% Pb, 0.34% Zn, 0.44 g/t Au) from 42.70m (Maribel vein system)
- 3.30m at 110 g/t AgEq (65 g/t Ag, 0.15% Pb, 0.43% Zn, 0.31 g/t Au) from 35.40m including 0.48 m at 391 g/t AgEq (310 g/t Ag, 0.02% Pb, 0.02% Zn, 0.89 g/t Au) (Paquita vein system)
- 0.87m at 131 g/t AgEq (72.4 g/t Ag, 0.71% Pb, 1.19% Zn, 0.05 g/t Au) from 115.30m including 0.42m at 224.3 g/t AgEq (127 g/t Ag, 1.25% Pb, 2.0% Zn, 0.04 g/t Au)

On June 9, 2025, the Company announced that mobilization has commenced for the upcoming fully permitted 2000-meter diamond drilling program. The 2025 drill program at Santos Gloria will follow up on

the strong results of the 2024 drilling campaign. For more details please refer to the May 23, 2025 ([view](#)) and October 29, 2024 ([view](#)) news release.

On June 18, 2025, the Company announced that drilling has commenced at the San Jorge Vein which is located at the Company's 100%-owned Santas Gloria property. A total of 11 holes are planned for drilling. Each hole is estimated to be drilled with an average of 183 meters and is estimated to total to 2015 meters. The 2000-meter drilling program was estimated to be completed within five weeks. The first batch of assay results are expected in four to five weeks. For further information on the drilling program status, click here to [view](#).

On July 2, 2025, the Company announced the results of the first drill hole program on drill hole SG017. The drill hole is located at the San Jorge Vein. It had hit a 57.60 m width section of mineralized rock with strong signs of alteration and sulphide minerals, including high levels of pyrite and smaller amounts of galena, sphalerite, barite, and tetrahedrite. Mineralization had intensified deeper in the hole, which shows a particularly rich zone around the 180 m depth. These results suggests a strong, multi-metal mineral system that remains open for further exploration. A total of 50 samples from SG017 were sent for lab analysis with results expected in three (3) to four (4) weeks. For further information on the first drill hole program results, click here to [view](#). Significant mineralization findings include:

- Sulphide mineralization is present throughout the interval, with pyrite as the dominant mineral, reaching concentrations of up to 20%, accompanied by local galena, sphalerite, barite and tetrahedrite.
- Sulphidic mineralization intensifies from 162.00 m, with significant occurrences of galena and sphalerite, along with barite and tetrahedrite crystals associated with quartz veins.
- The most intense brecciation occurs from 147.00 to 179.80 m, where the breccia features a strongly argillic altered matrix, silicified clasts, and mineralized veins with pyrite, galena, and sphalerite.
- A semi-massive interval of galena mineralization up to approximately 15 centimeters ("cm") in width was intercepted at 179.90 m which included up to 20% pyrite and barite, as well locally euhedral sphalerite crystals.

The Company was required to incur a total of US\$1,000,000 by June 30, 2023 on the Santas Gloria Property. In June and August 2023, the Company paid US\$20,000 (\$26,754), to extend the exploration expenditures date from June 2023 to December 31, 2023. In November 2023, the Company paid US\$30,000 (\$41,134) to extend the exploration expenditure date from December 31, 2023 to November 30, 2024. By November 30, 2024, the Company completed the US \$1,000,000 exploration expenditures commitment. The Company will also pay a one-time discovery bonus of US\$1,000,000 upon announcement of a resource estimate of 10,000,000 ounces silver equivalent.

## **Trends**

There are significant uncertainties regarding the prices of precious and base metals and the availability of equity financing for the purposes of mineral exploration and development. For instance, the prices of gold, silver and other minerals have fluctuated widely in recent years and wide fluctuations may continue. Management is not aware of any trends, commitments, events or uncertainties that could reasonably be expected to have a material adverse effect on the Company's business, financial condition or results of operations.

## **SUMMARY OF QUARTERLY RESULTS**

The following is selected financial data from the Company's unaudited quarterly financial statements for the last eight quarters ending with the most recently completed quarter, being the three months ended May 31, 2025.

	Three Months Ended (\$)			
	May 31, 2025	Feb 28, 2025	Nov 30, 2024	Aug 31, 2024
Total Revenues	-	-	-	-
Loss	(125,940)	(190,208)	(82,603)	(68,882)
Loss Per Share (basic and diluted) <sup>(1)</sup>	(0.00)	(0.01)	(0.00)	(0.00)

	Three Months Ended (\$)			
	May 31, 2024	Feb 29, 2024	Nov 30, 2023	Aug 31, 2023
Total Revenues	-	-	-	-
Loss	(140,442)	(323,661)	(121,505)	(4,941,794)
Loss Per Share (basic and diluted) <sup>(1)</sup>	(0.01)	(0.05)	(0.02)	(0.69)

<sup>(1)</sup> The basic and diluted calculations result in the same values.

During the quarter ended May 31, 2025, the Company recorded a net loss of \$125,940, which included share-based compensation of \$62,956 from the grant of stock options and the vesting of restricted share units.

During the quarter ended February 28, 2025, the Company recorded a net loss of \$190,208, which included share-based compensation of \$117,106 from stock options and restricted share units being granted.

During the quarter ended November 30, 2024, the Company recorded a net loss of \$82,603.

During the quarter ended August 31, 2024, the Company recorded a net loss of \$68,882.

During the quarter ended May 31, 2024, the Company recorded a net loss of \$140,442.

During the quarter ended February 29, 2024, the Company recorded a net loss of \$323,661 which included impairment of \$196,224 as a result of relinquishing four non-core concessions at the Santas Gloria Silver Property.

During the quarter ended November 30, 2023, the Company recorded a net loss of \$121,505 which included an additional \$59,539 of loss on disposal of MGH.

During the quarter ended August 31, 2023, the Company recorded a net loss of \$4,941,794 which included \$4,301,776 loss on disposal of Minera Golden Hill S.R.L. and \$130,000 impairment on the East Trend and Media Sur Property.

## RESULTS OF OPERATIONS

### For the three months ended May 31, 2025 and 2024

The Company incurred a net loss of \$125,940 (\$0.00 per share) for the three months ended May 31, 2025, compared to a net of loss of \$140,442 (\$0.01 per share) for the three months ended May 31, 2024. Details of certain line items are as follows:

Accounting and audit fees of \$28,475 (2024 - \$71,800) are comprised of audit fees and fees paid for accounting and CFO services. The audit fees decreased for the year ended February 28, 2025 compared to the year ended February 29, 2024. The fiscal 2024 audit fees were higher due to the required audit of the former 51% owned Bolivian subsidiary, Mineral Golden Hill S.R.L., which was disposed of in fiscal 2024.

Directors' fees of \$7,500 (2024 - \$Nil) are monthly fees for directors.



Legal fees of \$8,418 (2024 - \$21,415), which related to ongoing reporting obligations and other activities.

Management and consulting fees of \$22,500 (2024 - \$20,375) are monthly fees for the CEO.

Shareholder communications of \$345 (2024 - \$13,719) are fees to market the Company to current and potential shareholders.

Share-based payments of \$62,956 (2024 - \$Nil) were based on the vesting of stock options and RSUs.

## **USE OF PROCEEDS**

On February 28, 2025, the Company closed a non-brokered private placement financing raising gross proceeds of \$1,065,000. The proceeds of the financing were planned to be used towards the new drill program at the Santos Glorias Silver property and general working capital. The proceeds of the financing were used as intended.

On July 16, 2025, the Company closed the first tranche of a non-brokered private placement financing raising gross proceeds of \$1,017,000. The proceeds of the first tranche will be used to expand on the Company's current drilling program at the Santos Gloria Silver Property and for general working capital purposes.

## **LIQUIDITY AND CAPITAL RESOURCES**

Liquidity risk is the risk that the Company will encounter difficulty in satisfying financial obligations as they become due. The Company manages its liquidity risk by forecasting cash flows from operations and anticipated investing and financing activities. The Company's objective in managing liquidity risk is to maintain sufficient readily available reserves in order to meet its liquidity requirements.

As at May 31, 2025, the Company had not yet achieved profitable operations, had an accumulated deficit of \$14,306,241 since inception and expects to incur further losses in the development of its business. Although the Company has been successful in the past in obtaining financing, there is no assurance that it will be able to obtain adequate financing in the future or that such financing will be on terms advantageous to the Company. As at May 31, 2025, the Company had working capital surplus of \$34,804. The above factors form a material uncertainty that may cast significant doubt upon the Company's ability to continue as a going concern and, therefore, it may be unable to realize its assets and discharge its liabilities in the normal course of business.

The Company's accounts payable and accrued liabilities have contractual maturities of less than 30 days and are subject to normal trade terms. The Company has no long-term debt.

At present, the Company has no current operating income. Without additional future financing, the Company may not be able to fund its ongoing operations and complete future exploration and development activities. The Company intends to finance its future requirements through a combination of debt and/or equity issuance. There is no assurance that the Company will be able to obtain such financings or obtain them on favourable terms. These uncertainties cast significant doubt on the Company's ability to continue as a going concern. The Company will need to raise sufficient working capital to maintain operations. Subsequent to May 31, 2025, the Company completed private placements raising gross proceeds of \$1,317,000.

## FINANCING ACTIVITIES

Subsequent to May 31, 2025, the following financings were completed:

- the Company completed the first tranche of a non-brokered private placement of 10,170,000 units at \$0.10 per unit for gross proceeds of \$1,170,000. Each unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder therefore to acquire one common share at a price of \$0.15 per share up to July 16, 2027.

On July 29, 2025, the Company completed the second and final tranche of a non-brokered private placement of 3,000,000 units at \$0.10 per unit for gross proceeds of \$300,000. Each unit consists of one common share and one half of one common share purchase warrant. Each whole warrant entitles the holder therefore to acquire one common share at a price of \$0.15 per share up to July 29, 2027.

In connection with the private placement, the Company paid finder's fees in cash totaling \$47,950 and issued 479,500 finders' warrants exercisable at \$0.10 per share for a period of two years from the dates of issue.

- 245,000 finders' warrants at an exercise price of \$0.05 expiring March 28, 2026 were exercised for gross proceeds of \$12,250.

During the three months ended May 31, 2025, the following financing was completed:

- The Company received the \$85,000 of subscriptions receivable from the February 28, 2025 non-brokered private placement.

During the three months ended May 31, 2024, the following financings were completed:

- On April 3, 2024, the Company completed a non-brokered private placement of 26,000,000 common shares at \$0.05 per share for gross proceeds of \$1,300,000. The Company paid finder's fees in cash totaling \$31,150 and issued 623,000 finders' warrants exercisable at \$0.05 per share up to March 28, 2026. In addition, the Company incurred other cash issuance costs including legal fees and filing fees of \$17,169. As at February 29, 2024, the Company had received \$7,500 of subscriptions towards this private placement.

## OUTSTANDING SHARE CAPITAL

Authorized: Unlimited number of common shares without par value.

Issued and outstanding: 67,957,372 common shares as at July 30, 2025.

Options, warrants and restricted share units ("RSUs") outstanding as at July 30, 2025:

Security	Number	Exercise Price	Expiry Date
Stock Options	37,500	\$3.50	June 1, 2026
Stock Options	10,000	\$3.50	May 3, 2027
Stock Options	95,000	\$0.50	February 27, 2028
Stock Options	1,750,000	\$0.05	January 28, 2030
Stock Options	500,000	\$0.05	February 10, 2030
Stock Options	670,000	\$0.07	April 8, 2030
<b>TOTAL</b>	<b>3,062,500</b>		

Security	Number	Exercise Price	Expiry Date
Share Purchase Warrants	315,000	\$0.05	March 28, 2026
Share Purchase Warrants	770,000	\$0.05	February 28, 2027
Share Purchase Warrants	5,085,000	\$0.15	July 16, 2027
Share Purchase Warrants	423,500	\$0.10	July 16, 2027
Share Purchase Warrants	1,500,000	\$0.15	July 29, 2027
Share Purchase Warrants	56,000	\$0.10	July 29, 2027
<b>TOTAL</b>	<b>8,149,500</b>		

Security	Number	Vesting Date
RSUs	875,000	January 28, 2026
RSUs	250,000	February 10, 2026
RSUs	875,000	January 28, 2027
RSUs	250,000	February 10, 2027
<b>TOTAL</b>	<b>2,250,000</b>	

## OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

The Company's related parties consist of key management personnel and companies owned directly or indirectly by key management personnel.

Key management personnel include persons having the authority and responsibility for planning, directing and controlling the activities of the Company as a whole. The Company has determined that key management personnel consist of executive and non-executive members of the board of directors and corporate officers.

During the three months ended May 31, 2025 and 2024, the Company incurred the following expenditures charged by directors and officers of the Company, or former directors and officers of the Company, and/or companies they owned or were significant shareholders of:

	2025	2024
	\$	\$
Accounting fees <sup>(1)</sup>	24,000	24,300
Directors fees <sup>(2)</sup>	7,500	-
Legal fees and share issuance costs <sup>(3)</sup>	3,971	32,095
Management and consulting <sup>(4)</sup>	22,500	20,375
Share-based payments – options and RSUs	60,593	-
	<b>118,564</b>	<b>76,770</b>

<sup>(1)</sup> Includes fees billed by Malaspina Consultants Inc., a Company where Matt Anderson, CFO, is a managing director. The agreement may be terminated on 60 days' notice.

<sup>(2)</sup> The 2026 fees includes fees billed by a company controlled by Ian Stalker, Director.

- (3) Includes fees billed by O'Neill Law LLP, a company related to Charles Hethey, a Director of the Company. The business purpose of the transactions was to compensate for legal services provided.
- (4) The 2025 fees includes fees billed by Colin Smith, CEO. The 2024 fees Includes fees billed by a company controlled by Jacob Garland, former CEO.

The remuneration of key management personnel for the three months ended May 31, 2025 and May 31, 2024 is as follows:

	<b>2025</b>	2024
	<b>\$</b>	<b>\$</b>
Short-term benefits	<b>57,971</b>	76,770
Share-based payments – options and RSUs	<b>60,593</b>	-
	<b>118,564</b>	76,770

At May 31, 2025, accounts payable and accrued liabilities include due to current and former related parties of \$303,908 (February 28, 2025 - \$349,342). Related parties are current and former directors and officers of the Company and/or companies they control or of which they were significant shareholders. The amounts owing include amounts related to expenditures charged to the Company and for reimbursements of expenditures paid for on behalf of the Company. The amounts have been recorded at their exchange amount, being the amount agreed to by the parties.

## Financial Instruments

The Company's financial assets and financial liabilities are classified and measured as follows:

<b>Financial Instrument</b>	<b>Category</b>
Cash	Fair value through profit or loss
Accounts receivable	Amortized cost
Accounts payable and other liabilities	Amortized cost

The carrying values of financial assets and liabilities approximate their fair values due to the short-term maturity of these financial instruments.

Discussions of risks associated with financial assets and liabilities are detailed below:

### Credit Risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Credit risk for the Company is associated with its cash. The Company is not exposed to significant credit risk as its cash is placed with a major Canadian financial institution.

### Commodity Price Risk

The Company's ability to raise capital to fund exploration or development activities is subject to risks associated with fluctuations in the market price of minerals under exploration.

### Liquidity Risk

Liquidity risk is the risk that the Company will not have sufficient funds to meet its financial obligations when they are due. The Company manages liquidity risk by maintaining sufficient cash and cash equivalent balances to enable settlement of transactions on the due date. Management monitors the Company's contractual obligations and other expenses to attempt to ensure adequate liquidity is maintained. Refer to

the liquidity and capital resources section of this MD&A for additional disclosures. As at May 31, 2025 and February 28, 2025, the Company had working capital as follows:

	May 31, 2025 \$	February 29, 2024 \$
Current assets	693,198	949,744
Current liabilities	(658,394)	(880,379)
Working capital surplus	34,804	69,365

### Market Risk

Market risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and price risk.

#### *a) Currency Risk*

As at May 31, 2025 and February 28, 2025, most of the Company's cash was held in Canadian dollars, the Company's functional currency. The Company has operations in foreign jurisdictions outside of Canada and as such has currency risk associated with its operations. The Company mitigates this risk by holding a small amount of cash in foreign currencies.

#### *b) Interest Rate Risk*

Interest rate risk is the risk that the value of a financial instrument or cash flows associated with the instrument will fluctuate due to changes in market interest rates. As the Company has no interest bearing financial instruments, the Company is not exposed to interest rate risk.

#### *c) Price Risk*

Price risk is the risk that the fair value of a financial instrument will fluctuate because of changes in market prices. The Company has no financial instruments subject to price risk.

### **DISCLOSURE CONTROLS AND PROCEDURES**

In connection with National Instrument 52-109 (Certificate of Disclosure in Issuer's Annual and Interim Filings) ("NI 52-109"), the Chief Executive Officer and Chief Financial Officer of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the condensed interim consolidated financial statements for the three months ended May 31, 2025 and this accompanying MD&A (together, the "Interim Filings").

In contrast to the full certificate under NI 52-109, the Venture Issuer Basic Certificate does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Interim Filings on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

## **RISKS AND UNCERTAINTIES**

The exploration and development of mineral deposits involves significant risks which even a combination of careful evaluation, experience and knowledge may not be successful in overcoming. Few mineral properties which are explored ultimately develop into producing mines. There has been no commercial production of minerals by the Company to date and there is a high degree of risk that commercial production of minerals will not be achieved.

Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved. The mining industry is intensely competitive. The commercial viability of a mineral deposit depends on a number of factors including the particular attributes of the deposits (principally size and grade), proximity to infrastructure, the impact of mine development on the environment, environmental regulations imposed by various levels of government and the competitive nature of the industry which causes mineral prices to fluctuate substantially over short periods of time. There can be no assurance that the minerals can be marketed profitably or in such a manner as to provide an adequate return on invested capital.

The operations of the Company are subject to all of the risks normally associated with the operation and development of mineral properties and the development of a mine, including encountering unexpected formations or pressures, caving, flooding, fires and other hazards, all of which could result in personal injuries, loss of life and damage to property of the Company and others. In accordance with customary industry practice, the Company is not fully insured against all of these risks, nor are all such risks insurable.

The operations of the Company's properties will be subject to various laws and regulations relating to the environment, prospecting, development, production, waste disposal and other matters. Amendments to current laws and regulations governing activities related to the Company's mineral properties may have material adverse impact on operations.

The Company will need additional funding to complete its long term objectives. The ability of the Company to raise such financing in the future will depend on the prevailing market conditions, competition with other strategic metals exploration stage companies, as well as the business performance of the Company. There can be no assurances that the Company will be successful in its efforts to raise additional financing on terms satisfactory to the Company. If adequate funds are not available or not available on acceptable terms, the Company may not be able to take advantage of opportunities, to develop new projects or to otherwise respond to competitive pressures.

The Company's working capital and liquidity fluctuate in proportion to its ongoing equity financing activities. The Company requires a certain amount of liquid capital in order to sustain its operations and in order to meet various obligations as specified under its resource property acquisition agreements. Should the Company fail to obtain future equity financing due to reasons as described above, it will not be able to meet these obligations and may lose its interests in the properties covered by the agreements. Further, should the Company be unable to obtain sufficient equity financing for working capital, it may be unable to meet its ongoing operational commitments.

All industries, including the mining industry, are subject to legal claims, with and without merit. The Company may become involved in legal disputes in the future. Defense and settlement costs can be substantial, even with respect to claims that have no merit. Due to the inherent uncertainty of the litigation process, there can be no assurance that the solution of any particular legal proceeding will not have a material adverse effect on the Company's financial position or results of operations.

All of the Company's mineral properties are in the exploration stage. Exploration and development of natural resources involve substantial expenditures and a high degree of risk. Few properties that are explored are ultimately developed into producing properties. Accordingly, the Company has no material revenue, writes off its mineral properties from time to time, and operates at a loss. Continued operations are dependent upon ongoing equity financing activities.

## **OTHER INFORMATION**

Additional information related to the Company is available for viewing on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) and at the Company's website at <http://firstandes.com>.

## **QUALIFIED PERSONS**

Dr. Christopher Wilson, Ph. D., FAusIMM (CP), FSEG, a Qualified Person for the purposes of National Instrument 43-101 and a geological consultant to the Company, has reviewed and approved the technical disclosure contained herein as applicable.