



AZTEC MINERALS CORP.

Condensed Interim Consolidated Financial Statements

(stated in Canadian dollars)

Six months ended June 30, 2026, and 2025

**Notice of No Auditor Review of
Unaudited Condensed Interim Consolidated Financial Statements
For the Six Months Ended June 30, 2026**

In accordance with National Instrument 51-102 Part 4, subsection 4.3(3)(a), if an auditor has not performed a review of these unaudited condensed consolidated interim financial statements, they must be accompanied by a notice indicating that the unaudited condensed interim consolidated financial statements have not been reviewed by an auditor.

The accompanying unaudited condensed interim consolidated financial statements of Aztec Minerals Corp. (the “Company”) for the six months ended June 30, 2026 (the “Financial Statements”) have been prepared by and are the responsibility of the Company’s management.

The Company's independent auditors have not performed a review of these condensed interim consolidated financial statements in accordance with the standards established by the Chartered Professional Accountants of Canada for a review of condensed interim consolidated financial statements by an entity’s auditor.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Comprehensive Loss

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

		June 30,	December 31,
	Notes	2026	2025
ASSETS			
Current Assets			
Cash		\$ 3,711,637	\$ 8,844,627
Receivables		373,352	165,585
Prepays, current		165,254	173,995
Total Current Assets		4,250,243	9,184,207
Non-Current Assets			
Prepays, non-current		3,117	3,117
Deferred acquisition costs	4	112,194	217,492
Mineral property interests	5	21,641,805	17,216,576
Equipment	6	330	661
Total Non-Current Assets		21,757,446	17,437,846
Total Assets		\$ 26,007,689	\$ 26,622,053
LIABILITIES AND SHAREHOLDERS' EQUITY			
Current Liabilities			
Accounts payable and accrued liabilities		\$ 645,323	\$ 978,885
Current tax payable	12	917	917
		646,240	979,802
Deferred tax liability	12	320,565	320,565
Total liabilities		966,805	1,300,367
Shareholders' Equity			
Share capital	7(b)	37,014,886	36,436,267
Reserve for share-based payments	7(b)	2,954,999	2,477,166
Deficit		(14,929,001)	(13,591,747)
Total Shareholders' Equity		25,040,884	25,321,686
Total Liabilities and Shareholders' Equity		\$ 26,007,689	\$ 26,622,053

Nature of operations and going concern (Note 1)

Subsequent events (Note 11)

Approved on behalf of the Board:

/s/ Simon Dyakowski

Director

/s/ Patricio Varas

Director

Refer to the accompanying notes to the condensed interim consolidated financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Comprehensive Loss

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	Three Months ended June 30,		Six Months ended June 30,	
		2026	2025	2026	2025
Expenses:					
Accounting and audit		\$ 51,215	\$ 46,539	\$ 124,480	\$ 82,089
Amortization		166	71	331	142
Consulting		17,332	111,000	43,926	146,000
Employee and director remuneration	6	74,500	186,531	327,905	253,531
Legal		3,755	9,275	12,033	9,441
Office and sundry		27,089	28,957	57,594	55,491
Regulatory		16,978	11,434	40,470	29,825
Shareholder relations		184,222	60,378	357,152	199,965
Share-based payments	6 and 7	25,304	291,109	681,193	303,682
Operating loss		(400,561)	(745,294)	(1,645,084)	(1,080,166)
Interest income		35,762	2,757	86,370	7,219
Other income		50,664	8,385	66,106	16,873
Foreign exchange (loss) gain		(14,371)	(4,711)	25,119	(13,817)
Net loss and comprehensive loss for the period		\$ (328,506)	\$ (738,863)	\$ (1,467,489)	\$ (1,069,891)
Basic and diluted loss per share		\$ (0.01)	\$ (0.01)	\$ (0.01)	\$ (0.01)
Weighted average number of common shares outstandi		188,882,038	134,428,336	188,594,595	129,073,470

Refer to the accompanying notes to the condensed interim consolidated financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Changes in Shareholders' Equity

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Notes	Shares	Amount	Payments	Deficit	Total
Balance, December 31, 2024		123,659,105	\$ 24,379,225	\$ 2,256,050	\$ (12,258,911)	\$ 14,376,364
Private placement	5(b)	20,000,000	3,600,000	-	-	3,600,000
Share issue expenses	5(b)	-	(201,293)	-	-	(201,293)
Finders fees - warrants issued	5(b), 5(d)	-	(65,997)	65,997	-	-
Share-based payments	5(c)	-	-	303,682	-	303,682
Comprehensive loss for the period		-	-	-	(1,069,891)	(1,069,891)
Balance, June 30, 2025		143,659,105	27,711,935	2,625,729	(13,328,802)	17,008,862
Balance, December 31, 2025		186,597,485	\$ 36,436,267	\$ 2,477,166	\$ (13,591,747)	25,321,686
Exercise of warrants		2,240,600	505,494	-	-	505,494
Exercise of stock options	5(b)	89,854	-	-	-	-
Reclassification of reserves on exercise of stock options	5(b)	-	73,125	(73,125)	-	-
Expiration of stock options	5(c)	-	-	(130,235)	130,235	-
Share-based payments	6(c)	-	-	681,193	-	681,193
Comprehensive loss for the period		-	-	-	(1,467,489)	(1,467,489)
Balance, June 30, 2026		188,927,939	\$ 37,014,886	\$ 2,954,999	\$ (14,929,001)	\$ 25,040,884

Refer to the accompanying notes to the condensed interim consolidated financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

	Six Months ended June 30,	
	2026	2025
Cash provided from (used by):		
Operations:		
Loss for the period	\$ (1,467,488)	\$(1,069,891)
Items not involving cash:		
Amortization	331	142
Share-based payments	681,193	303,682
Unrealized foreign exchange (loss) gain	(29,920)	480
	(815,884)	(765,587)
Changes in non-cash working capital items:		
Receivables	(207,767)	233,188
Prepays, current	8,742	(55,499)
Accounts payable and accrued liabilities	(250,814)	92,422
Cash used by operating activities	(1,265,723)	(495,476)
Financing:		
Issuance of common shares	505,494	3,398,707
Cash provided from financing activities	505,494	3,398,707
Investing:		
Mineral property interests	(4,507,980)	(1,062,599)
Deferred acquisition costs	105,299	-
Cash used by investing activities	(4,402,681)	(1,062,599)
Foreign exchange loss (gain) on cash held in foreign currency	29,920	(480)
Increase (decrease) in cash	(5,132,990)	1,840,152
Cash, beginning of period	8,844,627	1,109,496
Cash, end of period	\$ 3,711,637	\$ 2,949,648

Refer to the accompanying notes to the condensed interim consolidated financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Condensed Interim Consolidated Statements of Cash Flows

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

		Six months ended June30	
	Notes	2026	2025
Non-cash financing and investing activities:			
Accrual for mineral property interests		\$ 550,031	\$ 287,487
Fair values of common shares issued for:			
Exercise of stock options		73,125	-
Fair values from cancellation/expiration of:			
Stock options	6(c)	130,235	-
Interest paid		-	-
Income taxes paid		-	-

Refer to the accompanying notes to the condensed interim consolidated financial statements.

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

1. Nature of Operations and Going Concern

Aztec Minerals Corp. (the “Company”) was incorporated on July 6, 2007, under the laws of British Columbia, Canada. The address of the Company’s registered office is 910 – 800 West Pender Street, Vancouver, BC, Canada, V6C 2V6 and its principal place of business is 1030 – 505 Burrard Street, Vancouver, BC, Canada, V7X 1M5.

The Company is in the mineral exploration business and has not yet determined whether its mineral property interests contain reserves. The recoverability of amounts capitalized for mineral property interests is dependent upon the ability of the Company to arrange appropriate financing as needed, the discovery of reserves, the development of its properties, confirmation and maintenance of the Company’s interest in the underlying properties, the receipt of necessary permitting, and upon future profitable production or proceeds from the disposition thereof.

The Company has no operating revenues, has incurred a net loss of \$1,467,489 for the period ended June 30, 2026 (2025 - \$331,026), and has a deficit of \$14,929,002 as at June 30, 2026 (December 31, 2025 - \$13,591,747). These condensed interim consolidated financial statements have been prepared on a going concern basis, which assumes the realization of assets and liquidation of liabilities in the normal course of business. The Company’s ability to continue as a going concern is dependent on the ability of the Company to raise debt or equity financings, and the attainment of profitable operations. While the Company has been successful in obtaining funding in the past, there is no assurance that future financing will be available or be available on favorable terms. Management would need to raise the necessary capital to meet its planned business objectives. There can be no assurance that management’s plans will be successful. Furthermore, the global economy is currently faced with significant uncertainty due to ongoing global conflicts, and trade tensions, which may continue to impact the Company’s costs and could result in modification or termination of planned work programs. These matters indicate the existence of material uncertainties that may cast significant doubt about the Company’s ability to continue as a going concern. These condensed interim consolidated financial statements do not include any adjustments to the recoverability and classification of recorded asset amounts and classification of liabilities that might be necessary should the Company be unable to continue as a going concern, and such adjustments could be material.

2. Material Accounting Policies

These condensed interim consolidated financial statements have been prepared under International Accounting Standard 34 Interim Financial Reporting (“IAS 34”), using accounting policies consistent with IFRS Accounting Standards (“IFRS”) issued by the International Accounting Standards Board (“IASB”) and Interpretations of the IFRS Interpretations Committee (“IFRIC”).

These condensed interim consolidated financial statements do not include all the information required for full annual IFRS financial statements and therefore should be read in conjunction with the Company’s annual consolidated financial statements for the year ended December 31, 2025, and are prepared consistently with the accounting policies disclosed therein. Operating results for the six-month period ending June 30, 2026, are not necessarily indicative of the results that may be expected for the year ending December 31, 2026.

These condensed interim consolidated financial statements have been prepared on a historical cost basis, except for financial instruments classified as fair value through profit and loss, which are stated at their fair value. In addition, these condensed interim consolidated financial statements have been prepared using the accrual basis of accounting and are presented in Canadian dollars.

These condensed interim consolidated financial statements include the accounts of the Company and its wholly owned subsidiaries, Aztec Minerals America Corp. (USA) and Aztec Minerals (Mexico) JV Corp. (“Aztec Mexico JV”) (Canada) which owns 100% interest in Minera Azteca Dorada S.A. de C.V (Mexico).

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

2. Material Accounting Policies (continued)

The Company consolidates its subsidiaries on the basis that it controls the subsidiaries through its ability to govern its financial and operating policies.

New accounting policies issued but not yet effective

IFRS 18 Presentation and Disclosure in Financial Statements, which will replace IAS 1, Presentation of Financial Statements aims to improve how companies communicate in their financial statements, with a focus on information about financial performance in the statement of profit or loss, in particular additional defined subtotals, disclosures about management defined performance measures and new principles for aggregation and disaggregation of information. IFRS 18 is accompanied by limited amendments to the requirements in IAS 7 Statement of Cash Flows. IFRS 18 is effective from January 1, 2027. Companies are permitted to apply IFRS 18 before that date. The Company is currently assessing the impact the new standard will have on its financial statements.

3. Deferred Acquisition Costs

The Company paid \$112,193 (December 31, 2025 - \$217,492) for acquisition costs on property contiguous to the Tombstone property and expects to close the acquisition by August 31, 2026. The Company classified the payments as deferred acquisition costs since the Company has no right to explore the property.

During the period ended June 30, 2026, the Company closed property acquisition sfor \$175,575 and transferred amounts to Mineral Property Interests. (Note 4).

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(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

4. Mineral Property Interests

	June 30, 2026		
	Mexico	USA	
	Cervantes	Tombstone	Total
Acquisition Costs:			
Balance, December 31, 2025	\$ 582,611	\$ 613,838	\$ 1,196,449
Acquisition	619	320,932	321,551
Balance, June 30, 2026	583,230	934,770	1,518,000
Deferred Exploration Expenditures:			
Balance, December 31, 2025	8,186,464	7,833,663	16,020,127
Access and facilities	44,372	-	44,372
Assays	-	381,039	381,039
Drilling	467	3,749,348	3,749,815
Equipment and systems	-	65,225	65,225
Environmental	-	384	384
Field, camp, supplies	-	76,956	76,956
General, administrative, legal, sundry	14,392	20,004	34,396
Geology	-	364,973	364,973
Report preparation	4,900	28,771	33,671
Salaries and local labour	5,353	45,288	50,641
Surface taxes	14,383	-	14,383
Surveying	-	4,468	4,468
Transportation and travel	1,039	246,145	247,184
Value added tax	5,614	-	5,614
Contribution by joint venture partner	-	(969,443)	(969,443)
Balance, June 30, 2026	\$8,276,984	\$11,846,821	\$ 20,123,805
Mineral Property Interests:			
December 31, 2025	\$8,769,075	\$ 8,447,501	\$ 17,216,576
June 30, 2026	8,860,214	12,781,591	21,641,805

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Notes to the Condensed Interim Consolidated Financial Statements

Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

4. Mineral Property Interests (continued)

(a) Cervantes property (Mexico):

The Company owns 100% of the Cervantes property and is subject to a 0.5% net smelter return royalty.

(b) Tombstone property (USA):

On November 30, 2017, as amended on February 28, 2018, the Company entered into a Purchase Option Agreement for the Tombstone property (the “Tombstone Option Agreement”) with Baroyeca Gold & Silver Inc. and its two wholly owned U.S. subsidiaries (collectively, “Baroyeca”). In February 2021, the Company earned a 75% interest by making cash payments of \$100,000, incurred exploration expenditures of \$1 million and issued 1 million common shares over a three-year period starting from March 2018.

In February 2021, the Company entered into a joint venture with Baroyeca’s two U.S. subsidiaries whereby the Company holds 75% interest in the joint venture. In April 2022 Baroyeca’s two U.S. subsidiaries assigned their interest in the joint venture to Dragoon Resources LLC (“Dragoon”). The Company records its proportionate share of their 75% interest in the Tombstone property in mineral property interests. As at December 31, 2025, the respective partners interest has been adjusted, with the new joint venture interests recalculated to 85.0% for the Company and 15.0% for Dragoon. For the period ended June 30, 2026, the Company recognized an amount contribution of \$969,443 (December 31, 2025 - \$315,263) in relation to the joint venture and as at June 30, 2026, had an amount receivable of \$289,146 (December 31, 2025 - \$ 98,566) from Dragoon.

During the period ended June 30, 2026, the Company acquired 89.6 acres of patented claims through the purchase and subsequent foreclosure of a secured promissory note for \$175,575 and 58.72 acres of mineral and surface rights from patented claims along with 69.8 acres of surface right for \$124,425. Both acquisitions are contiguous to the Tombstone property.

5. Equipment

	Office Furnishings	Office Equipment	Total
Cost:			
Balance, December 31, 2024, 2025 and June 30, 2026	\$ 4,121	\$ 11,455	\$ 15,576
Accumulated amortization:			
Balance, December 31, 2024	4,121	10,510	14,631
Add: Amortization	-	284	284
Balance, December 31, 2025	4,121	10,794	14,915
Add: Amortization	-	331	331
Balance, June 30, 2026	\$ 4,121	\$ 11,125	\$ 15,246
Net book value:			
Balance, December 31, 2025	\$ -	\$ 661	\$ 661
Balance, June 30, 2026	-	330	330

AZTEC MINERALS CORP.

(An Exploration Stage Company)

Notes to the Condensed Interim Consolidated Financial Statements

Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

6. Share Capital

(a) Authorized:

The authorized share capital of the Company is comprised of an unlimited number of common shares without par value.

(b) Issued:

During the period ended June 30, 2026, the Company:

Issued 2,240,600 common shares upon the exercise of warrants for proceeds of \$505,494 and 475,000 stock options exercised under the Net Exercise process as per the Companies Equity Incentive Plan resulting in the issuance 89,854 common shares for consideration of \$25,925, resulting in a fair value reallocation of \$73,125 from reserve for share-based payments to share capital.

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

Completed a non-brokered private placement for 20,000,000 units at \$0.18 per unit for gross proceeds of \$3,600,000. Each unit consists of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase one share at an exercise price of \$0.24 until May 13, 2028. The Company paid a cash finder's fee in the amount of \$162,254 and issued 901,411 agent warrants valued at \$65,997. Each agent warrant has an exercise price of \$0.18 and an expiry date of May 13, 2028. Additional share issue costs of \$55,795 were incurred in connection with this financing, and were recorded as an offset to share capital, as share issue costs.

Completed a bought deal private placement for 42,573,000 common shares at \$0.235 per common share for gross proceeds of \$10,004,655. The Company paid a cash finder's fee in the amount of \$700,326 and issued 2,980,110 agent warrants valued at \$400,111. Each agent warrant has an exercise price of \$0.235 and an expiry date of October 16, 2028. Additional share issue costs of \$259,623 were incurred in connection with this financing, and were recorded as an offset to share capital, as share issue costs.

The Company issued 315,380 common shares upon the exercise warrants for proceeds of \$72,238, resulting in a fair value reallocation of \$8,433 from reserve for share-based payments to share capital.

The Company issued 50,000 common shares upon the exercise options for proceeds of \$10,000, resulting in a fair value reallocation of \$5,822 from reserve for share-based payments to share capital.

(c) Omnibus Equity Incentive Plan:

The Company has adopted an omnibus equity incentive plan ("EIP"), which provides that the Board of Directors of the Company may from time-to-time, at its discretion, and in accordance with the TSX-V requirements, grant to directors, officers, consultants, and employees of the Company stock options, deferred share units ("DSU"), performance share units ("PSU"), restricted share units ("RSU") or other such share-based instruments deemed to be consistent with the purposes of the plan. EIP reserves a number of common shares for issuance pursuant to the grant of stock options, DSUs, RSUs and PSUs that will not exceed a rolling 10% of the Company's issued and outstanding common shares at the time the options are granted. Vesting of share-based compensation awards is at the discretion of the Board of Directors, subject to minimum requirements of the TSX-V. Stock options are exercisable for a maximum of 10 years, and the exercise price of the stock options is set in accordance with the policies of the TSX-V. Under the EIP, the Company may determine vesting periods for DSUs, PSUs and RSUs at the time of grant, but such vesting

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Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

6. Share Capital (continued)

shall not be less than one year in accordance with TSX-V requirements. The Company also has the option to settle vested DSUs, PSUs and RSUs by either issuing one common share for each unit or make a cash payment calculated by multiplying the number of vested share units to be redeemed by the market price per share on the date of settlement.

The continuity of stock options for the period ended June 30, 2026 is as follows:

Stock option continuity	Number of options	Weighted average exercise price
Outstanding balance, December 31, 2024	11,500,000	\$0.29
Expired and cancelled	(1,775,000)	\$0.37
Exercised	(50,000)	\$0.20
Granted	2,500,000	\$0.20
Outstanding balance, December 31, 2025	12,175,000	\$0.22
Expired and cancelled	(850,000)	\$0.30
Exercised	(475,000)	\$0.22
Granted	4,600,000	\$0.31
Outstanding balance, June 30, 2026	15,450,000	\$0.24
Outstanding balance, June 30, 2026, exercisable	14,470,000	\$0.24

The following table summarizes information about stock options outstanding and exercisable at June 30, 2026:

Options Outstanding				Options Exercisable	
Options outstanding	Exercise Price	Expiry Date	Weighted Average Life Remaining	Options exercisable	Weighted Average Life Remaining
1,375,000	\$0.30	March 28, 2027	0.74	1,375,000	0.74
2,750,000	\$0.26	February 27, 2028	1.66	2,750,000	1.66
3,075,000	\$0.165	March 1, 2029	2.67	3,075,000	2.67
1,450,000	\$0.20	September 27, 2029	3.25	1,450,000	3.25
2,450,000	\$0.20	May 23, 2030	3.90	2,450,000	3.90
4,050,000	\$0.31	March 9, 2031	4.69	3,370,000	4.69
300,000	\$0.25	May 27, 2031	4.91	-	-
15,450,000			3.14	14,470,000	3.03

On March 1, 2024, the Company granted stock options for 3,275,000 common shares to directors, management, and consultants with an exercise price of \$0.165 and expiry date of March 1, 2029. Stock options of 2,175,000 are not subject to vesting provisions and vest immediately on March 1, 2024. Stock options of 1,100,000 are subject to vesting provisions in which 20% vest on March 01, 2024, and 20% vest every three months thereafter.

On September 27, 2024, the Company granted stock options for 1,575,000 common shares to directors, management, and consultants with an exercise price of \$0.2 and expiry date of September 27, 2029. Stock options of 1,225,000 are not subject to vesting provisions and vest immediately on September 27, 2024. Stock

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Period ended June 30, 2026

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6. Share Capital (continued)

options of 350,000 are subject to vesting provisions in which 20% vest on September 27, 2024, and 20% vest every three months thereafter.

On May 23, 2025, the Company granted stock options for 2,500,000 common shares to directors, management, and consultants with an exercise price of \$0.20 and expiry date of May 23, 2030.

On March 9, 2026, the Company granted stock options for 4,300,000 common shares to directors, management, and consultants with an exercise price of \$0.31 and expiry date of March 9, 2031. Stock options of 3,200,000 are not subject to vesting provisions and vest immediately on March 9, 2026. Stock options of 850,000 are subject to vesting provisions in which 20% vest on March 9, 2026, and 20% vest every three months thereafter. Stock options of 250,000 are subject to vesting provisions in which 25% vest on June 9, 2026, and 25% vest every three months thereafter.

On May 27, 2026, the Company granted stock options for 300,000 common shares for an investor relation agreement with an exercise price of \$0.25 and expiry date of May 27, 2031. The stock options are subject to vesting provisions over a twelve-month period starting in three months after date of grant, August 27, 2026, in accordance with the policies of the TSX-V.

During the period ended June 30, 2026, the Company recognized share-based payments of \$681,193 (2025 - \$303,682) in connection with the vesting of stock options granted.

The weighted average fair value of stock options granted, and the weighted average assumptions used to calculate share-based payments for stock option grants are estimated using the Black-Scholes option pricing model as follows:

	30-Jun-26	31-Dec-25
Fair value of stock options granted	\$0.17	\$0.12
Risk-free interest rate	2.96%	2.93%
Expected dividend yield	0%	0%
Expected stock price volatility	67.12%	70.84%
Expected option life in years	5.00	5.00

Expected stock price volatility is based on the historical price volatility of the Company. The risk-free interest rate assumption is based on yield curves on Canadian government zero-coupon bonds with a remaining term equal to the stock options' expected life. The Company has not paid and does not anticipate paying dividends on its common shares.

(d) Warrants:

At June 30, 2026, the Company had outstanding warrants as follows:

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Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

6. Share Capital (continued)

Exercise Prices	Expiry Dates	Outstanding at December 31, 2025	Issued	Exercised	Expired	Outstanding at June 30, 2026
\$0.30	August 29, 2026 ⁽¹⁾	2,025,725	-	-	-	2,025,725
\$0.30	August 29, 2026 ⁽²⁾	56,520	-	-	-	56,520
\$0.30	September 25, 2026 ⁽³⁾	1,420,195	-	-	-	1,420,195
\$0.23	February 16, 2027 ⁽⁴⁾	7,333,333	-	(2,150,000)	-	5,183,333
\$0.25	July 26, 2026 ⁽⁵⁾	6,932,086	-	-	-	6,932,086
\$0.18	July 26, 2026 ⁽⁶⁾	453,286	-	-	-	453,286
\$0.24	May 13, 2028 ⁽⁷⁾	10,000,000	-	(90,600)	-	9,909,400
\$0.18	May 13, 2028 ⁽⁸⁾	849,031	-	-	-	849,031
\$0.24	October 16, 2028 ⁽⁹⁾	2,980,110	-	-	-	2,980,110
		32,050,286	-	(2,240,600)	-	29,809,686

- (1) On August 29, 2023, the Company issued 2,025,725 warrants with an exercise price of \$0.30 and an expiry date of August 29, 2026, and have a total fair value of \$60,772 as determined by the excess private placement price over the market price of the common share on closing date.
- (2) These finders fee warrants have a fair value of \$5,444 and was recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 80%, risk-free rate 4.38%, expected life 3 years, and expected dividend yield 0%.
- (3) On September 25, 2023, the Company issued 1,420,195 warrants with an exercise price of \$0.30 and an expiry date of September 25, 2026, and have a total fair value of \$56,808 as determined by the excess private placement price over the market price of the common share on closing date.
- (4) On February 16, 2024, the Company issued 7,333,333 warrants with an exercise price of \$0.23 and an expiry date of February 16, 2027, and have a total fair value of \$Nil as determined by the excess private placement price over the market price of the common share on closing date.
- (5) On July 26, 2024, the Company issued 7,153,085 warrants with an exercise price of \$0.25 and an expiry date of July 26, 2026, and have a total fair value of \$71,530 as determined by the excess private placement price over the market price of the common share on closing date. Subsequent to June 30, 2026, the Company had 885,000 warrants exercised for proceeds of \$221,250 and had 6,047,086 warrants expire unexercised (Note 11).
- (6) These finders fee warrants have a fair value of \$28,162 and was recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 64.11%, risk-free rate 3.6%, expected life 2 years, and expected dividend yield 0%. Subsequent to June 30, 2026,

AZTEC MINERALS CORP.

(An Exploration Stage Company)

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Period ended June 30, 2026

(Unaudited – Prepared by Management)

(Stated in Canadian dollars)

6. Share Capital (continued)

- (7) the Company had 48,370 warrants exercised for proceeds of \$8,707 and had 404,916 warrants expire unexercised (Note 11).
- (8) On May 13, 2025, the Company issued 10,000,000 warrants with an exercise price of \$0.24 and an expiry date of May 13, 2028, and have a total fair value of \$Nil as determined by the excess private placement price over the market price of the common share on closing date.
- (9) These finders fee warrants have a fair value of \$65,997 and was recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 64.50%, risk-free rate 2.75, expected life 3 years, and expected dividend yield 0%.
- (10) These finders fee warrants have a fair value of \$400,111 and was recorded as share issuance expense as applied to share capital with a corresponding credit to reserve for share-based payments calculated using the Black-Scholes option pricing model with the following assumptions: volatility 72.69%, risk-free rate 2.39, expected life 3 years, and expected dividend yield 0%.

The weighted average remaining contractual life of warrants outstanding at June 30, 2025, was 1.06 (December 31, 2024 – 1.48 years).

(e) Restricted Share Units

Under the EIP, the Company may grant RSU's to any eligible participant under the EIP. The Company recorded an expense of \$11,438, which was included in share-based compensation expense during the period ended June 30, 2026, related to the grant of RSU's.

RSU transactions are summarized as follows:

	Number of RSU's
Balance at December 31, 2025	-
Granted	1,000,000
Balance at June 30, 2026	1,000,000

7. Related Party Transactions

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management for employee services is disclosed in the table below.

Except as disclosed elsewhere in the consolidated financial statements, the Company had the following transactions with related parties:

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Period ended June 30, 2026

(Unaudited – Prepared by Management)

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7. Related Party Transactions (continued)

	Periods ended June 30,	
	2026	2025
Key management compensation:		
Executive salaries and remuneration ⁽¹⁾	\$ 417,348	\$ 239,475
Directors fees	27,750	-
Share-based payments	604,112	218,331
Executive salaries and remuneration ⁽¹⁾	\$ 1,049,210	\$ 457,806

Included in accounts payable and accrued liabilities as at June 30, 2026, was \$5,177 (December 31, 2025 – \$18,696) owed to officers and directors of the Company. The balance advanced to the VP Exploration for exploration activities included in prepaids as at June 30, 2026, was \$1,272 (December 31, 2025 - \$48,555).

¹⁾ Includes key management compensation \$52,706 (2025 - \$53,808) which is included in mineral property interests and employee remuneration.

The above related party transactions are incurred in the normal course of business. Any amounts payable to related parties are due in less than 90 days.

8. Segment Disclosures

The Company has one operating segment, being mineral exploration, with assets located in Canada, Mexico, and U.S.A, as follows:

	March 31, 2026				December 31, 2025			
	Canada	Mexico	USA	Total	Canada	Mexico	USA	Total
Mineral property interests	\$ -	\$ 8,860,215	\$ 12,781,590	\$ 21,641,805	\$ -	\$ 8,769,075	\$ 8,447,500	\$ 17,216,575
Prepaids, non current	-	3,117	-	3,117	-	3,117	-	3,117
Equipment	330	-	-	330	661	-	-	661

9. Financial Instruments and Risk Management

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

- Level 1 – Unadjusted quoted prices in active markets for identical assets or liabilities;
- Level 2 – Inputs other than quoted prices that are observable for the asset or liability either directly or indirectly; and
- Level 3 – Inputs that are not based on observable market data

The fair value of cash is measured at Level 1 of the fair value hierarchy. The carrying value of receivables, current and non-current prepaids and accounts payable and accrued liabilities approximate their fair value because of the short-term nature of these instruments.

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9. Financial Instruments and Risk Management (continued)

Financial risk factors

The Company's risk exposures and the impact on the Company's financial instruments are summarized below:

Credit risk

Credit risk is the risk of loss associated with a counter party's inability to fulfill its payment obligations. The Company's credit risk is primarily attributable to cash and receivables. Management believes that the credit risk concentration with respect to receivables is remote as they are due from the Government of Canada. The Company's cash is deposited in accounts held at a large financial institution in Canada. As such, the Company believes the credit risk with cash is remote. Receivables comprise input tax receivables due from the Government of Canada. The Company considers the credit risk of receivables to be low.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. As of June 30, 2026, the Company had a cash balance of \$3,711,637 to settle current liabilities of \$646,240. All the Company's financial liabilities have contractual maturity of less than 90 days and are subject to normal trade terms. The Company intends to raise additional equity financing in the coming fiscal year to meet its obligations.

Interest rate risk

In respect of financial assets, the Company's policy is to invest excess cash at floating rates of interest in cash equivalents, to maintain liquidity, while achieving a satisfactory return. Fluctuations in interest rates impact on the value of cash equivalents. Interest rate risk is not significant to the Company as it has no cash equivalents at year-end.

Foreign currency risk

The Company has certain cash and accounts payable stated in United States dollars and Mexican pesos, mineral property interests which are in the USA and Mexico, and a portion of its operations are in Mexico, resulting in expenditures subject to foreign currency fluctuations. Fluctuations in the United States dollar and Mexican peso would impact the losses of the Company and the values of its assets and liabilities as the Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates with the United States dollar and Mexican peso.

At June 30, 2026, and December 31, 2025, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

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(Unaudited – Prepared by Management)

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9. Financial Instruments and Risk Management (continued)

	Stated in Canadian Dollars		
	Held in		Total
	United States		
	Dollars	Mexican Pesos	
Cash	\$ 660,226	\$ 34,986	\$ 695,212
Accounts receivable	341,638	-	341,638
Prepays	42,361	4,571	46,932
Deferred acquisition costs	112,193	-	112,193
Accounts payable and accrued liabilities	(544,451)	(4,695)	(549,146)
Net financial assets, June 30, 2026	\$ 611,967	\$ 34,862	\$ 646,829
Cash	\$ 1,350,060	\$ 28,538	\$ 1,378,598
Accounts receivable	98,566	-	98,566
Prepays	89,192	4,564	93,756
Deferred acquisition costs	211,492	-	211,492
Accounts payable and accrued liabilities	(736,311)	(16,970)	(753,281)
Net financial assets, December 31, 2025	\$ 1,018,999	\$ 16,132	\$ 1,035,131

Based upon the above net exposure as at June 30, 2026, and assuming all other variables remain constant, a 10% (December 31, 2024 - 10%) depreciation or appreciation of the Canadian dollar relative to the United States dollar and the Mexican pesos could result in a decrease/increase of approximately \$64,700 (December 31, 2025 - \$103,500) in the Company's net losses.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

Other Price risk

Other price risk is the risk that the value of a financial instrument will fluctuate as a result of changes in market prices. The Company currently does not have any financial instruments which fluctuate with market prices.

10. Capital Management

The Company defines capital that it manages as shareholders' equity, consisting of issued common shares, stock options and warrants.

The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition and exploration of exploration and evaluation assets.

The Company has historically relied on and currently relies on the equity markets to fund all its activities. The Company will continue to assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has adequate financial resources to do so. Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

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11. Subsequent Events

The Company had 933,370 warrants exercised for proceeds of \$229,957 and had 6,452,002 warrants expire unexercised.



AZTEC MINERALS CORP.

Management Discussion and Analysis

(expressed in Canadian dollars)

Period ended June 30, 2026

AZTEC MINERALS CORP.
(the “Company”)

Report Date – August 25, 2026

Management’s Discussion and Analysis
For the period ended June 30, 2026
(expressed in Canadian dollars)

CAUTION – FORWARD LOOKING STATEMENTS

Certain statements contained herein regarding the Company and its operations constitute “forward-looking statements” within the meaning of the United States Private Securities Litigation Reform Act of 1995. All statements that are not historical facts, including without limitation statements regarding future estimates, plans, objectives, assumptions or expectations of future performance, are “forward-looking statements”. We caution you that such “forward looking statements” involve known and unknown risks and uncertainties that could cause actual results and future events to differ materially from those anticipated in such statements. Such risks and uncertainties include fluctuations in precious metal prices, unpredictable results of exploration activities, uncertainties inherent in the estimation of mineral reserves and resources, if any, fluctuations in the costs of goods and services, problems associated with exploration and mining operations, changes in legal, social or political conditions in the jurisdictions where the Company operates, lack of appropriate funding and other risk factors, as discussed in the Company’s filings with Canadian and American Securities regulatory agencies. The Company expressly disclaims any obligation to update any forward-looking statements, other than as may be specifically required by applicable securities laws and regulations.

Preliminary Information

The following Management’s Discussion and Analysis (“MD&A”) of Aztec Minerals Corp. (the “Company”) should be read in conjunction with the accompanying audited consolidated statement of financial position as at December 31, 2025 and 2024 and the consolidated statements of comprehensive loss, changes in shareholders’ equity and cash flows for the years ended December 31, 2025 and 2024, and the condensed interim consolidated financial statements for the period ended June 30, 2026.

All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

All information contained in the MD&A is as of August 25, 2026, unless otherwise indicated.

Background

The Company was incorporated on July 6, 2007, under the laws of British Columbia, Canada, pursuant to the *Business Corporations Act* (British Columbia) and had been dormant until 2016. The Company is engaged primarily in the business of evaluating, acquiring and exploring natural resource properties. The address of the Company’s registered office is 228 – 1122 Mainland Street, Vancouver, BC, Canada, V6B 5L1 and its principal place of business is 1030 – 505 Burrard Street, Vancouver, BC, Canada, V7X 1M5.

The Company acquires properties by staking initial claims, negotiating for permits from government authorities, negotiating with holders of claims or permits, entering into property option agreements to acquire interests in claims, or purchasing companies with claims or permits. On these properties, the Company explores minerals on its own or in joint ventures with others. Exploration for metals usually includes surface sampling, airborne and/or ground geophysical surveys and drilling. The Company is not limited to any metal or region, but the corporate focus is on precious and base metals in North America.

As the Company is focused on its mineral exploration activities, there is no mineral production, sales or inventory in the conventional sense. The recoverability of amounts capitalized for mineral property interests is dependent upon the existence of reserves in its mineral property interests; the ability of the Company to arrange appropriate financing and receive necessary permitting for the exploration and development of its property interests; confirmation of the Company’s interest in certain properties and upon future profitable production or proceeds from the disposition thereof. Such exploration and development activities normally take years to complete and the amount of resulting income, if any, is difficult to determine with any certainty at this time. Many of the key factors are outside of the Company’s control. As the carrying value and amortization of mineral property interests and capital assets are, in part, related to the Company’s mineral reserves and resources, if any, the estimation of such reserves and resources is significant to the Company’s financial position and results of operations.

AZTEC MINERALS CORP.

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Management's Discussion and Analysis

For the period ended June 30, 2026

(expressed in Canadian dollars)

Overall Performance

Cervantes Property

The Cervantes is a highly prospective porphyry gold-copper property located in southeastern Sonora state, Mexico. The project lies 160 km east of Hermosillo, Sonora, Mexico within the prolific Laramide porphyry copper belt approximately 265 km southeast of the Cananea porphyry copper-molybdenum mine (Grupo Mexico). Cervantes also lies along an east-west trending gold belt 60 km west of the Mulatos epithermal gold mine (Alamos Gold), 35 km northeast of the Axo Copper San Antonio gold mine, 45 km west of the La India mine (Agnico Eagle), and 40 km northwest of Santana gold deposit (Minera Alamos).

On September 30, 2016, the Company entered into the Option Amendment and Assignment Agreement for the Cervantes Property ("Option Assignment Agreement") for the Cervantes property with Aztec Metals Corp., which share common directors with the Company, ("AzMet") and Kootenay Silver Inc. ("Kootenay"), whereby AzMet assigned to the Company all of its rights and interests in the Property Option Agreement dated July 25, 2015, between AzMet and Kootenay (the "Cervantes Option Agreement"). In July 2019, the Company earned its 65% interest in the Cervantes property whereby the Company issued 500,000 common shares to Kootenay; paid US\$50,000 in cash; and incurred exploration expenditures totalling US\$1.2 million. The Company entered into a joint venture agreement with Kootenay in December 2020. The property is composed of 4 concessions of 3,649 hectares.

In late August 2022, the Company closed the purchase transaction whereby the Company acquired Kootenay's 35% interest in the joint venture, resulting in the Company owning a 100% interest in the Cervantes project. As consideration for the 35% interest in joint venture entity, the Company issued to Kootenay 10,000,000 common shares in the capital of the Company at a fair value of \$0.24 per share, and Kootenay has retained a 0.5% net smelter return royalty.

In December 2021, the Company mobilized a reverse circulation drilling program which was completed in March 2022 for 26 holes totaling 5,249 metres. The primary objectives of the drilling program were to better define the open pit, heap leach gold potential of the porphyry oxide cap at California, evaluate the potential for deeper copper-gold porphyry sulfide mineralization underlying the oxide cap, test for north and west extensions of the California mineralization at California North and Jasper, and assess the breccia potential of Purisima East. The holes drilled at California have intersected near surface, oxidized gold mineralization with minor copper oxides. The drilling program expanded the primary California porphyry zone to an area measuring approximately 900 meters long by 250 to 500 meters wide, with demonstrated, continuous anomalous mineralization up to 265 meters depth vertically and expanded the identified California Zone mineralization to 900 meters long by 750 meters wide.

Multi-element analysis for the RC drill program was performed in the second quarter of 2022. The multi-element ICP results show good relationships between Au, Cu, Bi, Ag and As, which will assist in vectoring exploration targets for potentially economic grades and widths for Cu and Ag in a porphyry deposit model. The multi-element ICP values support the exploration model of the California zone being at the highest portion of a porphyry system, where an overlying high sulfidation zone has been eroded away.

In the second quarter of 2022, the Company completed drill hole collar surveying, field work for Drone Photogrammetry survey to create a detailed ortho-topographic base map, and Terraspec readings on the RC drill chips.

In July 2022, the Company mobilized a core drilling program which was completed in October 2022 for 11 holes totaling 2,516 metres. The primary focus of the Phase 3 Core drilling program at Cervantes was to expand the previously drilled California target, California North and Jasper targets, to enhance geologic understanding of the targets, and to collect samples for metallurgical testing. The oriented core drilling program tested step-outs of 35 to 450 meters using varying azimuths and inclinations.

Highlights from the 2022 RC and core drilling programs are as follows:

- 94m @ 1.04 gpT Au incl 15.2m @ 3.96 gpT Au, 55m @ 0.36% copper in CAL22-001
- 165m @ 1.00 gpT Au incl 24.4m @ 4.25 gpT Au, 160m @ 0.065% copper in CAL22-004

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(expressed in Canadian dollars)

- 137m @ 1.49 gpT Au incl 51.7m @ 3.42 gpT Au, 119m @ 0.091% copper in CAL22-005
- 100m @ 0.75 gpT Au incl 9.14m @ 3.087 gpT Au, 138m @ 0.10% copper in CAL22-006
- 152m @ 0.87 gpT Au, incl 33.5m @ 2.05 gpT Au, 123m @ 0.095% copper in CAL22-012
- 120m @ 0.677 gpT Au, incl 27 m @ 1.456 gpT Au in CAL22-027
- 135 m @ 0.56 gpT Au, incl 12.0 m @ 2.297 gpT Au in CAL22-031

In February 2023 the Company mobilized two field crews to conduct a surface exploration program comprised of road cut, reconnaissance outcrop and soil sampling, Terraspec SWIR data collection and geological mapping. It collected 779 roadcut samples that were analyzed for multi-elements and SWIR to expand and enhance geochemical and geological knowledge throughout the Cervantes project. Mapping was focused on the exposed road cuts with detailed lithological, structural and alteration mapping of the California target. To gain efficiency, the surface exploration program was conducted during the regional dry season. The field teams are examining outcrop exposures generated from recently constructed drill roads with detailed geological mapping for the lithologies, alterations (Terraspec), mineralization, structures and geotechnical aspects. The road cuts were continuously chip channel sampled and then surveyed to consolidate surface data with the geochemistry of the drill hole dataset, as well as to assist in 3D modeling. A structural geology study was conducted, especially to help establish the displacements of the mineralization since its emplacement. Project data evaluation also continues to advance including using the understandings gained on the multi-element relationships with Au and applying them to the soil sampling data, reviewing the subsequent results to the geophysical data and the SWIR-Terraspec data, 3D modeling of the data, metallurgical, and multiple other investigations. The primary objectives of the 2023 surface exploration program is to continue to define the open pit, heap leach gold potential of the porphyry oxide cap at California, test the down dip extensions of the phyllic alteration in the Qfp intrusive for deeper copper-gold porphyry sulfide mineralization underlying the oxide cap, and test for extensions of the at California Norte.

In December 2023 the Company completed 13 reverse circulation "RC" holes totaling 1,646 meters (m) at the Cervantes project. The RC drilling program was increased from an originally planned 11 holes and RC chip logging of the 13 completed holes indicate favorable geology to support potential expansion of the gold zone mineralization in the vicinities of the area previously drilled. In March 2024, the results of Au and multi-element analysis for its 2023 RC drill program at the Cervantes project in Sonora, Mexico were announced. The RC drill program comprised 1,646 meters in 13 RC drill holes testing the California porphyry gold target located in the district of Soyopa, Sonora, Mexico. Total drilling by Aztec Minerals on the Cervantes project since 2016 now totals 67 drill holes and 12,134m. The California target of near surface, oxide gold porphyry mineralization was successfully expanded, and the presence of anomalous copper, molybdenum and silver, in addition to significant gold mineralization, corresponds well in relation to the top of large, strong IP chargeability anomaly astride an aeromagnetic low anomaly. RC drill results at the California target returned significant gold mineralization from the 2023 RC drill program on the Cervantes property located in Sonora, Mexico. The multi-element ICP results show good, positive relationships between Au, Cu, Bi, Ag, As, W and K (potassic alteration), negative relationships with Mo, Sb and Ca. The multi-element grades support the potential for an expanded Au-Cu porphyry deposit at depth.

In the first half of 2025 Aztec completed an initial phase of its 2025 exploration program at the Cervantes porphyry gold-copper project in Sonora, Mexico. The program was focused on three high-priority gold mineralization target areas of California East, California North, and the Brasil target, as well as additional work in other adjoining portions of the Cervantes project. The phase 1 surface exploration program was conducted during the end of the regional dry season in May-June 2025. Field teams examined and sampled outcrops and subcrop angular rock rubble found in adjoining remote target areas currently only accessible by foot. The teams collected 151 outcrop and subcrop samples while doing reconnaissance scale mapping. This work found and confirmed new areas of mineralization and alteration surrounding the California Zone discovery.

In the second quarter of 2026 Aztec contracted APEX Geoscience Ltd. (APEX) of Edmonton, Alberta to complete a maiden 43-101 complaint mineral resource estimate ("MRE") at the Cervantes Project.

Further details of the exploration programs for the Cervantes project are provided in the Company's news releases:

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- News Release dated February 16, 2022, and titled, *"Aztec – Kootenay JV Intersects Broad, High-Grade Gold Mineralized Zone in First Hole of Phase 2 RC Drill Program at the Cervantes Project in Sonora, Mexico; Including 1.1 gpt Au over 88.4 metres"*.
- News Release dated February 23, 2022, and titled, *"Aztec – Kootenay JV Continues to Intersect Broad, High-Grade Gold Mineralization in Phase 2 RC Drill Program at the Cervantes Project in Sonora, Mexico; Including 1.0 gpt Au over 167.2 metres"*.
- News Release dated March 2, 2022, and titled, *"Aztec – Kootenay JV Reports Best Hole Yet from California Zone at Cervantes Project in Sonora, Mexico; Intersects 1.49 gpt Au over 136.8 m Including 3.42 gpt Au over 51.7 m"*.
- News Release dated March 22, 2022, and titled, *"Aztec – Kootenay JV Reports Continued Strong Drill Results from California Zone at Cervantes Project in Sonora, Mexico; Intersects 0.53 gpt Au over 138.3 m and 0.88 gpt Au over 54.7 m"*.
- News Release dated April 13, 2022, and titled, *"Aztec – Kootenay JV Reports Additional Strong Drill Results from California Zone at Cervantes Project in Sonora, Mexico; Intersects 0.87 gpT Au over 152.4 m Including 2.05 gpT Au over 33.5m"*.
- News Release dated May 5, 2022, and titled, *"Aztec – Kootenay JV Reports Drill Intercept of 0.32 gpT Au over 24.3 metres and 6.1 metres of 1.649 gpT Au at California North Prospect, 350 m North of California Zone, Cervantes Project, Sonora, Mexico"*.
- News Release dated June 14, 2022, and titled, *"Aztec – Kootenay JV Reports Final Gold and Multi-Element Results from 2021-2022 RC Drill Program on Cervantes Property, Sonora"*.
- News Release dated July 27, 2022, and titled, *"Aztec Commences 10-hole, 3000 meter Core Drill Program at its Cervantes Gold-Copper Project, Sonora, Mexico"*.
- News Release dated September 6, 2022, and titled, *"Aztec Completes First 7 Holes of Phase 3 Core Drilling Program at its 100%-owned Cervantes Project in Sonora, Mexico and Appoints new Director"*.
- News Release dated October 25, 2022, and titled, *"Aztec Completes 11-Hole, Phase 3, Core Drilling Program at the Cervantes Project in Sonora, Mexico"*.
- News Release dated November 15, 2022, and titled, *"Aztec Continues to Intersect Gold Mineralization at Cervantes Project in Sonora, Mexico; Including 0.68 gpT Au over 120.0 m"*.
- News Release dated November 30, 2022, and titled, *"Aztec Reports Continued Strong Drill Results from California Zone at Cervantes Project in Sonora, Mexico"*.
- News Release dated December 12, 2022, and titled, *"Aztec Minerals Reports Final Gold and Multi-Element Results from 2021-2022 Drilling at the Cervantes Project in Sonora, Mexico"*.
- News Release dated January 10, 2023, and titled, *"Aztec Summarizes 2022 Drill Results from Cervantes Project, Sonora, Mexico; Multiple, Shallow and Broad, Oxidized Gold-Copper Intercepts Expand Mineralized Zones Around and Below the California Target, Still Open in All Directions"*.
- News Release dated January 16, 2023, and titled, *"Aztec Plans Two Phase, CAD\$1.2 Million Exploration Program at Cervantes Gold-Copper Project, Sonora, Mexico"*.

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(expressed in Canadian dollars)

- News Release dated March 7, 2023, and titled, "*Aztec Commences 2023 Exploration Program at Cervantes Gold-Copper Project, Sonora, Mexico*".
- News Release dated May 23, 2023, and titled, "*Aztec 2023 Surface Exploration Program Results Enhance Drill Targeting at Cervantes Gold-Copper Project, Sonora, Mexico*".
- News Release dated June 22, 2023, and titled, "*Aztec Outlines Expansion Drill Targets and Receives Drill Permit for Planned RC Drill Program at Cervantes Gold-Copper Project, Sonora, Mexico*".
- News Release dated March 7, 2023, and titled, "*Aztec Commences 2023 Exploration Program at Cervantes Gold-Copper Project, Sonora, Mexico*".
- News Release dated March 7, 2023, and titled, "*Aztec Commences 2023 Exploration Program at Cervantes Gold-Copper Project, Sonora, Mexico*".
- News Release dated November 21, 2023, and titled, "*Aztec Completes Initial 7 Holes Expanding the Gold Mineralization Footprint at the Cervantes Project Sonora, Mexico*".
- News Release dated February 25, 2024, and titled, "*Aztec Releases Initial Multi-Element Analyses Evaluations in Spatial Relationship to Gold Distribution for the 2023 RC Drill Program at the California Target, Cervantes Project, Sonora, Mexico*".
- News Release dated August 6, 2025, and titled, "Aztec Samples up to 15.6 gpt Gold & 177.3 gpt Silver at the Cervantes Project, Sonora, Mexico; Surface Exploration Program Outlines Multiple Strong Precious Metals Targets
- News Release dated April 29, 2026 and titled "*Aztec Minerals Announces Timelines for Mineral Resource Estimates on the Tombstone and Cervantes Projects*"

Tombstone Property

The Tombstone property includes the historic Contention Mine and surrounding 46 patented claims totaling 598.38 acres (242.16 hectares) with an additional 840 acres (339.94 hectares) of 42 unpatented claims. The Tombstone Mining District, located 65 miles southeast of Tucson, Arizona, and accessed by State Highway 80, is well known for its high grade, oxidized deposits of silver-gold-lead mineralization hosted in veins, mantos, pipes and disseminated orebodies.

On November 30, 2017, as amended on February 28, 2018, the Company entered into a Purchase Option Agreement for the Tombstone property (the "Tombstone Option Agreement") with Baroyeca Gold & Silver Inc. and its two wholly owned U.S. subsidiaries (collectively, "Baroyeca"). The Company can earn a 75% interest by making cash payments of \$100,000, incurring exploration expenditures of \$1 million and issuing 1 million common shares over a three-year period starting from March 23, 2018.

The Company in 2020 staked and filed 31 unpatented lode mining claims in the Historic Tombstone Silver-Gold Mining district in Southeastern Arizona, totaling 211 hectares (522 acres) and increasing the overall Tombstone Project JV land package by 46.7% from 452 hectares to 663 hectares (1,639 acres). These claims are near or adjoining the Tombstone Project JV core patented and unpatented claims.

In February 2021, the Company entered into a joint venture with Baroyeca's two U.S. subsidiaries whereby the Company holds 75% interest in the joint venture. In April 2022 Baroyeca's two U.S. subsidiaries assigned their interest in the joint venture to Dragoon Resources LLC ("Dragoon"). The Company records its proportionate share of their 75% interest in the Tombstone property in mineral property interests. As at March 31, 2026, the respective partners interest has been adjusted, with the new joint venture interests recalculated to 85.0% for the Company and 15.0% for Dragoon.

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In 2020 Aztec drilled from August to November 21 RC drill holes composed of 2,993 meters. The drilling program tested for the potential for shallow, broad, bulk tonnage gold-silver mineralization around and below the Contention open pit and underground mine workings and was successful in finding it. Drill highlights include: Hole TR20-002 67.06 m of 1.07 gpt Au, 42.1 gpt Ag, for a 1.60 gpt AuEq; TR20-003 93.06 m of 0.77 gpt Au, 25.2 gpt Ag, for a 1.07 gpt AuEq; TR20-009 30.48 m of 3.21 gpt Au, 45.6 gpt Ag, for a 3.78 gpt AuEq; TR20-013 48.77 m of 0.38 gpt Au, 50.7 gpt Ag, for a 1.01 gpt AuEq; and TR20-017 140.21 m of 0.38 gpt Au, 19.3 gpt Ag, for a 0.62 gpt AuEq.

In March 2021, the Company acquired two patented claims amounting to 15.17 hectares (37.5 acres), increasing the overall Tombstone joint venture land package to 516.26 hectares (1,275.69 acres). In April 2021, the Company mobilized a reverse circulation drill program at Tombstone which was completed in July 2021 for 23 holes for 2,716 metres. The RC program was designed to step out and downwards from drill patterns drilled in 2020 to expand the shallow, broad, bulk tonnage gold-silver mineralization discovered around and below the Contention pit.

Drill highlights are as follows:

- Hole TR21-13 - 1.8 grams per tonne (gpT) gold and 36.9 gpT silver (2.33 gpT gold equivalent (AuEq*)) over 70.1 meters (m), including 6.08 m grading 2.93 gpT gold and 157 gpT silver (5.17 gpT gold equivalent AuEq*) and 1.52 m with visible gold in quartz veining grading 55.71 gpT gold and 176.1 gpT silver (58.22 gpT gold equivalent AuEq*). Hole bottomed in mineralization grading 0.37 gpT AuEq* when ground caving forced early termination of the hole.

Interval has argillic and siliceous alteration, fine-grained sandstones, siltstones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, weak manganese oxides, orange-red color, and 1-3% oxidized pyrite. The drill hole interval exposed one mine working, adjacent to strong oxidation. Visible gold and cerargyrite (AgCl) was found at 132.6 – 135.7 m in a quartz vein.

- Hole TR21-10 - 1.39 gpT gold and 56.4 gpT silver (2.20 gpT gold equivalent AuEq*) over 96.04 meters (m), including 39.94 m grading 2.47 gpT Au and 28.9 gpT Ag (2.97 gpT AuEq*), 19.82 m grading 0.96 gpT Au and 24.98 gpT Ag (1.31 gpT AuEq*), and 10.67 m grading 0.837 gpT Au and 60.96 gpT Ag (1.71 gpT AuEq*).

Interval has siliceous alteration, fine-grained sandstones, siltstones and limestones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, manganese oxides, orange to red color, and 1 to 4 % oxidized pyrite sites. The drill hole interval exposed two mine workings, adjacent to breccias and dikes.

- Hole TR21-11 - 1.2 gpT gold and 71.6 gpT silver (2.22 gpT AuEq*) over 24.3 m, and 0.17 gpT Au and 6 gpT Ag (0.26 gpT AuEq*) over 16.7 m.

Interval has argillic and siliceous alteration, fine-grained sandstones, siltstones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with strong quartz veining. Moderate to strong iron oxides, manganese oxides, orange to red to black color, and 1 to 4 % oxidized pyrite sites. The interval exposed one mine workings below the strong mineralization, a possible development tunnel.

- Hole TR21-15 – 0.22 gpT gold and 18.3 gpT silver (0.487 gpT gold equivalent (AuEq*)) over 42.7 meters (m).

Interval has siliceous alteration, fine-grained siltstones and limestones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Weak to strong iron oxides, manganese oxides, orange to red to black color, and trace to 2% oxidized pyrite. The drill hole interval exposed one mine stope of 6.1 m in a mineralized dike.

- Hole TR21-16 – 0.807 gpT gold and 15.9 gpT silver (1.035 gpT AuEq*) over 64.0 m, including 3.61 gpT gold and 51.6 gpT silver (4.34 gpT AuEq*) over 13.7 m.

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Interval has argillic and siliceous alteration, fine-grained sandstones, and siltstones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, weak manganese oxides, orange to red color, and 1 to 3 % oxidized pyrite sites. The higher-grade interval of 13.7 m is of hydrothermal breccias with visible gold, strong silicification and quartz veinlets.

- Hole TR21-17 – 1.73 gpT gold and 56.2 gpT silver (2.53 gpT AuEq*) over 64 m, including 6.455 gpT gold and 274 gpT silver (10.37 gpT AuEq*) over 3.04 m, and 4.08 gpT gold and 59.4 gpT silver (4.93 gpT AuEq*) over 10.7 m.

Interval has argillic and siliceous alteration, fine-grained sandstones, siltstones and limestones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Weak to strong iron oxides, manganese oxides, orange to red to black color, and trace to 3 % oxidized pyrite sites. The interval found visible gold from 32.0 to 33.5 m in hydrothermal breccias with strong silicification and quartz veinlets at the contact with overlying limestones and underlying quartz-feldspar porphyry dike. At 82.3 to 85.4 m chrysocolla (copper oxide) was found with abundant quartz veinlets adjacent to a hydrothermal breccia. This zone had the above noted 10.37 gpT AuEq* results.

- Hole TR21-18 – 0.76 gpT gold and 20.61 gpT silver (1.049 gpT AuEq*) over 64 m, including 2.46 gpT gold and 37.0 gpT silver (2.99 gpT AuEq*) over 9.1 m.

Interval has siliceous alteration, fine-grained sandstones, siltstones and limestones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, manganese oxides, orange to red color, and 1 to 3 % oxidized pyrite sites. The interval found visible gold from 37.2 to 41.1 m in hydrothermal breccias with strong silicification, manganese oxides, and quartz veinlets within siltstones. Lower in the interval from 80.8 to 83.8 m a tunnel was found in 15.2 m of strongly silicified and quartz veined hydrothermal breccias, also hosted siltstone.

- Hole TR21-22 – 2.441 gpT gold and 66.56 gpT silver (3.392 gpT AuEq*) over 65.5 m, including 16.80 gpT gold and 374.36 gpT silver (22.148 gpT AuEq*) over 7.6 m. This hole ended in mineralization grading 1.045 gpT AuEq* where it was terminated due to caving. TR21-22 is a 55 m step out east of drill holes TR21-17 and TR21-18 on section K. It is a twin of USMX hole TR-067 and shows the mineralization in the pit is open to the east and at depth.

The interval has strongly siliceous alteration, fine-grained sandstones and siltstones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, weak manganese oxides, orange to red color, and traces to 3 % oxidized pyrite sites. At the bottom of the drill hole was found the high-grade interval of 7.6 m reported above in hydrothermal breccia.

- Hole TR21-03 - 5.713 gpT gold and 40.5 gpT silver (6.282 gpT gold equivalent (AuEq*) over 32.01 meters (m), including 15.24 m grading 11.891 gpT gold and 62.9 gpT silver (12.79 gpT gold equivalent AuEq*).

Interval of argillic and siliceous alteration, fine-grained sandstones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, orange to red color, and 2 to 3 % oxidized pyrite sites.

- Hole TR21-20 – 0.247 gpT gold and 15.2 gpT silver (0.464 gpT AuEq*) over 47.3 m including 7.6 m of open mine workings. The drill hole was terminated in mineralization due to caving with the last sample assaying 1.283 gpT AuEq*. This hole is a vertical step out 30 m to the west of section M and shows the mineralization is open to the west and at depth.

Interval has argillic and siliceous alteration, fine-grained sandstones and siltstones cut by quartz-feldspar porphyry dikes and faults/fissures, with quartz veining. Moderate to strong iron oxides, weak manganese oxides, orange to red to brown color, and 2 to 3 % oxidized pyrite sites. The 7.6 m high stope encountered is astride the contact between an overlying dike and the siltstones underneath.

- Hole TR21-06 - 0.22 gpT gold and 17.3 gpT silver (0.47 gpT AuEq*) over 74.69 m, including 4.57 m grading 1.26 gpT Au and 18.6 gpT Ag (1.53 gpT AuEq*).

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Interval has argillic and siliceous alteration, fine-grained sandstones, siltstones and limestones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, manganese oxides, orange to red color, and 1 to 5 % oxidized pyrite sites.

- Section N, Hole TR21-08 - 2.09 gpT gold and 47.1 gpT silver (2.76 gpT gold equivalent AuEq*) over 39.64 meters (m), including 18.29 m grading 3.53 gpT gold and 58.4 gpT silver (4.37 gpT gold equivalent AuEq*), which bottomed in mineralization grading 1.21 gpT AuEq* when ground caving forced early termination of the hole.

Interval has argillic and siliceous alteration, fine-grained sandstones, hornfels, and siltstones cut by quartz-feldspar porphyry dikes, faults/fissures, and hydrothermal breccias with quartz veining. Moderate to strong iron oxides, orange to red color, and 2 to 3 % oxidized pyrite sites.

- Section O, Hole TR21-23 - 0.556 gpT gold and 16.6 gpT silver (0.793 gpT gold equivalent AuEq*) over 24.4 meters (m), which bottomed in mineralization grading 1.188 gpT AuEq* when ground caving forced early termination of the hole.

Interval has argillic and siliceous alteration, fine-grained sandstones, hornfels, and siltstones cut by quartz-feldspar porphyry dikes, faults/fissures, and quartz veining. Moderate to strong iron oxides, orange to red color, and 2 to 3 % oxidized pyrite sites.

- Hole TR21-21 – 0.797 gpT gold and 15.1 gpT silver (1.012 gpT AuEq*) over 18.3 m including 3 m of open mine workings. The drill hole was terminated in mineralization due to caving following another intersection of a 4.6 m mine working, with the last sample assaying 1.997 gpT AuEq*. This hole is a horizontal step out 50 m to the north of TR20-09, is the current northernmost drill hole and shows the mineralization is open in all directions and at depth.

Interval has argillic and siliceous alteration, fine-grained sandstones and siltstones cut by quartz-feldspar porphyry dikes and faults/fissures, with quartz veining. Moderate to strong iron oxides, weak manganese oxides, orange to red to brown color, and 2 to 3 % oxidized pyrite sites.

*Gold equivalents in 2021 are calculated using a 70:1 silver:gold ratio. Reported lengths are apparent widths, not true widths.

Every one of the 23 drill holes intersected shallow oxidized gold-silver mineralization over substantial widths, thirteen drill holes crossed old tunnels where presumably the highest-grade ores were previously mined, several drill holes encountered visible gold, and all drill holes bottomed in mineralization, indicating the main mineralized zones are still open to depth as well as laterally. The drill results continue to show strong grades over broad widths, confirming and expanding the historic gold and silver mineralized zones both along strike and down dip.

In February 2023, the Company mobilized for a core drilling program for the Tombstone property. The Tombstone core drilling program completed 7 holes at approximately totaling 870.31 m depth as inclined step-outs along the 900 m length of the Contention pit to both sides (East, West) and at depth, with a target of potentially expanding the volume of the known Au-Ag mineralization. The core drilling program utilized diameters of PQ, HQ, NQ and BQ to 225m, noting that multiple core diameters are required to complete through the historic underground mine workings. The drilling program was designed with data obtained from surveys and modelling completed over 2022, following the conclusion of previous RC drilling program in late 2021. The Company completed an ortho-topo drone survey to construct detailed maps, surveyed all drill hole collars from 2020-23, sampled for Terraspec alteration analysis half of the North Contention pit, completed Terraspec analysis on all the 2020-21 RC chips, and advanced the construction of a wire-frame 3-D Leapfrog model of the historic, extensive, underground mine workings, with drilling, mineralization, geology, alteration, geophysics, and multi-element geochemistry.

In May 2023, the Company and Dragoon Resources LLC ("Tombstone JV Partner") announce the acquisition of one patented claim (private property rights) amounting to 7.82 hectares (19.33 acres), increasing the overall Tombstone Joint land package to 452.02 hectares (1,116.94 acres). Aztec and Dragoon acquired the Westside patented claim from a third-party for cash consideration of US\$65,000. The claim immediately adjoins the Tombstone property core patented claims to the northwest,

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expanding opportunities to explore new targets in the historic Tombstone Silver District in Southeastern Arizona. The patent claim was purchased outright and has no underlying royalties or work commitments. The drill program was completed in May 2023, and results were summarized in July 2023 of the 7-hole, core drill program. Every one of the drill holes intersected near surface, oxidized gold-silver mineralization, and all the drill holes crossed multiple historic underground workings where presumably most of the highest-grade ores were previously mined, and all drill holes bottomed in alteration and mineralization, indicating the main mineralized zones are still open to depth and laterally. The drill holes were drilled on an azimuth 103 fence pattern cutting across the NNE trending Contention target zone mineralization with approximately 50 m spacings, with inclined fans varying from near vertical to the east at -60 degrees. The 2023 drill holes are step outs of 40 to 150 metres from the 2020-21 program, in various portions of the Contention pit target zone.

In the second quarter of 2024 the company conducted surface exploration with geological mapping and geochemical sampling. In the Contention Pit, detailed, 1:200 scale geological mapping and 2-meter-long chip channel samples (410) were collected. Over the rest of the patented claims reconnaissance level, 1:2,000 scale geological mapping and individual dump and outcrop samples (58) were collected. The sampling confirmed Aztec's drilling results and expanded the areas of interest. The construction of the digital 3D project model has been advancing to the point in assisting the placement of the detailed drill targeting planned for later in 2024.

In early September of the third quarter of 2024 the Company-initiated mobilization for the planned 2,000-meter RC drilling program at Tombstone. The drill arrived on September 29, 2024, and drilling commenced on September 30, 2024. The program is designed to expand the known mineralization of the Contention pit area and to do the initial exploration testing of identified targets of historic mineralization within the adjacent Westside area.

The 2024 Tombstone RC drilling program completed on December 21, 2024, 17 drill holes totaling 3,098.7 meters. Final assay results were received by February 19, 2025. Total drill holes by Aztec to date are 68 (61 RC, 7 Core), totaling 9,678 meters. The program was successful in significantly expanding the footprint of the wide and shallow potentially bulk mineable style of oxide silver-gold mineralization. The 2024 Tombstone RC drilling program achieved its goals of expanding the footprint of the shallow, potentially bulk mineable and heap leachable, mesothermal oxide silver-gold mineralization in the Contention Zone and finding mesothermal oxide silver-gold mineralization zones in the Westside Zone's first pass drilling. The Contention oxide silver-gold mineralization has been expanded considerably to the west, south, north and to depth, and is still open in all directions.

The Westside zone's first pass drilling exploring was targeting several demonstrated mineralization focusing structures – anticlines, quartz stringer fissure lodes, and quartz feldspar porphyry dikes for oxide silver-gold mineralization found it in every drillhole including a discovery hole (TR24-13) in the Westside Anticline.

Westside Discovery Preliminary Drilling Highlights:

- Drillhole TR24-13 intersected 24.4m of 106.24 gpt AgEq within a broader zone of 85.4m averaging 47.31 gpt AgEq (0.281 gpt Au and 24.79 gpt Ag) at shallow depth in the Westside Anticline discovering a new body of significant oxidized silver - gold mineralization
- Several drillholes in the first pass test of the Westside Zone confirmed Silver-Gold oxide mineralization intersections for the geologically diverse, modeled targets
- The Westside Zone demonstrates potential for hosting shallow Silver-Gold oxide mineralization similar to that of the adjacent Contention Main Zone

In June 2025 the company commenced a 5000-meter drilling program that has been expanded to a current 21,000 meter drilling program running into mid-2026. Initial drilling results were announced August 14, 2025. Highlights since then include drill hole TR25-03 in the Southern Extension Area which returned 253.0 grams per tonne (gpt) silver and 2.26 gpt gold (456.6 gpt silver equivalent (AgEq) using a 90:1 silver:gold ratio) over 6.08 meters (m) within 50.3m of 53.0 gpt silver and 0.41 gpt gold, starting from 67.0m depth. Drill hole TR25-06 intersected 3.04m of 2149.5 gpt AgEq within a broader

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zone of 28.9m averaging 250.2 gpt AgEq at shallow depth in the central portion of the Contention Target. Drillhole TR25-16 intersected 50.2m 0.68 gpt Au and 42.7 gpt Ag as a broad zone of oxidized mineralization with historic mine workings with backfill at shallow depth adjacent to TR25-17. Drillhole TR25-17 became the highest-grade intersection found to date at Tombstone with a broad zone of 36.5m averaging 8.1 gpt Au and 49.7 gpt Ag including 4.6m averaging 60.5 gpt Au and 158.0 gpt Ag at a previously untested area of northern portion of the Contention Target at shallow depth. In 2025 Aztec completed 36 RC drillholes, 4 pre-collars for core drilling, and 4 core holes.

Contention Southern Extension Zone Highlights:

- High grade Silver Intersection in TR24-16 of 7,269 gpt AgEq (233.7 opt AgEq – 3,669 gpt Ag, 44.7 gpt Au) over 1.52 m, within a zone of 569 gpt AgEq (18.3 opt AgEq – 290 gpt Ag, 3.48 gpt Au) over 25.8 m, representing the highest silver grade encountered in drilling to-date by Aztec at the Tombstone Project
- The TR24-16 intercept in the South Extension of the Contention pit intersected multiple zones of oxide Ag-Au mineralization including 106.4m of 147.9 gpt AgEq (1.85 gpt AuEq – 76.2 gpt Ag and 0.90 gpt Au)
- The TR24-16 high grade intercept is located along the Contention Pit trend 439 m SSW along strike from the prior high grade intercept in TC23-01 (3,477 gpt Ag and 0.12 gpt Au (3,485.1 gpt AgEq) over 1.52 m
- The deep oxidation, alteration and mineralization reported in TR24-16 supports the concept that the large AMT anomaly further down dip may potentially be mineralized
- DH TR25-03 in the Southern Extension Area which returned 253.0 grams per tonne (gpt) silver and 2.26 gpt gold (456.6 gpt silver equivalent (AgEq) using a 90:1 silver:gold ratio) over 6.08 meters (m) within 50.3m of 53.0 gpt silver and 0.41 gpt gold, starting from 67.0m depth.
- DH TR25-27 intersected 51.7m averaging 72.7 gpt AgEq (42.87 gpt Ag and 0.427 gpt Au)
- DH TR25-28 intersected 62.3m averaging 41.3 gpt AgEq (28.7 gpt Ag and 0.18 gpt Au) from surface
- DH TR25-31 intersected 44.1 meters averaging 158.97 gpt AgEq (77.7 gpt Ag and 1.161 gpt Au)

Contention Main Zone Highlights:

- DH TR24-01 intersected 0.75 gpt AuEq over 103.6 m (0.59 gpt Au & 12.48 gpt Ag); including 3.11 gpt AuEq over 15.3m (2.84 gpt Au & 21.4 gpt Ag) and 11.06 gpt AuEq over 3.05m (10.63 gpt Au & 35.10 gpt Ag)
- DH TR24-05 intersected 0.60 gpt AuEq over 114.3 m (0.39 gpt Au & 16.61 gpt Ag); including 1.99 gpt AuEq over 10.7m (1.55 gpt Au & 34.6 gpt Ag)
- DH TR24-07 intersected wide mineralized zone with 0.39 gpt AuEq over 146.3 m (0.21 gpt Au & 14.12 gpt Ag); including 1.94 gpt AuEq over 13.7m (1.22 gpt Au & 57.61 gpt Ag)
- DH TR24-10 intersected 9.2m of 5.93 gpt AuEq within broader zone of 88.1m averaging 1.02 gpt AuEq (0.67 gpt Au and 27.64 gpt Ag) at shallow depth
- DH TR25-06 intersected 3.04m of 2149.5 gpt AgEq within a broader zone of 28.9m averaging 250.2 gpt AgEq at shallow depth in the central portion of the Contention Target
- DH TR25-08 intersected two zones of Ag-Au oxide mineralization of 74.5m and 31.9m with grades of 36.4 and 13.7 gpt AgEq, expanding known central portion Contention Target mineralization to the West and depth

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- Drill hole TR25-14 intersected 86.6 meters with 23.19 gpt AgEq including 15.2 meters of 118.42 gpt AgEq
- DH TR25-16 intersected 50.2m 0.68 gpt Au and 42.7 gpt Ag as a broad zone of oxidized mineralization with historic mine workings with backfill at shallow depth adjacent to TR25-17
- DH TR25-17 intersected a broad zone of 36.5m averaging 8.1 gpt Au and 49.7 gpt Ag including 4.6m averaging 60.5 gpt Au and 158.0 gpt Ag at a previously untested area of northern portion of the Contention Target at shallow depth
- DH TR25-24 intersected 152.4 meters averaging 36.32 gpt AgEq (0.236 gpt Au, 19.81 gpt Ag)
- DH TR25-26 found 48.6 meters of 133.1 gpt AgEq (58.93 gpt Ag, 1.06 gpt Au) from surface
- Drill hole TR25-34 joins the Contention Main and Westside Anticline target areas with multiple mineralized zones including an intersection of 40.2 meters averaging 1.09 gpt AuEq (0.99 gpt Au and 6.9 gpt Ag) including 4.6m averaging 9.86 gpt AuEq (9.57 gpt Au and 20.43 gpt Ag). TR25-34 joins the Contention Main and Westside Anticline target areas with multiple mineralized zones
- Drill hole TR25-36 intersected 44.1m averaging 0.86 gpt AuEq (0.221 gpt Au and 44.64 gpt Ag), including 6.1m averaging 3.72 gpt AuEq (0.91 gpt Au and 197.4 gpt Ag). Combined with TR25-34 in the Westside target area they have expanded known mineralization by 250 meters indicating a potential 500-meter width of mineralization

The exploration drilling program continued in January 2026 and is continuing to the present. Drilling 2026 highlights include:

- Drill hole TR26-07 is collared in the central portion of the Contention mineralization and expanded it to 239.3m depth intercepting three mineralized zones, including 112.5m averaging 0.659 gpt AuEq (0.479 gpt Au and 12.64 gpt Ag)
- Drill hole TR26-11 intercepting 100.3m averaging 0.337 gpt AuEq (0.173 gpt Au and 11.46 gpt Ag)
- Drill hole TR26-14 encountered multiple zones of oxide mineralization in the Bisbee sediments, including 107.9m averaging 0.972 gpt AuEq (0.618 gpt Au and 24.8 gpt Ag) from 39.5m depth. It demonstrated that the entire width of the Westside anticline has potential to host oxidized precious metal mineralization
- Drill hole TR26-16 encountered multiple zones of oxide mineralization in the Bisbee sediments, including 57.9-147.8m, 89.9m averaging 0.22 gpt Au and 10.96 gpt Ag (0.42 gpt AuEq)

The Tombstone exploration drilling continued in the second quarter of 2026. Drilling highlights include:

- Drill hole TR26-30 had an intersection of 155.4 m averaging 1.08 gpt Au and 30.23 gpt Ag (1.63 gpt AuEq) within 198.1 m averaging 0.86 gpt Au and 24.52 gpt Ag (1.30 gpt AuEq) from its collar. This drill hole has extended by 85 meters to depth the demonstrated mineralization of this center portion of the Contention target
- Initial Hot NaCN shake drill pulp tests gave good results for overall recoveries of the oxidized five different main lithology types were determined to be 81.51% for Au and 75.94% for Ag.
- Drill hole TR26-39, stepping out into the North Extension Zone, encountered multiple mineralized zones including an intersection of 88.4 m averaging 1.42 g/t Au and 14.58 g/t Ag (1.69 g/t AuEq) from 10.7 m.
- Contention Zone drillhole TR26-38 returned 97.5 m averaging 1.06 g/t Au and 16.08 g/t Ag (1.36 g/t AuEq) from surface.

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In the second quarter of 2026 Aztec completed 26 RC drill holes including 1 pre-collar for core drilling for a total in the quarter of 4,953.0 meters, and 3 core holes for a total in the quarter of 1,104.5 meters. Total 2025-26 drill program advances at the end of the second quarter are 78 RC drill holes for 15,640.8 meters and 7 core drill holes for 4,459.3 meters.

The 2025-26 RC drilling program has not yet concluded, and the oxide Ag-Au mineralization remains open in all directions, further supporting the potential for the increase in the footprint of shallow oxide silver-gold mineralization in the vicinity of the Contention Zone. The Contention and Westside Target areas mineralization has been found to merge in the northern portion of the Property, and CRD mineralization was found at depth in core holes TC25-03 and TC26-05, Contention style dike and hydrothermal breccia related mineralization in TC26-03, and skarn mineralization with hydrothermal breccias in TC25-04 and TC26-02 testing the AMT targets.

On May 12, 2026, the Company acquired an additional 58.72 acres of mineral rights and 69.8 acres of surface rights associated with patented mining claims adjacent to the North Contention Pit through a private purchase and sale agreement. On May 14, 2026, the Company acquired 89.6 acres of patented mining claims via Trustee Sale of a Note secured by several properties that the Company held since November 2025. The new total property size of Tombstone is approximately 2086 acres comprised of 602 acres of patented mining claims (46 claims) and 1484 acres of unpatented claims (73 claims).

Further details of the exploration program for the Tombstone project are provided in the Company's news releases:

- News Release dated January 12, 2021, and titled, "*Aztec Reviews Geological Highlights of Phase 1 RC Drill Program from Tombstone Project, Arizona*".
- News Release dated March 4, 2021, and titled, "*Aztec and Tombstone Partners Plan Two Phase, CAD\$1.5 Million Exploration Program in 2021 at Tombstone Project, Arizona*".
- News Release dated July 7, 2021, and titled, "*Aztec Receives Initial 2021 RC Drill Results from Tombstone Project, Arizona; Intersects Broad and High-Grade Gold-Silver Mineralized Zones; Including 5.71 gpt Gold and 40.5 gpt Silver (6.282 gpt AuEq) over 32.01 m*".
- News Release dated July 27, 2021, and titled, "*Aztec Drilling Intersects Broad, High-Grade Gold-Silver Mineralized Zones at the Tombstone Project, Arizona; Including 1.39 gpt Gold and 56.40 gpt Silver (2.196 gpt AuEq) over 96.04 m*".
- News Release dated September 8, 2021, and titled, "*Aztec Reports Additional RC Drill Results from Tombstone Project, Arizona; Including 1.8 gpt Gold and 36.9 gpt Silver (2.33 gpt AuEq) over 70.1 m*".
- News Release dated September 14, 2021, and titled, "*Aztec Reports Additional RC Drill Results from Tombstone Project, Arizona; Including 1.73 gpt Gold and 56.2 gpt Silver (2.53 gpt AuEq) over 64.0 m*".
- News Release dated September 28, 2021, and titled, "*Aztec Reports Final Phase 2 RC Drill Results from Tombstone Project, Arizona; Including 2.44 gpt Gold and 66.56 gpt Silver (3.39 gpt AuEq) over 65.5 m with 16.80 gpt gold and 374.36 gpt silver (22.15 gpt AuEq) over 7.6 m*".
- News Release dated December 7, 2021, and titled, "*Aztec Summarizes 2021 RC Drill Results from Tombstone Project, Arizona; Multiple, Shallow, Thick, Oxidized Gold-Silver Intercepts Expand Mineralized Zones Around and Below the Contention Pit, Still Open in All Directions*".
- News Release dated January 30, 2023, and titled, "*Aztec to Resume Drilling at the Tombstone Gold-Silver District in Southeastern Arizona*".
- News Release dated February 28, 2023, and titled, "*Aztec Commences Core Drilling at the Tombstone Gold-Silver Project in Southeastern Arizona*".

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- News Release dated April 26, 2023, and titled, *"Aztec Drills High Grade Silver of 3,477 gpt Ag (111.96 oz/t Ag) over 1.52 m within a zone of 733.9 gpt Ag (23.63 oz/t Ag) over 7.6 m, part of a broader intercept of 0.58 gpt Au and 72.19 gpt Ag (1.63 AuEq) over 125.0 m in first hole of 2023 Core Drilling Program at Tombstone Project, Arizona"*.
- News Release dated May 2, 2023, and titled, *"Aztec Expands Tombstone JV Patented Land Position in Arizona by Acquiring the Historic High-Grade Silver-Gold Westside Mine"*.
- News Release dated July 5, 2023, and titled, *"Aztec Summarizes 2023 Core Drill Results from Tombstone Project, Arizona; Shallow, Broad Intersections of Oxidized Gold-Silver Continue to Expand the Mineralized Zones Around and Below the Contention Open Pit"*.
- News Release dated April 9, 2024, and titled, *"Aztec and Tombstone Partners Plan 2024 Exploration Program at Tombstone Project, Arizona"*.
- News Release dated May 22, 2024, and titled, *"Aztec Minerals 3D Modeling Construction of Gold-Silver Mineralization Supports New Exploration & Drilling Targets at Tombstone Project, Arizona"*.
- News Release dated June 24, 2024, and titled, *"Aztec Samples 30.2m of 3.72 gpt Gold and 167.93 gpt Silver (5.82 gpt AuEq) from ongoing 2024 Surface Exploration Program at Tombstone Gold-Silver Project, Arizona"*.
- News Release dated July 16, 2024, and titled, *"Aztec Reconnaissance Sampling Program Further Expands High-Grade Gold & Silver Mineralization at the Tombstone Project in Arizona"*.
- News Release dated October 22, 2024, and titled, *"Aztec Completes First 4 Holes of 2024 Drill Program on the Tombstone Property, Tombstone Silver Mining District, Arizona"*.
- News Release dated November 21, 2024, and titled, *"Aztec Drilling Intersects, Broad, Oxide Gold-Silver Zone in First Step Out Holes of 2024 Drill Program at the Tombstone Property and Expands RC Drilling Program"*.
- News Release dated December 23, 2024, and titled, *"Aztec Intersects 0.60 gpt AuEq over 114.3m, continuing the expansion of the Shallow Footprint of the Broad, Oxide Gold-Silver Contention Zone, in 2024 Drill Program at the Tombstone Property, Arizona USA"*.
- News Release dated January 8, 2025, and titled, *"Aztec Intersects 0.39 gpt AuEq over 146.3m, continuing the growth of the Shallow Footprint of the Broad, Oxide Gold-Silver Contention Zone, in the 2024 Drill Program at the Tombstone Property, Arizona USA"*.
- News Release dated January 22, 2025, and titled, *"Aztec Discovers Significant Silver-Gold Mineralization, intersecting 85.4m of 47.31 gpt Silver Equivalent (AgEq), including 24.4m of 106.3 gpt AgEq, in First Pass Drilling of Westside Target Area at Tombstone Property, Arizona USA"*.
- News Release dated January 28, 2025, and titled, *"Aztec Drills High Grade Silver of 7,269 gpt AgEq (233.7 opt AgEq) over 1.52m within a zone of 569 gpt AgEq over 25.8 m, part of a broader intercept of 76.2 gpt Ag and 0.90 gpt Au (148 gpt AgEq) over 106.4m in Southern Extension of Contention Zone at Tombstone Project, Arizona"*.
- News Release dated February 19, 2025, and titled, *"Aztec Summarizes 2024 Exploration Drill Program at Tombstone Project, Arizona - Multiple, New, Shallow, Thick and High-Grade Gold-Silver Intercepts significant expand the Contention Zone and a First Pass Discovery in the Westside Zone"*.
- News Release dated March 20, 2025, and titled, *"Aztec Identifies High Priority Carbonate Replacement Targets"*.

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(CRD) at Tombstone Project, Arizona”

- News Release dated May 20, 2025, and titled, “*Aztec Expands Land Position at Tombstone Property, Arizona*”
- News Release dated July 17, 2025, and titled, “*Aztec Completes First 7 holes of Drilling Program at Tombstone Project and Increases Ownership in Project JV to 85%, Tombstone Gold-Silver Mining District, Arizona*”
- News Release dated August 15, 2025, and titled, “*Aztec Drills 253 gpt Silver and 2.26 gpt Gold (456.6 gpt AgEq) over 6.08m within 53 gpt Ag and 0.41 gpt Au (89.7 gpt AgEq) over 50.3m; Adds Second Drill Rig Targeting Potential CRD Mineralization at Tombstone Project, Arizona*”
- News Release dated September 23, 2025, and titled, “*Aztec Drills 556.5 gpt Silver and 17.7 gpt Gold (2149.5 gpt AgEq) over 3.04m within 70.8 gpt Ag and 1.993 gpt Au (250.2 gpt AgEq) over 28.9m; Continued Expansion and Definition of the Contention Target and Drilling for the Potential CRD Mineralization at Tombstone Project, Arizona*”
- News Release dated November 4, 2025, and titled, “*Aztec Drills 8.1 gpt Gold and 49.7 gpt Silver over 36.5 meters including 60.5 gpt Gold and 158.0 gpt Silver over 4.6 meters within at the Tombstone Project, Arizona*”
- News Release dated January 7, 2026, and titled, “*Aztec Drills 40 RC holes at Tombstone Project, Arizona in 2025, Continues to Expand Shallow Silver-Gold Mineralization*”
- News Release dated January 15, 2026, and titled, “*Aztec Drills 48.6m of 133.1 gpt AgEq from surface at Tombstone Project, Arizona and Expands Drill Program by 3,500m*”
- News Release dated January 27, 2026, and titled, “*Aztec Step-Out Drilling Extends Oxide Au/Ag Zone on Strike to +1km at Tombstone Project, Arizona; Drills 44.4m of 1.16 gpt Au and 77.7 gpt Ag (154.2 gpt AgEq) including 3.04 m of 7.5gpt Au & 465.5 gpt Ag (990.78 gpt AgEq)*”
- News Release dated March 2, 2026 and titled, “*Aztec Drills Oxide Gold & Silver in the Westside area of the Tombstone Project, Arizona; intersecting 44.1m of 0.86gpt AuEq (0.22 gpt Au and 44.6 gpt Ag) as part of a 250m Step Out; and has joined the Contention and Westside areas with an intersection of 40.2m of 1.09 gpt AuEq (0.99 gpt Au and 6.9 gpt Ag) including 4.6m of 9.86 gpt AuEq (9.57 gpt Au and 20.4 gpt Ag)*”
- News Release dated March 9, 2026 and titled, “*Aztec Minerals Corp. announces that the Tombstone Property Joint Venture Management Committee met recently and approved a further expansion of the ongoing drill program by 4,500m of additional reverse circulation (“RC”) drilling*”
- News Release dated April 15, 2026 and titled, “*Aztec Drilling Expands Oxide Gold-Silver Zone at Tombstone Project, Arizona; intersecting 0.97 gpt AuEq (0.62 gpt Au and 24.8 gpt Ag) over 107.9m in Westside Area and 0.66 gpt AuEq (0.48 gpt Au and 12.6 gpt Ag) over 112.5m at Contention Area*”
- News Release dated April 20, 2026 and titled “*Aztec Minerals Reports Successful Initial Au-Ag Metallurgical Testing Results from the Tombstone Project*”
- News Release dated April 29, 2026 and titled “*Aztec Minerals Announces Timelines for Mineral Resource Estimates on the Tombstone and Cervantes Projects*”
- News Release dated May 14, 2026 and titled, “*Aztec Drilling Expands Oxide Gold-Silver Zone Step Outs at Tombstone; intersecting 2.31 gpt Au and 43.23 gpt Ag over 27.4 m within 66.9 m of 1.05 gpt Au and 23.21 gpt Ag*”
- News Release dated May 28, 2026 and titled, “*Aztec Minerals Increases Tombstone Drilling Program by 3,500*”

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Meters"

- News Release dated July 15, 2026 and titled, "Aztec Drills 1.08 gpt Au and 30.23 gpt Ag (1.63 gpt AuEq) over 155.4 meters, Expands Oxide Gold-Silver Zone at Tombstone Project, Arizona"
- News Release dated August 5, 2026 and titled, "Aztec Drills 88.4 meters of 1.42 g/t Au and 14.58 g/t Ag (1.69 g/t AuEq) in First North Extension Step-Out Drilling at the Tombstone Project, Arizona"

Qualified Person

David Heyl, BSc, CPG, Vice President (Exploration), is the Qualified Person who reviewed and approved any technical information in this MD&A.

SUMMARY OF QUARTERLY RESULTS

The following table provides selected financial information of the Company for each of the last eight quarters ended at the most recently completed quarter of June 30, 2026. All dollar amounts are expressed in Canadian dollars unless otherwise indicated.

	June 30, 2026	Mar. 31, 2026	Dec 31, 2025	Sept 30, 2025	June 30, 2025	Mar. 31, 2025	Dec. 31, 2024	Sept. 30, 2024
Net loss:								
(i) Total	\$ (328,507)	\$ (1,138,982)	\$ (540,768)	\$ (256,595)	\$ (738,863)	\$ (331,029)	\$ (120,116)	\$ (600,871)
(ii) Basic loss per share	\$ (0.01)	\$ (0.01)	\$ -	\$ -	\$ (0.01)	\$ -	\$ -	\$ (0.01)
(iii) Diluted loss per share	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -	\$ (0.01)
Total assets	\$ 26,007,689	\$ 26,773,847	\$ 26,622,053	\$ 17,600,740	\$ 17,510,644	\$ 14,261,459	\$ 15,131,020	\$ 14,597,459

During the quarter ended June 30, 2026, the Company incurred property expenditures of \$2,012,011 and incurred general and administration expenditures of \$400,561, which included employee remuneration of \$74,500, shareholder relations of \$184,222, share based compensation of \$25,304 and other of \$116,535.

During the quarter ended March 31, 2026, the Company received \$505,494 upon the exercise of warrants, incurred property expenditures of \$2,113,219 and incurred general and administration expenditures of \$1,244,523, which included employee remuneration of \$253,405, shareholder relations of \$172,930, share based compensation of \$655,889 and other of \$162,299.

During the quarter ended December 31, 2025, the Company completed a private placement for gross proceeds of \$10,004,655, incurred property expenditures of \$1,284,384, general and administration expenditures of \$253,144, which included employee remuneration of \$49,750, shareholders relations of \$62,260, other of \$141,134 and current and deferred income tax of \$321,482.

During the quarter ended September 30, 2025, the Company incurred property expenditures of \$1,608,765, general and administration expenditures of \$322,607, which included employee remuneration of \$67,000, shareholders relations of \$69,039, and other of \$186,568.

During the quarter ended June 30, 2025, the Company completed a private placement for gross proceeds of \$3,600,000 property expenditures of \$499,876 and incurred general and administration expenditures of \$745,294, which included employee remuneration of \$186,531, shareholders relations of \$60,378, share-based compensation of \$291,109 and other of \$207,276.

During the quarter ended March 31, 2025, the Company incurred general and administration expenditures of \$334,871, which included employee remuneration of \$67,000, shareholders relations of \$139,587, share-based compensation of \$12,573 and other of \$115,711.

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During the quarter ended December 31, 2024, the Company incurred general and administration expenditures of \$183,085, which included employee remuneration of \$(48,771) due to account reclassification, shareholders relations of \$(22,287) due to account reclassification, share-based compensation of \$21,811, consulting of \$161,500 and other of \$70,832.

During the quarter ended September 30, 2024, the Company completed a private placement for gross proceeds of \$2,575,111 property expenditures of \$473,574 and incurred general and administration expenditures of \$564,637, which included employee remuneration of \$167,078, shareholders relations of \$73,823, share-based compensation of \$197,113 and other of \$126,623.

Six Months ended June 30, 2026, compared to Six months ended June 30, 2025

The Company's general and administrative costs were \$1,645,084 (2025 - \$1,080,166) and a review of the major items are as follows:

- Accounting and audit of \$124,480 (2025 - \$82,089) consisting of consulting fees of \$91,704 (2025 - \$28,000) and audit and tax preparation of \$32,776 (2025 - \$54,089);
- Consulting of \$43,926 (2025 - \$146,000) consisting of financial advisory services of \$41,173 (2025 - \$120,000) and other of \$2,753 (2025 - \$26,000);
- Shareholders relations of \$357,152 (2025 - \$199,965) consisting of advertising and promotion of \$162,282 (2025 - \$146,014), conference and trade shows of \$83,992 (2025 - \$34,010), news dissemination of \$19,736 (2025 - \$10,169), and other of \$91,142 (2025 - \$9,772);
- Office and sundry of \$57,594 (2025 - \$55,491) consisting of expenditures for office rent, insurance, travel, software and other during the year;
- Regulatory of \$40,470 (2025 - \$29,825) consisting of transfer agent of \$6,365 (2025 - \$4,391), regulatory fees of \$24,930 (2025 - \$21,350) and other of \$9,175 (2025 - \$4,084);
- Employee remuneration of \$327,905 (2025 - \$253,531) which consisted of remuneration to the CEO, CFO, VP Exploration, and other; and
- Share-based payments of \$681,193 (2025 - \$303,682) for options vested and issued during the year.

Other

- Other income of \$66,106 (2025 - \$16,873) from Joint Venture partner as share of royalty income from sale of aggregate.

Three Months ended June 30, 2026, compared to three months ended June 30, 2025

The Company's general and administrative costs were \$400,561 (2025 - \$745,294) and a review of the major items are as follows:

- Accounting and audit of \$51,215 (2025 - \$46,539) consisting of consulting fees of \$30,939 (2025 - \$16,000) and audit and tax preparation of \$20,276 (2024 - \$13,591);
- Consulting of \$17,332 (2025 - \$111,000) consisting of financial advisory services of \$16,037 (2025 - \$90,000) and other of \$1,295 (2025 - \$21,000);
- Shareholders relations of \$184,222 (2025 - \$60,378) consisting of advertising and promotion of \$91,392 (2025 -

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\$46,531), conference and trade shows of \$35,925 (2025 - \$7,885), news dissemination of \$6,200 (2025 - \$3,047) and other of \$50,705 (2025 - \$2,915);

- Office and sundry of \$27,089 (2025 - \$28,957) consisting of expenditures for office rent, insurance, travel, software and other during the year;
- Regulatory of \$16,978 (2025 - \$11,434) consisting of transfer agent of \$2,401 (2025 - \$2,633), regulatory fees of \$14,577 (2025 - \$6,667) and other of \$Nil (2025 - \$2,134);
- Employee remuneration of \$74,500 (2025 - \$186,531) which consisted of remuneration to the CEO, CFO, VP Exploration, and other; and
- Share-based payments of \$25,304 (2025 - \$291,109) for options vested and issued during the year.

LIQUIDITY AND CAPITAL RESOURCES

As at June 30, 2026, the Company had working capital of \$3,604,920 (December 31, 2025 - \$8,204,405). Because of economic conditions, globally, there is uncertainty in capital markets, and the Company anticipates that it and others in the mineral resource sector may have limited access to capital. Although the business and assets of the Company have not changed, investors continue to attach a high-risk premium to venture capital. The Company continually monitors its financing alternatives and expects to increase its treasury in fiscal 2026 through private placements to support and bolster its exploration activities.

The quantity of funds to be raised and the terms of any equity financing that may be undertaken will be negotiated by management as opportunities to raise funds arise. There can be no assurance that such funds will be available on favorable terms, or at all.

During fiscal 2026 the Company;

Issued 2,240,600 common shares upon the exercise of warrants for proceeds of \$505,494 and 475,000 stock options exercised under the Net Exercise process as per the Companies Equity Incentive Plan resulting in the issuance 89,854 common shares for consideration of \$25,925, resulting in a fair value reallocation of \$73,125 from reserve for share-based payments to share capital.

Subsequent to June 30, 2026, The Company had 933,370 warrants exercised for proceeds of \$229,957.

During fiscal 2025 the Company;

Completed a non-brokered private placement for 20,000,000 units at \$0.18 per unit for gross proceeds of \$3,600,000. Each unit consists of one common share and one-half of one share purchase warrant. Each whole warrant entitles the holder thereof to purchase one share at an exercise price of \$0.24 until May 13, 2028. The company paid a cash finder's fee in the amount of \$162,254 and issued 901,411 agent warrants valued at \$65,997. Each agent warrant has an exercise price of \$0.18 and an expiry date of May 13, 2028. Additional share issue costs of \$55,796 were incurred in connection with this financing, and were recorded as an offset to share capital, as share issue costs.

Completed a bought deal private placement for 42,573,000 common shares at \$0.235 per common share for gross proceeds of \$10,004,655. The company paid a cash finder's fee in the amount of \$700,326 and issued 2,980,110 agent warrants valued at \$400,111. Each agent warrant has an exercise price of \$0.235 and an expiry date of October 16, 2028. Additional share issue costs of \$259,623 were incurred in connection with this financing, and were recorded as an offset to share capital, as share issue costs.

The Company issued 315,380 common shares upon the exercise warrants for proceeds of \$72,238.

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The Company issued 50,000 common shares upon the exercise options for proceeds of \$10,000.

SHARE CAPITAL

(a) As of the date of the MDA the Company has 189,711,309 issued and outstanding common shares. The authorized share capital is unlimited no-par value common shares.

(b) As at the date of the MDA the Company has 15,450,000 incentive stock options outstanding.

(c) As at the date of the MDA the Company has 22,424,314 share purchase warrants.

(d) As at the date of the MDA the Company has 1,000,000 Restricted Share Units.

INVESTOR RELATIONS AND MARKETING

The Company has no investor relations contracts and Simon Dyakowski, CEO handles all matters in regard to investor relations. The Company periodically attends trade shows related to the mineral exploration sector.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements which could have a material effect on current or future results of operations, or the financial condition of the Company, except for those disclosed in this MD&A or in the Company's public filings.

RELATED PARTY TRANSACTIONS

Key management includes directors (executive and non-executive) and senior management. The compensation paid or payable to key management is disclosed in the table below.

Except as disclosed elsewhere in the MD&A, the Company had the following general and administrative costs with related parties during the period ended March 31, 2026:

	Period ended June 30, 2026	Period ended June 30, 2025
Key management compensation:		
Executive salaries and compensation ⁽¹⁾	\$ 417,348	\$ 239,475
Directors fees	27,750	-
Share-based payments	604,112	218,331
	<u>\$ 1,049,210</u>	<u>\$ 457,806</u>

Included in accounts payable and accrued liabilities as at June 30, 2026, was \$5,177 (December 31, 2025 – \$18,696) owed to officers and directors of the Company. The balance advanced to the VP Exploration for exploration activities included in prepaids as at June 30, 2026, was \$1,272 (December 31, 2025 - \$48,555).

¹⁾ Includes key management compensation \$52,706 (2025 - \$53,808) which is included in mineral property interests and employee remuneration.

The above related party transactions are incurred in the normal course of business. Any amounts payable to related parties are due in less than 90 days.

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PROPOSED TRANSACTIONS

There are no proposed material asset or business acquisitions or dispositions, other than those in the ordinary course of business and other than those already disclosed in this MD&A, before the board of directors for consideration, and other than those already disclosed in its regulatory and public filings.

CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires management to make estimates, assumptions and judgements that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements along with the reported amounts of revenues and expenses during the period. Actual results may differ from these estimates and, as such, estimates and judgements and underlying assumptions are reviewed on an ongoing basis. Revisions are recognized in the period in which the estimates are revised and in any future periods affected.

Significant areas requiring the use of management estimates relate to the variables used in the determination of the fair values of stock options granted and finders fee warrants issued and the valuation of deferred tax assets. While management believes the estimates are reasonable, actual results could differ from those estimates and could impact future financial performance and cash flows.

CHANGES IN ACCOUNTING POLICIES INCLUDING INITIAL ADOPTION

There were no changes in the Company’s significant accounting policies during the period ended June 30, 2026, that had a material effect on its consolidated financial statements. The Company’s significant accounting policies are disclosed in Note 2 to its audited annual consolidated financial statements for the year ended December 31, 2025, and 2024.

NEW STANDARDS AND INTERPRETATIONS

Certain new standards, interpretations, amendments and improvements to existing standards were issued by IASB or IFRIC that are mandatory for future accounting periods which are not expected to have a material effect on the Company’s consolidated financial statements. There were no new standards adopted by the Company during the period having a material effect on the Company’s consolidated financial statements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company classifies its financial instruments as follows:

Financial Assets	
Cash	Fair value through profit or loss (“FVTPL”)
Receivables	Loans and receivable at amortized cost
Financial Liability	
Accounts payable and accrued liabilities	Other financial liabilities under amortized cost

Management of Financial Risk

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The Company is exposed to a variety of financial instrument-related risks, including credit risk, liquidity risk, and market risk which includes foreign currency risk, interest rate risk and other price risk. The types of risk exposure and the way in which such exposure is managed are provided as follows.

The fair value hierarchy categorizes financial instruments measured at fair value at one of three levels according to the reliability of the inputs used to estimate fair values. The fair values of assets and liabilities included in Level 1 are determined by reference to quoted prices in active markets for identical assets and liabilities. Assets and liabilities in Level 2 are valued using inputs other than quoted prices for which all significant inputs are based on observable market data. Level 3 valuations are based on inputs that are not based on observable market data.

The fair values of the Company's receivables and accounts payable and accrued liabilities approximate their carrying values due to the short terms to maturity. Cash is measured at fair values using Level 1 inputs.

(a) Credit risk:

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's credit risk is primarily attributable to its liquid financial assets including cash. The Company limits exposure to credit risk on liquid financial assets through maintaining its cash with high-credit quality Canadian financial institutions. Management has reviewed the items comprising the accounts receivable balance, which may include amounts receivable from certain related parties and determined that all accounts are collectible.

(b) Liquidity risk:

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. As of June 30, 2026, the Company had a cash balance of \$3,711,637 to settle current liabilities of \$646,240. All the Company's financial liabilities have contractual maturity of less than 90 days and are subject to normal trade terms. The Company intends to raise additional equity financing in the coming fiscal year to meet its obligations.

(c) Interest rate risk:

In respect of financial assets, the Company's policy is to invest excess cash at floating rates of interest in cash equivalents, to maintain liquidity, while achieving a satisfactory return. Fluctuations in interest rates impact on the value of cash equivalents. Interest rate risk is not significant to the Company as it has no cash equivalents at year-end.

(d) Foreign currency risk:

The Company has certain cash and accounts payable stated in United States dollars and Mexican pesos, mineral property interests which are in the USA and Mexico, and a portion of its operations are in Mexico, resulting in expenditures subject to foreign currency fluctuations. Fluctuations in the United States dollar and Mexican peso would impact the losses of the Company and the values of its assets and liabilities as the Company's functional and presentation currencies are the Canadian dollar. The Canadian dollar fluctuates with the United States dollar and Mexican peso.

As at June 30, 2026, the Company was exposed to currency risk for its Canadian dollar equivalent of financial assets and liabilities denominated in currencies other than Canadian dollars as follows:

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	Stated in Canadian Dollars		
	Held in		Total
	United States		
	Dollars	Mexican Pesos	Total
Cash	\$ 660,226	\$ 34,986	\$ 695,212
Accounts receivable	341,638	-	341,638
Prepays	42,361	4,571	46,932
Deferred acquisition costs	112,193	-	112,193
Accounts payable and accrued liabilities	(544,451)	(4,695)	(549,146)
Net financial assets (liabilities), June 30, 2026	\$ 611,967	\$ 34,862	\$ 646,829

Based upon the above net exposure as at June 30, 2026, and assuming all other variables remain constant, a 10% depreciation or appreciation of the Canadian dollar relative to the United States dollar and the Mexican pesos could result in a decrease/increase of approximately \$64,700 in the Company's net losses.

The Company has not entered into any agreements or purchased any instruments to hedge possible currency risks at this time.

(e) Other price risk:

Other price risk is the risk that the value of a financial instrument will fluctuate because of changes in market prices. The Company currently does not have any financial instruments which fluctuate with market prices.

CAPITAL MANAGEMENT

The Company defines capital that it manages as shareholders' equity, consisting of issued common shares, stock options and warrants included in reserve, and subscriptions receivable.

The Company manages its capital structure and adjusts it, based on the funds available to the Company, to support the acquisition, exploration and development of exploration and evaluation assets. The Board of Directors does not establish quantitative return on capital criteria for management but rather relies on the expertise of the Company's management to sustain future development of the business.

The properties in which the Company currently has an interest is in the exploration stage as such the Company has historically relied on the equity markets to fund its activities. The Company will also assess new properties and seek to acquire an interest in additional properties if it feels there is sufficient economic potential and if it has, or as access to adequate financial resources to do so.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. The Company is not subject to externally imposed capital restrictions. There were no changes to the Company's approach to capital management during the year.

OUTLOOK

The Company will continue to depend upon equity financings to continue exploration work on and to advance its mineral property interests, and to meet its administrative overhead costs for the 2025 fiscal year. There are no assurances that capital requirements will be met by this means of financing as inherent risks are attached therein including commodity prices, financial market conditions, and general economic factors. The Company does not expect to realize any operating revenues from its mineral property interests in the foreseeable future.

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RISKS AND UNCERTAINTIES

The following is a brief discussion of those distinctive or special characteristics of the Company's operations and industry that may have a material impact on, or constitute risk factors in respect of, the Company's future financial performance.

Exploration and Development Risks

There is no assurance given by the Company that its exploration and development, if any, programs and properties will result in the discovery, development or production of a commercially viable deposit or ore body. 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 the Company's mineral exploration activities will result in any discoveries of bodies of commercial ore. The economics of developing mineral properties are affected by many factors including capital and operating costs, variations of the grades and tonnages of ore mined, fluctuating metal prices, costs of mining and processing equipment and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Substantial expenditures are required to establish resources or reserves through drilling and other work, to develop metallurgical processes to extract metal from ore, and to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that funds required for exploration and / or development can be obtained on a timely basis. The marketability of any metals or minerals acquired or discovered may be affected by numerous factors which are beyond the Company's control and which cannot be accurately foreseen or predicted, such as market fluctuations, the global marketing conditions for precious and base metals, the proximity and capacity of required processing facilities, mineral markets and required processing equipment, and such other factors as government regulations, including regulations relating to royalties, allowable production, importing and exporting minerals and environmental protection. To commence exploitation of certain properties presently held under exploration concessions, it is necessary for the Company to apply for exploitation concessions. There can be no guarantee that such concessions will be granted.

Financing Risks

There is no assurance given by the Company that it will be able to secure the financing necessary to explore, develop and produce its mineral properties. The Company does not presently have sufficient financial resources or operating cash-flow to undertake by itself all its planned exploration and development programs. The development of the Company's properties may therefore depend on the Company's ability to obtain additional required financing. There is no assurance the Company will be successful in obtaining the required financing on terms acceptable to the Company, or at all, the lack of which could result in the loss or substantial dilution of its interests (as existing or as proposed to be acquired) in its properties as disclosed herein. The Company's ability to continue as a going concern is dependent on the ability of the Company to raise equity capital financings, exploration success, the attainment of profitable operations and the completion of further share issuances to satisfy working capital and operating needs. The Company may need to raise further funds to complete further exploration programs at the Cervantes and Tombstone properties, if such programs are warranted.

Estimates of Mineral Deposits

There is no assurance given by the Company that any estimates of mineral deposits or resources will materialize.

No assurance can be given that any identified mineralization will be developed into a coherent mineralization deposit, or that such deposit will even qualify as a commercially viable and mineable ore body that can be legally and economically exploited. Estimates regarding mineralized deposits can also be affected by many factors such as permitting regulations and requirements, weather, environmental factors, unforeseen technical difficulties, unusual or unexpected geological formations and work interruptions. In addition, the grades and tonnages of ore ultimately mined may differ from that indicated by drilling results and other exploration and development work. There can be no assurance that test work and results conducted and recovered in small-scale laboratory tests will be duplicated in large-scale tests under on-site conditions. Material changes in mineralized tonnages, grades, dilution and stripping ratios or recovery rates may affect the economic viability of projects. The existence of mineralization or mineralized deposits should not be interpreted as assurances of the future delineation of ore reserves or the profitability of any future operations.

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Commodity Prices

There is no assurance given by the Company that commodity prices will not change.

The mining industry is competitive, and commodity prices fluctuate so that there is no assurance, even if commercial quantities of a mineral resource are discovered, that a profitable market will exist for the sale of same. Factors beyond the control of the Company may affect the marketability of any substances discovered. The prices of precious and base metals fluctuate on a daily basis, have experienced volatile and significant price movements over short periods of time, and are affected by numerous factors beyond the control of the Company, including international economic and political trends, expectations of inflation, currency exchange fluctuations (specifically, the U.S. dollar relative to other currencies), interest rates, central bank transactions, world supply for precious and base metals, international investments, monetary systems, and global or regional consumption patterns (such as the development of gold coin programs), speculative activities and increased production due to improved mining and production methods. The supply of and demand for precious and base metals are affected by various factors, including political events, economic conditions and production costs in major producing regions, and governmental policies with respect to precious metal holdings by a nation or its citizens. The exact effect of these factors cannot be accurately predicted, and the combination of these factors may result in the Company not receiving adequate returns on invested capital or the investments retaining their respective values. There is no assurance that the prices of gold and other precious and base metals will be such that the Company's properties can be mined at a profit.

Competition and Agreements with Other Parties

The Company competes with larger, better capitalized competitors in the mining industry and there is no assurance given by the Company that it can compete for mineral properties, future financings or technical expertise.

The mining industry is intensely competitive in all of its phases, and the Company competes with many companies possessing greater financial resources and technical facilities than itself. Competition in the mining business could adversely affect the Company's ability to acquire suitable producing properties or prospects for mineral exploration in the future.

The Company may, in the future, be unable to meet its share of costs incurred under joint venture or similar agreements to which it is a party, and the Company may have its interest in the properties subject to such agreements reduced as a result. Furthermore, if other parties to such agreements do not meet their share of such costs, the Company may be unable to finance the cost required to complete recommended programs.

Title Matters

There is no assurance given by the Company that it owns legal title to its mineral properties.

The acquisition of title to mineral properties is a very detailed and time-consuming process. Title to any of the Company's mining concessions may come under dispute. While the Company has diligently investigated title considerations to its mineral properties, in certain circumstances, the Company has only relied upon representations of property partners, legal opinions, and government agencies. There is no guarantee of title to any of the Company's properties. The properties may be subject to prior unregistered agreements or transfers, and title may be affected by unidentified and undetected defects. Native land claims or claims of aboriginal title may be asserted over areas in which the Company's properties are located, but unlikely given all surrounding surface rights are privately held. Further, the Company does not own certain claims in the Cervantes and Tombstone properties and only has a right to earn an interest therein pursuant to the property option agreements, as amended. In the event that the Company does not fulfill its obligations contemplated by the property option agreements, as amended, it will lose its interest in the relevant mineral property.

Surface Rights

The Company has acquired rights to certain parts of the property covered by its mineral tenures and is in continuing negotiations over other parts. In areas where the Company operates there are local populations or landowners who, in the case of the Cervantes Property, do not live on the property but raise cattle throughout the region. The Company understands that it is

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necessary, as a practical matter, to negotiate surface access, and the Company is continuing to do so. However, there is a risk that local communities or affected groups may take actions to delay, impede or otherwise terminate the contemplated activities of the Company. There can be no guarantee that the Company will be able to negotiate a satisfactory agreement with any such existing landowners/occupiers for such access, and therefore it may be unable to carry out significant exploration and development activities. In addition, in circumstances where such access is denied, or no agreement can be reached, the Company may need to rely on the assistance of local officials or the courts in such jurisdiction, which assistance may not be provided or, if provided, may not be effective. If the development of a mine on the Cervantes Property becomes justifiable it will be necessary to acquire surface rights for mining, plant, tailings and mine waste disposal. There can be no assurance that the Company will be successful in acquiring any such rights.

Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs") who oppose resource development can be vocal critics of the mining industry. In addition, there have been many instances in which local community groups have opposed resource extraction activities, which have resulted in disruption and delays to the relevant operation. While the Company seeks to operate in a socially responsible manner and believes it has good relationships with local communities in Sonora State (Mexico) and Arizona (USA), NGOs or local community organizations could direct adverse publicity and/or disrupt the operations of the Company in respect of one or more of its properties due to political factors, activities of unrelated third parties on lands in which the Company has an interest or the Company's operations specifically. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

Conflicts of Interest

There is no assurance given by the Company that its directors and officers will not have conflicts of interest from time to time.

The Company's directors and officers may serve as directors or officers of other public mineral exploration and resource companies or have significant shareholdings in other public resource companies and, to the extent that such other companies may participate in ventures in which the Company may participate, the directors and management of the Company may have a conflict of interest in negotiating and concluding terms respecting the extent of such participation. The interests of these companies may differ from time to time. In the event that such a conflict of interest arises at a meeting of the Company's directors, a director who has such a conflict will abstain from voting for or against any resolution involving any such conflict. From time to time several companies may participate in the acquisition, exploration and development of natural resource properties thereby allowing for their participation in larger programs, permitting involvement in a greater number of programs and reducing financial exposure in respect of any one program. It may also occur that a particular company will assign all or a portion of its interest in a particular program to another of these companies due to the financial position of the company making the assignment. In accordance with the laws of the Province of British Columbia, Canada, the directors of the Company are required to act honestly, in good faith and in the best interests of the Company. In determining whether or not the Company will participate in any particular exploration or mining project at any given time, the directors will primarily consider the upside potential for the project to be accretive to shareholders, the degree of risk to which the Company may be exposed and its financial position at that time.

Negative Operating Cash Flow

The Company had negative operating cash flow during its most recently completed quarter ended March 31, 2026. If the Company's operating cash flow is not positive in future financial periods it may need to raise additional capital in order to fund operations. There is no guarantee that additional funds will be available on terms acceptable to the Company or at all. If the Company's operating cash flow is negative this may have a material adverse effect on the Company and its stock price.

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Uninsured Risks

The Company provides no assurance that it is adequately insured against all risks. The Company maintains insurance in such amounts as it considers to be reasonable, however, such insurance may not cover all the potential risks associated with its activities, including any future mining operations. The Company may not be able to obtain or maintain insurance to cover its risks at economically feasible premiums, or at all. Insurance coverage may not be available or may not be adequate to cover any resulting liability. Moreover, insurance against risks such as environmental pollution or other hazards because of exploration or production may not be available to the Company on acceptable terms. The Company might also become subject to liability for pollution or other hazards which it does not insure against or in future may not insure against because of premium costs or other reasons. Losses from these events may cause the Company to incur significant costs which could have a material adverse effect on the Company's business, financial condition, results of operations or prospects.

Environmental and Other Regulatory Requirements

There is no assurance given by the Company that it has met all environmental or regulatory requirements.

The current or future operations of the Company, including exploration and development activities and commencement of production on its properties, require permits from various foreign, federal, state and local governmental authorities and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, exports, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. Companies engaged in the development and operation of mines and related facilities generally experience increased costs, and delays in production and other schedules as a result of the need to comply with applicable laws, regulations and permits. There can be no assurance that approvals and permits required in order for the Company to commence exploration, development or production on its various properties will be obtained. Additional permits and studies, which may include environmental impact studies conducted before permits can be obtained, are necessary prior to operation of the other properties in which the Company has interests and there can be no assurance that the Company will be able to obtain or maintain all necessary permits that may be required to commence exploration, construction, development or operation of mining facilities at these properties on terms which enable operations to be conducted at economically justifiable costs.

Failure to comply with applicable laws, regulations, and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in exploration, development and mining operations may be required to compensate those suffering loss or damage by reason of such activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations. New laws or regulations or amendments to current laws, regulations and permits governing operations and activities of exploration and mining companies, or more stringent implementation of current laws, regulations or permits, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in development of new mining properties.

Foreign Countries and Regulatory Requirements

The Company's mineral property interests are in countries outside of Canada, and mineral exploration and mining activities may be affected in varying degrees by political stability, changes in foreign policy, and government regulations relating to the mining industry. Any changes in regulations, foreign policy, or shifts in political attitudes may vary from country to country and are beyond the control of the Company and may adversely affect its business and its ability to operate in foreign jurisdictions. Such changes have, in the past, included nationalization of foreign owned businesses and properties. The Company's ability to operate its business may be affected in varying degrees by government regulations with respect to, but not limited to, restrictions on production, price controls, export controls, income and other taxes and duties, tariffs, trade, expropriation of property, environmental legislation and mine safety. These uncertainties may make it more difficult for the Company to obtain any required production financing for its mineral properties.

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Reclamation

Land reclamation requirements for the Company's properties may be burdensome.

There is a risk that monies allotted for land reclamation may not be sufficient to cover all risks, due to changes in the nature of any potential waste rock and/or tailings and/or revisions to government regulations. Therefore, additional funds, or reclamation bonds or other forms of financial assurance may be required over the tenure of the Company's properties to cover potential risks. These additional costs may have material adverse impact on the financial condition and results of the Company.

Unknown Environmental Risks for Past Activities

Exploration and mining operations involve a potential risk of releases to soil, surface water and groundwater of metals, chemicals, fuels, liquids having acidic properties and other contaminants. In recent years, regulatory requirements and improved technology have significantly reduced those risks. However, those risks have not been eliminated, and the risk of environmental contamination from present and past exploration or mining activities exists for mining companies. Companies may be liable for environmental contamination and natural resource damage relating to properties that they currently own or operate or at which environmental contamination occurred while or before they owned or operated the properties. However, no assurance can be given that potential liabilities for such contamination or damage caused by past activities at these properties do not exist.

Currency Fluctuation and Foreign Exchange Controls

The Company maintains a portion of its funds in U.S. dollar and Mexican pesos denominated accounts. Certain of the Company's property and related contracts may be denominated in U.S. dollars and Mexican pesos. The Company's operations in countries other than Canada are normally carried out in the currency of that country and make the Company subject to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. In addition, future contracts may not be denominated in Canadian dollars and may expose the Company to foreign currency fluctuations and such fluctuations may materially affect the Company's financial position and results. The Company is or may become subject to foreign exchange restrictions which may severely limit or restrict its ability to repatriate capital or profits from its properties outside of Canada to Canada. Future impositions of such restrictions could have a materially adverse effect on the Company's future profitability or ability to pay dividends.

Dependence on Key Individuals

The Company is dependent on a relatively small number of key personnel, the loss of any one of whom could have an adverse effect on the Company.

The Company does not maintain key-person insurance on the life of any of its personnel. In addition, while certain of the Company's officers and directors have experience in the exploration of mineral producing properties, the Company will remain highly dependent upon contractors and third parties in the performance of its exploration and development activities. There can be no guarantee that such contractors and third parties will be available to carry out such activities on behalf of the Company or be available on commercially acceptable terms.

Volatility of Common Shares

Volatility in the price of the Company's common shares could cause investor loss.

The common shares are listed on the TSX Venture Exchange and OTCQB. The market price of a publicly traded stock, especially a junior resource company like the Company, is affected by many variables in addition to those directly related to exploration successes or failures. Such factors include the general condition of the market for junior resource stocks, the strength of the economy generally, the availability and attractiveness of alternative investments, and the breadth of the public market for the stock. The effect of these and other factors on the market price of the common shares on the TSX Venture Exchange and OTCQB suggests that the price of the Company's common shares will continue to be volatile. Therefore,

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investors could suffer significant losses if the Company's common shares are depressed or illiquid when an investor seeks liquidity and needs to sell the common shares of the Company. There is no guarantee on the future price at which the common shares may trade, and no guarantee that the warrants will ever be in a position of value and may ultimately expire prior to being in-the-money.

Potential Volatility of Market Price of Common Shares and Related Litigation Risks

Securities of publicly listed companies such as the Company have, from time to time, experienced significant price and volume fluctuations unrelated to the operating performance of companies. These broad market fluctuations may adversely affect the market price of the Company's common shares. In addition, the market price of the Company's shares is likely to be highly volatile. Factors such as gold prices, the average volume of shares traded, announcements by competitors, changes in stock market analysts' recommendations regarding the Company and general market conditions and attitudes affecting other exploration and mining companies may have a significant effect on the market price of the Company's common shares. It is likely that the Company's results or development and exploration activities may fluctuate significantly or may fail to meet the expectations of stock market analysts and investors, and, in such an event, the market price of the Company's common shares could be materially adversely affected. In the past, securities class action litigation has often initiated following periods of volatility in the market price of a company's securities. Such litigation, if brought against the Company, could result in substantial costs and a diversion of management's attention and resources, which could have a material adverse effect on the Company's business, financial position and results of operations.

Future Sales of Common Shares by Existing Shareholders

Sales of many common shares in the public markets, or the potential for such sales, could decrease the trading price of the common shares and could impair the Company's ability to raise capital through future sales of common shares. The Company has previously completed private placements at prices per share which may be, from time to time, lower than the market price of the common shares at the time of the announcement of the offer. Accordingly, a significant number of the Company's shareholders at any given time may have an investment profit in the common shares that they may seek to liquidate.

Litigation affecting Mineral Properties

Potential litigation may arise on a mineral property on which the Company has an interest (for example, litigation with the original property owners or neighboring property owners). The results of litigation cannot be predicted with certainty and defense and settlement costs of legal claims can be substantial, even with respect to claims that have no merit. If the Company is unable to resolve these disputes favorably or if the cost of the resolution is substantial, such events may have a material adverse impact on the ability of the Company to carry out its business plan.

Substantial Number of Authorized but Unissued Shares

The Company has an unlimited number of common shares which may be issued by the Board without further action or approval of the Company's shareholders. While the Board is required to fulfil its fiduciary obligations in connection with the issuance of such shares, the shares may be issued in transactions with which not all shareholders agree, and the issuance of such shares will cause dilution to the ownership interests of the Company's shareholders.

Global Economy Risk

The United States and Canadian governments announced new tariffs on imported goods. This has caused significant economic uncertainty and market volatility. Management is actively assessing the situation and the effects on the Company, if any, are currently uncertain.

Global financial conditions continue to be characterized as volatile. In recent years, global markets have been adversely impacted by various credit crises and significant fluctuations in fuel and energy costs and metals prices, inflation rates, interest rates and significant fluctuations in commodity prices as a result of the ongoing military conflict. Many industries have been impacted by these market conditions. Global financial conditions remain subject to sudden and rapid destabilizations in response to international events, as government authorities may have limited resources to respond to future crises. A continued

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or worsened slowdown in the financial markets or other economic conditions, including but not limited to consumer spending, employment rates, business conditions, inflation, supply chain disruptions, sovereign debt crises, fuel and energy costs, economic recession, consumer debt levels, lack of available credit, the state of the financial markets, interest rates and tax rates, may adversely affect the Company's growth and profitability. Future crises may be precipitated by any number of causes, including natural disasters, geopolitical instability, changes to energy prices or sovereign defaults. If increased levels of volatility continue or in the event of a rapid destabilization of global economic conditions, it may result in a material adverse effect on commodity prices, the strength and confidence in the U.S. dollar, availability of credit, investor confidence, and general financial market liquidity, all of which may adversely affect the Company's business and the market price of the Company's securities.

Cybersecurity Threats

The Company relies on secure and adequate operations of information technology systems in the conduct of its operations. Access to and security of the information technology systems are critical to the Company's operations. To the Company's knowledge, it has not experienced any material losses relating to disruptions to its information technology systems. The Company has implemented ongoing policies, controls and practices to manage and safeguard the Company and its stakeholders from internal and external cybersecurity threats and to comply with changing legal requirements and industry practice. Given that cyber risks cannot be fully mitigated and the evolving nature of these threats, the Company cannot assure that its information technology systems are fully protected from cybercrime or that the systems will not be inadvertently compromised, or without failures or defects. Potential disruptions to the Company's information technology systems, including, without limitation, security breaches, power loss, theft, computer viruses, cyber-attacks, natural disasters, and noncompliance by third party service providers and inadequate levels of cybersecurity expertise and safeguards of third party information technology service providers, may adversely affect the operations of the Company as well as present significant costs and risks including, without limitation, loss or disclosure of confidential, proprietary, personal or sensitive information and third party data, material adverse effect on its financial performance, compliance with its contractual obligations, compliance with applicable laws, damaged reputation, remediation costs, potential litigation, regulatory enforcement proceedings and heightened regulatory scrutiny.

DISCLOSURE OF MANAGEMENT COMPENSATION

In accordance with the requirements of Section 19.5 of TSXV Policy 3.1, the Company provides the following disclosure with respect to the compensation of its directors and officers during the year:

1. During the period ended June 30, 2026, the Company did not enter any standard compensation arrangements made directly or indirectly with any directors or officers of the Company, for their services as directors or officers, or in any other capacity, with the Company or any of its subsidiaries except as disclosed under "Related Party Transactions".
2. During the period ended June 30, 2026, officers of the Company were paid for their services as officers by the Company as noted above under "Related Party Transactions".
3. During the year ended June 30, 2026, the Company did not enter an arrangement relating to severance payments to be paid to directors and officers of the Company and its subsidiaries.

APPROVAL

The Board of Directors of the Company has approved the disclosures in this MDA.

ADDITIONAL SOURCES OF INFORMATION

Additional disclosures pertaining to the Company, including its most recent financial statements, management information circular, material change reports, press releases and other information, are available on the SEDAR website at

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www.sedarplus.ca or on the Company's website at www.vrr.ca. Readers are urged to review these materials, including the technical reports filed with respect to the Company's mineral properties.