



TORQ RESOURCES INC.

MANAGEMENT'S DISCUSSION AND ANALYSIS

For the years ended December 31, 2025 and 2024

(Expressed in Canadian dollars)

Dated: April 27, 2026

HIGHLIGHTS FOR THE YEAR ENDED DECEMBER 31, 2025 AND THE PERIOD UP TO APRIL 27, 2026

Corporate highlights

- On October 20, 2025, Torq Resources Inc. (“Torq” or “Company”) announced that an affiliate of Gold Fields Limited (“Gold Fields”) will proceed with the second stage of its US\$48,000,000 earn-in option at the Santa Cecilia project, pursuant to the Definitive Agreements (defined below). This phase includes an anticipated investment of approximately US\$11,000,000, covering all project-related costs and a significant diamond drilling program utilizing two rigs as well as a US\$1,000,000 property payment. From October 21, 2025 through April 27, 2026, the Company received \$5,357,670 (US\$3,851,700) in funding from Gold Fields.
- On July 9, 2025, the Company granted 10,700,000 stock options to certain directors, officers, and employees of the Company. Each stock option is exercisable into one common share at an exercise price of \$0.10 per share, expires on July 9, 2030 vesting over an eighteen-month period, 25 percent of the stock options vest immediately and the remaining vest in six equal installments on the three-month anniversary dates.
- On July 9, 2025, the Company granted 2,000,000 stock options to a certain consultant of the Company. Each stock option is exercisable into one common share at an exercise price of \$0.10 per share, expires on July 9, 2030 vesting over a one-year period in four equal installments on the three-month anniversary dates.
- On June 6, 2025, the Company completed a private placement for gross proceeds of \$1,509,158 through the issuance of 25,152,633 units at a price of \$0.06 per unit. For further information see the Liquidity and Capital Resources section.
- On June 6, 2025, the Company issued 1,998,829 common shares to non-arm’s length creditors and 19,619,394 common shares and share purchase warrants to arm’s length creditors to settle an aggregate of \$1,297,094 of accounts payable and accrued liabilities (“Share-for-Debt Settlement”). For further information see the Liquidity and Capital Resources section.
- On May 16, 2025, pursuant to the Definitive Agreements (defined below), the Company received sufficient funding from Gold Fields, which satisfied the US\$6,000,000 required for the Initial Equity Interest and earned Gold Fields a 10% interest in Minera Santa SCM. The remaining contribution beyond the US\$6,000,000 will be applied to the First Option.
- On March 23, 2025, the Company entered into an agreement with the lender of the loan facility (“Lender”) to extend the maturity date of the loan facility from July 11, 2025, to July 11, 2026. In consideration of the extension, the Company agreed to replace 7,500,000 share purchase warrants that were previously issued to the Lender with 46,666,667 common share purchase warrants exercisable at \$0.06 per share until July 11, 2026. In addition, the interest rate on the loan facility will increase to 12% per annum from 9% per annum starting July 11, 2025, and the Lender will receive a \$30,000 payment in consideration of a recent security priority waiver and a default waiver.
- On January 17, 2025, the Company entered into an option and joint venture shareholders agreement (the “JV Agreement”) as well as a Chilean option agreement, together with the JV Agreement (the “Definitive Agreements”) with Gold Fields. Under the Definitive Agreements, Gold Fields retains the option to acquire 75% interest in Minera Santa SCM by funding an aggregate amount of US\$48,000,000 as follows:
 - Initial Equity Interest - A 10% interest by funding US\$6,000,000 of exploration expenditures, property payments and other expenses by July 17, 2027.
 - First Option - An additional 41% interest by funding an additional US\$12,000,000 of exploration expenditures, property payments and other expenses by July 17, 2027; and
 - Second Option - A final 24% interest by funding a further US\$30,000,000 exploration expenditures, property payments and other expenses by January 17, 2031.

Operational highlights

- On February 27, 2026, the Company announced that it is advancing the planning and preparation for a 2026 drill program at the Santa Cecilia Project to commence in Chilean springtime (late summer in North America). The program will be for approximately US\$11m, will be 100% funded by Goldfields and is intended to target and further evaluate prospective areas, specifically Pircas Norte and Gemelos Norte, as well as other new areas with evidence of wide continuous Au-Cu mineralization.
- In November 2025 there was an on-site death of an employee of a catering contractor who passed away at the exploration camp during off-duty hours. A preliminary review by Chilean authorities has ruled that the fatality was due to natural causes however governmental and potential civil suit investigations are ongoing. Neither investigation is expected to lead to legal proceedings which would have material adverse financial consequences to the Company.

- On August 20, 2025, the Company announced drill results from the Phase III diamond drilling campaign at its Santa Cecilia gold - copper porphyry project. The campaign consisted of five diamond drill holes, totaling 4,061.5 meters (m). Three drill holes completed at Gemelos Norte target confirmed a new copper gold porphyry discovery within the Santa Cecilia project including 450m of 0.51 g/t gold and 0.155% copper while step-out drilling at Pircas Norte extended mineralization at depth drilling 206m of 0.99 g/t gold and 0.109% Cu within 266m of 0.81 g/t Au and 0.097% Cu. Gold Fields funded the drilling, earning a 10% interest in Minera Santa SCM pursuant to the Definitive Agreements.
- On July 31, 2025, the Company announced its decision to terminate its option to earn an interest in the Margarita Project, in Chile, due to financial constraints and a strategic focus on the Santa Cecilia project. The Company retains 100% ownership of its nearby La Cototuda concession, which the Company believes is key to any future development in the area. The termination has no material financial impact for the year ended December 31, 2025 as related mineral property assets were previously impaired during the year ended December 31, 2024.

DATE OF INFORMATION AND CAUTIONARY NOTE REGARDING FORWARD-LOOKING STATEMENTS

This management's discussion and analysis ("MD&A") of the financial condition and results of operations of the Company together with its wholly owned subsidiaries constitutes management's review of the factors that affected the Company's financial and operating performance for the years ended December 31, 2025 and 2024. This MD&A has been prepared in compliance with the requirements of National Instrument 51-102 *Continuous Disclosure Obligations*. This MD&A should be read in conjunction with the Company's audited consolidated financial statements and related notes for the years ended December 31, 2025 and 2024 (the "Financial Statements") which have been prepared in accordance with IFRS[®] Accounting Standards ("IFRS Accounting Standards") as issued by the International Accounting Standards Board ("IASB") and IFRIC[®] Interpretations of the IFRS Interpretations Committee.

In this MD&A, unless the context otherwise dictates, a reference to "us", "we", "our", or similar terms refers to the Company. The results for the periods presented are not necessarily indicative of the results that may be expected for any future period. The first, second, third and fourth quarters of the Company's fiscal years are referred to as "Q1", "Q2", "Q3" and "Q4", respectively. The years ended December 31, 2025 and 2024 are referred to as "Fiscal 2025" and "Fiscal 2024", respectively.

All monetary amounts in the MD&A are expressed in Canadian dollars, the presentation currency of the Company, except number of shares or as otherwise indicated. References to "US\$" and "USD" are to United States dollars. The functional currency of the Company and its subsidiaries is disclosed in the notes to the Financial Statements. Additional information regarding the Company is available on SEDAR+ at www.sedarplus.ca and the Company's website at www.torgresources.com. This MD&A has been prepared effective as of April 27, 2026 (the "MD&A Date").

United States readers should be aware that the Company uses mineral terminology based on the Canadian Institute of Mining and Metallurgy ("CIM"). CIM standards are not the same as those accepted by the US Securities Exchange Commission for US domestic mining company disclosure. Further details of these differences can be found in the Company's Annual Information Form filings.

Forward-looking statements and risk factors

Certain statements made in this MD&A contain forward-looking information within the meaning of applicable Canadian and United States securities laws ("forward-looking statements"). These forward-looking statements are presented for the purpose of assisting the Company's shareholders and prospective investors in understanding management's intentions and views regarding future outcomes and are inherently uncertain and should not be heavily relied upon. When used in this MD&A, the words "may", "would", "could", "will", "intend", "plan", "anticipate", "believe", "seek", "propose", "estimate", "expect", and similar expressions, as they relate to the Company, identify such forward-looking statements. Specific forward-looking statements in this MD&A may include, but are not limited to: the Company's ability to execute on its exploration and financing plans, the likelihood of discovering resources; the potential for access to and exploration of the Company's Santa Cecilia project; permitting timelines; government regulation of mining operations; environmental and climate-related risks; the possible impairment of mining interests; any objectives, expectations, intentions, plans, results, levels of activity, goals or achievements; the timing and amount of estimated exploration expenditures and capital raises for the Company; the liquidity of the common shares in the capital of the Company and other events or conditions that may occur in the future; the Company's intention to grow its business and its operations; the Company's competitive position; and changes to government regulation, in particular Chilean.

The forward-looking statements contained in this MD&A represent the Company's views as of the date hereof. The assumptions related to these plans, estimates, projections, beliefs and opinions may change without notice and in unanticipated ways. Many assumptions may prove to be incorrect, including the Company's budgeting plans, expected costs, assumptions regarding market conditions and other factors upon which the Company has based its expenditure and funding expectations; the Company's ability to obtain or renew the licenses and permits necessary for exploration; the Company's ability to complete and successfully integrate acquisitions; the possible effects of climate change, extreme weather events, water scarcity, and seismic events, and the effectiveness of strategies to deal with these issues; the Company's expectations regarding the future demand for, and supply and price of, precious and base metals; the Company's ability to recruit and retain qualified personnel; the Company's ability to comply with current and future environmental, safety and other regulatory requirements and to obtain and maintain required regulatory approvals.

Inherent in the forward-looking statements are known and unknown risks, uncertainties and other factors beyond the Company's ability to control or predict, that may cause the actual results, performance or achievements of the Company, or developments in the Company's business or in its industry, to adversely differ materially from the anticipated results, performance, achievements or developments expressed or implied by such forward-looking statements. Some of the risks and other factors (some of which are beyond the Company's control) which could cause results to differ materially from those expressed in the forward-looking statements and information contained in this MD&A include, but are not limited to, fluctuations in the current and projected prices for gold, other precious and base metals and other commodities (such as natural gas, fuel oil and electricity) which are needed for exploration activities; risks and hazards associated with the business of mineral exploration (including environmental hazards, potential unintended releases of contaminants, industrial accidents, unusual or unexpected geological or structural formations, pressures, cave-ins and flooding); the speculative nature of mineral exploration and development; the estimation of mineral resources, the Company's ability to obtain funding, including the Company's ability to complete future equity financings; the current lack of any estimated mineralized deposit; environmental risks and remediation measures, including evolving environmental regulations and legislation; changes in laws and regulations impacting exploration activities; the Company's mineral properties being subject to prior unregistered agreements, transfers or claims and other defects in title; legal and litigation risks; statutory and regulatory compliance; insurance and uninsurable risks; the Company's limited business history and history of losses and negative cash flow, which will continue into the foreseeable future; our inability to pay dividends, volatility in the Company's share price, the continuation of our management team and our ability to secure the specialized skill and knowledge necessary to operate in the mining industry; availability of drilling equipment and other exploration equipment; timely receipt of appropriate exploration permits; relations with and claims by local communities and non-governmental organizations, including relations with and claims by indigenous populations; the requirements of being a public company, including maintaining the listing requirements TSX-V; risks associated with the significant resources required to maintain regulatory compliance as a public company; the effectiveness of the Company's internal control over financial reporting; cybersecurity risks; risks relating to the Company's public perception; general business, economic, competitive, political and social uncertainties. This is not an exhaustive list of the risks and other factors that may adversely affect any of the Company's forward-looking statements.

Additional information regarding the Company is available on SEDAR+ www.sedarplus.ca and on the Company's website at www.torgresources.com.

DESCRIPTION OF THE BUSINESS

Torq Resources Inc. was incorporated under the Business Corporations Act (British Columbia) and is listed on the TSX Venture Exchange ("TSX-V") as a Tier 2 mining issuer. The Company's shares trade under the symbol TORQ.V in Canada and on the OTCQB under the US symbol TRBMF. The Company is principally engaged in the acquisition and exploration of mineral property interests with a focus in the Americas, particularly Chile.

A summary of the Company's subsidiaries as at December 31, 2025 are as follows:

Name of subsidiary	Country of incorporation	Percentage ownership	Functional currency	Principal activity
Torq Resources Chile SpA	Chile	100%	USD	Holding company
Minera Margarita SpA	Chile	100%	USD	Mineral exploration
Minera Andrea SpA	Chile	100%	USD	Mineral exploration
Minera Santa SCM ⁽¹⁾	Chile	90%	USD	Mineral exploration
Torq Operaciones Chile SpA	Chile	100%	USD	Mineral exploration

(1) Since May 16, 2025, Gold Fields Limited retains 10% interest in Minera Santa SCM pursuant to the initial equity interest, resulting in a non-controlling interest.

The Company's performance and quarterly results include a 25% investment in Universal Mineral Services Ltd. ("UMS Canada") which is a shared service entity that is accounted for as an associate using the equity method.

Qualified persons and technical disclosures

Bryan Atkinson, P. Geo., is the qualified person as defined by National Instrument 43-101 *Standards of Disclosure for Mineral Projects* with respect to the technical disclosures in this MD&A.

MINERAL PROPERTY INTERESTS

A continuity of the Company's mineral property interests is as follows:

	Margarita Project	Andrea Project	Santa Cecilia Project	Total
	\$	\$	\$	\$
Balance, December 31, 2023	1,682,040	429,487	670,746	2,782,273
Option payments	472,920	-	830,580	1,303,500
Impairment	(2,310,070)	(438,891)	-	(2,748,961)
Foreign currency translation	155,110	9,404	79,280	243,794
Balance, December 31, 2024	-	-	1,580,606	1,580,606
Option payments	-	-	1,399,600	1,399,600
Foreign currency translation	-	-	(97,300)	(97,300)
Balance, December 31, 2025	-	-	2,882,906	2,882,906

Margarita Project

During the year ended December 31, 2024, the Margarita Project was fully impaired due to management's decision to focus on its more advanced Santa Cecilia Project. As a result, the Company recognized a \$2,310,070 impairment charge related to the Margarita Project for the year ended December 31, 2024.

Andrea Project

On March 25, 2024, the Company allowed its option on the Andrea Project to lapse by deciding not to make the required option payment of US\$300,000 in order to focus and prioritize its capital allocation to its more advanced Santa Cecilia Project. As a result, the Company recognized a \$438,891 impairment charge related to the project for the year ended December 31, 2024.

Santa Cecilia Project

On October 21, 2021, the Company announced that it had acquired an option to earn a 100% interest in the 3,250-hectare Santa Cecilia gold-copper project, located approximately 100 km east of the city of Copiapo in Northern Chile. The project is in the southern region of the world-class Maricunga belt and immediately north of the El Indio belt.

In order to maintain the Santa Cecilia Project option agreement, the Company needs to make option payments totaling US\$25,000,000 and incur work expenditure totaling US\$15,500,000 as summarized in the table below. Through the MD&A Date, the Company has made all scheduled option payments totaling US\$2,000,000.

The summary of total required cash payments and work expenditures under the option agreement is as follows:

	Cash payments	Work expenditures requirement
	US\$	US\$
October 21, 2021 (paid \$123,580)	100,000	-
October 21, 2022 (paid \$409,470)	300,000	-
October 21, 2023 (work expenditures requirement met)	-	3,000,000
October 21, 2024 (paid \$830,580 and work expenditures requirement met)	600,000	4,500,000
October 21, 2025 (paid \$1,399,600 and work expenditures requirement met)	1,000,000	8,000,000
October 21, 2026	3,000,000	-
October 21, 2027	5,000,000	-
October 21, 2028	15,000,000	-
	25,000,000	15,500,000

The Company needs to complete total staged work expenditures of US\$15,500,000 over the period up to October 21, 2025, as well as complete 25,000 meters of drilling over the period up to October 21, 2028, which is a pre-requisite to exercising the option to earn 100% interest in the project. As at December 31, 2025, the Company had incurred approximately US\$20,165,000 of eligible work expenditures and drilled 7,588 meters.

On July 31, 2024, the Company entered into a non-binding term sheet with an affiliate of Gold Fields with respect to a proposed option and joint venture agreement (the "Proposed Option Agreement") to advance the exploration and development of the Santa Cecilia Project.

On January 17, 2025, the Company finalized the terms of the Proposed Option Agreement and entered into the Definitive Agreements with Gold Fields.

Under the Definitive Agreements, Gold Fields retains the option to acquire 75% interest in Minera Santa SCM, which owns the Santa Cecilia Project by funding an aggregate amount of US\$48,000,000 as follows:

- Initial Equity Interest - A 10% interest by funding US\$6,000,000 of exploration expenditures, property payments and other expenses by July 17, 2027 (completed);
- First Option - An additional 41% interest by funding an additional US\$12,000,000 of exploration expenditures, property payments and other expenses by July 17, 2027; and
- Second Option - A final 24% interest by funding a further US\$30,000,000 exploration expenditures, property payments and other expenses by January 17, 2031.

On May 16, 2025, pursuant to the Definitive Agreements the Company received sufficient funding from Gold Fields which satisfied the US\$6,000,000 required for the Initial Equity Interest and earned Gold Fields a 10% interest in Minera Santa SCM. The remaining contribution beyond US\$6,000,000 will be applied to the First Option.

As at December 31, 2025, cash contains \$2,377,325 (December 31, 2024 - \$295,214) which is restricted to fund future exploration expenditures and settle accounts payable and accrued liabilities of \$802,911 (December 31, 2024 - \$830,873) at the Santa Cecilia Project.

EXPLORATION AND EVALUATION EXPENSES

A summary of the Company's exploration and evaluation expenses for the year ended December 31, 2025 is as follows:

	Margarita Project	Andrea Project	Santa Cecilia Project	Total
	\$	\$	\$	\$
Community relations	-	-	314,005	314,005
Drilling	-	-	4,100,317	4,100,317
Environmental, permitting and concessions	61,337	-	304,186	365,523
Equipment, vehicles, rent and field supplies	989	-	54,861	55,850
Geological consulting, salaries, and wages	275,831	-	2,385,920	2,661,751
Geophysics, sampling, and assays	-	-	304,078	304,078
Project support (recovery)	54,795	(219)	1,963,071	2,017,647
Share-based compensation	-	-	69,173	69,173
Travel, meals and accommodation	29,520	-	1,361,979	1,391,499
	422,472	(219)	10,857,590	11,279,843

Exploration and evaluation expenses incurred at the Margarita Project during the year were primary costs associated with the wind down of operations at the site before it was completely shut down on July 31, 2025 (see Exploration Highlights).

A summary of the Company's exploration and evaluation expenses for the year ended December 31, 2024 is as follows:

	Margarita Project	Andrea Project	Santa Cecilia Project	Total
	\$	\$	\$	\$
Community relations	131	-	426,204	426,335
Drilling	-	-	1,484,288	1,484,288
Environmental, permitting and concessions	16,137	-	179,187	195,324
Equipment, vehicles, rent and field supplies	7,619	33	37,176	44,828
Geological consulting, salaries, and wages	712,876	17,063	1,769,462	2,499,401
Geophysics, sampling, and assays	5,411	-	195,066	200,477
Project support	200,904	22,975	917,663	1,141,542
Share-based compensation	21,825	1,263	34,088	57,176
Travel, meals and accommodation	116,500	3,202	310,502	430,204
	1,081,403	44,536	5,353,636	6,479,575

Exploration activities

The Santa Cecilia project is located approximately 100 km east of the city of Copiapo, Chile, in the southern region of the world-class Maricunga belt and immediately north of the El Indio belt. The belt is characterized by gold epithermal and gold - copper porphyry deposits that are Oligocene - Miocene in age, including world-class multi-million-ounce deposits such as Salares Norte, La Coipa, Cerro Maricunga, Marte, Lobo, La Pepa, El Volcan, Caspiche and Cerro Casale.

The 3,250-hectare Santa Cecilia property is host to seven known porphyry targets situated within a large-scale hydrothermal alteration footprint which includes the Caspiche and Cerro Casale gold-copper deposits within Newmont and Barrick's Norte Abierto project. The Norte Abierto project is estimated to contain 1.29 billion tonnes grading 0.54 g/t gold and 1.17 billion tonnes grading 0.21% copper in measured and indicated resources, with additional inferred resources (see Barrick Gold Corporation news release dated February 6, 2025).

The Company has completed three phases of diamond drilling at Santa Cecilia testing three priority porphyry targets; Cerro Del Medio, Pircas Norte and Gemelos Norte. The Phase I 2023 drilling campaign, 2,059m in two drill holes, intercepted 557 m of 0.38 g/t gold, 0.23% copper and 56 ppm molybdenum in wall rock at a depth of 442 m - 999 m in drill hole 23SC-DDH-003. This intercept bottomed in grade and represented an 81% increase in the gold grade from historical drilling, indicating that Torq may be vectoring toward the higher-grade causative intrusion.

The Phase II diamond drilling campaign commenced in February 2024 and comprised approximately 1,500 m over three diamond drill holes; two located at the Pircas Norte target and one at the Gemelos Norte target. Drill hole 24SC-DDH-003 intercepted 0.36 g/t gold (Au) and 0.078% copper (Cu) over 502 m from 98 m down hole, including a higher-grade interval of 0.69 g/t Au and 0.10% Cu over 20 m from 354 m down hole at Pircas Norte. The drill hole ended in mineralized intrusive diorite breccia due to logistical limitations and the reported intercept remains open. 24SC-DDH-005, intercepted an interval of 120 m with 1.33 g/t gold (Au), 0.096% copper (Cu) at a depth of 376 m to 496 m (end of hole) ending in mineralization. A high-grade quartz vein was included within the broader interval, which returned 2.0 m of 47.90 g/t gold from 414 m. A selective sample of a 27 cm wide quartz vein from 484.63 m assayed 39.70 g/t gold. Drill hole 24SC-DDH-005 intercepted four other zones of significant gold and copper mineralization including 118 m of 0.26 g/t gold and 0.034% copper from surface. The hole was drilled 315 meters southeast East of 23SC-DDH-003. The reported interceptions from the Pircas Norte discovery demonstrate both the overall potential scale and grade of the mineralized body which remains open in all directions.

A single drill hole, 2SC-DDH-004, was completed at Gemelos Norte as part of the Phase II campaign. 24SC-DDH-004 intercepted 98 m of 0.18 g/t gold and 0.043% copper (Cu) at a downhole depth of 274 m and, 10 m of 0.36 g/t Au and 0.004% Cu at a depth of 12 m. The entire drill hole was anomalous in both copper and gold mineralization and the Gemelos Norte target remains open.

The Phase III diamond drilling campaign was completed in June 2025 with results released on August 20, 2025. The Phase III drilling campaign focused on two target areas, Gemelos Norte and Pircas Norte. Three drill holes were completed at Gemelos Norte target confirmed a new copper gold porphyry discovery within the Santa Cecilia project including results of up to 450m of 0.51 g/t gold and 0.155% copper while step-out drilling at Pircas Norte (2 drill holes) extended mineralization at depth drilling 206m of 0.99 g/t gold and 0.109% Cu within 266m of 0.81 g/t Au and 0.097% Cu. The drilling at Gemelos Norte intercepted a new porphyry complex extending gold-copper mineralization at Santa Cecilia to the eastern limit of the property. At Pircas Norte, drilling extended gold-copper mineralized bodies to the north and west by over 100m. Currently, the known gold-copper mineralization at Santa Cecilia extends in an east-west direction for approximately 3,500m.

The Company is encouraged by the results to date from the limited drilling at both Pircas Norte and Gemelos Norte and is currently planning additional drilling with a particular focus on the high-grade broad gold mineralization seen at Pircas Norte. The recent drilling confirms the Company's exploration thesis for the broader Santa Cecilia project.



Santa Cecilia – Multiple Porphyry Targets

Third Discovery at Gemelos Norte and Pircas Norte Targets

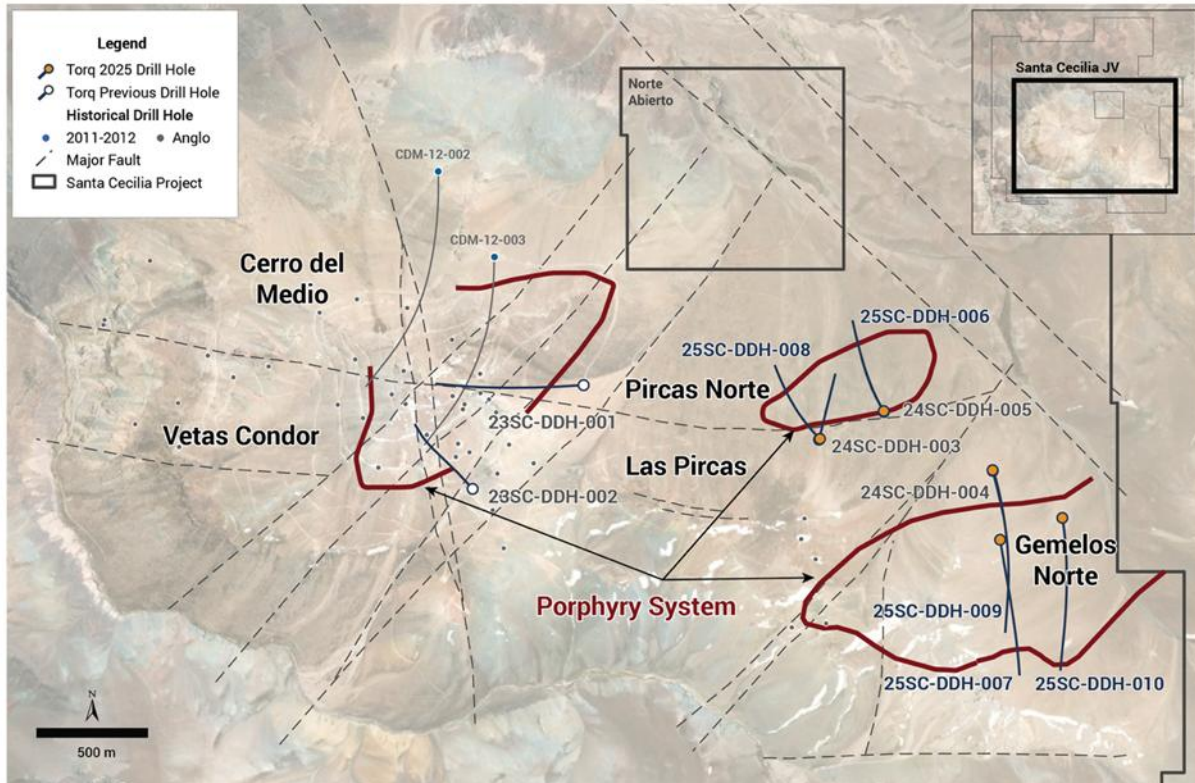


Figure 1: Santa Cecilia Drilling Locations at three priority porphyry targets; Cerro del Medio, Pircas Norte and Gemelos Norte.

Climate related risks

The Company recognizes the impact of climate change on weather patterns at its projects and specific care and protocols must be applied accordingly. It is evident that there have been climatic changes that affect the entire Chilean territory, including persistent drought and a change of climate for the seasons that were clearly defined more than a decade ago. This has produced two fundamental effects: less water resources in rivers, lakes and lagoons, and changing consequences of rain events in desert lands, producing mud currents, which in recent years have had a significant impact on some rivers in the northern part of the country.

At Santa Cecilia, depending on the weather conditions, the Company is able to carry out field activities up until the winter season commences in early June.

The Company is taking extensive measures to prioritize safe access to the project for all personnel. The field experience of the local teams and the knowledge of neighboring projects play a fundamental role in this care, and in the proactive management of the risks associated with working in remote exploration areas, with the access limitations and closing for the winter seasons due to their weather conditions.

SELECTED ANNUAL INFORMATION

	Fiscal 2025	Fiscal 2024	Fiscal 2023
	\$	\$	\$
Mineral property interests	2,882,906	1,580,606	2,782,273
Operating expenses	13,633,285	11,869,908	18,701,215
Comprehensive loss	15,925,079	12,247,724	19,269,891
Basic and diluted loss per share	0.09	0.09	0.18
Total assets	5,556,453	2,401,302	4,206,047
Total non-current liabilities	-	-	1,969,137

The Company's net loss and comprehensive loss and operating expenses increased primarily due to the higher exploration and evaluation expenses associated with the drilling program at the Santa Cecilia Project. Total assets increased primarily due to the mineral property payment at the Santa Cecilia Project made during Q4 2025 that was capitalized, as well as the higher cash balance resulting from proceeds received from Gold Fields during Fiscal 2025.

SUMMARY OF QUARTERLY RESULTS

The following table shows results from the previous eight fiscal quarters:

Period ending	Net loss	Comprehensive loss	Net loss per share
	\$	\$	\$
Dec 31, 2025	3,593,837	3,721,742	0.02
Sep 30, 2025	2,001,392	1,979,056	0.01
Jun 30, 2025	6,609,655	6,666,518	0.04
Mar 31, 2025	3,555,662	3,557,763	0.03
Dec 31, 2024	3,991,185	3,937,228	0.03
Sep 30, 2024	1,688,073	1,641,869	0.01
Jun 30, 2024	2,051,916	2,036,674	0.02
Mar 31, 2024	4,683,150	4,631,953	0.04

The summary of last eight quarters reflects significant losses as the Company began surface exploration at the projects which were optioned during 2021. Net losses are higher in 2025 where drill programs took place such as Q1 2025 and Q2 2025. The losses were especially high in Q2 2025 due to the extensive drill program that took place at Santa Cecilia following the signing of the Definitive Agreements with Gold Fields. Net loss decreased during Q2 and Q3 2024 as the Company was not drilling at Santa Cecilia or Margarita during this period. In addition, during 2024 the Company enacted significant cash conservation measures, including a 50% pay-cut for all salaried North American senior executives and reduced spending on discretionary marketing. Net loss increased during Q4 2024 primarily due the Company recognizing a \$2,310,070 impairment charge related to the Margarita Project as it plans to focus its resources and expenditures on the more advanced Santa Cecilia Project.

PERFORMANCE

	Q4 2025	Q4 2024	Fiscal 2025	Fiscal 2024
	\$	\$	\$	\$
Operating expenses				
Exploration and evaluation expenses	2,028,473	1,075,805	11,279,843	6,479,575
Fees, salaries and other employee benefits	332,377	272,177	1,317,283	1,250,695
Impairment of mineral property interests	-	2,310,070	-	2,748,961
Legal and professional fees	64,614	173,534	404,891	455,336
Marketing and investor relations	74,120	1,923	190,880	317,423
Office and administration	74,888	84,631	370,638	465,635
Project investigation	-	740	-	41,886
Regulatory and transfer agent	16,660	34,097	69,750	110,397
	2,591,132	3,952,977	13,633,285	11,869,908
Other expenses (income)				
Accretion expense	33,653	87,017	187,940	324,343
Foreign exchange loss (gain)	23,081	(116,096)	97,051	12,850
Gain on sale of equipment	-	(19,123)	(12,447)	(20,682)
Interest expense	86,486	98,547	303,566	270,040
Interest income	(7,404)	(1,714)	(30,816)	(63,538)
Loss on extinguishment of loan facility	869,929	-	991,460	-
Loss on Shares-for-Debt Settlement	-	-	591,229	-
Net loss (income) from equity investment	(3,040)	(10,423)	(722)	21,403
Net loss	3,593,837	3,991,185	15,760,546	12,414,324

Q4 2025 compared to Q4 2024

Net loss decreased to \$3,593,837 compared to \$3,991,185 in the prior year comparable period. The primary drivers of this variance in the net loss were as follows:

- Impairment of mineral property interests was \$nil compared to \$2,310,070 in the prior year. The Company fully impaired its Margarita Project in Q4 2024, with the Company focusing its resources and expenditures on the more advanced Santa Cecilia Project.
- Legal and professional fees decreased to \$64,614 compared to \$173,534 in the prior year comparable period primarily due to additional legal fees related to the loan payable agreement and Proposed Option Agreement with Gold Fields incurred in the prior year comparable period.
- Exploration and evaluation expenses increased to \$2,028,473 compared to \$1,075,805 in the prior year comparable period due to the extensive drill program that took place at Santa Cecilia following the signing of the Definitive Agreements with Gold Fields which allowed the Company to meet the required eligible work expenditures of US\$15,500,000 by October 21, 2025.
- Fees, salaries and other employee benefits increased to \$332,377 compared to \$272,177 in the prior year comparable period primarily due to share-based compensation of \$294,535 in connection with the vesting of stock options granted to certain directors and officers of the Company on July 9, 2025.
- Marketing and investor relations increased to \$74,120 compared to \$1,923 in the prior year comparable period primarily due an external consultant engaged to provide investor relations services to raise the profile of the Company ahead of future capital raises.

Fiscal 2025 compared to Fiscal 2024

Net loss increased to \$15,760,546 compared to \$12,414,324 in the prior year comparable period. The primary drivers of this increase in net loss were as follows:

- Exploration and evaluation expenses increased to \$11,279,843 compared to \$6,479,575 in the prior year due to the extensive drill program that took place at Santa Cecilia following the signing of the Definitive Agreements with Gold Fields which allowed the Company to meet the required eligible work expenditures of US\$15,500,000 by October 21, 2025.

- Loss on extinguishment of loan facility was \$991,460 compared to \$nil in the prior year due to the amendment to the loan facility which resulted in a loss from derecognition of the old loan facility and share purchase warrants, and recognition of the new loan facility and share purchase warrants.
- Loss on Shares-for-Debt Settlement was \$591,229 compared to \$nil in the prior year due to the Company issuing shares and warrants to settle \$1,297,094 accounts payable and accrued liabilities.

Partially offsetting the increase in net loss during Fiscal 2025 were:

- Impairment of mineral property interests was \$nil compared to \$2,748,961 in the prior year. The Company fully impaired their Andrea and Margarita Projects in Fiscal 2024, with the Company focusing its resources and expenditures on the more advanced Santa Cecilia Project.
- Marketing and investor relations decreased to \$190,880 compared to \$317,423 in the prior year, primarily due to management's cash conservation efforts, a reduction in share-based compensation expense and the reduction in usage of a full-time marketing consultant whose agreement was terminated in Q2 2024.
- Office and administration decreased to \$370,638 compared to \$465,635 in the prior year primarily due to management's cost saving initiatives in the current year.

LIQUIDITY AND CAPITAL RESOURCES

Liquidity

To date, the Company's primary sources of liquidity are equity issuances, the loan facility and funds received from Goldfields pursuant to the Definitive Agreements. The funds are used to finance working capital, explore mineral properties and to make certain annual payments to ensure that all the Company's mineral properties remain in good standing.

A summary of the Company's cash position and changes in cash is as follows:

	Fiscal 2025	Fiscal 2024
	\$	\$
Cash used in operating activities	(12,205,991)	(7,083,461)
Cash used in investing activities	(1,347,148)	(1,113,145)
Cash provided by financing activities	15,523,243	8,286,870

Cash used in operating activities increased to \$12,205,991 from \$7,083,461 in the prior year comparable period. The higher cash outflow was primarily due to a significant increase in exploration and evaluation activities and administrative services associated with the extensive drilling program at the Santa Cecilia Project.

Cash used in investing activities was \$1,347,148 compared to cash used of \$1,113,145 in the prior year comparable period. The cash used during Fiscal 2024 was primarily due to option payments made for the Margarita Project. During Fiscal 2025, the cash used in investing activities was primarily due to option payments made for Santa Cecilia Project.

Cash provided by financing activities increased to \$15,523,243 from \$8,286,870 in the prior year comparable period. During the Fiscal 2025, the Company received in total \$14,399,315 (US\$10,198,700) funding from Gold Fields pursuant to the Definitive Agreements, \$1,211,554 net proceeds for a non-brokered private placement, and \$84,000 from a short-term promissory note, offset by a \$174,986 interest payment on the loan facility. During Fiscal 2024, the Company received \$5,345,478 net proceeds from a public and private placement and \$300,000 from loan facility, offset by interest payment on the loan facility of \$112,192.

The Company has incurred operating losses to date and does not generate revenue from operations to support its activities. With no source of revenue, there is no assurance that sufficient funding will be available to conduct further exploration of its mineral properties and maintain the Company in good standing. The ability to continue as a going concern remains dependent upon Torq's ability to obtain the financing necessary to continue to fund its mineral properties, the realization of future profitable production, proceeds from the disposition of its mineral interests, and/or other sources. These conditions create a material uncertainty that may cast significant doubt on the Company's ability to continue as a going concern.

Capital resources

Loan Payable

On October 17, 2024, in relation to the Proposed Option Agreement, the Company entered into an interim loan and facility agreement (the "Loan Payable") with an affiliate of Gold Fields for an aggregate amount of \$2,529,784 (US\$1,810,000). The Loan Payable bore interest at a rate of 9% per annum and was to mature on October 17, 2025.

On May 16, 2025, pursuant to the Definitive Agreements, the Company received sufficient funding from Gold Fields to satisfy the US\$6,000,000 required for the Initial Equity Interest and earned Gold Fields a 10% interest in Minera Santa SCM, resulting in a non-controlling interest. Pursuant to the Definitive Agreements, \$8,535,663 (US\$6,000,000) of the required funding under the Initial Equity Interest and was converted to a capital contribution in Minera Santa SCM. The Company assigned a fair value of \$41,972 (US\$30,508) to the Initial Equity Interest, being 10% of the \$419,717 (US\$305,075) net assets of Minera Santa SCM as at May 16, 2025 and the remaining \$8,493,691 (US\$5,969,493) being reclassified to other equity reserve. Subsequent to May 16, 2025, contributions by Gold Fields were classified as other equity reserve.

Loan facility draw down and extension

On March 23, 2025, the Company entered into an agreement with the Lender to extend the maturity date of the loan facility from July 11, 2025, to July 11, 2026. In consideration of the extension, the Company agreed to cancel 7,500,000 share purchase warrants that were previously issued to the Lender and replace with 46,666,667 common share purchase warrants exercisable at \$0.06 per share until July 11, 2026. In addition, the interest rate on the loan facility increased to 12% per annum from 9% per annum starting July 11, 2025, and the Lender received a \$30,000 payment in consideration of a recent security priority waiver and a default waiver.

June 6, 2025, private placement

On June 6, 2025, the Company closed a private placement and issued 25,152,633 units at a price of \$0.06 per unit for gross proceeds of \$1,509,158, of which \$223,800 was received during Fiscal 2024. Each unit consists of one common share and one share purchase warrant exercisable at \$0.12 per common share until June 6, 2027. The Company incurred issuance costs of \$108,800 comprised of issuance costs of \$27,227, cash finders' fees of \$51,012 and finders' warrants with a fair value of \$30,561. The proceeds of the private placement will be used for working capital.

June 6, 2025, Share-for-Debt Settlement

On June 6, 2025, the Company issued 1,998,829 common shares to non-arm's length creditors and 19,619,394 common shares and share purchase warrants to arm's length creditors to settle an aggregate of \$1,297,094 of accounts payable and accrued liabilities. Each share purchase warrant is exercisable into one common share at an exercise price of \$0.12 per common share until June 6, 2027. The Company attributed an aggregate of \$1,461,609 of the settled amounts to share capital and a fair value of \$426,714 to stock options and warrants reserve for the warrants issued. As a result, the Company incurred \$591,229 non-cash loss on the Share-for-Debt Settlement.

Future option payments

A summary of scheduled option payments on mineral property interests are as follows:

	Santa Cecilia Project
	US\$
October 21, 2026	3,000,000
October 21, 2027	5,000,000
October 21, 2028	15,000,000

The Company intends to fund future option payments through equity and debt financings, as well as funding from Gold Fields pursuant to the Definitive Agreements.

RELATED PARTY TRANSACTIONS AND KEY MANAGEMENT COMPENSATION

a) Related party transactions with UMS Canada

A summary of the Company's transactions with UMS Canada, the Company's 25% equity investment is as follows:

	Fiscal 2025	Fiscal 2024
	\$	\$
Exploration and evaluation expenses	78,486	251,423
Fees, salaries and other employee benefits	255,947	284,783
Legal and professional fees	17,201	41,669
Marketing and investor relations	-	90,538
Office and administration	112,293	280,000
Project investigation	-	76
Unit issuance costs	1,235	264
	465,162	948,753

As at December 31, 2025, accounts payable and accrued liabilities included \$318,607 (December 31, 2024 - \$316,274) due to UMS Canada and prepaid expenses and deposits included \$30,377 (December 31, 2024 - \$55,986) relating to transactions with UMS Canada. All transactions with UMS Canada have occurred in the normal course of operations. All balances are unsecured, non-interest bearing and have no specific terms of repayment, unless otherwise noted.

The Company issues options to certain UMS Canada employees including key management personnel of the Company. During the year ended December 31, 2025, the Company recognized a share-based compensation expense of \$53,537 (2024 - \$45,438) in respect of stock options granted to UMS Canada employees.

b) Key management compensation

Key management personnel are those who have the authority and responsibility for planning, directing, and controlling the Company. A summary of the Company's related party transactions with key management is as follows:

	Fiscal 2025	Fiscal 2024
	\$	\$
Exploration and evaluation expenses	227,696	378,937
Fees, salaries and other employee benefits ⁽¹⁾	426,690	501,635
Share-based compensation	212,446	108,881
	866,832	989,453

(1) During the year ended December 31, 2025, included in fees, salaries and other employee benefits was a total of \$65,486 (2024 - \$126,468) incurred with the Company's directors for services rendered during the period.

On June 6, 2025, three current directors and two former directors of the Company received 1,998,829 common shares pursuant to the Share-for-Debt Settlement.

On July 9, 2025, the Company granted 6,250,000 stock options to certain directors and officers of the Company. Each stock option is exercisable into one common share at an exercise price of \$0.10 per share and expires on July 9, 2030.

As at December 31, 2025, accounts payable and accrued liabilities contain amounts due to key management personnel of \$537,194 (December 31, 2024 - \$443,100) and \$446,816 (December 31, 2024 - \$nil) due to Goldfields. The amounts are due upon demand with the \$446,816 (US\$326,000) due to Goldfields accruing interest at 4% per annum.

OFF-BALANCE SHEET ARRANGEMENTS

The Company had no off-balance sheet arrangements as at December 31, 2025 and as at the MD&A date.

SIGNIFICANT ACCOUNTING JUDGEMENTS AND SOURCES OF ESTIMATION UNCERTAINTY

The Company's significant accounting judgements and sources of estimation uncertainty are disclosed in the notes to the Company's Financial Statements.

CHANGES IN ACCOUNTING POLICIES

The Company has reviewed new and revised accounting pronouncements that are effective for annual periods beginning on or after January 1, 2025. See the Financial Statements for details of the all material accounting policies applied in 2025 which includes any new and revised accounting policies. Future pronouncements issued but not yet effective have also been disclosed in note 3 of the Financial Statements.

The Company has not early adopted any new accounting standard, interpretation or amendment that has been issued but is not yet effective.

FINANCIAL RISK MANAGEMENT

As at December 31, 2025, the Company's financial instruments consist of cash, deposits, accounts payable and accrued liabilities, promissory note, and loan facility. All of these financial instruments are classified as and measured at amortized cost. The fair values of cash, deposits, accounts payable and accrued liabilities, and promissory note approximate their carrying values due to their short-term to maturity.

The Company is exposed to certain financial risks by its financial instruments. The risk exposures and their impact on the Company's financial statements are summarized below:

a) Liquidity risk

Liquidity risk is the risk that the Company will encounter difficulty in meeting obligations associated with its financial liabilities. The Company is exposed to liquidity risk through accounts payable and accrued liabilities as well as the loan facility. The Company is also committed to making certain future option payments under the Santa Cecilia option agreement. As the Company's operations do not generate cash, financial liabilities are discharged using funding through the issuance of common shares or debt, as required. As at December 31, 2025, the Company had cash of \$2,451,173 (December 31, 2024 - \$538,284) to settle accounts payable and accrued liabilities of \$3,023,456 (December 31, 2024 - \$2,599,134), promissory note of \$85,795 (December 31, 2024 - \$nil), and loan facility of \$2,727,869 (December 31, 2024 - \$2,593,480) with contractual maturities of less than one year. The Company will be required to raise additional funding to meet its financial obligations in the near term. There is no assurance that the necessary financing will be available in a timely manner or on terms acceptable to the Company. The Company assesses liquidity risk as high.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to fulfill its contractual obligations. The Company's credit risk relates primarily to cash. The amount of credit risk to which the Company is exposed is considered insignificant as the Company's cash is held with highly rated financial institutions in interest-bearing accounts.

c) Foreign exchange risk

Foreign exchange risk arises on financial instruments that are denominated in a currency other than the functional currency in which they are measured.

A summary of the Company's financial assets and liabilities that are denominated in the US dollar and the Chilean peso ("CLP") as at December 31, 2025, expressed in Canadian dollars is as follows:

	USD	CLP
	\$	\$
Financial assets		
Cash	3,280	599,609
Amounts receivable	-	24,097
Financial liabilities		
Accounts payable and accrued liabilities	(507,278)	(1,146,404)
Net financial (assets) liabilities	(503,998)	(522,698)

A 10% increase or decrease in the US dollar and Chilean peso exchange rates relative to the Companies and its subsidiaries' functional currencies would result in an impact of approximately \$102,670 to the Company's loss and comprehensive loss.

OUTSTANDING SHARE DATA

A summary of the Company's issued and outstanding securities is as follows:

	December 31, 2025	MD&A Date
	#	#
Common shares	185,897,146	185,897,146
Stock options	18,505,000	13,290,000
Share purchase warrants	121,691,517	115,389,754
	326,093,663	314,576,900

On January 4, 2026, 1,084,814 share purchase warrants of the Company expired unexercised.

On February 13, 2026, 4,510,000 stock options of the Company were cancelled.

On March 5, 2026, 300,000 stock options of the Company were forfeited following the resignation of a director.

On March 10, 2026, 5,216,949 share purchase warrants of the Company expired unexercised.

On April 7, 2026, 405,000 stock options of the Company expired unexercised.

DISCLOSURE CONTROLS AND PROCEDURES

As defined in National Instrument 52-109 *Certification of Disclosure in Issuers' Annual and Interim Filings*, disclosure controls and procedures require that controls and other procedures be designed to provide reasonable assurance that material information required to be disclosed is duly gathered and reported to senior management in order to permit timely decisions and timely and accurate public disclosure.

Management is responsible for the establishment and maintenance of a system of internal control over financial reporting. This system has been designed to provide reasonable assurance that assets are safeguarded and that the financial reporting is accurate and reliable. The Financial Statements have been prepared by management in accordance with IFRS Accounting Standards as issued by the IASB and in accordance with accounting policies set out therein.

Management of the Company, with the participation of the Chief Executive Officer and the Chief Financial Officer, have evaluated the design of the Company's disclosure controls and procedures and the design of internal controls over financial reporting as required by Canadian securities laws, and have concluded that such procedures are adequate to ensure accurate and complete disclosures in public filings.

There are inherent limitations in all control systems and no disclosure controls and procedures can provide complete assurance that no future errors or fraud will occur. An economically feasible control system, no matter how well conceived or operated, can provide only reasonable, not absolute, assurance that the objectives of the control system are met.

Additional disclosures pertaining to the Company's management information circulars, material change reports, press releases and other information are available on the SEDAR+ website at www.sedarplus.ca under the Company's profile.

On behalf of the Board of Directors,

"Shawn Wallace"

Shawn Wallace

Chief Executive Officer and Chair

April 27, 2026