



**MANAGEMENT DISCUSSION AND ANALYSIS
OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS**

FOR THE YEAR ENDED DECEMBER 31, 2025

(Expressed in US dollars)

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") dated April 17, 2026, discusses the financial condition and results of operations of Majestic Gold Corp. (TSX-V: MJS) ("Majestic" or "the Company") for the year ended December 31, 2025. The MD&A should be read in conjunction with the accompanying audited consolidated financial statements of the Company and notes thereto for the year ended December 31, 2025 (the "Financial Report").

The financial information in this MD&A is derived from the Company's consolidated financial statements prepared in accordance with International Financial Reporting Standards ("IFRS") and all dollar amounts are expressed in US dollars unless otherwise indicated.

This discussion focuses on key statistics from the consolidated financial statements for the year ended December 31, 2025, and up to the date of this MD&A and pertains to known risks and uncertainties relating to the gold exploration and development and mining industry. This discussion should not be considered all-inclusive, as it excludes changes that may occur in general economic, political, and environmental conditions.

OUR BUSINESS

Majestic Gold Corp. is a Vancouver, Canada based gold mining company with mining operations in China as well as exploration and evaluation properties held directly in China and Canada. The Company's main business involves the acquisition, exploration, and development of mineral properties. At December 31, 2025, and at the date of this MD&A, the Company's mineral property interests and mining operations are located in China, comprising the Songjiagou Gold Project, its flagship project and the Mujin Gold Project.

The Company is a TSX Venture Exchange Tier One listed mining company trading under the symbol "MJS". For further information on the Company, visit the Company's website at www.majesticgold.com and on SEDAR at www.sedarplus.ca.

EXECUTIVE SUMMARY

The Company delivered strong financial performance in fiscal 2025, driven by significantly higher gold prices and the successful completion of a strategic acquisition, despite operational disruptions and cost pressures during the year.

Revenue increased by 25.8% to \$89.3 million for the year ended December 31, 2025, driven primarily by a higher realized gold price, which averaged \$3,283 per ounce compared to \$2,390 per ounce in 2024 and partially offset by an 8.6% drop in gold ounces sold. Cash flow from operating activities increased by 8.3% to \$30.9 million, and adjusted EBITDA rose to \$45.5 million, reflecting the Company's continued ability to generate strong operating margins in a rising gold price environment.

Gold production for the year was 29,804 ounces, a decrease of 6.7% compared to the prior year. Production was impacted by temporary suspensions at both the Songjiagou ("SJG") Underground Mine and the Denggezhuang Underground Mine ("DGZ Mine"), as well as lower grades processed during the open-pit expansion at Songjiagou Gold Project.

Total cash costs and all-in sustaining costs ("AISC") increased to \$1,195 per ounce and \$1,584 per ounce, respectively (2024 – \$856 and \$1,088 per ounce), reflecting lower grades, increased resource taxes, enhanced safety measures, and the inclusion of higher-cost production from the Mujin Gold Project. The increase in costs partially offset the benefit of higher gold prices.

Net income for the year was \$18.3 million, compared to \$20.5 million in 2024. The decrease was primarily attributable to suspension-related costs, increased finance expenses associated with the Yantai Mujin Mining Co., Ltd. ("Yantai Mujin") acquisition, and non-cash share-based compensation and loss on disposal of assets, partially offset by higher revenues. Net income excludes the impact of the dilution gain recognized in equity of \$36.0 million arising from the Persistence private placement.

During the year, the Company completed the acquisition of a 52% interest in Yantai Mujin, adding higher-grade underground resources and production potential. While the Mujin operations currently have a higher cost profile, management expects operational improvements and integration efficiencies over time.

Majestic Gold Corp. Management's Discussion and Analysis For The Year Ended December 31, 2025

The Company further strengthened its financial position through a private placement completed by its subsidiary, Persistence Gold Group Ltd ("Persistence") (formerly Persistence Resources Group Ltd) raising gross proceeds of approximately HK\$472 million (\$60.7 million). As at December 31, 2025, the Company had cash and cash equivalents of \$167.1 million and working capital of \$117.3 million, providing significant financial flexibility to support ongoing operations, capital expenditures, and future strategic growth initiatives.

Fiscal 2025 represents a transitional period for the Company, characterized by expansion activities at Songjiagou Gold Project and the integration of the Mujin Gold Project. Despite temporary operational disruptions, the Company has resumed operations at both its Songjiagou Gold Project and Mujin Gold Project in early 2026. Looking ahead, management expects improved production stability, cost normalization, and continued evaluation of strategic acquisition opportunities to support long-term growth and shareholder value.

FULL YEAR HIGHLIGHTS

- **Revenue** increase 25.8% to \$89.3 million for FY2025, compared to \$71 million for FY2024;
- **Gross profit** from mining operations increased by 30.8% to \$47.6 million in FY2025, from \$36.4 million for FY2024;
- **Net income** was \$18.3 million for FY2025, a decrease of 10.8% from \$20.5 million for FY2024;
- **Cash flow from operating activities** increased by 8.3% to \$30.9 million in FY2025, from \$28.5 million for FY2024;
- **Gold production** was 29,804 ounces for FY2025, a 6.7% decrease over the 31,949 ounces produced for FY2024.
- **Strong financial position** at December 31, 2025. The Company had cash and cash equivalents of \$167.1 million (FY2024 - \$100.7 million) and working capital of \$117.3 million (FY2024 - \$86.3 million);
- **Dividends of CAD\$0.0072 per share was paid on October 9, 2025**, to the shareholders for a total amount of CAD\$7.5 million (FY2024 - CAD\$7.3 million or CAD\$0.007 per share), representing a yield of approximately 5.14% at the time declared;
- **The Company**, through its subsidiary, Persistence acquired a 52% interest in Yantai Mujin and the Muping Gold Project for total consideration of RMB81.9M (approximately CAD\$15.8M);
- **On October 14, 2025**, the Company's 58.75% held subsidiary, Persistence completed a private placement on the Main Board of The Stock Exchange of Hong Kong Limited under stock code 02489 for gross proceeds of HK\$472 million (~ \$60.7 million) ("Placement") by way of issuance of 400 million common shares at a price of HK\$1.18 per Share (~ \$0.152 per Share) on the HKEX. Persistence's recent closing share price was HKD\$1.08 (~CAD\$0.19) for a market capitalization of HKD\$2.6B (~CAD\$466.56M).
- **Total cash costs and all-in sustaining costs ("AISC")** for FY2025 were \$1,195 per ounce and \$1,584 per ounce, compared to \$856 per ounce and \$1,088 per ounce for FY2024. For AISC computation details, refer to pages 21-23 of the MD&A for this Non-IFRS financial measure; and
- **Adjusted EBITDA** for FY2025 was \$45.5 million, compared to \$38.3 million for FY2024. For EBITDA computation details, refer to pages 21-23 of the MD&A for this Non-IFRS financial measure.

FOURTH QUARTER HIGHLIGHTS

- **Revenue** was \$25.6 million, an increase of 34.8% from \$19 million for the FY2024 comparative quarter;
- **Gross profit** from operations was \$14.5 million, an increase of 65.1% from \$8.8 million for the FY2024 comparative quarter;
- **Net income** was \$3.1 million, a decrease of 16% from \$3.7 million for the FY2024 comparative quarter;
- **Cash flow from operating activities** was \$13.3 million, a 44.0% increase over the \$9.3 million for the FY2024 comparative quarter; and
- **Gold production** decreased by 8.3% to 7,134 ounces, from 7,782 ounces produced for the FY2024 comparative quarter.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

CORPORATE DEVELOPMENTS

In February 2025, the Company completed the acquisition of 52% equity interest in Yantai Mujin and the Mujin Gold Project, through its 58.75% indirect owned subsidiary, Majestic Yantai Gold Ltd and 58.75% indirect owned subsidiary, PRG Res HK 2 Limited ("Mujin Acquisition"), resulting in Majestic holding a 30.55% net interest in Yantai Mujin.

The Muping Gold Project is located in Yantai City, Shandong Province, China, approximately 28km from the Company's Songjiagou Gold Project Mine. The Muping Gold Project holds three mining licenses of gold mines: DGZ Mine, the Houzhuang-Heiniutai Underground Gold Mine ("HH Mine") and the Chahe Underground Gold Mine ("CH Mine"), of which the DGZ Mine is currently in production.

The Company engaged SRK Consulting China Ltd to prepare a technical report on the Mineral Resources and Mineral Reserves of the Muping Gold Project. As of June 30, 2024, the Muping Gold Project has combined Indicated and Inferred Minerals Resources of 3.9 Mt at an average gold grade of 4.76 g/t, with a cut-off grade of 1.0 g/t, including 1.4 Mt of Probable Mineral Reserve with an average gold grade of 3.6 g/t, with a cut-off grade of 1.9 g/ at the DGZ Mine.

The acquisition of the Muping Gold Project aligns with the Company's growth strategy, focused on expanding its mineral resource base. The Mujin Gold Project provides a higher-grade underground production but at higher initial production cost levels, with the expectation of cost normalization as operational efficiencies are implemented.

On October 14, 2025, the Company's Hong Kong Stock Exchange listed subsidiary, Persistence completed a private placement financing for gross proceeds of HKD\$472 million (~ \$60.7 million) by way of issuance of 400 million shares at a price of HKD\$1.18 per share (~\$0.152 per Share). Upon completion of the Placement, Majestic's ownership interest in Persistence was reduced from 70.5% to 58.75%.

Persistence intends to use the net proceeds of the private placement for potential gold mine project acquisitions; acceleration of its business expansion; and general working capital and other general corporate purposes.

OUTLOOK

- In July 2025, mining operations were suspended at the DGZ Mine due to an on-site accident. An investigation was conducted and following regulatory approval, mining operations were resumed on September 26, 2025.
- On November 21, 2025, the Company resumed production at Songjiagou ("SJG") Underground Mine, following the renewal of its safety production permit. The Company's operations at the SJG Underground Mine were temporarily suspended on September 1, 2025, due to the expiration of its safety production permit.
- In advance of planned production at the Chahe Underground Mine in 2028, the Company initiated preliminary mine planning and development activities, including a concealed hazard exploration program. Yantai Mujin completed 22 drill holes at Chahe Underground Mine as part of this program to assess and mitigate potential geological hazards, ensuring compliance with safety requirements and supporting future mining operations.
- In February 2026, due to an accident at a third-party mine in Zhaoyuan City, Yantai, the Company's operations at both its Songjiagou Gold Project and Mujin Gold Project were temporarily suspended. Operations were resumed in March 2026.
- The Company continues to pursue further property acquisitions, as well as explore development and growth opportunities as part of its future growth strategy.

SONGJIAGOU GOLD PROJECT MINERAL RESERVES AND MINERAL RESOURCES UPDATE

The Company provided a technical report titled "Qualified Person's Report for the SJG Gold Project, Shandong Province, People's Republic of China" (the "**SJG Report**") dated December 14, 2023 by SRK Consulting China Ltd.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

The SJG Report includes an updated resource estimate of Indicated and Inferred Resources as well as possible Reserves at Songjiagou Gold Project as of June 30, 2023 are as follows:

Resource Estimate in the SJG Report dated June 30, 2023 ⁽¹⁾⁽²⁾

Open Pit		Underground	
Indicated	Inferred	Indicated	Inferred
(0.30 g/t Au) cutoff	(0.30 g/t Au) cutoff	(0.70 g/t Au) cutoff	(0.70 g/t Au) cutoff
34.2 MT @ 1.1 g/t Au	36.7 MT @ 0.95 g/t Au	1.6 MT @ 1.38 g/t Au	3.0 MT @ 1.24 g/t Au

Mineral Reserve Statement in the SJG Report dated June 30, 2023 ⁽²⁾

Open Pit	
Probable	22.6 MT @ 1.17 g/t Au (0.30 g/t Au cutoff)
Underground	
Probable	530,000 T @ 1.39 g/t Au (0.70 g/t Au cutoff)

⁽¹⁾ The resource estimate is categorized as Indicated and Inferred as defined by the CIM guidelines for reporting. Mineral resources do not demonstrate economic viability, and there is no certainty that these mineral resources will be converted into mineable reserves once economic considerations are applied. The Mineral Reserves are within the Mineral Resource and are not added to the Mineral Resource.

⁽²⁾ The Mineral Reserves and Mineral Resources stated above are as at June 30, 2023 and do not reflect any events subsequent to that date.

The SJG Report is available on the Company's website at www.majesticgold.com and www.sedarplus.ca.

SONGJIAGOU OPEN-PIT MINE

The Company's principal gold mining operations are the SJG Open-Pit Mine and the SJG Underground Mine located in Shandong province, China. The Company commenced commercial gold production at the SJG Open-Pit Mine in May 2011. Majestic holds a 44.06% interest in the SJG Project through its 58.75% owned subsidiary Persistence, which holds a 75% interest in the SJG Project with the remaining 25% held by Yantai Dahedong Processing Co. Ltd. The Company's mining license for the SJG Open-Pit Mine is valid until May 17, 2031.

SONGJIAGOU UNDERGROUND MINE

The SJG Underground Mine lies immediately north of the SJG Open-Pit Mine. The area underlain by precious metal mineralized vein structures was converted to a five-year, 0.414 sq. km. mining license and is valid until February 18, 2031. The mining license area covers a continuation of the gold mineralization that is currently being developed in the adjacent SJG Open-Pit Mine. The Company commenced production at SJG Underground Mine in October 2019.

MUJIN GOLD PROJECT MINERAL RESERVES AND MINERAL RESOURCES UPDATE

The Company provided a technical report titled "Independent Qualified Person's Report for the Mujin Gold Project in Shandong Province, People's Republic of China" (the "**Mujin Report**") dated June 30, 2024 by SRK Consulting China Ltd.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

The Mujin Report includes an updated resource estimate of Indicated and Inferred Resources as well as possible Reserves at Mujin Gold Project as of June 30, 2024 are as follows:

Resource Estimate in the Mujin Report dated June 30, 2024 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Property	Category	Cut-off (g/t Au)	Ore Tonnage (kt)	Au Grade (g/t)	Au Metal (kg)	Au Metal (koz)
DGZ Mine	Indicated	1.0	1,000	6.0	6,100	200
DGZ Mine	Inferred	1.0	1,700	4.8	8,000	260
CH Mine	Indicated	1.0	300	4.3	1,300	41
CH Mine	Inferred	1.0	570	3.9	2,200	71
HH Mine	Indicated	1.0	270	2.6	690	22
HH Mine	Inferred	1.0	76	2.3	170	5.5
Total	Indicated	1.0	1,600	5.1	8,100	260
Total	Inferred	1.0	2,300	4.5	10,000	330

- (1) All figures were rounded to the second significant digit to reflect the relative accuracy of the estimate.
(2) The information in this QPR with regard to Mineral Resource estimates is based on information compiled by Dr Anshun Xu Ms Yanfang Zhao and Mr Huaixiang Li, employees of SRK Consulting China Ltd. Dr Xu, FAusIMM, Ms Zhao, MAusIMM, and Mr Li, MAIG, have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which they are undertaking to qualify as Qualified Persons as defined in the NI 43-101. Dr Xu, Ms Zhao and Mr Li consent to the reporting of this information in the form and context in which it appears.
(3) Total may not add due to rounding discrepancies.
(4) The conversion between troy ounce and gram used herein is 1 oz = 31.1035 g

Mineral Reserve Statement in the Mujin Report dated June 30, 2024 ⁽¹⁾⁽²⁾⁽³⁾⁽⁴⁾

Property	Category	Cut-off (g/t Au)	Ore Tonnage (kt)	Au Grade (g/t)	Au Metal (t)	Au Metal (koz)
DGZ Mine	Probable	1.9	1,300	3.8	5	161
Total	Probable	1.9	1,300	3.8	5	161

- (1) The information relates to Mineral Reserve conversion is based on information compiled by Mr Erwei Lu, Mr Yonggang Wu and Dr Anshun Xu, FAusIMM, employees of SRK Consulting China Ltd. Dr Xu, Mr Wu and Mr Lu have sufficient experience relevant to the style of mineralisation and type of deposit under consideration and to the activity which Mr Wu is undertaking to qualify as Qualified Person as defined in the NI 43-101. Dr Xu and Mr Wu supervised the work of Mr Lu. Dr Xu, Mr Wu and Mr Lu consent to the reporting of this information in the form and context in which it appears.
(2) All figures are rounded to reflect the uncertainties in estimate.
(3) Total may not add due to rounding discrepancies.
(4) The Mineral Reserves are included in the Mineral Resources. They should not be added to the Mineral Resources.

The Mujin Report is available on the Company's website at www.majesticgold.com and www.sedarplus.ca

QUALIFIED PERSON

Stephen Kenwood, President and CEO of Majestic, is the Company's qualified person under the definitions established by NI 43-101("QP") and is the non-independent QP that has read and approved the technical information contained in this MD&A.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

KEY PERFORMANCE DRIVERS

There is a range of key performance drivers that are critical to the successful implementation of Majestic's strategy and the achievement of its goals. The key internal drivers are production volumes, grade, and costs. The key external driver is the market price of gold.

Production Volumes and Costs

For an analysis of the impact of production, grades volumes and costs for the three months and year ended December 31, 2025 relative to the prior-year periods, refer to the "Summary of Operations" section of this MD&A.

Gold Prices

The price of gold is the single largest factor affecting Majestic's profitability and operating cash flows. As such, the current and future financial performance of the Company is expected to be closely related to the prevailing price of gold.

For the three months ended December 31, 2025, Majestic's average realized gold price per ounce was \$3,915, compared to the average global gold price of \$4,135 per ounce for the same period.

For the year ended December 31, 2025, Majestic's average realized gold price per ounce was \$3,283, compared to the average global gold price of \$3,441 per ounce for the same period.

SELECTED ANNUAL FINANCIAL INFORMATION

The following table presents selected financial information for the last three audited fiscal years:

	Year ended December 31, 2025	Year ended December 31, 2024	Year ended December 31, 2023
Revenue	\$89,253,722	\$70,952,304	\$55,025,192
Net income	\$18,317,423	\$20,545,152	\$12,229,398
Net income per share	\$0.01	\$0.01	\$0.01
Total assets	\$340,318,142	\$187,925,535	\$187,230,603
Total non-current liabilities	\$41,663,396	\$8,670,704	\$9,056,236
Dividends	\$5,477,241	\$5,072,562	\$Nil

CONSOLIDATED FINANCIAL AND OPERATIONAL HIGHLIGHTS

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Operating results				
Gold produced (ozs)	7,134	7,782	29,804	31,949
Gold realized net of smelting fees (ozs)	6,716	7,036	27,243	28,970
Gold sold (ozs)	6,441	7,107	26,840	29,363
Average realized gold price (\$/oz sold)	\$ 3,915	\$ 2,644	\$ 3,283	\$ 2,390
Total cash costs (\$/oz sold) ⁽¹⁾	1,327	901	1,195	856
All-in sustaining costs (\$/oz sold) ⁽¹⁾	1,931	1,231	1,584	1,061
Financial results				
Revenue	\$ 25,589,472	\$ 18,986,481	\$ 89,253,722	\$ 70,952,304
Gross profit ⁽²⁾	14,533,759	8,805,380	47,569,122	36,363,078
Adjusted EBITDA ⁽¹⁾	12,779,952	9,603,307	45,482,094	38,305,756
Net income	3,093,631	3,682,534	18,317,423	20,545,152
Net income (loss) attributable to shareholders	(142,250)	1,343,952	6,744,134	9,927,871
Basic and diluted income per share	(0.00)	0.00	0.01	0.01

(1) See "Additional Non-IFRS Financial Measures" on pages 21-23.

(2) "Gross profit" represents total revenues, net of cost of goods sold.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

OPERATING RESULTS

Gold ounces produced for FY2025 were lower compared to FY2024 primarily due to open-pit operations being impacted by safety inspections and slope reinforcement work occurring during the current year, as well as the temporary suspension of operations at the SJG Underground Mine and the DGZ Mine during FY2025.

FINANCIAL RESULTS

Revenue for FY2025 was \$89.3 million, compared to \$71 million for FY2024. Revenue includes gold sales revenue and revenue from sulfur sales.

Gold revenue for FY2025 was \$88.1 million, from the sale of 26,840 ounces, at an average realized gold price of \$3,283 per ounce, compared to \$70.2 million for FY2024, from the sale of 29,363 ounces, at an average realized gold price of \$2,390 per ounce. The increase in gold revenue was primarily attributable to a 37.4% increase in average realized gold sales price, partially offset by an 8.6% decrease in gold ounces sold. The difference between gold produced and gold sales reflects changes in gold inventory levels during the year.

Sulfur sales revenue for FY2025 from the SJG Gold Project and DGZ Gold Mine was \$1,125,046 (FY2024 - \$764,596). The sulfur revenue is earned from the sale of sulfur recovered from gold concentrate during the smelting process.

Consolidated cash costs reflect a weighted average of SJG and Mujin operations. Cash costs were \$1,195 per ounce for FY2025, compared to \$856 for FY2024. The increase in the Company's average cash costs for FY2025, compared to FY2024, is due mainly to an increase in resource tax rate, expansion work, additional expenditures of operational safety measures, as well as higher costs of the recently acquired Mujin Gold Project. Since acquiring Yantai Mujin, the Company has been focused on improving its operational performance as it integrates the Mujin Gold Project into its overall operations.

Gross profit for FY2025 was \$47.6 million (FY2024 - \$36.4M). The increase in gross profit can be primarily attributed to the increase in the average realized gold price in FY2025.

Net income for FY2025 was \$18.3 million, (FY2024 - \$20.5M). Net income for the current year decreased by 10.8% compared to FY2024, and is primarily attributed to the suspension costs as result of the temporary shutdowns at the DGZ Underground and SJG Underground mines, increased finance costs on the loans assumed in the Yantai Mujin acquisition, as well as non-cash share-based compensation expense arising from the stock options granted during FY2025, and the non-cash loss on the disposal of assets during the year. Net income excludes the impact of the dilution gain recognized in equity of \$36.0 million arising from the Persistence private placement.

SJG GOLD PROJECT OPERATIONS

Gold Production

(Ounces)	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Songjiagou Operations				
SJG Open-Pit Mine	6,096	6,484	24,362	27,111
SJG Underground Mine	441	1,298	2,741	4,838
Total	6,537	7,782	27,103	31,949

Gold production was 6,537 ounces for the fourth quarter of FY2025, from 474,473 tonnes of ore processed with an average grade of 0.44 g/t and a 94% recovery rate, compared to 7,782 ounces produced, from 501,980 tonnes processed with an average grade of 0.54 g/t and a 95% recovery rate, for the FY2024 comparative quarter.

Gold production was 27,103 ounces for FY2025, generated from 1,875,761 tonnes of ore processed with an average grade of 0.48 g/t and a 94% recovery rate, compared to 31,949 ounces produced, from 1,989,470 tonnes of ore processed with an average grade of 0.53 g/t and a 95% recovery rate for FY2024.

Gold production has been impacted over the past two years due to the open-pit expansion at the SJG Open-Pit Mine, which resulted in lower grades of throughput and reduced mining volumes. The mill continues to process blended ore containing 0.15 g/t – 0.30 g/t low-grade material recovered during the expansion. Production was further impacted in

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

FY2025 by temporary mine closures, safety inspections and the implementation of the open-pit slope management program.

Operating Results

A summary of SJG Project Operations for the three months and years ended December 31, 2025 and 2024 are as follows:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Operating Results				
<i>SJG Open-Pit Mine</i>				
Ore mined	525,066	573,677	1,839,655	1,899,325
Ore processed	465,138	477,449	1,818,645	1,899,516
Average grade (g/t)	0.42	0.46	0.45	0.48
Gold recovery rate	93%	94%	94%	94%
Gold produced (ozs)	6,096	6,484	24,362	27,111
Gold realized net of smelting fees (ozs)	5,759	5,855	22,253	24,567
<i>SJG Underground Mine</i>				
Ore mined	9,335	24,531	57,116	89,954
Ore processed	9,335	24,531	57,116	89,954
Average grade (g/t)	1.50	1.67	1.52	1.70
Gold recovery rate	98%	98%	98%	98%
Gold produced (ozs)	441	1,298	2,741	4,838
Gold realized net of smelting fees (ozs)	401	1,181	2,486	4,403
<i>Total SJG Project Operations</i>				
Ore mined	534,401	598,208	1,896,771	1,989,278
Ore processed	474,473	501,980	1,875,761	1,989,470
Average grade (g/t)	0.44	0.52	0.48	0.53
Mill recovery	94%	94%	94%	95%
Gold produced (ozs)	6,537	7,782	27,103	31,949
Gold realized net of smelting fees (ozs)	6,160	7,036	24,739	28,970

Financial Data

Revenue

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Gold				
Ounces sold	5,839	7,107	24,332	29,363
Average realized price (\$/oz)	\$ 4,090	\$ 2,644	\$ 3,399	\$ 2,390
Revenues				
Gold	\$ 23,883,147	\$ 18,791,980	\$ 82,702,967	\$ 70,187,708
Sulphur	339,763	194,501	1,049,822	764,596
	\$ 24,222,910	\$ 18,986,481	\$ 83,752,789	\$ 70,952,304

Gold revenue for the fourth quarter of FY2025 was \$23.9 million, from the sale of 5,839 ounces, at an average realized gold price of \$4,090 per ounce, compared to gold sales revenue of \$18.8 million for the FY2024 comparative quarter, from the sale of 7,107 ounces, at an average realized gold price of \$2,644 per ounce.

Gold revenue for FY2025 was \$82.7 million, from the sale of 24,332 ounces, at an average realized gold price of \$3,399 per ounce, compared to gold sales revenue of \$70.2 million for FY2024, from the sale of 29,363 ounces, at an average realized gold price of \$2,390 per ounce.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

Revenues also include sulfur sales of \$339,763 for the fourth quarter of FY2025 and for \$1,049,822 for FY2025. The sulfur revenue is earned from the sale of sulfur recovered from gold concentrate during the smelting process. The Company entered into a March 16, 2022 agreement with its smelter whereby the Company sells its sulfur recovered during the smelting process.

Cost of Sales

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Ounces sold	5,839	7,107	24,332	29,363
Per ounce of gold sold ⁽¹⁾				
Cash costs	\$ 1,184	\$ 901	\$ 1,123	\$ 856
Production costs	1,558	1,433	1,480	1,178
Cost of Goods Sold				
Total cash costs	\$ 6,911,587	\$ 6,405,372	\$ 27,330,732	\$ 25,131,211
Total production costs	9,094,260	10,181,101	36,009,164	34,589,226

(1) See "Additional Non-IFRS Financial Measures" on pages 21-23.

Cash costs were \$1,184 per ounce for the fourth quarter of FY2025, compared to \$901 for the FY2024 comparative quarter. Production costs were \$1,558 per ounce for the fourth quarter of FY2025, compared to \$1,433 per ounce for the FY2024 comparative quarter.

Cash costs were \$1,123 per ounce for FY2025, compared to \$856 for FY2024. Production costs were \$1,480 per ounce for FY2025, compared to \$1,178 per ounce for FY2024.

The Company's average cash and productions cost are higher due to the lower grades achieved and increased costs as result of the SJG Open-Pit expansion work, increase in tailing processing fees and resource taxes.

MUJIN GOLD PROJECT OPERATIONS

Gold Production

(Ounces)	Three months ended December 31, 2025	Ten months ended December 31, 2025
Mujin Mining Operations		
DGZ Gold Mine	597	2,701
Total	597	2,701

Gold produced for the three months ended December 31, 2025 was 597 ounces, from 12,106 tonnes of ore processed with an average grade of 1.57 g/t and a 99% recovery rate.

Gold production was 2,701 ounces for the ten months ended December 31, 2025, generated from 57,947 tonnes of ore processed with an average grade of 1.49 g/t and a 98% recovery rate.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

Operating Results

A summary of Mujin Project Operations for the three months and ten months ended December 31, 2025 is as follows:

	Three months ended December 31, 2025	Ten months ended December 31, 2025
Mujin Mining Operating Results		
<i>DGZ Gold Mine</i>		
Ore mined	12,951	51,955
Ore processed	12,106	57,947
Average grade (g/t)	1.57	1.49
Gold recovery rate	99%	98%
Gold produced (ozs)	597	2,701
Gold realized net of smelting fees (ozs)	556	2,504

Financial Data

Revenue

	Three months ended December 31, 2025	Ten months ended December 31, 2025
Gold		
Ounces sold	602	2,508
Average realized price (\$/oz)	\$ 2,214	\$ 2,163
Revenues		
Gold	\$ 1,333,059	\$ 5,425,709
Sulphur	33,503	75,224
	\$ 1,366,562	\$ 5,500,933

Gold revenue for the three months ended December 31, 2025 was \$1.3 million, from the sale of 602 ounces, at an average realized gold price of \$2,214 per ounce.

Gold revenue for the ten months ended December 31, 2025 was \$5.4 million, from the sale of 2,508 ounces, at an average realized gold price of \$2,163 per ounce. The average realized gold price was below the average gold spot price during the period due to the gold sales completed pursuant to gold sales contracts assumed as part of the acquisition of the Mujin Gold Project. The gold sales contracts are priced with an average gold price of RMB 501,934/kg (~\$2,271/oz) which the Company expects to settle all contracts the DGZ Gold Mine production before the end FY2026.

Revenues also include sulfur sales of \$33,503 for the fourth quarter of FY2025 and for \$75,224 for the ten months ended December 31, 2025. The sulfur revenue is earned from the sale of sulfur recovered from gold concentrate during the smelting process.

Cost of Sales

	Three months ended December 31, 2025	Ten months ended December 31, 2025
Ounces sold	602	2,508
Per ounce of gold sold ⁽¹⁾		
Cash costs	\$ 2,717	\$ 1,888
Production costs	3,258	2,263
Cost of Goods Sold		
Total cash costs	\$ 1,635,424	\$ 4,733,991
Total production costs	1,961,453	5,675,436

Majestic Gold Corp.
Management’s Discussion and Analysis
For The Year Ended December 31, 2025

Cash costs and production costs for the three months ended December 31, 2025 were \$2,717 and \$3,258 per ounce respectively. Cash costs and production costs for the ten months ended December 31, 2025 were \$1,888 and \$2,263 per ounce respectively. Since the acquisition, the Company has been focused on improving the operational performance at the DGZ Mine, reducing its cash cost per ounce and improving grade control of the mining operations as it integrates the mine into the Company’s overall operations. Operations at the DGZ Mine were suspended in July 2025 following an accident at the mine and the completion of a safety inspection, with operations resuming in September 2025.

General and Administrative Expenditures

The details of the changes in the consolidated general and administrative expenses (“G&A”) for the three months and years ended December 31, 2025 and 2024 are as follows:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Consulting fees	\$ 139,966	\$ 28,073	\$ 334,270	\$ 314,749
Financial advisory	5,663	855,625	54,128	877,637
Depreciation	292,957	174,673	781,406	469,806
Office and general	1,463,267	138,125	2,780,519	715,229
Other taxes and fees	203,036	72,026	761,727	357,396
Professional fees	502,609	402,565	678,302	562,874
Research and development	396,347	501,463	1,683,471	1,459,905
Salaries, management and director fees	957,758	762,805	3,175,694	2,362,211
Shareholder communications	61,180	26,467	208,232	165,757
Travel	226,567	190,653	784,200	699,579
Total	\$ 4,249,350	\$ 3,152,475	\$ 11,241,949	\$ 7,985,143

The Company’s G&A expenditures were \$4,249,350 for the fourth quarter of FY2025, an increase of 34.8% from \$3,152,475 for the FY2024 comparative quarter.

The Company’s general and administrative expenses (“G&A”) expenditures for FY2025, were \$11,241,949, an increase of 40.8%, compared to \$7,985,143 for FY2024.

The significant variances for the years ended December 31, 2025 and 2024 are as follows:

- Consulting fees for FY2025 were \$334,270 (FY2024 - \$314,749). Consulting fees were incurred during normal course of business activities and shareholder communication purposes;
- Financial advisory expenditures for FY2025 were \$54,128 (FY2024 - \$877,637). The financial advisory fees for the current year were in connection to due diligence work on the Yantai Mujin acquisition, which the Company acquired a 52% interest in February 2025. FY2024 financial advisory fees are primarily related to the completion of the HKEX IPO and listing of Persistence;
- Office and general expenses for FY2025 were \$2,780,519 (FY2024 - \$715,229). Office and general expenses for the current period were significantly higher due to the acquisition of the Yantai Mujin, and the consolidation of its operations into the Company financial statements as of March 1, 2025;
- Other taxes and fees for FY2025 were \$761,727 (FY2024 - \$357,396). Other taxes and fees were higher in FY2025 compared to FY2024 primarily due to increased water and soil fees incurred during the current year;
- Research and development expenditures for FY2025 were \$1,683,471 (FY2024 - \$1,459,905). These costs are related to the Company’s initiative in developing and implementing new technologies into its mining operations, with the expectation of improvement in areas of recovery rates, milling, and mining efficiencies and lowering the environmental impact of its mining and milling activities;
- Salaries, management, and director fees for FY2025 were \$3,175,694 (FY2024 - \$2,362,211). The increase in expenditures for the current year is primarily due to the additional salary expenses with the Yantai Mujin acquisition; and

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

- Shareholder communications for FY2025 were \$208,232 (FY2024 - \$165,757). Shareholder communications expenses includes regulatory and filing fees for the HKEX and TSX-V exchanges as well as Company advisory fees. The Company anticipates the expenses to be in this range going forward.

The remaining G&A expenses recorded in the statement of operations reflect the normal corporate business cycle. The Company strives to provide efficient and cost-effective administrative support to management's ongoing efforts to monitor production costs and increase shareholder value.

Share-based compensation for FY2025 was \$1,785,962 (FY2024 -\$Nil) for the fair value recognized as options vest from the grant of 26,500,000 stock options by the Majestic and the grant of 21,000,000 stock options by Persistence.

Suspension-related costs incurred during the temporary suspension of operations at SJG Underground Mine and the DGZ Mine totaled \$1,308,714 for FY2025 (FY2024 - \$Nil).

Exploration and Evaluation Expenditures

Exploration and evaluation expenditures for the year ended December 31, 2025 were \$27,351 (2024 -\$791,698). The exploration and evaluation expenditures for the current year were related to project evaluations and for FY2024 were costs incurred for a exploration drill program at the Songjiagou Gold Project, that included 23 drill holes for a total 9,491 metres of drilling.

Other Items

The details of the changes in the consolidated finance expense for the three months and years ended December 31, 2025 and 2024 are as follows:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Interest expenses and finance charges for loans payable	\$ 378,010	\$ -	\$ 652,704	\$ 109,921
Interest expense for leases	4,576	4,084	8,789	5,880
Interest expense for other long-term liabilities	138,857	34,660	478,230	140,679
Accretion of asset retirement obligation	27,719	22,624	101,431	91,144
Total	\$ 549,162	\$ 61,368	\$ 1,241,154	\$ 347,624

The significant variances for the years ended December 31, 2025 and 2024 are as follows:

Interest expenses and finance charges for FY2025 was \$652,704 (FY2024 - \$109,921). Interest expense was higher for the current year due to the loans assumed as part of the Yantai Mujin acquisition.

Interest expense for other long-term liabilities for FY2025 was \$478,230 (FY2024 - \$140,679). Interest expense was higher for the current year due to the long-term liabilities assumed as part of the Yantai Mujin acquisition.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

FINANCIAL CONDITION REVIEW

Balance Sheet Review

	December 31, 2025	December 31, 2024
Balance Sheet Information		
Cash and cash equivalents	\$ 167,097,897	\$ 100,738,547
Other current assets	7,130,766	5,118,569
Non-current assets	166,089,479	82,068,419
Total assets	\$ 340,318,142	\$ 187,925,535
Current liabilities	\$ 56,972,994	\$ 19,536,163
Non-current liabilities	41,663,396	8,670,704
Total liabilities	98,636,390	28,206,867
Total equity	241,681,752	159,718,668
Total liabilities and equity	\$ 340,318,142	\$ 187,925,535

Assets

Cash and short-term investments

Cash for the current year increased relative to December 31, 2024, due to cash generated from strong operating cash flows and financing activities.

Other current assets

Other current assets consist primarily of receivables, deposits and prepaid expenses, and inventories. The increase for the current year is due to the assets acquired as part of the Yantai Mujin acquisition.

Non-current assets

Non-current assets primarily consist of reclamation deposits, goodwill, property plant and equipment, which include the Company's mineral properties, and property, plant, and equipment. The significant increase for the current period is due to the assets acquired as part of the Yantai Mujin acquisition.

Current liabilities

Current liabilities consist primarily of trade and other payables, loans payable and income tax payable. Current liabilities increased relative to December 31, 2024 due to the additions of liabilities and bank loans assumed as part of the Yantai Mujin acquisition.

Non-current liabilities

Non-current liabilities consist primarily of asset retirement obligation, deferred tax liabilities, long-term loans and other long-term obligations. The increase of the Company's long-term obligations relative to December 31, 2024 is primarily attributable to the additional long-term liabilities assumed as part of the Yantai Mujin acquisition.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

SUMMARY OF QUARTERLY RESULTS

The financial results for each of the eight most recently completed quarters are summarized below:

	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025
Revenues	\$25,589,472	\$20,924,206	\$23,259,089	\$19,480,955
Net income	\$3,093,631	\$5,163,126	\$3,952,872	\$6,107,794
Income per share attributable to owners of the parent	\$(0.00)	\$0.00	\$0.00	\$0.01
	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Revenues	\$18,986,481	\$18,348,545	\$18,053,618	\$15,563,660
Net income	\$3,682,534	\$5,773,370	\$5,948,405	\$5,140,843
Income per share attributable to owners of the parent	\$0.00	\$0.00	\$0.01	\$0.00

Significant variations in revenues and net income between periods for FY2025 and FY2024 are primarily due to variances in gold sales, the volatility of gold prices as well as the current expansion operations.

LIQUIDITY AND CASH FLOW

Majestic's financial position and liquidity remain strong, although total liabilities increased in connection with the Mujin acquisition. At December 31, 2025, the Company had cash and cash equivalents of \$167.1 million, compared to \$100.7 million at December 31, 2024.

The Company's liquidity requirements arise principally from the need for working capital to pursue additional mineral property acquisitions, maintain dividend policy and finance expansion and development of its mining and processing operations. The Company's principal sources of funds have been cash generated from operations, proceeds from the borrowing from various financial institutions in China, and equity financings. The Company's liquidity depends primarily on its ability to generate cash flow from its operations and to obtain external financing to meet its debt obligations as they become due, as well as the Company's future operating and capital expenditure requirements.

The Company had working capital of \$117.3 million at December 31, 2025, improving from a working capital of \$86.3 million at December 31, 2024, of which the key components included:

- *Cash* - was \$167.1 million; up \$66.4 million from the end of fiscal 2024;
- *Receivables* - was \$2.4 million, up \$0.83 million from the end of fiscal 2024;
- *Deposits and prepaid expenses* - was \$0.38 million, down \$0.66 million from the end of fiscal 2024;
- *Inventories* - was \$4.4 million, up \$1.84 million from the end of fiscal 2024;
- *Accounts payable and accrued liabilities* - was \$12.2 million, up \$6.8 million from the end of fiscal 2024;
- *Current portion of long-term liabilities* - was \$2.9 million, up \$1.7 million from the end of fiscal 2024;
- *Income tax payable* - was \$14.9 million, up \$1.9 million from the end of fiscal 2024; and
- *Loans payable* - was \$27 million, compared to NIL at the end of fiscal 2024.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

The Company's cash flows from operating, investing, and financing activities, as presented in the consolidated statements of cash flows, are summarized for the three months and year ended December 31, 2025 and 2024 as follows:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Cash Flow Information				
Net cash provided from operating activities	\$ 13,344,465	\$ 9,267,545	\$ 30,908,349	\$ 28,527,490
Net cash used for investing activities	(10,384,090)	(2,435,125)	(20,785,479)	(8,394,810)
Net cash provided from (used for) financing	58,178,519	(6,063,898)	53,918,901	(15,467,348)
Effect of foreign exchange on cash	1,325,122	(2,395,083)	2,317,579	(1,898,250)
Net increase (decrease) in cash	\$ 62,464,016	\$ (1,626,561)	\$ 66,359,350	\$ 2,767,082
Cash, beginning	104,633,881	102,365,108	100,738,547	97,971,465
Cash, ending	\$ 167,097,897	\$ 100,738,547	\$ 167,097,897	\$ 100,738,547

Majestic began fiscal 2025, with \$100.7 million in cash. During the year ended December 31, 2025, the Company generated \$30.9 million from the Company's operating activities, net of working capital changes, expended \$20.8 million in net investing activities and generated \$53.9 million in net financing activities, and had a foreign exchange gain of \$2.3 million, to end at December 31, 2025 with \$167.1 million in cash.

Operating Activities

For the three months and year ended December 31, 2025, the increase in cash generated from operating activities was primarily due to higher average realized gold price and additional gold sales from the Mujin Gold Project.

The cash generated by operations is highly dependent on gold price, as well as other factors, including grade and production volumes.

Investing Activities

Cash used in investing activities, increased compared to FY2024, is primarily due to the acquisition costs for the Yantai Mujin as well as cost for the ongoing SJG Open-Pit expansion.

Financing Activities

For the three months and year ended December 31, 2025, net cash generated from financing activities were \$58.2 million and \$53.9 million respectively. The increase was primarily due to cash generated from Persistence's private placement financing completed in Q4 FY2025, as discussed under the "Corporate Developments" section. For FY2025, financing expenditures included \$11.3 million in dividend payments and non-controlling interest distributions (FY2024 - \$11.5 million), \$12.3 million repayment for related party's advance (FY2024 - NIL), as well as the \$25.9 million loan advance (FY2024 - NIL), and \$9.7 million loan repayment (FY2024 - \$4.2 million).

Management expects that existing cash balances and cash flows from operations will be sufficient to meet the Company's planned development activities, operational requirements, and debt obligations over the next twelve months. The Company has been achieving consistent profits from its operations and expects growth through increased production under the expanded mining permit and following the completion of the SJG Open-Pit expansion as well as through its recent acquisition of the Mujin Gold Project.

As at the date of this MD&A, other than as described herein and in the Financial Report, the Company has no other arrangements for sources of financing.

In management's view, given the nature of the Company's operations, which consists of exploration, mining and evaluation of mining properties, the most relevant financial information relates primarily to current liquidity, solvency, and planned property expenditures. The Company's financial success will be dependent upon the extent to which it can discover mineralization and the economic viability of developing its properties. Such development may take years to complete and the amount of resulting income, if any, is difficult to determine. The sales value of any minerals discovered by the Company is largely dependent upon factors beyond the Company's control, including the market value of the metals to be produced.

**Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025**

OUTSTANDING SHARE DATA AS AT THE DATE OF THIS MD&A

Authorized: an unlimited number of common shares without par value.	Common shares issued and outstanding	Stock options
Outstanding at December 31, 2025 and at the date of this MD&A	1,042,664,381	26,500,000

TRANSACTIONS WITH RELATED PARTIES

Related party transactions

The Company incurred the following related party transactions during the three months and years ended December 31, 2025 and 2024:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Consulting fees charged by companies controlled by directors and officers of the Company - include key management personnel compensation	\$ 306,478	\$ 290,117	\$ 1,000,467	\$ 1,028,756
Share-based compensation	(52,462)	-	746,320	-
	\$ 254,016	\$ 290,117	\$ 1,746,787	\$ 1,028,756

Compensation of key management personnel

The remuneration of directors and other members of key management personnel, which are included in the amounts disclosed above, were as follows:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Salaries and management fees	\$ 224,314	\$ 216,581	\$ 896,301	\$ 780,851
Director fees	48,883	43,412	191,867	157,482
Share-based compensation	(280,320)	-	1,110,617	-
	\$ (7,123)	\$ 259,993	\$ 2,198,785	\$ 938,333

Key management included the Company's directors, executive officers, and senior management. These transactions occurred in the normal course of operations and are measured at their exchange amounts, which is the amount of consideration established and agreed to by the parties.

NEW STANDARDS, INTERPRETATIONS AND AMENDMENTS ISSUED BUT NOT YET APPLIED

More detail on these new standards, interpretations, and amendments and future IFRS pronouncements are provided in Note 3 of the Company's Financial Report.

COMMITMENT AND CONTINGENCIES

Commitments and contingencies include principal and interest payments of Company's bank loans, expenditure commitments on its mineral properties, and future aggregate minimum operating lease payments required under the operating leases as described in the Notes 15, 16, 17 and 18 to the Financial Report.

OFF-BALANCE SHEET ARRANGEMENTS

The Company from time to time enters into various off-balance sheet arrangements in the ordinary course of business. At December 31, 2025, the Company does not have any off-balance sheet arrangements.

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

Financial instruments

Financial assets are recognized at fair value and are subsequently classified and measured at: (i) amortized cost; (ii) fair value through other comprehensive income ("FVOCI"); or (iii) fair value through profit or loss ("FVTPL"). The classification of financial assets is generally based on the business model in which a financial asset is managed and its

Majestic Gold Corp. Management's Discussion and Analysis For The Year Ended December 31, 2025

contractual cash flow characteristics. A financial asset is measured at fair value net of transaction costs that are directly attributable to its acquisition except for financial assets at FVTPL where transaction costs are expensed. All financial assets not classified and measured at amortized cost or FVOCI are measured at FVTPL. Equity instrument that is not held for trading, the Company may irrevocably elect to present subsequent changes in the investment's fair value in other comprehensive income. The Company classifies its cash, cash equivalents, receivables, and reclamation deposits at amortized cost. The Company classifies its investment as FVOCI.

The Company derecognizes financial assets only when the contractual rights to cash flows from the financial assets expire, or when it transfers the financial assets and substantially all of the associated risks and rewards of ownership to another entity.

Impairment of financial assets

IFRS 9 uses the expected credit loss ("ECL") model. The credit loss model groups receivables based on similar credit risk characteristics and days past due in order to estimate bad debts. The ECL model applies to the Company's receivables.

An 'expected credit loss' impairment model applies which requires a loss allowance to be recognized based on expected credit losses. The estimated present value of future cash flows associated with the asset is determined and an impairment loss is recognized for the difference between this amount and the carrying amount as follows: the carrying amount of the asset is reduced to estimated present value of the future cash flows associated with the asset, discounted at the financial asset's original effective interest rate, either directly or through the use of an allowance account and the resulting loss is recognized in profit or loss for the period.

In a subsequent period, if the amount of the impairment loss related to financial assets measured at amortized cost decreases, the previously recognized impairment loss is reversed through profit or loss to the extent that the carrying amount of the investment at the date the impairment is reversed, but not exceeding what the amortized cost would have been had the impairment not been recognized.

Financial liabilities

Financial liabilities are designated as either: (i) fair value through profit or loss; or (ii) amortized cost. All financial liabilities are classified and subsequently measured at amortized cost except for financial liabilities at FVTPL. The classification determines the method by which the financial liabilities are carried on the statement of financial position subsequent to inception and how changes in value are recorded. The Company classifies its accounts payable, loans payable and other long-term liabilities at amortized cost.

The Company derecognizes a financial liability when its contractual obligations are discharged or cancelled or expire. The Company also derecognizes a financial liability when the terms of the liability are modified such that the terms and / or cash flows of the modified instrument are substantially different, in which case a new financial liability based on the modified terms is recognized at fair value. Gains and losses on derecognition are generally recognized in profit or loss.

Fair value

The Company provides disclosures that enable users to evaluate (a) the significance of financial instruments for the entity's financial position and performance; and (b) the nature and extent of risks arising from financial instruments to which the entity is exposed during the period and at the date of the statement of financial position, and how the entity manages these risks. The Company provides information about its financial instruments measured at fair value at one of three levels according to the relative reliability of the inputs used to estimate the fair value:

Level 1 – quoted prices (unadjusted) in active markets for identical assets or liabilities;

Level 2 – inputs other than quoted prices included in Level 1 that are observable for the asset or liability, either directly (i.e.: as prices) or indirectly (i.e.: derived from prices); and

Level 3 – inputs for the asset or liability that are not based on observable market data (unobservable inputs).

Cash and cash equivalents and investment is measured using Level 1 inputs

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

Financial assets	Level	December 31, 2025		December 31, 2024	
Cash	1	\$	167,097,897	\$	100,738,547
Reclamation deposits	1		4,944,719		2,909,043
Investment	1		1,094,400		173,750
Receivables ⁽¹⁾	2		2,393,400		1,567,003
Other long-term assets	2		330,071		36,882
Total		\$	175,860,487	\$	105,425,225

⁽¹⁾ Receivables exclude sales and income tax receivables.

Financial liabilities	Level	December 31, 2025		December 31, 2024	
Accounts payable	2	\$	12,191,387	\$	5,356,875
Interest-bearing bank borrowings	2		37,736,504		-
Other long-term liabilities	2		12,044,670		3,592,794
Total		\$	61,972,561	\$	8,949,669

Risk Management

Credit Risk

Credit risk is the risk that one party to a financial instrument will fail to discharge an obligation and cause the other party to incur a financial loss. The Company's primary exposure to credit risk is on its cash and cash equivalents, receivables and reclamation deposits held in bank accounts. The majority of the Company's cash is held on deposit with major banks in Canada and China. The credit risk associated with cash held in Canada is reduced by management ensuring that the Company uses a major Canadian financial institution with strong investment grade ratings by a primary ratings agency. The credit risk associated with cash held in China is reduced, but not fully mitigated, by management using a financial institution that is operated by the Government of China. The Company is also exposed to credit risk in respect to its receivables. In order to minimize the credit risk with regards to receivables, the Company reviews the recoverable amount of each individual receivable periodically and with management also having monitoring procedures to ensure the follow-up action is taken to recover overdue receivables.

Liquidity Risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due. The Company plans to ensure that there is sufficient capital in order to meet short-term business requirements, after taking into account the Company's holdings of cash. The Company's cash is invested in interest bearing accounts which are available on demand. Management believes the Company has sufficient cash on hand to finance operations for the next twelve months. The Company's accounts payable and accrued liabilities are generally due on demand. The maturity of the Company's loans are disclosed in Notes 15 and 17 for the financial statements.

The following table summarizes the undiscounted amount of the remaining contractual maturities of the Company's financial liabilities.

	December 31, 2025				December 31, 2024	
	Within a year	2-5 years	Over five years	Total	Total	
Accounts payable and accrued liabilities	\$ 12,191,387	\$ -	\$ -	\$ 12,191,387	\$	5,356,875
Loans	26,956,570	8,009,902	2,770,032	37,736,504		-
Other long-term liabilities	2,692,270	7,000,872	4,411,654	14,104,796		3,953,688
Total	\$ 41,840,227	\$ 15,010,774	\$ 7,181,686	\$ 64,032,687	\$	9,310,563

Industry Risk

The Company is a mining company with a property and mining operations in China. Its mining activities involve numerous inherent risks. The Company is subject to various financial, equities markets, operational and political risks that could significantly affect its operations and cash flows. These risks include changes in local laws affecting the mining industry, a decline in the price of commodities, uncertainties inherent in estimating mineral resources and fluctuations in the foreign currencies against the US dollar. The Company does not use derivatives or hedging to mitigate the risk of changes in the price of gold or currency fluctuations.

Majestic Gold Corp. Management's Discussion and Analysis For The Year Ended December 31, 2025

The Company's business is highly dependent on the price of gold and venture capital markets, which are impacted by volatility factors the Company cannot control. A decrease in the price of gold could adversely affect the Company's financial condition, results of operations and cash flows. Lower gold prices may result in asset impairment, write-downs of mineral property carrying values and limitations in access to capital.

The Company operates in China and is exposed to the laws governing the mining industry in China. The Chinese government is currently supportive of the mining industry but there is uncertainty in future changes to government policies and regulations including taxation, repatriation of profits, restrictions on production, export controls, environmental compliance, and expropriation. These factors could adversely affect the Company's exploration efforts and production plans.

The Company's properties are located in an area that can experience severe winter weather conditions which could adversely affect mining operations. In addition, the Company is subject to changes in environmental laws and regulations that may result in unexpected costs.

Market Risk

The significant market risks to which the Company is exposed are interest rate risk, currency risk and other commodity price risk. These are discussed further below:

Interest Rate Risk

Interest rate risk is the risk that future cash flows will fluctuate as a result of changes in market interest rates. The Company's cash consists of cash and reclamation deposits held in bank accounts that earn interest at variable interest rates. The Company's loans payable accrues interest at fixed rates. Due to the short-term nature of these financial instruments, fluctuations in market rates do not have a significant impact on the estimated fair value as of December 31, 2025.

Foreign exchange risk

The Company reports its financial statements in USD. The functional currency of the Company is CAD, the functional currency of all intermediate holding companies is HKD and the functional currency of its Chinese subsidiary is RMB. The Company is exposed to foreign exchange risk when the Company undertakes transactions and holds assets and liabilities in currencies other than its functional currencies.

DIRECTORS

Certain directors of the Company are also directors, officers and/or shareholders of other companies that are similarly engaged in the business of acquiring, developing, and exploring mineral properties. Such associations may give rise to conflicts of interest from time to time. The directors of the Company are required to act in good faith with a view to the best interests of the Company and to disclose any interest, which they may have, in any project opportunity of the Company. If a conflict of interest arises at a meeting of the board of directors, any directors in a conflict will disclose their interests and abstain from voting in such matters. In determining whether or not the Company will participate in any project or opportunity, the directors will primarily consider the degree of risk to which the Company may be exposed and its financial position at the time.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL INFORMATION

The Company's financial statements and the other financial information included in this management report are the responsibility of the Company's management, and have been examined and approved by the Audit Committee of the Board of Directors. The financial statements were prepared by management in accordance with IFRS and include certain amounts based on management's best estimates using careful judgment. The selection of accounting principles and methods is management's responsibility.

Management recognizes its responsibility for conducting the Company's affairs in a manner to comply with the requirements of applicable laws and established financial standards and principles, and for maintaining proper standards of conduct in its activities.

The Board of Directors supervises the financial statements and other financial information through its audit committee, which is comprised of a majority of independent directors.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

RISKS AND UNCERTAINTIES

The Company's operations are subject to a number of risks and uncertainties that may materially affect its business, financial condition and results of operations. These include, but are not limited to:

- fluctuations in gold prices;
- operational and safety risks associated with mining activities, including temporary suspensions;
- regulatory and permitting risks in China;
- risks related to the integration, performance and cost structure of the Mujin Gold Project; and
- financial risks, including credit risk, liquidity risk, interest rate risk and foreign exchange risk, as described under the "Financial Instruments and Risk Management" section of this MD&A.

ADDITIONAL NON-IFRS FINANCIAL MEASURES

The Company has included additional financial performance measures in this MD&A, such as cash flows from operating activities, excluding changes in non-cash working capital, adjusted EBITDA, total cash costs, total production costs and AISC. The Company reports total cash costs, production costs, and AISC on a per gold ounce sold basis. In the gold mining industry, this is a common performance measure but does not have any standardized meaning. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

"Cash flows from operating activities, excluding changes in non-cash working capital" is calculated by excluding changes in non-cash working capital. The Company presents cash flows from operating activities excluding changes in non-cash working capital, as it believes that certain investors use this information to evaluate the Company's performance in comparison to other companies in the precious metals mining industry that present results on a similar basis.

"Adjusted EBITDA" represents earnings before interest (including non-cash accretion of financial obligations), income taxes and depreciation and depletion ("EBITDA"), adjusted to exclude impairment charges, allowance for doubtful accounts, gains or losses on asset dispositions, share-based compensation, gains/losses on financial instruments and foreign exchange gains/losses.

"Total cash costs per ounce" is calculated from operation's cash costs, which include resource taxes, and dividing the sum by the number of gold ounces sold. Operations cash costs include mining, milling, smelter and other direct costs.

"Total production costs per ounce" are calculated by adding depreciation and depletion to total cash costs and dividing the sum by the number of ounces of gold sold.

"All-in sustaining cash costs per ounce" ("AISC") is a performance measure that reflects the expenditures that are required to produce an ounce of gold from current operations. While there is no standardized meaning of the measure across the industry, the Company's definition is derived from the definition, as set out by the World Gold Council in its guidance dated November 16, 2018, respectively. The World Gold Council is a non-regulatory, non-profit organization established in 1987 whose members include global senior mining companies. The Company believes that this measure is useful to external users in assessing operating performance and the ability to generate free cash flow from operations. Majestic defines AISC as the sum of Total Cash Costs per ounce and adds the sum of G&A, share-based compensation, sustaining capital expenditures and certain exploration and evaluation costs, all divided by the number of ounces sold. As this measure seeks to reflect the full cost of gold production from current operations, new project capital is not included in the calculation of all-in sustaining costs per ounce. Additionally, certain other cash expenditures, including income tax payments and financing costs, are not included.

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

The following table provides the computation of cash flows from operating activities, excluding changes in non-cash working capital for the three months and years ended December 31, 2025 and 2024:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Cash provided from operating activities	\$ 13,344,465	\$ 9,267,545	\$ 30,908,349	\$ 28,527,490
Less:				
Changes in non-cash working capital	2,427,494	1,814,456	(4,468,244)	(1,434,428)
Cash provided from operating activities, excluding changes in non-cash working capital	\$ 10,916,971	\$ 7,453,089	\$ 35,376,593	\$ 29,961,918

The following table provides details of the primary components of adjusted EBITDA for the three months and years ended December 31, 2025 and 2024:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Revenue	\$ 25,589,472	\$ 18,986,481	\$ 89,253,722	\$ 70,952,304
Cost of sales, net of depreciation and depletion	(8,547,011)	(6,405,372)	(32,064,723)	(25,131,211)
G&A, net of depreciation	(3,956,393)	(2,977,802)	(10,460,543)	(7,515,337)
Suspension costs, net of depreciation	(306,116)	-	(1,246,362)	-
Adjusted EBITDA	\$ 12,779,952	\$ 9,603,307	\$ 45,482,094	\$ 38,305,756

The following table provides a reconciliation of adjusted EBITDA to the consolidated financial statements for the three months and years ended December 31, 2025 and 2024:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Net Income	\$ 3,093,631	\$ 3,682,534	\$ 18,317,423	\$ 20,545,152
Depreciation and depletion	2,833,565	3,950,402	10,463,635	9,927,821
Exploration and evaluation expenditures	15,343	615,769	27,351	791,698
Finance income, net of finance expenses	(112,772)	(492,759)	(628,384)	(2,161,770)
Foreign exchange (gain) loss	14,235	(530,470)	71,624	(397,350)
(Gain) Loss on sale of assets	1,503,847	(1,655)	1,503,847	(1,655)
Other (income) expenses	(85,999)	176,215	148,358	176,215
Income tax expense	5,167,934	2,203,271	13,792,278	9,425,645
Share-based compensation	350,168	-	1,785,962	-
Adjusted EBITDA	\$ 12,779,952	\$ 9,603,307	\$ 45,482,094	\$ 38,305,756

The following table reconciles sustaining capital expenditures to the Company's total additions as reported in the consolidated statements of cash flows for the three months and years ended December 31, 2025 and 2024:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Additions to property, plant and equipment				
SJG Project	\$ 2,658,107	\$ 1,696,746	\$ 5,939,189	\$ 7,396,429
Mujin Gold Project	7,657,130	-	13,354,693	-
Sustaining capital	26,872	722,060	470,434	841,676
	\$ 10,342,109	\$ 2,418,806	\$ 19,764,316	\$ 8,238,105

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

The following tables provide reconciliation to the consolidated financial statements of total cash costs per ounce, and total production costs per ounce as disclosed in this MD&A to the consolidated financial statements for the three months and years ended December 31, 2025 and 2024:

	Three months ended December 31,		Year ended December 31,	
	2025	2024	2025	2024
Gold sold (ozs)	6,441	7,107	26,840	29,363
Total cash costs per ounce				
Mining and Milling fees	\$ 7,528,932	\$ 5,581,342	\$ 27,421,330	\$ 20,193,209
Smelting costs	387,309	439,572	1,625,834	1,727,986
Resource taxes	1,049,752	702,835	3,657,276	2,855,801
Other direct costs	-	58,312	-	58,312
Changes in ending gold concentrate inventory	(418,982)	(376,689)	(639,717)	295,903
Total cash costs	\$ 8,547,011	\$ 6,405,372	\$ 32,064,723	\$ 25,131,211
Per ounce sold	\$ 1,327	\$ 901	\$ 1,195	\$ 856
Total production costs per ounce				
Total cash costs	\$ 8,547,011	\$ 6,405,372	\$ 32,064,723	\$ 25,131,211
Depreciation and depletion	2,508,702	3,775,729	9,619,877	9,458,015
Total production costs	\$ 11,055,713	\$ 10,181,101	\$ 41,684,600	\$ 34,589,226
Per ounce sold	\$ 1,716	\$ 1,433	\$ 1,553	\$ 1,178
All-in sustaining costs per ounce				
Total cash costs	\$ 8,547,011	\$ 6,405,372	\$ 32,064,723	\$ 25,131,211
G&A, net of depreciation, R&D and financial	3,554,383	1,620,714	8,722,944	5,177,795
Suspension costs, net of depreciation	306,116	-	1,246,362	-
Sustaining capital expenditures ⁽¹⁾	26,872	722,060	470,434	841,676
All-in sustaining costs	\$ 12,434,382	\$ 8,748,146	\$ 42,504,463	\$ 31,150,682
Per ounce sold	\$ 1,931	\$ 1,231	\$ 1,584	\$ 1,061

(1) Sustaining capital expenditures are defined those expenditures which do not increase annual gold ounce production and excludes certain expenditures at the Company's operations which are deemed expansionary in nature. Capital expenditures include unpaid capital expenditures incurred in the period.

FORWARD-LOOKING STATEMENTS

This MD&A contains or incorporates by reference "forward-looking statements" within the meaning of applicable Canadian securities legislation. Except for statements of historical fact relating to the Company, information contained herein constitutes forward-looking statements, including any information as to the Company's strategy, plans or future financial or operating performance. Forward-looking statements are characterized by words such as "plan", "expect", "budget", "target", "project", "intend", "believe", "anticipate", "estimate" and other similar words, or statements that certain events or conditions "may" or "will" occur. Forward-looking statements are based on the opinions, assumptions and estimates of management considered reasonable at the date the statements are made, and are inherently subject to a variety of risks and uncertainties and other known and unknown factors that could cause actual events or results to differ materially from those projected in the forward-looking statements. These factors include the impact of general business and economic conditions, global liquidity and credit availability on the timing of cash flows and the values of assets and liabilities based on projected future conditions, fluctuating gold prices, currency exchange rates, possible variations in ore grade or recovery rates, changes in accounting policies, changes in the Company's corporate resources, changes in project parameters as plans continue to be refined, changes in project development, construction, production and commissioning time frames, risk related to joint venture operations, the possibility of project cost overruns or unanticipated costs and expenses, higher prices for fuel, steel, power, labor and other consumables contributing to higher costs and general risks of the mining industry, failure of plant, equipment or processes to operate as anticipated, unexpected changes in mine life, unanticipated results of future studies, seasonality and unanticipated weather changes, costs and timing of the development of new deposits, success of exploration activities, permitting time lines, government regulation of mining operations, environmental risks, unanticipated reclamation expenses, title disputes or claims, limitations on insurance coverage and timing and possible outcome of pending litigation and labour disputes, as well as those risk factors discussed or referred to in the Company's Management's Discussion and Analysis for the year ended December 31, 2025, filed with the applicable securities regulatory authorities and available at SEDAR www.sedarplus.ca. Although the Company has attempted to identify important factors that could cause actual actions,

Majestic Gold Corp.
Management's Discussion and Analysis
For The Year Ended December 31, 2025

events, or results to differ materially from those described in forward-looking statements, there may be other factors that cause actions, events or results not to be anticipated, estimated, or intended. There can be no assurance that forward-looking statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. The Company undertakes no obligation to update forward-looking statements if circumstances or management's estimates, assumptions or opinions should change, except as required by applicable law. The reader is cautioned not to place undue reliance on forward-looking statements. The forward-looking information contained herein is presented for the purpose of assisting investors in understanding the Company's expected financial and operational performance and results as at and for the periods ended on the dates presented in the Company's plans and objectives, and may not be appropriate for other purposes.