



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

FOR THE SIX MONTHS ENDED JUNE 30, 2026

(Expressed in US dollars)

Majestic Gold Corp.
Management's Discussion and Analysis
For The Six Months Ended June 30, 2026

INTRODUCTION

The following Management Discussion and Analysis ("MD&A") dated August 30, 2026, discusses the financial condition and results of operations of Majestic Gold Corp. (TSX-V: MJS) ("Majestic" or "the Company") for the six months ended June 30, 2026. This MD&A should be read in conjunction with the Company's accompanying unaudited condensed consolidated interim financial statements for the six months ended June 30, 2026 and the audited consolidated financial statements and related notes 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 unaudited condensed consolidated financial statements for the six months ended June 30, 2026, 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 June 30, 2026, 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 also holds exploration properties in China and Canada.

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.

FINANCIAL AND OPERATIONAL HIGHLIGHTS

Six months ended June 30, 2026 and to the date of this MD&A

- **Revenue** was \$52.7 million, a 23.2% increase over the \$42.7 million in revenue for the FY2025 comparative period;
- **Gross profit** from mining operations was \$31.8 million, a 44% increase over the \$22.1 million in gross profit for the FY2025 comparative period;
- **Net income** was \$12.6 million, a 25.5% increase over the \$10.1 million in net income for the FY2025 comparative period;
- **Gold production** was 12,027 ounces, a 24.3% decrease over the 15,879 ounces produced for the FY2025 comparative period. Production during the current period was impacted by a temporary Yantai-wide suspension of mining operations in February 2026 following an accident at an unrelated third-party mine. Operations at both the Songjiagou Gold Project and Mujin Gold Project passed the required safety inspections by the end of March 2026, with production resuming thereafter, and the Company continues to focus on operational optimization and growth initiatives.
- **Cash flow from operating activities** remained positive at \$20.1 million, a 67.5% increase over the \$12 million for the FY2025 comparative period;
- **Strong financial position** at June 30, 2026. The Company had cash and cash equivalents of \$215.3 million (FYE2025 - \$167.1 million) and working capital of \$167 million (FYE2025 - \$117.3 million);
- **Adjusted EBITDA** was \$27.8 million, compared to \$22.1 million for the same period in FY2025. For EBITDA computation details, refer to pages 20-22 of the MD&A for this Non-IFRS financial measure;
- **Total cash costs and all-in sustaining costs ("AISC")** were \$1,415 per ounce and \$2,167 per ounce, compared to \$1,135 per ounce and \$1,394 per ounce for the same period in FY2025. For AISC computation details, refer to pages 20-22 of the MD&A for this Non-IFRS financial measure;

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- On June 30, 2026, the Company closed the Private Placement for aggregate gross proceeds of C\$49,234,099.98 through the issuance of 378,723,846 common shares at C\$0.13 per share. The financing strengthened the Company's financial position and provides additional flexibility to pursue strategic investments, acquisitions, joint ventures and development opportunities, including opportunities outside China;
- On July 5, 2026, the Company entered into an Investor Agreement with GoldStone Resources Limited ("GoldStone Resources"), a Jersey-incorporated company listed on the Alternative Investment Market of the London Stock Exchange. Pursuant to the Investor Agreement, Persistence agreed to acquire 351,594,899 ordinary shares of GoldStone Resources at a price of £0.01 per share, representing a total consideration of £3,515,948.99 and approximately 20.96% equity interest in GoldStone Resources;
- On August 26, 2026, the Company announced the proposed disposal of Persistence Gold Group Ltd.'s entire indirect 52% equity interest in Yantai Mujin, together with related shareholder loans, for aggregate consideration of approximately RMB174.0 million (US\$25.9 million); and
- On August 30, 2026, the Board of Directors of the Company declared a special cash dividend of C\$0.0055 per common share, representing an aggregate distribution of approximately C\$7.8 million, payable to holders of the Company's common shares of record as of September 16, 2026. The dividend is expected to be paid on October 9, 2026. The dividend is expected to be funded from the proceeds of a dividend to be received by the Company from its subsidiary, Persistence Gold Group Ltd.

OUTLOOK

- Following a temporary Yantai-wide suspension of mining operations in February 2026 resulting from an accident at an unrelated third-party mine, the Company successfully resumed operations at both the Songjiagou Gold Project and Mujin Gold Project during March 2026 and continues to focus on operational optimization and growth initiatives.
- At the Songjiagou Gold Project, management expects production to benefit from the completion of the open-pit expansion program. The Company continues to process blended ore, including lower-grade material recovered during the expansion activities, and remains focused on improving mining efficiencies, grade control and overall operating performance. The Company is also continuing remediation work relating to the crack development hazard identified on the northwest slope of the Songjiagou Open-Pit Mine in accordance with applicable regulatory requirements.
- On August 26, 2026, the Company announced the proposed disposal of Persistence group's entire indirect 52% equity interest in Yantai Mujin, together with related shareholder loans, for aggregate consideration of approximately RMB174.0 million (US\$25.9 million). See "Proposed Disposal of Mujin Gold Project" below.
- The Company remains in a strong financial position with cash and cash equivalents of approximately \$215.3 million and working capital of approximately \$167 million as at June 30, 2026. This financial strength provides the Company with flexibility to fund ongoing operations, capital expenditures, development initiatives and strategic growth opportunities.
- The Company continues to evaluate acquisition, investment and joint venture opportunities that complement its existing operations and support long-term growth. Management remains focused on identifying opportunities that can enhance shareholder value through increased production, mineral resources, reserves and geographic diversification.
- On June 30, 2026, the Company closed the Private Placement for aggregate gross proceeds of C\$49,234,099.98 through the issuance of 378,723,846 common shares at C\$0.13 per share. The financing strengthened the Company's financial position and provides additional flexibility to pursue strategic investments, acquisitions, joint ventures and development opportunities, including opportunities outside China

PROPOSED DISPOSAL OF MUJIN GOLD PROJECT

On August 26, 2026, the Company announced that its 58.75%-owned subsidiary, Persistence Gold Group Ltd. ("Persistence"), together with a wholly-owned subsidiary of Persistence, entered into equity transfer agreements for the proposed disposal of Persistence group's entire indirect 52% equity interest in Yantai City Mujin Mining Company Limited ("Yantai Mujin"), together with related shareholder loans, for aggregate consideration of approximately RMB174.0 million (US\$25.9 million).

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The aggregate consideration comprises approximately RMB106.6 million (US\$15.9 million) attributable to the equity interests in Yantai Mujin and approximately RMB67.4 million (US\$10.0 million) attributable to the repayment or assignment of related shareholder loans.

In assessing the consideration attributable to the equity interest, the Company considered an independent valuation of Yantai Mujin prepared by Masterpiece Valuation Advisory Limited with a valuation date of March 31, 2026. The independent valuation determined the fair value of 100% of the equity of Yantai Mujin to be approximately RMB205.0 million. On a pro rata basis, the fair value attributable to the 52% equity interest held by Persistence and its subsidiaries was approximately RMB106.6 million, which corresponds with the consideration payable for the equity interest under the proposed disposal. The additional approximately RMB67.4 million to be received in connection with the proposed disposal relates to the repayment or assignment of shareholder loans and is separate from the consideration attributable to the equity interest.

The proposed disposal followed a review by management of the operating performance, capital requirements and strategic fit of the Mujin Gold Project. Since the acquisition of Yantai Mujin in February 2025, the Company has encountered operational challenges at the DGZ Mine, including a higher cost profile relative to the Company's Songjiagou operations, production interruptions and challenges in achieving mined and processed grades consistent with the grades reflected in the mineral reserve estimates contained in the independent technical report for the Mujin Gold Project dated June 30, 2024 (the "Mujin Report").

The Mujin Report estimates probable mineral reserves at the DGZ Mine of approximately 1.3 million tonnes grading 3.8 g/t gold. Mineral reserve grades are estimates and are not forecasts of the grade that will necessarily be achieved during any particular operating period.

For the ten months from the Company's acquisition of Yantai Mujin through December 31, 2025, the DGZ Mine processed approximately 57,947 tonnes of ore at an average grade of 1.49 g/t and produced 2,701 ounces of gold. 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.

For the six months ended June 30, 2026, the DGZ Mine processed 9,906 tonnes of ore at an average grade of 1.62 g/t and produced 506 ounces of gold. Production during the period was adversely affected by the temporary suspension of operations at the DGZ Mine.

The Mujin Gold Project has also experienced a higher cost profile than the Company's Songjiagou operations. For the ten months ended December 31, 2025 following the acquisition, Mujin's cash costs and production costs were \$1,888 and \$2,263 per ounce, respectively. During the same fiscal year, cash costs and production costs at the Songjiagou Gold Project were \$1,123 and \$1,480 per ounce, respectively. During the fourth quarter of FY2025, Mujin's cash costs and production costs increased to \$2,717 and \$3,258 per ounce, respectively.

This higher cost profile continued into FY2026. For the six months ended June 30, 2026, Mujin's cash costs and production costs were \$4,578 and \$5,705 per ounce, respectively, compared with \$1,276 and \$1,688 per ounce, respectively, at the Songjiagou Gold Project. The increase in Mujin's unit costs during the current period was also affected by the temporary suspension of operations and resulting lower production volumes. Since the acquisition, the Company has focused on improving the DGZ Mine's operating performance, including reducing cash costs and improving grade control.

In evaluating the proposed disposal, management considered the historical and current operating performance of the Mujin Gold Project, including its higher production costs relative to the Company's other mining operations, the grades achieved to date, production levels, operational interruptions and the ongoing capital and development requirements associated with the project. The Company has continued to incur development expenditures relating to the DGZ, CH and HH mines during the six months ended June 30, 2026.

Management believes the proposed disposal provides an opportunity to realize value from the Company's investment in Yantai Mujin while reducing the Company's exposure to the operational, development and execution risks associated with the Mujin Gold Project. The proposed disposal is also expected to enhance the Company's financial flexibility and allow management and capital resources to be directed toward other strategic growth opportunities, including

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acquisitions, investments and joint ventures that support the Company's objectives of increasing production and mineral resources and achieving greater geographic diversification.

The Company remains in a strong financial position, with cash and cash equivalents of approximately \$215.3 million and working capital of approximately \$167.0 million as at June 30, 2026. Accordingly, the proposed disposal is not being undertaken as a result of a need to address short-term liquidity requirements, but rather forms part of the Company's broader assessment of capital allocation, operating performance, risk and strategic growth opportunities.

The agreements relating to the proposed disposal were entered into subsequent to June 30, 2026 and, accordingly, no gain or loss relating to the proposed disposal has been recognized in the Company's condensed consolidated interim financial statements for the six months ended June 30, 2026.

SONGJIAGOU GOLD PROJECT

MINERAL RESERVES AND MINERAL RESOURCES UPDATE

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

The SJG Report is available on the Company's website at www.majesticgold.com and www.sedarplus.ca. The SJG Report includes a resource estimate of Indicated and Inferred Resources, as well as probable Reserves at Songjiagou Gold Project as of June 30, 2023, which 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.

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 that was granted on February 18, 2016, was renewed on February 18, 2021 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.

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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.

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

The Mujin Report includes a resource estimate of Indicated and Inferred Resources as well as probable Reserves at Mujin Gold Project as of June 30, 2024 which 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.

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.

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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 six months ended June 30, 2026 relative to the prior-year period, refer to the "Operating Results" sections 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 six months ended June 30, 2026, Majestic's average realized gold price per ounce was \$4,555, compared to the average global gold price of \$4,690 per ounce for the same period.

CONSOLIDATED FINANCIAL AND OPERATIONAL HIGHLIGHTS

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Operating results				
Gold produced (ozs)	6,751	7,649	12,027	15,879
Gold realized net of smelting fees (ozs)	6,174	6,956	10,973	14,341
Gold sold (ozs)	6,292	7,309	11,235	14,288
Average realized gold price (\$/oz sold)	\$ 4,452	\$ 3,143	\$ 4,555	\$ 2,959
Total cash costs (\$/oz sold) ⁽¹⁾	1,618	1,271	1,415	1,135
All-in sustaining costs (\$/oz sold) ⁽¹⁾	2,303	1,584	2,167	1,394
Financial results				
Revenue	\$ 29,104,663	\$ 23,259,089	\$ 52,657,009	\$ 42,740,044
Gross profit ⁽²⁾	15,884,158	11,741,801	31,785,593	22,072,772
Adjusted EBITDA ⁽¹⁾	14,336,657	11,307,015	27,758,634	22,075,532
Net income	5,670,267	3,952,872	12,623,249	10,060,666
Net income attributable to shareholders	1,368,215	1,148,585	4,323,031	4,199,279
Basic and diluted income per share	0.00	0.00	0.00	0.00

(1) See "Additional Non-IFRS Financial Measures" on pages 20-22.

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

OPERATING RESULTS

Gold ounces produced for the six months ended June 30, 2026 were lower compared to the same period in FY2025 primarily due to the suspension of operation at both SJG Mine and DGZ Mine. For the six months ended June 30, 2026, the Company incurred approximately \$2.3 million of suspension-related costs, including approximately \$0.3 million of non-cash depreciation, which were recorded separately from cost of sales.

FINANCIAL RESULTS

Revenue for the six months ended June 30, 2026 was \$52.7 million, compared to \$42.7 million for the same period in FY2025. Revenue includes gold sales revenue and revenue from sulfur sales.

For the three months ended June 30, 2026, revenue was \$29.1 million compared to \$23.3 million for the corresponding period in 2025. Gross profit was \$15.9 million compared to \$11.7 million, while net income was \$5.7 million compared to \$4.0 million for the comparative period. The improvement in financial results primarily reflected higher realized gold prices, partially offset by lower gold production and higher operating costs.

Gold revenue for the six months ended June 30, 2026 was \$51.2 million, from the sale of 11,235 ounces, at an average realized gold price of \$4,555 per ounce, compared to \$42.3 million for the FY2025 comparative period, from the sale of 14,288 ounces, at an average realized gold price of \$2,959 per ounce. The increase in gold revenue can primarily be

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attributed to the 53.9% increase in average realized gold sales price for the six months ended June 30, 2026, and partially offset by a 21.4% decrease in gold sold.

Sulfur sales revenue for the six months ended June 30, 2026 from the SJG Gold Project and DGZ Gold Mine was \$1,478,093 (FY2025 - \$457,810). 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 \$1,415 per ounce for the six months ended June 30, 2026, compared to \$1,135 for the FY2025 comparative period. Although total cash costs decreased slightly, cash costs per ounce increased primarily due to the lower number of ounces sold, together with higher resource taxes associated with higher realized gold prices and the higher cost profile of the Mujin operations

Gross profit for the six months ended June 30, 2026 was \$31.8 million, (FY2025 - \$22.1M). The increase in gross profit can be primarily attributed to the 53.9% increase in the average realized gold price for the six months ended June 30, 2026.

Net income for the six months ended June 30, 2026 was \$12.6 million, (FY2025 - \$10.1M). For the six months ended June 30, 2026, adjusted EBITDA was \$27.8 million, (FY2025 - \$22.1M). The increase in net income and adjusted EBITDA for the six months ended June 30, 2026 can primarily be attributed to the increase in the average realized gold price.

SJG GOLD PROJECT OPERATIONS

Gold Production

	Three months ended June 30,		Six months ended June 30,	
(Ounces)	2026	2025	2026	2025
Songjiagou Operations				
SJG Open-Pit Mine	5,548	5,651	9,996	12,477
SJG Underground Mine	1,024	947	1,525	1,632
Total	6,572	6,598	11,521	14,109

Gold production was 11,521 ounces for the six months ended June 30, 2026, generated from 879,670 tonnes of ore processed with an average grade of 0.44 g/t and a 94% recovery rate, compared to 14,109 ounces produced, from 916,217 tonnes of ore processed with an average grade of 0.52 g/t and a 94% recovery rate, for the FY2025 comparative period.

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 during the six months ended June 30, 2026 by temporary mine closures and enhanced regulatory safety inspections.

Following the resumption of operations, the Yantai Emergency Management Bureau ("EMB") continued to conduct routine safety inspections at the Company's mining operations. During 2026, the EMB issued rectification requirements to Yantai Zhongjia and Yantai Mujin in connection with its ongoing safety supervision activities. As at the date of this MD&A, most of the matters identified through these inspections have been rectified and closed. The principal remaining rectification item at the Songjiagou Open-Pit Mine relates to the remediation of a crack development hazard on the northwest slope of the open pit. Yantai Zhongjia has completed the preliminary site investigation, equipment deployment and remediation planning, and remediation work is continuing in accordance with applicable regulatory requirements.

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Operating Results

A summary of SJG Gold Project Operations for the three months and six months ended June 30, 2026 and 2025 are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Operating Results				
<i>SJG Open-Pit Mine</i>				
Ore mined	499,375	449,124	883,350	860,928
Ore processed	480,542	435,837	845,456	882,514
Average grade (g/t)	0.39	0.44	0.40	0.48
Gold recovery rate	93%	93%	93%	94%
Gold produced (ozs)	5,548	5,651	9,996	12,477
Gold realized net of smelting fees (ozs)	5,069	5,113	9,105	11,234
<i>SJG Underground Mine</i>				
Ore mined	23,362	20,499	34,214	33,703
Ore processed	23,362	20,499	34,214	33,703
Average grade (g/t)	1.39	1.46	1.42	1.53
Gold recovery rate	98%	98%	98%	98%
Gold produced (ozs)	1,024	947	1,525	1,632
Gold realized net of smelting fees (ozs)	939	852	1,398	1,469
<i>Total SJG Project Operations</i>				
Ore mined	522,737	469,622	917,564	894,631
Ore processed	503,904	456,336	879,670	916,217
Average grade (g/t)	0.44	0.49	0.44	0.52
Mill recovery	94%	94%	94%	94%
Gold produced (ozs)	6,572	6,598	11,521	14,109
Gold realized net of smelting fees (ozs)	6,008	5,965	10,503	12,703

Financial Data

Revenue

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Gold				
Ounces sold	6,127	6,144	10,760	12,640
Average realized price (\$/oz)	\$ 4,510	\$ 3,332	\$ 4,656	\$ 3,067
Revenues				
Gold	\$ 27,629,772	\$ 20,471,954	\$ 50,101,242	\$ 38,760,905
Sulphur	1,071,935	258,360	1,431,091	427,121
	\$ 28,701,707	\$ 20,730,314	\$ 51,532,333	\$ 39,188,026

Gold revenue for the six months ended June 30, 2026 was \$50.1 million, from the sale of 10,760 ounces, at an average realized gold price of \$4,656 per ounce, compared to gold sales revenue of \$38.8 million for the FY2025 comparative period, from the sale of 12,640 ounces, at an average realized gold price of \$3,067 per ounce.

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Cost of Sales

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Ounces sold	6,127	6,144	10,760	12,640
Per ounce of gold sold ⁽¹⁾				
Cash costs	\$ 1,409	\$ 1,189	\$ 1,276	\$ 1,068
Production costs	1,861	1,509	1,688	1,392
Cost of Goods Sold				
Total cash costs	\$ 8,631,069	\$ 7,307,335	\$ 13,725,046	\$ 13,494,497
Total production costs	11,400,995	9,268,780	18,161,574	17,592,517

(1) See "Additional Non-IFRS Financial Measures" on pages 19-21.

Cash costs were \$1,276 per ounce for the six months ended June 30, 2026, (FY2025 - \$1,068). Production costs were \$1,688 per ounce for the six months ended June 30, 2026 (FY2025 - \$1,392).

MUJIN GOLD PROJECT OPERATIONS

Gold Production

	Three months ended June 30,		Six month	Four month
(Ounces)	2026	2025	ended June 30, 2026	ended June 30, 2025
Mujin Mining Operations				
DGZ Gold Mine	179	1,051	506	1,770
Total	179	1,051	506	1,770

Gold produced for the six months ended June 30, 2026 was 506 ounces, from 9,906 tonnes of ore processed with an average grade of 1.62 g/t and a 98% recovery rate, compared to 1,770 ounces produced from 38,610 tonnes of ore processed with an average grade of 1.47 g/t and a 98% recovery rate for the four months ended June 30, 2025. Lower production in the six months ended June 30, 2026, compared to the four months ended June 30, 2025, is primarily due to the suspension of operation at DGZ gold mine during the current period.

Operating Results

A summary of Mujin Project Operations for the three months ended June 30, 2026 and 2025, and for the six months and four months ended June 30, 2026 and 2025 is as follows:

	Three months ended June 30,		Six month	Four month
	2026	2025	ended June 30, 2026	ended June 30, 2025
Mujin Mining Operating Results				
<i>DGZ Gold Mine</i>				
Ore mined	3,354	19,913	7,103	33,427
Ore processed	3,621	25,096	9,906	38,610
Average grade (g/t)	1.52	1.39	1.62	1.47
Gold recovery rate	98%	97%	98%	98%
Gold produced (ozs)	179	1,051	506	1,770
Gold realized net of smelting fees (ozs)	166	991	470	1,638

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Financial Data

Revenue

	Three months ended June 30,		Six month ended		Four month ended
	2026	2025	June 30, 2026	June 30, 2025	June 30, 2025
Gold					
Ounces sold	165	1,165	475		1,648
Average realized price (\$/oz)	\$ 2,299	\$ 2,144	\$ 2,269	\$ 2,269	\$ 2,137
Revenues					
Gold	\$ 379,282	\$ 2,498,086	\$ 1,077,674	\$ 1,077,674	\$ 3,521,329
Sulphur	23,674	30,689	47,002	47,002	30,689
	\$ 402,956	\$ 2,528,775	\$ 1,124,676	\$ 1,124,676	\$ 3,552,018

Gold revenue for the six months ended June 30, 2026 was \$1.1 million, from the sale of 475 ounces, at an average realized gold price of \$2,269 compared to \$3.5 million, from the sale of 1,648 ounces, at an average realized gold price of \$2,137 per ounce for the four months ended June 30, 2025. Gold revenue is lower for the six months ended June 30, 2026, compared to the four months ended June 30, 2025, primarily due to the suspension of mining operation in the current period, leading to the lower finished gold ounces available for sale.

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 all remaining gold sales contracts assumed in the acquisition to be settled before the end of FY2026.

Revenues also include sulfur sales of \$47,002 for the six months ended June 30, 2026 (FY2025 – \$30,689). The sulfur revenue is earned from the sale of sulfur recovered from gold concentrate during the smelting process.

Cost of Sales

	Three months ended June 30,		Six month ended		Four month ended
	2026	2025	June 30, 2026	June 30, 2025	June 30, 2025
Ounces sold	165	1,165	475		1,648
Per ounce of gold sold ⁽¹⁾					
Cash costs	\$ 9,402	\$ 1,704	\$ 4,578	\$ 4,578	\$ 1,652
Production costs	11,027	1,930	5,705	5,705	1,866
Cost of Goods Sold					
Total cash costs	\$ 1,551,401	\$ 1,984,597	\$ 2,174,595	\$ 2,174,595	\$ 2,722,911
Total production costs	1,819,510	2,248,508	2,709,842	2,709,842	3,074,755

Cash costs and production costs for the six months ended June 30, 2026 were \$4,578 and \$5,705 per ounce respectively, compared to \$1,652 and \$1,866 per ounce respectively for the four months ended June 30, 2025. Since the acquisition, the Company has now focused on improving the DGZ Mine's operational performance in lowering its cash cost per ounce and improving grade control of its mining operations as it integrates the mine into the Company's overall operations.

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General and Administrative Expenditures

The details of the changes in the consolidated general and administrative expenses ("G&A") for the three months and six months ended June 30, 2026 and 2025 are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Consulting fees	\$ 202,849	\$ 64,560	\$ 301,966	\$ 131,082
Financial advisory	3,441	43,762	3,441	48,465
Depreciation	168,596	172,282	347,124	313,481
Office and general	1,105,550	961,542	1,630,271	1,303,488
Professional fees	1,492,501	79,249	1,517,528	153,331
Research and development	359,137	534,152	671,027	942,189
Salaries, management and director fees	1,046,937	752,762	2,120,945	1,415,470
Shareholder communications	241,938	43,827	337,277	124,924
Travel	241,581	180,288	495,607	328,155
Total	\$ 4,862,530	\$ 2,832,424	\$ 7,425,186	\$ 4,760,585

The Company's G&A expenditures were \$7,425,186 for the six months ended June 30, 2026, an increase of 56% from \$4,760,585 for the FY2025 comparative period.

The significant variances for the six months ended June 30, 2026 and 2025 are as follows:

- Consulting fees for the six months ended June 30, 2026 were \$301,966 (FY2025 - \$131,082). The fees for the six months ended June 30, 2026 were higher primarily due to additional consulting fees incurred in connection with due diligence;
- Financial advisory fees for the six months ended June 30, 2026 were \$3,441 (FY2025 - \$48,465). The financial advisory fees for the comparative period were incurred in connection to due diligence work on the Mujin Gold Project, which the Company completed a 52% equity interest acquisition on February 28, 2025;
- Research and development expenditures the six months ended June 30, 2026 were \$671,027 (FY2025 - \$942,189). These costs are related to the Company's initiative in developing and implementing new technologies in its mining operations, with the expectation of improvement in areas of recovery rates, milling, and mining efficiencies and lowering the environmental impact of its milling and mining activities;
- Salaries, management, and director fees for the six months ended June 30, 2026 were \$2,120,945 (FY2025 - \$1,415,470). The increase in expenditures for the current period is primarily due to the increased wage rates, and additional salary expenses relating to the Yantai Mujin project for the six-month period in FY2026, compared to four months for the comparative period; and
- Shareholder communications for the six months ended June 30, 2026 were \$337,277 (FY2025 - \$124,924). The increase in shareholder communications expenditures for the current period is due to additional regulatory, reporting and filing requirements, as well as additional fees incurred connected to the upcoming AGM

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 the six months ended June 30, 2026 was \$642,285 for the fair value recognized as options vest from the grant of 21,000,000 stock options by Persistence in July 2025 (FY2025 - \$1,878,733, for the fair value recognized from the grant of 26,500,000 stock options by the Company on June 30, 2025).

Suspension-related costs incurred during the temporary suspension of operations at SJG Gold Project and the Mujin Gold Project totaled \$2,253,382 for the six months ended June 30, 2026 (FY2025 - \$Nil).

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Exploration and Evaluation Expenditures

Exploration and evaluation expenditures for the six months ended June 30, 2026 were \$82,831 (FY2025 - \$2,805). The exploration and evaluation expenditures for the six months ended June 30, 2026 were related to geological consulting fees related to property evaluations.

Other Items

The details of the changes in the consolidated finance expense for the three and six months ended June 30, 2026 and 2025 are as follows:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Interest expenses and finance charges for loans	\$ 222,528	\$ 95,696	\$ 443,210	\$ 171,855
Interest expense for leases	2,346	1,810	4,903	2,804
Interest expense for other long-term liabilities	123,959	173,075	246,034	201,526
Accretion of asset retirement obligation	34,651	31,523	68,776	46,197
Total	\$ 383,484	\$ 302,104	\$ 762,923	\$ 422,382

The significant variances for the six months ended June 30, 2026 and 2025 are as follows:

Interest expenses and finance charges for the six months ended June 30, 2026 were \$443,210 (FY2025 - \$171,855). Interest expense was higher for the current period due to loans acquired as part of the Yantai Mujin acquisition.

FINANCIAL CONDITION REVIEW

Balance Sheet Review

	June 30, 2026	December 31, 2025
Balance Sheet Information		
Cash and cash equivalents	\$ 215,339,622	\$ 167,097,897
Other current assets	7,332,857	7,130,766
Non-current assets	173,068,434	166,089,479
Total assets	\$ 395,740,913	\$ 340,318,142
Current liabilities	\$ 55,633,236	\$ 56,972,994
Non-current liabilities	44,388,127	41,663,396
Total liabilities	100,021,363	98,636,390
Total equity	295,719,550	241,681,752
Total liabilities and equity	\$ 395,740,913	\$ 340,318,142

Assets

Cash and short-term investments

Cash increased relative to December 31, 2025, due to cash generated from its operating and financing activities.

Other current assets

Other current assets consist primarily of receivables, deposits and prepaid expenses, and inventories.

Non-current assets

Non-current assets primarily consist of property plant and equipment mining interests, which include the Company's mineral properties, and property, plant, and equipment.

Current liabilities

Current liabilities consist primarily of loans payable, income taxes payable, accounts payable and accrued liabilities, and the current portion of long-term liabilities. Current liabilities decreased slightly to approximately \$55.6 million at June 30, 2026 from approximately \$57.0 million at December 31, 2025.

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Non-current liabilities

Non-current liabilities consist primarily of deferred tax liabilities, long-term loans, asset retirement obligations and other long-term liabilities. Non-current liabilities increased to approximately \$44.4 million at June 30, 2026 from approximately \$41.7 million at December 31, 2025, primarily due to increases in deferred tax liabilities, other long-term liabilities and asset retirement obligations, partially offset by a decrease in long-term loans.

SUMMARY OF QUARTERLY RESULTS

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

	June 30, 2026	March 31, 2026	December 31, 2025	September 30, 2025
Revenues	\$29,104,663	\$23,552,346	\$25,589,472	\$20,924,206
Net income	5,670,267	6,952,982	\$3,093,631	\$5,163,126
Income per share attributable to owners of the parent	\$0.00	\$0.00	\$0.00	\$0.00
	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024
Revenues	\$23,259,089	\$19,480,955	\$18,986,481	\$18,348,545
Net income	\$3,952,872	\$6,107,794	\$3,682,534	\$5,773,370
Income per share attributable to owners of the parent	\$0.00	\$0.00	\$0.00	\$0.00

Significant variations in revenues and net income between periods are primarily attributable to changes in realized gold prices, production volumes, ore grades, timing of gold sales and the impact of the SJG open-pit expansion program and temporary operational suspensions.

LIQUIDITY AND CASH FLOW

Majestic continues to maintain a strong financial position and liquidity. At June 30, 2026, the Company had cash and cash equivalents of \$215.3 million, (December 31, 2025 - \$167.1 million).

The Company's liquidity requirements arise principally from the need for working capital to finance expansion 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 approximately \$167.0 million at June 30, 2026, an increase of approximately \$49.8 million from working capital of approximately \$117.3 million at December 31, 2025, of which the key components included:

- *Cash* - was \$215.3 million; up \$48.2 million from the end of fiscal 2025;
- *Receivables* - was \$2.6 million, up \$0.2 million from the end of fiscal 2025;
- *Deposits and prepaid expenses* - was \$0.8 million, up \$0.4 million from the end of fiscal 2025;
- *Inventories* - was \$4 million, down \$0.3 million from the end of fiscal 2025;
- *Accounts payable and accrued liabilities* - was \$9.6 million, down \$2.6 million from the end of fiscal 2025;
- *Current portion of long-term liabilities* - was \$2.7 million, down \$0.2 million from the end of fiscal 2025;
- *Income tax payable* - was \$16.0 million, up \$1.1 million from the end of fiscal 2025; and
- *Loans payable* - was \$27.3 million, up \$0.3 million from the end of fiscal 2025.

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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 and six months ended June 30, 2026 and 2025 as follows:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Cash Flow Information				
Net cash provided from operating activities	\$ 15,111,884	\$ 3,197,128	\$ 20,055,411	\$ 11,975,817
Net cash used for investing activities	(4,367,304)	(3,884,857)	(5,410,811)	(5,582,589)
Net cash (used for) from financing activities	32,838,821	(4,034,950)	32,765,930	(4,292,966)
Effect of foreign exchange on cash	124,435	586,001	831,195	619,094
Net increase (decrease) in cash	\$ 43,707,836	\$ (4,136,678)	\$ 48,241,725	\$ 2,719,356
Cash, beginning	171,631,786	107,594,581	167,097,897	100,738,547
Cash, ending	\$ 215,339,622	\$ 103,457,903	\$ 215,339,622	\$ 103,457,903

Majestic began fiscal 2026, with \$167.1 million in cash. During the six months ended June 30, 2026, the Company generated \$20.1 million from the Company's operating activities, net of working capital changes, expended \$5.4 million in net investing activities and generated \$32.8 million in net financing activities, and had a foreign exchange gain of \$831,195, to end at June 30, 2026 with \$215.3 million in cash.

Operating Activities

For the six months ended June 30, 2026, cash generated from operating activities increased compared to the same period in FY2025 primarily due to the 53.9% increase in average realized gold price, partially offset by lower production volumes resulting from the temporary suspension of operations at the SJG and DGZ mines.

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

Investing Activities

Net cash used for investing activities for the six months ended June 30, 2026, decreased by 3% compared to the same period in FY2025. FY2025 comparative period was higher due primarily to the acquisition costs for the Yantai Mujin as well as cost for the ongoing SJG Open-Pit expansion. For the current period, cash used in construction in progress of Mujin was higher due to on-going development of construction in DGZ, CH and HH mines.

Financing Activities

For the six months ended June 30, 2026, cash generated from financing activities was \$32.8 million, compared to \$4.3 million expended in the FY2025 comparative period. The increase was primarily due to the proceeds generated from the Private Placement as discussed under the "Outlook" section.

Based on current cash balances, working capital and expected operating cash flows, management believes the Company has sufficient liquidity to meet its anticipated operating, development and debt obligations for at least the next twelve months. The Company has been achieving positive cash flow and earnings 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 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.

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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 June 30, 2026 and at the date of this MD&A	1,421,388,227	26,500,000

TRANSACTIONS WITH RELATED PARTIES

Related party transactions

The Company incurred the following related party transactions during the three and six months ended June 30, 2026 and 2025:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Consulting fees charged by companies controlled by directors and officers of the Company - include key management personnel compensation	\$ 362,387	\$ 230,634	\$ 650,159	\$ 461,677
Stock-based compensation	179,933	748,303	360,206	748,303
	\$ 542,320	\$ 978,937	\$ 1,010,365	\$ 1,209,980

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 June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Salaries and management fees	\$ 328,700	\$ 223,324	\$ 592,898	\$ 447,049
Director fees	40,188	47,098	80,504	94,212
Stock-based compensation	165,928	1,340,458	310,932	1,340,458
	\$ 534,816	\$ 1,610,880	\$ 984,334	\$ 1,881,719

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.

COMMITMENTS 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 14, 15, 16, and 17 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 June 30, 2026, 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

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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).

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Financial assets	Level		June 30, 2026	December 31, 2025
Cash	1	\$	215,339,622	\$ 167,097,897
Reclamation deposits	1		5,424,878	4,944,719
Investments	1		3,156,567	1,094,400
Receivables ⁽¹⁾	2		2,481,822	2,393,400
Other long-term assets	2		-	330,071
Total		\$	226,402,889	\$ 175,860,487

⁽¹⁾ Receivables exclude sales and income tax receivables.

Financial liabilities	Level		June 30, 2026	December 31, 2025
Accounts payable and accrued liabilities	2	\$	9,625,595	\$ 12,191,387
Interest-bearing bank borrowings	2		37,642,464	37,736,504
Other long-term liabilities	2		12,697,477	12,044,670
Total		\$	59,965,536	\$ 61,972,561

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 Note 14 and 16 of the Financial Report.

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

	June 30, 2026				December 31, 2025	
	Within a year	2-5 years	Over five years	Total	Total	Total
Accounts payable and accrued liabilities	\$ 9,625,595	\$ -	\$ -	\$ 9,625,595	\$	12,191,387
Loans	27,273,974	8,678,552	1,689,938	37,642,464		37,736,504
Other long-term liabilities	2,771,961	7,347,040	4,473,264	14,592,264		14,104,796
Total	\$ 39,671,530	\$ 16,025,592	\$ 6,163,202	\$ 61,860,323	\$	64,032,687

Industry Risk

The Company is a mining company with its properties 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

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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.

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 property is 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 accrue 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 June 30, 2026.

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 reviewed by the Audit Committee and approved by 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.

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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.

RISKS AND UNCERTAINTIES

Risks and uncertainties information concerning risks specific to the Company and its industry, which are required to be included in this MD&A are incorporated by reference to the Company's annual MD&A for the year ended December 31, 2025.

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 exploration and evaluation expenditures, foreign exchange gains/losses and other expenses.

"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 in dollars (as defined above) and adds the sum of G&A, share-based compensation, suspension costs net of depreciation, 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.

The following table provides the computation of cash flows from operating activities, excluding changes in non-cash working capital for the three and six months ended June 30, 2026 and 2025:

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	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Cash provided from operating activities	\$ 15,111,884	\$ 3,197,128	\$ 20,055,411	\$ 11,975,817
Less:				
Changes in non-cash working capital	3,732,359	(2,861,639)	(1,314,365)	(5,141,877)

Cash provided from operating activities, excluding changes in non-cash working capital	\$ 11,379,525	\$ 6,058,767	\$ 21,369,776	\$ 17,117,694
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The following table provides details of the primary components of adjusted EBITDA for the three and six months ended June 30, 2026 and 2025:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Revenue	\$ 29,104,663	\$ 23,259,089	\$ 52,657,009	\$ 42,740,044
Cost of sales, net of depreciation and depletion	(10,182,470)	(9,291,932)	(15,899,641)	(16,217,408)
G&A, net of depreciation	(4,693,934)	(2,660,142)	(7,078,062)	(4,447,104)
Suspension costs, net of depreciation	108,398	-	(1,920,672)	-
Adjusted EBITDA	\$ 14,336,657	\$ 11,307,015	\$ 27,758,634	\$ 22,075,532

The following table provides a reconciliation of adjusted EBITDA to the consolidated financial statements for the three and six months ended June 30, 2026 and 2025:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Net Income	\$ 5,670,267	\$ 3,952,872	\$ 12,623,249	\$ 10,060,666
Depreciation and depletion	3,209,178	2,397,638	5,651,609	4,763,345
Exploration and evaluation expenditures	56,621	2,805	82,831	2,805
Finance income, net of finance expenses	(196,476)	(105,334)	(631,303)	(383,475)
Foreign exchange income	(182,520)	(75,125)	(516,591)	(50,705)
(Gain) Loss on sale of assets	(4,819)	-	(4,740)	-
Other expenses	31,956	141,256	138,734	143,989
Income tax expense	5,431,674	3,114,170	9,772,560	5,660,174
Stock-based compensation	320,776	1,878,733	642,285	1,878,733
Adjusted EBITDA	\$ 14,336,657	\$ 11,307,015	\$ 27,758,634	\$ 22,075,532

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 and six months ended June 30, 2026 and 2025:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Additions to property, plant and equipment				
SJG Project	\$ 794,980	\$ 3,576,254	\$ 1,188,179	\$ 4,343,622
Mujin Gold Project	3,454,812	-	4,246,872	-
Sustaining capital	84,960	205,583	121,949	248,261
	\$ 4,334,752	\$ 3,781,837	\$ 5,557,000	\$ 4,591,883

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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 and six months ended June 30, 2026 and 2025:

	Three months ended June 30,		Six months ended June 30,	
	2026	2025	2026	2025
Gold sold (ozs)	6,292	7,309	11,235	14,288
Total cash costs per ounce				
Mining and Milling fees	\$ 8,506,326	\$ 7,817,601	\$ 13,056,650	\$ 13,625,725
Smelting costs	390,921	450,391	679,082	854,602
Resource taxes	1,199,478	944,812	2,110,026	1,740,052
Changes in ending gold concentrate inventory	85,745	79,128	53,883	(2,971)
Total cash costs	\$ 10,182,470	\$ 9,291,932	\$ 15,899,641	\$ 16,217,408
Per ounce sold	\$ 1,618	\$ 1,271	\$ 1,415	\$ 1,135
Total production costs per ounce				
Total cash costs	\$ 10,182,470	\$ 9,291,932	\$ 15,899,641	\$ 16,217,408
Depreciation and depletion	3,038,035	2,225,356	4,971,775	4,449,864
Total production costs	\$ 13,220,505	\$ 11,517,288	\$ 20,871,416	\$ 20,667,272
Per ounce sold	\$ 2,101	\$ 1,576	\$ 1,858	\$ 1,446
All-in sustaining costs per ounce				
Total cash costs	\$ 10,182,470	\$ 9,291,932	\$ 15,899,641	\$ 16,217,408
G&A, net of depreciation, R&D and financial	4,331,356	2,082,228	6,403,594	3,456,450
Suspension costs, net of depreciation	(108,398)	-	1,920,672	-
Sustaining capital expenditures ⁽¹⁾	84,960	205,583	121,949	248,261
All-in sustaining costs	\$ 14,490,388	\$ 11,579,743	\$ 24,345,856	\$ 19,922,119
Per ounce sold	\$ 2,303	\$ 1,584	\$ 2,167	\$ 1,394

- (1) Sustaining capital expenditures are defined as 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 timelines, 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

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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, 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.