

St. Augustine Gold and Copper Limited

Management's Discussion and Analysis

Year ended December 31, 2025
Expressed in U.S. dollars

Dated as of March 30, 2026

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Executive summary

St. Augustine Gold and Copper Limited is a mineral development company focused on advancing the Kingking Copper-Gold Project ("Project") in Pantukan, Davao de Oro, Mindanao, Philippines. Kingking is the Company's principal asset and a large-scale copper-gold project with proven and probable mineral reserves containing approximately 5.4 billion pounds of copper and 9.8 million ounces of gold, as documented in the updated NI 43-101 Preliminary Feasibility Study filed on July 31, 2025. The Project represents a long-life, large-scale asset with an estimated 38-year mine life and supported by favorable long-term copper and gold market fundamentals.

Major 2025 milestones included the execution of a restructuring transaction with Nationwide Development Corporation to consolidate ownership and development rights, strengthening the Company's effective interest and control over key Project components, including milling and processing rights. The Company completed and published an updated Preliminary Feasibility Study confirming strong project economics, including an estimated after-tax NPV of approximately US\$4.2 billion, IRR of 34.2%, and payback period of approximately 1.9 years at an estimated metal prices of \$4.30/lb copper and \$2,150/oz gold. In addition, the Company initiated the next stage of development by engaging Stantec Consulting Ltd. and Independent Mining Consultants, Inc. to complete the Definitive Feasibility Study, and strengthened its leadership team through key executive, technical and board appointments to support advancement toward construction and production.

Capital raised in 2025 included gross proceeds of approximately CAD\$24.9 million from a non-brokered private placement completed on July 24, 2025, together with other equity-related transactions including the conversion of a CAD\$9.1 million convertible note, a CAD\$1.67 million debt settlement, a CAD\$1.2 million share subscription conversion, and CAD\$111,000 from the exercise of stock options.

As at December 31, 2025, the Company had approximately US\$20.3 million in cash and US\$9.7 million in working capital. While the Company's liquidity position improved significantly during 2025, additional financing will be required to advance the Project through feasibility, permitting, development and construction.

The Company's 2026 priorities are to advance and complete the Definitive Feasibility Study, continue progressing project financing initiatives, preserve and advance key permits and regulatory workstreams, and continue implementing restructuring and consolidation arrangements intended to optimize its effective interest in the Project and streamline the development structure.

The Company's biggest risks remain its ability to secure additional financing, permitting and regulatory uncertainty in the Philippines, and execution risk associated with advancing a large-scale mine development project through feasibility, permitting and financing stages.

The following discussion and analysis should be read in conjunction with the Technical Report with an effective date of July 10, 2025 and filed on www.sedarplus.ca ("SEDAR+") on July 31, 2025, entitled "Kingking Copper-Gold Project, Mindanao, Philippines" (the "Technical Report"), the Annual Information Form ("AIF") for the year ended December 31, 2025, the audited consolidated financial statements of St. Augustine Gold and Copper Limited (the "Company") for the years ended December 31, 2025 and 2024 and all of the notes, risk factors and information contained therein. These are all available at www.sedarplus.ca.

Introduction

This Management's Discussion and Analysis ("MD&A") is dated March 30, 2026, and is in respect of the year ended December 31, 2025. All dollar amounts referenced, unless otherwise indicated, are expressed in United States dollars. References to "CAD\$" mean Canadian dollars and "₱" refers to Philippine pesos.

This document contains forward-looking statements that involve risks and uncertainties. The Company's actual results may differ materially from those described in forward-looking statements because of various factors, including those described under "Forward-Looking Information."

Forward-looking information

This report contains "forward-looking statements" that were based on St. Augustine Gold & Copper Ltd.'s expectations, estimates and projections as of the dates which those statements were made. These forward-looking statements include, among other things, statements with respect to St. Augustine Gold & Copper Ltd.'s business strategy, plans, outlook and shareholder value, projections, targets, and expectations as to reserves, resources, results of exploration (including targets) and related expenses, mine development, mine operations, mine production costs, drilling activity, sampling and other data, recovery improvements, future production levels, capital costs, cost savings, cash and total costs of production of copper and gold, expenditures for environmental matters, reclamation and other post closure obligations and estimated future expenditures for those matters, completion dates for the various development stages of projects, future gold prices (including the long-term estimated prices used in calculating mineral reserves), and currency exchange rates. Generally, these forward-looking statements can be identified using forward-looking terminology such as "outlook," "anticipate," "project," "target," "believe," "estimate," "expect," "intend," "forecast," "should," and similar expressions. Forward-looking statements are necessarily based upon a number of estimates and assumptions that, while considered reasonable, are inherently subject to known and unknown risks, uncertainties, and other factors that may cause St. Augustine Gold & Copper Ltd.'s actual results, level of activity, performance, or achievements to be materially different from those expressed or implied by such forward-looking statements.

A Preliminary Feasibility Study ("PFS") in accordance with National Instrument 43-101 ("NI 43-101") has been prepared by M3 Engineering and Technology Corp., with the assistance of other independent consultants, in respect of the Kingking Copper-Gold Project (the "Project"). The corresponding NI 43-101 Technical Report, with an effective date of July 10, 2025, was filed on SEDAR+ on July 31, 2025.

The updated PFS supports the declaration of proven and probable mineral reserves for the Project, as defined under NI 43-101. Mineral reserves represent the economically mineable part of measured and indicated mineral resources, as demonstrated by at least a preliminary feasibility study, and incorporate all relevant modifying factors, including mining, processing, metallurgical, economic, marketing, legal, environmental, social and governmental considerations, as determined by the qualified persons responsible for the estimates.

The Technical Report contains numerous estimates and assumptions that are considered reasonable by the authors as of the date thereof; however, such estimates and assumptions are inherently subject to significant uncertainties and contingencies. There can be no assurance that these estimates will be realized, and actual results may differ materially.

This MD&A does not constitute an offer to sell or a solicitation of an offer to buy any securities of the Company, nor shall it form the basis of, or be relied upon in connection with, any contract or investment decision.

Please also note that references to project quantities and economics contained in this MD&A are on a 100% project basis. At present, St. Augustine Gold & Copper Limited has an indirect and direct equity interest (through local shareholdings) in the project. References to economic interests should be interpreted from a whole of project value chain perspective since such interests will encompass a package of direct minority equity interests in entities subject to nationality laws, a fully owned processing subsidiary which is not so subject and contractual rights and benefits under associated Project agreements. The current equity and economic interests may increase upon fulfillment of obligations under existing agreements. Please refer to our previous press releases and financial disclosures in the Investors section of our website for further information.

Overview

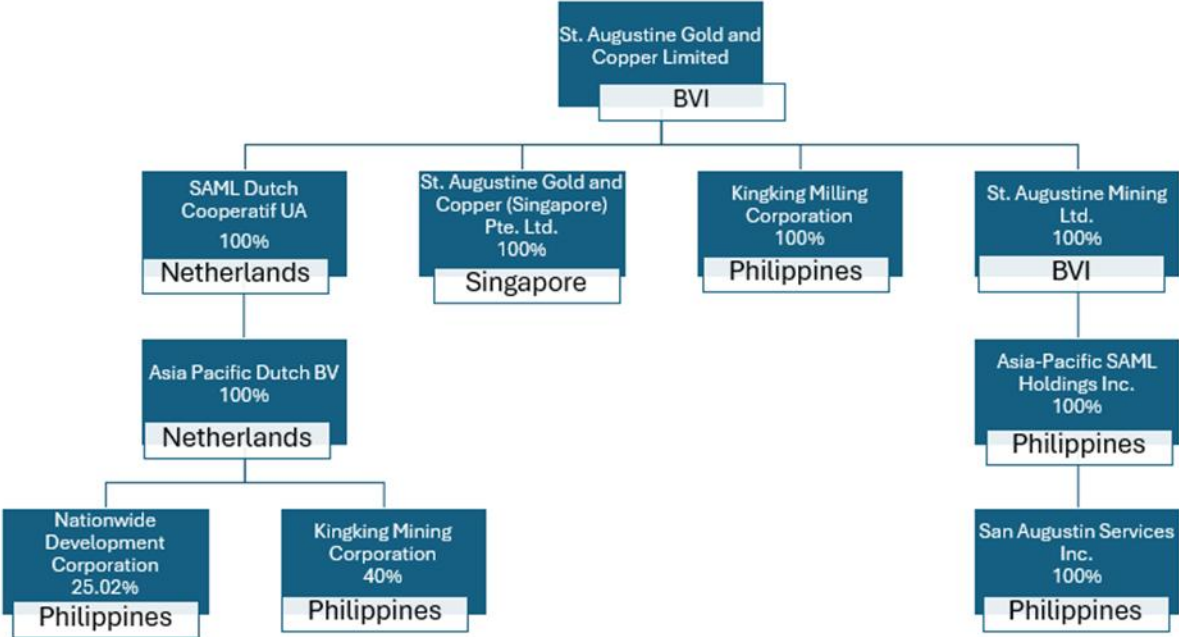
Background

St. Augustine Gold and Copper Limited ("SAGC" or "the Company") was incorporated in the British Virgin Islands on January 27, 2010. The Company is engaged in the business of mineral property exploration; currently, its only activity is the continued evaluation of the Kingking copper-gold property. The Company is in the process of earning an economic interest in the Project from Nationwide Development Corporation ("NADECOR") through a Memorandum of Understanding ("MOU"); however, if the terms of the Project Framework Agreement ("PFA"), as amended in August 2014, are completed, the PFA will supersede this earn-in process. The PFA is envisaged to consolidate partner interests into one corporate vehicle, which is the Company. The amended PFA's purpose is to restructure and align NADECOR and the Company's financial interests in the Project. Upon completion of the amended PFA's terms, it will supersede the Memorandum of Understanding and related agreements.

The Company's operating subsidiaries were formed for advancing the Project's large proven and probable mineral reserves containing copper and gold (5.4 billion pounds of contained copper and 9.8 million troy ounces of contained gold, as documented in the Company's NI 43-101 compliant Technical Report). The Company's objective is to bring the Project into commercial production in a timely and cost-effective fashion. Management believes that due to the past and expected strength in the markets for gold and copper, the Project represents an opportunity to generate attractive returns based on current project economics.

Corporate Structure

(As of December 31,2025)



Financial condition

On December 31, 2025, the Company reported cash of approximately \$20.3 million. Short-term funding needs beyond the Company’s cash position are expected to be made primarily through either the issuance of equity or debt. At December 31, 2025, the Company’s working capital is approximately \$9.7 million.

While the Company holds notes receivable of approximately \$15.4 million, these notes do not generate material interest income and were issued to support overall Project development. The Company invests in joint ventures and in its partner, NADECOR; these investments have historically increased the Company’s net loss, which is expected to continue, at a minimum, until commercial operation of the Project.

The Company’s operations are assessed under the going concern assumption, which assumes that it will continue in operation for the foreseeable future and will be able to realize its assets and discharge its liabilities in the normal course of business.

The Company has not yet generated revenue and has incurred an accumulated deficit. Additional funds must be raised to further develop and construct the Project and ultimately realize a positive economic return.

The Company has no material long-term debt or other restrictive covenants with respect to its liabilities.

Qualified person

Disclosure of a scientific or technical nature in this MD&A with respect to the Project was prepared and approved by, or under the supervision of James Moore, P.E., Consulting Engineer. Mr. Moore is a “qualified person” for the purposes of National Instrument 43-101 of the Canadian securities administrators (“NI 43-101”).

Project

Kingking property

The Kingking property is centered at approximate geographical coordinates 7°11'31"N Latitude and 125°58'24"E Longitude on the Philippine Island of Mindanao. The mineral reserve is located at Sitio Gumayan, Barangay Kingking, Municipality of Pantukan, Davao de Oro, in Mindanao.

The Kingking property is a large copper-gold proven and probable mineral reserve. The proven mineral reserves are 192.5 million tonnes at 0.31% total copper, 0.13% soluble copper and 0.49 grams per tonne (g/t) gold. The probable mineral reserves include 766.9 million tonnes at 0.24% total copper, 0.05% soluble copper, and 0.33 grams per tonne (g/t) gold. The proven and probable mineral reserve consists of 5.4 billion pounds (2.4 million tonnes) of contained copper and 9.8 million troy ounces (304 tonnes) of contained gold. See table below for more details regarding the mineral reserve. History and current developments of the Kingking property

The Kingking tenement comprises 184 mining claims that are owned by NADECOR under Mineral Production Sharing Agreement #009-92-XI (the "MPSA"), which was approved by the Government of the Philippines on May 27, 1992, amended December 11, 2002, and was renewed for another 25 years on May 23, 2016. The MPSA grants NADECOR the exclusive right to explore, develop and exploit minerals within the area comprising the Kingking tenement. The Kingking mineralized material was originally discovered in 1966.

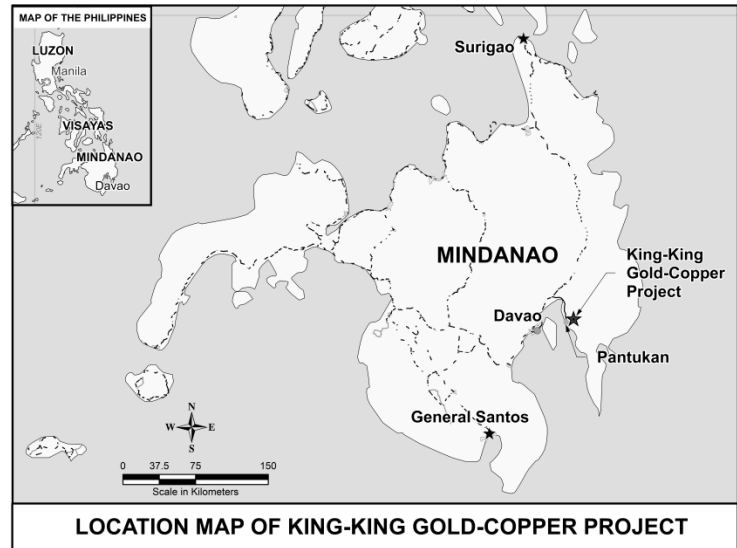
In April 2010, NADECOR, Russell Mining and Minerals, ULC, ("RMMU"; formerly Russell Mining and Minerals Inc. "RMMI"), the Company and shareholders of NADECOR entered an MOU, which was subsequently amended, (inclusive of amendments) to develop the Kingking property. The MOU addresses the formation of a joint venture to develop the Kingking property.

During 2010 and 2011, the Company settled with other parties which held an interest in the Project, such that only the Company and NADECOR have rights to develop and place the Project into production. Benguet Corporation divested all rights under its previous operating agreement with respect to the Project.

The PFA, as amended in August 2014 (the "Amended PFA"), assures the Company's economic interest in the Project and sets out the structure for the future mining and milling operations of the Project. The Amended PFA also established commitments to acquire lands and consolidate Project stakeholders' interests into the Company. The Amended PFA is described in detail in the Current Highlights.

The Company announced in a press release (dated September 18, 2013) the results of its NI 43-101 compliant Preliminary Feasibility Technical Report (effective date of the report February 25, 2013). This Technical report was filed on SEDAR+ on November 1, 2013. The level of information provided in this report permits the Company to report on the Kingking deposit as a mineral reserve.

On July 31, 2025, the Company announced the results of the updated Preliminary Feasibility Study ("PFS") for the Kingking Copper-Gold Project located in Pantukan, Davao de Oro, Philippines. The updated PFS provides the technical and economic basis to advance the Project to a Definitive Feasibility Study ("DFS") and supports the progression toward potential development and construction, subject to financing and permitting requirements.



St. Augustine Gold and Copper Limited

Management's Discussion and Analysis

For the year ended December 31, 2025

Financial information is presented in U.S. dollars

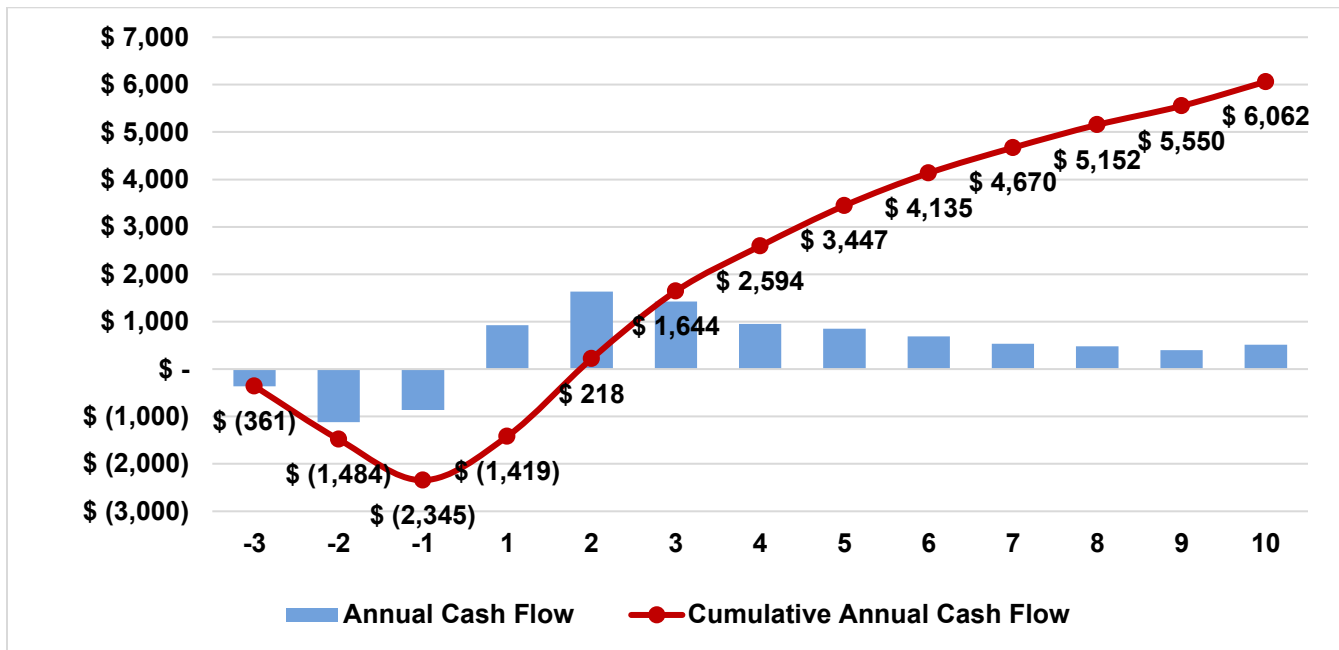
The PFS demonstrates strong project economics, including the following as defined in the NI 43-101 Technical Report dated July 10, 2025:

- Mill: 142 million tonnes of proven reserves and 707 million tonnes of probable reserves
- Heap Leach: 50 million tonnes of proven reserves and 60 million tonnes of probable reserves
- Total: 192 million tonnes of proven reserves and 767 million tonnes of probable reserves

The table directly below presents the proven and probable mineral reserves of the Project.

Mineral Reserve (Milling):	Tonnes Mt	NSR (\$/t)	Tot Cu (%)	Sol Cu (%)	Gold (g/t)	Copper (Mlbs)	Gold (Koz)
Proven Mineral Reserve:	142.3	37.83	0.33	0.12	0.49	1,037	2,253
Oxide Mill Ore	45.4	58.56	0.52	0.30	0.71	516	1,033
Sulfide Mill Ore	76.5	31.90	0.26	0.04	0.45	444	1,117
Low Grade Stockpile	20.4	13.93	0.17	0.02	0.16	78	103
Probable Mineral Reserve:	706.5	25.51	0.24	0.04	0.33	3,803	7,519
Oxide Mill Ore	52.0	43.46	0.36	0.21	0.59	412	986
Sulfide Mill Ore	499.7	27.08	0.25	0.03	0.36	2,776	5,751
Low Grade Stockpile	154.9	14.43	0.18	0.02	0.16	615	782
Proven/Probable Reserve:	848.9	27.57	0.26	0.06	0.36	4,840	9,771
Oxide Mill Ore	97.4	50.50	0.43	0.25	0.64	928	2,018
Sulfide Mill Ore	576.2	27.72	0.25	0.03	0.37	3,220	6,868
Low Grade Stockpile	175.3	14.37	0.18	0.02	0.16	692	885
Mineral Reserve (Leaching):	Tonnes Mt	NSR (\$/t)	Tot Cu (%)	Sol Cu (%)	Gold (g/t)	Copper (Mlbs)	Gold (Koz)
Proven Mineral Reserve	50.2	14.97	0.25	0.16	N.A.	275	N.A.
Probable Mineral Reserve	60.4	12.22	0.21	0.12	N.A.	280	N.A.
Prov/Prob Leach Reserve	110.5	13.47	0.23	0.14	N.A.	555	N.A.
Copper Mineral Reserve Milling and Leaching	Tonnes Mt	NSR (\$/t)	Tot Cu (%)	Sol Cu (%)	Gold (g/t)	Copper (Mlbs)	Gold (Koz)
Proven/Probable Reserve	959.4	25.95	0.26	0.06	N.A.	5,396	N.A.
Proven Mineral Reserve	192.5	31.87	0.31	0.13	N.A.	1,312	N.A.
Probable Mineral Reserve	766.9	24.46	0.24	0.05	N.A.	4,083	N.A.

The chart below shows the Project's projected cash flows from the start of construction in Year -4 through Year 10 of operations. It shows negative cash flows during the construction period, reflecting upfront capital expenditures, followed by strong positive cash flows once operations begin. The projected cash flow profile indicates that the Project is expected to recover its initial investment within the early years of operations.



Project Permitting, Regulatory and Fiscal Developments

The Company revised its major permitting documents — the Environmental Impact Statement (“EIS”) and Declaration of Mining Project Feasibility (“DMPF”) during 2013 and 2014 based on comments received from the Department of Environment and Natural Resources (“DENR”) on earlier submissions made in 2012. The updated EIS was submitted to the DENR in May 2014, and the DMPF followed in December 2014. After review, the DENR approved the EIS in February 2015, issuing the Environmental Compliance Certificate (“ECC”) for the Project. Subsequently, the DMPF was approved in December 2015, and the Company received the DENR’s Order to Proceed to the development and operating stages of the Project in January 2016.

In August 2014, the coastal complex land position was purchased (~100 Hectares). This land area is important for the future project regarding port and power plant development that will support the mining project.

In July 2015, the Company announced the execution of a Memorandum of Agreement (“MOA”) among NADECOR, the Mansaka Indigenous Cultural Communities/Indigenous Peoples (“IPs”) and the National Commission on Indigenous Peoples (“NCIP”) in May 2015. The MOA is effective for a period of twenty-five (25) years. The key features of the agreement are the commitment by NADECOR to pay a royalty fee of one percent of the Project’s gross revenues and to provide employment priority to members of the IPs, and the IPs will provide their Free and Prior Informed Consent certificate with respect to the MPSA. The MOA was approved at the Central Office of the NCIP and it issued a Certification Precondition (“CP”) to NADECOR in January 2016.

The DMPF (a major project permit) approved by the DENR in December 2015 was further amended through the Integrated Kingking Copper-Gold Project document in March 2016. The amended DMPF was approved by the DENR in May 2016. The amended DMPF basically implements the Original Project in two (2) stages within the same area of the same facilities. The Stage 1 portion of the Project involves mining and processing of 1.1 million

tonnes per year (TPY) of high-grade mixed copper oxide-sulfide ore by sulfide flotation and agitation tailing leach-SXEW. Stage 2 mirrors the larger-scale configuration described in the December 2015 DMPF, representing full-scale expansion following the successful implementation of Stage 1.

In April 2016, the Supreme Court of the Philippines issued a Notice of Judgment dated March 9, 2016 on the intra-corporate dispute involving the Company's joint venture partner, NADECOR, and dismissing the petition filed by the Ricafort group which was questioning the legitimacy of the NADECOR Board headed by Mr. Conrado T. Calalang and upholding the decision of the Court of Appeals in finding that the Calalang Board is the legitimate Board. A Motion for Reconsideration dated May 31, 2016, was lodged by Ricafort group. On March 8, 2017, the Supreme Court issued a Resolution denying the Motion for Reconsideration filed with finality. In view thereof, all subsisting contracts between the Company and NADECOR continue to be valid and binding.

In June 2016, the Mines and Geosciences Bureau ("MGB") issued an order approving the assignment of the MPSA to Kingking Mining Corporation ("KMC") pursuant to the deeds of assignment dated October 22, 2010, and November 25, 2013. A Mineral Processing Permit (MPP) for the Project was also issued by the MGB and the application for the area expansion involving consolidation of APSA No. 026-XI and MPSA No. 009-92-XI AMD was approved.

The Kingking project lands were approved for re-classification to heavy industrial use by the Municipal Planning and Development Office (MPDO) in August 2016. These are lands that will have project facilities on them, such as the processing and tailing-storage sites.

On August 8, 2016, the Company announced that the DENR through MGB has approved the renewal of the amended MPSA for another 25-year term.

On February 22, 2017, KMC received show cause order from the DENR directing KMC to explain why the MPSA should not be cancelled for being located within a protected watershed area.

On February 27, 2017, management of KMC responded to the show cause order stating that there are no valid grounds to cancel, terminate or suspend the MPSA. The DENR has yet to render a resolution on the matter, as with other mining companies that received similar show-cause orders.

On April 27, 2017, the DENR issued Administrative Order No. 2017-10 ("DAO No. 2017-10"), banning the open pit method of mining for copper, gold, silver and complex ores in the country. With the change in the leadership of the DENR, all actions of the previous DENR Secretary are being reviewed by the Mining Industry Coordinating Council ("MICC") which is co-chaired by the Secretary of Finance and the DENR Secretary. Subsequently, a joint letter from numerous mining companies, including KMC, requested for the suspension of the implementation pending the review on the legality of DAO 2017-10. In October 2017, the new DENR Secretary announced that during the last meeting of the MICC, a Resolution was issued, whereby a majority of the members thereof voted to recommend changes to DAO No. 2017-10, to the effect that the DENR lifts the ban on open-pit mining.

However, by December 2017, the Company received information that then President Duterte wanted a thorough review of mining policies, despite the recommendation of the MICC, and thus did not agree to remove the ban on open pit mining. Eventually, the DENR sent out notices to all mining companies that a forum will be conducted beginning January 2018 to discuss revisions to existing mining policies. Thus far, four (4) meetings have been held about the proposed revisions, the last of which was in July 2018. Another meeting with the DENR Secretary was scheduled last October 2018, where mining companies, including KMC, provided their inputs to the proposed revisions. KMC continued to participate in such meetings/forums.

On December 23, 2021, the DENR Secretary signed an administrative order (DAO No. 2021-40), effectively lifting the 4-year nationwide ban. The government described this as a move to "revitalize the mineral resource industry" and help the COVID ravaged economy rebound.

In subsequent meetings, the DENR informed the mining companies about new policies regarding the need for rehabilitation of areas that were disrupted by mining operations, i.e., the need to commence the planting of trees in those areas that, based on the Company's assessment, have no more potential for the extraction of ores. As the Company has not started operations due to the ban, the Company will not be covered by those new policies just yet, as there are no disrupted areas to speak of. However, the Company continues to engage the DENR, through the MGB, in discussions regarding this policy.

Also in December 2017, then President Rodrigo R. Duterte signed into law Republic Act No. 10963, also known as the TRAIN Law or the Tax Reform for Acceleration and Inclusion Law. This law took effect on January 1, 2018. Pursuant to Section 48 of the TRAIN law, the excise tax for metallic and non-metallic minerals was raised from the previous 2% to 4%. The Bureau of Internal Revenue (BIR) then issued Revenue Regulation No. 1, s. 2018 (effective January 15, 2018), which stated that the 4% excise tax would be based “on the actual market value of the gross output at the time of removal.”

On September 4, 2025, Republic Act No. 12253, also known as the Enhanced Fiscal Regime for Large-Scale Metallic Mining Act, was passed into law. This reforms the Philippines’ mining tax system to ensure a fairer government share of revenues while maintaining investor stability. It introduces a unified fiscal framework for all large-scale metallic mining operations, replacing fragmented arrangements. Key features include a five-tier, margin-based royalty system (1%–5%) for operations outside mineral reservations and a fixed 5% royalty within reservations, plus a windfall profits tax of 1%–10% on margins exceeding 30%. The law enforces ring-fencing, treating each mining project as a separate taxable entity, and imposes a 2:1 debt-to-equity ratio to curb tax avoidance. It guarantees fiscal stability for existing agreements, mandates transparency and public disclosure, and allocates 40% of national mining revenues to local governments. Environmental accountability is strengthened through rehabilitation plans and stricter compliance monitoring, aligning fiscal reforms with sustainability and community welfare goals.

Market trends

Average annual prices as well as the 2026 average price through the date of this document for copper and gold are summarized in the table below:

Average annual market prices (US\$)		
Year	Copper (lb)	Gold (oz)
2008	3.11	880
2009	2.41	981
2010	3.45	1,233
2011	4.02	1,568
2012	3.63	1,681
2013	3.22	1,394
2014	3.10	1,255
2015	2.50	1,160
2016	2.21	1,248
2017	2.79	1,257
2018	2.96	1,269
2019	2.72	1,394
2020	2.80	1,770
2021	4.23	1,800
2022	4.00	1,794
2023	3.85	1,941
2024	4.15	2,389
2025	4.51	3,446
2026*	5.41	4,966

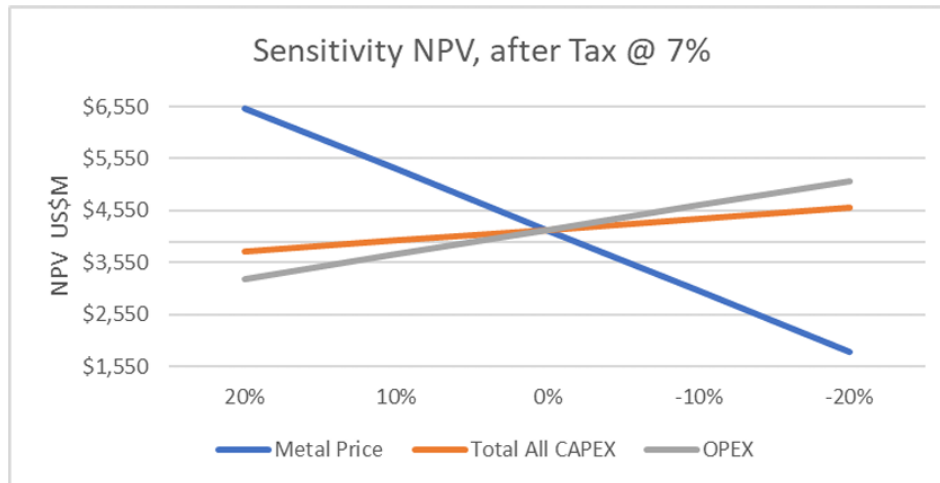
Source: Monthly spot prices per London PM Fix – KITCO (Gold) and London Metal Exchange (Copper).

** Most current data as of March 12, 2026*

Commodity prices for copper and gold are key drivers of the economic viability of the Project. The Project’s cash flows, and therefore its net present value (“NPV”) and internal rate of return (“IRR”), are highly sensitive to fluctuations in these commodity prices.

The PFS is based on long-term metal price assumptions of approximately \$4.30/lb for copper and \$2,150/oz for gold, which are lower than current spot prices.

Sensitivity to Commodity Prices



Based on the July 31, 2025 Technical Report, the Project's net present value ("NPV") is most sensitive to changes in metal prices, with comparatively lower sensitivity to variations in capital expenditures ("CAPEX") and operating costs ("OPEX").

As illustrated in the sensitivity analysis, a 20% increase in metal prices results in a significant increase in Project value, with NPV rising to approximately \$6.5 billion, while a 20% decrease in metal prices reduces NPV to approximately \$1.8 billion. This wide range demonstrates that the Project's economics are highly leveraged to commodity price movements.

In contrast, changes in CAPEX and OPEX have a more moderate and linear impact on Project value. A 20% reduction in CAPEX increases NPV to approximately \$4.6 billion, while a 20% increase in CAPEX reduces NPV to approximately \$3.8 billion. Similarly, a 20% reduction in OPEX results in an NPV of approximately \$5.1 billion, while a 20% increase in OPEX reduces NPV to approximately \$3.2 billion.

At the base case (0% change), the Project's NPV is approximately \$4.2 billion, which is consistent with the PFS estimate at a 7% discount rate.

Current highlights

On May 19, 2025, the Company entered into a Share Purchase Agreement (SPA) with NADECOR for the acquisition of 100% of the issued and outstanding shares of KML for a total consideration of CAD\$9,120,500 (equivalent to approximately PHP360.5 million). The purchase consideration was settled through a convertible promissory note, which is convertible into common shares of the Company at a fixed conversion price, potentially resulting in the issuance of up to 185 million shares. The convertible note is assignable under specified conditions. The transaction was undertaken in accordance with the Company's obligations under the PFA to consolidate its economic interest in the Project. KML holds the exclusive rights to develop, process, mill, market, and sell minerals extracted from the Project pursuant to an ore sales agreement with KMC, the holder of MPSA No. 009-92-XI issued under Republic Act No. 7942 (Philippine Mining Act of 1995). The acquisition effectively strengthens the Company's control over the downstream processing and commercialization of the project, complementing its existing equity interest in KMC. The purchase price was determined based on prevailing market conditions and the economic value of the ore sales agreement. The transaction is strategically significant as it brings a critical component of the Project's downstream value chain under the Company's direct ownership, while KMC continues to hold the Project's mineral rights and development permits. It also advances the broader restructuring and consolidation of Project interests contemplated under the PFA and is expected to support future development and financing initiatives.

On June 18, 2025, the Company completed a debt settlement with Queensberry, pursuant to which the Company issued 25,306,166 common shares at a deemed price of CAD\$0.066 per share in settlement of CAD\$1,670,207 of indebtedness. Following completion of the debt settlement, Queensberry held 525,763,405 common shares, representing approximately 51% of the Company's 1,036,710,933 issued and outstanding common shares, and became the Company's controlling shareholder.

On July 7, 2025, the Company announced that the convertible note issued to NADECOR on May 30, 2025, had been fully converted into 185 million common shares in accordance with its terms. Prior to conversion, NADECOR assigned portions of the note to sixteen (16) arm's-length parties.

On July 24, 2025, the Company announced the appointment of Nicolaos Paraskevas and Andrew J. Russell to the board of directors and Love D. Manigsaca as Chief Financial Officer.

On July 24, 2025, the Company announced the closing of its previously disclosed non-brokered private placement of 341,038,196 common shares at a price of CAD\$0.073 per share for gross proceeds of approximately CAD\$24.9 million. The net proceeds of the placement will be used for general corporate purposes, including the completion of a feasibility study and organizing financing for the Kingking Copper-Gold Project. No insiders participated in the offering. These changes strengthened both the Company's governance and its liquidity position.

On July 31, 2025, the Company announced the results of the updated PFS for the Project. The updated PFS supports advancement of the Project to the Definitive Feasibility Stage ("DFS"). The study indicates strong project economics with an estimated after-tax Net Present Value (NPV) of approximately \$4.2 billion at a 7% discount rate, an after-tax Internal Rate of Return (IRR) of 34.2%, and a payback period of about 1.9 years on an initial capital investment of \$2.4 billion. The project has a mineral reserve base of approximately 959 million tonnes and a projected mine life of 38 years, with estimated total production of approximately 4.4 billion payable pounds of copper and 6.9 million payable ounces of gold. The benefit-cost ratio (BCR) is 1.8. The July 2025 Technical Report states that the Project's Environmental Compliance Certificate remains in place and that the Mineral Processing Permit ("MPP"), issued in 2016, expired in 2021 and is in the process of being renewed. Management does not consider the lapsed MPP to be material to the DFS because the DFS is not contingent on the Project currently holding an operative processing permit and does not affect the technical or economic conclusions of the DFS. Its relevance lies instead in the Project's development and financing timeline, since any prolonged delay in renewal, or in related permitting steps such as the anticipated update to the original Environmental Impact Statement or the Declaration of Mining Project Feasibility, could affect the timing of project execution, lender review, and financing. Further, the Technical Report states that the Project's Environmental Management System holds ISO 14001:2015 certification for 2023 to 2026. Collectively, these updates supported advancement to the next technical and financing phase, while highlighting remaining permitting work relevant to the Project timetable.

On August 8, 2025, the Company announced the appointment of Mr. Michael G. Regino to its Board of Directors; effectively immediately, Mr. Regino replaces Mr. Johnny Aurelio C. Felizardo, who passed away.

On September 12, 2025, the Company's shareholders approved the following matters:

1. Adoption of an amended and restated stock option plan (the "A&R Option Plan") to replace the legacy plan, including the conditional grant of 33,000,000 options at an exercise price of \$0.11 per share, and the reservation of shares for issuance not exceeding 10% of the Corporation's issued and outstanding common shares on a rolling basis, inclusive of all security-based compensation arrangements; and authorized its directors or officers to implement the A&R Option Plan.
2. Private placement of its consultant for 16,500,000 units at a price of CAD\$0.073 per Unit for aggregate gross proceeds of CAD\$1,204,500.00, whose terms were agreed between the Company and the Consultant on July 6, 2025.

St. Augustine Gold and Copper Limited

Management's Discussion and Analysis

For the year ended December 31, 2025

Financial information is presented in U.S. dollars

On September 19, 2025, the Company engaged Stantec Consulting Ltd. and Independent Mining Consultants, Inc. to complete a Definitive Feasibility Study ("DFS") for the Project, with completion targeted in the fourth quarter of 2026.

The DFS work program includes the following major workstreams:

- mine design, planning and optimization, including geological modelling and production scheduling;
- process plant and metallurgical studies, including crushing, grinding, and flotation;
- tailings management and environmental and geotechnical assessments;
- site-wide and regional infrastructure design, including power, water, roads, port and marine facilities;
- supporting engineering, procurement planning and project execution planning; and
- capital and operating cost estimation, financial modelling, and preparation of the NI 43-101 compliant DFS report.

On November 12, 2025, the Company issued 300,000 common shares to a Consultant pursuant to the exercise of stock options at a price of CAD\$0.37 per share, for a total consideration of CAD\$111,000. At the same time, the Company also announced the appointment of additional officers below:

- Cynthia Marie S. Delfin – Project Coordinating Head
- James Moore – Chief Technical Advisor
- Stephen Carty – Project Geologist
- Donald Brown – Project Development Consultant
- Raymond Ricafort – Financing Consultant

On November 24, 2025, the Company announced the appointment of BMO Capital Markets and Macquarie Capital as financial advisors in relation to financing and strategic alternatives for advancing the Project.

Effective November 17, 2025, Atty. Teodulo "Butch" San Juan was appointed to the Board as an Independent Director.

These appointments strengthened the Company's board composition and financing workstream as the Project moves into the DFS stage.

On December 12, 2025, the Company closed its previously announced private placement of 16,500,000 units for aggregate gross proceeds of CAD\$1,204,500. Each unit consisted of one common share and two warrants, with each warrant entitling the holder to acquire one additional common share at an exercise price of CAD\$0.11 for a period of five years, subject to the achievement of certain development milestones during that period. The sole subscriber was an entity controlled by Nicolaos Paraskevas, a director and officer of the Company, and the Company disclosed that the transaction constituted a related party transaction under Multilateral Instrument 61-101 and that it relied on the applicable exemption from the valuation requirement. Immediately following closing, Mr. Paraskevas held 16,500,000 common shares, representing approximately 1.044% of the Company's issued and outstanding common shares on a non-diluted basis, and 33,000,000 warrants. This financing provided additional capital while advancing the Company's broader funding strategy for the Project.

Results of operations

The selected financial information below has been prepared in accordance with International Financial Reporting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB") and interpretations of the International Financial Reporting Interpretations Committee and is expressed in U.S. dollars unless otherwise noted.

The Company's operations and business are not driven by seasonal trends, but by efforts to achieve project milestones. These milestones include various technical, environmental, socio-economic and legal objectives, including obtaining the necessary permits; completion and publishing of a Definitive Feasibility Study ("DFS"); and preparation of engineering designs.

Selected financial information

Balance	December 31, 2025	December 31, 2024	December 31, 2023
Total assets	\$ 141,548,942	\$ 111,800,910	\$ 113,420,245
Total liabilities	11,916,111	3,162,349	2,056,383
Total equity	129,632,831	108,638,561	111,363,862

Total assets increased by approximately \$29.7 million as at December 31, 2025, compared to December 31, 2024. The increase was primarily driven by proceeds from equity financings completed during the year, including the Company's private placement, as well as non-cash equity conversions and the recognition of intangible assets arising from the acquisition of MillingCo, partially offset by equity-accounted losses and foreign exchange translation impacts.

Total liabilities and shareholders' equity increased by approximately \$8.8 million and \$21.0 million, respectively, during the year, reflecting higher operating activity and equity issuances completed in 2025.

The Company recorded a comprehensive loss of approximately \$8.4 million for the year ended December 31, 2025, compared to a comprehensive loss of approximately \$2.7 million in 2024. The increase in comprehensive loss was primarily attributable to (i) increase in operating expenses of \$4.9 million; and (ii) higher foreign exchange translation losses by approximately \$0.9 million (to about \$2.7mm).

By comparison, the 2024 comprehensive loss comprised a net loss of approximately \$1.0 million and foreign exchange translation losses of approximately \$1.7 million.

Foreign exchange translation gains and losses recognized in other comprehensive income arise from the translation of the Company's Philippine operations and equity-accounted investees, whose functional currency is the Philippine peso, into the Company's reporting currency, the U.S. dollar. Accordingly, fluctuations in the Philippine peso relative to the U.S. dollar can have a significant impact on reported comprehensive income through translation adjustments, independent of underlying operating performance.

Changes to investment in mineral asset

	December 31, 2025	December 31, 2024
Labor, General and Administrative	500,854	557,346
Total	500,854	557,346

The focus of activities during the period of 2025 was mainly care and maintenance.

Summary of selected quarterly information

Quarterly result	December 31, 2025	September 30, 2025	June 30, 2025	March 31, 2025	December 31, 2024	September 30, 2024	June 30, 2024	March 31, 2024
Total assets	\$141,548,942	\$133,476,503	\$114,071,801	\$112,101,567	\$111,800,910	\$113,586,636	\$113,292,333	\$114,362,616
Operating expenses	4,502,833	480,272	204,256	364,641	309,210	44,848	186,870	93,501
Income (loss)	(4,907,966)	(543,064)	(5,923)	(288,102)	(1,152,952)	368,519	(1,355,675)	1,134,708
Earnings (loss) per share (i)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	0.00	(0.00)	0.00

i. Per common share, basic and diluted losses per share were equal in all periods presented

Historical trends and changes in quarterly results

Three months and year ended December 31, 2025 and 2024

For the three months ended December 31, 2025, total assets increased to \$141.5 million from \$111.8 million at December 31, 2024. Operating expenses for the quarter were \$4.5 million, compared to \$0.3 million in the same period previous year, mainly due to share-based compensation and higher project-related activity. The company recorded a net loss of \$4.9 million in the three months ended December 31, 2025, compared to a net loss of \$1.2 million in the three months ended December 31, 2024. Loss per share remained nil in both periods.

Operating expenses

The following table summarizes the Company's operating expenses for the years ended December 31, 2025 and 2024:

(USD)	2025	2024	Change
Wages and share-based compensation	3,070,000	220,000	2,850,000
General and administrative costs	2,482,002	414,429	2,067,573
<i>Professional fees</i>	<i>2,107,524</i>	<i>313,809</i>	<i>1,793,715</i>
<i>Legal fees</i>	<i>193,657</i>	<i>28,640</i>	<i>165,017</i>
<i>Stock listing and transfer fees</i>	<i>106,042</i>	<i>24,411</i>	<i>81,631</i>
<i>Director fees</i>	<i>62,358</i>	<i>46,400</i>	<i>15,958</i>
<i>Others</i>	<i>12,421</i>	<i>1,169</i>	<i>11,252</i>
Total operating expenses	5,552,002	634,429	4,917,573

Operating expenses increased by \$4.9 million in 2025 compared to 2024, driven by share-based compensation and higher general and administrative expenses, while wage costs remained consistent year over year.

Share-based compensation represents the difference between the market price and the subscription price of the shares issued to a related party during the year.

The increase in general and administrative expenses was largely attributable to professional fees, which rose by \$1.8 million and accounted for substantially most of the variance. These costs primarily relate to technical consultants engaged in advancing the Project, including the completion of the PFS and progression of the DFS. Legal fees also increased by about \$165 thousand resulting from increased consultations and other services during the year.

Other income

Set forth below are details of other income:

(USD)	2025	2024	Change
Interest income	605,880	673,952	(68,072)
Other income	90,506	80,142	10,364
Foreign exchange loss	(157,706)	(503,502)	345,796
Total	538,680	250,592	288,088

Other Income increased by \$288,088 to \$538,380 in 2025, driven mainly by lower foreign exchange loss.

Interest income decreased modestly in 2025 compared to 2024, reflecting changes in average cash balances and interest rates.

The Company recorded a foreign exchange loss of \$157,706 in 2025 compared to a loss of \$503,502 in 2024. The decrease in foreign exchange losses of \$345,796 reflects movements in exchange rates between the U.S. dollar

and the Philippine peso, which is the functional currency of the Company's primary operating subsidiaries and investees.

Equity-accounted results from associates and joint ventures

The following table summarizes the Company's share of results from its equity-accounted investments:

(USD)	2025	2024	Change
Loss from NADECOR	(433,908)	(202,316)	(231,592)
Loss from joint ventures	(270,011)	(418,078)	148,067

The Company's proportionate share of its 25% equity interest in NADECOR resulted in a loss of \$433,908 in 2025, compared to a loss of \$202,316 in 2024.

Losses from joint ventures totaled \$270,011 in 2025, compared to \$418,078 in 2024, and primarily reflect the Company's 40% proportionate share in the net loss of Kingking Mining Corporation for the year. The Company's investment in joint ventures remains fully impaired.

Overall, the Company's results for the year were driven primarily by higher operating expenses and translation losses. The increase in operating expenses arose from share-based compensation and general and administrative costs, particularly professional fees associated with technical consulting and feasibility-stage project advancement, while wages remained flat year over year.

As a pre-revenue, development-stage issuer, the Company continues to rely on external financing, and its results remain sensitive to equity-accounted outcomes, foreign exchange movements, and the timing of project and corporate activities until commercial production is achieved.

Capital resources and liquidity

At December 31, 2025, the Company had cash of approximately \$20.3 million (December 31, 2024 – approximately \$150,000) and a working capital of approximately \$9.7 million (December 31, 2024 – (\$2.9 million)). The increase in cash during the year was primarily attributable to proceeds from equity financing, including private placements completed in 2025.

The Company's cash utilization reflects its status as a development-stage entity with no operating revenues. Net cash used in operating activities totaled approximately \$3.4 million for the year ended December 31, 2025 (2024 – \$0.6 million), primarily driven by share-based compensation and general and administrative expenditures. In addition, the Company advanced approximately \$2.6 million to joint ventures and disbursed approximately \$0.5 million in mineral property expenditures.

The Company has committed to fund approximately \$3.5 million in remaining obligations to a joint venture investee, primarily relating to land acquisition payments and milestone-based obligations associated with Kingking Mining Corporation.

The advancement of the Project beyond its current stage, including completion of a Definitive Feasibility Study ("DFS"), with targeted completion in the fourth quarter of 2026, detailed engineering, and construction activities, will require significantly higher levels of funding than current expenditure levels. These future expenditures are expected to materially exceed the Company's current annual burn rate and will necessitate additional financing.

The Company has historically funded its operations through equity issuances and expects to continue to rely on a combination of equity financing, debt financing, strategic partnerships, royalties, or asset-level transactions to fund future development. Management may also consider project-level financing arrangements as the Project advances. There can be no assurance that such financing will be available on acceptable terms or at all.

The Company had no long-term debt at December 31, 2025, and December 31, 2024.

Contractual obligations

NADECOR Memorandum of Understanding

Under the terms of the MOU between the Company and NADECOR (which is superseded by the Amended PFA; see Current Highlights), the Company can earn economic interest in the Project by making the following payments totaling a minimum of \$83,000,000.

The Company has committed to fund USD 43,500,000 to complete a Definitive Feasibility Study ("DFS"), which would entitle it to an initial 45% interest in the Project. This interest accrues progressively as expenditures are made, in accordance with agreed milestones and earn-in conditions.

An additional 6% interest may be earned through interim payments to NADECOR, and a further 9% interest by funding a minimum of USD 32,000,000 in capital development expenditures ("CapEx"), subject to adjustment based on project parameters, including throughput assumptions, as contemplated in the MOU.

Accordingly, the full 60% potential interest is earned through a combination of CapEx and direct payments to NADECOR, totaling not less than USD 83,000,000. Any increase in the planned tonnage throughput may raise the minimum CapEx requirement, in which case both parties will share the economic benefit of cost savings (against actual CapEx) in proportion to their respective earn-in interests.

It should be noted that certain expenditures incurred by the Company in connection with the Project may not qualify as part of the earn-in. A summary of the expenditure requirements and actual progress made to date is presented below.

Summary of Expenditures Required by the Company for Full Earn-in to the Project under the MOU

Item	Earn-in amount	December 31, 2025	December 31, 2024
Exclusivity payment to NADECOR (i)	400,000	400,000	400,000
Initial payment to NADECOR (ii)	3,100,000	3,100,000	3,100,000
Initial DFS funding (iii)	30,000,000	30,000,000	30,000,000
Additional DFS funding (iv)	5,000,000	5,000,000	5,000,000
Incremental DFS funding (iv)	8,500,000	8,500,000	8,500,000
Payments to NADECOR (v)	4,000,000	1,231,000	1,231,000
CapEx funding (vi)	32,000,000	24,560,089	23,947,450
Totals	83,000,000	72,791,089	72,178,450

- i. Direct payment to NADECOR made in 2009;
- ii. \$3,000,000 was paid in 2010, pursuant to the first Amendment to the MOU. The remaining \$100,000 was paid in 2012;
- iii. Direct project expenditures made during 2011 by the Company pursuant to the Preferred Shares Investment Agreement ("PSIA"). The full amount has been expended;
- iv. Direct project expenditures after the fulfillment of the \$30,000,000 required to be expended under the PSIA; the full amount has been expended;
- v. The timing of direct payments to NADECOR is contingent on events contemplated in the MOU. During 2011, \$981,000 was paid, \$250,000 was paid during 2013, and the balance is expected to be paid if the terms of the PFA are not fulfilled; and
- vi. Total capital expenditures based on planned mine throughput. The minimum commitment is \$32,000,000 and is subject to adjustment depending on the planned throughput of mine. The PFS results indicate throughput would increase the Company's Capital Expenditures ("CapEx") commitment should the terms of the Amended PFA not be completed.

The terms of the Amended PFA confirmed the Company's 50% economic interest in the Project, whether or not all terms of the Amended PFA are fulfilled. The Company has committed to lending up to \$11.0 million to KMC, a Project joint venture mining entity, of which the Company owns 40%. As at December 31, 2025, the Company had lent \$7.5 million. The loan facility to KMC charges interest at the one-year LIBOR rate per annum until the date of commercial production, at which time the rate is one-year LIBOR plus 2%. During the year ended December 31,

2024, the maturity was extended an additional 15 years and can be paid before maturity without premium or penalty. KMC has entered into agreements which will cause KMC to utilize the full amount of credit facilities; these agreements will secure land, and materially advance Project permitting.

Transactions with related parties

Legal services

For the year ended December 31, 2025, the Company receives advice from Dentons Canada LLP which is considered a related party because of a partner of that firm acting as corporate secretary to the Company. Services rendered during the year ended December 31, 2025, totaled approximately \$150,000 (2024 – approximately \$20,000). The substantial increase year over year was mainly attributable to additional services performed in connection with the Company's capital stock transactions and other consultancy services during the year. At December 31, 2025, \$29,000 was outstanding (December 31, 2024 – \$nil).

Officers, directors and employees

The aggregate value of transactions with officers and directors during the year ended December 31, 2025, including salaries, benefits and other compensation, totaled approximately \$3,476,400 (2024 – approximately \$660,000).

Entities with common management

The Company and Queensberry Mining and Development Corp. ("Queensberry") are party to the amended PFA. The Company's Chief Executive Officer ("CEO") and Chairman of the Board, Manuel Paolo A. Villar, controls the new parent company of Queensberry, Faithful Holdings, Inc. (FHI). During 2014, the Company paid Queensberry approximately \$2.4 million to settle a debt payable by NADECOR to Queensberry. Over the course of the company's relationship, the Company has issued approximately 291,000,000 shares to Queensberry, making it the Company's largest shareholder. During 2015, Queensberry entered into a management service agreement with the Company. During 2016, Queensberry assigned the management service agreement to Prime Asset Ventures Inc. (PAVI), a company controlled by the CEO and the former parent company of Queensberry. The Company has an employment agreement with Mr. Villar pursuant to which he is compensated \$36,667 per month. The same agreement includes bonuses should the Company execute a material sale of the Company or its interest in the Project and calls for stock options to be issued to Mr. Villar in the future.

In March 2018, the Company entered a contract for services with Agata Mining Ventures, Inc. ("AMVI") and TVI Resource Development Phils., Inc. ("TVIRD"), affiliates, wherein the Company shall render technical services, legal consultancy and administration services to AMVI and TVIRD for a monthly fee of ₱525,000 and ₱100,000, respectively.

As at December 31, 2025, Queensberry advanced \$55,174 to the Company (December 31, 2024 - \$661,460) for operational requirements.

On June 18, 2025, the Company announced the completion of the debt settlement (the "Debt Settlement") transaction with Queensberry Mining and Development Corp. (the "Creditor"). Pursuant to the Debt Settlement, the Company issued an aggregate of 25,306,166 common shares in the capital of the Company, at a deemed price of CAD\$0.066 per common share, in consideration for the settlement of a total of CAD\$1,670,207 in connection with certain funds advanced to the Company by the Creditor.

Off balance sheet arrangements

As at December 31, 2025, the Company had no material off balance sheet arrangements (December 31, 2024 – none).

Other MD&A requirements

Outstanding share data

At the date of this document, the Company's outstanding equity securities are described as follows:

Date and Description	Shares Issued	Running Total Outstanding Shares
Beginning balance (2025-01-01)		1,011,404,767
June 18, 2025 – debt settlement with Queensberry Mining and Development Corp.	25,306,166	1,036,710,933
July 7, 2025 – conversion of NADECOR convertible note into equity	185,000,000	1,221,710,933
July 24, 2025 – private placement	341,038,196	1,562,749,129
November 12, 2025 – exercise of stock options	300,000	1,563,049,129
December 12, 2025 – conversion of share subscription	16,500,000	1,579,549,129
Ending balance (2025-12-31)		1,579,549,129

Historical Share Price

The figure below presents the historical trading performance of the Company's common shares for the period indicated. It shows the trend in market price, trading volume over time.

Published on Investing.com, 15/Mar/2026 - 14:05:53 GMT, Powered by TradingView.

St Augustine Gold and Copper Ltd, Canada, Toronto:SAU, D



Source: Investing.com

Internal controls over financial reporting and disclosure controls and procedures

Multilateral Instrument 52-109 – Certification of Disclosure in Issuers' Annual and Interim Filings, requires an evaluation of the effectiveness of the Company's disclosure controls and procedures ("DC&P") and its internal control over financial reporting ("ICFR"). The CEO and the Chief Financial Officer have overseen the process of designing and implementing DC&P and ICFR. Their conclusions with respect to ICFR and DC&P are described below.

Internal controls over financial reporting

The Company's management is responsible for establishing and maintaining adequate internal controls over financial reporting. Any system of internal controls over financial reporting, no matter how well designed, has inherent limitations. Therefore, even those systems determined to be effective can provide only reasonable assurance with respect to financial statement preparation and presentation.

An effective ICFR design provides reasonable assurance that the Company's financial information is reliable and that its financial statements have been prepared, for the purpose of publishing financial information, in accordance with applicable reporting requirements. Management believes its system of internal controls over financial reporting was effective as at December 31, 2025.

Disclosure controls and procedures

An effective DC&P system provides reasonable assurance that any information required to be disclosed by the Company under securities legislation is recorded, processed, summarized and reported within the applicable time periods and to ensure that required information is gathered and communicated to the Company's management so that decisions can be made about timely disclosure of that information. Management believes its disclosure procedures in place at December 31, 2025, were effective.

Corporate Governance Policies

Policies Regarding the Representation of Women on the Board

The Company has not adopted a written policy relating to the identification and nomination of directors, including women directors. The number of women directors on the Board is a factor that the Nominating and Corporate Governance Committee considers when selecting new nominees for the Board. The Board feels that having written policies governing the selection of board nominees could unduly restrict the Board's ability to select the most capable nominees.

Consideration of the Representation of Women in the Director Identification and Selection Process

When considering director nominations, the Nominating and Corporate Governance Committee considers the number of women currently on the Board. The Board includes the gender of a potential candidate as one component in the overall list of factors it considers when selecting candidates.

Consideration Given to the Representation of Women in Executive Officer Appointments

When considering executive officer appointments, the Nominating and Corporate Governance Committee considers the number of women currently employed in senior executive positions. The Chief Executive Officer, when considering the appointment of senior executives, also considers the number of women currently in senior executive positions. As in the director selection process, the gender of a potential candidate is one component in the overall list of factors that the Nominating and Corporate Governance Committee and the Chief Executive Officer consider when selecting candidates.

Issuer's Targets regarding the Representation of Women on the Board and in Executive Officer Positions

The Board has not adopted a target regarding women on the Board or in senior executive positions. The Board feels that adopting such a target could unduly restrict the Company's ability to select the most capable nominees.

The Board and the Chief Executive Officer do consider the number of women on the Board and in senior executive positions when identifying candidates.

Number of Women on the Board and in Executive Officer Positions

	# of Women	Total # of Board/Officers	%
Board Positions	1	8	13%
Executive Officer Positions	3	13	23%

Risks and uncertainties

In addition to the risk factors listed below, please see the risk factors listed in the Company's AIF (available at www.sedarplus.ca).

Project Development and Permitting Risks

Mine development and project financing risk

Mine development is highly speculative and involves substantial risks. Although the Project has completed the preliminary feasibility stage, there is no assurance that the Company will be able to complete a definitive feasibility study, obtain all remaining permits and approvals, arrange project financing, construct the required mining and processing facilities and infrastructure, or place the Project into commercial production.

Substantial additional expenditures will be required to develop the Project. There can be no assurance that the Company will be able to obtain the required financing on a timely basis, on acceptable terms or at all. Failure to secure financing, whether through equity, debt, strategic investment, joint venture arrangements, royalties, stream financing, asset sales or other alternatives, could delay, curtail or prevent advancement of the Project. Any additional equity financing may result in material dilution to existing shareholders, and any debt or structured financing may impose restrictive covenants, security interests, cash sweep provisions or other terms that could adversely affect the Company's flexibility.

The Project is in the pre-development stage, and the Company has no history of earnings from mining operations. There can be no assurance that the Project will ever achieve commercial production or generate positive cash flow.

Environmental, permitting, regulatory risks and fiscal regime

The Company's operations and the development of the Project are subject to extensive environmental, health and safety, mine permitting and other regulation in the Philippines. The Company must obtain, renew and maintain permits, licenses and approvals required for continued engineering, construction, mining, processing, environmental compliance, water use, waste management, land access, occupational health and safety, and community and Indigenous Peoples matters. There can be no assurance that all required permits and approvals will be obtained, renewed or maintained on acceptable terms or on a timely basis. Changes in law, policy, interpretation or enforcement, or the imposition of more stringent permit conditions, could delay development, increase capital or operating costs, reduce planned production or require material changes to the Project.

On February 22, 2017, KMC received a show cause order from the Department of Environment and Natural Resources ("DENR") directing KMC to explain why the MPSA should not be cancelled for being located within watershed areas. On February 27, 2017, management of KMC responded to the show cause order stating that there are no valid grounds to cancel, terminate or suspend the MPSA. The DENR has yet to render a resolution on

the matter, as with other mining companies that received similar show-cause orders. There can be no assurance that this matter will be resolved favorably or without delay.

In addition, although the national ban on prospective open-pit mining was lifted in December 2021, future changes in national or local policy, including any reinstatement or restriction of open-pit mining or changes in environmental, watershed, biodiversity, rehabilitation or closure requirements, could adversely affect the Project, delay permitting or development, or increase costs.

The fiscal regime applicable to large-scale metallic mining in the Philippines changed materially in 2025 with the enactment of Republic Act No. 12253, or the Enhanced Fiscal Regime for Large-Scale Metallic Mining Act, and the issuance of its implementing rules and regulations in December 2025. The law introduces a revised fiscal and compliance framework for large-scale metallic mining operations, including royalties, a windfall profits tax, project-level ring-fencing, related-party debt-to-equity limits and enhanced transparency and reportorial requirements. Depending on the Project's ultimate structure, profitability, financing and timing of operations, the new regime and its implementation could increase the Company's tax burden, compliance costs and administrative complexity, and could adversely affect Project economics, financing and valuation.

Climate change and emissions-related regulation

The Company may be affected by current or future laws, regulations and policies relating to climate change, greenhouse gas emissions, energy transition, carbon pricing, disclosure obligations and environmental performance standards. Such measures may increase capital and operating costs, require changes to Project design, increase monitoring and reporting obligations, or adversely affect financing availability and stakeholder expectations.

Social and Community

Development of the Project is expected to affect local communities and may require resettlement, relocation of infrastructure and continued engagement with affected stakeholders. Project delays, increased costs or the inability to proceed as planned could result if broad local community support is not maintained or if resettlement and compensation arrangements cannot be completed on acceptable terms and within expected timelines.

Although the Company has received local endorsements and has entered arrangements with Indigenous Peoples in the Project area, there can be no assurance that future community support, social license, Indigenous Peoples engagement or implementation of the Resettlement Action Plan will proceed as expected.

Foreign operations and joint venture risk

The Company's operations are located in the Philippines and are subject to the risks associated with operating in a foreign jurisdiction, including changes in law or government policy, local unrest, small-scale mining activity, corruption, demands for improper payments, physical security issues and judicial or administrative processes that may differ materially from those in Canada and the United States.

The Company's interest in the Project is held in part through agreements and through its interests in NADECOR and KMC. The Company is dependent on its counterparties and joint venture partners to perform their obligations under the applicable agreements. If they fail to do so, the Company may be required to pursue arbitration or litigation, including in foreign jurisdictions, which may be costly, time-consuming and uncertain.

Market and Financial Risks

Fluctuating mineral prices

The Company's business is highly dependent on the market prices of copper, gold and other metals. Commodity prices are volatile and are affected by factors beyond the Company's control, including global supply and demand, inflation, exchange rates, interest rates, geopolitical events, trade restrictions and general economic conditions. Declines in mineral prices may adversely affect the economic viability of the Project, the Company's ability to finance development and the value of its mineral interests.

Adverse fluctuations in currency exchange rates

The Company is exposed to fluctuations in the exchange rates among the Canadian dollar, United States dollar and Philippine peso, which could materially and adversely affect the Company's financial position, results of operations and cash flows. The costs of goods and services may increase due to changes in the value of these currencies. As a result, development of the Company's properties may be costlier than anticipated.

Current global economic conditions

Adverse global economic conditions, including inflation, disruptions in credit and capital markets, recessionary pressures, geopolitical instability and reduced investor appetite for risk, may impair the Company's ability to raise capital or increase its cost of financing. These factors may also increase Project costs, delay development and reduce the availability of contractors, equipment and services.

Operational Risks

Security of energy supplies

The availability and price of power, fuel and other energy inputs may materially affect the development and operation of the Project. Energy markets may be affected by strong regional demand, supply chain disruptions, regulatory change, geopolitical events and environmental constraints. Although the Company may seek long-term supply arrangements where appropriate, there can be no assurance that reliable energy supply will be available on acceptable terms.

Operating hazards and uninsured or uninsurable risks

Mineral exploration, development and mining operations involve significant risks, including slope failures, flooding, fire, seismic events, geotechnical instability, equipment failure, environmental incidents, labour disruptions, accidents, injury, loss of life and damage to property. Damage caused by local insurgents or other security incidents is also possible.

The Company may maintain insurance where it considers appropriate, but insurance may not be available on reasonable terms, may not cover all risks or may prove inadequate in the event of a claim. Liabilities and losses arising from uninsured or underinsured events could have a material adverse effect on the Company's business, financial condition and prospects.

Reliability of historical information

The Company has relied, and may continue to rely, on historical data compiled by previous parties involved with the Project. To the extent that any such data is inaccurate, incomplete or unreliable, the Company's development plans, estimates and conclusions may be adversely affected.

Title risks

Although the Company has exercised due diligence in connection with its mineral property interests, there can be no assurance that title to the Project or related rights will not be challenged or impaired. Title may be affected by unregistered agreements, competing claims, defects, boundary disputes, errors in registration or other matters beyond the Company's knowledge or control.

Corporate and Governance Risks

Competition

The mining industry is highly competitive in all its phases. The Company competes with other mining and exploration companies, many of which have greater financial, technical and operational resources. Competition is principally for mineral-rich properties, qualified personnel, contractors and access to capital. Such competition may adversely affect the Company's ability to advance the Project, attract and retain skilled personnel or obtain financing on favorable terms.

Dependence on directors, officers and key personnel

The Company is dependent on the services of its directors, officers and other key personnel. There can be no assurance that the Company will be able to retain its current management team or attract and retain additional qualified personnel as required. The loss of the services of one or more key persons could have a material adverse effect on the Company and its prospects.

Conflicts of interest

Certain directors and officers of the Company are or may become involved in other companies or projects in the mining and mineral exploration industry. Circumstances may arise in which the interests of such directors and officers conflict with the interests of the Company. Directors and officers are required to act honestly and in good faith with a view to the best interests of the Company and to comply with applicable corporate and securities laws, regulations, rules and policies regarding conflicts of interest.

Related-party concentration and control risk

The Company has significant related-party concentration risk. Following the June 2025 debt conversion, Queensberry became the Company's controlling shareholder, holding approximately 52.0% of the issued and outstanding common shares. In addition, the December 2025 private placement to an entity controlled by Nicolaos Paraskevas constituted a related-party transaction.

As a result, related parties may be able to exert significant influence over director elections, shareholder votes, financing decisions, strategic alternatives and the terms or timing of future transactions. The Company may also remain dependent on related-party support for financing or transaction execution.

Future acquisitions and strategic transactions

As part of its business strategy, the Company may consider acquisitions, asset purchases, joint ventures, strategic investments or other transactions. There can be no assurance that the Company will identify suitable opportunities, complete any such transaction on favorable terms, successfully integrate acquired assets or businesses, or realize the expected benefits of any transaction.

Dividends

The Company has never paid dividends on its common shares and does not expect to pay dividends in the foreseeable future.

Volatility of share price

The market price of the Company's common shares may be volatile and may be affected by factors beyond the Company's control, including changes in commodity prices, market conditions, financing announcements, exploration or development results, regulatory developments and general economic and political conditions. Securities markets in Canada and elsewhere have experienced significant price and volume volatility in recent years, and such volatility may continue regardless of the Company's operating performance.

Critical accounting policies and estimates

The Company's significant accounting policies, including critical accounting policies and estimates, are presented in Note 2 to the annual consolidated financial statements for the year ended December 31, 2025. An analysis of the Company's critical accounting policies and estimates follows.

Statement of compliance

The Company's financial statements for the year ended December 31, 2025, including comparatives, have been prepared in accordance with IFRS.

Statement of compliance analysis

Management has implemented internal controls over financial reporting and disclosure controls and procedures which management believes operate effectively. In addition to performing a rigorous period end review of the close and financial reporting process, management analyzes its financial statements and related disclosures in relation to IFRS guidance effective for the reporting year. At December 31, 2025, management determined that the financial statements, notes to the financial statements, and this MD&A are in compliance with IFRS and applicable regulations.

Investment in mineral property

The Company's directed purpose is to develop the Project under an agreement with NADECOR and will ultimately receive up to an aggregate 60% economic interest in a joint venture based upon required expenditures and completion of certain milestones. Those expenditures which are directly allowed under the MOU are included in the investment in mineral property accounts. Amounts not allowed to earn-in, following NADECOR's audit, are either reported in the investment in mineral property under IFRS 6 – Exploration for and Evaluation of Mineral Resources, or expensed, depending on the character of the expenditure. Under the terms of the MOU, accrued amounts earn-in upon cash settlement and NADECOR has a limited right to audit the underlying expenditure. The MOU will be superseded by the PFA upon fulfillment of the terms of the PFA.

Following the establishment of economic viability by the PFS filed on SEDAR+ on November 1, 2013, qualifying expenditures will be capitalized in accordance with relevant standards until production commences. Management periodically reviews the recoverability of the capitalized value of the Project, taking into consideration the results of exploration activities, estimated mineral market prices, reports of experts and other relevant information. If the Project is to be abandoned or is determined to be impaired, the investment will be reduced to fair value.

Analysis of investment in mineral property

Management has performed a rigorous review of its contractual commitments and rights and IFRS 6 - *Exploration for and Evaluation of Mineral Resources*. The Company's expenditures included in the Company's investment in mineral property are those which have directly benefited the Project and which management has determined, based on an assessment of whether impairment indicators exist, to be recoverable, and expenses which qualify for shares in its joint venture partner's capital accounts under its contractual arrangements.

The impact of the Company's treatment of capitalized expenses in respect of the Company's financial statements has been to increase the Company's assets and decrease net loss, as compared to a policy which expensed a higher proportion of Project expenditures.

Investments in other entities

The Company accounts for investments below the threshold of having significant influence either at fair value or at amortized cost, depending on the nature of the investment.

If the Company has significant influence over an investee as defined under IAS 28 – Investments in Associates and Joint Ventures, the investment is initially recognized at cost and is adjusted periodically to reflect the Company's portion of the investees' profit or loss.

Analysis of Investments in other entities

The Company's investments in other entities include its investment in NADECOR, Kingking Gold and Copper Mines Inc. ("KGCMI") and KMC.

The investments in NADECOR, KGCMI and KMC were accounted for using the equity method at December 31, 2025. Certain agreements of the Company contain clauses, which if met, could cause the Company's investment in KMC to change to proportionate consolidation.

Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets or a cash-generating unit are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or a cash-generating unit is the greater of its value in use and its fair value less costs to dispose. Cash generating units are identified at the smallest group of assets that generate cash inflows that are largely independent of the cash inflows from other assets or groups of assets. This value is held through the Company's investment in mineral property, investment in NADECOR and investments in joint ventures.

In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. An impairment loss is recognized if the carrying amount of an asset exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

Analysis of impairment of non-financial assets

The Company's non-financial assets or a cash-generating unit include investment in mineral property (described above) and property and equipment. Management's policy is to analyze its investment in mineral property and property and equipment for impairment at each reporting period and as circumstances and events warrant. Management has recognized no impairment losses against property and equipment or investment in mineral property since significant activity began in 2011.

Financial instruments

Financial assets are recognized when the Company becomes a party to the contractual terms of the financial instrument. For purposes of classifying financial assets, an instrument is considered as an equity instrument if it is non-derivative and meets the definition of equity for the issuer in accordance with the criteria of IAS 32, *Financial Instruments: Presentation*. All other non-derivative financial instruments are treated as debt instruments.

Classification, measurement and reclassification of financial assets in accordance with IFRS 9

Under IFRS 9, the classification and measurement of financial assets is driven by the entity's business model for managing the financial assets and the contractual cash flow characteristics of the financial assets.

Financial assets are measured at amortized cost if both of the following conditions are met:

- the asset is held within the Company's business model whose objective is to hold financial assets in order to collect contractual cash flows ("hold to collect"); and,
- the contractual terms of the instrument give rise, on specified dates, to cash flows that are solely payments of principal and interest ("SPPI") on the principal amount outstanding.

All of the Company's financial assets meet these criteria and are measured initially at fair value plus transaction costs. These are subsequently measured at amortized cost using the effective interest method, less any impairment in value.

The Company's financial assets at amortized cost are presented in the statement of financial position as cash, note receivable from NADECOR, advances to joint ventures, and note receivable from joint venture.

For purposes of cash flows reporting and presentation, cash in banks generally earn interest based on daily bank deposit rates. These are unrestricted and readily available for use in the Company's operations and are subject to insignificant risks of changes in value.

Interest income is calculated by applying the effective interest rate to the gross carrying amount of the financial assets except for those that are subsequently identified as credit-impaired. For credit-impaired financial assets at amortized cost, the effective interest rate is applied to the net carrying amount of the financial assets (after deduction of the loss allowance). The interest earned is recognized in the statement of comprehensive income as part of interest income.

Impairment of financial assets under IFRS 9

The Company assesses its expected credit loss (ECL) on a forward-looking basis associated with its financial assets carried at amortized cost. Recognition of credit losses is no longer dependent on the Company's identification of a credit loss event. Instead, the Company considers a broader range of information in assessing credit risk and measuring expected credit losses, including past events, current conditions, reasonable and supportable forecasts that affect collectability of the future cash flows of the financial assets.

The Company applies a simplified approach in measuring ECL, which uses a lifetime expected loss allowance for all receivables. These are the expected shortfalls in contractual cash flows, considering the potential for default at any point during the life of the financial assets. To calculate the ECL, the Company uses its historical experience, external indicators and forward-looking information to calculate the ECL using a provision matrix. The Company also assesses impairment of receivables on a collective basis as they possess shared credit risk characteristics and have been grouped based on the days past due.

The key elements used in the calculation of ECL are as follows:

- *Probability of default* – It is an estimate of likelihood of default over a given time horizon.
- *Loss given default* – It is an estimate of loss arising in case where a default occurs at a given time. It is based on the difference between the contractual cash flows of a financial instrument due from a counterparty and those that the Company would expect to receive, including the realization of any collateral.
- *Exposure at default* – It represents the gross carrying amount of the financial instruments subject to the impairment calculation.

Measurement of the ECL is determined by a probability-weighted estimate of credit losses over the expected life of the financial instrument.

Derecognition of financial assets

The financial assets (or where applicable, a part of a financial asset or part of a group of financial assets) are derecognized when the contractual rights to receive cash flows from the financial instruments expire, or when the financial assets and all substantial risks and rewards of ownership have been transferred to another party. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred assets, the Company recognizes its retained interest in the asset and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognize the financial asset and also recognizes a collateralized borrowing for the proceeds received.

Equity and financial liabilities

Equity

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement and the appropriate reporting standard.

An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded at the proceeds received, net of direct issue costs.

Financial liabilities

Financial liabilities include contractual obligations to deliver cash or another financial asset to another entity or to exchange financial assets or financial liabilities under potentially unfavorable conditions. Financial liabilities also include contracts which may be settled in an entity's equity instruments.

Other financial liabilities

Other financial liabilities are initially measured at fair value, net of transaction costs, and are subsequently measured at amortized cost using the effective interest method, with interest expense recognized on an effective yield basis.

The effective interest method is a method of calculating the amortized cost of a financial liability and of allocating interest expenses over the corresponding period. The effective interest rate is the rate that discounts estimated future cash payments over the expected life of the financial liability, or, where appropriate, a shorter period, to the net carrying amount on initial recognition.

The Company has classified accounts payable and accrued wages and due to related parties as other financial liabilities.

Derecognition of financial liabilities

The Company derecognizes financial liabilities when the Company's obligations are discharged, cancelled or they expire.

Significant accounting estimates, judgments and assumptions

The preparation of consolidated financial statements requires management to make judgments and estimates and form assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the reporting period. On an ongoing basis, management evaluates its judgments and estimates in relation to assets, liabilities, revenue and expenses. Management uses historical experience and various other factors which it is believed to be reasonable under the given circumstances as the basis for its judgments and estimates. Actual outcomes may differ from these estimates under different assumptions and conditions.

The most significant estimates relate to share-based compensation payments, impairment assessment of investment in mineral property and associates, and depreciation and impairment of property and equipment.

The most significant judgments relate to recoverability of capitalized amounts, accounting for long-term investments, accounting for investments in joint ventures and associates and the determination of the economic viability of a project.

Analysis of accounting estimates and judgments

The useful lives of assets are generally determined by a categorical assignment of fixed asset purchases. In general, management uses a 3, 5, or 10-year depreciation life for vehicles and equipment purchased. Its judgments in analyzing fixed assets for impairment include whether events and circumstances are significant enough to warrant an impairment analysis and its selection of financial data used in calculating the effects of external variables.

Management's judgment as to the recoverability of capitalized amounts is closely tied to management's impairment analysis. A significant difference arises in determining the economic viability of a project, in which case management relies on internal and contracted experts. As of the date of this MD&A, the economic viability of the Company's only mineral asset has been determined by way of a PFS, however, a DFS has not been completed.

Management valued its investment in NADECOR at fair value at June 30, 2013, at cost. In August 2013, the Company obtained board representation, requiring the Company to account for its investment in NADECOR using the equity method. Accordingly, the Company recorded its pro-rata share of comprehensive loss for the periods thereafter. The value of the investment will be affected by the future financial performance of NADECOR, which owns 60% of the Project's joint venture mining entity, as well as by changes in the exchange rate of the U.S. dollar and Philippine peso. This value of the investment is the same cash-generating unit as Company's investment in mineral property (described above).

General business commentary, outlook and accomplishments

Management notes the following accomplishment during the year ended December 31, 2025:

- The Company remains to be International Organization for Standardization ("ISO")-certified to-date, having again passed the ISO Re-certification Audit which certification is valid until March 12, 2029. The Company remains to be compliant with its permits and licenses to-date and with regulatory requirements.
- On May 19, 2025, the Company and NADECOR executed a Share Purchase Agreement where the Company acquired 100% of MillingCo from NADECOR by issuing a convertible note to NADECOR for a purchase price of CAD\$9,120,500.
- On June 18, 2025, the Company announced the completion of the debt settlement (the "Debt Settlement") transaction with Queensberry Mining and Development Corp. (the "Creditor"). Pursuant to the Debt Settlement, the Company issued an aggregate of 25,306,166 common shares in the capital of the Company, at a deemed price of \$0.066 per common share, in consideration for the settlement of a total of CAD\$1,670,207 in connection with certain funds advanced to the Company by the Creditor.
- On July 7, 2025, the Company announced that the convertible note issued on May 30, 2025 to its co-venture partner, NADECOR, in connection with the restructuring of ownership interests in the Project, was fully converted into equity in accordance with its terms. The total principal amount of CAD\$9,120,500 was converted into 185,000,000 common shares of the Company at a deemed price of CAD\$0.0493 per share. NADECOR assigned portions of the note to sixteen (16) parties, all of whom are at arm's length to the Company, prior to conversion.
- On July 24, 2025, the Company announced the closing of its previously disclosed non-brokered private placement, which was initially announced on June 9, 2025. The financing involved the issuance of 341,038,196 common shares at a price of \$0.073 per share, generating gross proceeds of CAD\$24,895,379. The net proceeds of the placement will be used for general corporate purposes, including the completion of a feasibility study and organizing financing for the Project. No insiders participated in the offering.
- On July 25, 2025, the Company announced the appointment of Nicolaos Paraskevas as Executive Director, Andrew J. Russell as Project Director and Love D. Manigsaca as Chief Financial Officer.
- On July 31, 2025, the Company announced the positive results of the updated PFS for the Project in Pantukan, Davao de Oro, Philippines, confirming the project's strong technical and economic viability and supporting advancement to the Definitive Feasibility Study stage.

St. Augustine Gold and Copper Limited

Management's Discussion and Analysis

For the year ended December 31, 2025

Financial information is presented in U.S. dollars

- On August 8, 2025, the Company announced the appointment of Mr. Michael G. Regino to its Board of Directors, effectively immediately, Mr. Regino replaces Mr. Johnny Aurelio C. Felizardo, who recently passed away.
- On October 9, 2025, the Company announced the engagement of Stantec Consulting Ltd. ("Stantec") and Independent Mining Consultants, Inc. ("IMC") to complete a DFS for the Project in Pantukan, Davao de Oro, Philippines. This follows the highly positive results of the PFS released on July 31, 2025, which delineated the project's world-class economic potential and supports an expedited path to production.
- On November 12, 2025, the Company issued 300,000 common shares to a Consultant pursuant to the exercise of stock options at a price of CAD\$0.37 per share, for total consideration of CAD\$111,000. At the same time, the Company also announced the appointment of additional officers below:
 - Cynthia Marie S. Delfin – Project Coordinating Head
 - James Moore – Chief Technical Advisor
 - Stephen Carty – Project Geologist
 - Donald Brown – Project Development Consultant
 - Raymond Ricafort – Financing Consultant
- On November 18, 2025, the Company announced the appointment of Atty. Teodulo Antonio "Butch" G. San Juan as Independent Director effective 17 November 2025.
- On December 12, 2025, the Company completed a private placement of 16,500,000 units at a price of CAD\$0.073 per unit for aggregate gross proceeds of CAD\$1,204,500. Each unit consisted of one common share and two warrants. Accordingly, the Company issued 16,500,000 common shares and 33,000,000 warrants in connection with such private placement

The Company's general business commentary and outlook, including key ongoing milestones and targets, are as follows:

- During 2025, the Company continued to advance the Project, with a key milestone being the release of the updated NI 43-101 Preliminary Feasibility Study on July 31, 2025. The updated PFS provided the current technical basis for the Project and supported its advancement beyond the preliminary feasibility stage.
- Following the updated PFS, the Company advanced the Project to the definitive feasibility stage. On September 12, 2025, the Company engaged Stantec Consulting Ltd. and Independent Mining Consultants, Inc. to complete the DFS, with completion targeted for the fourth quarter of 2026. The Company expects the DFS to further refine the Project's engineering, development plan, capital requirements and implementation schedule.
- In November 2025, the Company appointed BMO Capital Markets and Macquarie Capital as financial advisors in relation to financing and strategic alternatives for the Project. These engagements form part of the Company's efforts to evaluate and pursue funding options for the next stage of Project development.
- The Company has disclosed that the ECC and DMPF remain in good standing. At the same time, the Company has disclosed that the MPP had lapsed and that renewal remained in progress.
- More broadly, the Company continued during 2025 to advance the permitting, engineering, financing and corporate structuring workstreams required for Project development. Going forward, the Company expects to continue focusing on completion of the DFS, advancement of permitting and regulatory requirements, evaluation of financing alternatives and further preparation for the Project's potential development.

Contact details

Investor & Public Relations Contact

Nicolaos Paraskevas
Email: info@kingking.ph

Registrar and Transfer Agent

Computershare Trust Company of Canada
800, 324 – 8th Avenue SW
Calgary, Alberta, Canada T2P 2Z2
Telephone: (403) 267-6800

Share Listing:

TSX ticker: SAU

Auditors:

Davidson & Company, LLP
1200 - 609 Granville Street
P.O. Box 10372, Pacific Centre
Vancouver, BC Canada V7Y 1G6
Telephone: (604) 687-0947

Prepared by:

SAU Finance, Legal & Technical Team
Email: info@kingking.ph