

RIO2 LIMITED
MANAGEMENT'S DISCUSSION AND ANALYSIS
FOR THE THREE AND NINE MONTHS ENDED SEPTEMBER 30, 2026

(EXPRESSED IN THOUSANDS OF UNITED STATES DOLLARS, UNLESS OTHERWISE STATED. SHARE AND PER SHARE AMOUNTS NOT ROUNDED)

The following management's discussion and analysis ("MD&A") was prepared as at November 9, 2026, and is management's assessment of the operating results and financial condition of Rio2 Limited ("Rio2" or the "Company") together with its subsidiaries. This MD&A should be read in conjunction with the unaudited condensed interim consolidated financial statements and the notes thereto for the three and nine months ended September 30, 2026 and the audited consolidated financial statements and the notes thereto for the year ended December 31, 2025.

The unaudited condensed interim consolidated financial statements have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board ("IFRS Accounting Standards") applicable to the preparation of interim financial statements, including IAS 34, Interim Financial Reporting ("IAS 34"). The 2025 annual consolidated financial statements were prepared in accordance with IFRS Accounting Standards. All dollar amounts, except per share amounts, are expressed in thousands of United States dollars (US$) unless otherwise stated.

References to Q1, Q2, Q3, and Q4, are made in reference to the Company's first, second, third and fourth fiscal quarters, respectively and references to H1 and H2 are made in reference to the Company's first and second halves of the fiscal year, respectively.

The Company's common shares are currently traded on the Toronto Stock Exchange ("TSX") under the symbol "RIO", as well as on the Bolsa de Valores de Lima ("BVL") under the symbol "RIO", and the OTCQX Best Market under the symbol "RIOFF". The Company's registered office is located at Suite 5100, Bay Adelaide – West Tower, 333 Bay St., Toronto, Ontario, M5H 2R2 and its head office is located at Suite 1500, 701 West Georgia Street, Vancouver, British Columbia V7Y 1C6.

Continuous disclosure materials, including our Annual Information Form ("AIF"), this MD&A, audited consolidated financial statements, and Notice of Annual Meeting of Shareholders and Proxy Circular, are available on our website at www.rio2.com and on SEDAR+ at www.sedarplus.ca, as applicable (for avoidance of doubt, unless specifically noted, no items from these or other websites mentioned in this MD&A are incorporated by reference).

DESCRIPTION OF BUSINESS

Rio2 is incorporated in Ontario and is a diversified precious metals and copper producer focused on building and operating mines with a management team that has proven technical skills and a successful capital markets track record. The Company is currently producing gold at its heap leach Fenix Gold Mine (the "Fenix Gold Mine") in Chile and copper/gold/silver at its recently acquired underground Condestable Mine in Peru (acquired a 99.1% interest in the Condestable Mine during Q1 2026 see "CORPORATE UPDATES" below).

HIGHLIGHTS FOR THE THREE MONTHS ENDED SEPTEMBER 30, 2026

Operational and financial results for the Condestable Mine in this section, and throughout the remainder of this MD&A, are presented for the period January 30, 2026 (Acquisition date) to September 30, 2026.

- Fenix Gold ramp-up progress made in Q2 was set back due to two major snowstorms in July and August with continuing smaller bad weather with snow and winds during September also impacting production. Snowfall has been between 4 – 5 meters ("m") on site which impacted access to the project, access to the mining area in Fenix South, the leach pad and other site infrastructure. As a result of these weather events both mining production and processing were affected negatively for the quarter. The Company still expects to achieve ramp up to 20 thousand tonnes per day ("ktpd") and achieve commercial production in Q4 2026.
- Condestable continued to perform to expectations, providing solid free cash flows from copper ("Cu"), gold ("Au") and silver ("Ag") production.
- Earnings before interest, tax, depreciation and amortization ("EBITDA")[1] of $1.8 million loss for the three months ended September 30, 2026. Adjusted EBITDA[1] of $50.0 million for the three months ended September 30, 2026.
- EBITDA included a non-cash fair value loss of $41.1 million on the stream obligation, reflecting updated Condestable production forecasts incorporating the planned expansion to 10,000 tonnes per day ("tpd") and an extension of production to 2041, together with higher forecast gold and silver prices.

- Income from mine operations of $43.8 million and adjusted net income[1] of $22.4 million, compared to income from mine operations of $nil and adjusted net loss[1] of $2.8 million for the three months ended September 30, 2025.
- Continued to manage liquidity while funding capital expenditures and debt repayments, ending September 30, 2026 with cash and cash equivalents of $26.8 million, compared to cash and cash equivalents of $46.4 million as at December 31, 2025.
- Quarterly consolidated gold production of 12,307 ounces ("oz") and gold sales of 14,294 ounces at an average realized price of $3,913/oz.
- Q3 2026 total cash costs of $2,370 per ounce of gold sold[1] at the Fenix Gold Mine. Fenix Gold Mine produced 8,500 ounces of gold during the quarter.
- Quarterly copper production of 9,603,325 pounds and copper sales of 9,335,468 pounds at an average realized price of $6.33 per pound.
- Q3 2026 total cash costs of $2.62 per pound of copper produced[1] and AISC[1] of $3.40 per pound of copper produced at Condestable. The 9,603,325 pounds of copper produced was entirely at Condestable. Condestable also produced 3,807 ounces of gold and 93,854 ounces of silver.
- Cash provided by operating activities in the quarter was $22.5 million, cash used in investing activities was $21.3 million, and net cash used in financing activities was $23.5 million, compared to cash flow provided by operating activities in the comparative quarter ended September 30, 2025 of $42.5 million, cash used in investing activities of $23.8 million, and net cash provided from financing activities of $0.6 million.

(1) These are non-IFRS Measures. See section NON-IFRS MEASURES AND DEFINITIONS of this MD&A.

CORPORATE UPDATES

On January 30, 2026, pursuant to the terms and conditions of a Definitive Share Purchase Agreement (the "Agreement") dated December 8, 2025, and as amended on January 30, 2026 (the "Amended SPA"), the Company completed its previously announced acquisition of a 99.1% interest in the Condestable Mine in Peru from Southern Peaks Mining L.P. ("Southern Peaks") (the "Acquisition"). Under the terms of the Amended SPA, Rio2 acquired all of the issued and outstanding shares of certain subsidiaries of Southern Peaks (the "Acquired Entities" or "SPM"), including Ariana Management Corporation S.A.C., which ultimately holds a 99.1% interest in the Condestable Mine. For further details on the Acquisition, including the total purchase price, see note 4 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026.

On January 30, 2026, the escrow release conditions for the conversion of the subscription receipts were fulfilled and each subscription receipt was converted into one common share of Rio2 concurrently with the closing of the Acquisition. The escrow release conditions were in relation to a bought deal financing that closed on December 15, 2025 and comprised of 86,094,750 subscription receipts at a price of C$2.22 per subscription receipt for gross proceeds of C$191.1 million or approximately $138.8 million. The net escrow proceeds, together with all interest earned thereon, were released from escrow to Rio2 on January 30, 2026 and were partly used towards the cash consideration of the Acquisition.

On March 27, 2026, the Company made a voluntary repayment of $20.0 million plus accrued interest for a total of $21.3 million towards its Vendor Debt in connection with its Acquisition (see "Other Significant Financings" for further details on the Vendor Debt). Following the voluntary repayment of $20.0 million of loan principal, the Mezzanine Promissory Note of $10.0 million was fully extinguished, and the Vendor Senior Promissory Note was reduced to $45.0 million.

On April 22, 2026, the Company commenced the commissioning phase for the new Tailings Filtration Facility ("TFF") at its Condestable Mine. The transition to dry-stack tailings provided by the new TFF represents a major operational milestone, following an 18-month construction period and a total capital investment budget of approximately $27.0 million (approximately $26.5 million spent as of September 30, 2026, including $17.8 million of expenditures incurred before, and $8.7 million of expenditures after, the Acquisition). The facility features an installed design capacity of 8,400 tpd, capable of processing 100% of Condestable's current tailings output and has been engineered to accommodate potential future production expansions. Commissioning is expected to conclude in the near-term, with full commercial operations expected during the first quarter of 2027.

On July 14, 2026, the Company filed an independent NI 43-101 technical report for its Kalzas Tungsten Project (the "Kalzas Tungsten Project") in Yukon, Canada. For further details, see "Exploration of Kalzas Tungsten Project" below.

On July 23, 2026, the Company filed an independent NI 43-101 technical report for the Condestable Mine, prepared by SLR Consulting (Canada) Ltd., with an effective date of May 31, 2026. The report supports the updated mineral resources and mineral reserves previously announced on June 23, 2026. See "Operations of the Condestable Mine" below for further details.

On July 23, 2026, the Company released its 2025 ESG (environmental, social, and governance) Report, related to the Fenix Gold Mine, which can be found on the company's website. For further details on this, please refer to the Company's news release dated July 23, 2026.

On July 28, 2026, the Company participated in a Royal Road Minerals Limited ("Royal Road") brokered listed issuer financing exemption offering in which it acquired an additional 10,000,000 common shares at C$0.20 per common share of Royal Road for total consideration of $1,427 (C$2,000). As of September 30, 2026, the Company had an ownership interest of approximately 16.1% in Royal Road on a non-diluted basis.

On August 21, 2026, the Company received regulatory approval for the Modification of the Environmental Impact Study (Modificación del Estudio de Impacto Ambiental or "MEIA") for its Condestable Mine in Peru. The approval permits an increase of throughput capacity from 8,400 tpd to 10,000 tpd and authorizes a new dry-stack tailings storage facility (Tailings Storage Facility #6). Initial permitted capacity for Tailings Storage Facility #6 is approximately 43 million tonnes, with the design allowing for staged expansions up to 170 million tonnes to support future mine life extensions. The approval also extends Condestable's environmentally approved mine life by a further ten years. The Company continues to advance engineering and technical evaluations relating to the proposed expansion as well as systematic exploration campaigns. For further details on this, please refer to the Company's news release dated August 25, 2026.

On September 18, 2026, the Company was added to the MVIS Global Junior Gold Miners Index, following its inclusion announced on September 14, 2026.

2026 SELECTED FINANCIAL AND OPERATIONAL HIGHLIGHTS

		Three months ended September 30,		Nine months ended September 30,	
Financial Results: (in thousands, except per share amounts)		**2026**	**2025**[2]	**2026**	**2025**[2]
Copper sales	$	55,921	N/A	140,613	N/A
Gold sales	$	53,931	N/A	131,615	N/A
Silver sales	$	5,623	N/A	13,800	N/A
Pricing adjustments on concentrate sales	$	(90)	N/A	486	N/A
Consolidated revenue	$	115,385	N/A	286,514	N/A
Net income (loss) [3]	$	(28,452)	(3,375)	40,643	(6,148)
Net income (loss) per share, diluted	$	(0.05)	(0.01)	0.07	(0.01)
Adjusted net income (loss) [1]	$	22,415	(2,780)	50,949	(5,010)
Adjusted net income (loss) per share, diluted [1]	$	0.04	(0.01)	0.09	(0.01)
EBITDA [1]	$	(1,757)	(3,554)	115,372	(6,663)
Adjusted EBITDA [1]	$	50,028	(2,959)	126,970	(5,525)
Operating Results:					
Copper pounds produced	lbs	9,603,325	N/A	25,303,395	N/A
Gold ounces produced	oz	12,307	N/A	33,695	N/A
Silver ounces produced	oz	95,257	N/A	219,901	N/A
Copper pounds sold	lbs	9,335,468	N/A	24,835,282	N/A
Gold ounces sold	oz	14,294	N/A	32,019	N/A
Silver ounces sold	oz	89,136	N/A	209,844	N/A
Average realized price per copper pound [4]	$/lb	6.33	N/A	6.02	N/A
Average realized price per gold ounce [4]	$/oz	3,913	N/A	4,207	N/A
Average realized price per silver ounce [4]	$/oz	59.28	N/A	66.42	N/A

[1] These are non-IFRS Measures. See section NON-IFRS MEASURES AND DEFINITIONS of this MD&A.

[2] This information was not available ("N/A") for the three and nine months ended September 30, 2025 or not applicable as the Company's only mine was the Fenix Gold Mine during the three and nine months ended September 30, 2025 and it did not have any production or sales.

[3] Net income refers to net income attributable to the shareholders of Rio2 Limited. The portion attributable to non-controlling interests arising from the Company's interest in Condestable S.A. has been excluded.

[4] Average realized prices are revenue from sales contracts with customers (before final settlements and pricing adjustments) divided by the payable metal in those sales. Gold and silver combine the Fenix Gold Mine and Condestable; copper is Condestable only.

SUMMARY OF OPERATING RESULTS

Fenix Gold

		Three months ended September 30,		Nine months ended September 30,	
		2026	**2025**[2]	**2026**	**2025**[2]
Total tonnes mined	tonne	1,934,293	N/A	5,712,086	N/A
Ore mined	tonne	1,097,291	N/A	3,538,561	N/A
Ore stacked in pad	tonne	1,001,420	N/A	2,959,152	N/A
Head Grade (g/t Au)	g/t	0.510	N/A	0.476	N/A
Contained ounces in pad	oz	16,423	N/A	45,301	N/A
Gold ounces produced	oz	8,500	N/A	22,236	N/A
Gold ounces sold	oz	10,800	N/A	21,548	N/A
Cash cost per gold ounce sold [1]	$/oz	2,370	N/A	2,520	N/A
All-in sustaining cost per gold ounce sold [1]	$/oz	2,615	N/A	2,726	N/A
All-in cost per gold ounce sold [1]	$/oz	3,089	N/A	3,167	N/A
Silver ounces produced	oz	1,403	N/A	3,002	N/A
Silver ounces sold	oz	1,626	N/A	3,000	N/A
Average realized price per gold ounce [1]	$/oz	3,838	N/A	4,108	N/A
Average realized price per silver ounce [1]	$/oz	62	N/A	68	N/A

[1] These are non-IFRS Measures. See the section titled "NON-IFRS MEASURES AND DEFINITIONS" of this MD&A.
[2] Shown as "N/A" because the Fenix Gold Mine had no production or sales during the three and nine months ended September 30, 2025.

Condestable

		Three months ended September 30,		Nine months ended September 30,	
		2026	**2025**[2]	**2026**	**2025**[2]
Exploration drilling	m	1,421	N/A	3,021	N/A
Production drilling	m	12,538	N/A	29,518	N/A
Deepening works	M	404	N/A	1,732	N/A
Ore mined	tonne	700,070	N/A	1,912,768	N/A
Ore treated	tonne	686,413	N/A	1,886,724	N/A
Cu headgrade	%	0.72	N/A	0.69	N/A
Au headgrade	g/t	0.23	N/A	0.23	N/A
Ag headgrade	g/t	5.27	N/A	4.44	N/A
Cu recovery rate	%	88.77	N/A	88.70	N/A
Au recovery rate	%	77.04	N/A	79.35	N/A
Ag recovery rate	%	80.73	N/A	81.81	N/A
Copper produced	lb	9,603,325	N/A	25,303,395	N/A
Gold produced	oz	3,807	N/A	11,459	N/A
Silver produced	oz	93,854	N/A	216,899	N/A
Copper sold	lb	9,335,468	N/A	24,835,282	N/A
Gold sold	oz	3,494	N/A	10,471	N/A
Silver sold	oz	87,510	N/A	206,844	N/A
Cash cost per copper pound produced [1]	$/lb	2.62	N/A	2.36	N/A
AISC per copper pound [1]	$/lb	3.40	N/A	3.15	N/A
All-in cost per copper pound [1]	$/lb	3.78	N/A	3.59	N/A
Average realized price per copper pound [1]	$/lb	6.33	N/A	6.02	N/A
Average realized price per gold ounce [1]	$/oz	4,170	N/A	4,432	N/A
Average realized price per silver ounce [1]	$/oz	59	N/A	66	N/A

[1] These are non-IFRS Measures. See the section titled "NON-IFRS MEASURES AND DEFINITIONS" of this MD&A.
[2] Shown as "N/A" because the Company had not completed its Acquisition of the Condestable Mine during the three and nine months ended September 30, 2025.

DEVELOPMENT AND OPERATIONS OF THE FENIX GOLD MINE

The Fenix Gold Mine is located in Chile and is a gold heap leach mine that had its first official gold sale in January 2026. As the Mine had not achieved commercial production as of September 30, 2026, current results may not be indicative of future results.

Outlook

The ramp up in Q3 2026 for ore mining saw an increase from 16,100 tpd in June to 21,000 tpd in September. The mine is expected to achieve 20,000 tpd of ore production during Q4 2026.

Rio2 previously guided gold production at Fenix Gold for 2026 to be 60,000 – 65,000 gold ounces. Due to the unpredictability and severity of the recent extreme weather events and the ongoing production ramp-up during H2 2026, Rio2 has decided to defer guidance for the remainder of the year.

Based on current ramp-up progress, Rio2 anticipates achieving commercial production at Fenix Gold in Q4 2026.

Upcoming key milestones at the Fenix Gold Mine and their expected completion date are as follows:

Expected Completion Date	Expected Future Milestone
November 2026	Achieve steady state of expected 20,000 tpd to the leach pad
November 2026	Truck sufficient water to permit processing of 20,000 tpd and maintain pond levels
December 2026	Completion of Mine Expansion Pre-feasibility Study
Q3 2027	Updated Mineral Resource / Reserve Estimate for the Fenix Gold Mine

Further details of these expected future milestones are discussed in the section *"Development and Other Key Updates"* below.

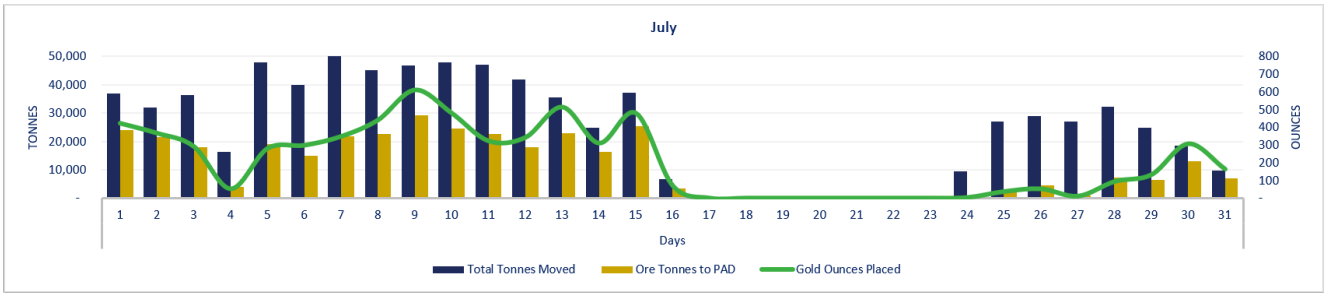
The Company expects its cash and cash equivalents, expected operating cash flows from the Fenix Gold Mine and the Condestable Mine, and expected refunds of value added taxes within the next 12 months to fund future exploration, development and other capital expenditures at the Fenix Gold Mine.

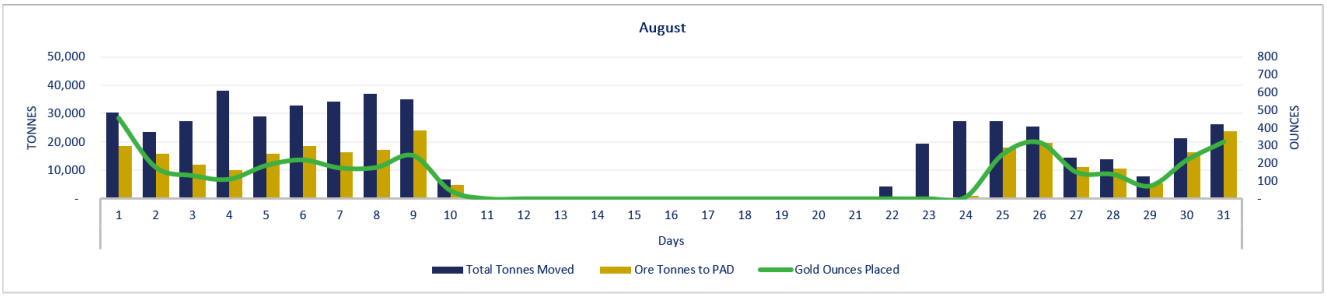
Development and Other Key Updates

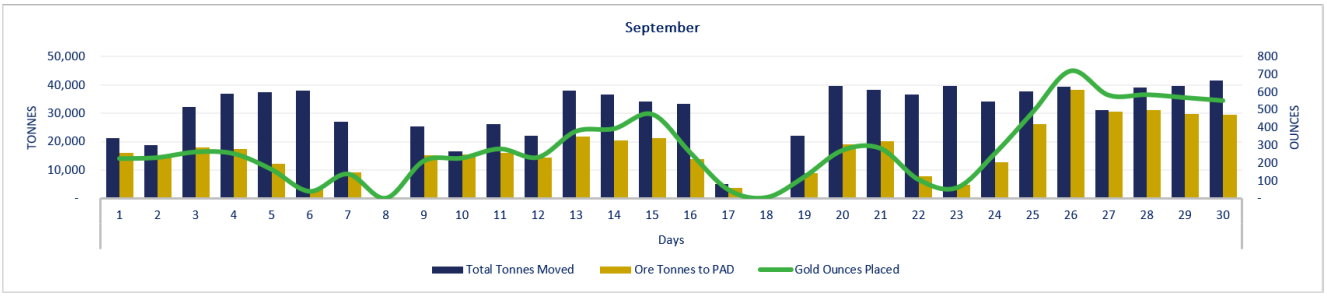
As noted above in the section "Outlook", at the end of Q3 2026, all critical capital necessary to get Fenix Gold Mine to production to begin generating cash flow was in place. Based on current production numbers, Rio2 anticipates achieving commercial production at Fenix Gold in Q4 2026. Key updates for the period ended September 30, 2026, are as follows:

Area	Progress to September 30, 2026
Mine Production	During Q3 **t**he Fenix Gold Mine ramp up to 20 ktpd was impacted by major atypical weather events associated with the "El Niño" weather pattern affecting South America and other parts of the world. These weather events principally during July and August brought major snowfalls to northern Chile impacting mining significantly in the region. In the case of Fenix Gold average yearly precipitation is 15 cm, however these events have meant that between 4 – 5 m of snowfall was received at the project over the quarter. isolating the project from the camp and covering on-site access and infrastructure. In the August event rainfall downstream of the project also affected the international highway CH –31 with damage from washouts and mudflows cutting off access for 2 days while the damage was repaired.

The following mine production graphs show tonnes moved and ounces placed on the leach pad at the Fenix Gold Mine.







Area	Progress to September 30, 2026
Mine Production (continued)	The first event during July shut down operations for approximately 10 days (4 days of actual storm with whiteout conditions and another 6 days of clearing snow to restart mining). Snow on the leach pad caused a further 5-day delay for ore mining to restart. The second event in August shut down operations for approximately 14 days (5 days of storm and whiteout followed by 9 days to reopen access to project and mining area in Fenix South). Mineral production to the leach pad took another 2 days to restart. Smaller more typical events of 24 – 48 hours occurred in early July, late August, and September also generating impacts to production, these events typically see 5 -10 cm of snow along with high winds. Unusually high winds in exposed areas have impacted operations through September and into early Q4 2026. Apart from the direct impact to the mining activities, large amount of snow accumulated in low pressure zones on the leach pad, which then froze and converted to ice. Clearing snow from operational areas with mineral placed was not a problem, however large areas of the pad were in development with plastic liner completed but without over-liner gravel placed. Snow and ice cover on these areas became a big problem as there was no way to put machinery on the plastic without damaging it. This generated space restrictions for new mineral deposition throughout September. In some cases leach cycles were cut short to generate space. Mining rate to the leach pad was approximately 10,500 tpd in July, 8,200 tpd in August and 14,500 tpd in September, reflecting the impact of the weather events, vs 16,100 tpd achieved in June. Fenix Central area Previous restrictions like truck availability and number of operators were not an issue in Q3 2026. Grade sent to the ore pad for Q3 2026 was lower than planned. Ore was sent to the pad as available from the pit with weather restrictions. Mining of higher-grade material to pad (greater than 0.4 grams per tonne ("g/t")) is expected during 2027, at which time lower grade material will be sent to the stockpile. To further increase mine production flexibility, management has also decided to bring forward the commencement of mining at Fenix Central. The break in blast was completed late September (delayed due to weather conditions) and Fenix Central will contribute from Q4 2026 onwards. The processing plant performance during Q3 2026 was an improvement from Q2 2026, with the plant processing an average of 19,000 m3/day of leach solution during September versus an average of 16,300 m3/day during June 2026. On the leach pad the double layer black plastic covers proved effective, allowing the ADR plant to keep processing throughout the storm events and subsequent snowmelt. The approximate 12 degree temperature differential combined with higher flow rates of 12-14 litres per square metre per hour proved that we can continue to leach through extreme weather conditions. Water transport to the mine from Copiapó continued during Q3 2026, however, it was interrupted by the weather events, trucking was stop-start as conditions permitted (approximately 750 – 1000 m3 of water per day on average). Snowmelt from the thaw contributed water to processing, and by late September trucking was stopped as no make-up water was required. As at the end of October 2026 trucking had not yet resumed. Ore

Area	Progress to September 30, 2026
	coming from Fenix South has a moisture content as high as 5%, so makeup water for leaching has been less than estimated. Water storage on site and at the camp is full. Blasting fragmentation of the breccia material continues to be very good. The harder andesitic and dacitic dome mineralized material (currently approximately 30% of ore being mined) has been generating a higher amount of oversize material. Silicified zones within these rocks have proven to be difficult to blast efficiently. Studies are underway to determine the correlation between this material and the gold content.
Human Resources	A total of 1,399 personnel (including contractors) are currently employed at Fenix Gold in mine operations, construction and exploration. 97% of the workforce is comprised of Chileans, with 41% from the Atacama Region, and 13% female.
Health and Safety	A total of 702,923 person-hours were worked in Q3 2026, with one lost-time injury ("LTI") occurring resulting in a lost time injury frequency rate ("LTIFR") of 0.28 during Q3 2026. The Q3 2026 incident involved a contractor who sustained an ankle sprain while descending from a storage container. The incident was immediately reported, emergency protocols were activated, and the worker was evaluated by the onsite brigade before being transferred to a medical facility.
Exploration	Drilling activities at the Fenix Gold Mine were suspended during Q3 2026 due to adverse weather conditions, worker safety considerations, and the costs associated with contractor downtime. The Company plans to resume the remaining drilling program in January 2027. The 2026 surface drilling completed 43 drill holes totaling 14,669m, including 3,905m of diamond drilling and 10,764m of reverse circulation ("RC") drilling. To maximize drilling efficiency and reduce overall costs, the upper 200 to 250m of each hole were completed using reverse circulation methods, after which drilling continued with diamond core techniques to the planned target depth. This integrated approach combines the cost-effectiveness of RC drilling in the upper portions of the holes with the superior geological and structural information provided by diamond core drilling at depth. The program was designed to increase geological confidence in mineral resources located beneath the reserve pit and within the current resource pit shell, extending to depths of up to 100m below the existing resource pit. Drill hole design parameters were established using a multivariable probabilistic model generated through artificial intelligence, enabling enhanced targeting and identification of areas with elevated mineral potential. During 2027, the Company plans to expand the scope of drilling to further validate the continuity of mineralization both in depth and laterally relative to the current mineral resource. Rio2 anticipates delivering an updated Mineral Resource Estimate for the Fenix Gold Mine in December 2027, incorporating all drilling results together with a revised geological model of the deposit.
Fuel hedging	As the transition from construction to full operations at Fenix Gold Mine progresses, diesel consumption for the mining fleet and infrastructure will remain a significant operating expense. In early March 2026, Rio2 secured a portfolio of nine commodity call options (hedges) used to lock in prices as a way to protect against the risk of rising fuel costs at the Fenix Gold Mine. These hedge contracts span a nine-month period from April through December 2026, covering a total volume of 1,575,000 gallons. The protected monthly volume scales up over time, starting at 150,000 gallons in the spring, increasing to 175,000 gallons

Area	Progress to September 30, 2026
	in the summer, and peaking at 200,000 gallons per month through the end of the year. The upfront premium paid to secure these nine positions was $622 thousand. Following the settlement of the first six contracts from April to September 2026, cumulative cash proceeds now total $973 thousand. Against total upfront premiums of $385 thousand, the Company has realized cash profit of $588 thousand to date. In late September, the Company entered into new contracts to cover 2027 exposure for both Fenix Gold and Condestable, for 2,250,000 gallons in total, spanning January 2027 through December 2027. A total upfront premium of $956 thousand was paid on September 29, 2026. As of the September 30, 2026 valuation date, the combined market value of the open contracts for the period from October 2026 through December 2027 was $1,932 thousand recognized as a commodity derivative asset on the consolidated balance sheet. The Company's remaining open positions for 2026 continue to hold significant positive value, and the Company is well-positioned heading into 2027.
Mine expansion study	Work on desalinated water alternatives continues with three potential providers selected to provide initial estimates for capital and operating costs, and timelines for connecting Fenix Gold to desalinated water from Copiapó. Results from these providers have been received and reviewed. The range of the capital expenditures and operating expenditures received from the providers will support completion of the pre-feasibility study for the expansion case to increase the production rate to 80,000 tpd. Due to additional time required by the three potential providers to estimate cost and timing, the completion of the study is now expected in Q4 2026. In anticipation of this study, the Fenix Gold permitting team have started work on the baseline study for the expanded mine site environmental impact study (EIA), which includes expansion to the existing pits at Fenix North, Central and South to form one combined pit, the expansion of the adsorption, desorption and recovery plant ("ADR plant"), piped water supply, the expanded leach pad footprint, the expanded waste dump footprint, additional water ponds, grid power connection, a truck shop for a large equipment fleet, and other support infrastructure.
Construction activities	In 2025, Rio2 expended the critical capital necessary to bring Fenix Gold into gold production to begin generating cash flow. For 2026, the plan is to complete the deferred capital expenditures required for the mine to enter 2027 at a consistent production rate of 20,000 tpd of ore to pad. During Q2 2026, capital expenditures included leach pad construction in relation to ongoing operations and completion of certain construction activities around the ADR plant.

As at September 30, 2026, the remaining capital planned to be expended at Fenix Gold in 2026, which will be funded out of cash reserves and cash flow, is summarized as follows:

Planned Remaining Construction Capital Expenditure Items at the Fenix Gold Mine in 2026

Construction	**$ 12,656**
Access Roads	199
ADR plant	5,129
Lime plant	16
Power generation	1,903
Onsite laboratory	2,115
Truck Workshop	1,840
Early works	27
Fuel station	70
Emergency pond	300
Explosive magazine	56
Contingency plant	1,000
Sustaining construction	**$ 2,997**
Camp infrastructure	53
Leach Pad Expansion	2,732
Engineering	212
Total USD	**$ 15,653**

OPERATIONS OF THE CONDESTABLE MINE

The Condestable Mine is an underground polymetallic mining operation located in Peru that produces copper concentrate containing payable copper, gold and silver. As the 99.1% interest in the mine was acquired by the Company effective January 30, 2026, operational and financial results for the Condestable Mine are presented for the period January 30, 2026 to September 30, 2026 and no prior-period information is included as the Company did not have any ownership of the Condestable Mine.

Outlook

The Company continues its work and is evaluating opportunities to expand processing, subject to permitting and completion of certain technical studies.

Production guidance for 2026 (which spans the period from January 30, 2026 to December 31, 2026) remains 21,500 – 23,500 tonnes of payable copper equivalent.

Timelines for a proposed expansion, which primarily includes: an increase to tailings surface area, expansion of the current processing plant, and ramp up of 10,000 tpd, at the Condestable Mine are projected as follows:

Expected Timing	Expected Future Milestone or Activity
2027	Targeting process plant construction
2028	Targeting ramp up to 10,000 tpd
2026 – 2030	Assess options to develop open pit project

The Company expects its cash and cash equivalents, expected operating cash flows from the Condestable Mine, and expected refunds of value added taxes within the next 12 months to fund future exploration, and capital expenditures at the Condestable Mine.

Development and Other Key Updates

As noted above in the section "*Outlook",* the Company continues its work and is evaluating opportunities to expand processing, subject to permitting and completion of certain technical studies. Key updates for the period ended September 30, 2026, are as follows:

Area	Progress to September 30, 2026
Mine Production	Condestable delivered stable operating performance in Q3 2026, mining approximately 700,070 tonnes of ore at average grades of 0.72% copper, 0.23 g/t gold and 5.27 g/t silver. Copper equivalent grades at Condestable were marginally above expectations for the quarter. Unit production costs were $42.6/t for the quarter, approximately 8% above budget, driven by continued high-volume haulage fleet constraints; higher fuel and supplier costs, mine development and mine support costs and lower treated tonnage than expected in July 2026, partially offset offset by more favourable exchange rates than planned which reduced labour costs. Additional high-volume haulage fleet is expected to be available for use in late Q1 2027. Condestable processed over 686,000 tonnes during Q3. Copper recoveries continued marginally below expectations due to the mining of higher oxide material at shallower depths near the base of oxidation, while gold recoveries were materially better than budgeted. Mining operations will migrate to deeper levels as the expanded high-volume haulage fleet is activated in the mine. Condestable produced 9,603,325 pounds of copper, 3,807 ounces of gold and 93,854 ounces of silver during Q3 2026, contained in concentrate.
Human Resources	A total of 1,854 personnel (including contractors) are currently employed at Condestable in mine operations, construction activities and exploration. 100% of the workforce is comprised of Peruvians (of which 47% are local from the Mala area) and 7% are female.
Health and Safety	A total of 1,097,895 person-hours were worked in Q3 2026, with two LTIs occurring in Q3 2026 for an LTIFR of 1.82. The first LTI occurred on July 14, 2026, when a worker slipped while descending stairs, resulting in an achilles tendon injury. The second LTI occurred on August 6, 2026, when a contractor sustained a finger fracture while installing a fiberglass grating plate.
Exploration	Q3 2026 saw the commencement of Phase 1 of a surface drilling program after district-scale exploration activities at the Condestable Mine during the year. These included completion of an extensive geological mapping campaign covering a 3.0 km by 1.2 km northeast trending corridor extending between Condestable, Raúl, and Vinchos. The mapping program has strengthened the correlation between surface geology and underground mine geology, providing a more robust understanding of the principal controls on copper-gold-silver sulfide mineralization. Drill holes have been designed to intersect mineralization at high angles, maximizing geological information and enhancing the potential for future resource conversion. Based on this updated geological model, the Company has adopted an initial drill section spacing 80m and has structured the exploration program into two phases. • Phase 1 will focus on areas with existing access roads and pre-established drill pads; all located within the currently permitted environmental footprint and on surface lands owned by the Company. The program comprises 69 drill platforms and 85 drill holes

	for a total of 16,750m. Drilling commenced late September. • Phase 2 will target areas requiring new access roads, drill pad construction, and additional environmental approvals. This phase includes 62 drill platforms and 72 drill holes totaling 17,120m. The Company anticipates that the permitting process will require approximately six months before Phase 2 drilling can commence. As part of its district-scale exploration strategy, the Company also completed a drone-based magnetic geophysical survey (GeoMagDrone) covering a total area of 57,740 hectares ("ha"). The survey encompassed 40,694ha of mining concessions within the 46,290ha of mineral rights controlled by Condestable S.A.. Survey lines were flown at 200m spacing, generating a total of 3,522 lineal-kilometers of magnetic data. Analytical signal processing delineated two principal magnetic domains across the project area. The western sector exhibits a strong magnetic response associated with intrusive rocks of the Coastal Batholith, while the eastern sector is characterized by a subdued magnetic signature corresponding to sedimentary rock sequences. The eastern domain is dominated by N345-oriented structural features and their intersections with N35-oriented Trans-Andean structures, including the regional Calicantro Fault. From an exploration perspective, intersections between the northwest-southeast and northeast-southwest structural trends constitute favourable target zones for potential mineralization. These structures exhibit a fractal spatial distribution, with approximate spacings of 5 km for the northwest oriented features and 3 km for the northeast oriented features. Their geometry and periodicity suggest a recurring structural framework conducive to fluid flow, deformation, and the potential concentration of mineralizing systems. Preliminary integration of the geophysical results with geological and geochemical datasets has identified six high-priority exploration targets: Cerro Pacay, Cerro Perico, Loma de Vinchos, San Marcos, Condestable 10, and Punta Colorada. The exploration team will undertake follow-up prospecting, detailed geological mapping, and target evaluation programs across each of these priority areas to refine drill targets and advance the Company's understanding of the district-scale mineralizing system.
Resource/Reserve Update	Rio2 announced the completion of an updated mineral resource/reserve estimate ("MRE") on June 23rd and the filing of an updated NI 43-101 Technical Report on the Condestable Mine on July 23rd. Total Measured and Indicated Resources of 82.1 million tonnes (0.69% Cu, 0.13 g/t Au and 4.12 g/t Ag) and Inferred Resources of 22.2 million tonnes (0.76% Cu, 0.09 g/t Au and 2.78 g/t Ag) increased from the previous figures published in the 2022 Technical Report. Updated Proven and Probable Reserves of 36.5 million tonnes (0.73% Cu, 0.15 g/t Au and 4.28 g/t Ag) support a 14-year life-of-mine.
Grade Enhancement and Mine Expansion Planning	During Q3 2026, work continued on the ore sorting trial program at Condestable. The ore sorting pilot plant arrived on site in late October 2026. Equipment installation and completion of ancillary infrastructure is expected to be completed before 2026 year-end. In addition, the Company's projects team is continuing the basic engineering, cost estimations and timeline for the plant expansion. Third-party consultants are engaged and the preliminary evaluation for expanding the mine throughput to10ktpd is ongoing. Condestable received regulatory approval for the updated mine MEIA in late August, which includes the approval for increased processing capacity to 10ktpd, the new dry stacking disposal area and an extended mine life. The dry stack filter plant for tailings continued its commissioning during Q3 2026, and is producing filtered tailings and the filtration cycle achieved its design target during the quarter. The equipment supplier has been implementing corrective adjustments to hydraulic systems, compressors, and electronic controls which are expected to be finalized during Q4 2026.

As at September 30, 2026, the remaining capital planned to be expended at Condestable in 2026, which will be funded out of cash reserves and cash flow, is summarized as follows:

Planned Remaining Construction Capital Expenditure Items at the Condestable Copper Mine in 2026

	$USD
Sustaining capital	3,547
Plant expansion work	135
Underground mine preparation for ramp-up	2,161
Exploration other areas	1,461
Ore sorting plant	548
Tailings filtered plant	1,611
TOTAL	**9,463**

EXPLORATION OF KALZAS TUNGSTEN PROJECT

Rio2 Limited holds a 100% interest in the Kalzas Tungsten Project, located on the Kalzas Plateau in central Yukon Territory, Canada, approximately 70 km southeast of the community of Mayo and 290 km north of the City of Whitehorse.

During 2026, Rio2 advanced the Kalzas Tungsten Project through a combination of technical studies, fieldwork, permitting activities, land reclamation planning, and community engagement initiatives. The following milestones were achieved:

- Rio2 geologists conducted a site visit in May 2026.
- An independent technical report compliant with National Instrument 43-101 has been completed utilizing available historical data.
- Detailed geological mapping at a scale of 1:5,000 confirms that the Kalzas Project represents an intrusion-related tungsten system developed within a structurally prepared corridor. Mineralization is interpreted to be spatially associated with a granitic intrusive body that generated a broad thermal aureole and facilitated the development of extensive quartz vein and stockwork systems. Within these zones, wolframite ($(Fe,Mn)WO_4$) and scheelite ($CaWO_4$) constitute the principal tungsten-bearing minerals and occur as disseminations and aggregates hosted within quartz stockwork veins emplaced in quartzite.
- The distribution of mineralization, mineralogical associations, and structural controls identified to date are consistent with other intrusion-related tungsten deposits in Yukon. These observations support the current exploration model and provide a strong technical basis for the reconnaissance drilling program planned for next year.
- Rio2 completed an airborne magnetic survey over the project area.
- The Company received a Class 1 Exploration Permit from the Government of Yukon, authorizing exploration activities at the project.
- Rio2 engaged Archer, Cathro & Associates Limited to carry out a site reclamation program and an initial geological mapping program, both of which were successfully completed.
- Rio2 continues to strengthen its positive and collaborative relationship with the Selkirk First Nation.

Rio2 plans to undertake an initial 2,000m diamond reconnaissance drilling program at the commencement of the 2027 summer field season. The total estimated budget for this program is approximately $1.5 million. Subject to the results of this initial drilling campaign, additional drilling may be planned prior to the end of the 2027 field season.

Following a review of the results from the planned 2027 drilling program, the Company will determine whether the Kalzas Project will remain within Rio2's core project portfolio or be advanced through a separate standalone company structure to secure dedicated funding for future exploration activities independent of Rio2.

SUMMARY OF QUARTERLY RESULTS

The following table sets out selected quarterly financial information and is derived from the annual and quarterly interim financial statements prepared by the Company's management in accordance with *International Accounting Standards ("IAS") 34 - Interim Financial Reporting*.

Quarter Ended	Revenue	Net Income (loss) [1]	Earnings (Loss) Per Share – Basic [1]	Earnings (Loss) Per Share – Diluted [1]	Total Assets
	$	$	$	$	$
September 30, 2026	115,385	(28,452)	(0.05)	(0.05)	1,214,412
June 30, 2026	105,271	46,804	0.09	0.08	1,220,520
March 31, 2026	65,858	22,291	0.04	0.04	1,220,072
December 31, 2025	-	(7,495)	(0.02)	(0.02)	468,809
September 30, 2025	-	(3,375)	(0.01)	(0.01)	269,223
June 30, 2025	-	(1,174)	(0.00)	(0.00)	210,320
March 31, 2025	-	(1,598)	(0.00)	(0.00)	205,895
December 31, 2024	-	9,077	0.03	0.03	173,803

[1] For Q1, Q2, and Q3 2026, the net income (loss), earnings (loss) per share – basic, and earnings (loss) per share – diluted are the amounts attributable to shareholders of the Company and exclude non-controlling interest amounts.

The Acquired Entities (including the producing Condestable Mine) are included in the above results from the date of acquisition on January 30, 2026 and in all subsequent periods. All quarters prior to Q1 2026, in the above table are pre-acquisition and as such do not include any SPM amounts. During Q1 2026, the Fenix Gold Mine had its first official gold pour resulting in the Company having sales at both the Condestable Mine and the Fenix Gold Mine during Q1 2026 and subsequent periods.

The Company's Fenix Gold Mine was in the exploration and evaluation stage until it entered into the development stage effective September 30, 2024. Accordingly, the Company has primarily incurred losses prior to inaugural revenues during Q1 2026. On achievement of the development stage, the Company began to capitalize accretion on deferred revenue as mineral property, plant, and equipment as opposed to expensing it in loss and comprehensive loss prior to the development stage. The Company had a net loss of $28,452 during Q3 2026 primarily due to a large fair value loss on stream obligation (see section "Overview of Financial Performance" below for further details). The Company had earnings of $46,804 and $22,291 during Q2 and Q1 2026, respectively, primarily as a result of the Acquisition of the producing Condestable Mine on January 30, 2026 and the Fenix Gold Mine beginning to have sales in Q1 2026 as well as large fair value gains on stream obligation in each of these periods. The Company also had earnings of $9,077 during Q4 2024 which was primarily related to foreign exchange gains. Q4 2025, Q2 2025, Q1 2025, and Q2 2024 also had large foreign exchange gains in the respective losses for those periods. During some of these periods (prior to Q1 2025), the Company also had large exchange losses on foreign currency translation as a result of translating parent entity balances to US$. This loss on foreign currency translation, either more than or partially, offsets the foreign exchange gains in earnings, but is another comprehensive loss (earnings) item, and included in comprehensive loss (earnings) but not in regular loss (earnings) for the respective period. In accordance with the change in functional currency of the parent entity, Rio2, to the US$ effective January 1, 2025, no further movements in foreign currency translation are expected past this date.

Total assets increased significantly during Q4 2024, as the Company completed increased financings in line with its achievement of the development stage (and start of construction). During Q1, Q3, and Q4 2025, the Company also received $25,000, $50,000, and $50,000, respectively, in proceeds from deferred revenue which was cash advanced from Wheaton Precious Metals International Ltd. ("Wheaton") (see below for further details). The $50,000 advance deposit received during Q4 2025, combined with advanced stage construction and the recognition of $135,341 subscription receipts (see details above) resulted in a large increase in total assets during Q4 2025. Total assets increased significantly again during Q1 2026 in line with the Acquisition of the Acquired Entities and their assets.

OVERVIEW OF FINANCIAL PERFORMANCE

The principal business activities during the three and nine months ended September 30, 2026 were the development and operations of the Fenix Gold Mine (first pour January 2026) and operations at the producing Condestable Mine since its acquisition on January 30, 2026.

The Company recorded net loss of $28,175 (of which $28,452 was attributable to shareholders of the Company) for the three months ended September 30, 2026 compared to net loss of $3,375 for the three months ended September 30, 2025. The significant variations between these periods, ranked from largest to smallest, included:

	Three months ended September 30, 2026	2025	Variance	Variance explanation
Revenue	$ 115,385	$ -	$ 115,385	During Q3 2026, the Company had revenue from its two mines as a result of the Fenix Gold Mine having its first official pour and metal sale during Q1 2026 and the Acquisition of the producing Condestable Mine completed on January 30, 2026. The Company had no sales prior to Q1 2026.
Production Costs	$ (55,856)	$ -	$ (55,856)	During Q1 2026, the Company had its first sales (per above) and as such measured and recorded the related costs of producing this metal as production costs as part of cost of sales from that point onward.
Fair value loss on stream obligation	$ (41,126)	$ -	$ (41,126)	During the quarter ended September 30, 2026, the fair value of the Stream obligation increased by $29.7 million, rising from $228.4 million to $258.1 million. This increase was primarily driven by a $35.0 million upward adjustment from the updated life-of-mine plan, alongside a combined $7.9 million increase from higher forecasted gold and silver prices. This overall increase in the liability was partially offset by $11.4 million in physical deliveries that settled a portion of the obligation in July, as well as a $1.8 million reduction stemming from an increase in the discount rate. Please see note 14 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026 for further details.
Depreciation and depletion	$ (15,714)	$ -	$ (15,714)	During Q1 2026, the Company completed the Acquisition of the producing Condestable Mine which resulted in the Company beginning to incur depletion expense. Depreciation of capital assets was significantly higher attributable to the Condestable Mine. Depreciation and depletion during the ramp-up phase (was ongoing Q1 through Q3, 2026 at the Fenix Gold Mine) is not necessarily indicative of costs to be expected after reaching commercial production. As of September 30, 2026, no depletion has been recorded at the Fenix Gold Mine.
Income tax expense	$ (8,136)	$ -	$ (8,136)	During Q3 2026, the Company continued to have taxable income in Peru on its producing Condestable Mine (Acquisition of the Condestable Mine completed January 30, 2026). The Fenix Gold Mine had its first sales during Q1 2026; however, utilization of unrecognized tax losses resulted in no taxable income in Chile as of September 30, 2026. The Company had no sales prior to Q1 2026.
General and administrative	$ (9,595)	$ (2,481)	$ (7,114)	Increase in Q3 2026, as compared to Q3 2025, is a result of increased operations including the Acquisition of the Condestable Mine during Q1 2026 as well as peripheral activities around the commissioning of the Fenix Gold Mine.
Mine standby costs	$ (5,472)	$ -	$ (5,472)	The Company incurred $5.5 million in mine standby costs at the Fenix Gold Mine due to severe snowstorms in July and August 2026 leading to a temporary suspension.
Finance expense	$ (2,864)	$ (29)	$ (2,835)	Increase in Q3 2026, as compared to Q3 2025, is primarily a result of the Company assuming and taking on new loans payable during Q1 2026. Accretion of the deferred consideration, which made up a portion of the Acquisition purchase price, also contributed to increased finance expense during Q3 2026. For further details on loans payable (none prior to Q1 2026), please refer to note 10 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026.

The Company recorded net income of $41,405 (of which $40,643 was attributable to shareholders of the Company) for the nine months ended September 30, 2026 compared to net loss of $6,148 for the nine months ended September 30, 2025. The significant variations between these periods, ranked from largest to smallest, included:

	Nine months ended September 30, 2026	2025	Variance	Variance explanation
Revenue	$ 286,514	$ -	$ 286,514	During Q1 2026, the Company began having revenue as a result of the Fenix Gold Mine having its first official pour and metal sale and the Acquisition of the producing Condestable Mine completed on January 30, 2026. The Company had no sales prior to Q1 2026.
Production Costs	$ (134,226)	$ -	$ (134,226)	During Q1 2026, the Company had its first sales and as such measured and recorded the related costs of producing this metal as production costs as part of cost of sales from that point onward.
Depreciation and depletion	$ (44,668)	$ -	$ (44,668)	During Q1 2026, the Company completed the Acquisition of the producing Condestable Mine which resulted in the Company beginning to incur depletion expense. Depreciation of capital assets was significantly higher attributable to the Condestable Mine. Depreciation and depletion during the ramp-up phase (was ongoing Q1 through Q3, 2026 at the Fenix Gold Mine) is not necessarily indicative of costs to be expected after reaching commercial production. To date no depletion has been recorded at the Fenix Gold Mine.
Income tax expense	$ (22,539)	$ -	$ (22,539)	During Q1 2026, the Company completed the Acquisition of the producing Condestable Mine which resulted in the Company having taxable income in Peru. The Fenix Gold Mine had its first sales during Q1 2026; however, utilization of unrecognized tax losses resulted in no taxable income in Chile as of September 30, 2026. The Company had no sales prior to Q1 2026.
General and administrative	$ (27,501)	$ (6,330)	$ (21,171)	Increase in the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025, is a result of increased operations including the Acquisition of the Condestable Mine as well as peripheral activities around the commissioning of the Fenix Gold Mine.
Finance expense	$ (8,379)	$ (142)	$ (8,237)	Increase in the nine months ended September 30, 2026, as compared to the nine months ended September 30, 2025, is primarily a result of the Company assuming and taking on new loans payable during Q1 2026. Accretion of the deferred consideration, which made up a portion of the Acquisition purchase price, also contributed to increased finance expense during Q3 2026. For further details on loans payable (none prior to Q1 2026), please refer to note 10 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026.
Fair value gain on stream obligation	$ 7,679	$ -	$ 7,679	During Q1 2026, the Company assumed a stream obligation on the Acquisition of the Condestable Mine with a fair value of $289,500. During the nine months ended September 30, 2026, liability draw down (on the delivery of metal) decreased the stream obligation by $23,683 and the fair value of this stream obligation was determined to be $258,138 at September 30, 2026 resulting in a gain of $7,679 for the first nine months of 2026. The gain was driven by changes in the discount rate, forward gold and silver price assumptions, and forecast production and life-of-mine based on the updated technical report for the Condestable Mine. Please see note 14 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026 for further details.
Mine standby costs	$ (5,472)	$ -	$ (5,472)	The Company incurred $5.5 million in mine standby costs at the Fenix Gold Mine due to severe snowstorms in July and August 2026 leading to a temporary suspension.
Transaction costs	$ (4,246)	$ -	$ (4,246)	The Company incurred various transaction costs during the first nine months of 2026, related to the Acquisition of the Condestable Mine.
Share-based compensation	$ (2,862)	$ (1,138)	$ (1,724)	Total share-based compensation was $2,862 during the nine months ended September 30, 2026, compared to $1,138 during the nine months ended September 30, 2025. A larger number of RSUs vested during Q1 - Q3 2026, compared to Q1 – Q3, 2025. Also during the nine months ended September 30, 2026, 1,028,332 RSUs were settled, compared to nil settled during the nine months ended September 30, 2025, resulting in increased share-based

	Nine months ended September 30, 2026	2025	Variance	Variance explanation
				compensation.
Other expenses	$ (3,664)	$ -	$ (3,664)	Increase is primarily the result of loss on the disposal of machinery and equipment, recording of a provision for additional withholding taxes (see "Contingencies" below), a fair value adjustment on metal credits, and the Company's share of associate net loss, partially offset by an unrealized gain on commodity derivatives.

CASH FLOWS FOR THE NINE MONTHS ENDED SEPTEMBER 30, 2026

Cash provided by operating activities
Cash provided by operating activities was $49,544 during the nine months ended September 30, 2026, compared to $55,474 during the nine months ended September 30, 2025. This change was primarily the result of an inflow of $75,000 relating to deferred revenue at Fenix during the nine months ended September 30, 2025 due to the final Wheaton deposit being received by the Company (no inflows related to deferred revenue during the nine months ended September 30, 2026), an increase in cash used as a result of changes in non-cash components of working capital of $34,261 during the nine months ended September 30, 2026 compared to $13,839 during the nine months ended September 30, 2025, and deferred income tax recovery of $8,697 (nine months ended September 30, 2025 - $nil). These were partially offset by the Company earning income of $41,405 for the nine months ended September 30, 2026, compared to the Company incurring a loss of $6,148 during the nine months ended September 30, 2025. Furthermore, during the nine months ended September 30, 2026, there were also add-backs of depreciation of $45,109 (nine months ended September 30, 2025 - $125).

Cash used in investing activities
Cash used in investing activities was $114,016 during the nine months ended September 30, 2026, compared to $69,217 during the nine months ended September 30, 2025. The increase was primarily due to $80,000 paid for the Condestable acquisition, as well as increased capital expenditures at both the Fenix Gold Mine and Condestable Mine, partially offset by $32,245 of cash acquired during the Condestable acquisition. Total cash investments in mineral property, plant, and equipment were $65,384 during the nine months ended September 30, 2026 compared to $64,074 during the nine months ended September 30, 2025.

Cash provided by financing activities
Cash provided by financing activities was $45,058 during the nine months ended September 30, 2026, compared to $878 during the nine months ended September 30, 2025. The large increase from 2025 was primarily due to $131,771 of proceeds, net of share issuance costs, received on the issuance of common shares during the nine months ended September 30, 2026 and $13,200 of proceeds from new loans. The proceeds of the issuance of capital stock (which was raised to fund the acquisition of Condestable) was partially offset primarily by repayment of loans of $50,541, payments made on stream obligation of $13,830, purchase of gold and silver certificates of $10,446, and $20,266 ($118,030 proceeds from trade receivable factoring less $138,296 repayments of trade receivable factoring) of net outflows related to trade receivable factoring. There was no trade receivable factoring prior to the Company's SPM Acquisition.

FINANCIAL CONDITION, LIQUIDITY AND CAPITAL RESOURCES

As at September 30, 2026, the Company had cash and cash equivalents totaling $26,822 (December 31, 2025 - $46,375) and current liabilities of $205,815 (December 31, 2025 - $199,411) and a working capital deficit of $45,375 (December 31, 2025 working capital surplus - $29,029). The current liabilities are primarily accounts payable and accrued liabilities of $91,478 (December 31, 2025 - $25,932), the current portion of stream obligation of $48,267 (December 31, 2025 - $nil), the current portion of deferred revenue of $42,242 (December 31, 2025 - $33,653), the current portion of loans payable of $9,948 (December 31, 2025 - $nil), income tax payable of $9,142 (December 31, 2025 - $nil) and the current portion of lease liabilities of $4,738 (December 31, 2025 - $152). Of the Company's current liabilities as at September 30, 2026, $48,267 relates to the current portion of the stream obligation (Franco-Nevada) associated with the Condestable Mine and $42,242 relates to the current portion of deferred revenue (Wheaton) associated with the Fenix Gold Mine. These obligations are expected to be settled through deliveries of gold and silver over the next 12 months (based on production at the Condestable Mine and Fenix Gold Mine, respectively), rather than direct cash repayments of the recorded liabilities. The stream obligation requires purchases of gold and silver certificates to satisfy delivery requirements (see note 14 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026 for further details), whereas the deferred revenue is settled through deliveries of gold produced at the Fenix Gold Mine.

The Stream obligation with Franco-Nevada steps down from 63% to a 37.50% of gold and silver produced once a cumulative total of 87,600 ounces of gold and 2,910,000 ounces of silver have been delivered to Franco-Nevada. Based on management's current estimates, the stream obligation is projected to step down to the lower tier in 2030 for gold and 2032 for silver.

The deferred revenue with Wheaton consists of a Flexible Prepay Arrangement requiring the delivery of 95,000 ounces of gold beginning in 2026 and ending in 2032, and a gold stream for the life-of-mine of the Fenix Gold Mine beginning in 2026 at 6% of gold produced. The gold stream steps down from 6% to 4% when a cumulative 90,000 ounces of gold have been delivered under the stream, and then once a cumulative 140,000 ounces of gold have been delivered, the gold stream steps down to 3.5% and remains at 3.5% for the life-of-mine.

The decrease in cash and cash equivalents of $19,553 during the nine months ended September 30, 2026, was primarily attributable to cash consideration paid in connection with the SPM Acquisition, capital expenditures at the Fenix Gold Mine and Condestable Mine, loans payable repayments, payments on the stream obligation, net cash outflows from trade receivable factoring and purchases of gold and silver certificates. These outflows were partially offset by net proceeds from the issuance of common shares (see *"Other Financings"* below), cash provided by operating activities, cash received as part of the SPM Acquisition and proceeds from new loans.

Management believes the Company has sufficient financial resources to fund its current operating plans, capital expenditures, meet its working capital requirements, and meet its obligations, including debt service obligations, for a period greater than 12 months. These resources include, but are not limited to, its cash and cash equivalents, expected operating cash flows from the Fenix Gold Mine and the Condestable Mine, and expected refunds of value added taxes within the next 12 months. As at September 30, 2026, the Company had planned remaining capital expenditures for 2026 of $15,653 at the Fenix Gold Mine (see "Development and Operations of the Fenix Gold Mine") and $9,463 at the Condestable Mine (see "Operations of the Condestable Mine"), totaling $25,116, which are expected to be funded through existing cash reserves and operating cash flows.

Management's capital allocation strategy is focused on maintaining financial flexibility while advancing the Company's operating, development and growth objectives. The Company intends to use available cash balances and internally generated operating cash flow to fund sustaining capital requirements, ramp-up and development activities at the Fenix Gold Mine, exploration and other development programs, and the advancement of expansion and other growth initiatives across its asset portfolio.

Management also continues to prudently manage indebtedness while balancing reinvestment in the business with the maintenance of adequate liquidity and financial flexibility. Based on the Company's current operating plan, management does not currently anticipate requiring additional financing to fund its planned operations, capital programs and committed expenditures over the next 12 months.

The Company enters into contracts that give rise to commitments in the normal course of business. The following table summarizes the remaining contractual maturities of the Company's financial liabilities, operating and capital commitments, shown in contractual undiscounted cash flows, at September 30, 2026:

	Less than 1 year	Between 1 to 3 years	Between 4 to 5 years	After 5 years	Total
	$	$	$	$	$
Lease commitments	2,754	2,552	-	-	5,306
Asset retirement obligation	-	503	290	22,483	23,276
Loans Payable	16,461	40,710	26,144	5,161	88,476
Stream obligation	48,267	70,764	48,752	90,355	258,138
Deferred Payment	-	15,000	22,000	-	37,000
Water supply contract	631	1,261	1,261	7,096	10,249
Capital expenditure commitments	29,399	-	-	-	29,399
	97,512	130,790	98,447	125,095	451,844

Recent Financings

Equity

In December 2025, the Company closed a bought deal financing of 86,094,750 subscription receipts at a price of C$2.22 per subscription receipt for gross proceeds of C$191.1 million or approximately $138.8 million. These net proceeds were held in escrow until the escrow release conditions were satisfied on January 30, 2026 (see note 4 of the condensed interim consolidated financial statements for the three and nine months ended September 30,

2026 for further details) at which time the Company received these net proceeds and consequently 86,094,750 common shares were issued to the subscription receipts subscribers (see note 20 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026 for further details). The Company incurred $4,334 of related share issuance costs. The net proceeds of this financing were applied in part toward the cash consideration in the Acquisition, and for general corporate and working capital purposes.

Debt – Loans Payable

As part of the total consideration paid for the Acquisition on January 30, 2026, the Company issued vendor financed debt ("Vendor Debt") of $65.0 million comprised of a $55.0 million Senior Promissory Note and a $10.0 million Mezzanine Note. During the period from Acquisition (inception of the debt) to September 30, 2026, the Company fully repaid the Mezzanine Note and reduced the Senior Promissory Note to $45.0 million through voluntary repayments.

The Senior Promissory Note matures on January 30, 2032 and bears interest at a variable annual rate equal to the U.S. Prime Rate plus an applicable margin of 5.0% during the 540-day grace period and 4.0% thereafter. Interest is payable quarterly and scheduled principal repayments commence following an initial 540-day grace period. Following the 540-day grace period, the Senior Promissory Note requires quarterly principal repayments of $2.5 million, with the remaining outstanding balance due at maturity. The Company may voluntarily prepay the Senior Promissory Note, or a portion thereof, without penalty.

The Senior Promissory Note is secured by the assets of the Company and contains customary affirmative and negative covenants, including limitations on additional indebtedness, liens, asset sales and restricted payments.

The agreement also includes financial covenants requiring the Company to maintain: (i) a maximum leverage ratio of 3.50:1.00 at all times, calculated at the end of each financial quarter; (ii) a minimum ratio of adjusted consolidated earnings before interest, taxes, depreciation, and amortization (EBITDA) to consolidated debt service of 1.00:1.00 for the financial quarter ended September 30, 2026 and 1.50:1.00 at all times thereafter calculated at the end of each financial quarter; and (iii) maintain a minimum cash and cash equivalents balance of not less than $2,000 (or equivalent amount in any currency that is not US$). As at September 30, 2026, the Company was in compliance with all applicable covenants under the Senior Promissory Note. For further details on loans payable including the vendor-financed debt and other loans payable assumed on Acquisition of SPM, please see note 10 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026.

OFF-BALANCE SHEET ARRANGEMENTS

At September 30, 2026, the Company had no material off-balance sheet arrangements such as guarantee contracts, contingent interest in assets transferred to an entity, or any obligations that trigger financing, liquidity, market, or credit risk to the Company.

RELATED PARTY TRANSACTIONS AND BALANCES

Key management consists of the Board of Directors and senior management. Senior management is defined as the Executive Chairman, the President & CEO, and the Executive Vice President, CFO & Corporate Secretary. Key management compensation for the three and nine months ended September 30, 2026, and 2025 was as follows:

	Three months ended September 30,		Nine months ended September 30,	
	2026	**2025**	**2026**	**2025**
Senior management employment costs	$ 394	$ 253	$ 1,006	$ 778
Directors' fees	89	52	233	155
Share-based compensation	498	95	1,567	267
	$ 981	$ 400	$ 2,806	$ 1,200

As of September 30, 2026, there were no amounts due to related parties (December 31, 2025 - $nil).

PROPOSED TRANSACTIONS

As at the date of this MD&A, there are no proposed transactions.

CONTINGENCIES

During Q1 2026, the Company contested a tax assessment from the Chilean Internal Revenue Service ("Servicio de Impuestos Internos" or "SII") regarding a 35% additional tax on 2021 service payments made by its subsidiary Fenix Gold Limitada to Rio2 SAC, a subsidiary of the Company in Peru. The SII alleges there is insufficient proof that these services were rendered from abroad. The total maximum exposure (related to the original assessment) as of the date of these financial statements (in non-rounded figures), including the principal tax, readjustments, interest, and fines, is $3,015,311,850 CLP (approximately $3,211,000 USD).

Following the exhaustion of administrative appeals, the Company, supported by external legal counsel, filed a formal claim with the Tax and Customs Court ("TTA") in May 2026. During September 2026, the Company and the SII began exploring a potential negotiated settlement.

Subsequent to September 30, 2026, the Company and the SII engaged in further discussions regarding a potential settlement involving the application of a 15% withholding tax rate to certain service payments made during 2021, 2022 and January 2023. At September 30, 2026, the Company recorded a total provision of $2.1 million, reflecting its best estimate of the final settlement amount. The corresponding expense was recognized as other expense and included in other income and expenses in the condensed interim consolidated statements of income (loss) and comprehensive income (loss). The ultimate settlement amount and timing remain uncertain.

MATERIAL ACCOUNTING POLICIES

The Company's material accounting policies are consistent with those disclosed in Note 3 of the Company's condensed interim consolidated financial statements for the three and nine months ended September 30, 2026. These include changes in accounting policies, including amended policies as a result of the SPM Acquisition and the Fenix Gold Mine having its first sale during Q1 2026. These accounting policies can have a significant impact on the financial performance and financial position of the Company.

CRITICAL ESTIMATES AND JUDGMENTS

The preparation of financial statements in conformity with IFRS Accounting Standards requires management to make estimates and assumptions which affect the reported amount of the Company's assets, liabilities, expenses,

and related disclosures. Assumptions and estimates are based on historical experience, expectations, current trends, and other factors that management believes to be relevant at the time at which the Company's financial statements are prepared. These estimates and judgements can have a significant impact on the financial performance and financial position of the Company. The Company's accounting policies are presented in Note 3, to the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026.

Management reviews, on a regular basis, the Company's accounting policies, assumptions, estimates, and judgements in order to ensure that the financial statements are presented fairly and in accordance with IFRS Accounting Standards.

Critical accounting estimates are those that have a significant risk of causing material adjustment and are often applied to matters or outcomes that are inherently uncertain and subject to change. As such, management cautions that future events often vary from forecasts and expectations and that estimates routinely require adjustments. The Company's critical estimates and judgements are presented in Note 2 (c) to the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026. The most significant estimates applied to the Company's financial statements include the asset retirement obligation, mineral reserve and resource, derivative instruments – stream obligation, and valuation of net assets acquired in business combinations. Key judgements include the timing of commencement of commercial production which in turn impacts the realization of input tax credits, and the accounting of the gold prepaid sales arrangements.

FINANCIAL INSTRUMENTS

Financial instruments disclosures require the Company to provide information about: a) the significance of financial instruments for the Company's financial position and performance and, b) the nature and extent of risks arising from financial instruments to which the Company is exposed during the period and at the statement of financial position date, and how the Company manages those risks. Please refer to Note 26 of the Company's condensed interim financial statements for the three and nine months ended September 30, 2026 for further details and a discussion of the factors that impact Rio2.

ADOPTION OF NEW ACCOUNTING STANDARDS OR AMENDMENTS

Financial Instruments (IFRS 9) and Financial Instruments: Disclosures (IFRS 7)

In May 2024, the IASB issued amendments to the classification and measurement of financial instruments. These amendments updated classification and measurement requirements in *IFRS 9 - Financial Instruments* and related disclosure requirements in *IFRS 7 - Financial Instruments: Disclosures*. For further details, please refer to note 3 of the condensed interim consolidated financial statements for the three and nine months ended September 30, 2026.

Additionally, in December 2024, the IASB published amendments to IFRS 9 and IFRS 7, Contracts Referencing Nature-dependent Electricity, which clarify the application of the 'own-use' requirements for in-scope contracts, amend the designation requirements for a hedged item in certain cash flow hedging relationships, and add new disclosure requirements. These amendments apply retrospectively to periods beginning on or after January 1, 2026 and were adopted by the Company effective January 1, 2026. The adoption did not have a material impact on the Company's condensed interim consolidated financial statements.

ACCOUNTING STANDARDS ISSUED BUT NOT YET APPLIED

Presentation and Disclosure in Financial Statements (IFRS 18)

IFRS 18 has been issued to achieve comparability of the financial performance of similar entities. The standard, which replaces IAS 1, impacts the presentation of primary financial statements and notes, mainly the income statement where companies will be required to present separate categories of income and expense for operating, investing, and financing activities with prescribed subtotals for each new category. IFRS 18 will require management-defined performance measures to be explained and included in a separate note within the consolidated financial statement. The standard is effective for financial statements beginning on January 1, 2027, including interim financial statements and requires retrospective application. The Company is currently assessing the impact of this amendment.

There are no other standards, amendments or interpretations to existing standards issued but not yet effective that are expected to have a material impact on the Company.

MATERIAL LEGAL PROCEEDINGS

Other than the contested tax assessment discussed in the "Contingencies" section of this MD&A, the Company is not a party to any legal proceedings.

OUTSTANDING SHARE DATA

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

	September 30, 2026	November 9, 2026
	#	#
Common shares	551,521,143	551,771,142
Stock options	12,545,766	12,545,766
Warrants		
RSUs	1,899,168	1,899,168

QUALIFIED PERSONS

Enrique Garay, P.Geo./FAIG, M. Sc., Senior Vice President – Geology is the Qualified Person for the Company.

TECHNICAL INFORMATION

Where appropriate, certain information contained in this MD&A or in a document incorporated or deemed to be incorporated by reference herein regarding the Company's Fenix Gold Mine contains or updates information from the report entitled "NI 43-101 Technical Report on the Feasibility Study for the Fenix Gold Mine" dated October 16, 2023, prepared by Mining Plus Peru (the "Fenix Technical Report"). The qualified persons involved in the preparation of the Fenix Technical Report were Erick Ponce (QP) FAusIMM (Min), Anthony Maycock (QP) P.Eng, Denys Parra (QP) SME, Carlos Arevalo (QP) Chilean Mining Commission, Registered Member, Andres Beluzán (QP) Chilean Mining Commission, Registered Member, and Francisco Javier Rovira (QP) Competent Person in Mineral Resources and Reserves and the Fenix Technical Report was addressed to Rio2 Limited.

Where appropriate, certain information contained in this MD&A or in a document incorporated or deemed to be incorporated by reference herein regarding the Company's Condestable Mine contains or updates information from the report entitled "NI 43-101 Technical Report on the Condestable Mine, Lima Department, Peru" dated July 22, 2026, with an effective date of May 31, 2026, prepared by SLR Consulting (Canada) Ltd. (the "Condestable Technical Report"). The qualified persons involved in the preparation of the Condestable Technical Report were Rosmery J. Cárdenas Barzola, P.Eng., Logan D. Behuniak, P. Geo., Jeff Sepp, P. Eng., Varun Bhundhoo, ing., Brenna J.Y. Scholey, P.Eng., Luis Vasquez, M.Sc., P.Eng., and Jason J. Cox, P.Eng. and the Condestable Technical Report was addressed to Rio2 Limited.

Where appropriate, certain information contained in this MD&A or in a document incorporated or deemed to be incorporated by reference herein regarding the Company's Kalzas Tungsten Project contains or updates information from the report entitled "NI 43-101 Technical Report for the Kalzas Tungsten Project, Yukon, Canada" dated July 10, 2026, with an effective date of June 19, 2026, prepared by RUMI Geoscience Consulting (the "Kalzas Technical Report"). The qualified person responsible for the preparation of the Kalzas Technical Report was Tatiana Alva Jimenez, M.Sc., P.Geo., and the Kalzas Technical Report was addressed to Rio2 Limited.

Any updates to the scientific or technical information derived from the Fenix Technical Report, the Condestable Technical Report, or the Kalzas Technical Report, and any other scientific or technical information contained in this MD&A have been reviewed and approved by Enrique Garay, P.Geo./FAIG, M. Sc., a "Qualified Person" under *National Instrument 43-101 – Standards of Disclosure for Mineral Projects* ("NI 43-101").

FORWARD-LOOKING INFORMATION

This MD&A contains certain statements that may constitute "forward-looking information" or "forward-looking statements". All statements, other than statements of historical fact included herein are forward-looking statements. Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate and similar expressions, or which by their nature refer to future events. Forward-looking statements in this MD&A include reference to, among others: gold and copper production guidance and targeted production levels for 2026; the deferral of gold production guidance at the Fenix Gold Mine; the anticipated timing of achieving commercial production at the Fenix Gold Mine; the Company's expectations regarding weather conditions and uninterrupted operations; the Company's strategy and milestones for operations at the Fenix Gold Mine, including production ramp-up targets, drilling program expectations, and the expected mining of higher-grade material; expected completion of key Fenix Gold milestones, including the Mine Expansion Pre-feasibility Study and an Updated Mineral Reserve Estimate; desalinated water alternatives and the expansion pre-feasibility study for increased production capacity; the baseline study for an expanded mine site Environmental Impact Assessment at Fenix Gold; commissioning of the Tailings Filtration Facility at the Condestable Mine, including timing for full commercial operations and capacity for future production expansions; the Company's strategy and milestones for operations at the Condestable Mine, including exploration activities, expansion timelines, and environmental permitting; the Condestable plant expansion, including engineering, capital cost estimations, and projected timelines; near-surface drilling programs and geological/structural mapping to be completed in respect of the Condestable Mine; the estimated net present value and life of mine of the Condestable Mine; the planned drilling program at the Kalzas Tungsten Project; the Company's strategic plans for the Kalzas Tungsten Project, including whether the project will remain within the Company's core project portfolio or be advanced through a separate standalone company structure, and the ability to secure funding for future exploration activities; the Company's fuel hedging program and anticipated fuel costs; the ore sorting pilot plant program at Condestable; publication of updates on mineral resources at the Fenix Gold and Condestable mines; expectations around financial resources to support operations, capital expenditures, and obligations; the Company's expectation that additional financing will not be required over the next 12 months; expected operating cash flows and value added tax refunds to fund future activities; benefits and integration of the Acquisition; integration of the acquired entities into internal control assessments; expected future personnel requirements; impact of foreign currency translation; statements regarding future acquisitions; the nature of future anticipated exploration, development and production programs and the results thereof; discovery and delineation of mineral resources/reserves; and business and financing plans and business trends, among others.

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results may differ materially from those in forward looking statements as a result of various factors and assumptions, including, but not limited to: the Company's limited operating history; the hazards and risks normally encountered in the exploration, development, and production of minerals; significant cost overruns due to, among other things, inflation, delays, project execution challenges, changes to inputs or changes to engineering; delays in construction, and technical and other problems, including adverse geotechnical conditions and other obstacles to construction; Rio2's ability to obtain regulatory approvals or permits, on a timely basis or at all; Rio2's ability to comply with any conditions imposed by regulatory approvals or permits, maintain such approvals and permits, or obtain any required amendments to existing regulatory approvals or permits; accuracy of reserve and resource estimates; increased economic uncertainty stemming from geopolitical conflict, inflation and other factors; fluctuations in commodity prices; the ability of Rio2 to satisfy the conditions regarding the availability of funds under its contractual arrangements; compliance with debt covenants; failure to realize the anticipated benefits of the Acquisition; supply chain disruptions or shortages of critical inputs; water access and availability at the Fenix Gold Mine; extreme or unexpected weather events and the Company's ability to address the consequences of adverse weather conditions; failure to reach commercial production milestones at its projects on the anticipated timelines; the results of the planned drilling program at the Kalzas Tungsten Project and the ability to complete any standalone company structure for, or secure funding for, the Kalzas Tungsten Project on acceptable terms or at all; interest rates; inflation; operating in foreign jurisdictions; access restrictions and tariffs; the Company's inability to produce minerals from its properties successfully or profitably, to continue its projected growth, to raise the necessary capital or to be fully able to implement its business strategies; and other risks and uncertainties identified herein under "Risks and Uncertainties".

Should one or more of these risks and uncertainties materialize, or should underlying assumptions prove incorrect, actual results may vary materially from those described in any of those forward-looking statements. Historical results of operations and trends that may be inferred from discussion and analysis may not necessarily indicate future results from operations. For these reasons, readers should not attribute undue certainty to or place undue reliance on forward-looking statements.

Additional information regarding the Company and factors that could affect its operations and financial results are included in reports on file with Canadian securities regulatory authorities and may be accessed through the SEDAR+ website (www.sedarplus.ca). Furthermore, the forward-looking statements contained in this MD&A are made as at the date of this MD&A and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, whether as a result of new information, future events or otherwise, except as may be required by applicable securities laws. The Company's forward-looking statements are expressly qualified in their entirety by this cautionary statement.

CAUTIONARY NOTE TO U.S. INVESTORS

This MD&A includes Mineral Resource and Mineral Reserve classification terms that comply with reporting standards in Canada and the Mineral Resource and Mineral Reserve estimates are made in accordance with NI 43-101. NI 43-101 is a rule developed by the Canadian Securities Administrators that establishes standards for all public disclosure an issuer makes of scientific and technical information concerning mineral projects. These standards differ from the requirements of the United States Securities and Exchange Commission (the "SEC") applicable to domestic United States reporting companies. Consequently, Mineral Resource and Mineral Reserve information included in this MD&A and the information concerning mineral deposits included herein may not be comparable to similar information that would generally be disclosed by United States domestic reporting companies subject to the reporting and disclosure requirements of the SEC. Accordingly, U.S. investors are cautioned to consult with their own advisors concerning the differences between NI 43-101 or other applicable standards developed by Canadian Securities Administrators and U.S. standards applicable to domestic reporting companies subject to the reporting and disclosure requirements of the SEC.

Additionally, the consolidated financial statements, including the unaudited condensed interim consolidated financial statements accompanying this MD&A, have been prepared in accordance with IFRS Accounting Standards. IFRS Accounting Standards differ in certain material respects from United States generally accepted accounting principles ("U.S. GAAP") and may not be comparable to similar information that would generally be disclosed by United States domestic reporting companies subject to U.S. GAAP. The Company does not intend to make available to U.S. investors the Company's financial information reconciled to U.S. GAAP. Accordingly, U.S. investors are cautioned to consult with their own accounting advisors concerning the differences between IFRS Accounting Standards and U.S. GAAP.

NON-IFRS MEASURES AND DEFINITIONS

The Company uses certain non-IFRS performance measures in this MD&A. Non-IFRS financial measures do not have any standardized meaning under IFRS and may not be comparable to similar measures presented by other issuers. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, management and certain investors use this information to evaluate the Company's performance and ability to generate cash flow. Accordingly, it is intended to provide additional information and should not be considered in isolation or as a substitute for measures of performance prepared in accordance with IFRS.

Adjusted Net Income

Management uses Adjusted net income to evaluate the Company's operating performance, and to plan and forecast its operations. The Company believes the use of Adjusted net income reflects the underlying operating performance of our core mining business and allows investors and analysts to compare results of the Company to similar results of other mining companies. Management's determination of the components of Adjusted net income is evaluated periodically and is based, in part, on a review of non-IFRS financial measures used by mining industry analysts. The tax effect of adjustments are based on statutory tax rates and the Company's tax attributes, including the impact through the Company's valuation allowance. The combined effective rate of tax adjustments may not be consistent with the statutory tax rates or the Company's effective tax rate due to jurisdictional tax attributes and related

valuation allowance impacts which may minimize the tax effect of certain adjustments and may not apply to gains and losses equally.

Adjusted net income is reconciled to Net income in the following table:

In thousands except per share amounts	Q3 2026	Q3 2025	YTD 2026	YTD 2025
Net income (loss)	$ (28,452)	$ (3,375)	$ 40,643	$ (6,148)
Add back:				
Acquisition-related transaction costs	$ 72	$ -	$ 4,318	$ -
Restructuring costs	$ 1,205	$ -	$ 2,961	$ -
Abnormal winter weather standby costs	$ 5,472	$ -	$ 5,472	$ -
Share-based compensation	$ 886	$ 595	$ 2,862	$ 1,138
Other income and expenses	$ 3,024	$ -	$ 3,664	$ -
Fair value gain/loss on stream obligation	$ 41,126	$ -	$ (7,679)	$ -
Tax effect of adjustments	$ (918)	$ -	$ (1,292)	$ -
Adjusted net income (loss)	**$ 22,415**	$ (2,780)	**$ 50,949**	$ (5,010)
Adjusted net income (loss) per share, basic	$ 0.04	$ (0.01)	$ 0.10	$ (0.01)
Adjusted net income (loss) per share, diluted	$ 0.04	$ (0.01)	$ 0.09	$ (0.01)

EBITDA and Adjusted EBITDA

Management uses earnings before interest, taxes, depreciation and amortization ("EBITDA") to evaluate the Company's operating performance, to plan and forecast its operations, and assess leverage levels and liquidity measures. The Company believes the use of EBITDA reflects the underlying operating performance of our core mining business and allows investors and analysts to compare results of the Company to similar results of other mining companies. EBITDA and adjusted EBITDA do not represent, and should not be considered an alternative to, net income (loss) or cash flow from operations as determined under IFRS. Other companies may calculate adjusted EBITDA differently and those calculations may not be comparable to our presentation. adjusted EBITDA is reconciled to net income (loss) in the following table:

In thousands	Q3 2026	Q3 2025	YTD 2026	YTD 2025
Net income (loss)	$ (28,452)	$ (3,375)	$ 40,643	$ (6,148)
Add back:				
Finance costs, net	$ 2,750	$ (179)	$ 7,186	$ (534)
Income tax expense	$ 8,136	$ -	$ 22,539	$ -
Depletion, depreciation and amortization	$ 15,809	$ -	$ 45,004	$ 19
EBITDA	**$ (1,757)**	$ (3,554)	**$ 115,372**	$ (6,663)
Add back:				
Acquisition-related transaction costs	$ 72	$ -	$ 4,318	$ -
Restructuring costs	$ 1,205	$ -	$ 2,961	$ -
Abnormal winter weather standby costs	$ 5,472	$ -	$ 5,472	$ -
Share-based compensation	$ 886	$ 595	$ 2,862	$ 1,138
Other income and expenses	$ 3,024	$ -	$ 3,664	$ -
Fair value gain/loss on stream obligation	$ 41,126	$ -	$ (7,679)	$ -
Adjusted EBITDA	**$ 50,028**	$ (2,959)	**$ 126,970**	$ (5,525)

Cash Cost Per Gold Ounce Sold

Cash cost is a common financial performance measure in the gold mining industry; however, it has no standard meaning under IFRS. For the Fenix Gold Mine, the Company reports cash costs on a per gold ounce sold basis. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate operating income and cash flow from mining operations. Cash costs are calculated as mine site operating costs, net of non-recurring items that are not reflective of the underlying operating performance of the Company and are net of silver revenue. Cash

costs are divided by ounces sold to arrive at cash costs per oz sold. In calculating cash costs, the Company deducts silver revenue as it considers the cost to produce the gold is reduced as a result of the by-product sales incidental to the gold production process, thereby allowing management and other stakeholders to assess the net costs of gold production. The measure is not necessarily indicative of cash flow from operations under IFRS or operating costs presented under IFRS.

Cash Cost per Payable Copper Pound Produced

Cash cost is a common financial performance measure in the mining industry; however, it has no standard meaning under IFRS. For Condestable, the Company reports copper cash costs on a per payable copper pound produced basis. The Company believes that, in addition to conventional measures prepared in accordance with IFRS, certain investors use this information to evaluate the Company's performance and ability to generate operating income and cash flow from mining operations. Cash costs are calculated as mine site operating costs, net of non-recurring items that are not reflective of the underlying operating performance of the Company and are net of gold and silver revenue. Cash costs are divided by payable copper pounds produced to arrive at cash costs per pound. In calculating cash costs, the Company deducts gold and silver revenue as it considers the cost to produce the copper is reduced as a result of the by-product sales incidental to the copper production process, thereby allowing management and other stakeholders to assess the net costs of payable copper production. The measure is not necessarily indicative of cash flow from operations under IFRS or operating costs presented under IFRS.

All-in Sustaining Costs ("AISC") and All-in Costs

AISC is a non-IFRS measure and was calculated based on guidance provided by the World Gold Council (WGC). Other mining companies may calculate differently as a result of differences in underlying accounting principles and policies applied, as well as differences in definitions of sustaining versus development capital expenditures.

Includes cash cost (as defined above), sustaining capital expenditures, reclamation and other closure cost accretion and amortization and lease payments (cash basis). As this measure seeks to reflect the full cost of production from current operations, expansionary capital and certain exploration costs are excluded as these are costs typically incurred to extend mine life or materially increase the productive capacity of existing assets, or for new operations. Corporate general and administrative expenses of Rio2 Limited have also been excluded as any attribution of these costs to an operating site would not necessarily be reflective of costs directly attributable to the administration of the site. However, site level administration costs allocable to Condestable operations are included as they directly support the operating Condestable copper mine. Certain other cash expenditures, including tax payments, financing charges (including capitalized interest) and costs related to business combinations, asset acquisitions and asset disposals are also excluded.

All-in costs is comprised of AISC plus expansionary capital expenditures and expansionary exploration.

Most directly comparable IFRS measure

Production costs from continuing operations.

Why management uses the measure and why it may be useful to investors

The Company believes that this measure represents the total sustainable costs of producing copper and gold from current operations, and provides the Company and other stakeholders of the Company with additional information of the Company's operational performance and ability to generate cash flows.

Sustaining Capital Expenditures

This measure is defined as cash basis expenditures which maintain existing operations and sustain production levels.

Expansionary Capital Expenditures

This measure is defined as cash-basis expenditures which increase current or future production capacity, cash flow

or earnings potential and are reported excluding capitalized interest. Where an expenditure both maintains and expands current operations, classification would be based on the primary decision for which the expenditure is being made.

Most directly comparable IFRS measure

Investment in mineral properties, plant and equipment and other exploration expenses.

Why management uses the measure and why it may be useful to investors

Sustaining capital expenditures provide an understanding of costs required to maintain existing production levels. Expansionary capital expenditures provide information on costs required for future growth of existing or new assets

AISC Per Gold Ounce Sold and AISC Per Payable Copper Pound Produced

The following reconciliations outline the calculation followed by the Company to calculate cash costs, All-in sustaining costs and All-in costs in absolute dollar terms, and on a per unit basis.

Fenix Gold		**Q3 2026**	**YTD 2026**	**Q3 2025**	**YTD 2025**
On-site mining and processing costs (on a sales basis)	$	25,295	53,415	N/A	N/A
Community costs related to current operations	$	265	857	N/A	N/A
3rd party smelting, refining and transport costs	$	134	238	N/A	N/A
By-product and co-product credits	$	(101)	(205)	N/A	N/A
Cash Cost[1]	**$**	**25,592**	**54,305**	**N/A**	**N/A**
Corporate/regional G&A, incl. share-based remuneration (sustaining)	$	2,622	3,997	N/A	N/A
Reclamation & remediation — accretion & amortization (operating sites)	$	33	340	N/A	N/A
Capital exploration (sustaining)	$	-	-	N/A	N/A
Sustaining capital expenditure	$	-	97	N/A	N/A
All-in Sustaining Cost (AISC)[1]	**$**	**28,247**	**58,739**	**N/A**	**N/A**
Capital expansion (non-sustaining)	$	651	651	N/A	N/A
Capital exploration (non-sustaining)	$	4,467	8,858	N/A	N/A
All-in Cost (AIC)[1]	**$**	**33,365**	**68,249**	**N/A**	**N/A**
Per gold ounce sold:[3]					
Cash cost per gold ounce sold	US$/oz	2,370	2,520	N/A	N/A
AISC per gold ounce sold	US$/oz	2,615	2,726	N/A	N/A
AIC per gold ounce sold	US$/oz	3,089	3,167	N/A	N/A

(1) These are non-IFRS Measures. See section NON-IFRS MEASURES AND DEFINITIONS of this MD&A.

(2) Shown as "N/A" because the Fenix Gold Mine had no production or sales during the three and nine months ended September 30, 2025.

(3) Per-unit measures use gold ounces sold as the denominator.

Condestable		Q3 2026	YTD 2026	Q3 2025[2]	YTD 2025[2]
Operating cost (mine, plant, energy, geology, admin, tailings)	$	31,322	80,879	N/A	N/A
Commercial expenses (freight, port, treatment & refining)	$	2,249	5,893	N/A	N/A
By-product credits (Au, Ag, Mo)	$	(19,486)	(59,679)	N/A	N/A
C1 Cash Cost (excluding stream effect)[1]	**$**	**14,085**	**27,093**	**N/A**	**N/A**
Stream deliveries, net of ongoing payment (20%) [5]	$	9,894	29,846	N/A	N/A
C1 Cash Cost (including stream effect)[1] [3]	**$**	**23,979**	**56,939**	**N/A**	**N/A**
Sustaining capital expenditure	$	5,974	15,650	N/A	N/A
SPM G&A (management fee)	$	1,160	3,312	N/A	N/A
All-in Sustaining Cost (AISC, including stream effect)[1][3]	**$**	**31,113**	**75,901**	**N/A**	**N/A**
Expansionary capital expenditure (mainly tailings filter plant)	$	3,482	10,761	N/A	N/A
All-in Cost (AIC)[1][3]	**$**	**34,595**	**86,662**	**N/A**	**N/A**
Per copper pound produced (including stream effect):[4]					
C1 Cash cost (incl. stream) per copper pound produced	US$/lb	2.62	2.36	N/A	N/A
AISC (incl. stream) per copper pound produced	US$/lb	3.40	3.15	N/A	N/A
AIC (incl. stream) per copper pound produced	US$/lb	3.78	3.59	N/A	N/A

(1) See Non-IFRS Financial Performance Measures section for definitions.
(2) Shown as "N/A" because the Company had not completed its Acquisition of the Condestable Mine during the three and nine months ended September 30, 2025.
(3) Includes the Franco-Nevada stream effect. See footnote (5).
(4) Per-unit measures use pounds of payable copper produced as the denominator.
(5) The Franco-Nevada stream increased C1 cash cost by $9.9 million USD ($1.08 USD per copper pound produced) in Q3 2026 and by $29.8 million USD ($1.24 USD per copper pound produced) for the nine months ended September 30, 2026. Streamed gold and silver are delivered for an ongoing payment of 20% of the spot price; this line reflects the remaining 80% of spot value, which is applied against the upfront deposit rather than received in cash.

Realized Price Per Pound and Realized Price Per Ounce

Defined as revenue from metal sales (copper and gold) adding back treatment and refining charges, cash effects of gold streams, recognition of deferred revenue from the allocation of upfront streaming proceeds, divided by the volume of metal sold in the period.

Most directly comparable IFRS measure

Revenue from continuing operations.

Why management uses the measure and why it is useful to investors

These measures provide an understanding of the price realized in each reporting period for metal sales.

INTERNAL CONTROL OVER FINANCIAL REPORTING AND DISCLOSURE CONTROLS AND PROCEDURES

The Company's management, with the participation of the Company's Chief Executive Officer and Chief Financial Officer, are responsible for establishing and maintaining adequate internal control over financial reporting ("ICFR"). The Company's ICFR is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with IFRS. Any system of ICFR, no matter how well designed, has inherent limitations. As a result, even those systems determined to be effective can only provide reasonable assurance regarding the preparation of financial statements.

Excluding the Acquired Entities (as discussed below), the Company's management has determined that there have been no significant changes in the Company's ICFR during the nine months ended September 30, 2026 that have materially affected, or are reasonably likely to materially affect, the Company's ICFR.

Management is also responsible for the design and effectiveness of disclosure controls and procedures. The Company's Chief Executive Officer and Chief Financial Officer have each evaluated the effectiveness of the Company's disclosure controls and procedures as at September 30, 2026 and concluded that, excluding the Acquired Entities (as discussed below), these disclosure controls and procedures were appropriately designed and operating effectively as at September 30, 2026.

On January 30, 2026, the Company completed the SPM Acquisition. As permitted under Section 3.3(1)(b) of National Instrument 52-109 - Certification of Disclosure in Issuer's Annual and Interim Filings, which allows for an issuer to limit the design of Internal Controls over Financial Reporting and Disclosure Controls and Procedures to exclude a business that the issuer acquired not more than 365 days before the end of September 30, 2026, the Company has excluded the internal controls of SPM's entities from its assessment of the effectiveness of internal control over financial reporting for the three and nine months ended September 30, 2026. The Company is in the process of integrating SPM's operations and internal control framework and expects to include SPM's entities in the scope of its internal control assessments in future reporting periods.

The summary financial information of the Acquired Entities included in the Company's unaudited condensed interim consolidated financial statements for the three and nine months ended September 30, 2026 is as follows:

	As at September 30, 2026
	$
Current assets	52,516
Non-current assets	759,252
Current liabilities	115,263
Non-current liabilities	426,870

	Three months ended September 30, 2026	**Nine months ended September 30, 2026 (1)**
	$	$
Revenue	73,834	197,796
Income from operations	22,858	58,266
Income (loss) before income taxes	(20,896)	62,387

(1) Reflects financial information of the Acquired Entities from January 30, 2026, upon closing of the SPM Acquisition, through September 30, 2026, and that is included in the Company's unaudited interim consolidated financial statements for the three and nine months ended September 30, 2026.

RISKS AND UNCERTAINTIES

The Company's business consists of the exploration, evaluation, development and production of mineral properties and is subject to certain risks. The risks described below are not the only risks facing the Company and other risks now unknown to the Company may arise, or risks now thought to be immaterial may become material. No guarantee is provided that other factors will not affect the Company in the future. Many of these risks are beyond the control of the Company and could have a material adverse effect on the Company's operations, financial results and the value of the Company's common shares. For discussion of additional risk factors, please refer to the Company's Annual Information Form, which is available on the Company's profile on SEDAR+ at www.sedarplus.ca.

Concentration and Limited History of Operations

While the Company has commenced production at the Fenix Gold Mine and completed the acquisition of the Condestable Mine in January 2026, the Company's track record of operations remains relatively short. In addition, the Company now derives substantially all of its revenue from the Fenix Gold Mine and Condestable Mine. As a result, any material disruption at either of the mines (whether due to operational failure, permitting delays, labour disputes, community opposition, natural disasters, unexpected weather events, or other events) could have a disproportionate impact on the Company's consolidated financial results.

An investor should consider any purchase of the Company's securities in light of the risks, expenses, and problems frequently encountered by companies in the early stages of their producing operations and corporate development, including the risks associated with concentrated operations, ramping up production at the Fenix Gold Mine, and integrating the recently acquired Condestable Mine. The timing of commercial production and of achieving steady-state throughput is subject to many factors, and there can be no assurance that the mine will achieve commercial production on the anticipated timelines, or achieve or sustain anticipated production levels.

Nature of Mining, Mineral Exploration and Development Projects

Mining operations generally involve a high degree of risk. The Company's operations are subject to the hazards and risks commonly encountered in the exploration, development, and production of minerals, including environmental hazards, explosions, unusual or unexpected geological formations or pressures and periodic interruptions in both production and transportation due to inclement or hazardous weather conditions. Such risks could result in, among others, damage to, or destruction of, mineral properties or producing facilities, personal injury, environmental damage, delays in mining, monetary losses, and possible legal liability.

Development projects have no operating history upon which to base estimates of future cash operating costs. For development projects, resource estimates and estimates of cash operating costs are, to a large extent, based upon the interpretation of geologic data obtained from drill holes and other sampling techniques, and feasibility studies, which derive estimates of cash operating costs based upon anticipated tonnage and grades of ore to be mined and processed, ground conditions, the configuration of the ore body, expected recovery rates of minerals from the ore, estimated operating costs, anticipated climatic conditions and other factors. As a result, actual production, cash operating costs and economic returns could differ significantly from those estimated. It is not unusual for new mining operations to experience problems during the start-up phase, and delays in the commencement of production often can occur.

Mineral exploration is highly speculative in nature and there is no assurance that exploration efforts will be successful. No assurance can be given that exploration programs will result in the establishment or expansion of mineral resources or mineral reserves. There is no certainty that the expenditures made towards the search and evaluation of mineral deposits will result in discoveries or development of commercial quantities of ore.

Extreme Weather and Climate Events

The Company's operations are exposed to extreme and unpredictable weather and climate events. During the third quarter of 2026, unexpected weather events temporarily suspended operations at the Fenix Gold Mine and restricted access to the project, the mining area in Fenix South and the leach pad. As a result, mining and processing

were adversely affected, ramp-up was set back and the Company deferred its 2026 gold production guidance for the Fenix Gold Mine. Although the Company does not currently expect these conditions to persist, weather is inherently unpredictable and climate change may increase the frequency and severity of extreme weather events. There can be no assurance that similar or more severe events will not recur at any of the Company's properties, or that mitigation measures, such as leach pad covers, will be effective. Any such event could cause further production interruptions, damage to infrastructure, increased costs and reduced cash flows, any of which could have a material adverse effect on the Company's business, financial condition and results of operations.

Uncertainty of Development Projects

The future development of the Company's projects will require extensive drilling, testing, the construction and operation of a mine, processing plants and related infrastructure. Estimates of such expenditures or of future operating costs may differ materially from actual capital or operating costs. Such projects could experience unexpected problems or delays and these projects are subject to numerous risks, including, without limitation, risks relating to the following, which may be out of the Company's control:

- delays in construction, and technical and other problems, including adverse geotechnical conditions and other obstacles to construction;
- Rio2's ability to obtain, comply with and maintain regulatory approvals or permits, on a timely basis or at all;
- accuracy of reserve and resource estimates;
- accuracy of engineering and changes in scope;
- adverse regulatory developments, including the change or imposition of new regulations, royalties or taxes;
- significant fluctuation in prevailing commodity prices, which may affect the profitability of projects;
- community action or other disruptive activities by stakeholders;
- the availability and costs of skilled labour, power, water, transportation, mining equipment and other required supplies;
- difficulties in acquiring and maintaining land and mineral titles;
- weather, severe climate impacts, or natural disasters;
- litigation;
- Rio2's dependence on third parties for services and utilities;
- development of required infrastructure;
- a failure to develop or manage a project in accordance with Rio2's planning expectations or to properly manage the transition to an operating mine;
- the reliance on contractors and other third parties for management, engineering, construction and other services, and the risk that they may not perform as anticipated and that unanticipated disputes may arise;
- Rio2's ability to finance its share of project costs or obtain financing on commercially reasonable terms, or at all;
- changes in regulatory regimes in the jurisdictions in which Rio2's projects are located; and
- unforeseen events.

The costs, timing and complexities of mine construction and development are increased by the remote location of the Company's properties. It is not unusual for a new mining operation to experience unexpected problems and delays during the construction and development of the mine. In addition, delays in the commencement or expansion of mineral production often occur and, once commenced or expanded, the production of a mine may not meet expectations or estimates set forth in the feasibility studies. Accordingly, there are no assurances that the Company will successfully develop mining activities at its properties.

Increased Economic Uncertainty Stemming from Geopolitical Conflict, Inflation and Other Factors

Geopolitical conflict, together with concerns over general global economic conditions, fluctuations in interest and foreign exchange rates, stock market volatility and inflation have contributed to increased economic uncertainty and diminished expectations for the global economy. These factors have also increased the risk of disruption to global trade flows and supply chains. This global economic uncertainty and any disruption to global trade flows or supply chains may have a material adverse effect on the Company's operations, future sales, business and financial condition.

Concerns over global economic conditions may also have the effect of heightening many of the other risks described herein, including, but not limited to: risks relating to fluctuations in the market price anticipated for the Company's products; development of the Company's projects; volatility in commodity and financial markets; market access restrictions or tariffs; fluctuations in the price and availability of consumed commodities; labour unrest and disturbances; availability of skilled employees; disruptions of information technology systems; changes in law or policies in relation to taxes, tariffs, fees and royalties; and transportation and other services from third parties.

Supply Chain Disruptions

The Company's mining operations are dependent on the reliable supply of critical inputs, including hydrogen sulfide (H_2S) and diesel fuel, and on the availability of mining equipment, including haulage fleets. Any disruption or shortage in the supply of these materials or equipment, or an increase in the cost of supply to the Company, could impair the Company's ability to conduct mining operations as planned and could materially and adversely affect its business, financial condition, and results of operations. The supply chains for H_2S and diesel are subject to risks beyond the Company's control, including global supply-demand imbalances, geopolitical instability, trade restrictions, transportation disruptions, natural disasters, and regulatory changes. In addition, the cost of these inputs is influenced by market dynamics, governmental policies and geopolitical instability, among other factors. The Company may not be able to procure critical inputs in sufficient quantities or on commercially reasonable terms, particularly in remote mining regions where logistics networks are limited. If it is unable to secure adequate supplies of critical inputs, the Company may be required to curtail, suspend, or discontinue operations at one or more sites, resulting in production losses, increased costs, project delays, and failure to meet contractual obligations. Any sustained increase in the cost of these inputs could also reduce the Company's margins. Although the Company seeks to mitigate these risks through strategic inventories, long-term supply agreements, and supplier diversification, there can be no assurance that these measures will be sufficient to prevent disruptions or shortages. In such circumstances, the Company's business, financial condition, results of operations, and prospects could be materially and adversely affected.

Failure to Realize Acquisition Benefits or Successfully Integrate the Acquisition

The Company completed the Acquisition of the Condestable Mine in January 2026. While the Company believes the Acquisition will be beneficial, there is a risk that some or all of the expected benefits of the Acquisition may fail to materialize or may not occur within the time periods that Rio2 anticipates. The realization of such benefits may be affected by a number of factors, many of which are beyond the control of the Company. Moreover, a variety of factors, including the risk factors set forth herein and in other documents filed by the Company on SEDAR+, may adversely affect the Company's ability to achieve the anticipated benefits of the Acquisition.

In addition, although the Company expects to realize certain benefits as a result of the Acquisition, there is a possibility that the Company is unable to successfully integrate the acquired entities into its operations in order to realize the anticipated benefits of the Acquisition or may be unable to do so within the anticipated timeframe. The Company is endeavoring to implement certain operational improvements and cost-savings initiatives following the completion of the Acquisition. Any cost-savings that the Company realizes from such efforts may differ materially from the Company's estimates. In addition, any cost-savings that the Company realizes may be offset, in whole or in part, by reductions in revenues or through increases in other expenses. The Company's operational improvements and cost-savings plans are subject to numerous risks and uncertainties that may change at any time.

To effectively integrate the acquired entities into its current operations, Rio2 must establish appropriate operational, administrative, finance, and management systems and controls functions relating to the acquired entities, and these efforts require substantial attention from Rio2's management. This diversion of management attention could have an adverse effect on Rio2's business, financial condition, results of operations and cash flows. There can be no assurance that Rio2 will be successful in integrating the acquired entities or that the expected benefits of the Acquisition will be realized.

Indebtedness and Liquidity Risks

Rio2 incurred additional indebtedness to finance the Acquisition, which has increased Rio2's debt level, interest expense and debt service obligations. Such increased indebtedness may have a negative effect on Rio2's results

of operations and/or credit ratings and make Rio2's results more sensitive to increases in interest rates. Rio2's degree of leverage could have other important consequences, including: (i) it may limit Rio2's ability to obtain additional financing for working capital, capital expenditures, debt service requirements, acquisitions and general corporate or other purposes; (ii) it may limit Rio2's ability to declare dividends on its common shares; (iii) Rio2 may be vulnerable in a downturn in general economic conditions; and (iv) Rio2 may be unable to make capital expenditures that are important to its growth and strategies.

If the Company's cash flows and capital resources are insufficient to fund its debt service obligations, the Company could face substantial liquidity problems and could be forced to reduce or delay investments and capital expenditures or to dispose of material assets or operations, seek additional debt or equity capital or restructure or refinance the Company's indebtedness. The Company may not be able to effect any such alternative measures on commercially reasonable terms or at all and, even if successful, those alternatives may not allow the Company to meet its scheduled debt service obligations. In addition, the Company's debt instruments contain financial and other covenants, and a breach of any such covenants could result in an event of default or acceleration of outstanding indebtedness, which could have a material adverse effect on the Company's financial condition and results of operations.

Future Financing

The Company may require new capital to continue to grow its business and there are no assurances that capital will be available on reasonable terms when needed, if at all. There can be no assurance that the Company will be able to obtain adequate financing in the future or that the terms of such financing will be favourable. Failure to obtain such additional financing could impede the Company's funding obligations, or result in delay or postponement of further business activities which may result in a material and adverse effect on the Company's profitability, results of operations and financial condition. In the event that the Company chooses to raise debt capital to finance operations or an acquisition, the Company's leverage will be increased, and if the Company raises equity capital, it may be dilutive to existing shareholders.

Commodity Prices

The viability and profitability of the Company's business will be dependent upon the market price of mineral commodities, including copper and gold. Mineral prices fluctuate widely and are affected by numerous factors beyond the control of the Company. The level of interest rates, the rate of inflation, world supply of mineral commodities, consumption patterns, forward sales by producers, production, industrial demand, speculative activities and stability of exchange rates can all cause significant fluctuations in prices. Such external economic factors are, in turn, influenced by changes in international investment patterns, monetary systems and political developments. Current and future price declines could cause commercial production from the Company's properties to be impracticable. The effects of these factors on the price of base and precious metals and, therefore, the viability of the Company's exploration projects, cannot be accurately predicted and, thus, the price of base and precious metals may have a significant influence on the market price of the Company's shares and the value of its projects. The Company's future revenues and earnings, if any, could be affected by fluctuations in prices of mineral commodities and, to a lesser extent, other commodities such as fuel and other consumable items.

Future Production Rates

The Company prepares estimates of future production from its operations. These estimates of future production are based on a number of interpretations and assumptions and actual production may be less than is currently estimated. The Company cannot give any assurance that it will achieve its production estimates. The failure of the Company to achieve its production estimates could have a material and adverse effect on any or all of its future cash flows, profitability, results of operations and financial condition. The Company's ability to demonstrate sufficient economic returns from its properties may also affect the availability and cost of financing. The Company's production estimates are dependent on, among other things, the accuracy of mineral reserve and mineral resources estimates, the accuracy of assumptions regarding ore grades and recovery rates, ground conditions, physical characteristics of ores, such as hardness and the presence or absence of particular metallurgical characteristics, and the accuracy of estimated rates and costs of mining and processing.

The Company's actual production may vary from its estimates for a variety of reasons, including, but not limited to: actual ore mined varying from estimates of grade, tonnage, dilution and metallurgical and other characteristics; short-term operating factors such as the need for sequential development of ore bodies and the processing of new or different ore grades from those planned; mine failures, slope failures or equipment failures; industrial accidents; natural phenomena such as inclement weather conditions, floods, hurricanes, droughts, rock slides and earthquakes; encountering unusual or unexpected geological conditions; changes in power costs and potential power shortages; shortages of principal supplies needed for operation, including explosives, fuels, chemical reagents, water, equipment parts and lubricants; labour shortages or strikes; civil disobedience and protests; and restrictions or regulations imposed by government agencies or other changes in the regulatory environments. Such occurrences could result in damage to our properties, interruptions in production, injury or death to persons, damage to property of the Company or others, monetary losses and legal liabilities. These factors may cause a property that has been mined profitably in the past to become unprofitable forcing the Company to cease production. Depending on the price of gold and copper, the Company may determine that it is impractical to commence or, if commenced, to continue commercial production at one or more of its operations.

Impact of Inflation and Interest Rates

In recent years, global markets have experienced high rates of inflation at times. Inflationary pressures may increase Rio2's operating and capital costs and the costs of Rio2's planned development activities, which could have a material adverse effect on Rio2's operations, development projects, business and financial position. If inputs are unavailable at reasonable costs, this may delay planned development activities. In addition, governmental responses to inflation, such as any increase in interest rates, may have a significant negative impact on the economy generally and Rio2's debt service obligations, both of which could have a material adverse effect on Rio2's operations, business and financial position. In the current environment, assumptions about future commodity prices, exchange rates, interest rates, inflation, costs of inputs and customer credit performance are subject to greater variability than normal, which could, in the future, significantly affect the valuation of Rio2's assets, both financial and non-financial, and may have a material adverse effect on Rio2's operations, business and financial condition.

Foreign Jurisdictions Risks

While Rio2 maintains a corporate office in Canada, the Fenix Gold Mine is located in Chile and the Condestable Mine project is located in Peru. There are added risks and uncertainties due to the different economic, cultural and political environments in Chile and Peru as compared to Canada. Some of these risks include, among others, nationalization and expropriation; social unrest and political instability; uncertainties in perfecting mineral titles; delays or inability to obtain permits and licenses; trade barriers and exchange controls; limitations on repatriation of funds; material changes in taxation; fluctuations in currency exchange rates; renegotiation or nullification of existing concessions; restrictions on foreign exchanges and repatriation; changing political norms; currency controls and governmental regulations that favour or require the Company to award contracts in, employ citizens of, or purchase supplies from, a particular jurisdiction. The Company also holds the Kalzas Tungsten Project in Yukon, Canada, an early-stage exploration project whose advancement is subject to, among other things, obtaining and maintaining governmental permits.

There can be no certainty that the Chilean or Peruvian governments will not implement changes in taxation, policy or regulation that could materially affect the Company's operations or economic viability of its projects. In particular, operations may be affected in varying degrees by government regulations with respect to, but not limited to, new or increased production royalties, restrictions on production, price controls, export controls, currency remittance, income taxes, expropriation of property, foreign investment, maintenance of claims, environmental legislation, land use, land claims of local peoples, water use and mine safety. Global economic uncertainty and any decrease in resource prices may adversely affect both Chile and Peru's economy. Any such events could materially and adversely affect Rio2's business, financial position and operations.

There is no assurance that Chile, Peru or any of the countries in which the Company may operate in the future will not impose restrictions on the repatriation of earnings to foreign entities, including the Company.

In addition, as the Company operates in multiple tax jurisdictions, including Canada, Chile and Peru, it is subject to complex and evolving tax laws, regulations and interpretations in each jurisdiction. The Company's intercompany

transactions, including management fees, service payments and other arrangements between subsidiaries, are subject to transfer pricing rules and may be challenged by tax authorities. There can be no assurance that tax authorities will not challenge the Company's tax positions or transfer pricing arrangements, or that the outcome of any such challenge will be favorable. Any adverse determination by a tax authority could result in additional taxes, penalties and interest, and could have a material adverse effect on the Company's financial condition and results of operations.

Access Restrictions and Tariff Risks

Rio2's ability to procure inputs and equipment required for its projects and operations, and access to markets for Rio2's products, may be subject to interruptions or trade barriers due to policies and tariffs or import/export restrictions of individual countries. Rio2's products may also be subject to tariffs that do not apply to producers based in other countries which could result in changes to its customer base and disrupt Rio2's anticipated sales processes. Any disruption to current trade practices could have a material impact on Rio2's ability to procure inputs and equipment for its operations and projects and to market its products.

Uninsured Risks Exist and May Affect Certain Values

Although the Company may obtain liability insurance in an amount that management considers adequate, the nature of the risks for mining companies is such that liabilities might exceed policy limits, the liabilities and hazards might not be insurable, or the Company might not elect to insure itself against such liabilities due to high premium costs or other reasons, in which event, should such liabilities arise, the Company could incur significant costs that could have a material adverse effect upon its financial condition and could result in a decline in the value of the Company's common shares. In addition, the Company's insurance may not cover, or may not fully cover, losses arising from business interruption, including interruptions caused by extreme weather events.

Contractual Risk and Dependence on Outside Parties

The Company relies on consultants, engineers and others for development, construction, and operating expertise. Substantial expenditures are required to construct mines, to establish mineral reserves through drilling, to carry out environmental and social impact assessments, to develop metallurgical processes to extract the metal from the ore and to develop or expand the exploration and plant infrastructure at any particular site. If such parties' work is deficient or negligent or is not completed in a timely manner, it could have a material adverse effect on the Company. In addition, should the Company fail to satisfy certain conditions in its contractual arrangements with third parties, including the stream obligation assumed in connection with the Acquisition of the Condestable Mine and the amended and restated precious metals purchase agreement with Wheaton Precious Metals International Ltd., there may be negative outcomes which could have a material adverse effect on the Company's operations and financial results. The stream obligation requires the delivery of refined metals and is subject to fair value adjustments that may result in significant non-cash gains or losses. Any failure to deliver metals in accordance with the terms of the stream arrangement, or any adverse change in the fair value of the stream obligation, could have a material adverse effect on the Company's financial condition and results of operations.

Ability to Attract and Retain Qualified Personnel

Recruiting and retaining qualified personnel is critical to the Company's success. The number of persons skilled in the acquisition, exploration, development and operation of mining properties is limited and competition for such persons is intense. As the Company's business activity grows, including the integration of the Condestable Mine operations, it will require additional key financial, administrative and mining personnel as well as additional operations staff. If the Company is not successful in attracting and training qualified personnel, the efficiency of its operations could be affected, which could have a material adverse impact on the Company's future cash flows, earnings, results of operations, and financial condition.

Litigation and Reputational Risk

The Company may from time to time be involved in various claims, legal proceedings and disputes arising in the ordinary course of business. If the Company is unable to resolve these disputes favorably, it may have a material adverse effect on the Company. In addition, disputes in respect of agreements entered into by the Company with

third parties may impact the validity and enforceability of those agreements. Any litigation could result in substantial costs and damages and divert the Company's management's attention and resources. Any decision resulting from any such litigation that is adverse to the Company could have a negative impact on the Company's financial position. Furthermore, reputational damage can be the result of the actual or perceived occurrence of any number of events, and could include any negative publicity, whether true or not. While the Company does not ultimately have direct control over how it is perceived by others, reputational loss could have a material adverse effect on the Company's financial performance, financial condition, cash flows, growth prospects and the trading price of the Company's securities.

Government Regulation and Permitting

The Company's mining and processing operations and development and exploration activities are subject to extensive permitting requirements in multiple jurisdictions. Applying for, amending, and renewing permits and licenses can be time-consuming, and may involve dealings with numerous regulatory agencies, public hearings and costly undertakings. Failure to obtain required permits, or to comply with permits once obtained, could result in injunctions, fines, suspension or revocation of permits and other penalties. While the Company strives to obtain and comply with all of its required permits, there can be no assurance permits will be obtained in a timely manner, or at all, or that the Company will achieve or maintain full compliance with such permits at all times. Activities required to achieve and maintain full compliance with such permits can be costly and time-consuming. The Company's ability to successfully obtain and maintain key permits and approvals will be impacted by its ability to develop, operate and close mines in a manner that is consistent with the creation of social and economic benefits in the surrounding communities and may be adversely impacted by real or perceived detrimental events associated with the Company's activities or those of other mining companies affecting the environment, human health and safety or the surrounding communities. The Company has made, and expects to make in the future, significant expenditures to comply with permitting requirements and, to the extent reasonably practicable, create social and economic benefit in the surrounding communities. If necessary permits or licenses are not obtained or renewed, or are subsequently suspended or revoked, the Company may be curtailed or prohibited from proceeding with planned development, commercialization, operation and exploration activities, or become subject to regulatory action or litigation, any of which could materially adversely affect the Company's business, results of operations, financial condition, cash flows, or prospects.

Environmental Risks and Hazards

The Company's activities are subject to extensive national, provincial, and local laws and regulations governing environmental protection and employee health and safety. The Company is required to obtain governmental permits and provide bonding requirements under environmental laws. All phases of the Company's operations are subject to environmental regulation. These regulations mandate, among other things, the maintenance of water quality standards and land reclamation. They also set forth limitations on the generation, transportation, storage, and disposal of solid and hazardous waste. Environmental legislation is evolving in a manner that may require stricter standards and enforcement, increased fines and penalties for non-compliance, and more stringent environmental assessments of proposed projects. There is no assurance that future changes in environmental regulation, if any, will not adversely affect the Company's operations. Existing and possible future environmental legislation, regulations and actions could cause additional expense, capital expenditures, restrictions, and delays in the activities of the Company, the extent of which cannot be predicted.

Water Access and Management

The Fenix Gold Mine is located in a water-scarce region and is currently dependent on water trucked daily from Copiapó or the Lince camp infrastructure site. This dependency exposes operations to supply disruptions, cost volatility, and logistical constraints that could adversely affect production and operating costs. There can be no assurance that trucked water supplies will remain available or economically viable over the life of the project or any expansion. Any significant expansion of the Fenix Gold Mine may require substantially greater water resources than can be economically supplied through trucking. Rio2 is evaluating desalinated water alternatives, which could involve significant capital expenditures. Given the scarcity of water in the region, our operations require exceptional control, recycling, and reutilization programs. Additional water conservation measures may include surfacing main roads and applying dust suppressants to minimize water use for dust control, utilizing covers on the leach pad to

reduce evaporation, and covering ponds with floating covers or floating ball technology. Despite these measures, the Company's inability to secure adequate water supplies at reasonable cost could materially and adversely affect its ability to develop, expand, or operate the Fenix Gold Mine.

Price Volatility of Publicly Traded Securities and Dilution

Securities of exploration and mining companies have experienced substantial volatility in the past, often based on factors unrelated to the financial performance or prospects of the companies involved. These factors include macroeconomic developments and market perceptions of the relative attractiveness of particular industries. The Company's share price is also likely to be significantly affected by short-term changes in metal prices or by the Company's financial condition or results of operations as reflected in quarterly earnings reports. Other factors unrelated to the Company's performance may have an effect on the price of the common shares. As a result of any of these factors, the market price of the common shares at any given point in time may not accurately reflect the Company's long-term value.

In addition, the Company may issue additional common shares in the future, which may dilute a shareholder's holdings in the Company. The Company's articles permit the issuance of an unlimited number of common shares and shareholders will have no pre-emptive rights in connection with further issuances.

Cyber Security and Technology Risks

The Company depends upon information systems and other digital technologies for controlling operations, processing transactions and summarizing and reporting results of operations ("IT systems"). The secure processing, maintenance and transmission of information is critical to the Company's operations. These IT systems or those of the Company's suppliers could be subject to network disruptions caused by a variety of sources, including computer viruses, security breaches and cyber-attacks, as well as disruptions resulting from incidents such as cable cuts, damage to infrastructure, natural disasters, terrorism, fire, power loss, vandalism and theft. The Company's operations also depend on the timely maintenance, upgrade and replacement of networks, equipment, IT systems and software, as well as pre-emptive expenses to mitigate the risks of failures. Any of these and other events could result in IT system failures, delays and/or an increase in capital expenses. The failure of IT systems or a component of information systems could, depending on the nature of any such failure, adversely impact the Company's reputation and results of operations.

In addition, the Company's mining operations rely on operational technology systems, including automated equipment and control systems, which may be vulnerable to cyber-attacks or disruptions that could affect production and safety. Cyber security risks have increased in recent years as a result of the proliferation of new technologies and the increased sophistication of cyber-attacks and data security breaches, as well as due to international and domestic political factors including geopolitical tensions, armed hostilities, war, civil unrest, sabotage and terrorism. Human error can also contribute to a cyber incident, and cyber-attacks can be internal as well as external and occur at any point in the Company's supply chain. New technological advances such as machine learning and generative artificial intelligence pose additional risks to the Company. The Company's risk and exposure to these matters cannot be fully mitigated because of, among other things, the evolving nature of technology and the associated risks. As cyber threats continue to evolve, the Company may be required to expend additional resources to continue to modify or enhance protective measures or to investigate and remediate any security vulnerabilities.

Potential Conflicts of Interest

There are potential conflicts of interest which the directors and officers of the Company may be subject to in connection with the operations of the Company. Some of the directors and officers of the Company may be, or may become, engaged in the mineral exploration or mining industry, and situations may arise where directors, officers, and promoters will be in direct conflict with the Company. Such conflicts must be disclosed in accordance with and are subject to such other procedures and remedies as apply under, the *Business Corporations Act* (Ontario), and the applicable statutes of the jurisdictions of incorporation of the Company's subsidiaries.

Risks Inherent in Acquisitions

It is part of the Company's corporate strategy to actively pursue the acquisition of exploration, development and

production assets consistent with its acquisition and growth strategy. From time to time, the Company may also acquire securities of or other interests in companies with respect to which it may enter into acquisitions or other transactions. Acquisition transactions involve inherent risks, including but not limited to: accurately assessing the value, strengths, weaknesses, contingent and other liabilities, and potential profitability of acquisition candidates; ability to achieve identified and anticipated operating and financial synergies; unanticipated costs; diversion of management attention from existing business; potential loss of the Company's key employees or key employees of any business acquired; unanticipated changes in business, industry, or general economic conditions that affect the assumptions underlying the acquisition; and decline in the value of acquired properties, companies, or securities. Any one or more of these factors or other risks could cause the Company not to realize the anticipated benefits of an acquisition of properties or companies and could have a material adverse effect on its financial condition.