MANAGEMENT DISCUSSION AND ANALYSIS

For the six months ended August 31, 2026

The Management Discussion and Analysis ("MD&A") is an overview of the activities of Tres-Or Resources Ltd. (the "Company" or "Tres-Or") for the six months ended August 31, 2026. The following should be read in conjunction with the Company's condensed consolidated interim financial statements for the period ended August 31, 2026 and the audited consolidated financial statements for the years ended February 28, 2026 and 2025 and the related notes contained therein which have been prepared under International Financial Reporting Standards ("IFRS").

Additional information related to the Company is available for view on the SEDAR+ website at www.sedarplus.ca. All financial information in the MD&A have been prepared in accordance with International Accounting Standards ("IAS") 34, Interim Financial Reporting, and all dollar amounts are quoted in Canadian dollars, the reporting and functional currency of the Company, except where noted. The effective date of this Management Discussion & Analysis is October 26, 2026.

FORWARD LOOKING STATEMENTS

Certain information in this MD&A, including all statements that are not historical facts, constitutes forward-looking information within the meaning of applicable Canadian securities laws. Such forward-looking information may include, but is not limited to, information which reflect management's expectations regarding the Company's future growth, results of operations (including, without limitation, future production and capital expenditures), performance (both operational and financial) and business prospects (including the timing and development of new deposits and the success of exploration activities) and opportunities. Often, this information includes words such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate" or "believes" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will" be taken, occur or be achieved.

In making and providing the forward-looking information included in this MD&A the Company's assumptions may include among other things: (i) assumptions about the price of base metals; (ii) that there are no material delays in the optimisation of operations at the exploration and evaluation assets; (iii) assumptions about operating costs and expenditures; (iv) assumptions about future production and recovery; (v) that there is no unanticipated fluctuation in foreign exchange rates; and (vi) that there is no material deterioration in general economic conditions. Although management believes that the assumptions made and the expectations represented by such information are reasonable, there can be no assurance that the forward-looking information will prove to be accurate. By its nature, forward-looking information is based on assumptions and involves known and unknown risks, uncertainties and other factors that may cause the Company's actual results, performance or achievements, or results, to be materially different from future results, performance or achievements expressed or implied by such forward-looking information. Such risks, uncertainties and other factors include among other things the following: (i) decreases in the price of base metals; (ii) the risk that the Company will continue to have negative operating cash flow; (iii) the risk that additional financing will not be obtained as and when required; (iv) material increases in operating costs; (v) adverse fluctuations in foreign exchange rates; and (vi) environmental risks and changes in environmental legislation.

This MD&A (See "Risks and Uncertainties") and the Company's annual information form contain information on risks, uncertainties and other factors relating to the forward-looking information. Although the Company has attempted to identify factors that would cause actual actions, events or results to differ materially from those disclosed in the forward-looking information, there may be other factors that cause actual results, performances, achievements or events not to be anticipated, estimated or intended. Also, many of the factors are beyond the

Company's control. Accordingly, readers should not place undue reliance on forward-looking information. The Company undertakes no obligation to reissue or update forward looking information as a result of new information or events after the date of this MD&A except as may be required by law. All forward-looking information disclosed in this document is qualified by this cautionary statement.

NATURE OF BUSINESS

Tres-Or is a resource exploration company focused on the exploration of diamond and precious metals properties in Canada. The properties which the Company owns or which it is currently evaluating for acquisition are located in the traditional mining areas of Northern Ontario and Southwestern Quebec, Canada.

Tres-Or currently has no producing properties, and consequently no operating income or cash flow. To date the Company has been entirely dependent on the equities market to finance all of its activities and it is anticipated that it will continue to rely on this source of funding for its exploration expenditures and to meet its ongoing working capital requirements. Because of the size of the portfolio of exploration properties and the magnitude of the expenditures needed to fund exploration programs, the Company also makes use of options/joint ventures or other arrangements to share the costs and risks associated with exploring some of its exploration and evaluation assets.

The Company defers (capitalizes) all acquisition and exploration costs until the asset to which those costs are related is placed into production, sold, abandoned, or management determines there to be impairment. The decision to abandon a property is largely determined from exploration results, and the amount and timing of the Company's write-offs of resource property acquisition and deferred exploration costs typically cannot be predicted in advance and will vary from one reporting period to the next. As a result, there may be significant changes in the financial results and statement of financial position reported by the Company.

The Company trades on the TSX Venture Exchange under the symbol TRS.

OVERALL PERFORMANCE

Corporate Update

On July 13, 2026, the Company announced that it had signed a non-binding letter of intent to acquire the Stonecutter Diamond-Gold Project in northwestern Ontario from 2540575 Ontario Inc. ("Ont-Co"), a private company to be wholly owned by Tres-Or TEC Holding LP. The proposed transaction is expected to be structured as a reverse takeover of the Company by Ont-Co, following which the shareholders of Ont-Co would hold a majority of the outstanding shares of the resulting issuer. Completion of the transaction is subject to, among other things, negotiation of a definitive agreement, the conversion of a portion of the Company's accounts payable into common shares, completion of a concurrent private placement financing, shareholder and regulatory approvals, including acceptance by the TSX Venture Exchange, and other customary closing conditions. There can be no assurance that the proposed transaction will be completed on the terms described, or at all.

On October 8, 2026, subsequent to the period ended August 31, 2026, the Company announced that it had entered into a definitive share exchange agreement dated October 7, 2026 (the "Share Exchange Agreement") with Ont-Co and Tres-Or TEC Holding, LP ("TEC Holding") for the acquisition of the Stonecutter Project (the "Transaction"). Pursuant to the Share Exchange Agreement, the Company will acquire all of the issued and outstanding common shares of Ont-Co from TEC Holding in exchange for the issuance of common shares of the Company, following which Ont-Co will become a wholly owned subsidiary of the Company. The Transaction is expected to constitute a reverse take-over of the Company under the policies of the TSX Venture Exchange, as TEC Holding will own a majority of the outstanding common shares of the Company following closing (the Company following closing, the "Resulting Issuer").

Pursuant to the Share Exchange Agreement, TEC Holding will be entitled to receive:

- 54,545,455 common shares, representing an aggregate value of $3,000,000 (based on a price of $0.055 per share), plus 1,661,145 common shares in satisfaction of certain expenses of Ont-Co associated with the Transaction;
- a follow-on payment of $1,000,000, payable in cash, common shares or a combination thereof, upon the Company filing a mineral resource estimate compliant with NI 43-101 containing an estimate of more than 1.0 million carats of commercial-sized diamonds;

- a lump-sum cash payment of $1,000,000 upon a commercial production decision for the Stonecutter Project; and
- a 2% gross sales royalty on diamond and gold sales from the Stonecutter Project, up to a maximum aggregate amount of $28,000,000.

In conjunction with the Transaction, the Company intends to complete the following financings and conversions:

- a non-brokered private placement of approximately 7,272,727 common shares at an expected price of $0.055 per share for gross proceeds of approximately $400,000, to be used for working capital purposes, in which TEC Holding has agreed to participate with a lead order of 58% of the lesser of the aggregate gross proceeds and $400,000;
- a non-brokered private placement of between 5,405,405 and 6,756,756 flow-through shares at a price of $0.074 per flow-through share for gross proceeds of between $400,000 and $500,000;
- the conversion of approximately $736,546 of the Company's accounts payable owing as of February 28, 2026 into 13,391,746 common shares at a price of $0.055 per share; and
- the conversion of loans advanced by insiders of the Company to fund Transaction costs, in an estimated aggregate amount of $112,863, into an estimated 2,052,054 common shares at a price of $0.055 per share.

Assuming completion of the debt conversion and the maximum financing, the Company expects to have approximately 54,707,146 common shares outstanding prior to the issuance of the shares to TEC Holding, and approximately 110,913,746 common shares outstanding following completion of the Transaction.

Completion of the Transaction remains subject to a number of conditions, including approval of the Company's shareholders at an annual general and special meeting, acceptance by the TSX Venture Exchange, completion of the minimum financing and the debt conversion, a pre-closing reorganization of Ont-Co and the discharge of its existing credit facility, and other customary closing conditions. Closing is currently scheduled for December 15, 2026, and either party may terminate the Share Exchange Agreement if closing has not occurred on or before December 31, 2026 (or such later date as the parties may agree). Trading in the Company's shares has been halted pending the TSX Venture Exchange's review of the Transaction and may not resume prior to closing. There can be no assurance that the Transaction will be completed as proposed or at all.

About the Stonecutter Project

The Stonecutter Project located approximately 12 kilometres northeast of Wawa, Ontario, represents an opportunity to advance a large-scale diamond and gold exploration project in one of Canada's premier mining jurisdictions.

Historical drilling between 2004 and 2009 is reported to have comprised 172 drill holes totaling 47,533 metres, which identified three extensive diamond-bearing conglomerate units. These units are reported to have been traced over approximately 1.7 kilometres of strike length, to reach thicknesses locally exceeding 300 metres and to have been intersected to depths of more than 740 metres. Historical geological modelling also outlined a conceptual exploration target ranging from approximately 549 million to 583 million tonnes of diamond-bearing conglomerate, with an estimated grade range from approximately 0.18 to 0.43 carats per tonne. The exploration target is historical and conceptual in nature; there has been insufficient exploration to define a current mineral resource, and it is uncertain if further exploration will result in the target being delineated as a mineral resource.

An updated NI 43-101 technical report is being prepared in connection with the Transaction, and investors are cautioned not to place undue reliance on these historical results pending review in that report.

For more details on the Stonecutter Project and the proposed Transaction, please refer to the Tres-Or news release dated July 13, 2026 and the Tres-Or news release dated October 8, 2026. The Resulting Issuer intends to focus its exploration on advancing its understanding of the project's gold potential through geological mapping, geochemical sampling, drilling and metallurgical studies. The objective will be to evaluate whether gold mineralization may represent an additional exploration opportunity associated with the historically identified diamond-bearing conglomerates. Management believes the Stonecutter Project provides the Resulting Issuer with exposure to a distinctive diamond and gold exploration opportunity. The Stonecutter Project is expected to become the flagship exploration asset of the Resulting Issuer and a principal focus of its exploration strategy in Canada.

EXPLORATION ACTIVITIES

Note: More detail on the property reviews and technical information may be found on the Company's web site at www.tres-or.com or at SEDAR+ at www.sedarplus.ca.

The following is a summary of significant events and related exploration results for the Company's mineral properties to the date of this report. The technical information complies with the Standards of National Instrument ("NI") 43-101.

Qualified Person: All scientific and technical information contained in this MD&A was prepared by the Company's geological staff under the supervision of Qualified Persons as defined in NI 43-101. The exploration and technical information presented in this MD&A has been reviewed by Laura Lee Duffett, PGeo., President, and Chief Executive Officer of Tres-Or, in her capacity as a non-independent Qualified Person under NI 43-101.

Certain forward-looking statements are incorporated in this review. See "Cautionary Note Regarding Forward-Looking Statements" below.

Quebec Diamond Project

The Company owns a 100% interest in certain mineral claims including the Guigues Kimberlite claims, located in the Témiscamingue region of southwestern Quebec. In 2003, Tres-Or paid $133,920, completed $171,200 of exploration expenditures, and issued 280,000 common shares with a value of $70,000 to earn its interest in certain of these claims including the Guigues Kimberlite. The vendors retain a 2.0% NSR. The Company may purchase 1% of the NSR for $1,000,000 at any time prior to commercial production of any mineral discovered on the claims and retains the First Right of Refusal to buy-back the remaining 1.0% NSR. In addition, the Company agreed to deliver 100,000 common shares one day prior to the commencement of commercial production subject to regulatory approval.

Guigues Kimberlite Pipe:

Tres-Or Resources Ltd. is exploring its 100% owned Guigues Kimberlite pipe in southwestern Quebec for diamonds. Tres-Or's testing program began in December 2019 with completion of 5 NQ core drill holes totaling 1,432 m. Each of the 5 completed holes intersected kimberlite and core samples yielded significant counts of microdiamonds. Two of the five holes were vertical and ended in kimberlite at 300 m, demonstrating that the pipe extends to great depth. The Guigues Kimberlite has substantial size (4 to 6 hectares), excellent local infrastructure, and importantly, Type II microdiamond content as well as highly encouraging diamond indicator mineral chemistry.

Highlights from Tres-Or's drill testing programs:

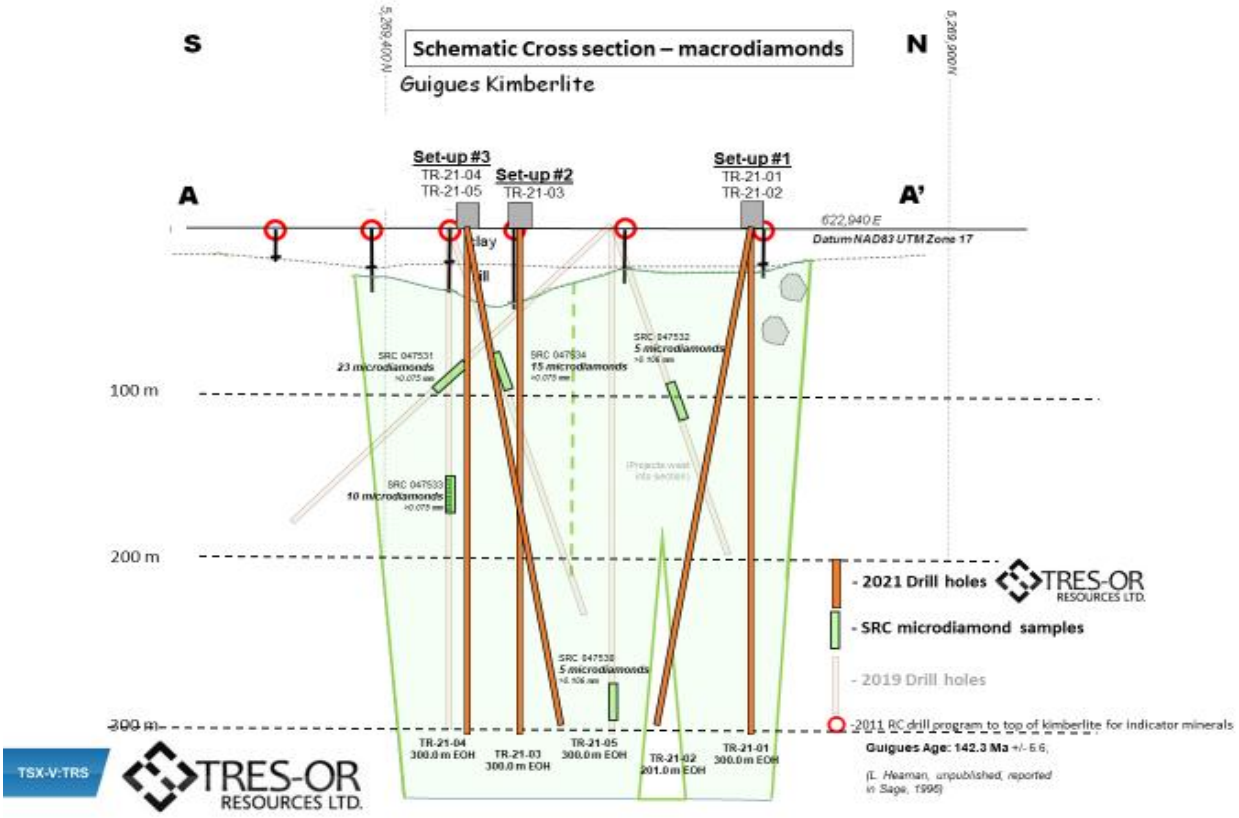
- Tres-Or recovered 58 microdiamonds from 511.6 kg of kimberlite tested at the Saskatchewan Research Council Geoanalytical Laboratories Diamond Services (SRC).
- Type II diamond dominates (+75%) among microdiamonds from the Guigues Kimberlite in southwest Québec
- 16 out of 21 microdiamonds large enough to be measured by SRC Labs (>0.150 mm) are Type II diamond, which lack the common impurity nitrogen
- Type II diamonds are rare (less than 2% of gem diamonds sold) but can be extremely valuable and include many of the most famous and largest stones ever sold
- In addition to being favorable Type II diamonds, 90% of recovered microdiamonds from Guigues (53 out of 58) are described by SRC Labs as "white/colourless, and transparent"
- Photographs of all 21 Guigues microdiamonds >0.150 mm are available for viewing on www.tres-or.com
- Microdiamond counts and indicator mineral chemistry are encouragingly comparable to De Beers' Victor Diamond Mine in the James Bay Lowlands of northern Ontario.
- Recommended work includes processing most of the remaining December 2019 NQ drill core to recover diamonds larger than 0.425 mm
- Tres-Or completed 1,500 m of HQ core (64 mm diameter) drilling in November 2021 for the recovery of macrodiamonds

- Recommended to process the 1st mini-bulk sample (+10 tonnes) of Guigues Kimberlite drill core for macrodiamond commercial content.

Guigues 2021-2022 Drill Program

The Company completed the first macrodiamond drill program at the Guigues Kimberlite Pipe in southwestern Québec. The planned 5 holes were completed to 300.00 m each, providing more than 10 tonnes of kimberlite sample for mini-bulk macrodiamond testing. Four of the holes ended in kimberlite at 300.00 m, and the fifth hole entered metasediment county rock at 262.10 m. The drill was operated 24 hours a day by Forage DCB Drilling Inc. of Rouyn-Noranda, Quebec and finished the 1,500 m of HQ (64 mm diameter) core program in a week.

Figure 1: Schematic Cross Section presenting the November 2021 drilling program for macrodiamond testing of the Guigues Kimberlite Pipe.



2021 Drill holes completed:

TR-21-01: northern set-up, vertical to 300.00 m to end of hole in kimberlite. Top of kimberlite at 33 m.

TR-21-02: northern set-up, inclined 80° south (azimuth 180°) to 300.00 m at end of hole. Country rock metasediments encountered at 262.10. Top of kimberlite at 33.75 m.

TR-21-03: central set-up, vertical to 300.00 m to end of hole in kimberlite. Top of kimberlite at 47.90 m.

TR-21-04: southwestern set-up, vertical to 300.00 m in kimberlite. Top of kimberlite at 51.25 m.

TR-21-05: southwestern set-up, inclined 80° north (azimuth 360°) to 300.00 m in kimberlite at end of hole. Top of kimberlite at 51.10 m.

The kimberlite core will provide the sample for the recovery of macrodiamonds by testing at an independent Canadian laboratory. Following this drill program, Tres-Or anticipates recovering all diamonds greater 0.425 mm in diameter, from a mini-bulk sample total weight more than 10 tonnes. Approximately 8 tonnes of kimberlite core were collected during the 2021 drill program and additional core is available from the December 2019 drill program for the Company's first, modern mini-bulk macrodiamond test.

Logging of the core was completed on the Timiskaming First Nations Reserve in Notre Dame du Nord, and supports multiple intrusive phases of kimberlite, each with the potential for carrying a different concentration of macrodiamonds.

Guigues 2020 Microdiamond Test Results from SRC Labs

Tres-Or recovered 58 microdiamonds from 5 samples of the Guigues Kimberlite pipe in southwestern Quebec weighing 511.6 kgs, by the Saskatchewan Research Council Geoanalytical Laboratories Diamond Services ("SRC") as outlined below. The largest two microdiamonds remained on a 0.425 mm square mesh screen (Table 1). All but 3 of the recovered microdiamonds are described by SRC as "White/Colourless, Transparent" with no or minor inclusions. Only one microdiamond is described as having "noticeable inclusions".

Table 1: Microdiamond results from the Guigues Kimberlite pipe.

Total Weight	**Numbers of Diamonds According to Sieve Size Fraction (mm)**							**# of Stones**
	+0.075	+0.106	+0.150	+0.212	+0.300	+0.425	+0.600	
Kg	-0.106	-0.150	-0.212	-0.300	-0.425	-0.600	-0.850	
511.6	**19**	**18**	**10**	**3**	**6**	**2**	**0**	**58**

The 511.6 kgs of material processed for microdiamonds comprise 5 samples from half-split drill core testing different parts of the pipe. Recovered microdiamonds are well distributed throughout the pipe. Out of 65 sample bags processed, 30 returned at least one microdiamond. The 13 bags comprising sample 047531 returned the most total microdiamonds at 22, suggesting the possibility of a higher-grade phase in the southern part of the pipe, but more data is required to gain confidence in this possibility. Tres-Or will be looking to identify potentially higher-grade kimberlite phases as additional sample data becomes available.

Each sample was bagged successively by Tres-Or personnel, in approximately 8 kg sub-samples. The total sample interval extends approximately 26 m in length. After bagging and labelling, the samples were delivered to SRC in Saskatoon, Saskatchewan. The unsampled half split of core is stored securely for future reference. The ~8 kg bags were processed by SRC as separate batches and microdiamond recoveries were reported for each of the 8 kg bags. SRC reports microdiamond counts by square mesh screen sizes, increasing successively from the smallest size (in this case 0.075 mm) upwards by a factor of the square root of 2, as specified in CIM reporting standards required under Canadian National Instrument 43-101 reporting standards. SRC also describes and reports dimensions as well as weights for each individual microdiamond.

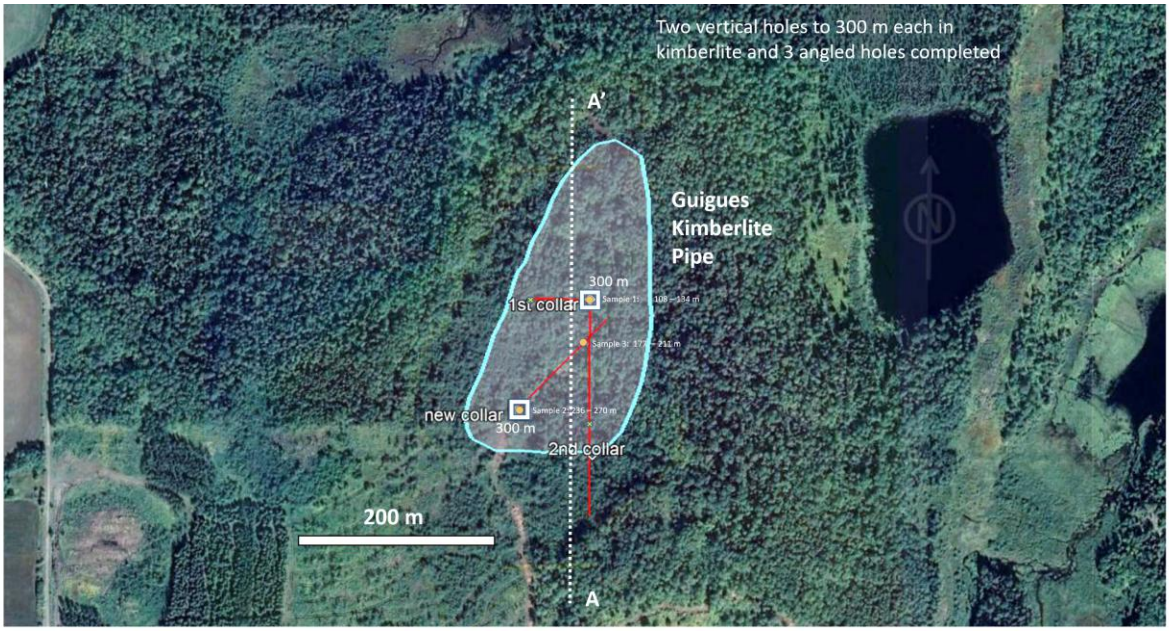
The abundance of microdiamonds compares well with the published results for the Victor Kimberlite (De Beers' Victor Diamond Mine located 670 km to the northwest of Guigues in the James Bay Lowlands) which Tres-Or considers significant because of the similarities between Victor and Guigues mantle indicator mineral samples (see Tres-Or news releases of November 9, 2020, December 14, 2020, and January 5, 2021).

Victor microdiamond data in the public domain is limited, with the most detail being provided in a De Beers' assessment report on Victor and nearby pipes (Winzar, 2001). By adding Guigues total data to that provided in Winzar's report (2001), Guigues' microdiamond recovery at 1.1 per 10 kgs compares to Victor at 1.3 per 10 kgs, although the Victor sample was twice as big at 1,080.7 kgs. Note that the reported De Beers data was from work completed before approximately 1996 and did not follow the later CIM reporting standards of specified square mesh screen sizes increasing by a factor of the square root of 2. Note also that although Victor's published indicator mineral and microdiamond data are both closely similar to Guigues, that work was not done or confirmed by a Qualified Person (QP) working for Tres-Or, nor does it necessarily imply the Guigues pipe has a similar macrodiamond population to the Victor Diamond Mine (although Tres-Or believes Guigues merits further micro- and macrodiamond sampling).

Tres-Or 2019-2020 Drill and Microdiamond testing program at Guigues

The microdiamond samples were collected from core recovered from Tres-Or's 5-hole, 1432 m drill program in December 2019. Tres-Or completed the 5 NQ core drill holes from two set-ups totaling 1,432 m (Fig. 1). Each of the 5 completed holes intersected kimberlite, and the two vertical holes ended in kimberlite at 300 m. The five SRC caustic fusion samples are well distributed through the pipe (Fig.2).

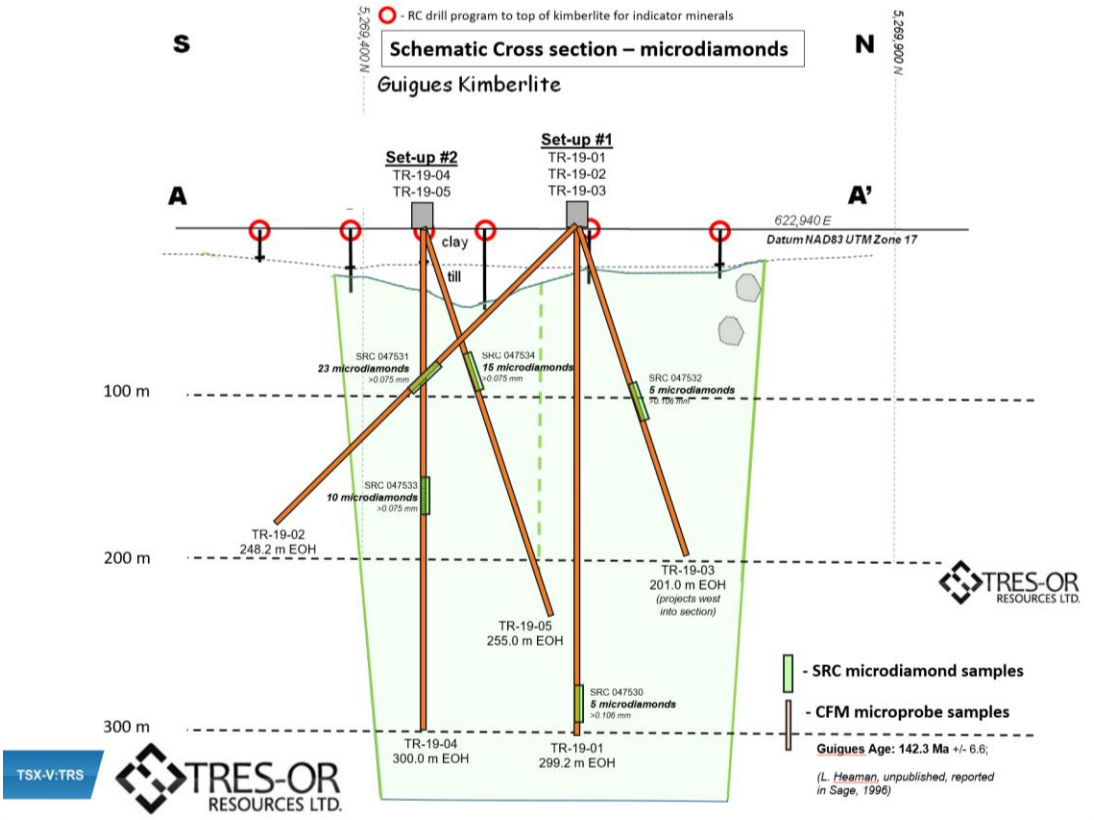
Figure 1: Surface map of drill hole traces.



TSX-V:TRS

TRES-OR RESOURCES LTD.

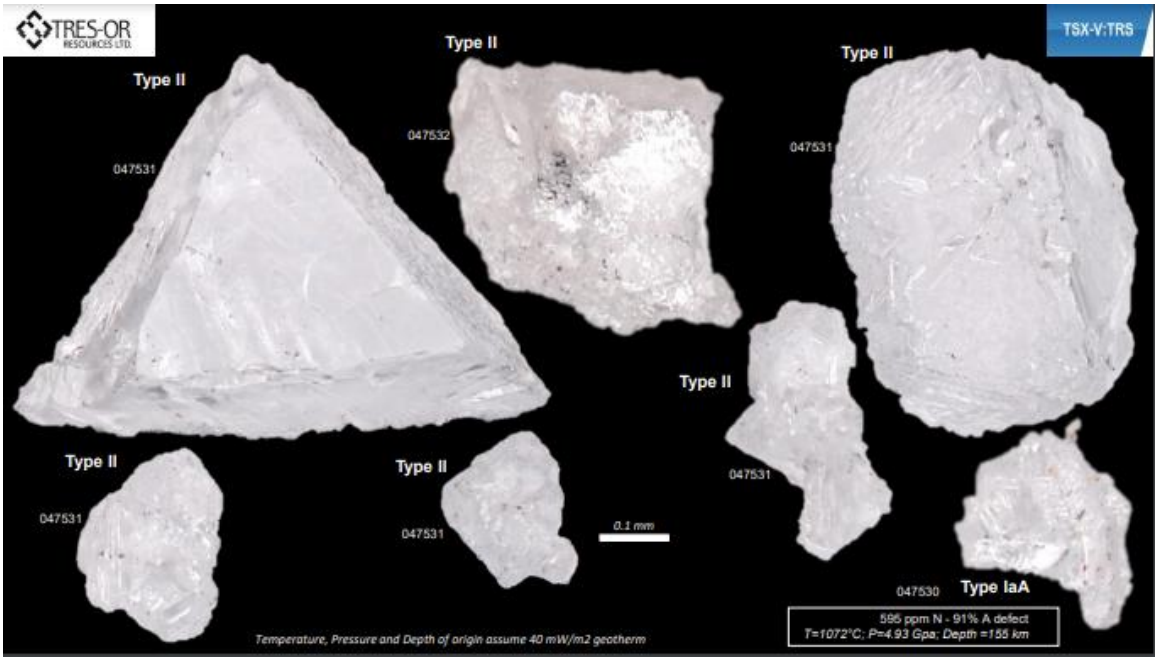
Figure 2: Schematic drill section showing relative positions and results of SRC microdiamond samples (green intervals). Note drill hole TR-19-03 projects west into the section.

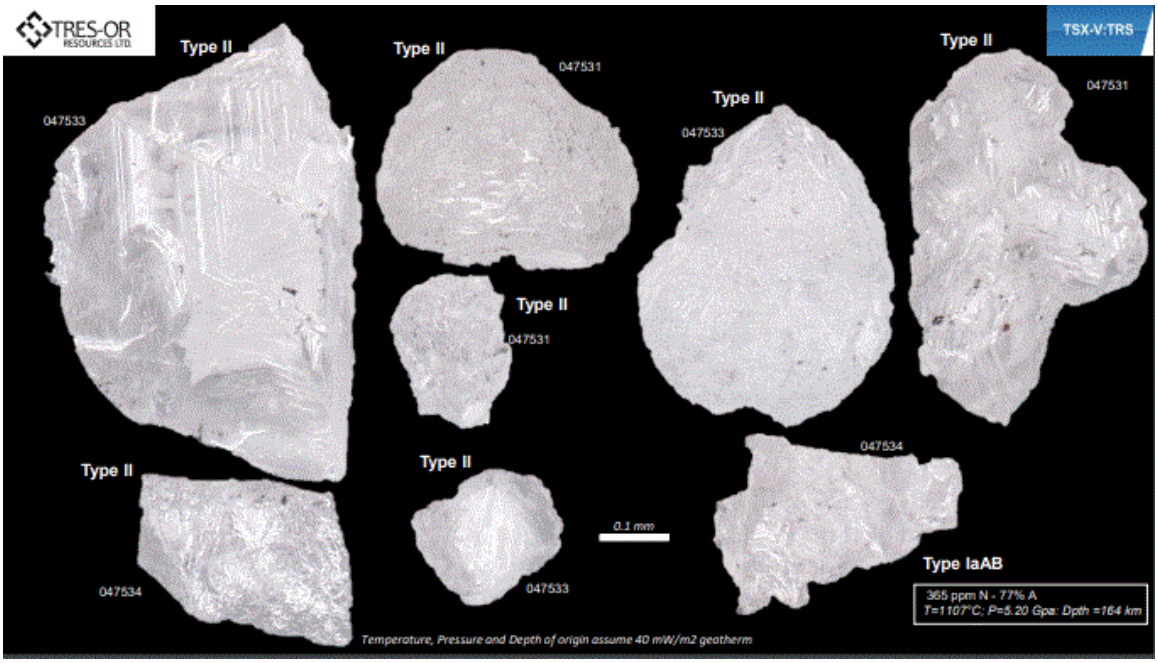


Type II diamond dominates at the Guigues Kimberlite Pipe

Guigues Kimberlite microdiamonds are dominantly Type II, meaning that they lack nitrogen. Type II comprises 16 out of a total of 21 microdiamonds (76%) large enough (i.e. >0.150 mm) for SRC to measure using their laboratory standard method of nitrogen impurity measurement by Fourier Transform Infrared (FTIR) spectroscopy. The Type II diamonds are well distributed amongst the SRC microdiamond samples supporting widespread occurrence within the pipe.

Photomicrographs were produced by SRC from all 21 microdiamonds greater than 0.150 mm recovered from Guigues (refer to Tres-Or news releases dated December 8, 2020, January 5, 2021, April 6, 2021, and May 5, 2021).


TRES-OR RESOURCES LTD.
TSX-V:TRS
Type II
047531
Type II
047532
Type II
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Type II
047531
Type II
047531
Type II
047531
0.1 mm
047530
Type IaA
595 ppm N - 91% A defect
T=1072°C; P=4.93 Gpa; Depth =155 km
Temperature, Pressure and Depth of origin assume 40 mW/m2 geotherm


TRES-OR RESOURCES LTD.
TSX-V:TRS
Type II
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Type II
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Type II
047533
0.1 mm
047534
Type IaAB
365 ppm N - 77% A
T=1107°C; P=5.20 Gpa; Dpth =164 km
Temperature, Pressure and Depth of origin assume 40 mW/m2 geotherm



Type II diamonds (sometimes referred to as Type IIa) lack nitrogen and famously include some of the largest, highest quality diamonds recovered at mines around the world (e.g. including the historic 1,758 Sewelô, the 1,109 carat Lesedi La Rona and the 813 carat Constellation diamonds from the Karowe Mine in Botswana, as well as the famous +3,000 carat Cullinan diamond from the Premier Mine in South Africa, and a flawless D color, 271 carat stone from De Beers' Victor Diamond Mine in northern Ontario), although they are rare and only make up an estimated 1 to 2% of diamond production world-wide (see Table 1 from Tres-Or December 8, 2020 news release).

The Guigues microdiamonds are also described by SRC evaluators as dominantly (90%) white/colourless and transparent.

[Note: Type II diamonds are defined as lacking nitrogen; they are equivalent to Type IIa diamonds which are additionally defined as lacking trace boron impurities which results in a blue color, such as the famous Hope diamond. Nitrogen measurements were conducted by the Saskatchewan Research Council Geoanalytical Laboratories Diamond Services (SRC) on all Guigues +0.150 mm microdiamonds, using the industry-standard technique of micro-Fourier Transform Infrared Spectroscopy (FTIR). SRC does not report boron, thus all analyses lacking nitrogen are reported as Type II.]

Note that although the recovery of Type II microdiamonds from the Guigues Kimberlite is suggestive of the occurrence of larger stones, this does not mean that the Guigues Kimberlite will necessarily host large Type II diamonds.

Guigues indicator mineral chemistry highly prospective and comparable to De Beers' Victor Diamond mine in Ontario

The highly encouraging indicator mineral chemistry at Guigues is closely similar to De Beers' Victor Diamond Mine and differs from the standard model for diamond exploration. The Guigues Kimberlite diamond potential, like that of the Victor Diamond Mine, is based on high-priority source of diamonds from mantle eclogite and lherzolite rocks, instead of the standard harzburgite (G10) sources. The potential diamond source for Guigues is marked by recovery of eclogite and lherzolite garnets that have distinctive compositions just like diamond inclusions recently described from Victor by Stachel *et al*. (2018). The dominance of lherzolite garnets as inclusions in Victor diamonds (along with a lesser proportion of eclogite garnet inclusions) is unique among diamond mines around the world, and as Thomas Stachel, the University of Alberta researcher who made this discovery points out, may lead to a new model for diamond targets. The Guigues Kimberlite yields numerous lherzolite and eclogite garnets of comparable diamond inclusion composition, as recently confirmed by application of CF Mineral Research Laboratory's updated

classification system by owner and originator Dr. Charles Fipke. Guigues is thus a priority target for this new diamond potential model.

Tres-Or is encouraged by the diamond indicator mineral chemistry reported from samples of Guigues drill core sent to C.F. Mineral Research Limited, an ISO 9001:2015 certified/ISO 17025:2005 compliant laboratory in Kelowna, B.C during the year.

C.F. Minerals hand-picked over 8,000 indicator minerals and then selected 701 for new microprobe analyses. The analyzed indicator minerals include eclogite and pyropes garnets, chromite, chrome diopside, picroilmenite, and olivine recovered from different parts of the pipe (Table 2). The new microprobe results support Tres-Or's previous interpretation of a mantle indicator mineral signature comparable to the Victor kimberlite, especially in regard to having numerous eclogitic and lherzolitic garnets with compositions similar to diamond inclusions at Victor (Stachel, et al., 2020). C.F. Minerals also examined sample residues for microdiamonds, recovering 5 natural stones, all less than 106 microns in size.

In total, the 3 samples weighed 393.34 kgs and after arrival in Kelowna and were disaggregated by attrition milling, with the +106 micron material concentrated by density and magnetic properties.

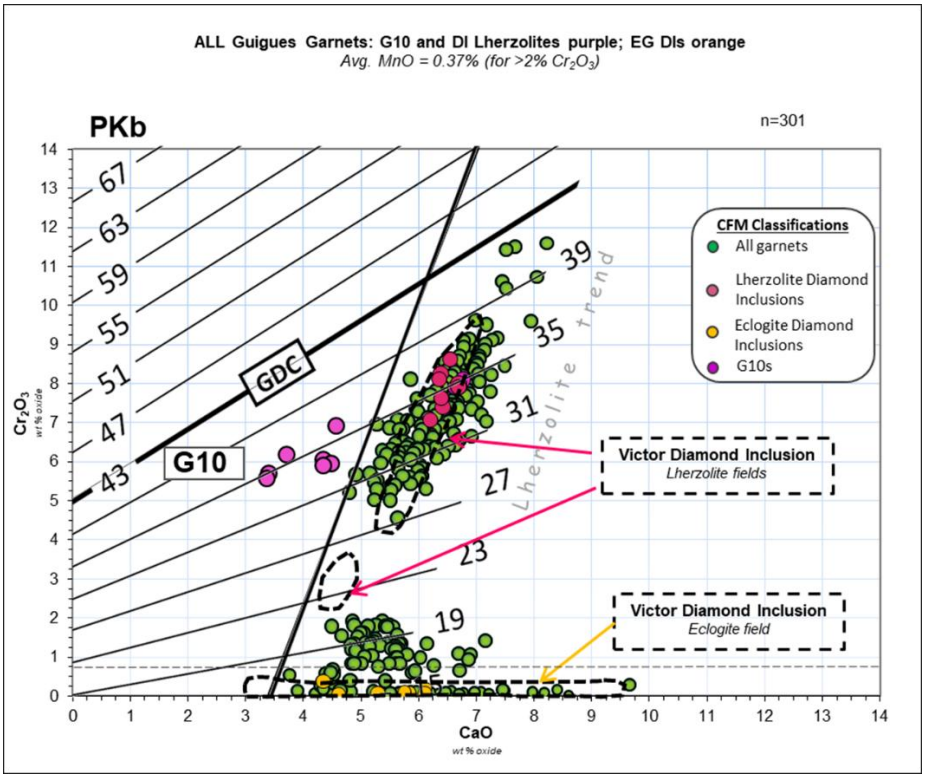
Table 2: Counts of diamond inclusion (DI) composition indicator minerals

CFM CLASSIFICATION SUMMARY TABLE				
GUIGUES		DI	PROB DI	POSS DI
*	EG	4	12	15
	PY	3	8	
	OL	12	12	
	CHR	1		
	CD	1	9	

The highly encouraging indicator mineral chemistry at Guigues is closely similar to De Beers' Victor Diamond Mine and differs from the standard model for diamond exploration. The Guigues Kimberlite diamond potential, like that of the Victor Diamond Mine, is based on high-priority source of diamonds from mantle eclogite and lherzolite rocks, instead of the standard harzburgite (G10) sources. The potential diamond source for Guigues is marked by recovery of eclogite and lherzolite garnets that have distinctive compositions just like diamond inclusions recently described from Victor by Stachel *et al*. (2018). The Guigues Kimberlite yields numerous lherzolite and eclogite garnets of comparable diamond inclusion composition, as recently confirmed by application of CF Mineral Research Laboratory's updated classification system by owner and originator Dr. Charles Fipke.

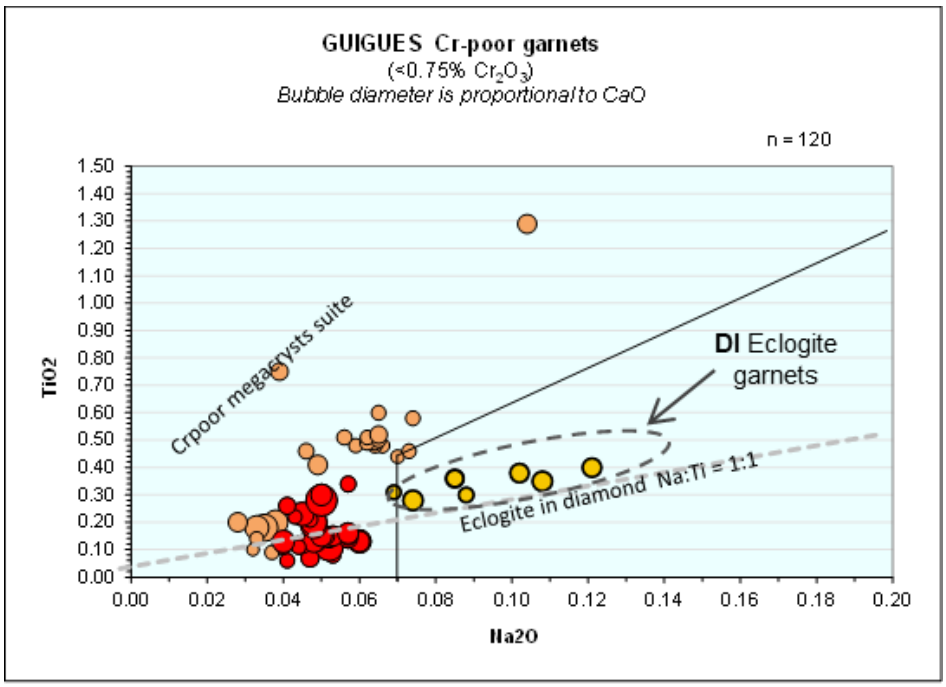
The overlay of the fields for Victor's lherzolitic and eclogitic diamond inclusions with those from the Guigues Kimberlite shows the strong similarities between garnet populations (Figure 3).

Figure 3: All garnet analyses from the Guigues Kimberlite. Fields from Victor diamond inclusions.



Eclogite garnet inclusions from Victor (analyses below 0.75% Cr2O3 above) show a strong population of low titanium and increasing sodium, similar to eclogite garnet inclusions from around the world, including Victor (Figure 4).

Figure 4: Low chromium garnets from Guigues, including those that plot in the eclogite diamond inclusion field.



Microdiamond counts were reported in Tres-Or's news releases dated November 9, 2020, December 14, 2020, and January 5, 2021, using modern microdiamond methods at the Saskatchewan Research Council Geoanalytical Laboratories Diamond Services (SRC). In total, 6 of the sample bags yielded between 1 and 4 microdiamonds each (27 bags (8 kg each) analyzed), consistent with reasonably widespread distribution of diamonds throughout the tested kimberlite intervals. In other words, the microdiamonds were not derived from just one or two places, as might happen with a single stone crushed during sampling, or a group of stones from a single diamond-bearing mantle xenolith.

Cautionary Statement:
Note that although the indicator mineral chemistry is closely similar to the Victor Diamond Mine, and the microdiamond results reported point towards potential to carry larger stones (refer to Type II microdiamonds recovered from Guigues as reported in Tres-Or's news release dated December 8, 2020), this does not necessarily mean the Guigues Kimberlite will host diamonds of economic size. Tres-Or's ongoing microdiamond tests are expected to better define the potential to host economic diamonds.

Ontario Diamond Project

The Company holds 100% interest in 2 mining licenses (21 period mining licenses granted in March 2007) encompassing the Lapointe Kimberlite in Sharpe and Savard townships, Ontario.

Qualified Persons

Disclosure of a scientific or technical nature related to the Company's diamond project exploration activities was prepared under the supervision of Harrison O. Cookenboo, Ph.D., P.Geo., an independent Qualified Person (as such term is defined in National Instrument 43-101), Gordon N. Henriksen, P.Geo. (OGQ #451), the Company's Geologist who is a Qualified Person (as that term is defined in National Instrument 43-101- Standards of Disclosure for Mineral Projects) and Laura Lee Duffett, P.Geo., the Company's President and CEO, who is a non-independent Qualified Person, all of whom have reviewed and approved the technical and scientific portions of this MD&A.

RESULTS OF OPERATIONS

Revenues

Due to the Company's status as an exploration and development stage mineral resource company and a lack of commercial production from its properties, the Company currently does not have any revenues from its operations.

For the six months ended August 31, 2026 and 2025

Expenses

The net loss for the six months ended August 31, 2026, was $77,699 as compared to net income of $124,734 for the six months ended August 31, 2025.

Accretion for the six months ended August 31, 2026, was $32,203 compared to $19,363 for the six months ended August 31, 2025. The difference is due to additional deferral of amount payable in the current period.

Write-off of accounts payable for the six months ended August 31, 2026, was $10,367 compared to $169,353 for the six months ended August 31, 2025. The difference is due to various vendor credit in each period.

Management fees for the six months ended August 31, 2026, were $27,000 compared to $Nil for the six months ended August 31, 2025. The fees were charged by a private company controlled by a director of the Company (see "Related Party Transactions"); no management fees were charged in the comparative period.

For the three months ended August 31, 2026 and 2025

Expenses

The net loss for the three months ended August 31, 2026, was $49,354 as compared to net income of $140,304 for the three months ended August 31, 2025.

Accretion for the three months ended August 31, 2026, was $16,102 compared to $9,681 for the three months ended August 31, 2025. The difference is due to additional deferral of amount payable in the current period.

Write-off of accounts payable for the three months ended August 31, 2026, was $10,367 compared to $169,353 for the three months ended August 31, 2025. The difference is due to various vendor credit in each period.

Management fees for the three months ended August 31, 2026, were $27,000 compared to $Nil for the three months ended August 31, 2025, for the reason noted above.

SUMMARY OF QUARTERLY RESULTS

Summary financial information for the three months ended:

	August 31, 2026	May 31, 2026	February 28, 2026	November 30, 2025
Revenue	$ -	$ -	$ -	$ -
Total assets	2,551,561	2,576,208	2,719,781	2,879,278
Exploration and evaluation assets	2,492,381	2,492,381	2,492,381	2,807,662
Current liabilities	691,279	671,945	686,110	240,066
Working (deficiency) capital	(632,099)	(588,118)	(458,710)	(168,450)
Share capital	18,261,113	18,261,113	18,261,113	18,261,113
Net income (loss) for the period	(49,354)	(28,345)	(561,412)	(23,711)
Basic and diluted earnings (loss) per share	(0.00)	(0.00)	(0.02)	(0.00)

	August 31, 2025	May 31, 2025	February 28, 2025	November 30, 2024
Revenue	$ -	$ -	$ -	$ -
Total assets	2,917,330	2,910,270	2,944,434	2,944,253
Exploration and evaluation assets	2,807,445	2,804,816	2,804,604	2,766,229
Current liabilities	236,838	407,991	408,563	637,646
Working (deficiency) capital	(126,953)	(302,537)	(268,733)	(459,622)
Share capital	18,261,113	18,261,113	18,261,113	18,261,113
Net income (loss) for the period	140,304	(15,570)	(104,512)	(21,355)
Basic and diluted earnings (loss) per share	0.01	(0.00)	(0.00)	(0.00)

LIQUIDITY AND CAPITAL RESOURCES

The condensed consolidated interim financial statements have been prepared assuming the Company will continue on a going-concern basis. The Company has incurred losses since inception and the ability of the Company to continue as a going-concern depends upon its ability to develop profitable operations and to continue to raise adequate financing. Management is actively targeting sources of additional financing through alliances with financial, exploration and mining entities, or other business and financial transactions which would assure continuation of the Company's operations and exploration programs. The Company has specific work commitments as described in "Exploration Activities" and in order for the Company to meet its liabilities and specific work commitments as they come due and to continue its operations, the Company is solely dependent upon its ability to generate such financing.

There can be no assurance that the Company will be able to continue to raise funds, in which case the Company may be unable to meet its obligations. Should the Company be unable to realize its assets and discharge its liabilities in the normal course of business, the net realizable value of its assets may be materially less than the amounts recorded on the balance sheets.

The Company has working capital deficiency at August 31, 2026, of $632,099 (February 28, 2026 – $458,710).

Net cash used in operating activities for the period was $88,205 compared to $56,013 during the prior period.

Net cash provided by investing activities for the period was $108,966, consisting of proceeds from the sale of the Company's remaining marketable securities, compared to $7,559 during the prior period.

Net cash provided by financing activities for the period was $Nil compared to $31,393 in the prior period.

RELATED PARTY TRANSACTIONS

Total amounts due to related parties consists of amounts due to private companies controlled by a director.

During the period ended August 31, 2026, the Company entered into the following transactions with related parties:

(a) Incurred $27,000 (2025 - $Nil) for management services to a private company controlled by a director of the Company.

During the year ended February 28, 2025, the Company entered into an agreement with this private company to defer the payment of $418,283 until October 1, 2026. This deferred amount is non-interest bearing and was considered to be made below the Company's estimated borrowing rate of 11% and as such, a contribution benefit of $62,953 was recorded in contributed surplus. During the period ended August 31, 2026, the Company recorded $21,457 (2025 - $19,363) of accretion in relation to the deferred amount owing. Subsequent to the period ended August 31, 2026 the $418,283 is further deferred until February 28, 2027.

During the year ended February 28, 2026, the Company entered into an agreement with this private company to defer another payment of $56,700 until October 1, 2027. This deferred amount is non-interest bearing and was considered to be made below the Company's estimated borrowing rate of 12% and as such, a contribution benefit of $9,444 was recorded in contributed surplus. During the period ended August 31, 2026, the Company recorded $2,900 (2025 - $Nil) of accretion in relation to the deferred amount owing.

As at August 31, 2026, the amount owing to this private company is $487,981 (February 28, 2026 - $438,261).

(b) Incurred $Nil (2025 - $2,550) as automobile allowance (included in travel and promotion) to a private company controlled by a director.

(c) The Company carries loans assumed/received during the year ended February 28, 2024 to 2026 from a director of the Company. As at August 31, 2026, total loans of $50,000 and $53,544 (BRL 200,163) were outstanding (February 28, 2026 - $50,000 and $53,204 [BRL 200,163]). During the period ended August 31, 2026, the Company recorded a loss on foreign exchange of $340 (2025 – $1,860) in relation to these loans.

RISKS AND UNCERTAINTIES

Exploration and Development

Mineral exploration and development involve significant risk as few properties that are explored contain mineral deposits of significant grade and size as to produce a profit from development. If exploration programs do not discover commercially viable mineral deposits, the Company will be required to acquire additional properties and write-off investments in existing exploration and evaluation assets.

Regulatory Requirements

Mineral exploration and development activities are subject to various law and regulations governing exploration, development, production, taxes, labor standards, occupational health, waste disposal, exports, environmental protection and remediation and other matters. Changes in these regulations or in their application are beyond the Company's control and could adversely affect its operations.

Environmental Regulation

The Company may be subject to potential risks and liabilities associated with pollution of the environment that could occur as a result of mineral exploration, development and the disposal of waste products. Environmental regulation is evolving in the direction of stricter standards and enforcement and greater fines and penalties. The cost of compliance with stricter government regulation could reduce the profitability of operations.

Metal Prices

The profitability of the Company's operations will be significantly affected by changes in diamonds and base metal prices. Metal prices are volatile and are affected by numerous factors beyond the Company's control such as industrial and jewelry demand, inflation, international economic and political trends, increased production and smelter availability.

Competition

The mining and resource exploration industries are intensely competitive, and the Company competes with other companies that have greater financial resources, technical capacity and experience. Competition could adversely affect the Company's ability to acquire additional exploration and evaluation assets and recruit and retain qualified employees and other personnel.

ADDITIONAL DISCLOSURE FOR VENTURE ISSUERS WITHOUT SIGNIFICANT REVENUE

Exploration and Evaluation Assets

The Company records its interests in exploration and evaluation assets and areas of geological interest at cost. All direct and indirect costs relating to the acquisition of these interests are capitalized on the basis of specific claim blocks or areas of geological interest until the assets to which they relate are placed into production, sold or management has determined there to be impairment. These costs will be amortized on the basis of units produced in relation to the proven reserves available on the related property following commencement of production.

The recorded cost of exploration and evaluation asset interests is based on cash paid, the assigned value of share considerations issued for exploration and evaluations and exploration and development costs incurred. The recorded amount may not reflect recoverable value as this will be dependent on the development program, the nature of the mineral deposit, commodity prices, adequate funding and the ability of the Company to bring its projects into production.

The Company defers all exploration expenses relating to exploration and evaluations assets and areas of geological interest until the properties to which they relate are placed into production, sold or abandoned or management has determined there to be impairment. These costs will be amortized over the proven reserves available on the related property following commencement of production.

Please refer to the August 31, 2026, condensed consolidated interim financial statements on www.sedarplus.ca for details of the Company's exploration and evaluation assets.

SHAREHOLDER'S EQUITY AND OUTSTANDING SHARE DATA

The authorized share capital of the Company consists of an unlimited number of common shares.

As at the date of this report, the Company had the following outstanding:

- 25,233,863 common shares.
- No stock options outstanding.
- No warrants outstanding.

OFF-BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements.

PROPOSED TRANSACTIONS

On October 7, 2026, the Company entered into the Share Exchange Agreement for the acquisition of the Stonecutter Project, as described under "Overall Performance – Corporate Update". If completed, the Transaction is expected to constitute a reverse take-over of the Company: assuming the maximum financing, approximately 85.7 million common shares will be issued under the Transaction, the financings and the debt conversions, TEC Holding will hold a majority of the outstanding common shares, and the Stonecutter Project is expected to become the Resulting Issuer's principal exploration asset. Completion remains subject to shareholder approval, acceptance by the TSX Venture Exchange and the other conditions described above, and there can be no assurance that the Transaction will be completed as proposed or at all.

The Company continues to evaluate new property acquisitions, and to explore and develop its exploration and evaluation assets. Should it enter into agreements over new assets, it may be required to make cash payments and complete work expenditure commitments.

CRITICAL ACCOUNTING ESTIMATES

Exploration and Evaluation Asset Interests

The most significant accounting estimate for the Company relates to the carrying value of its exploration and evaluation asset interests. On a periodic basis, management reviews the carrying values of exploration and evaluation asset interest acquisitions and exploration expenditures with a view to assessing whether there has been any impairment in carrying value. Management takes into consideration various information including, but not limited to, results of exploration activities conducted, estimated future metal prices, and reports and opinions of geologists, mine engineers and consultants. When it is determined that a project or interest will be abandoned, or that its carrying value has been impaired, a provision is made for any expected loss in value of the project or interest.

CONTINGENCIES

There are no contingent liabilities.

INTERNAL CONTROLS OVER FINANCIAL REPORTING

Changes in Internal Control over Financial Reporting ("ICFR")

In connection with National Instrument 52-109, Certification of Disclosure in Issuer's Annual and Interim Filings ("NI 52-109") adopted in December 2008 by each of the securities commissions across Canada, the Chief Executive Officer and Chief Financial Officer of the Company will sign a Venture Issuer Basic Certificate with respect to financial information contained in the unaudited condensed consolidated interim financial statements and the audited annual consolidated financial statements and respective accompanying Management's Discussion and Analysis. The Venture Issue Basic Certification does not include representations related to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109.

MANAGEMENT'S RESPONSIBILITY FOR FINANCIAL STATEMENTS

The information provided in this report, including the financial statements, is the responsibility of management. In the preparation of these statements, estimates are sometimes necessary to make a determination of future values for certain assets or liabilities. Management believes such estimates have been based on careful judgments and have been properly reflected in the financial statements.

CAUTIONARY NOTE REGARDING FORWARD LOOKING STATEMENTS

This MD&A contains certain "forward-looking information" as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These statements relate to future events or the Corporation's future performance. All statements other than statements of historical fact are forward-looking statements. Often, but not always, forward-looking statements can be identified by the use of words such as "plans", "expects", "budgeted", "scheduled", "estimates", "continues", "forecasts", "projects", "predicts", "intends", "anticipates" or "believes", or variations of, or the negatives of, such words and phrases, or statements that certain actions, events or results "may", "could", "would", "should", "might" or "will" be taken, occur or be achieved. The forward-looking statements in this MD&A speak only as of the date of this MD&A or as of the date specified in such statements. The following table outlines certain significant forward-looking statements contained in this MD&A and provides the material assumptions used to develop such forward-looking statements and material risk factors that could cause actual results to differ materially from the forward-looking statements.

DISCLAIMER

The information provided in this document is not intended to be a comprehensive review of all matters and developments concerning the Company. It should be read in conjunction and in context with all other disclosure documents of the Company. The information contained herein is not a substitute for detailed investigation or analysis on any particular issue. No securities commission or regulatory authority has reviewed the accuracy or adequacy of the information presented.

OTHER MD&A REQUIREMENTS

Additional disclosure of the Company's technical reports, material change reports, news releases and other information can be obtained on SEDAR+ at www.sedarplus.ca and at the Company's website www.tres-or.com.

RECENT ACCOUNTING POLICIES

Please refer to the February 28, 2026 audited consolidated financial statements on www.sedarplus.ca.

FINANCIAL INSTRUMENTS

Please refer to the August 31, 2026 condensed consolidated interim financial statements on www.sedarplus.ca.