



Management's Discussion and Analysis

For the three months ended December 31, 2025

Dated: February 27, 2026

NOTE TO READER

This Management's Discussion and Analysis (MD&A) provides an overview of the material factors that affected ValOre Metals Corp. (the Company or ValOre) during the three months ended December 31, 2025, and reflects information available as of February 27, 2026. It supplements but does not form part of the condensed interim consolidated financial statements and accompanying notes for the three months ended December 31, 2025, which have been prepared in accordance with IFRS Accounting Standards. Accordingly, the MD&A should be read in conjunction with the Company's condensed interim consolidated financial statements and related notes for the three months ended December 31, 2025, and annual audited consolidated financial statements for the year ended September 30, 2025. This MD&A was prepared by management and approved and authorized by the Company's directors, on February 26, 2026, for filing with the applicable regulatory authorities.

Management is responsible for the preparation and integrity of the financial statements, including the maintenance of appropriate information systems, procedures and internal controls to ensure that information used internally or disclosed externally, including the MD&A, is complete and reliable.

The Company's management is responsible for presentation and preparation of the financial statements and the MD&A. The annual audited consolidated financial statements have been prepared in accordance with IFRS Accounting Standards issued by the International Accounting Standards Board (IASB).

The MD&A has been prepared in accordance with the requirements of securities regulators, including National Instrument 51-102 of the Canadian Securities Administrators.

All amounts are in Canadian dollars unless otherwise specified. Additional information is available on the Canadian System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca, and on the Company's website at www.valoremets.com.

FORWARD-LOOKING INFORMATION

This MD&A contains certain forward-looking information and forward-looking statements, as defined in applicable securities laws (collectively referred to herein as "forward-looking statements"). These forward-looking statements relate to future events or ValOre'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 words such as "plans", "expects", "anticipates", "believes", "estimates", "expects" and similar expressions, 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. Forward-looking statements involve known and unknown risks, uncertainties and other factors that may cause actual results to differ materially from those anticipated in such forward-looking statements. 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 statement. Specifically, this MD&A includes, but is not limited to, forward-looking statements regarding: the potential of ValOre's properties to contain economic mineral deposits; ValOre's ability to meet its working capital needs at the current level for the 12-month period ending September 30, 2026; the plans, costs, timing and capital for future exploration and development of ValOre's property interests, including the costs and potential impact of complying with existing and proposed laws and regulations; management's outlook regarding future trends; prices and price volatility for mineral deposits; and general business and economic conditions.

Inherent in forward-looking statements are risks, uncertainties and other factors beyond ValOre's ability to predict or control. These risks, uncertainties and other factors include, but are not limited to, mineral deposits, price

volatility, changes in debt and equity markets, timing and availability of external financing on acceptable terms, the uncertainties involved in interpreting geological data and confirming title to ValOre's properties, the possibility that future exploration results will not be consistent with ValOre's expectations, increases in costs, environmental compliance, and changes in environmental and other local legislation and regulation, interest rate and exchange rate fluctuations, changes in economic and political conditions and other risks involved in the minerals exploration and development industry, as well as those risk factors listed in the "Risks and Uncertainties" section below. Readers are cautioned that the foregoing list of factors is not exhaustive of the factors that may affect the forward-looking statements.

Actual results and developments are likely to differ, and may differ materially from those expressed or implied by the forward-looking statements contained in the MD&A. Such statements are based on a number of assumptions about the following: the availability of financing for ValOre's exploration and development activities; operating and exploration costs; ValOre's ability to attract and retain skilled staff; timing of the receipt of regulatory and governmental approvals for exploration projects and other operations; market competition; and general business and economic conditions.

Forward-looking statements may be affected by known and unknown risks, uncertainties and other factors that may cause ValOre's actual results, performance or achievements to be materially different from any of its future results, performance or achievements expressed or implied by such forward-looking statements. All forward-looking statements herein are qualified by this cautionary statement. Accordingly, readers should not place undue reliance on forward-looking statements. ValOre undertakes no obligation to update publicly or otherwise any forward-looking statements, whether as a result of new information or future events or otherwise, except as may be required by law. If ValOre does update one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements, unless required by law.

INTRODUCTION

ValOre Metals Corporation, formerly named Kivalliq Energy Corporation, is an exploration company based in Vancouver, Canada, which currently has interests in exploration projects in northern Canada and Brazil. ValOre's principal exploration and development focus is on the Pedra Branca Platinum Group Elements (PGE) Project in northeastern Brazil that hosts palladium (Pd) + platinum (Pt) + gold (Au) mineralization. In addition to this project, ValOre directly and indirectly holds interests in uranium exploration properties in the Canadian province of Saskatchewan, as well as the Mangabal Project, which is located in Goiás State, central Brazil that hosts Ni-Cu-(Co) mineralization.

OVERVIEW

Recent Highlights

On October 1, 2025, Nick Smart was appointed as Chief Executive Officer of ValOre Metals Corp. to lead the company into next phase of growth and opportunity in Brazil's precious metals sector and to develop the Pedra Branca PGE project.

PEA – Pedra Branca PGE Project

In December 2025, the engineering company Lycopodium Marine & Modular PTY Ltd. was engaged as lead process engineering consultant, in support of a future Preliminary Economic Assessment ("PEA") study for ValOre's 100%-owned Pedra Branca PGE Project. Their work will focus on defining, evaluating, and modelling

process flowsheet options informed by ValOre's extensive historical and ongoing metallurgical testwork programs.

Share capital

ValOre:

During the three months ended December 31, 2025, the Company received gross proceeds of \$1,844,029 from the exercise of 18,440,293 warrants.

Hatchet:

During the three months ended December 31, 2025, Hatchet issued 51,020 shares to Skyharbour at a price of \$0.49 having a value of \$25,000. Consequently, the non-controlling interest in Hatchet was diluted to 50.97%.

On October 24, 2025, the Company issued a \$250,000 unsecured convertible debenture to an advisor in connection with advisory services. The debenture bears no interest and matures 120 days from issuance. If a Sale Transaction is completed within the 120-day term, the principal will automatically convert into 5,000,000 common shares of the Company at a conversion price of \$0.05 per share immediately prior to closing. If no Sale Transaction occurs within the term, the Company is required to repay the full principal amount in cash.

Exploration highlights

For more details on the following highlights, please refer to the news releases available on ValOre's website: <https://www.valoremets.com/> and on SEDAR+: <https://www.sedarplus.ca>.

Pedra Branca PGE Project

ValOre's Pedra Branca Platinum Group Elements Project comprises 45 exploration licenses covering a total area of 51,096 hectares (126,260 acres) in northeastern Brazil.

At Pedra Branca, 7 distinct PGE and gold deposit areas host, in aggregate, an estimated 2022 NI 43-101 inferred resource of 2.198 million troy ounces (Moz) of platinum, palladium and gold (2PGE+Au) contained in 63.6 million tonnes (Mt) grading 1.08 g/t 2PGE+Au, as disclosed on March 24, 2022*. ValOre's team believes the Pedra Branca project has significant exploration discovery and resource expansion potential. ([CLICK HERE](#) to download the 2022 technical report* and [CLICK HERE](#) for news release dated March 24, 2022).

** The 2022 Technical Report is entitled "Independent Technical Report –Mineral Resource Update on the Pedra Branca PGE Project, Ceará State, Brazil" and was prepared as a National Instrument 43-101 Technical Report on behalf of ValOre Metals Corp. with an effective date of March 8, 2022. The 2022 Technical Report by Independent qualified persons, Fábio Valério (P.Geo.) and Porfirio Cabaleiro (P.Eng.), of GE21, were commissioned to complete the mineral resource estimate while Chris Kaye of Mine and Quarry Engineering Services Inc. (MQEs), was commissioned to review the metallurgical information.*

2025 Pedra Branca Trado Program – Esbarro Deposit

In June 2025, ValOre completed a Trado auger drilling program at Esbarro deposit, totaling 87 holes with more than 560 metres (“m”) of ultramafic, PGE-bearing rock intercepted. Of the 87 holes, 74 returned PGE mineralization, including 28 with grade-thickness values exceeding 10 gram-metres (grade x interval). The primary objective of the program was to generate additional weathered material for ongoing metallurgical testwork, while also providing a valuable opportunity to refine grade control and enhance geological interpretation of the deposit's near-surface horizons.

In addition, drilling at the Esbarro East Zone, located within the 2022 NI 43-101 Inferred Resource* area, has extended mineralization beyond current pit-constrained limits, adding further value to the high-grade near-surface intercepts defined in the main Esbarro zone. Recent drilling has outlined high-grade PGE mineralization at surface for over 400 m along strike.

Regulatory Advancements – Core Deposits Enter Mining Concession Phase

Brazil's National Mining Agency (Agencia Nacional de Mineração, “ANM”) has formally approved the Final Exploration Reports for key mineral claims within the Pedra Branca Project, including the tenements that host the four core deposits: Esbarro, Cedro, Curiu, and Cana Brava, which together account for approximately 1 million ounces (“Moz”) of the total 2.2 Moz 2PGE+Au outlined in the 2022 NI 43-101 Inferred Resource Estimate.

The approved claims have now progressed to the Mining Concession application phase, representing a key step forward in advancing Pedra Branca along the regulatory pathway toward potential development.

Metallurgy and Mineral Processing

Metallurgical testwork programs for Pedra Branca are ongoing in collaboration with the University of Cape Town, evaluating both conventional flotation and leaching processing routes to optimize PGE recoveries from weathered, fresh and chromitite rock domains. Phase I was completed at the end of 2025 and a subsequent Phase II was approved and is part of the technical work program supporting the preparation of a Preliminary Economic Assessment (“PEA”) for the Pedra Branca project, currently targeted for completion by the end of 2026. For more information please refer to the technical report published to SEDAR+ on May 8th, 2022 in addition to the following news releases:

- February 9, 2026: ValOre Approves Phase 2 of Metallurgical Testwork for Pedra Branca PGE project in Brazil
- September 9, 2024: ValOre Provides Update on Pedra Branca PGE Project Metallurgical Testwork.
- November 20, 2023: ValOre Initiates Comprehensive Metallurgical Testwork Program at Pedra Branca.
- March 14, 2022: ValOre Reports Recoveries of 82.9% for Platinum, 71% for Palladium and 85.2% for Gold Metallurgical testwork results for locked cycle flotation test of Curiu PGE Deposit sample.
- October 4, 2021: ValOre PGE Assays from Metallurgical Drilling at Pedra Branca Confirm Historical Drilling Averages in Curiu and Esbarro Zones.
- January 13, 2021: ValOre Reports Encouraging Ore Sorting Potential for Pedra Branca PGE Project; 176.52 g/t 2PGE+Au in Historical Core Re-Assay.
- November 9, 2020: ValOre Reports Further Encouraging Metallurgical Testing Results from Pedra Branca PGE Project: 91% palladium recoveries in cyanide leach and 82% platinum recovered in 32% mass in gravity sort.

- November 2, 2020: ValOre Initiates Multi-faceted Optimization Testwork at Pedra Branca and Receives Preliminary Platsol™ Metallurgical Recoveries of 93.4% for Palladium and 95.3% for Platinum.

Hatchet Lake, Usam, Genie, CBX, Shoe and Highway Properties, Saskatchewan

HUC properties 2025 summer exploration program

The Hatchet Lake, Usam, Genie, CBX, Shoe and Highway properties consist of 40 mineral dispositions totaling 97,674 hectares, located adjacent to the northeastern margin of the Athabasca Basin in Saskatchewan, Canada, and are owned by Hatchet Uranium Corp ("HUC"), of which ValOre currently holds an approximate 51.5% ownership interest.

In June 2025, HUC completed a prospecting program with a collection of 20 rocks on the Hatchet Lake, Usam, Genie and Highway claim blocks. This was followed up with a program in September consisting of prospecting with the collection of 182 rocks, a 61.8 line-km ground magnetic / very low frequency electromagnetic / radiometric survey on the Hatchet Lake southern claims, as well as a 4,054 line-km airborne MobileMT electromagnetic and magnetic survey over parts of the CBX, Usam, Genie and Highway claims.

Prospecting included the 12 VRIFY targets, historical uranium occurrences/showings, and lake sediment, rare earth, and radiometric anomalies. The highest grade rock samples from the exploration programs came from the historical Scrimmes Lake showing (up to 4,490 ppm uranium), Southern Usam Islands (up to 683 ppm uranium), the historical Broughton Bay showing (up to 442 ppm uranium), Highway Western Lake Sediment Anomaly (52 ppm uranium), the 2025V-010 VRIFY target (101 ppm uranium), and the historical showing of Gallagher Lake, Henning Bay East, Geikie River, and Horton Island which have the highest thorium assay values from 522 to 991 ppm.

The ground magnetics and VLF-EM data display numerous northeast trending conductors, magnetic features and interpreted structures. Multiple radiometric anomalies occur including the historic Scrimmes Lake uranium occurrence.

The MobileMT survey identified several laterally continuous conductive zones which commonly coincide with magnetic lows and align with historically mapped electromagnetic conductors and uranium occurrences within the survey areas. Structural modelling highlights north trending fault or shear zones which can be important controls on fluid flow and uranium deposition.

MINERAL PROPERTIES AND EXPLORATION

Pedra Branca, Ceará State, Brazil

On August 14, 2019, ValOre acquired 100% of the Pedra Branca PGE Project (Pedra Branca) in northeastern Brazil from Jangada Mines PLC (Jangada) in exchange for 25,000,000 ValOre common shares issued to Jangada and a cash sum of \$3,000,000 paid to Jangada. Pursuant to a share purchase agreement among Jangada, ValOre and PBBM Holdings Ltd., a wholly owned, British Columbia incorporated subsidiary of ValOre, ValOre acquired Jangada's interest in the Brazilian holding company Pedra Branca Brasil Mineracao Ltda., which owns the Pedra Branca PGE Project.

The Pedra Branca PGE Project comprises 45 exploration licenses covering a total area of 51,096 hectares ("ha"; 126,260 acres) in northeastern Brazil.

The Pedra Branca property is accessed by a national paved highway from the port city of Fortaleza (population approximately 3 million). The small town of Capitão Mor is situated within the west-central project area, and provides all necessary basic infrastructure, including energy, water, housing, office space, core storage, core logging facilities, telephone access and internet. The Pedra Branca tenements are accessible by a network of dirt roads and jeep tracks. Given the arid local climate and minimal annual rainfall, roadways remain in excellent shape year-round.

An update of the Pedra Branca NI 43-101 Inferred Resource was completed in March 2022, totaling 2.198 Moz palladium + platinum + gold in 63.6 million tonnes grading 1.08 g/t 2PGE+Au. The 2022 Technical Report is entitled "Independent Technical Report –Mineral Resource Update on the Pedra Branca PGE Project, Ceará State, Brazil" was prepared as a National Instrument 43-101 Technical Report on behalf of ValOre Metals Corp. with an effective date of March 08, 2022. The 2022 Technical Report by Independent qualified persons, Fábio Valério (P.Geol.) and Porfirio Cabaleiro (P.Eng.), of GE21, commissioned to complete the mineral resource estimate while Chris Kaye of Mine and Quarry Engineering Services Inc. ("MQEs"), was commissioned to review the metallurgical information.

Ongoing metallurgical test work at the University of Cape Town includes flotation and bio-leaching tests performed on three material types from the Esbarro deposit, i.e. fresh, weathered and chromitite composites. Phase I was completed at the end of 2025 and a Phase II was approved and is part of the technical work program supporting the preparation of a Preliminary Economic Assessment ("PEA") for the Pedra Branca project, currently targeted for completion by the end of 2026.

Phase I included detailed mineralogical characterization and flotation testing. Mineralogical analyses provided critical input for process design and confirmed the refractory nature of weathered mineralization, highlighting the potential for bioleaching as an alternative recovery route. Flotation testing on fresh material indicated potential palladium and platinum recoveries in the range of 70–80%, consistent with previous testwork, while flotation testing on weathered and chromitite material returned low recoveries.

The Phase II metallurgical program will focus on scaling up bioleaching for weathered mineralization, evaluating heap leaching scenarios, assessing the applicability of bioleaching to fresh mineralization, and advancing flotation and leaching testwork to support the development of PEA-level process flowsheets.

Hatchet Lake, Usam, Genie, CBX, Shoe and Highway Properties, Saskatchewan

On February 7, 2024, ValOre incorporated Hatchet Uranium Corp. ("HUC"), and through a series of transaction, including 2 financings and a property agreement, ValOre agreed to transfer its 100% undivided interest in the Hatchet Lake property (13,711 hectares) to HUC.

During the year ended September 30, 2025, HUC entered into the following agreements with Skyharbour Resources Ltd (Skyharbour). relating to uranium projects in Saskatchewan:

- On October 29, 2024, a mineral property acquisition agreement, whereby Hatchet may acquire a 100% interest (subject to a claw-back provision) in 25 mineral claims known as the Genie, Usam, and CBX/Shoe Projects in Saskatchewan by paying Skyharbour \$25,000 (paid) and issuing units equal to 9.9% of Hatchet's post-issuance shares (issued). This resulted in an issuance of 1,452,013 units of Hatchet. Each unit includes one share and one warrant. The fair value of the units totaled \$1,133,620, the fair value of shares being \$711,487 and the fair value of the warrants being \$422,133 (Note 3). Skyharbour has a right to repurchase a 25% interest in these properties within three years by incurring exploration expenditures or paying in

cash, equivalent of 50% of Hatchet’s exploration expenditures incurred over the three-year term. A 2% NSR royalty is also retained by Skyharbour, with 1% purchasable by Hatchet for \$2,000,000. The closing of this agreement is subject to Hatchet listing its shares on either the TSX-V or have sold its interest to or combined with a similarly listed issuer by April 30, 2026. If Hatchet does not meet such obligation, this agreement will be subject to termination and titles shall be transferred back to Skyharbour. As at December 31, 2025, the Company has not yet closed this agreement.

- On October 29, 2024, an option agreement, whereby Hatchet may earn an 80% interest in four (4) mineral claim in Saskatchewan known as the Highway Uranium Property over three years by issuing shares valued at \$1,050,000, making cash payments of \$245,000, and incurring \$2,050,000 in exploration expenditures, as follows:

	Cash payments	Share issuances	Exploration expenditures
On or before, the first anniversary of the closing date	\$25,000 (paid)	\$25,000 ⁽ⁱ⁾ (issued)	\$250,000
On or before, the second anniversary of the closing date	20,000	25,000 ⁽ⁱⁱ⁾	300,000
On or before, the third anniversary of the closing date	200,000	1,000,000 ⁽ⁱⁱ⁾	1,500,000

⁽ⁱ⁾ at the deemed price equivalent to the share issuance price of Hatchet’s more recently completed financing or the 20-day volume weighted average price (“VWAP”)

⁽ⁱⁱ⁾ based on the 20-day VWAP

Skyharbour retains a 2% NSR royalty on the Highway Property, with Hatchet having the right to repurchase 1% for \$1,000,000. The closing of this agreement is subject to Hatchet listing its shares on either the TSX-V or have sold its interest to or combined with a similarly listed issuer by April 30, 2026. If Hatchet does not meet such obligation, this agreement will be subject to termination. As at December 31, 2025, the Company has not yet closed this agreement.

ValOre currently holds an approximate 50.97% ownership interest in HUC.

Mangabal, Goiás State, Brazil

Between Q4 2022 and Q1 2023, ValOre acquired 100% of the Mangabal Project by staking 26 exploration licenses covering an area of 42,736 hectares. The Mangabal Project is located in Goiás State, central Brazil, approximately 80 km west of the state capital, Goiânia, and 280 km from the national capital, Brasilia.

Nickel-Copper-Cobalt (Ni-Cu-Co) mineralization is hosted within the Neoproterozoic Mafic-Ultramafic (M-UM) of the Americano do Brasil Complex, and is associated with disseminated to massive sulfides, including pyrrhotite, chalcopyrite and pentlandite. In this complex, the “Americano do Brasil” deposit was mined from 2006 to 2013, and produced approximately 4.2 Mt of Ni-Cu-(Co) ore at average grade of 0.6% Ni and 0.6% Cu. Another deposit known in the complex, the “Mangabal” deposit, has total inferred resources of 1 Mt @ 0.6% Ni equivalent, was discovered in 2005 and developed by the Canadian junior company Castillian Resources from 2007 to 2009. Both the Americano do Brasil and the Mangabal deposit mining rights belong to third parties.

Regional (government) data available includes airborne geophysics and regional geological mapping. Additional historical exploration work includes:

- >20,000 m of drilling;
- >23,000 core assay results;
- Several km of airborne geophysics, including EM-VTEM, MAG, GEOTEM, TDEM;
- >6,500 soil samples;
- >80 trenches;
- >320 km² of detailed >mapping;
- >800 rock samples;
- Detailed petrographic, mineralogical, and metallurgical work.

A qualified person ("QP") has not done sufficient work to classify the historical estimates for the Americano do Brasil and Mangabal deposits as current mineral resources or mineral reserves. ValOre is not treating these historical estimates as current mineral resources or reserves, has not verified the underlying exploration data, and is not relying on them. Additional work will be required to verify the historical exploration results and to upgrade the historical estimates to be compliant with NI 43-101.

ValOre conducted initial reconnaissance exploration between September and November 2022, followed by a second phase of work between July and October 2025. This work included geological mapping, prospecting, rock sampling, and advanced reprocessing and interpretation of historical geophysical datasets, completed in collaboration with GSM Geoscience.

Key components of the recent technical work included:

- Reprocessing and integration of regional and detailed geophysical datasets;
- Regional and high-resolution structural interpretation;
- 3D inversion modeling of magnetic and VTEM datasets over the Mangabal deposit area;
- Data-driven exploration targeting.

This work improved the understanding of the project's structural framework and geophysical signatures, enabling the identification of priority targets for follow up exploration.

ValOre's field programs to date include over 500 points mapped and 150 rock samples collected for geochemical analysis. Mapping has confirmed extensive mafic-ultramafic intrusive rocks prospective for Ni-Cu-Co mineralization across the property. These results will support the planning of systematic property-wide exploration programs, including soil geochemistry, Trado auger drill programs, ground geophysical surveys, and drill testing to evaluate the project's discovery potential.

Genesis Property, Saskatchewan & Manitoba

ValOre's jointly owned Genesis Uranium Property (50% ValOre, 50% Coast Copper Corp) was initially staked as five claim blocks located 25 km northeast of Cameco Corporation's Eagle Point uranium mine site and these extended 90 km to the Manitoba border.

Exploration by ValOre and Coast Copper Corp. since 2014 included several airborne geophysical surveys (magnetic-EM, gravity, ZTEM™), lake sediment sampling, soil sampling, vegetation (biogeochemical) sampling and prospecting.

Programs focussed on systematic and targeted exploration that generated several geochemical and geophysical priority target areas such as Jurgen 1-2, Kingston, Johnston/GAP and Daniels Bay, however during the year ended

September 30, 2019, management decided to no longer pursue exploration activities on this project and as a result decided to write it off. Currently there are six active mineral claims in ValOre's name on the Genesis Property in Saskatchewan, totalling 397.31 ha.

QUALIFIED PERSON

The scientific and technical data contained in the property descriptions were reviewed by Mr. Thiago Diniz, P.Geo., ValOre's Vice President of Exploration and QP for Genesis, Hatchet Lake, Pedra Branca and Mangabal properties. He is responsible for ensuring that the geologic information provided in this section of the Management Discussion and Analysis is accurate and acts as a "Qualified Person" under National Instrument 43-101 Standards of Disclosure for Mineral Projects. Information related to the independent Pedra Branca mineral resource estimate has been approved by Fábio Valério, P.Geo., and Porfirio Cabaleiro, P.Eng., of GE21.

SELECTED ANNUAL INFORMATION

The following table summarizes selected financial data reported by ValOre for the years ended September 30, 2025, 2024 and 2023. The information set forth should be read in conjunction with the audited annual financial statements, prepared in accordance with IFRS Accounting Standards, and the related notes thereon.

	For the year ended or as at Sept 30, 2025	For the year ended or as at Sept 30, 2024	For the year ended or as at Sept 30, 2023
Project operator fees	Nil	Nil	Nil
Interest and other income	\$82,187	\$26,964	\$147,751
Income (Loss) attributable to the Company	\$(3,294,580)	\$(2,586,029)	\$23,995,543
Income (Loss) attributable to the non-controlling interest	\$(255,139)	\$5,550	-
Basic and diluted income (loss) per common share	\$(0.02)	\$(0.01)	\$0.15
Total assets	\$11,495,499	\$11,024,739	\$10,302,981
Total long-term debt	-	-	-
Shareholders' equity (deficiency)	\$9,906,550	\$9,485,545	\$9,227,889
Share capital	\$79,091,298	\$74,223,932	\$74,223,932
Contributed surplus	\$15,425,293	\$14,995,130	\$14,895,776
Deficit	\$84,936,849	\$82,151,857	\$79,775,605
Cash dividends declared per common share	Nil	Nil	Nil

RESULTS OF OPERATIONS

As of December 31, 2025, exploration and evaluation assets totalled \$10,135,070 (September 30, 2025 - \$10,085,070). For details of the cost break-down, please refer to Note 4 of the condensed interim consolidated financial statements for the three months ended December 31, 2025.

For the three months ended December 31, 2025, and 2024

For the three months ended December 31, 2025, the Company reported a net loss of \$2,123,442 (or \$0.00 per common share), compared to a net loss of \$683,109 (or \$0.00 per common share) for the same period in 2024. Key contributing factors to the current period's results include:

- Evaluation and exploration expenditures of \$877,229 (2024 – \$390,921), reflecting increase in exploration activity.
- Share based compensation, a non-cash expense, totaled \$1,041,817 (2024 – \$Nil), representing an increase due to the valuation of stock options granted to certain directors, officers, and consultants of the Company.
- Investor relations expenses of \$86,713 (2024 – \$111,953), due to decrease investment in marketing and investor outreach initiatives.

SUMMARY OF QUARTERLY RESULTS

The following table summarizes selected quarterly financial data reported by the Company.

	Dec 31, 2025	Sept 30, 2025	June 30, 2025	Mar 31, 2025	Dec 31, 2024	Sept 30, 2024	June 30, 2024	Mar 31, 2024
Revenues	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Interest and other income	251,504	728,847	285,044	211,215	106,692	11,644	7,698	2,114
Net income (loss) attributable to the Company	(2,024,061)	(703,948)	(1,119,899)	(813,939)	(656,794)	(501,882)	(499,709)	(636,676)
Net income (loss) attributable to the non-controlling interest	(99,381)	(109,217)	(30,447)	(89,160)	(26,315)	2,923	3,567	(940)
Basic and diluted income (loss) per common share	(0.00)	(0.00)	(0.01)	(0.01)	(0.00)	(0.00)	(0.00)	(0.00)
Total assets	11,912,202	11,495,499	12,096,487	13,115,473	12,663,316	11,024,739	9,848,239	9,306,711
Shareholders' equity	10,693,955	9,906,550	9,929,772	11,080,118	10,611,277	9,485,545	7,556,504	7,991,865
Share capital	80,935,328	79,091,298	78,345,964	78,345,964	78,345,964	74,223,932	74,223,932	74,223,932
Contributed surplus	16,467,110	15,425,293	15,003,160	15,003,160	15,003,160	14,995,130	14,995,130	14,995,130
Deficit	86,949,775	84,936,849	84,039,817	82,919,918	82,771,241	82,151,857	81,859,752	81,360,043
Cash dividends declared per common share	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2025, ValOre had a positive working capital of \$558,885 (September 30, 2025 – negative working capital of \$182,550). Valore will require additional equity financing to fund its operating and administrative expenses over the next twelve months.

On December 31, 2025, ValOre had a cash balance of \$1,211,015 (September 30, 2025 - \$1,086,078) and current assets (including cash) totaling \$1,777,132 to settle current liabilities of \$1,218,247 (September 30, 2025 - \$1,588,949). All of the Company's financial liabilities have contractual maturities of less than 30 days and are subject to conventional trade terms.

The net change in cash as at December 31, 2025, was an increase in cash of \$124,937 (2024 – \$1,462,233) due to the following activities:

Cash used in operating activities

Net cash used in operating activities during the three months ended December 31, 2025, was \$1,944,093 (2024 - \$1,351,533). Cash was mostly spent on exploration and development work, management, consulting, and general and administrative costs.

Cash provided by investing activities

Total cash used in investing activities during the three months ended December 31, 2025, was \$25,000 (2024 – \$Nil).

Cash generated by financing activities

Total net cash generated by financing activities during the three months ended December 31, 2025, was \$2,094,030 (2024 - \$2,813,766), driven by net proceeds received from the exercise of warrants in ValOre and a loan received by its subsidiary, Hatchet.

On December 31, 2025, ValOre's investment in exploration and evaluation assets, aggregated \$10,135,070 (September 30, 2025 - \$10,085,070), made up of the following:

	Pedra Branca	Hatchet Lake		Total
September 30, 2023, 2024	\$ 8,918,450	\$ -	\$	8,918,450
Additions	-	1,166,620		1,166,620
September 30, 2025	\$ 8,918,450	\$ 1,166,620	\$	10,085,070
Additions		50,000		50,000
December 31, 2025	\$ 8,918,450	\$ 1,216,620	\$	10,135,070

Actual funding requirements may vary from those planned due to several factors, including the results of exploration activity and market conditions. ValOre expects to obtain financing in the future primarily through further equity and/or debt financing, as well as through joint venturing and/or optioning ValOre's properties to qualified mineral exploration companies. There can be no assurance that ValOre will succeed in obtaining additional financing, now or in the future. Failure to raise additional financing on a timely basis could cause ValOre to suspend its operations and eventually to forfeit or sell its interest in its exploration and evaluation assets.

Risks and Uncertainties

Exploration Stage Company

ValOre is engaged in the business of acquiring and exploring mineral properties with the objective of locating and advancing economic mineral deposits. The Company currently has direct and indirect interests in exploration projects in northern Canada and Brazil. In addition to uranium exploration properties in the Province of Saskatchewan, ValOre holds the Pedra Branca Platinum Group Elements Project in northeastern Brazil that hosts palladium, platinum and gold mineralization.

Prior to ValOre's exploration work, the Pedra Branca project benefited from significant other historical exploration campaigns by several different exploration groups, which included initial metallurgy and engineering work. Pedra Branca hosts mineral deposits with published NI 43-101 inferred resources.

The Hatchet Lake and Genesis Properties in Saskatchewan are currently at an early stage of exploration.

Development of ValOre's properties will only follow upon obtaining satisfactory exploration results. There can be no assurance that ValOre's existing or future exploration programs will result in the discovery of commercially viable mineral deposits. Further, there can be no assurance that even if a mineral deposit is located, that it can be commercially mined.

Mineral Exploration and Development

The exploration and development of minerals is highly speculative in nature and involves a high degree of financial and other risks over a significant period of time which even a combination of careful evaluation, experience and knowledge may not eliminate. While discovery of a mineral deposit or ore body may result in significant rewards, few properties which are explored are ultimately developed into producing mines. Substantial expenses are required to establish ore reserves by drilling, sampling and other techniques and to design and construct mining and processing facilities. Whether a mineral deposit will be commercially viable depends on a number of factors, including the particular attributes of the deposit (i.e. size, grade, access and proximity to infrastructure), financing costs, the cyclical nature of commodity prices and government regulations (including those relating to prices, taxes, currency controls, royalties, land tenure, land use, importing and exporting of minerals, and environmental protection). The effect of these factors or a combination thereof cannot be accurately predicted but could have an adverse impact on ValOre.

Mining Operations and Insurance

Mining operations generally involve a high degree of risk. ValOre's operations are subject to all of the hazards and risks normally encountered in mineral exploration and development. Such risks include unusual and unexpected geological formations, seismic activity, rock bursts, cave-ins, and other conditions involved in the drilling and removal of material, environmental hazards, industrial accidents, periodic interruptions due to adverse weather conditions, labour disputes, and political unrest.

The occurrence of any of the foregoing could result in damage to, or destruction of, mineral properties or interests, production facilities, personal injury, damage to life or property, environmental damage, delays or interruption of operations, increases in costs, monetary losses, legal liability and adverse government action.

ValOre does not currently carry insurance against these risks and there is no assurance that such insurance will be available in the future, or if available, at economically feasible premiums or acceptable terms. The potential costs associated with liabilities not covered by insurance or excess insurance coverage may cause substantial delays and require significant capital outlays.

No Operating History and Financial Resources

ValOre does not have an operating history and has no operating revenues and is unlikely to generate any in the foreseeable future. It anticipates that its existing cash resources, following any proposed private placements, will be sufficient to cover its projected funding requirements for the ensuing year.

If its exploration program is successful, additional funds will be required for further exploration to prove economic deposits and to bring such deposits to production. Additional funds will also be required for ValOre to acquire and explore other mineral interests. ValOre has limited financial resources and there is no assurance that sufficient additional funding will be available to it fulfill its obligations or for further exploration and development, on acceptable terms or at all. Failure to obtain additional funding on a timely basis could result in delay or indefinite postponement of further exploration and development and could cause ValOre to forfeit its interests in some or all of its properties or to reduce or terminate its operations.

Government Regulation

The current or future operations of ValOre, including exploration and development activities and the commencement and continuation of commercial production, require licenses, permits or other approvals from various federal, provincial and local governmental authorities and such operations are or will be governed by laws and regulations relating to prospecting, development, mining, production, exports, taxes, labour standards, occupational health and safety, waste disposal, toxic substances, land use, water use, environmental protection, land claims of indigenous people and other matters. There can be no assurance, however, that ValOre will obtain on reasonable terms, or at all, the permits and approvals, and the renewals thereof, which it may require for the conduct of its current or future operations or that compliance with applicable laws, regulations, permits and approvals will not have an adverse effect on any mining project which ValOre may undertake. Possible future environmental and mineral tax legislation, regulations and actions could cause additional expense, capital expenditures, restrictions and delays to ValOre's planned exploration and operations, the extent of which cannot be predicted.

Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions thereunder, including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment, or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed for violations of applicable laws or regulations.

Competition

The mineral exploration and mining business is competitive in all of its phases. ValOre will compete with numerous other companies and individuals, including competitors with greater financial, technical and other resources, in the search for and the acquisition of attractive mineral properties. ValOre's ability to acquire properties in the future will depend not only on its ability to develop its present properties, but also on its ability to select and

acquire suitable prospects for mineral exploration or development. There is no assurance that ValOre will be able to compete successfully with others in acquiring such prospects.

Title to Property

ValOre has taken precautions to ensure that legal titles to its property interests are properly recorded. There can be no assurance that ValOre will be able to secure the grant or the renewal of exploration permits or other tenures on terms satisfactory to it, or that governments in the jurisdictions in which the properties are situated will not revoke or significantly alter such permits or other tenures or that such permits and tenures will not be challenged or impugned. Third parties may have valid claims underlying portions of ValOre's interests, and the permits or tenures may be subject to prior unregistered agreements or transfers or native land claims and title may be affected by undetected defects. If a title defect exists, it is possible that ValOre may lose all or part of its interest in the properties to which such defects relate.

Permitting and Regulatory Risks

Amendments to current laws, regulations and permits governing operations and activities of mining companies could have a material adverse impact on the Company. As well, policy changes and political pressures within and on federal, territorial, and First Nation governments having jurisdiction over or dealings with the Company could change the implementation and interpretation of such laws, regulations and permits, also having a material adverse impact on the Company. Such impacts could result in one or more increases in capital expenditures or reduction or delays in further exploration activities.

Environmental Risks and Hazards

All phases of ValOre's operations will be subject to environmental regulation in the jurisdictions in which it intends to operate. These regulations mandate, among other things, the maintenance of air and water quality standards and land reclamation, and provide for restrictions and prohibitions on spills, releases or emissions of various substances produced in association with certain mining industry activities and operations.

They also set forth limitations on the generation, transportation, storage and disposal of hazardous waste. A breach of such regulation may result in the imposition of fines and penalties. In addition, certain types of mining operations require the submission and approval of environmental impact assessments. Environmental legislation is evolving in a manner which will require stricter standards and enforcement, increased fines and penalties for non-compliance, more stringent environmental assessments of proposed projects and a heightened degree of responsibility for companies and their officers, directors and employees. The cost of compliance with changes in governmental regulations has the potential to reduce the viability or profitability of operations. Environmental hazards may exist on the properties in which ValOre holds interests or on properties that will be acquired which are unknown to ValOre at present and which have been caused by previous or existing owners or operators of the properties.

Commodity Prices

The price of ValOre's securities, its financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in the price of base metals & minerals. These prices fluctuate widely and are affected by numerous factors beyond ValOre's control such as the sale or purchase of uranium by various dealers, government agencies and financial institutions, interest rates, exchange rates, inflation or deflation, currency exchange fluctuation, global and regional supply and demand; production and consumption

patterns, speculative activities, increased production due to improved mining and production methods, government regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals, environmental protection and international political and economic trends, conditions and events. These prices fluctuate widely, and future serious price declines could cause continued development of ValOre's properties to be impracticable.

Further, reserve calculations and life-of-mine plans using significantly lower uranium and platinum group elements prices could result in material write-downs of ValOre's investment in mining properties and increased amortization, reclamation and closure charges.

In addition to adversely affecting reserve estimates and its financial condition, declining commodity prices can impact operations by requiring a reassessment of the feasibility of a particular project. Such a reassessment may be the result of a management decision or may be required under financing arrangements related to a particular project. Even if the project is ultimately determined to be economically viable, the need to conduct such a reassessment may cause substantial delays or may interrupt operations until the reassessment can be completed.

Price Volatility

In recent years, the securities markets in Canada and elsewhere have experienced a high level of price and volume volatility, and the market prices of securities of many public companies have experienced significant fluctuations in price which have not necessarily been related to the operating performance, underlying asset values or prospects of such companies. Any quoted market for ValOre's securities will be subject to such market uncertainties and the value of such securities may be affected accordingly.

Key Executives

ValOre is dependent on the services of key executives and a small number of highly skilled and experienced consultants and personnel, whose contributions to the operations of ValOre are likely to be of importance. Locating mineral deposits depends on a number of factors, not the least of which is the technical skill of the exploration personnel involved.

Due to the relatively small size of ValOre, the loss of these persons or ValOre's inability to attract and retain additional highly skilled employees or consultants may adversely affect its business and future operations. ValOre does not currently carry any key-man life insurance on any of its executives. The directors and officers of ValOre only devote part of their time to the affairs of ValOre.

Potential Conflicts of Interest

Certain directors and officers of ValOre are, and may continue to be, involved in the mining and mineral exploration industry through their direct and indirect participation in corporations, partnerships or joint ventures which are potential competitors of ValOre.

Situations may arise in connection with potential acquisitions in investments where the other interests of these directors and officers may conflict with the interests of ValOre. Directors and officers of ValOre with conflicts of interest are subject to and do follow the procedures set out in applicable corporate and securities legislation, regulations, rules and policies.

Dividends

ValOre has no earnings or dividend record and is unlikely to pay any dividends in the foreseeable future as it intends to employ available funds for mineral exploration and development. Any future determination to pay dividends will be at the discretion of the Board of Directors of ValOre and will depend on ValOre's financial condition, results of operations, capital requirements and such other factors as the Board of Directors of ValOre deem relevant.

Nature of the Securities

The purchase of ValOre's securities involves a high degree of risk and should be undertaken only by investors whose financial resources are sufficient to enable them to assume such risks. ValOre's securities should not be purchased by persons who cannot afford the possibility of the loss of their entire investment. Furthermore, an investment in ValOre's securities should not constitute a major portion of an investor's portfolio.

OFF BALANCE SHEET ARRANGEMENTS

ValOre does not utilize off balance sheet arrangements.

TRANSACTIONS WITH RELATED PARTIES

Key management compensation

Key management consists of ValOre's directors and officers. In addition to management and consulting fees paid to these individuals, or companies controlled by these individuals, the Company provides non-cash benefits. The aggregate value of compensation with key management for the three months ended December 31, 2025, was \$875,723 (2024 - \$25,500) and was comprised of the following:

	Three months ended December 31, 2025	Three months ended December 31, 2024
Management and consulting fees	\$ 112,115	\$ 12,000
Directors' fees (included in Management and consulting fees in the Statements of Loss and Comprehensive Loss)	13,500	13,500
Share-based compensation	750,108	-
Total remuneration	\$ 875,723	\$ 25,500

The amounts charged to ValOre for the services provided have been determined by negotiation among the parties and, in certain cases, are covered by signed agreements.

Related party transactions and balances not disclosed elsewhere in these consolidated financial statements are as follows:

Other related party transactions

During the three months ended December 31, 2025, ValOre incurred a total of \$15,000 (2024 - \$15,000) in consulting fees.

Due to/from related parties

As at December 31, 2025, \$6,133 (September 30, 2025 - \$18,750) was owed the CEO of the Company for management fees. Amounts due to related parties are unsecured, have no fixed repayments and are non-interest bearing.

Subscriptions received

As at December 31, 2025, the Company had no subscription proceeds received in advance from related parties (September 30, 2025 – \$Nil). The subscription proceeds of \$2,428,000 received from the Company's CEO and CFO during the year ended September 30, 2024 were applied toward the private placement completed in October 2024.

COMMITMENTS

Flow-through premium liability

Flow-through share premium liabilities include the liability portion of the flow-through shares issued. The following is a continuity schedule of the liability portion of the flow-through shares issuance.

Balance at September 30, 2023	-
Liability incurred on flow-through shares	388,889
Balance at September 30, 2024	388,889
Liability incurred on flow-through shares	1,111,046
Settlement of flow through share liability on incurring expenditures	(1,249,611)
Balance at September 30, 2025	\$ 250,324
Settlement of flow through share liability on eligible expenditures	(243,027)
Balance at December 31, 2025	\$ 7,297

During the year ended September 30, 2024, Hatchet completed a flow-through private placement of 1,111,112 flow-through common shares at a price of \$0.45 per share for gross proceeds of \$500,000. A premium of \$0.35 per share was received for the flow-through shares resulting in an initial liability of \$388,889.

During the year ended September 30, 2025, Hatchet completed the following flow-through private placements:

- 1,488,777 flow-through common shares at a price of \$0.75 per share for gross proceeds of \$1,116,583. A flow-through liability of \$1,004,924 was recognized from this issuance.
- 408,160 flow-through common shares at a price of \$0.75 per share for gross proceeds of \$306,120. A flow-through liability of \$106,122 was recognized from this issuance.

The flow-through liability is amortized to Other Income in the Statement of Loss and Comprehensive Loss, based on the percentage of the eligible expenditures incurred during the period.

PROPOSED TRANSACTIONS

There are no proposed transactions that should be disclosed.

CRITICAL ACCOUNTING ESTIMATES

ValOre's accounting policies are presented Note 2 of the condensed interim consolidated financial statements for the three months ended December 31, 2025 and 2024. The preparation of financial statements in accordance with IFRS Accounting Standards requires management to select accounting policies and make estimates. Such estimates may have a significant impact on the financial statements. Actual amounts could differ materially from the estimates used and, accordingly, affect the results of the operations.

These include:

- the carrying values of exploration and evaluation assets
- the valuation of stock-based compensation expense

Exploration and evaluation assets

The carrying amount of ValOre's exploration and evaluation assets do not necessarily represent present or future values, and the Company's exploration and evaluation assets have been accounted for under the assumption that the carrying amount will be recoverable. Recoverability is dependent on various factors, including the discovery of economically recoverable reserves, the ability of the Company to obtain the necessary financing to complete the development and upon future profitable production or proceeds from the disposition of the mineral properties themselves.

Additionally, there are numerous geological, economic, environmental and regulatory factors and uncertainties that could impact management's assessment as to the overall viability of its properties or to the ability to generate future cash flows necessary to cover or exceed the carrying value of the Company's exploration and evaluation assets.

Stock-based compensation expense

The grant date fair value of share-based payment awards granted to employees is recognized as an employee expense, with a corresponding increase in equity, over the period that the employees unconditionally become entitled to the awards. The amount recognized as an expense is adjusted to reflect the number of awards for which the related service and non-market vesting conditions are expected to be met, such that the amount ultimately recognized as an expense is based on the number of awards that do meet the related service and non-market performance conditions at the vesting date.

The accounting policies in preparation of the condensed interim consolidated financial statements for the three months ended December 31, 2025, are consistent with those applied and disclosed in the Company's audited consolidated financial statements for the year ended September 30, 2025.

FINANCIAL INSTRUMENTS AND OTHER INSTRUMENTS

Categories of financial assets and liabilities

The fair value of the Company's cash and cash equivalents, accounts payable and accrued liabilities, and loan payable approximate carrying value which is the amount recorded on the statement of financial position due to their short-term nature.

Foreign currency translation

The functional currency of ValOre and its subsidiaries is the Canadian dollar. Foreign currency transactions are translated into the functional currency of the Company using the exchange rates prevailing at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the reporting date are translated into the functional currency at the exchange rate in effect at the financial statement date. Exchange gains or losses arising from these translations are recognized in profit or loss for the reporting period.

Credit risk

Credit risk is the risk of loss associated with a counterparty's inability to fulfil its payment obligations. The Company's credit risk is primarily attributable to cash. Management believes that the credit risk concentration with respect to cash, is remote as they relate to deposits with major financial institutions. The maximum credit risk as at December 31, 2025 was \$1,211,015 (September 30, 2025 - \$1,086,078).

Liquidity risk

The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. At December 31, 2025, ValOre had a cash balance of \$1,211,015 (September 30, 2025 - \$1,086,078) to settle current liabilities of \$1,218,247 (September 30, 2025 - \$1,588,949).

Market risk

Market risk is the risk of loss that may arise from changes in market factors such as interest rates, foreign exchange rates, and commodity and equity prices.

(a) Interest rate risk

The interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. As of December 31, 2025, the Company is not exposed to significant interest rate risk.

(b) Foreign currency risk

ValOre is exposed to foreign currency risk on fluctuations related to cash, and accounts payable and accrued liabilities, denominated in Brazilian Real. A 10% fluctuation between the Canadian dollar and the Brazilian real would impact profit or loss by approximately \$4,671 (September 30, 2025 - \$9,355).

(c) Price risk

The Company is exposed to price risk with respect to commodity and equity prices. Equity price risk is defined as the potential adverse impact on the Company's earnings due to movements in individual equity prices or general movements in the level of the stock market. Commodity price risk is defined as the potential adverse impact on earnings and economic value due to commodity price movements and volatilities.

The Company closely monitors commodity prices of resources, individual equity movements, and the stock market to determine the appropriate course of action to be taken by the Company.

OTHER REQUIREMENTS

Additional Disclosure for Toronto Stock Exchange Venture Issuers Without Significant Revenue

Additional disclosure concerning ValOre's general and administrative expenses and exploration and evaluation assets is provided in ValOre's Statement of Loss and Comprehensive Loss and Schedule of Exploration and Evaluation Assets contained in its condensed interim consolidated financial statements for the three months ended December 31, 2025 and its audited annual financial statements for September 30, 2025, available on www.sedarplus.com.

Outstanding Share Data

ValOre's authorized share capital is unlimited common shares without par value. As at the date of this MD&A, the following common shares, options, and share purchase warrants were outstanding:

	# of Shares	Exercise Price	Expiry Date
Issued and outstanding common shares	254,954,066		
Options	20,000,000	\$0.12	October 12, 2030
Warrants	29,479,467	\$0.10	October 8, 2027
Fully Diluted at February 27, 2026	304,433,533		

APPROVAL

The Board of Directors of ValOre Metals Corp. has approved the disclosure contained in this MD&A. A copy of this MD&A will be provided to anyone who requests it.

ADDITIONAL INFORMATION

Additional information can be obtained on SEDAR www.sedarplus.ca or by contacting:

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VALORE METALS CORP.

/s/ "Nicholas Smart"

Nicholas Smart

Chief Executive Officer

VALORE METALS CORP.

/s/ "Robert Scott"

Robert Scott

Chief Financial Officer