Management's Discussion and Analysis of Financial Condition and Results of Operations
For the three-months period ended March 31, 2026
Date of release May 29, 2026

(All amounts are expressed in United States dollars unless otherwise stated)

1. INTRODUCTION

This Management Discussion and Analysis (''MD&A") for the three-months period ended March 31, 2026, has been prepared as at May 29, 2026, and contains certain "forward-looking statements" under the Canadian securities laws. All statements, other than statements of historical fact included herein, including without limitation statements regarding potential mineralization, exploration results, plans and objectives of DFR Gold Inc. ("DFR Gold", "DFR" or "the Company" or together with its subsidiaries, "the Group"), are forward-looking statements that involve various risks, uncertainties and assumptions. The MD&A should be read in conjunction with DFR's condensed consolidated interim financial statements for the three-months period ended March 31, 2026 (the "Financial Statements"). The Financial Statements are unaudited and have not been reviewed by the Company's external auditors.

Additional information about DFR is available o SEDAR www.sedarplus.ca

(i) Geopolitical and political situation

The geopolitical situation in Eastern Europe intensified on February 24, 2022, with Russia's invasion of Ukraine. Moreover, the armed conflict in Israel and the Gaza Strip in the Mediterranean has entered a critical phase. On February 28, 2026, the beginning of military action in Iran and the Middle East has introduced significant volatility into global financial markets, with ripple effects extending far beyond the region.

In addition to the human toll, the wars are increasingly affecting economic and global financial markets and exacerbating ongoing economic challenges, including issues such as rising inflation and global supply-chain disruption. Moreover, countries where DFR conducts exploration in West Africa, continue to experience civil unrest and/or warfare including attacks on civilians.

Though the Company's activities have so far not been significantly affected by the situation in eastern Europe, the situation in the Middle East and in West Africa has started impacting fuel and security costs. Management believes that the nature and duration of uncertain and unpredictable events, such as attacks on civilians and further military action in Burkina Faso, war in the Middle East and additional sanctions on Russia and reactions to ongoing developments by global financial markets may have further implications on its activities.

The Company is continuously evaluating its direct and indirect exposures to the impacts of the local and regional events as well as consequences of the Russia-Ukraine conflict and the military action in Iran and the Middle East on its operation. Although the Company does not have direct exposure to Ukraine, Russia, Israel and the Middle East, it is likely to be affected by the overall economic uncertainty, supply chain disruptions, increased fuel and security costs, and negative impacts on the global economy and major financial markets arising from the wars. Moreover, the Company is expecting to face higher costs for securing its license area on an ongoing basis. Although the Company's assets in West Africa have not been threatened, the political situation and regional security situation are likely to impede on the Company's ability to raise funds for its West African projects.

(ii) Material events following the end of the reporting period

There has been no other event since the end of the reporting period which would require disclosure or adjustment to the Financial Statements for three-months period ended March 31, 2026.

1. INTRODUCTION (CONTINUED)

(iii) Management's responsibility for financial reporting

The Financial Statements have been prepared by management who, when necessary, have made informed judgements and estimates of the outcome of events and transactions, with due consideration given to materiality. Management acknowledges its responsibility for the fairness, integrity and objectivity of all information in the Financial Statements. As a means of executing its responsibility, management relies on the Company's system of internal control. This system has been established to ensure, within reasonable limits, that the assets are safeguarded, transactions are properly recorded and are executed in accordance with management's authorization. In addition, the system ensures that the accounting records provide a solid foundation from which to prepare the consolidated financial statements.

The Board of directors carries out its responsibility for the consolidated financial statements principally through its Audit Committee, consisting mainly of non-management directors. This committee makes its recommendations to the Board of directors. Based on those recommendations, the Board of directors approves the consolidated financial statements.

(iv) Material uncertainty – reliance on shareholders' support

The Company has been funding its activities through loans and capital injections mainly from its substantial shareholders. The Company reported an accumulated deficit attributable to equity holders of the Company amounting to $85,466,509 (2025: $83,656,755) as at the period ended March 31, 2026, and incurred net losses attributable to equity shareholders to an extent of $323,985 and (2025: $208,802) during the three-months ended March 31, 2026. Inability to obtain shareholders support would cast doubt about the Company's ability to continue as a going concern.

2. OVERVIEW

(i) Description of business

DFR Gold Inc. was incorporated under the Yukon Business Corporations Act on May 28, 2000, and was continued into British Columbia on March 27, 2007, under the Canada Business Corporations Act. The Company acquired the Beravina zircon project in Madagascar in 2016, completed the acquisition and restructuring of Moydow Holdings Limited ("Moydow"), a BVI company holding a portfolio of gold assets in West Africa, on June 22, 2022, and as from January 1, 2024, increased its interest in the Gurara project in Nigeria from 25.5% to 51%. The Company is actively engaged in the development of its existing assets, with main focus on gold in West Africa, whilst continuing assessing additional mineral projects around the world to identify new opportunities.

The Company is listed on the TSX Venture Exchange ("TSXV") as a Tier 2 mining issuer with trading symbol DFR.

(ii) Principal Assets

Approval of disclosure of technical information

Mr. Kieran Harrington PGeo EurGeol, Vice President, Exploration of DFR Gold Inc. and a Qualified Person as defined under Canadian National Instrument 43 101 – Standards of Disclosure for Mineral Projects ("NI 43 101"), has reviewed and approved the technical information contained in this report.

2. OVERVIEW (CONTINUED)

(ii) Principal Assets (Continued)

Cascades (Gold) – Burkina Faso.

The Company's 80% controlled subsidiary, Moydow Holdings Limited ("Moydow"), holds two exclusive options for the Cascades project comprising of the WUO Land and WUO Land 2 exploration permits. The Company has effected the remaining payment of US$500,000 to exercise the WUO Land option in 2025, which will be transferred to the Company's subsidiary after completion of all administrative requirements. The WUO Land exploration permit has been renewed until March 5, 2027 and the area of the permit has been reduced by 25% from 61km2 to 46km2 in accordance with the Burkina Faso mining code. The WUO Land 2 exploration permit covering initially 243 km^2 of ground in the Banfora greenstone belt in southwest Burkina Faso, was reduced by 25 % to 182Km2 and further reduced to 150 km^2 in accordance with the Burkina Faso mining code upon a second and final renewal for a three-year term. Following renewal, the WUO Land 2 permit now runs until November 12, 2027. The WUO Land 2 permit is contiguous to the WUO Land exploration permit. The final payment to exercise the option was made on February 9, 2024 and the process to transfer the permit to the Company is in progress.

Data for over 65,000 meters of historical drilling has been acquired by Moydow from previous option/permit holders. The Company's subsidiary undertook a confirmatory twin and infill drilling campaign, consisting of 4,739 metres reverse circulation ("RC") drilling in 2021, following which a maiden resource statement was published. Moydow completed 4,975 meters of RC drilling program in August 2022, started prior to its acquisition by DFR, and further 5,641 meters of RC drilling in 2023. Combining the historic drilling data, and drilling performed from 2021 onwards, the Cascades project counts in excess of 80,000 meters of drilling. A NI 43-101 compliant technical report announced by the Company on October 25, 2021, and amended on April 20, 2022, reported:

- Indicated resource of 5.41 million tonnes at an average grade of 1.52 g/t Au for a total 264,000 ounces of gold; and,
- Inferred resource of 6.93 million tonnes at an average grade of 1.67 g/t Au for a total of 371,000 ounces of gold.

The Company engaged into environment and social impact studies during its previous exploration campaigns and as from the year 2025 started concertation with the local population. During the year 2025, the Company started a Feasibility Study at Cascades and has appointed a consulting Project Manager to oversee progress of the Feasibility Study, expected to conclude during the third quarter of 2026.

Pursuant to its agreement with Panthera Resources plc., the Company has to spend $18 million on the Cascades project by September 30, 2026, to maintain its 80% interest in the project. DFR has, until the reporting date, spent an estimated $7,361,000 (including operator's fee), which makes it probable that the Company will achieve the $18 million spending by the set date.

Gurara, Nigeria (Gold).

The Company acquired, in June 2022, a 25.5% indirect interest in various gold exploration projects in Nigeria (as part of the Moydow transaction), where historically very little systematic, modern exploration has been undertaken.

2. OVERVIEW (CONTINUED)

(ii) Principal Assets (Continued)

Gurara, Nigeria (Gold) (Continued)

The projects are located within the gold-bearing ("Schist Belt") terrain of the Benin-Nigeria Shield, which has broad similarities to the Birimian of the Man Shield of West Africa. The Company announced on May 7, 2024, agreements with Panthera Resources Plc., pursuant to which the Company increased its interest in the Gurara project from 25.5% to 51%.

Beravina (Zircon)

The Company through its fully owned Madagascar based subsidiary, Compagnie Générale des Mines de Madagascar ("CGMM"), owns a Mining License (*Permis d'Exploitation* PE 8096) for the exploration and mining of the Beravina deposit, expiring on June 22, 2055. The project is located in Western Madagascar within the Melaky region, covering 625 hectares and is approximately 220km east of the port of Maintirano, near a state road. A NI 43-101 compliant technical report filed by the Company on January 29, 2019, reported an Inferred Mineral Resource Estimate of 1.5 million tonnes grading 22.7% Zircon ($ZrSiO_4$) (equivalent to 15.3% ZrO_2).

(iii) Highlights

Overall operation updates and performance

The Group posted net losses amounting to $407,094 (2025: $225,442) for the three-months ended March 31, 2026, of which an extent of $323,985 (2025: $208,802) is attributable to Equity Shareholders of the Company. Activities and costs during the first quarter of 2026 relate mainly to the Cascades project where the feasibility study which started in 2025 is ongoing and to some extent, to Gurara, where the PW Mining Nigeria, the operator is testing recoverability of gold. Moreover, the Company expects the costs at Cascades to increase significantly as from the second quarter onwards, the main area of spending being the feasibility studies and increased security costs.

Corporate activities

The Company signed new agreements with Brian Kiernan and Spirit Resources SARL (an entity controlled by Jean-Raymond Boulle) (together the "Lenders") to raise $1,200,000 loan at 8% interest (December 31, 2025: $1,000,000 at 8% interest) announced on February 12, 2026. The funds are intended principally for Cascades expenditures and working capital. Outstanding loans and interests accrued amounted to $4,368,835 (December 31, 2025: $3,825,865) as at March 31, 2026.

(All amounts are expressed in U.S. dollars except where otherwise indicated)

3. RESULTS OF OPERATIONS

Review of selected financial and operating results
Selected year ends financial and non-financial information

	Three-months ended March 31, 2026 $	Three-months ended March 31, 2025 $
Exploration and evaluation expenses	**(242,582)**	(85,789)
General and administrative expenses	**(81,398)**	(94,574)
Interest expense	**(72,970)**	(42,623)
Interest & Other income	**35**	130
Foreign exchange gain (loss)	**(10,179)**	(2,586)
Net loss for the period	**(407,094)**	(225,442)
Exchange difference on translation of foreign operations	**340**	268
Total comprehensive loss	**(406,754)**	(225,174)
Loss attributable to:		
- Equity shareholders	**(323,985)**	(208,802)
- Non-controlling interest	**(83,109)**	(16,640)
Weighted average number of common shares outstanding	**203,139,700**	203,139,700
Loss per share – basic and diluted	**(0.00)**	(0.00)

Evaluation and Exploration expenditures (''E&E'')
The Company incurred an aggregate amount of $242,582 (2025: $85,789) on E&E for the three-months ended March 31, 2026, out of which expenditures relating to; Cascades project amounted to $135,309 (2025: $70,563), Beravina project to an extent of $4,154 (2025: $4,121), Gurara project $103,118 (2025: $nil) and other projects $nil (2025: $11,105). Pursuant to its agreement with Panthera Resources plc., expenditures at Cascades will be fully funded by DFR until the earlier of achieving $18 million qualifying expenditures or September 30, 2026. The E&E expenditures at Cascades for the first quarter related mainly to project management (including Feasibility and EIA) costs amounting to $85,549, surface rent $17,127 and the balance being admin costs, office and core storage rental. Pursuant to the joint venture agreement with the 49% minority partner, the funding of the of the Gurara project expenditure is on a participating basis, as such the $103,118 cost incurred at Gurara is funded in the proportion of interest held, that is 51% by DFR and 49% by the minority joint venture partner. Costs for the Beravina project include mainly payment to the in country administrator and for core storage rental.

General and Administrative Expenses ("G&A")

The Company incurred $81,398 (2025: $94,574) on G&A for the three-months ended March 31, 2026, consisting mainly of: salary / fees for officers (COO and CFO) to an extent of $33,000 (2025: $33,000), fees to regular consultants $22,400 (2025: $20,000) for administrative & financial services; amortization of insurance costs $6,107 (2025: $6,289), regulatory, listing and investor relations $10,380 (2025: $12,332) and the balance being mainly office related expenses.

(All amounts are expressed in U.S. dollars except where otherwise indicated)

3. RESULTS OF OPERATIONS (CONTINUED)

Review of selected financial and operating results (Continued)

Interest expense

Interest expense amounted to $72,970 (2025: $42,623) for the three months ended March 31, 2026, relate exclusively to the 8% related party loans and will continue to increase until such time the Company refunds the loans or part thereof. Interest expense is summarised as follows:

Details year ended	**March 31, 2026 $**	March 31, 2025 $
8% term loan $1,900,000 from Spirit Resources SARL	**35,178**	21,172
8% term loan $2,082,621 from Brian Kiernan	**37,792**	21,451
Total Interest	**$72,970**	$42,623

4. REVIEW OF OPERATIONS

Projects overview

DFR has a portfolio of exploration and development projects across Africa, with a focus on gold, including the highly prospective Cascades Project in Burkina Faso. The Company's portfolio and respective interest is summarised as follows:

Project	Interest held March 31, 2026	Interest held March 31, 2025
Cascades, Burkina Faso – Gold[1]	80% (subject to $18m spend)	80% (subject to $18m spend)
Gurara, Nigeria – Gold[2]	51% participating	51% participating
Beravina, Madagascar - Zircon	100%	100%

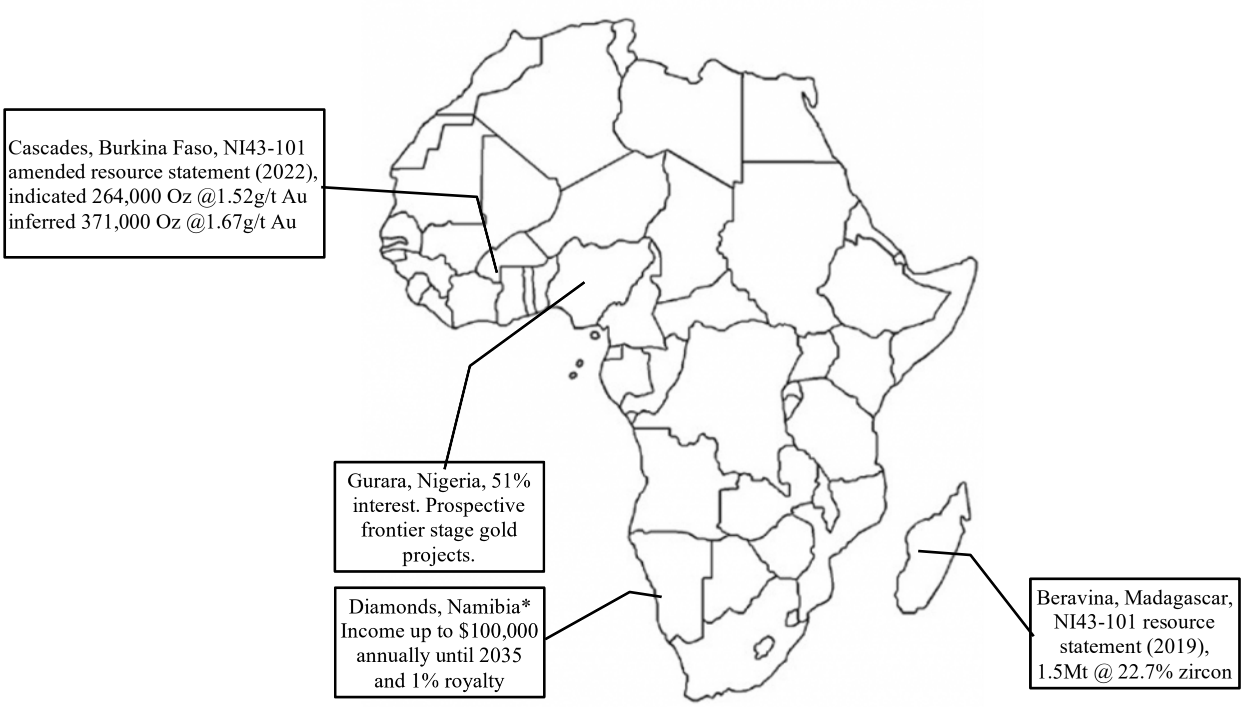
[1]The Company has spent $7,361,543 (after adjusting for accruals) on the Cascades project as at March 31, 2026, and has to spend an aggregate of $18m by September 30, 2026, to maintain its 80% interest in the Cascades project. Based on the current trend and the challenges to raise funds on the market, it is probable that the Company does not achieve the required level of spending to maintain the 80% interest, in such case the level of interest will be reduced based on the actual spending until September 30, 2026. Pursuant to the joint venture agreement between Panthera Resources plc and the Company, as from October 1, 2026 onwards, expenditures on the project will be funded by each shareholder according to their interest in the joint venture vehicle, currently estimated at 71.6% for DFR Gold Inc.

[2]The Company currently holds a 51% participating interest in the Gurara project, effective January 1, 2024, as such DFR is required to fund its 51% proportion of Gurara expenditures.

4. REVIEW OF OPERATIONS (CONTINUED)

Projects overview (continued)

The Company's interests are located in various regions of Africa as depicted below:



*DFR sold its diamond projects to JBDM Ltd. (a related party through common shareholding by Mr. Jean Raymond Boulle) in 2022 when it received an initial payment of $150,000 and pursuant to the agreement with JBDM Ltd., further annual payments of up to $100,000 until the year 2035 in addition to 1% net sale royalty shall accrue.

Exploration Projects

Cascades (Gold) – Burkina Faso

The Company entered into definitive agreements (the "Definitive Agreements") to acquire Moydow Holdings Limited, pursuant to an agreement dated August 25, 2021. Upon closing of the Definitive Agreements on June 28, 2022, DFR acquired an 80% interest in the Cascades project and Panthera Resources Plc. ("Panthera") retained a carried 20% interest provided that DFR invests $18,000,000 (the "Deemed Cost Base") in the project by September 30, 2026. Panthera shall have the right to acquire an additional 10% interest in Cascades by making a payment of up to $7,200,000 (to be adjusted according to the level of DFR spending) following the Trigger Date (defined as the earlier of DFR achieving the Deemed Cost Base or September 30, 2026), thereafter, all interests shall be participating. The Cascades gold exploration project comprising initially of an option for the WUO Land exploration permit (*fr - Permis de Recherche*), broadened in geographic scope through the acquisition of an option to acquire the WUO Land 2 exploration permit, which is contiguous to the WUO Land license. The WUO Land 2 Option has been exercised through the payment of $300,000 option exercise fees to the license holder, announced on February 9, 2024.

4. REVIEW OF OPERATIONS (CONTINUED)

Exploration Projects (Continued)

Cascades (Gold) – Burkina Faso (Continued)

The project is located in the Banfora greenstone belt of the West African Birimian Supergroup in Comoé province, southwest Burkina Faso. Cascades is approximately 370km west-southwest of Ouagadougou, and 100km northeast of the Wahgnion gold mine, operated by Endeavour Mining. The WUO Land option agreement gives DFR's subsidiary exclusive rights until May 27, 2024 to purchase 100% of the license holder's (the "License Holder") interest in the WUO Land exploration permit through a payment of $1,000,000. The Company and the License Holder have entered into an amendment agreement, dated June 8, 2024 (the "Amendment Agreement"), the Company paid $500,000 pursuant to the Amendment Agreement, and the remaining $500,000 was payable by June 8, 2025, and has been paid accordingly. Pursuant to the agreement with the License Holder, upon declaring a JORC compliant resource statement reporting at least 1,000,000 ounces of gold, the Company has to pay $1,000,000 within six-months (the "Milestone Payment"). Under the Amendment Agreement, the License Holder is entitled to a royalty payment of 0.5% of NSR over the duration of mining on the Permit. If the Milestone Payment described above is paid, each royalty payment thereafter shall be reduced by 25% until such time the aggregate amount of the said 25% reductions equal the amount of the Milestone Payment. Moreover, an amount of USD 50,000 was payable annually to the License Holder until May 27, 2023, and have been paid accordingly. The WUO Land exploration permit was renewed for three years in 2021, renewed for a second three-year term in 2024, until 5 March 2027. Upon the last renewal, the extent of the WUO Land License has reduced by 25% from 61 km2 to 46 km2 in accordance with the Mining Code.

The WUO Land 2 option agreement confers DFR's subsidiary exclusive rights to purchase 100% of the License Holder's interest in the WUO Land 2 exploration license for an aggregate payment of $500,000, out of which $200,000 was paid in 2022 and the remaining $300,000 has been paid on February 9, 2024, satisfying the obligations to exercise the option. The process to register the WUO Land 2 permit in the name of DFR's subsidiary is in progress and subject to completing all administrative requirements including an audit of all expenses incurred on the WUO Land 2 concession. The License Holder is entitled to a net smelter royalty of 1% capped at $2,000,000 on the value of all minerals extracted from the tenement. The WUO Land 2 exploration permit initially covering 243 km2 of ground has been reduced by 25 % to 182Km2 in accordance with the then existing laws and reduced further to the maximum allowable limit of 150Km^2 per permit as per the new mining code. The WUO Land 2 permit was granted for a three-year period on November 13, 2018, initially renewed for three-year period until November 12, 2024, and has been renewed for the second time (and last three-year term renewal) and runs until November 12, 2027.

Moydow has explored the area since August 2020 and has benefitted from exploration activities undertaken at Cascades by previous operators, High River Gold Mines Limited ("HRG") (now Nord Gold SE ("Nord Gold")) and Taurus Gold Limited ("Taurus") having executed an Exploration Data, Reports and Samples Purchase Agreement on October 9, 2020 with Nord Gold to purchase all of their historic data in consideration of a 0.5% Net Smelter Royalty (NSR) capped at USD 3,000,000.

Historic information includes over 65,000 metres ("m") of drilling (541 holes) completed across multiple drilling campaigns by HRG and Taurus, consisting of principally diamond and RC drilling. Mineralization has been intercepted in three main zones over a 14km strike length. Previous historical drilling and historical artisanal mining has demonstrated continuity of mineralization within two of the three zones over strike lengths of up to 9km.

4. REVIEW OF OPERATIONS (CONTINUED)

Exploration Projects (Continued)

Cascades (Gold) – Burkina Faso (continued)

Historical ground IP surveys, acquired by the Company, highlight the opportunity for further extensions and additional zones. Prior to its acquisition by DFR, Moydow consolidated all the previous exploration data into a single database for the first time in the project's history. The database includes an extensive amount of information, including drilling and soil sampling data, ground and airborne geophysics and Lidar surveys.

Moydow completed its inaugural exploration drilling program, which included 4,739m of reverse circulation (RC) drilling in 2021, comprising twin drilling of 23 holes in two areas of known, high grade mineralization, 2 infill holes as well as 4 exploration drill holes to test potential extensions. The results of the Moydow drilling showed strong reproducibility of the HRG and Taurus drill data both in terms of location of mineralization and grade. Moreover, the brownfields exploration drilling showed good predictability of the location of mineralization in extensional drilling to the mineral resource. The HRG, Taurus and Moydow data was therefore taken as sufficiently accurate to be used in the estimation of the maiden mineral resource estimates (MRE) for Cascades. On October 25, 2021, the Company announced a maiden Mineral Resource prepared in accordance with National Instrument 43-101 for the Company's Cascades project, and amended on April 20, 2022, reporting:

- Indicated resource of 5.41 million tonnes at an average grade of 1.52 g/t Au for a total 264,000 ounces of gold; and
- Inferred resource of 6.93 million tonnes at an average grade of 1.67 g/t Au for a total of 371,000 ounces of gold.

The MRE for the Cascades Project has been prepared by Mr. Ivor W.O. Jones, M.Sc., FAusIMM, P.Geo, for Aurum Consulting, who is an independent Qualified person (QP) under NI 43-101 guidelines. The maiden Mineral Resource and its preparation have been detailed in a technical report, entitled Diamond Fields Resources Inc. Cascades Project 2021-10, prepared in accordance with NI 43-101 and filed on SEDAR by the Company on December 3, 2021. On April 20, 2022, an amended technical report was filed clarifying that no exploration or drilling was done by DFR, no properties within close proximity to the project could be considered relevant to the project and that the qualified persons were independent from Moydow and Panthera Resources plc (which currently holds the remaining 20% interest in the project).

The MRE was estimated using ordinary kriging methodologies, standard estimation practices and constrained by an open-pit evaluation based on a $1,900 per ounce gold price and reported using a cut-off grade of 0.5 grams of gold per tonne ("g/t Au"). The MRE is based upon a total of 69,787m of drilling from 566 drill holes which includes the confirmatory, twin and infill drilling of 4739m for 31 holes (detailed above) undertaken by Moydow in 2021. Preliminary metallurgical results from historical metallurgical samples, supported by extensive LeachWELL (proprietary accelerated cyanide leach technique) data from Moydow drilling samples, indicate that gold is readily treatable by conventional cyanide leaching techniques after grinding to industry standard grind-sizes of approximately 80% passing 120 microns. Recoveries are in the range of 90% and 98% in the oxide zone and between 82% and 93% in the transition/sulfide zone. Moydow has estimated the amount of the resource that has been depleted by artisanal mining to be approximately 341,000 tonnes at 3 g/t Au.

4. REVIEW OF OPERATIONS (CONTINUED)

Exploration Projects (Continued)

Cascades (Gold) – Burkina Faso (continued)

Prior to the completion of its acquisition by DFR, Moydow started a drilling program at Cascades during the second quarter of 2022 (the "2022 Drilling Campaign") incorporating infill resource definition and step out drilling at the Daramandougou area (21 RC holes for an aggregate of 2,454 metres) and first-pass exploration drilling on two new previously untested targets in the then newly acquired Wuo Land 2 concession (as announced on March 11, 2022), namely the TT-13 and the Big South targets (22 holes).

All holes were drilled at an inclination of 53-55 degrees and an azimuth of 120 degree, aggregating 4,975 metres, the results were announced on September 6, 2022. Results from the 2022 Drilling Campaign support the presence of a significant new gold zone within the Wuo Land 2 area – the TT-13 target. In addition, infill drilling has added important further definition to DFR's geological model based on historical drilling. High grade mineralisation intersected in the Western Zone. Additional test work carried in 2022 supports the view that the gold is essentially free milling, in line with the regional metallurgy.

On May 25 2023, DFR announced the completion of 5,641 meters of reverse circulation drilling on the Cascades Project in Burkina Faso targeting extensions to the current resources and several new targets. The 2023 Drilling Program confirmed significant new zones with result potential. As at the date of issuance of this report, taking into consideration the historic drilling data, an aggregate of 80,403m of drilling has been completed at Cascades.

DFR and Panthera have entered into a joint venture agreement (the "Cascades JVA") for the management and operation of the project, pursuant to which DFR is the operator, and is entitled to appoint two of the three members of the management committee and to an operator fee.

The Company has commenced a feasibility study (the "Feasibility Study") targeting a 20,000 to 30,000 ounce per annum operation (see DFR's announcement dated August 5, 2025). The Feasibility Study will incorporate reserve definition drilling for the delineation of a starter pit(s), metallurgical test work to determine the optimal process circuit design, determination of the optimal locations for plant, waste dumps and tailings and the completion of the environment and social impact assessment, started during the previous exploration campaign. Following the end of the reporting period, and after completing the local administrative procedures, hard rock samples have been sent to Intertek Ghana for metallurgical testing, the tests were ongoing as at the date of this MD&A. Subject to completion of a positive Feasibility Study, DFR intends to apply for a mining permit on the Wuo Land and Wuo Land 2 exploration permits.

The Company incurred $135,309 (2025: $70,563) on the Cascades project during the three-months ended March 31, 2026, relating mainly to project management (including Feasibility and EIA) costs amounting to $85,549, surface rent $17,127 and the balance being admin costs, office and core storage rental. Moreover, the Company has incurred (after adjusting for accruals) $7,361,000 combined qualifying expenditures and operator's fees on the Cascades Project from the date of the Definitive Agreements (August 25, 2021) to the date of reporting, and pursuant to the agreement with Panthera Resources plc. the Company has to spend $18,000,000 until September 30, 2026 to maintain its 80% interest, thereafter all interest shall be participating.

4. REVIEW OF OPERATIONS (CONTINUED)

Exploration Projects (Continued)

Gurara (Gold), Nigeria

Upon closing of the Moydow transaction on June 28, 2022, Moydow's 51% interest in Gurara Holdings Limited ("Gurara"), a BVI company which holds 99.99% of the rights in several Nigerian mineral licenses through three Nigerian companies and operated through a joint venture agreement (the "Gurara JVA"), was spun off (together with the Kalaka gold project) and brought under a new holding company, Maniger Limited, a BVI company ("Maniger") held as to 50% by DFR and 50% by Panthera, and subsequently transferred to DFR.

The "Gurara JVA" involves the following parties:

(1) Moydow Holdings Limited ("Moydow"), now DFR;

(2) Zinariya Mining Limited ("Zinariya"), a BVI company. Zinariya owns the remaining interest in Gurara;

(3) Gurara Holdings Limited ("Gurara"), a BVI Company, which holds 99.99% in three Nigerian companies which in turn holds 100% of several mineral licenses ; and,

(4) PW Nigeria Mining Ltd ("PW Mining"), a Nigeria company which operate the joint venture.

Pursuant to the Gurara JVA:

- Zinariya granted a first option to Moydow to acquire a 51% interest in Gurara by investing a total of $1,000,000, Moydow has earned the First Option and held a 51% interest in Gurara, as such, following completion of the acquisition of Moydow by DFR and restructuring, DFR and Panthera both held an equal 25.5% participating interest in Gurara, and PW holds the balance.

- Moydow had a second option (the "Second Option") to earn a 65% interest in Gurara expiring in July 2023 by spending $2,000,000 in aggregate. Maniger has not incurred the requisite expenditure and has not earned the Second Option.

On May 7, 2024, the Company and Panthera entered into an agreement to restructure their respective interest in the projects held through Maniger, pursuant to which, amongst others:

- DFR holds a direct 51% interest in Gurara, therefore 51% participating interest in the mineral rights held by Gurara's Nigerian subsidiaries
- Panthera has assigned the balance receivable from Gurara to DFR
- PW Nigeria Mining Ltd. remains the operator of the Gurara projects
- Zinariya maintains its 49% interest in Gurara
- All interests are participating

4. REVIEW OF OPERATIONS (CONTINUED)

Exploration Projects (Continued)

Gurara (Gold), Nigeria (Continued)

Historically very little systematic, modern exploration has been undertaken on the Nigeria projects. The projects are located within the gold-bearing ("Schist Belt") terrain of the Benin-Nigeria Shield, which has broad similarities to the Birimian of the Man Shield of West Africa.

An extent of $103,118 (2025: $nil) has been incurred on the Gurara project during the three-months ended March 31, 2026, consisting of sampling costs, operators fees and compliance costs to keep the licenses in good standing. The 49% minority interest joint venture partner pays its proportionate share of the above costs (reflected under the 'non-controlling interest' line item in the Financial Statements.

Madagascar "Beravina" Zircon

In 2016, the Company acquired the Beravina zircon project in Madagascar. Beravina is a pegmatite-hosted, hard rock, zircon deposit located approximately 325 kilometers west-northwest of Antananarivo, the capital of Madagascar. The deposit is characterized by a small surface footprint, with the mineralised pegmatite describing a steeply dipping cone-shaped structure.

On January 29, 2019, the Company filed a technical report, entitled the Diamond Fields Resources Inc. Beravina Zircon Project Madagascar – NI 43-101 Technical Report (the "Beravina Technical Report"), reporting an Inferred Mineral Resource Estimate of 1.5 million tonnes grading 22.7% Zircon (ZrSiO4) (equivalent to 15.3% ZrO2). The Technical Report has been reviewed and approved by Jeremy C. Witley, Pr. Sci. Nat. (Geological Science) of the MSA Group. Mr Witley is a Qualified Person (as that term is defined by National Instrument 43-101) and is independent of the Company. The Beravina Technical Report is available on SEDAR www.sedarplus.ca and the Company's website www.dfrgold.com with the reported resource summarised below.

Category	Tonnes (Millions)	ZrO_2 %	$ZrSiO_4$ %	HfO_2 %	ThO_2 ppm	U_3O_8 ppm	Density t/m^3
Inferred	1.5	15.3	22.7	0.3	537	46	3.1

Various consultants (SGS South Africa, HATCH and the MSA Group) have conducted analyses of the Beravina mineralisation, minerology, metallurgy and other deposit characteristics, results from further metallurgical and material processing tests released in October 2018 confirmed that zircon can be concentrated to levels of between 50% ZrO2 and 58% ZrO2 with varying levels of thorium ingrained.

During the year 2022, the Company completed an imagery survey and recommended surface sampling which the Company has undertaken during 2024, following which the samples have been subjected to geo-chemical analysis. Expenditures incurred on the Beravina project amounted to $4,154 (2025: $4,121) for the three months ended March 31, 2026, relating mainly to consultancy fees for the in-country administrator, storage and compliance costs.

(All amounts are expressed in U.S. dollars except where otherwise indicated)

4. REVIEW OF OPERATIONS (CONTINUED)

Exploration Projects (Continued)

Namibian Marine Diamond – Annual Income

The Company disposed of its interest in the Namibian subsidiaries, consisting of 100% interest in Diamond Fields (Namibia) (Pty) Ltd. (DFN) and 70% of Namibian Diamond Company (Pty) Ltd. (NDC) (the "Namibian Assets"), to JBDM Ltd. (formerly Jean Boulle Diamond Mines Ltd.) (the "Buyer"), a related party with a common shareholder (UBO), pursuant to a diamond business sale agreement dated November 28, 2022. DFN holds mineral licenses ML111 and ML139, and NDC holds ML32. In consideration for the Namibian Assets, the Company received an initial payment of $150,000 (the "Initial Payment") in 2022 and is entitled to annual payments of $100,000 (as to $90,000 for ML111, $5,000 for each of ML32 and ML139) (the "Annual Payments") proportionately, as from September 1, 2023 until the earlier of either JBDM returns the license to the Company or September 1, 2035; and, payment of a 1% net sales royalty. The Company was entitled to $100,000 annual fee and $110,040 royalty fee from the Buyer, which were still outstanding as at March 31, 2026, and have not yet been paid as at the date of this MD&A. Management has assessed the recoverability of these receivables and have concluded that no Expected Credit Loss provision is required.

Other Prospects

The Company has incurred $nil (2025: $11,105) on other prospects for the three-months ended March 31, 2026, the cost for the corresponding period last year relate to consultancy / legal fees for new prospects being investigated by the Company.

5. SELECTED QUARTERLY FINANCIAL INFORMATION

The following table sets forth selected financial information for the eight most recently completed quarters:

All amounts in US$	Mar 31, 2026	Dec 31, 2025	Sep 30, 2025	Jun 30, 2025	Mar 31, 2025	Dec 31, 2024	Sep 30, 2024	Jun 30, 2024
Other income, gains on sale of assets	-	-	210,040	-	-	-	100,000	-
Loss	(407,094)	(974,616)	(14,986)	(804,022)	(225,442)	(340,593)	(301,729)	(816,648)
Basic loss per share	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)	(0.00)

6. CAPITAL RESOURCES AND LIQUIDITY

(i) Cash and Working Capital

As at March 31, 2026, the Company had working capital deficit amounting to $4,839,484 (December 31, 2025: $4,434,888) including cash amounting to $143,011 (December 31, 2025: $331,731). The increase in working capital deficit is mainly attributable to the loss incurred amounting to $407,094 for the three months ended March 31, 2026, out of which $72,970 relate to accrued interest. The Company received $470,000 loan from insiders during the three months ended March 31, 2026 and used $658,755 to fund operating activities. An aggregate of $258,906 outstanding liabilities as at December 31, 2025 have been settled during the three months period ending March 31, 2026. Moreover prepayments and receivables have increased by $68,188, impacting cash, the prepayment relates mainly to payment for security costs at the Cascades site.

Cash balance stood at $143,011 (December 31, 2025: $331,731) as at March 31, 2026. The decrease in cash balance is mainly attributable to the factors impacting working capital as discussed above, including additional loans and cash used in operating activities.

Other receivables and prepaids amounted to $370,130 (December 31, 2025: $301,942) as at March 31, 2026, made up mainly of $210,040 annual income and royalty from JBDM Ltd. pertaining to the 2022 Namibian asset sale, GST receivable, insurance prepaid and other prepayments and deposits in ordinary course of business. The increase in receivables is mainly attributable to advance payment of security expenses.

Accounts payable and accrued liabilities ("AP") amounted to $983,790 (December 31, 2025: $1,242,696) as at March 31, 2026, the decrease is as a result of payment of security expenses for the Cascades project invoiced and accrued as at December 31, 2025. AP as at March 31, 2026 consisted mainly of: trade payables, amounting to $231,863 (December 31, 2025: $217,359); amounts payable to related parties (see related party note) amounting to $377,168 (December 31, 2025: $334,609); security expenses in Burkina Faso accrued, amounting to $130,344 (December 31, 2025: $493,679); payable by Gurara to the 49% joint venture partner $180,889 (December 31, 2025: $130,215) and other accruals arising during ordinary course of business amounting to $63,526 (December 31, 2025: $66,834).

Borrowings, consisting of solely shareholders loans and interest thereon, amounted to $4,368,835 (December 31, 2025: $3,825,865) as at March 31, 2026, increased due to additional related party loans of $470,000 and $72,970 interest accrued. The date of payment of loans granted during 2024 and 2025 have been rescheduled to June 30, 2026, and all new loans thereafter also mature as at June 30, 2026, such that all outstanding loans and interest payable thereon are repayable at June 30, 2026, and bear interest at the rate of 8% per annum. The loans and interest outstanding are payable to Mr. Brian Kiernan as to $2,283,839 and Spirit Resources SARL (whose beneficial owner is Mr. Jean-Raymond Boulle) as to $2,084,996. Mr. Kiernan holds 37.6% and Mr. Boulle is the beneficial owner of 39.9% of the Company's issued and outstanding capital and as such are deemed control persons under the TSX Venture rules.

6. CAPITAL RESOURCES AND LIQUIDITY (CONTINUED)

(ii) Share and loans transactions

The Company had 181,670,852 shares issued and outstanding as at December 31, 2023, following conversion of the Debentures and interest thereon on February 29, 2024, the number of shares issued and outstanding was 203,139,700 and stayed on the same level as at December 31, 2024 and 2025, and march 31, 2026. The Company drew down further $470,000 related party loans during the three months period ended March 31, 2026. Interest accrued on related party loans for the three months period ending March 31, 2026 , amounted to $72,970.

(iii) Stock Options

The Company operates a fixed, less than 10% Stock Plan and has approval to issue up to a maximum of 17,800,000 Stock Options. The Company's Stock Options plan does not require shareholder approval, however, was initially approved by shareholders in 2013, then in 2016 and more recently during a special meeting held on June 9, 2022, to increase the number of options to 17,800,000.

The Company had 17,050,000 Stock Options outstanding as at December 31, 2023 and did not grant further Stock Options during the year ended December 31, 2024. On May 15, 2024, an extent of 6,500,000 Stock Options previously granted to directors expired ninety days following their resignation dated February 15, 2024. As at December 31, 2024, an extent of 10,550,000 Stock Options were outstanding, further 1,000,000 Stock Options expired on February 25, 2025, being 90 days after the resignation of an option holder, leaving a balance of 9,550,000 Stock Options as at December 31, 2025 and March 31, 2026. All Stock Options outstanding as December 31, 2025 are fully vested, have an exercise price of C$0.20 per share and, if not exercised prior, shall expire either by September 22, 2026, or December 6, 2026.

7. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

The preparation of financial statements in accordance with IFRS requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the reporting date and the reported amounts of income and expenses during the period. Actual results could differ from those estimates.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Information about critical judgements in applying accounting policies that have the most significant risk of causing material adjustment to the carrying amounts of assets and liabilities recognized in the financial statements within the next financial year are discussed below:

(i) Share-based payment transactions

The Company measures the cost of equity-settled transactions with employees and other parties by reference to the fair value of the equity instruments at the date at which they are granted. Estimating fair value for share-based payment transactions requires determining the most appropriate valuation model, which is dependent on the terms and conditions of the grant.

7. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (CONTINUED)

(i) Share-based payment transactions

This estimate also requires determining the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them. The assumptions and models used for estimating fair value for share-based payment transactions are disclosed under Note 13 of the Financial Statements.

(ii) Title to mineral property interests

Although the Company has taken steps to verify title to mineral properties in which it has an interest, these procedures do not guarantee the Company's title. Such properties may be subject to prior agreements or transfers and title may be affected by undetected defects.

(iii) Assets and business acquisitions

Management judgement is particularly required in the assessment of whether or not net assets acquired constitute a business combination or asset acquisition. Asset acquisitions are acquisitions of legal entities that do not qualify as business combinations under IFRS 3. In making this assessment, management considers the underlying economic substance of the items concerned in addition to the contractual terms. Management also applies as it considers appropriate the optional 'concentration test' as set out in the amendments to IFRS 3 'Business Combinations' published in October 2018 to aid the assessment of whether a transaction represents a business combination or is simply in substance the purchase of a single asset or group of similar assets.

(iv) Unsecured convertible bonds

During the year 2024, the Company converted previously issued unsecured convertible debentures ("Debentures") by way of a private placement with insiders. The Debentures carried interest and were payable on a defined maturity date, unless they were converted earlier. The Debentures have unique terms and management has to exercise judgement to assess whether the Debentures constitute compound financial instruments and whether they are derivative financial instruments. In making this assessment, management considers whether the contract will be settled by the Company by receiving or delivering a fixed number of its own shares for no future consideration; or by exchanging a fixed number of its own shares for a fixed amount of cash or other financial assets. Management also considers the 'fixed for fixed' requirement under IAS 32 'Financial instruments: Presentation'.

8. ADOPTION OF NEW ACCOUNTING STANDARDS & OTHER PROPOSED FUTURE ACCOUNTING CHANGES

New standards, interpretations and amendments that are effective for the current year

There are a number of amendments to accounting standards that become applicable for annual reporting periods commencing on or after January 1, 2026 and the Group considers that their application does not have any significant impact on the amounts reported for the current and prior periods, and so, have not been discussed in detail in the notes to the financial statements:

- Amendments to IFRS 9 and IFRS 7 - Classification and Measurement of Financial Instruments (effective on 01 January 2026)
- Amendments to IFRS 1, IFRS 7, IFRS 9, IFRS 10 and IAS 7 – Annual Improvements to IFRS Accounting Standards—Volume 11 (effective on 01 January 2026)
- Contracts Referencing Nature-dependent Electricity –Amendments to IFRS 9 and IFRS 7 (effective on 01 January 2026)

8. ADOPTION OF NEW AND REVISED ACCOUNTING AND REPORTING STANDARDS

New standards, interpretations and amendments not yet effective

- FRS 18 – Presentation and Disclosure in Financial Statements (effective on 01 January 2027)
- IFRS 19 - Subsidiaries without Public Accountability: Disclosures (effective on 01 January 2027)
- Translation to a Hyperinflationary Presentation Currency – Amendments to IAS 21 (effective on 01 January 2027)
- Sale or Contribution of Assets between an Investor and its Associate or Joint Venture - Amendments to IFRS 10 and IAS 28 (see note 1 below)
- Amendments to Illustrative Examples on IFRS 7, IFRS 18, IAS 1, IAS 8, IAS 36 and IAS 37

Note 1: In December 2015, the IASB postponed the effective date of this amendment indefinitely pending the outcome of its research project on the equity method of accounting.

Where relevant, the Group is still evaluating the effect of Standards, Amendments to published Standards and Interpretations issued but not yet effective, on the presentation of its consolidated financial statements.

9. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENT RISKS

(i) Capital Management

The Company's objective when managing its capital is to ensure it has sufficient capital to maintain its ongoing prospecting and exploration activities and safeguard its ability to continue as a going concern in order to pursue the continued development of its various mineral properties.

The Company's capital consists of shareholders' equity. The Company's policy is to fund ongoing exploration activities, as well as its administration and corporate activities, from the issuance of shares and debt instruments. The Company may acquire additional funds from capital or debt markets where advantageous circumstances arise. The Company assesses capital and debt markets on a case-by-case basis to minimize the cost of capital in the prevailing markets and maintain an optimal capital structure. The Company plans to raise capital or borrow funds, although there is no certainty that such financing will be available on terms acceptable to the Company.

Management reviews its capital management approach on an ongoing basis and believes that this approach, given the relative size of the Company, is reasonable. No investments in asset backed commercial paper are used. There are no outside restrictions on the Company's capital.

The Company's capital management policies have not changed during the year.

(ii) Financial Instrument Risks

The Company is exposed in varying degrees to a variety of financial instrument related risks. The type of risk exposure and the way in which such exposure is managed is provided as follows:

Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instrument will fluctuate because of changes in market prices. Market prices are comprised of four types of risk: foreign currency risk, interest rate risk, equity price risk, and commodity price risk.

9. CAPITAL MANAGEMENT AND FINANCIAL INSTRUMENT RISKS (CONTINUED)

(ii) Financial Instrument Risks (continued)

Foreign currency risk

Foreign currency risk is the risk that a variation in exchange rates between currencies with which the Company transacts will affect the Company's operations and financial results. The Company primarily transacts business in Canada, West Africa, and Madagascar and purchases goods and services denominated in US Dollars, Canadian Dollars, West African Francs, Madagascar Ariary and UK Pounds. As such, the Company has exposure to foreign currency exchange rate fluctuations. The Company has not entered into any agreements or purchased any instruments to hedge possible foreign currency risks.

Interest rate risk

Interest rate risk is the potential that a loss could result from a change in interest rate. During the periods ended March 31, 2026, and December 31, 2025, the Company was not exposed to financial instruments subject to interest rate risk:

Equity price risk

Equity risk is the uncertainty associated with the valuation of assets arising from changes in equity markets. The Company is not exposed to equity price risk as the Company does not hold any equity instruments which are classified in the statement of financial position as financial assets at fair value or which are valued at current bid price.

Commodity price risk

Commodity price risk is the uncertainty associated with the valuation of assets arising from changes in price of commodities. Though the Company is at an early exploration stage, it is exposed to price risk as fluctuations in the price of gold may affect its ability to raise finance.

Credit risk

The Company is primarily exposed to credit risk on its cash and the risk of financial loss if counterparty to a financial instrument fails to meet its financial obligation. Credit risk exposure on cash is limited through maintaining cash with high-credit quality financial institutions and instruments.

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company's approach to managing liquidity is to ensure, as far as possible, that it will have sufficient liquidity to meet its liabilities when due, without incurring unacceptable losses or risking harm to the Company's reputation. The Company monitors cash flows to ensure it has sufficient available funds to meet current and foreseeable financial requirements at a reasonable cost.

10. RISK FACTORS

The Company's properties and operations are subject to certain risks including but not limited to war and warfare, government regulations related to mining, mineral prices and currency fluctuations, competition, receipts of permits and approval from government authorities, operating hazards and other risks inherent to mineral exploration, development and mining operations.

10. RISK FACTORS (CONTINUED)

(i) Additional Financing Requirements

The Company will require additional financing in order to continue the development of the Company's properties and its exploration activities. There can be no assurance as to the success of future financing activities necessary to meet the Company's obligations and operating requirements. Failure to obtain sufficient financing may result in delay or postponement of activities, or loss of property interests.

(ii) Exploration activities will not necessarily result in the discovery of commercially recoverable quantities of targeted minerals (currently gold and zircon)

Mineral exploration, development and mining activities generally involve a high degree of risk and uncertainty. There is no assurance that continued exploration of the Company's concessions will result in any discovery of commercial quantities of gold, zircon or other minerals over and above those previously identified. Even if commercial quantities of gold, zircon or other minerals are discovered, economic recovery is dependent upon a number of factors, including the particular attributes of the deposit, such as terrain, size and grade, products prices and government regulations relating to royalties, allowable production, importing and exporting of minerals and environmental protection. Most of these factors are beyond the control of the Company.

Major expenses may be required to locate and establish mineral reserves, to develop metallurgical processes and to construct mining and processing facilities at a particular site. It is impossible to ensure that the exploration or development programs planned by the Company will result in a profitable commercial mining operation. There is no certainty that the expenditures made by the Company towards the search and evaluation of targeted minerals will result in discoveries of commercial quantities of those minerals.

(ii) Political Risks

The Company strives to minimize political risk by monitoring events in countries where it operates or where it considers operating, and by complying with local laws and regulations. The Company operates and conducts exploration activities in countries which have experienced civil unrest and/or civil warfare in recent years. Moreover, a peer operating in the same jurisdiction as the Company has not been allowed a new exploration license at 'reasonable' terms following expiry of the former. The Company attempts to minimize the risks inherent in conducting operations and exploration in frontier areas by monitoring local conditions and avoiding high risk areas. Moreover, political risks may bring uncertainties to the market and impede on the Company's ability to raise funds without risks of dilution.

(iii) Geopolitical Risks

The geopolitical situation in Eastern Europe and the Middle East has intensified, affecting supplies, prices and exchange rates, and to a certain extent junior exploration companies' share price and ability to raise funds. Whereas the Company may have very limited exposure in relation to its assets and people and has been able to rely on its shareholders for funding, there is no certainty that the Company will be able to raise finance in the medium term, and if it does so, there are risks of substantial dilution.

10. RISK FACTORS (CONTINUED)

(iv) Estimates of reserves and resources are inherently uncertain

There is a degree of uncertainty attributable to the calculation of reserves, resources and corresponding grades being mined or dedicated to future production. Until reserves or resources are mined and processed, the quantity of reserves or resources and grades must be considered as estimates only. In addition, the quantity of reserves or resources may vary depending on gold, zircon and other prices, operating costs and mining efficiency. Any material change in the quantity of reserves, resources or grade may affect the economic viability of the relevant concessions. Gold and other precious minerals within accessible areas are subject to artisanal mining. The accuracy of resource measurement is likely to be affected due to the subjectivity of estimating the level of depletion due to artisanal mining.

(v) Operating History

The Company has a limited history of operation and must be considered an early-stage resource exploration company. As such, the Company is subject to many risks common to such enterprises, including under-capitalization, cash shortages, limitations with respect to personnel, financial and other resources and lack of revenues. There is no assurance that the Company will be successful in achieving a return on shareholders' investment and the likelihood of success must be considered in light of its early stage of operations.

(vi) The Company's Beravina zircon deposit may not deliver a commercially viable product

The Beravina deposit has a NI 43-101 Inferred Mineral Resource estimate. Results from test work showed that zircon can be concentrated between 50% ZrO_2 and 58% ZrO_2 with varying levels of thorium ingrained. Whilst the Company anticipates doing further work, including evaluation of additional processing techniques to improve concentrate grade and remove deleterious elements, as well as market testing of various potential products, there is no certainty that the Company will achieve product grade and quality that can be sold at all, or at viable prices.

(vii) Title can be uncertain

The Company has investigated its rights to explore and exploit its concessions, and, to the best of its knowledge, those rights are in good standing, however, no assurance can be given that there are no title defects affecting such properties. In addition, no assurance can be given that applicable governments will not revoke or significantly alter the conditions of the applicable exploration and mining authorizations and that such exploration and mining authorizations will not be challenged or impugned by third parties. Mining and prospecting licenses may be revoked by the applicable government authorities for failure to perform the obligations thereunder. Licenses must be renewed periodically. The renewal process involves a review of the license holder's performance by government authorities, and no assurance can be given as to the outcome of the review. There is a risk that not all the Company's renewal and concession applications will be successful.

(viii) Infrastructure

Mining, processing, development and exploration activities depend, to one degree or another, on adequate infrastructure. Reliable roads, bridges, power sources and water supply are important determinants, which affect capital and operating costs. Unusual or infrequent weather phenomena, sabotage, government and other interferences in the maintenance or provision of such infrastructure could adversely affect the Company's operations, financial condition and results of operations.

10. **RISK FACTORS (CONTINUED)**

(ix) Profitability may be affected by fluctuations in the commodity prices

The price of the common shares, the Company's financial results and exploration, development and mining activities may in the future be significantly adversely affected by declines in commodity prices. Future serious price declines in the market value of certain commodities could cause continued development of the Company's properties to be impracticable.

(x) Regulations in foreign countries may limit the Company's activities and harm its business

The concessions comprising the Company's projects are located in Burkina Faso, Nigeria, and Madagascar, are subject to the laws and regulations of these respective jurisdictions. Although mining in each jurisdiction has a long history and has not been adversely impacted by unreasonable or arbitrary government action, there can be no assurance that the Company's business, operations and affairs will not be materially adversely affected by changes to, or arbitrary application of, laws and regulations or changes in the political and economic status.

Operations carried out by the Company in respect of its projects are subject to government legislation, policies and controls relating to prospecting, development, production, importing and exporting of minerals, concession tenure, exchange controls, mining taxes, labour standards and environmental protection. Moreover, in Burkina Faso where the Company has an exclusive option for an exploration permit, there is no assurance that the Company will be able to apply for the same permits after the latter's last renewal term have expired. There can be no assurance that such legislation, policies and controls will not have a material adverse effect on the business, operations and affairs of the Company.

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. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs, or reductions in levels of production at producing properties, or require abandonment or delays in development of new mining properties.

(xi) Competition

The mining industry is competitive in all of its phases. The Company faces strong competition from other mining companies in connection with the acquisition of properties producing, or capable of producing targeted minerals. Many of these companies have greater financial resources, operational experience and technical capabilities than the Company. As a result of this competition, the Company may be unable to maintain or acquire attractive mining properties on terms it considers acceptable or at all. Consequently, the Company's revenues, operations and financial condition could be materially adversely affected.

10. RISK FACTORS (CONTINUED)

(xii) Key Executives

The Company is dependent on the services of key executives, including the directors of the Company and a small number of highly skilled and experienced executives and personnel. Due to the relatively small size of the Company, the loss of these persons or the Company's inability to attract and retain additional highly skilled employees may adversely affect its business and future operations.

(xiii) Directors and officers of the Company may have conflicts of interest

Certain of the directors of the Company are directors or officers of, or have shareholdings in, other mining companies. If, and to the extent that, such other companies participate in business ventures in which the Company also participates, those directors may have a conflict of interest. These other mining companies may also compete with the Company for the acquisition of mineral property rights. In the event that any such conflict of interest arises, a director who has such a conflict will disclose the conflict to a meeting of the directors of the Company and will refrain from participating in any Board decisions concerning the matter giving rise to the conflict. In appropriate circumstances, the Company will establish a special committee of independent directors to review a matter in which several directors, or management, may have a conflict.

(xiv) Resources engaged to acquire new business opportunities may not deliver the desired results

The Company engages in identifying and acquiring business opportunities which involve possible acquisition of new mineral rights, options to acquire rights and business combinations (the "Opportunities"). Whilst the Company may invest considerable resources to secure Opportunities, there is no assurance that the Company will succeed in acquiring new viable Opportunities, and if it does, there is no assurance that these will deliver the desired results.

(xv) Propensity to invest $18 million and maintain 80% interest at Cascades may not be achieved

The Company's agreement with the joint venture partner for the Cascades project requires the Company to invest US$18,000,000 on the Cascades project prior to September 30, 2026, to retain the Company's 80% interest in the Cascades project. Whilst the Company's objective is to achieve 80% interest at Cascades, it is probable that the Company will be able to secure funding or perform the requisite work at Cascades.

(xvi) Foreign trade policies and retaliation may affect costs and revenues

The United States recently reviewed its tariffs with a range of countries, some countries have retaliated or may retaliate, the tariffs and retaliation may indirectly impact costs, revenues, estimates and hence the Company's future profitability and valuation, which may in turn affect the Company's capacity to raise funds. The Company is still evaluating the potential impact of foreign policies on its business.

11. OUTSTANDING SHARE DATA

Movement on shares and stock options have been reported under "Capital Resources and Liquidity" section of this MD&A. No share transaction occurred between January 1, 2025 and March 31, 2026. As at December 31, 2024 and 2025, and March 31, 2026, an aggregate of 203,139,700 common shares were issued, fully paid and outstanding.

(All amounts are expressed in U.S. dollars except where otherwise indicated)

12. RELATED PARTY TRANSACTIONS

Transaction involving directors or officers

The following transactions by the Company, involving management, constitute related party transactions:

	Three-months ended	
	March 31, 2026	March 31, 2025
		$
G&A – Jean Lindberg Charles, CFO and Secretary fees	**18,000**	18,000
G&A – Sybrand van der Spuy, COO fees	**15,000**	15,000
E&E – Kieran Harrington, VP Exploration	**25,000**	25,000
G&A – Minerex Limited Limited[1] consultancy fees	**15,000**	15,000

Notes:
G&A – denotes general and administration expenses
E&E – denotes exploration and evaluation expenses

[1]Mr. Brian Kiernan, currently serves as a director and CEO (previously non-executive chairman of the Board) of the Company and is also a major shareholder of Minerex Limited which provides support services to the Company.

Transaction with entities having common beneficial owners with DFR Gold Inc.

Moreover, during the year ended December 31, 2025, the Company recognised annual deferred consideration income amounting to $100,000 (2024: $100,000) and royalty income amounting to $110,040 (2024: $nil) from JBDM Ltd., a company which share a common beneficial owner (M. Jean-Raymond Boulle) with DFR. These amounts were unpaid as at March 31, 2026.

Insider Loans

The Company has entered into agreement with related parties Spirit Resources SARL ("Spirit") and Brian Kiernan ("Kiernan") who have provided debt funding (the "Loans") as set below. Spirit is controlled by Mr. Jean-Raymond Boulle who holds more than 10% interest in the Company. Kiernan is a director of the Company and holds more than 10% interest in the Company.

(All amounts are expressed in U.S. dollars except where otherwise indicated)

12. RELATED PARTY TRANSACTIONS (CONTINUED)

Insider Loans (Continued)

	Start date	Principal $	Interest $
Spirit Resources SARL	February 6, 2024	300,000	51,551
Brian Kiernan	February 26, 2024	500,000	83,726
Spirit Resources SARL	June 15, 2024	250,000	35,836
Brian Kiernan	June 20, 2024	250,000	35,562
Brian Kiernan	July 25, 2024	250,000	33,644
Spirit Resources SARL	October 1, 2024	300,000	35,901
Brian Kiernan	October 29,2024	50,000	5,677
Spirit Resources SARL	November 21, 2024	100,000	10,849
Spirit Resources SARL	December 9, 2024	100,000	10,455
Brian Kiernan	February 28, 2025	99,000	8,593
Spirit Resources SARL	March 10,2025	100,000	8,460
Brian Kiernan	March 27,2025	75,000	6,066
Spirit Resources SARL	June 5, 2025	250,000	16,384
Brian Kiernan	June 11, 2025	250,000	16,055
Spirit Resources SARL	August 7,2025	250,000	12,932
Brian Kiernan	September 8,2025	90,000	4,024
Brian Kiernan	December 18,2025	200,000	4,515
Brian Kiernan	December 31,2025	20,000	395
Brian Kiernan	December 10,2025	78,621	2,335
Spirit Resources SARL	February 11, 2026	250,000	2,629
Brian Kiernan	March 18, 2026	220,000	626
		3,982,621	386,215

The loans are unsecured, bear interest at 8% per annum. During the year 2025, the Company entered into agreement with Brian Kiernan and with Spirit Resources SARL to reschedule the repayment dates of the loans previously payable during the year 2025 to June 30, 2026. All subsequent loans are also repayable by June 30, 2026.

Other balances, transactions and off-setting

Offset of balances of Brian Kiernan and related parties, $ nil for the quarter ended March 31, 2026. On June 30, 2025, prior to the offset transaction described hereafter, and excluding the loans referred to under item 'Insider Loans', Brian Kiernan owed the Company $98,689, Minerex Drilling Contractors Limited, a company related to Brian Kiernan owed Moydow BF Limited $6,744 and Moydow Holdings Limited owed Brian Kiernan $5,797. On June 30, 2025, the Company and its subsidiaries (the "Group") on the one side and Brian Kiernan, Minerex Limited and Minerex Drilling Contractors SARL (the "Kiernan Group") on the other side entered into an agreement to offset the net balance receivable by the Group from the Kiernan Group against the amount the Company owed Minerex limited resulting in a net payable of $10,364 by the Company to Minerex Limited as at June 30, 2025, immediately after the netting off.

12. RELATED PARTY TRANSACTIONS (CONTINUED)

Related party loans and loans rescheduling

On August 5, 2025 (see DFR's announcement), the Company announced new loan agreements to raise in aggregate $1,000,000 in equal proportion from Spirit Resources SARL and Brian Kiernan (the "2025 Loans"). The 2025 Loans bear interest at the rate of 8% and are repayable by June 30, 2026. The proceeds of the 2025 Loans have been used to exercise the WUO Land option and to fund the commencement of feasibility at Cascades and general working capital purposes. Moreover, the repayment dates of the related party loans executed during the year 2024 have been rescheduled to June 30, 2026.

On February 10, 2026, the Company announced further loan agreements with Brian Kiernan and Spirit Resources SARL to raise $1,200,000 in equal proportion from the lenders (the "2026 Loans"). The 2026 Loans bear interest at the rate of 8% and are repayable on June 30, 2026.

The aggregate amount of related party loan and interests outstanding as at March 31, 2026 was $4,368,835 (December 31, 2025: $3,825,865)

13. EVENTS AFTER THE REPORTING PERIOD

There has been no material event since the end of the reporting period which would require disclosure or adjustment to the financial statements for the three-months ended March 31, 2026.