



# **COPPER STANDARD RESOURCES**

**MANAGEMENT DISCUSSION AND ANALYSIS  
FOR THE PERIOD ENDED DECEMBER 31, 2025**

# Copper Standard Resources Inc.

## 1. Introduction

This Management Discussion and Analysis (“MD&A”) of Copper Standard Resources Inc. (“Copper Standard” or the “Company”) has been prepared by management as of April 27, 2026 and should be read in conjunction with the Company’s consolidated financial statements for the year ended December 31, 2025 and related notes thereto (the “Financial Statements”) which have been prepared in accordance with International Financial Reporting Standards as issued by the International Accounting Standards Board (“IFRS. Readers are encouraged to consult the Company’s audited consolidated financial statements for the year ended December 31, 2024 and related notes thereto, which are available under Copper Standard’s profile on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) or its website at [www.copperstandard.com](http://www.copperstandard.com). All dollar amounts herein are expressed in Canadian dollars unless otherwise stated.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described under “Cautionary Note Regarding Forward-Looking Information” and “Other Risks to Copper Standard” towards the end of this MD&A.

## 2. Overview of Copper Standard

Copper Standard is engaged in the acquisition, exploration, discovery, and development of mineral interests focusing on copper and gold projects. The Company owns a 100% interest in the Pacaska, Capricho, and Paco Orco projects located in Peru. The Capricho and Paco Orco projects are under separate option agreements by Solaris Resources Inc. (“Solaris”) who can earn up to a total of a 75% interest in each project. The Company owns a 100% interest in the El Ferrol mineral claim which previously formed part of the Colpayoc Copper-Gold Project in Peru.

The head office, principal address and registered office of the Company are located at Suite 3200, 733 Seymour Street, Vancouver, British Columbia, V6B 0S6.

## 3. Exploration and Evaluation Assets

### Pacaska Project

The Pacaska Project contains a high-quality epithermal gold-silver target at surface with a copper-gold porphyry target at depth. The project contains a widespread mineralized footprint that sits within 7,650 hectares of mining concessions. The geology and alteration at Pacaska are similar to world-class epithermal gold deposits like the Pierina mine and Yanacocha mine in Peru. Rock sampling at Pacaska has returned widespread elevated gold mineralization in the 0.2 – 1.0 grams per tonne (“g/t”) Au range with local values up to 17 g/t gold and 11% copper. In 2019, an extensive 300 line-km ground magnetics survey and a 30 line-km IP geophysical survey were completed. Multiple strong targets were identified which were possibly porphyry copper system related. The project is also subject to net smelter return (“NSR”) royalties totaling 1.5%.

### Capricho and Paco Orco Projects

Capricho contains an outcropping porphyry copper – molybdenum system within a 3,768-hectare concession package. Prospecting work on the claims has uncovered porphyry copper mineralization in stockworks and altered intrusive rocks. The concessions contain enrichment zones with values reported up to 3% copper. Solaris has an option to earn a 75% interest over three stages. Solaris must obtain all necessary agreements and permits for drilling and thereafter spend US\$5.0 million on the project during the first three years for a 51% interest. An additional 24% interest, for a total of 75%, can be earned after Solaris spends US\$14.5 million on the project over the next four years, solely funding a Pre-Feasibility Study (“PFS”) on the project, and paying US\$0.5 million to the Company. The project is also subject to NSR royalties totaling 2%.

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Paco Orco contains outcropping gossans interpreted to result from weathering of carbonate replacement-style Pb-Zn-Cu-Ag mineralization. The 4,400-hectare project contains mineralized gossan and jasperoid outcrops extending more than two kilometers and is largely unexplored. Surface rock samples from the weathered gossans have produced values up to 0.58% lead, 0.26% zinc, and 58 g/t silver. Solaris has an earn-in option agreement on Paco Orco for up to 75% interest. Solaris has agreed to obtain all necessary drill permits and thereafter spend US\$4.0 million on the project during the first three years for a 51% interest. An additional 24% interest, for a total of 75%, can be earned after Solaris spends US\$11.5 million on the project over the next four years, fully funding a PFS for the project, and paying US\$0.5 million to the Company. The project is also subject to a 1% NSR royalty.

Both Capricho and Paco Orco are located within the World Class Andahuaylas – Yauri porphyry copper belt which hosts more than 20 major deposits, including the Tintaya mine and the Las Bambas mine.

As of December 31, 2025, Solaris is focused on obtaining surface access agreements with local landholders and communities for the purposes of permitting an exploration program on both projects.

### Other Projects

During the third quarter of 2025, the Company decided not to proceed with the option to acquire the Francisco Jose IV and V claims which together with the El Ferrol claim formed the Colpayoc project. The Company continues to retain a 100% interest in the El Ferrol claim.

The Company is continuously evaluating certain alternatives to advance all of its projects which may include finding exploration partners via joint-venture agreements, selling or disposing of assets, or certain other alternatives.

## 4. Summary of Annual Data and Quarterly Results

The following table is a summary of the Company's financial results and position for the last three years:

<i>In Canadian dollars unless otherwise stated</i>	Twelve months ended		
	31-Dec-2025	31-Dec-2024	31-Dec-2023
Revenue	-	-	-
Comprehensive loss	16,319,739	855,149	1,284,298
Total assets	5,182,953	19,450,743	14,077,690
Total non-current liabilities	-	-	-

The following table is a summary of the Company's financial results and position for the eight most recently completed quarters:

<i>In Canadian dollars unless otherwise stated</i>	Three months ended							
	31-Dec-25	30-Sep-25	30-Jun-25	31-Mar-25	31-Dec-24	30-Sep-24	30-June-24	31-Mar-24
Net loss	741,819	14,628,668	494,202	455,050	381,002	68,351	136,356	269,440
Basic loss per share	0.01	0.28	0.01	0.01	0.00	0.00	0.01	0.01
Diluted loss per share	0.01	0.28	0.01	0.01	0.00	0.00	0.01	0.01
Weighted average shares (basic and diluted)	53,820,980	52,330,738	51,667,461	49,645,979	45,390,040	41,893,464	41,893,464	41,260,377
Total assets	5,182,953	5,486,513	19,498,186	19,635,427	19,450,743	15,224,833	14,994,354	15,142,262
Long-term liabilities	-	-	-	-	-	-	-	-

Total assets primarily consist of the Company's exploration and evaluation assets. Except for the write down of deferred acquisition costs and exploration and evaluation expenses in the third quarter of 2025, the Company has

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incurred some general and administrative expenses during the periods shown, resulting in a small net loss in each period and a commensurate reduction in the total assets of the Company. Except for the write down of deferred acquisition costs and exploration and evaluation assets in the third quarter of 2025, the loss per share remained reasonably consistent throughout the periods shown. In Q4 2023 and Q1 2024, the Company completed a financing resulting in an increase in total assets and weighted average shares outstanding (see “6. Liquidity and Capital Resources”). The loss in Q3 2024 was mitigated by a substantial gain on the revaluation of an investment in Pucara Gold Ltd. (“Pucara”) which will not be recurring in future quarters. In Q4 2024, the company completed the acquisition of Pucara resulting in an increase in total assets and shares outstanding.

### 5. Results of Operations

#### Three months ended December 31, 2025 compared to the three months ended December 31, 2024

The Company incurred a net loss of \$741,819 in the three months ended December 31, 2025, as compared to \$381,002 in the same period in the prior year. The table below details the material changes in the expenditures for the three months ended December 31, 2025, as compared to the three months ended December 31, 2024:

Expense/Other income or loss	Change from prior period	Explanation for the change
Exploration and evaluation expenditures	Decrease in expense of \$57,926	The main costs for the current quarter consisted primarily of project claim fees and project evaluation and on going community relation work at the Company’s existing projects.
Foreign exchange	Increase of \$99,192	The foreign exchange gain and loss is a result of the Company’s assets being denominated in Peruvian soles and the changes in the foreign exchange rates between the Canadian dollar and the Peruvian Soles.
General and administrative	Increase in expense of \$30,948	The reduction of general and administrative expenses in the current quarter reflects a reduction of activity on the Company’s activities in Peru
Impairment of deferred acquisition costs and exploration and evaluation expenditures	Increase in expense of \$91,828	The Company in the current quarter elected not to proceed with the acquisition of the Colpayoc project.
Interest income	Decrease in income of \$11,953	The decrease is a result of less cash on hand in the current quarter to generate interest income.
Professional fees	Increase in expense of \$40,843	The increase in the expense is the result of additional professional fees relating to outsourcing in Canada and legal costs associated with dropping the Colpayoc option agreement in Peru. In addition the fourth quarter includes year end accruals for accounting fees.
Salaries and wages	Decrease in expense of \$15,112	The decrease is a result of less office staff in the subsidiary of the Company in Peru.
Share-based compensation	Increase in expense of \$74,552	The increase is a result of the expense related to stock options and Restricted Stock Units (“RSU”) that were granted in August 2025.

### Cash Flows

In the three months ended December 31, 2025, the Company’s cash and cash equivalents balance increased by \$93,886 (2024 decrease of \$318,133). This change is as a result of: incurring \$499,052 (2024 – \$303,773) in cash operating expenses, an inflow of \$280,638 (2024 – outflow of \$15,643) relating to timing differences with

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respect to non-cash working capital, an inflow of \$401,003 relating to the issuance of shares for warrant and option exercises and deferred acquisition costs of \$88,703 (2024 - \$461,414).

### Year ended December 31, 2025 compared to the year ended December 31, 2024

The Company incurred a net loss of \$16,319,739 in the year ended December 31, 2025, as compared to net loss of \$855,149 in the prior year. The table below details the material changes in the expenditures for the year ended December 31, 2025, as compared to the year ended December 31, 2024:

Expense/Other income or loss	Change from prior period	Explanation for the change
Exploration and evaluation expenditures	Increase in expense of \$395,735	The increase is a result of the Company evaluating prospective copper-gold project opportunities as well as exploration expenses relating to the projects acquired in the fourth quarter of 2024.
Gain on investments	Decrease in income of \$348,410	The Company did not have any short-term investments in the current period.
General and administrative	Increase in expense of \$103,738	The increase is a result of additional administrative costs for the Peruvian projects as a result of the Pucara acquisition acquired in the fourth quarter of 2024 and integrating Pucara operations into Copper Standard.
Impairment of deferred acquisition costs and exploration and evaluation expenditures	Increase in expense of \$14,351,180	The Company in the third quarter of 2025 elected not to proceed with the acquisition of the Colpayoc project.
Interest income	Decrease in income of \$84,561	The decrease is a result of less cash on hand in the current quarter to generate interest income.
Management fees	Increase in expense of \$17,460	The increase in management fees is due to additional fees being paid to the former Chief Financial Officer.
Professional fees	Increase in expense of \$70,369	The increase in the expense is the result of additional professional fees relating to the Pucara acquisition.
Salaries and wages	Increase in expense of \$58,751	The increase is a result of the appointment of a Chief Executive Officer in 2024.
Share-based compensation	Decrease in expense of \$51,960	The decrease is a result of the comparative period including an expense for stock options granted on September 1, 2022, these options vested fully on September 1, 2024 and therefore there was no expense in the current quarter. This was partially offset by the expense for the vesting of options and RSU's granted in August 2025.

### Cash Flows

In the year ended December 31, 2025, the Company's cash and cash equivalents balance decreased by \$268,390 (2024 - \$2,793,523). This change is as a result of: incurring \$1,663,012 (2024 - \$846,052) in cash operating expenses, an inflow of \$160,984 (2024 - \$304,387) relating to timing differences with respect to non-cash

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working capital, an inflow of \$1,648,411 relating to the issuance of shares for warrant and option exercises and deferred acquisition costs of \$414,773 (2024 - \$3,345,521).

### **6. Liquidity and Capital Resources**

As at December 31, 2025, the Company had a cash and cash equivalents balance of \$351,825 (December 31, 2024 - \$620,215) and a working capital deficit of \$351,667 (December 31, 2024 - \$280,832). \$200,000 of the working capital deficit related to a warrant exercise deposit for cash received for the exercise of warrants before December 31, 2025, and the shares being issued subsequent to December 31, 2025.

On December 16, 2025, the Company issued 670,000 shares upon exercise of 670,000 warrants at an exercise price of \$0.30 each for gross proceeds of \$201,000. The weighted average share price on December 16, 2025, at date of exercise was \$0.35.

On August 27, 2025, the Company issued 723,334 shares upon exercise of 706,667 warrants and 16,667 stock options at an exercise price of \$0.30 each for total gross proceeds of \$217,001. The weighted average share price on August 27, 2025, at date of exercise was \$0.36.

On June 30, 2025, the Company issued 1,333,332 shares upon exercise of 1,333,332 warrants at an exercise price of \$0.30 each for gross proceeds of \$400,000. The weighted average share price on June 30, 2025, at date of exercise was \$0.38.

On March 28, 2025, the Company issued 2,100,000 shares upon exercise of 1,900,000 warrants and 200,000 stock options at an exercise price of \$0.30 each for gross proceeds of \$630,000. The weighted average share price on March 27, 2025, at date of exercise of both the warrants and options was \$0.31.

On January 19, 2024, the Company completed the second tranche of a non-brokered private placement financing and issued 3,388,877 units at \$0.45 per unit (each unit consisting of one common share of the Company and one whole warrant), for proceeds of \$1,524,994. Legal and other financing costs of \$32,783 were incurred in connection with the financing and the net consideration of \$1,492,211 was allocated between shares and warrants pro-rata based on the fair value of the warrants using a Black-Scholes option pricing model and the trading price of the shares; a total of \$872,364 (net of \$19,165 financing costs) was allocated to share capital and \$619,847 (net of \$13,618 financing costs) was allocated to the warrants.

### **Ongoing Operations**

The Company does not generate any income and relies upon current cash resources and future financings to fund its ongoing business and exploration activities. The Company will explore appropriate financing routes which may include additional issuance of share capital; convertible securities; or other financial instruments. The financial statements of the Company and this MD&A have been prepared on the assumption that the Company will continue as a going concern, meaning it will continue in operation for the foreseeable future and will be able to realize assets and discharge liabilities in the ordinary course of business. Copper Standard is an exploration stage company and as at December 31, 2025, had an accumulated deficit of \$20,015,882. During the year ended December 31, 2025, the Company had no revenues and incurred a net loss of \$16,319,739. Management of the Company does not expect that its current cash position will be sufficient to meet all of its operating requirements, financial commitments, and business development priorities during the next twelve months. Accordingly, the Company will need to obtain financing in the form of debt, equity, or a combination to continue to operate. There can be no assurance that additional funding will be available to the Company, or, if available, that this funding will be on acceptable terms. These conditions indicate the existence of material uncertainty that may give rise to significant doubt about Copper Standard's ability to continue as a going concern.

As of the date hereof, the Company does not have any further commitments for capital expenditures or other contractual obligations other than those discussed elsewhere in this MD&A. The Company has no debt other than its accounts payable and accrued liability balances.

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### 7. Transactions with Related Parties

Related parties are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, either directly or indirectly. Related parties of the Company include the members of the Board of Directors, officers of the Company, close family members of these individuals, and any companies controlled by these individuals. Pathway Capital Ltd (“Pathway”) is considered a related party of the Company as it is controlled by the President and director of the Company.

On September 30, 2024, the Company terminated an administrative services agreement with Pathway to pay for management fees, rent and other administrative services. During the year ended December 31, 2025, Copper Standard paid or accrued \$0 to Pathway under the agreement (2024 - \$45,000), these expenses are included under general and administrative expenses and management fees. As at December 31, 2025, the balance payable to Pathway is \$nil (2024 - \$15,641).

#### *Compensation of key management personnel:*

Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company considers its Board of Directors, as well as the Chief Executive Officer, President and the Chief Financial Officer to be key management personnel.

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Key management personnel include persons having the authority and responsibility for planning, directing, and controlling the activities of the Company as a whole. The Company considers its Board of Directors, as well as the Chief Executive Officer and the Chief Financial Officer to be key management personnel.

During the years ended December 31, 2025 and 2024, the Company’s compensation cost for key management personnel was as follows:

	Year ended December 31, 2025	Year ended December 31, 2024
	\$	\$
Salaries and wages	231,469	180,405
Management fees	44,460	27,000
Share-based compensation	270,605	257,850
<b>Total</b>	<b>546,534</b>	<b>465,255</b>

### 8. Disclosure of Data for Outstanding Common Shares, Stock Options, and Warrants

As of the date of this MD&A, there were 55,896,710 common shares of the Company issued and outstanding. In addition, the Company had 3,911,666 stock options, 1,230,000 RSU’s and 15,141,431 share purchase warrants outstanding.

### 9. Significant Judgements and Estimates

The preparation of financial statements in conformity with IFRS requires management to make estimates and assumptions that affect amounts reported in the financial statements and accompanying notes. Management believes the estimates and assumptions used in the Financial Statements are reasonable; however, actual results could differ from those estimates and could impact future results of operations and cash flows.

Significant judgments made by management in applying the Company’s accounting policies and the key sources of estimation uncertainty are the same as those that applied to the annual financial statements as at and for the year ended December 31, 2024.

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### 10. Financial Instruments

As at December 31, 2025, the Company's financial instruments consist of cash and cash equivalents, receivables, and accounts payable and accrued liabilities. The Company classifies cash and cash equivalents and receivables as financial assets held at amortized cost. The Company classifies its investments as a financial asset held at fair value using the market price of traded securities and the Black-Scholes pricing model for its warrants. The Company classifies accounts payable and accrued liabilities as financial liabilities, and these are held at amortized cost. The fair value of all of the Company's financial instruments approximates their carrying value.

The risk exposure arising from these financial instruments are summarized as follows:

#### (a) Credit risk

Credit risk is the risk of potential loss to the Company if the counterparty to a financial instrument fails to meet its contractual obligations. The Company's financial assets are cash and cash equivalents and receivables. The Company holds its cash and cash equivalents in bank accounts with highly rated financial institutions, therefore minimizing the Company's credit risk. Receivables are due from government agencies.

#### (b) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they come due. The Company's approach to managing liquidity risk is to ensure that it will have sufficient liquidity to meet liabilities when due. The Company does not have sufficient cash as of December 31, 2025, to cover its liabilities. The Company's ability to continue to meet its liabilities when due, beyond the current cash and cash equivalent balance, is dependent on the Company's ability to obtain financing.

The Company has accounts payable and accrued liabilities of \$595,740 (2024 - \$497,749), which are due within 12 months following December 31, 2025. The Company's exposure to liquidity risk is high.

#### (c) Market risk

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or value of its holdings or financial instruments.

As at December 31, 2025, the Company is exposed to currency risk through its assets and liabilities denominated in US dollars and Peruvian nuevo soles. A significant change in these exchange rates could have an effect on the Company's results of operations, financial position, or cash flows. The Company has not hedged its exposure to currency fluctuations.

Based on the balances held in foreign currencies as at December 31, 2025, and assuming all other variables remain constant, a 10% change in the value of the US dollar and Peruvian nuevo soles against the Canadian dollar would result in an increase/decrease of approximately \$2,128 in assets.

### Capital Management

In the management of capital, the Company includes the components of shareholders' equity. The Company's objectives when managing capital are to safeguard the Company's ability to continue as a going concern in order to pursue the exploration and development of its mineral projects for the benefit of its stakeholders. As the Company is in the exploration stage, it has no income from operations, and its principal source of funds is from the issuance of its common shares.

The Company manages the capital structure and makes adjustments to it in light of changes in economic conditions and the risk characteristics of the underlying assets. To maintain or adjust the capital structure, the Company may attempt to issue new shares, enter into joint-venture arrangements, or dispose of assets, amongst other alternatives.

The Company is not subject to any externally imposed capital requirements.

## **11. Cautionary Note Regarding Forward-Looking Information**

Certain information contained in this document constitutes forward-looking statements. All statements, other than statements of historical facts, are forward looking statements, including but not limited to statements with respect to future plans and objectives of Copper Standard; Copper Standard's exploration plans, including plans for follow-up drilling and other work, the extent and nature of such exploration plans, timing of such exploration plans, and potential results of such exploration plans. Forward-looking statements are often, but not always, identified by the use of words such as may, will, seek, anticipate, believe, plan, estimate, budget, schedule, forecast, project, expect, intend, or similar expressions.

The forward-looking statements are based on a number of assumptions which, while considered reasonable by the Company, are subject to risks and uncertainties, including the Company's ability to advance exploration efforts; the results of such exploration efforts; copper, gold and other base and precious metal prices; cut-off grades; accuracy of mineral resource estimates and resource modeling; timing and reliability of sampling and assay data; representativeness of mineralization; timing and accuracy of metallurgical test work; anticipated political and social conditions; expected government policy, including reforms; ability to successfully raise additional capital; and other assumptions used as a basis for preparation of the Company's technical report. The Company cautions readers that forward-looking statements involve and are subject to known and unknown risks, uncertainties and other factors which may cause actual results, performance or achievements to differ materially from those expressed in or implied by such forward-looking statements and forward-looking statements are not guarantees of future results, performance or achievement. These risks, uncertainties and factors include the ability to raise funding to continue exploration, development and mining activities; share price fluctuation; global economic conditions; limited supplies, supply chain disruptions, and inflation; speculative nature of mineral exploration and development; risk of global outbreaks and contagious diseases; risks from international operations; risk associated with an emerging and developing market; relationships with, and claims by, local communities and indigenous groups; geopolitical risk; risks related to obtaining future environmental licenses for exploitation; permitting risk; anti-mining sentiment; failure to comply strictly with applicable laws, regulations and local practices may have a material adverse impact on the Company's operations or business; the inherent operational risks associated with mining, exploration and development, many of which are beyond the Company's control; land title risk; surface rights and access risk; fraud and corruption; ethics and business practices; Copper Standard may in the future become subject to legal proceedings; Copper Standard's mineral assets are located outside Canada and are held indirectly through foreign affiliates; commodity price risk; exchange rate fluctuations; joint ventures; property commitments; infrastructure; lack of availability of resources; dependence on highly skilled personnel; competition; significant shareholders; reputational risk; conflicts of interests; uninsurable risks; information systems; public company obligations; internal controls provide no absolute assurances as to reliability of financial reporting and financial statement preparation, and ongoing evaluation may identify areas in need of improvement; the Company's foreign subsidiary operations may impact its ability to fund operations efficiently, as well as the Company's valuation and stock price; the value of the Company's common shares, as well as its ability to raise equity capital, may be impacted by future issuances of shares; future sales of common shares by existing shareholders; environmental risks and hazards; and changes in climate conditions.

Although the Company has attempted to identify important risks, uncertainties and other factors that could cause actual performance, achievements, actions, events, results or conditions to differ materially from those expressed in or implied by the forward-looking information, there may be other risks, uncertainties and other factors that cause performance, achievements, actions, events, results or conditions to differ from those anticipated, estimated or intended. Unless otherwise indicated, forward-looking statements contained herein are as of the date hereof and the Company disclaims any obligation to update any forward-looking statements, whether due to new information, future events or results or otherwise, except as required by applicable law.

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## **12. Other Risks to Copper Standard**

The primary risk factors affecting Copper Standard are set forth in the Company's prospectus dated November 30, 2020 and management information circular dated December 20, 2021, which are both available on [www.sedarplus.com](http://www.sedarplus.com).

## **13. Qualified Person**

The technical information contained in this document was prepared under the supervision of Andy Swarhout, Chairman of the Company, who is a "Qualified Person" as defined in National Instrument 43-101 – *Standards of Disclosure for Mineral Projects*.