

# **SPC Nickel Corp.**

## **Management Discussion & Analysis**

### **For the Year Ended August 31, 2025**

The following is management's discussion and analysis ("MD&A") of the financial condition and results of operations of SPC Nickel Corp. ("SPC" or the "Company") for the year ended, and as of, August 31, 2025 unless otherwise noted. This discussion and analysis should be read in conjunction with the Company's August 31, 2025 year-end financial statements and attached notes, including the section on risks. This MD&A is dated December 9, 2025.

This MD&A contains forward-looking statements and should be read in conjunction with the risk factors described in the "*Risks and Uncertainties*" and the "*Cautionary Statement Regarding Forward Looking Information*" sections at the end of this MD&A.

The Company's reporting currency is the Canadian dollar and all monetary amounts in this MD&A are expressed in Canadian dollars unless otherwise stated.

## **OVERVIEW OF THE COMPANY**

SPC Nickel is a Canadian public corporation focused on exploring for high-grade polymetallic Cu-Ni-PGM mineralization in Nunavut and within the world-class Sudbury Mining Camp. SPC Nickel is currently exploring its unique district-scale polymetallic Muskox Project in Nunavut where the team recently completed its 2025 summer field program. The Company is also advancing its 100%-owned exploration project Lockerby East located in the heart of the historic Sudbury Mining Camp, which includes the West Graham Resource and the LKE Resource. SPC Nickel is committed to advancing high-potential polymetallic projects in Tier-1 jurisdictions across Canada with an emphasis on Nunavut and Sudbury.

## **CORPORATE ACTIVITIES**

On July 30, 2025, the Company issued 175,000,000 common shares at \$0.02 per share for gross proceeds of \$3,500,000 pursuant to a rights offering (the "Rights Offering") announced in June 2025. In connection with the Rights Offering, the Company entered into a standby commitment agreement with Dundee Resources Limited ("Dundee"), pursuant to which Dundee agreed to exercise both its basic subscription privilege in respect of the Rights Offering, as well as to subscribe for any additional shares available as a result of any unexercised rights issued under the Rights Offering (the "Standby Commitment"), so as to ensure that all right issued pursuant to the Rights Offering would be exercised. As consideration for the Standby Commitment, the Company issued 16,262,374 non-transferable compensation warrants (the "Compensation Warrants") to Dundee. Each Compensation Warrant entitles Dundee to purchase one common share at a price of \$0.05 for a period of 60 months from the date of issuance.

## **MINERAL PROPERTIES, ACTIVITY AND PLANS**

### **OVERVIEW OF PROJECTS**

SPC holds interests in two properties located in the Sudbury Mining Camp near Sudbury Ontario (Aer-Kidd Property and Lockerby East Property) and one near Espanola Ontario (Owen Nickel Property). The Company also holds, as its Muskox Property, the mineral rights to 31,783 hectares comprised of 28 mining claims in the territory of Nunavut. Additionally, SPC holds an option with Bathurst Metals Corp. to acquire 100% of 17,840 hectares comprised of 12 mining claims that are contiguous to the Muskox Property.

### **AER-KIDD PROPERTY**

SPC owns 100% of the mining rights for the Aer-Kidd Property that is located approximately 20 kilometres southwest of Sudbury, Ontario, along the Worthington Offset Dyke. The property consists of five mining patents (mining rights only) representing approximately 403 hectares.

The property remains subject to a pre-existing underlying agreement that provides a 3% Net Smelter Return royalty ("NSR") to SPG Royalties Inc. (the "Aer-Kidd Royalty") of which one half of the Aer-Kidd Royalty, or a 1.5% NSR, can be purchased for \$1,250,000. The Aer-Kidd Royalty includes advanced royalty bi-annual payments of \$50,000 which are deductible from future royalty payments based on production from the Aer-Kidd Property. SPC also holds an option to purchase 100% of the property surface rights from the City of Greater Sudbury at any time prior to December 31, 2027 for a cash payment of \$250,000 and a further cash payment of \$250,000 if a mine is brought into commercial production on the Aer-Kidd Property.

## **MUSKOX PROPERTY**

In September 2021, the Company staked 11 mining claims (totaling 13,327 hectares) and had previously obtained two prospecting permits (totaling 30,350 hectares) in respect of exploration properties located within the Muskox Intrusion (collectively, the "Muskox Property") in the Kitikmeot Region of Nunavut. Additionally, in a separate transaction that closed on November 22, 2021, the Company acquired a 100% interest in a database related to the Muskox Intrusion in exchange for cash payment of \$94,600 (US\$75,000) and 100,000 warrants exercisable into common shares of the Company at an exercise price of \$0.20 per warrant for a period of three years from the closing date. In February and April 2022, the Company staked an additional four mining claims (totaling 3,792 hectares) and in June 2024, the Company staked an additional two mining claims (totaling 2,003 hectares). In September 2024, the Company staked an additional two mining claims (totaling 3,127 hectares), two mining claims (totaling 3,054 hectares) in November and a further four mining claims (totaling 4,040 hectares) in January 2025. Prior to the 2025 field program, the Company staked an additional three mining claims (totaling 2,439 hectares) in July. As per the rule of the Nunavut Mining Act, ownership of the two prospecting permits lapsed after the standard five year period. As of July 31, 2025 the total land holdings were 31,783 hectares in 28 mining claims.

In March 2023, the Company entered into the "Bathurst Option Agreement", giving the Company the right to acquire a 100% interest in the McGregor Lake and Speers Lake properties consisting of 17,840 hectares in 12 mining claims, located within the Kitikmeot Region of western Nunavut.

Pursuant to the initial terms of the Bathurst Option Agreement, the Company can earn a 100% interest in the McGregor Lake and Speers Lake properties by paying \$1,350,000 in cash (\$600,000 paid) and issuing 7,500,000 shares (5,500,000 issued) over a three-year period. If the Company vests its interest, the Vendors will retain a 1% NSR on certain claims with the Company retaining the right to buy back a 0.5% NSR for \$5,000,000 up to the point of commercial production.

If the Company exercises its Option and earns a 100% undivided legal and beneficial interest in the Property (subject to the NSR), the Company is required to pay Bathurst Metals Corp. \$5,000,000 within twelve months of the commencement of Commercial Production on the Property.

In December 2023, the Company and Bathurst Metals Corp agreed to an amendment to the Bathurst Option Agreement whereby the March 2024 Option payment, originally for \$350,000, was reduced to \$50,000 and the remaining \$250,000 was deferred to March 21, 2025. All other cash Option payments were deferred by one year. All other terms of the agreement remained the same. The amended Option Payment schedules is as follows:

- \$300,000 upon execution of this Agreement (paid)
- \$50,000 on or before March 21, 2024 (paid)
- \$250,000 on or before March 21, 2025 (paid)
- \$350,000 on or before March 21, 2026
- \$400,000 on or before March 21, 2027

The total Muskox Property, including those mining claims under option from Bathurst Metals Corp. is 49,623 hectares in 40 mining claims.

Upon vestiture, SPC will hold over 496 square kilometres of the highly prospective Muskox Intrusion, representing one of the last remaining camp scale Cu-Ni-PGM opportunities in North America.

## LOCKERBY EAST PROPERTY

The Company owns a 100% interest in the Lockerby East Property. The property consists of freehold patents located in the south range of the Sudbury Igneous Complex ("SIC"), Sudbury, Ontario, including 100% of the LKE Deposit (formerly known as the Lockerby East Deposit) and 100% of the West Graham Deposit, the latter of which is subject to a 1% NSR to the previous owner of the West Graham portion of the Property.

The Lockerby East Property also includes the Company's right to acquire a 100% interest in the surface and mineral rights of the Crean Hill 3 Property (to a vertical depth of 550 metres), which is underlain by a portion of the West Graham Deposit, in consideration for a future cash payment of \$1 million and certain rights and royalties that will be extended to Vale across portions of the Project.

## OWEN NICKEL PROPERTY

SPC owns 100% of mineral rights of the Owen Nickel Property located 70 kilometres west of Sudbury Ontario near Espanola. The property consists of the mineral rights of three mining patents (47.5 hectares) located in Mongowin Township.

## EXPLORATION HIGHLIGHTS

### LOCKERBY EAST PROPERTY – WEST GRAHAM

In March 2025, the Company initiated a comprehensive metallurgical study on the West Graham resource. The aim of the study is to determine the estimated grade recoveries for the bulk deposit as well as recovery variabilities across the deposit. Additional studies to determine the mineralogy and the bond work index of the mineralization will also be completed. The study is being completed by XPS Industry Relevant Solutions based in Falconbridge, Ontario and is expected to be completed in December 2025.

In October 2025, the Company announced the commencement of a 1,000 metre diamond drilling program designed to test a series of high-conductivity electromagnetic (EM) anomalies located down-dip of the Company's LKE Resource.

## MUSKOX PROPERTY

In November 2025, the Company announced assay results from the 2025 Muskox exploration program. Results from the program confirmed widespread high-grade copper, nickel and PGM mineralization occurring across multiple geological environments within the 125 kilometre long Muskox Intrusion - one of the last undeveloped district-scale Cu-Ni-PGM opportunities globally. Mineralization styles and geological characteristics observed are directly comparable to globally significant nickel districts including Norilsk-Talnakh, Voisey's Bay and Sudbury.

SPC Nickel completed a **seven-day prospecting program** in August, supported by daily helicopter access from Kugluktuk. A total of **77 samples** were collected across the Equinox, Pyrrhotite Lake, Speers Lake, and additional target areas within the Main Muskox Intrusion and within the 60 kilometre long Feeder Dyke located south of the main intrusion.

### Highlights: Equinox Target (Table 1 and 2)

- A total of twenty-seven samples were collected from two historical showings (Equinox Target and Equinox North Target) located 1,000 metres apart.
- The Equinox Target hosts sharp-walled massive Cu-PGM veins dominated by chalcopyrite-cubanite-pyrrhotite-pentlandite up to 0.20 metres thick, associated in fractures within the strongly metamorphosed footwall. Samples returned values as high as **18.15% Cu, 0.06% Ni and 114.44 g/t PGMs**.
- Assay results indicated a highly fractionated sulphide, highly enriched in Pd-Pt-Au and Ag similar to the footwall orebodies of the Sudbury Mining Camp.

- A continuous channel sample across the exposed mineralized zone returned **6.85% Cu, 0.08% Ni and 23.64 g/t PGM's over 3.5 metres** (Table 2).
- The Equinox North Target hosts massive to semi-massive Cu-Ni-PGM mineralization dominated by pyrrhotite-pentlandite-chalcopyrite hosted within the hornfels zone along or near the contact of the intrusion.

**Table 1: 2025 Equinox Target selected (>1% Cu+Ni) Grab Sample Assay Results.**

Sample	Cu %	Ni %	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu + Ni %	Pd+Pt+Au g/t	CuEq %
M017963	18.15	0.06	97.90	11.65	4.89	13.8	18.21	114.44	70.62
M017919	15.50	0.13	63.70	7.23	3.79	11.8	15.63	74.72	50.37
M017926	14.45	0.05	26.30	4.33	0.72	53.1	14.50	31.35	29.23
M017964	12.85	0.09	24.50	3.17	1.07	13.0	12.94	28.74	26.17
M017923	11.15	0.08	38.10	4.95	1.99	13.3	11.23	45.04	32.08
M017921	10.00	0.06	29.70	3.64	1.53	142.0	10.06	34.87	28.21
M017965	9.75	0.15	59.60	6.36	3.77	22.9	9.90	69.73	42.67
M017966	8.44	0.10	22.80	2.28	1.78	9.9	8.54	26.86	21.44
M017922	4.64	0.10	9.64	0.95	0.78	6.1	4.74	11.37	10.28
M017939	2.83	1.67	1.59	0.00	0.07	2.0	4.50	1.66	5.93
M017927	3.32	1.05	0.56	0.03	0.08	5.0	4.37	0.67	5.19
M017925	3.56	0.05	17.15	1.81	0.90	41.8	3.61	19.86	13.36
M017938	1.40	2.05	1.69	0.00	0.08	1.9	3.45	1.77	5.07
M017937	1.84	1.45	1.31	0.02	0.08	1.6	3.28	1.40	4.51
M017924	2.82	0.10	10.05	0.66	0.77	3.2	2.92	11.48	8.43
M017942	1.75	1.01	1.02	0.07	0.08	2.3	2.76	1.16	3.73
M017943	1.56	0.80	0.83	0.01	0.06	2.1	2.36	0.91	3.13
M017941	1.04	0.95	0.91	0.07	0.06	1.3	1.99	1.04	2.86
M017930	0.69	0.88	0.44	0.04	0.02	1.1	1.57	0.50	2.15
M017932	1.06	0.51	0.76	0.04	0.12	1.1	1.57	0.91	2.26
M017928	1.14	0.27	0.55	0.04	0.07	1.6	1.41	0.66	1.87
M017933	0.83	0.53	0.26	0.01	0.02	1.5	1.36	0.29	1.72
M017935	0.60	0.60	0.26	0.01	0.03	2.1	1.20	0.30	1.61

- Grab samples are preferentially selected and are not representative of the entire property.

**Table 2: 2025 Equinox Target Channel Sample Assay Results.**

Sample	From (m)	To (m)	Length (m)	Cu %	Ni %	Pd g/t	Pt g/t	Au g/t	Ag g/t	Pd+Pt+Au g/t	CuEq %
M017919	0	0.6	0.6	15.50	0.13	63.70	7.23	3.79	11.8	74.72	50.37
M017921	0	0.9	0.9	10.00	0.06	29.70	3.64	1.53	142.0	34.87	28.21
M017922	0	0.6	0.6	4.64	0.10	9.64	0.95	0.78	6.1	11.37	10.28
M017923	0.6	1.4	0.6	11.15	0.08	38.10	4.95	1.99	13.3	45.04	32.08
M017924	1.4	2.3	0.9	2.82	0.10	10.05	0.66	0.77	3.2	11.48	8.43
M017925	2.3	3.0	0.7	3.56	0.05	17.15	1.81	0.90	41.8	19.86	13.36
M017926	3.0	3.5	0.5	14.45	0.05	26.30	4.33	0.72	53.1	31.35	29.23
<b>Average</b>	<b>0</b>	<b>3.5</b>	<b>3.5</b>	<b>6.85</b>	<b>0.08</b>	<b>20.13</b>	<b>2.44</b>	<b>1.07</b>	<b>20.9</b>	<b>23.64</b>	<b>18.11</b>

- Length refers to surface length.

**Highlights: Speers Lake Target (Table 3)**

- A total of eight samples were collected from the Speers Lake Target located 15 kilometres north of the Equinox Target.
- The Speers Lake Target hosts sharp-walled massive Cu-Ni-PGM veins dominated by chalcopyrite-cubanite-pyrrhotite-pentlandite up to 0.20 metres thick, associated in fractures within the strongly metamorphosed footwall.
- The Speers Lake mineralized showing significant Ni-enrichment, with lower PGM values compared to the Equinox Target with assays as high as **17.70% Cu, 6.24% Ni and 9.85 g/t PGMs**.

**Table 3: 2025 Speers Lake selected (>1% Cu+Ni) Grab Sample Assay Results.**

Sample	Cu %	Ni %	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu + Ni %	Pd+Pt+Au g/t	CuEq %
M017946	21.70	3.70	4.96	1.37	1.87	11.5	25.40	8.20	31.96
M017945	17.70	6.24	7.33	0.67	1.85	9.5	23.94	9.85	32.09
M017950	17.35	0.45	7.33	0.36	3.15	8.5	17.80	10.84	25.09
M017947	17.15	0.07	8.79	0.70	3.23	9.7	17.22	12.72	25.24
M017944	15.50	0.09	7.64	0.46	1.99	13.0	15.59	10.09	21.59
M017948	6.88	0.32	4.75	0.91	1.03	3.9	7.20	6.69	11.02
M017951	2.23	0.07	1.88	0.20	0.45	3.1	2.30	2.53	3.79

- Grab samples are preferentially selected and are not representative of the entire property.

**Highlights: Pyrrhotite Lake Target (Table 4)**

- A total of ten samples were collected from the Pyrrhotite Lake Target located 5 kilometres south of the Equinox Target.
- The Pyrrhotite Lake Target hosts massive to semi-massive Cu-Ni-PGM mineralization dominated by pyrrhotite-pentlandite-chalcopyrite hosted within the hornfels zone along/near the contact of the intrusion. Samples returned values as high as **3.57% Cu, 2.50% Ni and 0.58 g/t PGMs**.
- Narrow, fracture controlled sharp-walled massive Cu-PGM veins and blebby chalcopyrite are present associated with fractures within the strongly metamorphosed footwall. Samples returned values as high as **1.46% Cu, 0.04% Ni and 4.71 g/t PGMs**.
- A new style of mineralization was encountered in the adjacent footwall metasediments that consisted of a well-developed breccia hosting anastomosing veins of massive sphalerite and native silver. Sample returned value of **23.7% Zn and 7,500 g/t Ag**.

**Table 4: 2025 Pyrrhotite Lake selected (>1% Cu+Ni) Grab Sample Assay Results.**

Sample	Cu %	Ni %	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu + Ni %	Pd+Pt+Au g/t	CuEq %
M017985	3.57	2.50	0.48	0.06	0.04	7.3	6.07	0.58	7.43
M017984	3.40	2.23	0.41	0.04	0.04	7.5	5.63	0.49	6.85
M017969	4.13	0.03	0.59	0.05	0.06	2.3	4.16	0.69	4.55
M017981	2.06	0.04	0.47	0.09	0.08	1.2	2.10	0.64	2.46
M017979	1.46	0.04	4.04	0.24	0.43	12.0	1.49	4.71	4.00
M017970	1.26	0.08	0.78	0.12	0.03	0.9	1.34	0.93	1.80
M017968	0.94	0.06	0.28	0.04	0.02	0.7	1.00	0.33	1.19

- Grab samples are preferentially selected and are not representative of the entire property.

**Highlights: Feeder Dyke (Table 5)**

- A total of eighteen samples were collected from four locations along the 60 kilometre long Muskox Feeder Dyke including the SKOX, SKOX South and Spider Lake Targets.

- Net-textured, coarse-grained blebby to disseminated sulphides were observed at all four sample locations.
- Sulphides were dominated by chalcopyrite-pyrrhotite +/- pentlandite.
- Sample values as high as **6.01% Cu, 0.14% Ni and 28.45 g/t PGM** were reported.

**Table 5:** 2025 Feeder Dyke selected (>1% Cu+Ni) Grab Sample Assay Results.

Sample	Cu %	Ni %	Pd g/t	Pt g/t	Au g/t	Ag g/t	Cu + Ni %	Pd+Pt+Au g/t	CuEq %
M017975	6.01	0.14	25.10	1.30	2.05	20.0	6.15	28.45	20.03
M017974	4.49	1.05	6.05	0.78	0.30	6.7	5.54	7.13	9.30
M017905	2.87	0.96	3.46	0.31	0.36	4.9	3.83	4.13	6.29
M017911	2.64	0.27	0.47	0.05	0.02	9.3	2.91	0.53	3.40
M017909	1.92	0.65	0.97	0.13	0.18	2.5	2.56	1.28	3.53
M017977	1.79	0.40	4.11	0.33	0.33	6.9	2.19	4.77	4.72
M017903	1.57	0.55	4.72	0.69	0.51	6.1	2.11	5.92	5.32
M017904	1.58	0.30	4.56	0.71	0.35	6.2	1.88	5.62	4.75
M017976	1.30	0.50	2.67	0.32	0.24	6.0	1.80	3.24	3.64
M017906	1.13	0.29	1.91	0.19	0.20	2.3	1.42	2.30	2.69
M017910	1.10	0.24	1.67	0.21	0.22	9.5	1.34	2.10	2.64
M017907	1.00	0.24	1.93	0.24	0.20	3.6	1.24	2.37	2.55

- Grab samples are preferentially selected and are not representative of the entire property.
- CuEq represents CuEq calculated based on the following metal prices (USD) : 4,000 \$/oz Au, 52.00 \$/oz Ag, 1,400 \$/oz Pd, 1,600 \$/oz Pt, 4.90 \$/lb Cu and 6.80 \$/lb Ni, and a recovery grade of 80% for all commodities, consistent with comparable peers.

In late July 2025, Expert Geophysics Survey Inc. completed a 1,109 line kilometre helicopter-borne Mobile MT electromagnetic and magnetic survey on the Company's Muskox Project. Final survey data have now been received and is currently being reviewed by an independent consultant, after which a detailed 3D inversion will be completed.

On December 8, 2025, the Company announced results from its high-resolution HELITEM airborne electromagnetic ("EM") survey, which has outlined multiple high-priority targets across the Company's 100%-owned, 496 km<sup>2</sup> Muskox Cu-Ni-PGM Project. This modern EM dataset provides the first project-wide coverage of both the Muskox Intrusion and its Feeder Dyke in more than 20 years and has significantly expanded the pipeline of compelling exploration opportunities.

The survey has outlined numerous strong conductors, many located along the margins of the Muskox Intrusion and within the Feeder Dyke, that either coincide with known surface Cu-Ni-PGM mineralized zones or define new exploration targets. Preliminary analysis of selected 'Test Areas' has identified several high-priority, high-conductance targets, extending for several hundred metres, that remain untested. Together, these results reinforce both the scale and prospectivity of the Muskox system and position the Company to advance a focused, data-driven exploration program.

### Survey Highlights

- Eighty-five strong electromagnetic conductors identified at the Muskox Project in 1,410 line-kilometre airborne electromagnetic survey data collected by the Xcalibur HELITEM low-frequency time-domain system.
- Many of the strongest EM conductors coincide with the margins of the Muskox Intrusion or occur within the Feeder Dyke and align with zones of known Cu-Ni-PGM sulphide mineralization or represent new exploration targets.

- The modeled anomalies within the two Test Areas indicate very conductive sources that are at or near the upper limits of the conductance resolution of the HELITEM EM system.

The survey was flown between August 18 and September 2, 2025 with Kugluktuk, Nunavut serving as the base of operations. Survey coverage consisted of 1203 kilometre of traverse lines, flown in two separate blocks (North and South Blocks) with a spacing of 200 metres, and 207 kilometre of tie lines for a total of 1,410 kilometre.

The main body of the Muskox Intrusion was covered by the north grid, consisting of 750-line kilometre flown on east-west lines spaced 200 metres apart. A total of 780 EM anomalies were identified within this grid, summarized in Table 6. These anomalies have been graded and categorized according to their assigned CTP values, and a filtering process was applied to remove responses interpreted to originate from serpentinized ultramafic lithologies that dominate the central portion of the Intrusion. Post-filtering a total of 490 anomalies are interpreted to be related to prospective horizons within the Muskox Intrusion and the surrounding footwall lithologies.

**Table 6:** 2025 Main Intrusion EM Anomalies (filtered and unfiltered) graded by Xcalibur and categorized by their CTP values.

Conductor Grade <sup>1</sup>	Conductor CTP Range (S) <sup>2</sup>	Number of Conductors	Number of Conductors Passing Filter
6	>50	224	83
5	20-50	252	142
4	10-20	110	79
3	5-10	106	99
2	1-5	86	85
1	0-1	2	2
Total		780	490

1. Conductor Grade determined by Xcalibur Multiphysics proprietary software (6 = Strong, 1 = Weak).
2. CTP values measured in siemens (S).

The 60 kilometre long Feeder Dyke was covered by the south grid, consisting of 660-line kilometre flown on east-west line spaced 200 metres apart. A total of 39 EM anomalies were identified within this grid, summarized in Table 7. These anomalies have been graded and categorized according to their assigned CTP values. No filtering process was applied to the data as serpentinized ultramafic are not present in the survey area.

**Table 7:** 2025 Feeder Dyke EM Anomalies graded by Xcalibur and categorized by their CTP values.

Conductor Grade <sup>1</sup>	Conductor CTP Range (S) <sup>2</sup>	Number of Conductors
6	>50	2
5	20-50	2
4	10-20	7
3	5-10	12
2	1-5	16
1	0-1	0
Total		39

- Conductor Grade determined by Xcalibur Multiphysics proprietary software (6 = Strong, 1 = Weak).
- CTP values measured in siemens (S).

## AER-KIDD PROPERTY

No significant work has been completed on the Aer-Kidd Property since the 2021 drill program when SPC completed 14 holes for a total of 14,111 metres. No work is scheduled for 2025.

## JANES PROPERTY

During the year, the Company elected not to make the final cash and share payment to the vendors, therefore terminating its rights to acquire a 100% interest in the Janes Property. All property and related data were returned to the vendors.

## DISCUSSION OF OPERATIONS

### SELECTED QUARTERLY FINANCIAL INFORMATION

Expenses for the year ended August 31, 2025, were \$3,258,851 compared to \$2,457,075 for the year ended August 31, 2024. This increase was primarily due to an increase in exploration and evaluation expenditures, office and general incurred in fiscal 2025, as compared to the August 2024 fiscal year end. These decreased were partially offset by a decrease in stock based compensation, as well as decreased marketing and investor relations expenditures and consulting expenditures.

Expenses incurred during the three-month period ended August 31, 2025 were higher than the comparative prior year period, with current three-month expenditures totalling \$1,871,580 as compared to \$1,108,547 of expenditures incurred during the fourth quarter of the prior fiscal year. As with the variance for the full fiscal year, the higher expenditures for the most recent quarter were primarily attributable to increased exploration and evaluation expenditures.

A summary of selected quarterly financial information for the past eight quarters is presented as follows:

	August 31, 2025	May 31, 2025	February 28, 2025	November 30, 2024
Operating Expenses	(1,871,580)	(570,615)	(330,347)	(486,309)
(Loss) from Operations	(1,871,580)	(570,615)	(330,347)	(486,309)
Net (Loss) for the period	(1,808,288)	(513,743)	(305,495)	(395,381)
(Loss) per share – basic and fully diluted	(0.01)	Nil	Nil	Nil
Total Assets	3,178,509	794,198	1,374,221	1,743,952
Total Liabilities	987,098	167,266	252,296	316,532

	August 31, 2024	May 31, 2024	February 29, 2024	November 30, 2023
Operating Expenses	(1,108,547)	(211,850)	(550,424)	(586,254)
(Loss) from Operations	(1,108,547)	(211,850)	(550,424)	(586,254)
Net (Loss) for the period	(988,873)	(190,502)	(516,980)	(494,810)
(Loss) per share – basic and fully diluted	(0.01)	Nil	Nil	Nil
Total Assets	2,340,974	3,119,831	1,325,203	1,690,959
Total Liabilities	518,173	449,291	301,452	317,728

A summary of selected annual information is presented as follows:

	August 31, 2025	August 31, 2024	August 31, 2023
Total revenue	Nil	Nil	Nil
Loss from continuing operations	(3,258,851)	(2,457,075)	(4,468,258)
Loss	(3,022,907)	(2,191,910)	(4,354,018)
Loss per share – basic and fully diluted	(0.01)	(0.01)	(0.03)
Total assets	3,178,509	2,340,974	2,725,497
Total non-current financial liabilities	-	19,548	54,997



The following table details exploration and evaluation expenditures incurred during the reporting period.

	AER Kidd	Owen	Lockerby East	Janes	Muskox	Project Generation	Total
<b>Continuity of project expenditures for the year ended August 31, 2025</b>							
<b>Balance August 31, 2024</b>	12,568,800	7,736	5,262,773	1,231,494	1,246,528	81,297	20,398,628
Option Payments	50,000	-	-	-	268,750	-	318,750
Other acquisition and holding costs	1,653	199	14,589	900	36,585	-	53,926
Total acquisition costs for the period	51,653	199	14,589	900	305,335	-	372,676
Assays logging, and sampling	-	-	40,251	-	1,375,343	-	1,415,594
Travel, accommodation, and meals	-	-	48	-	98,800	-	98,848
Drilling	-	-	100,187	-	-	-	100,187
Health, Safety, and Environmental	-	-	7,662	-	495	-	8,157
Equipment Rental	214	214	57,792	214	5,364	334	64,132
Field supplies and consumables	31	-	7,139	138	7,949	6,220	21,477
Payroll and Project Management	416	-	158,263	703	117,651	22,287	299,320
Surveys and line cutting	-	-	92,661	-	699	-	93,360
Vehicles	-	-	9,484	-	625	1,107	11,216
Cost recoveries	-	-	-	-	(44,145)	-	(44,145)
Exploration and evaluation expenditures for the period	661	214	473,487	1,055	1,562,781	29,948	2,068,146
<b>Balance August 31, 2025</b>	<b>12,621,114</b>	<b>8,149</b>	<b>5,750,849</b>	<b>1,233,449</b>	<b>3,114,644</b>	<b>111,245</b>	<b>22,839,450</b>
August 31, 2025 balance consists of							
Acquisition costs	2,523,686	4,749	669,860	389,886	908,285	8,711	4,505,177
Exploration expenditures	10,097,428	3,400	5,080,989	843,563	2,206,359	102,534	18,334,273
	<b>12,621,114</b>	<b>8,149</b>	<b>5,750,849</b>	<b>1,233,449</b>	<b>3,114,644</b>	<b>111,245</b>	<b>22,839,450</b>
	AER Kidd	Owen	Lockerby East	Janes	Muskox	Project Generation	Total
<b>Continuity of project expenditures for the year ended August 31, 2024</b>							
<b>Balance August 31, 2023</b>	12,466,215	5,932	4,291,238	1,123,123	846,368	79,644	18,812,520
Option Payments	100,000	-	-	66,619	162,500	-	329,119
Other acquisition and holding costs	2,027	603	13,773	415	6,185	415	23,418
Total acquisition costs for the period	102,027	603	13,773	67,034	168,685	415	352,537
Assays logging, and sampling	-	-	270,701	3,706	33,060	-	307,467
Travel, accommodation, and meals	-	-	372	-	112,921	-	113,293
Drilling	-	-	419,092	-	-	-	419,092
Health, Safety, and Environmental	12	12	24,727	12	13	12	24,788
Equipment Rental	1,189	1,189	72,265	1,294	4,766	1,226	81,929
Field supplies and consumables	-	-	6,982	148	8,450	-	15,580
Payroll and Project Management	(643)	-	333,402	36,177	75,519	-	444,455
Surveys and line cutting	-	-	17,076	-	16,754	-	33,830
Vehicles	-	-	7,294	-	2,826	-	10,120
Cost recoveries	-	-	(194,149)	-	(22,834)	-	(216,983)
Exploration and evaluation expenditures for the period	558	1,201	957,762	41,337	231,475	1,238	1,233,571
<b>Balance August 31, 2024</b>	<b>12,568,800</b>	<b>7,736</b>	<b>5,262,773</b>	<b>1,231,494</b>	<b>1,246,528</b>	<b>81,297</b>	<b>20,398,628</b>
August 31, 2024 balance consists of							
Acquisition costs	2,472,033	4,550	655,271	388,986	602,950	8,711	4,132,501
Exploration expenditures	10,096,767	3,186	4,607,502	842,508	643,578	72,586	16,266,127
	<b>12,568,800</b>	<b>7,736</b>	<b>5,262,773</b>	<b>1,231,494</b>	<b>1,246,528</b>	<b>81,297</b>	<b>20,398,628</b>

## LIQUIDITY AND CAPITAL RESOURCES

As at August 31, 2025, the Company has a cash balance of \$2,804,864 compared with \$2,030,765 as at August 31, 2024. The Company has current assets of \$3,141,202 and current liabilities of \$987,098 for net working capital of \$2,154,104 as at August 31, 2025.

The Company's current operations do not generate cash flow and its financial success is dependent on management's ability to discover and develop economically viable mineral deposits and to raise money to support the discovery and development of such mineral deposits. The mineral exploration process can take many years and is subject to factors that are beyond the Company's control.

In order to finance the Company's exploration programs and to cover administrative and overhead expenses, the Company raises money through equity sales. Many factors influence the Company's ability to raise funds, including the state of the equity markets, the climate for mineral exploration investment, the Company's track record, and the experience and caliber of its management. Actual funding requirements may vary from those planned due to a number of factors, including the progress of exploration activities. Management believes it will be able to raise equity capital as required in the long term but recognizes there will be risks involved that may be beyond their control. There is no assurance that new funding will be available at the times required or desired by the Company. See "Risk Factors". Currently, the Company holds exploration projects, and it is anticipated that additional equity financing will be available going forward. Equity markets do fluctuate, which could affect timing of future financings. The Company continues to source other avenues of financing, including strategic partnerships in relation to its non-material properties, which may reduce the Company's reliance on equity financing.

## OUTSTANDING SHARE, WARRANT AND OPTION DATA

As at December 9, 2025, the Company had the following securities outstanding:

• Common Shares	368,053,825
• Options	9,990,000
• Warrants	16,262,374
• Restricted Share Units	3,200,000
• Deferred Share Units	1,300,000

## RISKS AND UNCERTAINTIES

The business and operations of the Company are subject to a number of risks. The Company considers the risks set out below to be the most significant operating risks facing the Company. If any of these risks materialize into actual events or circumstances or other possible additional risks and uncertainties of which the Company is currently unaware actually occur, the Company's assets, liabilities, financial condition, results of operations (including future results of operations), business and business prospects are likely to be materially and adversely affected.

### Going Concern

The consolidated financial statements have been prepared in accordance with International Financial Reporting Standards ("IFRS") applicable to a going concern, which contemplates the realization of assets and settlement of liabilities in the normal course of business as they become due. Accordingly, they do not give effect to the adjustments that would be necessary should the Company be unable to continue as a going concern and therefore be required to realize its assets and discharge its obligations and commitments in other than the normal course of business.

The business of mining and exploration for minerals involves a high degree of risk and there can be no assurance that current exploration programs will result in profitable mining operations. The Company's continued existence is dependent upon the preservation of its interests in the underlying properties, the achievement of profitable operations, or the ability of the Company to raise additional financing as necessary, or alternatively upon the Company's ability to dispose of its interests on an advantageous basis.

The Company has raised capital for working capital and the planned exploration and development of its mineral properties. The Company's continuation as a going concern is dependent upon successful results from its planned exploration and evaluation activities, its ability to attain profitable operations to generate funds and its ability to raise equity capital or borrowings sufficient to meet its current obligations and fund future operations. Although the Company has been successful in raising funds to date there is no assurance that it will be able to do so in the future. These matters represent material uncertainties that cast significant doubt about the Company's ability to continue as a going concern.

#### Title Risks

Although the Company has taken steps to verify title to the properties on which it will conduct exploration and in which it has an interest in accordance with industry standards to the current stage of exploration of such properties, these procedures do not guarantee the Company's title. Property title may be subject to government licensing, requirements, or regulations, unregistered prior agreements, unregistered claims, first nations' claims and non-compliance with regulatory requirements. The Company's assets may also be subject to increases in taxes and royalties, renegotiation of contracts and political uncertainties.

#### Exploration and Mining Risks

Resource exploration and development and mining operations are highly speculative and characterized by a number of significant risks which even a combination of careful evaluation, experience and knowledge may not eliminate, including, among other things, unprofitable efforts resulting not only from the failure to discover mineral deposits, but from finding mineral deposits which, though present, are insufficient in quantity and quality to be mined profitably. Few properties that are explored are ultimately developed into producing mines. There is no assurance that the Company's mineral exploration and development programs will result in any discoveries of bodies of commercial mineralization. There is also no assurance that even if commercial quantities of mineralization are discovered, a mineral property will be brought into commercial production. The Company will continue to rely upon the advice and work of consultants and others for exploration, development, construction, and operating expertise.

Substantial expenditures are required to establish and upgrade mineral resources, to establish mineral reserves, to develop metallurgical processes to extract metals from mineral resources and, in the case of new properties, to develop the mining and processing facilities and infrastructure at any site chosen for mining. No assurance can be given that the funds required for development can be obtained on a timely basis. Whether a mineral deposit will be commercially viable depends on a number of factors, some of which are: the particular attributes of the deposit, such as size and grade; metal prices which are highly cyclical; and government regulations, including regulations relating to prices, taxes, royalties, land tenure, land use, importing and exporting of minerals and environmental protection. Unsuccessful exploration and development programs could have a material adverse impact on the Company's operations and financial condition.

#### Reliance on Independent Contractors

The Company's success depends to an extent on the performance and continued service of certain independent contractors. The Company has or will be contracting the services of professional drillers and others for exploration, environmental, engineering, and other services. Poor performance by such contractors or the loss of such services could have a material and adverse effect on the Company, its business and results of operations and result in the Company failing to meet its business objectives.

#### Factors beyond the Company's Control

The mining exploration business is subject to several factors beyond the Company's control including changes in economic conditions, intense industry competition, variability in operating costs, changes in government and in rules and regulations of various regulatory authorities. An adverse change in any one of such factors would have a material adverse effect on the Company, its business and results of operations which might result in the Company not identifying a body of economic mineralization, completing the development of a mine according to specifications in a timely, cost-effective manner or successfully developing mining activities on a profitable basis.

## Additional Funding Required

Exploration and development of the Company's mineral properties will require significant additional financing. Accordingly, the continuing development of the Company's mineral properties will depend upon the Company's ability to obtain financing through equity financing, debt financing, the joint venturing of projects or other external sources. Failure to obtain sufficient financing may result in a delay or an indefinite postponement of exploration, development, or production on any or all of the Company's mineral properties, or even a loss of property interest, or have a material adverse impact on the Company's future cash flows, earnings, results of operations and financial condition or result in the substantial dilution of its interests in its mineral properties. There can be no assurance that additional capital or other types of financing will be available if needed or that, if available, the terms of such financing will be favorable to the Company. If the Company was required to arrange for debt financing it could be exposed to the risk of leverage, while equity financing may cause existing shareholders to suffer dilution. There can be no assurance that the Company will be successful in overcoming these risks or any other problems encountered in connection with such financings. Failure to raise capital when needed would have a material adverse effect on the Company's business, financial condition, and results of operations.

The Company has and will continue to have negative operating cash flow from operations until its mineral properties commence commercial production should exploration and development efforts demonstrate that commercial production from such mineral properties is feasible.

## Fluctuating Mineral Prices

The Company's revenues in the future, if any, are expected to be in large part derived from the extraction and sale of precious and base minerals and metals, which in turn depend on the results of the Company's exploration on these properties and whether development will be commercially viable or even possible. Factors beyond the control of the Company may affect the marketability of metals discovered, if any. Metal prices have fluctuated widely, particularly in recent years, partially due to the significant market reaction to COVID-19. Consequently, the economic viability of any of the Company's exploration projects cannot be accurately predicted and may be adversely affected by fluctuations in mineral prices.

## Competition

The mining industry is intensely competitive in all its phases. The Company competes for the acquisition of mineral properties, claims, leases and other mineral interests as well as for the recruitment and retention of qualified employees with many companies possessing greater financial resources and technical facilities than the Company. The competition in the mineral exploration and development business could have an adverse effect on the Company's ability to hire or maintain experienced and expert personnel or acquire suitable properties or prospects for mineral exploration in the future.

## Community Groups

There is an ongoing level of public concern relating to the effects of mining on the natural landscape, on communities and on the environment. Certain non-governmental organizations, public interest groups and reporting organizations ("NGOs") who oppose resource development can be vocal critics of the mining industry. Any such actions and the resulting media coverage could have an adverse effect on the reputation and financial condition of the Company or its relationships with the communities in which it operates, which could have a material adverse effect on the Company's business, financial condition, results of operations, cash flows or prospects.

## 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 credit risk is primarily attributable to cash and receivables. The Company maintains its cash with high-credit quality financial institutions, thus limiting its exposure to credit risk on such financial assets.

## Liquidity risk

Liquidity risk is the risk that the Company will not have sufficient cash resources to meet its financial obligations as they come due. The Company's liquidity and operating results may be adversely affected if its access to the capital market is hindered, whether as a result of a downturn in stock market conditions generally or matters specific to the Company. The Company generates cash flow primarily from its financing activities. As at August 31, 2025 the Company had working capital of \$2,154,104 and has sufficient cash to meet its obligations as at August 31, 2025.

## OFF-BALANCE SHEET ARRANGEMENTS

The Company does not have any off-balance sheet arrangements.

## TRANSACTIONS WITH RELATED PARTIES

Related party transactions conducted in the normal course of operations are measured at the exchange value (the amount established and agreed to by the related parties). The terms and conditions of the transactions with key management personnel and their related parties were no more favourable than those available, or which might reasonably be expected to be available, to similar transactions to non-key management personnel related entities on an arm's length basis.

Related parties include the Board of Directors, close family members and enterprises that are controlled by these individuals as well as certain persons performing similar functions.

In accordance with IAS 24, key management personnel are those having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any directors (executive and non-executive) of the Company.

The remuneration of directors and key management of the Company for the periods ended August 31, 2025 and August 31, 2024 was as follows:

	<u>2025</u>	<u>2024</u>
Short term benefits	\$ 340,593	\$ 260,373
Stock based compensation	29,165	145,963
	<u>\$ 369,758</u>	<u>\$ 406,336</u>

Short term benefits are included in office and general, consultant fees, and exploration and evaluation expenditures.

Included in accounts payable and accrued liabilities as at August 31, 2025, is \$72,110 (August 31, 2024 - \$12,475) owing to management. These amounts are unsecured, non-interest bearing, and are due on demand.

During the year ended August 31, 2025, the Company incurred at \$25,000 (2023 – \$75,000) fee to a financial advisory firm, of which one of its partners was a director of the Company at the time that the expense was incurred.

In connection with the Rights Offering that was completed during the year directors and officers of the Company acquired 8,197,659 common shares, representing total subscription proceeds of \$163,953 and Dundee acquired a total of 96,517,732 common shares representing total subscription proceeds of \$1,930,355. Immediately following completion of the Rights Offering, Dundee owned an aggregate of 131,232,382 Common Shares of the Company representing an approximately 35.66% interest in the Company on an undiluted basis

## COMMITMENTS AND CONTINGENCIES

### *Environmental Contingencies*

The Company's exploration activities are subject to various federal and provincial laws and regulations governing the protection of the environment. These laws and regulations are continually changing and generally becoming more restrictive. The Company has made, and expects to make in the future, expenditures to comply with such laws and regulations.

The Company, through its interest in the Aer-Kidd property (Note 10(a)), may be subject to certain statutory rehabilitation and closure obligations imposed by the Ontario Mining Act related to historical reclamation, restoration and abandonment obligations. Management does not believe that the Company has a material obligation at August 31, 2025 and 2024.

### *Flow-through Expenditures*

In connection with a flow through financing completed in May 2024, the Company has committed to incur qualifying Canadian Exploration Expenditures totaling \$477,500 by December 31, 2025. The Company has indemnified subscribers for any tax related amounts that become payable by the subscriber in the event that the Company does not fulfill its expenditure commitment. As at August 31, 2025, the Company has fulfilled this expenditure commitment

### *Termination payments*

Pursuant to respective employment or consulting agreements entered into by the Company with each of the CEO of the Company, the CFO of the Company and Chairman of the Company (or their respective consulting companies), in the event that there is a change of control of the Company, each of these parties shall be entitled to a payment equal to their respective aggregate compensation paid to them over the previous 24 months by the Company. The aggregate of such amounts calculated as at August 31, 2025 is approximately \$600,000.

## Outlook

With growing global demand for critical metals, the Company's vision is to build a leading critical metals company focused on the discovery and advancement of polymetallic Cu-Ni-PGM opportunities in Canada. SPC Nickel will continue to aggressively explore and advance its district-scale Muskox Cu-Ni-PGM Project in Nunavut's emerging nickel district, while also progressing the West Graham resource in the world-class Sudbury Mining Camp to enhance the Company's overall growth and value proposition.

## Responsibility for financial statements

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

As part of the oversight role of the Board of Directors to ensure the Company's disclosures contain no misrepresentations, the Board as a whole reviews the interim and annual financial statements and MD&A prepared by management before approving them.

## INTERNAL QUALIFIED PERSON AND QUALITY CONTROL/QUALITY ASSURANCE

Grant Moure, P.Geo., President and CEO of the Company, is a Qualified Person as defined under National Instrument 43-101 and has reviewed and approved the technical information contained in this MD&A.

## Additional Information

Additional information relating to the Company is available on SEDAR+ [www.sedarplus.com](http://www.sedarplus.com).

## CAUTIONARY STATEMENT REGARDING FORWARD LOOKING INFORMATION

*Except for statements of historical fact relating to SPC, certain information contained herein constitutes forward-looking information under Canadian securities legislation. Forward-looking statements include, but are not limited to, statements with respect to the Company's proposed acquisitions and strategy, development potential and timetable of the Company's properties; the Company's ability to raise required funds; future mineral prices; mineralization projections; conclusions of economic evaluation; the timing and amount of estimated future exploration and development; costs of development; capital expenditures; success of exploration activities; mining or processing issues; currency exchange rates; government regulation of mining operations; and environmental risks. Generally, forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved". Forward-looking statements are based on the opinions and estimates of management as of the date such statements are made. Estimates regarding the anticipated timing, amount and cost of exploration activities are based on previous industry experience and regional political and economic stability. Capital and operating cost estimates are based on extensive research of the Company, recent estimates of exploration costs and other factors that are set out herein. Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance or achievements of the Company to be materially different from those expressed or implied by such forward-looking statements, including but not limited to risks related to: unexpected events and delays during exploration and development; acquisition risks; regulatory risks; revocation of government approvals; timing and availability of external financing on acceptable terms; actual results of current exploration activities; changes in project parameters as plans continue to be refined; future prices of minerals; accidents, labour disputes and other risks of the mining industry. Although management of the Company has attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Accordingly, readers should not place undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements, except in accordance with applicable securities laws.*