GOLD CANDLE LTD.

MANAGEMENT'S DISCUSSION AND ANALYSIS

FOR THE THREE MONTHS ENDED MARCH 31, 2026

Management's Discussion and Analysis for Three Months Ended March 31, 2026

(Expressed in CAD dollars rounded to the nearest thousand, except for shares and per share amounts)

1. INTRODUCTION

This Management's Discussion and Analysis ("MD&A") of Gold Candle Ltd. ("Gold Candle", the "Company" or "GCL") dated May 13, 2026, should be read in conjunction with the Company's unaudited condensed consolidated interim financial statements and related notes thereto for the three months ended March 31, 2026, and March 31, 2025. The unaudited condensed consolidated interim financial statements have been prepared in accordance with IFRS Accounting Standards, as issued by the International Accounting Standards Board, including IAS 34, Interim Financial Reporting. Readers are also encouraged to consult the audited consolidated financial statements and MD&A for the year ended December 31, 2025. All dollar amounts in this MD&A are expressed in Canadian dollars unless otherwise stated. This MD&A focuses on significant factors that affected Gold Candle during the relevant reporting period and to the date of this report.

Léon LeBlanc, P.Eng., is a qualified person as defined by National Instrument 43-101 –*Standards of Disclosure for Mineral Projects* ("NI 43-101") and has reviewed and approved for inclusion the scientific and technical disclosure in this MD&A.

2. CAUTIONARY LANGUAGE

Forward Looking Information

This MD&A contains "forward-looking information" within the meaning of applicable Canadian securities legislation and "forward-looking statements" within the meaning of applicable United States securities legislation, together "forward-looking information". Generally, forward-looking information can be identified by the use of forward-looking terminology such as "may", "will," "should", "could", "anticipate", "believe", "expect", "intend", "plan", "potential", "estimates", "continue" and similar expressions. The forward-looking information contained in this MD&A is based on the reasonable assumptions, estimates, analysis and opinions of management made in light of its experience and perception of trends, current conditions and expected developments, as well as other factors that management believes to be relevant and reasonable in the circumstances at the date that such statements are made, but which may prove to be incorrect. Although Gold Candle believes that the assumptions and expectations reflected in such forward-looking information are reasonable, undue reliance should not be placed on forward-looking information because the Company can give no assurance that such expectations will prove to be correct. Forward-looking information involves significant risks and uncertainties. A number of factors could cause actual results to differ materially from the results discussed or implied in the forward-looking information including, but not limited to, changes in general economic and market conditions and other risks and uncertainties. Although the forward-looking information contained herein is based upon what management believes to be reasonable assumptions, management cannot assure that actual results will be consistent with such forward-looking information. Investors should not place undue reliance on forward-looking information.

Forward-looking information included in this MD&A includes, but is not limited to: statements with respect to exploration plans, economic potential, resource expansion, near mine potential, regional development of the Geminid nickel deposit, estimates of mineral resources; requirements for additional capital; information with respect to the ability of the Company to advance targets and conduct enough drilling to upgrade and expand mineral resource estimates ("MRE"), and the timing and results thereof; the focus of capital expenditures; the Company's proposed exploration programs on the Kerr-Addison project, and other properties that may be acquired in the future, including without limitation the completion of planned work programs and the ability of the Company to complete such planned work programs in accordance with proposed budgets; the Company's proposed principal focus of exploring and, if warranted, developing, the Kerr-Addison project; the timing of the proposed recommended programs at the Kerr-Addison project; exploration and acquisition plans; and the performance characteristics of the Company's mineral resource properties.

Some of the risks and other factors, which could cause actual results to differ materially from those expressed or implied in the forward-looking information contained in this MD&A include, but are not limited to: risks associated with mineral exploration and development operations such as environmental hazards and economic factors as they affect the cost and success of the Company's capital expenditures; the ability of the Company's proposed in-fill drilling program to establish continuity of grade and resources to upgrade in-fill mineral resources from the inferred to the indicated category and to enhance project economics; the ability of the Company to obtain required permits and approvals; the ability of the Company to obtain financing; uncertainty in the estimation of mineral resources; the price of gold and other metals; land title risk; the economic feasibility of the Company's mineral resources and the Company's commercial viability; general economic conditions in Canada and globally; the

Company's ability to meet its working capital needs in the short and long term; environmental liability; continuously evolving governmental regulation of the mineral resource industry, including environmental regulation; liabilities inherent in mineral exploration; geological, technical and operational problems; failure to obtain third party permits, consents and approvals, when required, or at all; extensive government and environmental regulation, including mine closure obligations; and uninsured risks.

In addition, please note that statements relating to "mineral resources" are deemed to be forward-looking information, as they involve the implied assessment, based on certain estimates and assumptions, that the mineral resources described can be profitably mined in the future.

Readers are cautioned that the foregoing lists of factors are not exhaustive. The forward-looking information and statements contained in this MD&A are expressly qualified by this cautionary statement.

The forward-looking information contained in this MD&A is made as of the date of this MD&A, and the Company disclaims any intent or obligation to update publicly any forward-looking information, whether as a result of new information, future events or results or otherwise, other than as required under applicable securities laws.

3. BUSINESS DESCRIPTION

Gold Candle was incorporated on December 23, 2014, under the Business Corporations Act (Ontario). The address of its registered head office is 123 Front Street West, Suite 905, Toronto, Ontario, Canada, M5J 2M2.

As at March 31, 2026, the Company is a privately held, exploration-stage mining company that is engaged in the acquisition, exploration and development of mineral properties. The Company has no producing properties and has not established any mineral reserves. Its activities are focused on advancing its principal asset, the Kerr-Addison project. As at March 31, 2026 and prior to the closing of the Fokus acquisition, the Company's property consisted of a 44 km^2 land package located within the Larder Lake Mining District.

The Company has not generated revenue from operations and is dependent on external financing to fund its activities and maintain its mineral property interests.

4. FIRST QUARTER 2026 HIGHLIGHTS

Board of Directors and Executive Management Changes

- March 2, 2026 – Stephan Iafolla was appointed Vice President Finance. Mr. Iafolla brings a breadth and depth of financial management, reporting, and strategic planning and analysis to Gold Candle's finance team. He has held senior financial management and reporting roles at several publicly listed intermediate resource companies, including, most recently as Director of Finance at Denison Mines Corp. Previously, he spent 15 years in the gold sector in Director of Finance and Controller roles at Alamos Gold Inc. and New Gold Inc.

- March 24, 2026 – Sunny Lowe was appointed to the Board of Directors and as Chair of its Audit Committee. Ms. Lowe has over 25 years of capital markets, finance, and international accounting, tax and risk management experience, currently serving as the Chief Financial Officer of Highlander Silver Corp. Ms. Lowe has held previous roles as the Chief Financial Officer of Solaris Resources, Chief Financial Officer of INV Metals Inc. and as Vice President, Finance and Vice President, Internal Audit & Enterprise Risk Management for Kinross Gold. Ms. Lowe currently serves on the Board of Elemental Royalty Corp., where she Chairs its Audit Committee and previously served on the board of Prime Mining Corp. Ms. Lowe is a Chartered Professional Accountant and holds an MBA from the Schulich School of Business at York University.

- April 27, 2026 – Kerry Sparkes was appointed Senior Vice President Exploration. Mr. Sparkes is a seasoned mining executive with over 37 years of experience in mineral exploration. Recently, he served as technical advisor and director to Prime Mining Corp. (bought by Torex Gold Resources Inc. in 2025), and is a director of Aurion Resources Ltd. and former director of Fokus Mining Ltd. He was previously Vice President-Geology for Franco Nevada Corporation and was also a founder and director of Orla Mining Ltd.

Exploration Results – Further Delineating Open Pit Mineralization at Kerr-Addison

The Company released additional assay results on January 12, 2026 and February 18, 2026, from delineation drilling completed in the second half of 2025 which targeted the stacked footwall lenses within, and immediately adjacent to, the existing Kerr-Addison open pit mineral resources, potential extensions to the east of the existing mineral resources, and infill drilling. To the extent the assays were received prior to the cut-off date of February 17, 2026, for the 2026 MRE, they will be included in the estimate and, if they were received after, they will be assessed and incorporated into the Company's exploration plans for the balance of 2026. The drilling was part of the previously reported Open Pit Infill and Chesterville East exploration program completed in 2025.

Fokus Mining Corp. Acquisition

Subsequent to quarter end, on April 22, 2026, Gold Candle acquired all of the issued and outstanding shares of Fokus Mining Corporation ("Fokus") in an all-cash transaction at an equity value for Fokus of $63 million completed by way of a plan of arrangement. To fund the purchase price of Fokus, Gold Candle raised $65 million from its existing shareholders through the sale of 23,636,364 common shares by way of private placement.

Through the acquisition of Fokus, Gold Candle further enhanced its asset base in the Abitibi region through the addition of Fokus' existing 1.4 million ounces of Inferred gold mineral resources (41.2 million tonnes at 1.07 grams per tonne gold) and its 15,988-hectare land package along the Larder Lake Cadillac Break ("LLCB"). The NI 43-101 compliant MRE was completed by InnovExpl Inc. and has an effective date of March 21, 2023.

5. BUSINESS DEVELOPMENT

On May 8, 2026, Gold Candle announced that it has entered into a binding asset purchase agreement with Pan American Silver Corp. ("Pan American") pursuant to which Gold Candle will acquire all of the assets that comprise Pan American's Larder Property in exchange for 15,000,000 common shares of Gold Candle. Assuming the timely satisfaction of all closing conditions, the Transaction is expected to close during the third quarter of 2026.

As described above, on April 22, 2026, the Company closed the transaction with Fokus. The acquisition further enhanced the Company's asset base in the Abitibi region through the addition of 1.4 million ounces of Inferred gold mineral resources (41.2 million tonnes at 1.07 grams per tonne gold) and a 15,988-hectare land package along the LLCB.

With the acquisition of Fokus and the pending closure of the acquisition of the Larder Gold Project, from Pan American Silver Corp. the Company's land package will grow to a total of approximately 27,000 hectares.

6. 2026 OUTLOOK

The Company is well positioned to continue progressing its exploration, permitting and development plans. During the first quarter of 2026, 9 drill rigs were operating with 51 holes drilled for 23,475 metres. Activity was primarily weighted toward infill drilling, followed by exploration programs. Operations were slightly impacted by the severe winter weather encountered in northern Ontario in January, which limited site access, however, the Company remains on track for the 2026 exploration budget of 120,000 metres. The three main priorities remain:

- Open Pit infill and expansion targets (40%)
- Exploration targets near the former Kerr-Addison Mine (35%)
- Regional Exploration, including the Geminid deposit (25%)

Plans for 2026 continue to align with the Company's objectives of completing an updated MRE for each of the Kerr-Addison project and Geminid deposit in the second quarter of 2026. In addition, Gold Candle is working on advancing new discoveries on the property, continuing to develop a pipeline of high-quality conceptual targets and further improving resource confidence by drilling ahead of future development milestones. Concurrently, the Company is committed to advancing the Kerr-Addison Mine project via the completion of a Preliminary Economic Assessment ("PEA"), as well as technical studies and environmental studies.

To achieve these goals and objectives, the Company budgeted $70.0 million in 2026 on mineral property expenditures, of which $11.8 million was incurred during the first quarter of 2026.

7. EXPLORATION AND PROJECT DEVELOPMENT

During the first quarter of 2026, the Company drilled 51 holes for a total of 23,475 metres on Gold Candle's 44 km^2 land package located along the LLCB in the Abitibi gold district, northeastern Ontario. The expanded drilling program supported the mid-year MRE for both the Kerr-Addison project and the Geminid deposit, which remain on track for completion in the second quarter of 2026. The Company plans to continue focused drilling and technical programs aimed at expanding, upgrading and better defining its mineral resource base across its projects and deposits through the second half of 2026 and into 2027.

The primary objective of the drilling program through the quarter was to expand and improve the confidence level of Kerr-Addison's mineral resource. In the first quarter, the Company drilled 12,616 metres with 4 drill rigs operating, primarily focused on in-pit conversion and gradually moving towards the Company's successful step-out drilling East of the resource pit shell. Additionally, the team is building on the success from earlier drilling campaigns and results in 2025, whereby 9,981 metres were drilled as step-out holes on the Chesterville East and Kearns drill targets in the first quarter. During the second quarter, the Company plans on continuing Eastern expansion drilling followed by infill drilling before pivoting to the Kerr West drill targets.

The Company plans on completing a PEA in the second half of 2027 with Kerr-Addison as the primary focus. During the first quarter of 2026, in addition to drilling, the Company progressed as planned on various studies, such as geotechnical, geomechanical and internal trade-off studies. Work is expected to continue into 2027, with certain workstreams continuing thereafter as required to support future technical studies, permitting processes and development decisions.

At the same time, the combination of the Geminid deposit's growing scale and nickel grade warrant further exploration as well as technical and economic assessment. Exploration activity on the Geminid deposit continued in the first quarter with 878 metres drilled.

The Company has a strategic objective of resource growth which includes growth through acquisition. This initiative was supported through the closing of the Fokus transaction on April 22, 2026. The Company now has a consolidated 204 km^2 contiguous land package located along the LLCB, and will be expanding the number of drill rigs from 9 to 10, mobilizing the additional rig to start testing high prospectivity targets around the Galloway property in the second quarter. The Company continues to refine its exploration plans for the Galloway property and is currently projecting to increase the Galloway property's drilling rates with additional rigs planned in the second half of 2026.

Additionally, upon closing of the acquisition of Pan American's Larder Property, the Company expects to add further resources and exploration optionality, as well as the opportunity to assess the potential development of a multi-deposit mining complex that may have centralized processing with various sources of mill feed.

8. SELECTED FINANCIAL INFORMATION

The selected information below is derived from the Company's unaudited interim consolidated financial statements.

	As at March 31, 2026	As at December 31, 2025
Financial Position:		
Cash and cash equivalents	$ 66,043,000	$ 77,061,000
Total assets	72,229,000	80,392,000
Current liabilities	18,232,000	17,885,000
Total non-current liabilities	4,873,000	4,838,000
Equity	49,124,000	57,669,000

		For the three months ended March 31,	
		2026	2025
Operations:			
Mineral property expenditures	$	11,798,000	$ 5,548,000
Operating and administrative expenditures		3,105,000	1,252,000
Other income		3,034,000	83,000
Net loss and comprehensive loss		(11,869,000)	(6,717,000)
Basic and diluted net loss per share		(0.06)	(0.04)
Weighted average common shares outstanding		201,462,000	172,499,000

9. REVIEW OF FINANCIAL POSITION

During the first quarter of 2026, the Company's total assets decreased by $8,163,000 or 10% to $72,229,000 as compared to December 31, 2025. The change is primarily due to an $11,066,000 decrease in cash and cash equivalents, which was the result of the exploration activities and advancement of its projects. Offsetting the decrease in cash and cash equivalents was an increase in the sales tax receivable balance due to the timing of receipt of the refund, and the timing of prepaid and other assets.

Current liabilities slightly increased by 2% to $18,232,000 as accounts payable and accrued liabilities increased by $3,219,000 due to the timing of payments and the expanding scope of work occurring at the projects. Additionally, the Company reduced the flow-through share premium liability by $2,872,000 as qualifying exploration expenses were incurred.

Equity decreased $8,545,000 to $49,124,000 during the first quarter of 2026, as a result of the operating loss recorded in the period.

10. REVIEW OF FIRST QUARTER 2026 OPERATIONS

Mineral Property Expenditures

During the first quarter of 2026 the Company continued to make progress on its 2026 objectives. There were nine drill rigs active on the property drilling a total of 51 holes for 23,475 metres, compared to the prior year period of 8,702 metres drilled. This resulted in exploration drilling costs of $7,424,000 in the quarter, a 97% increase from the prior year period. Drilling costs per metre in 2026 are in line with budget and lower than what was incurred in 2025 primarily as 2026 included more shallow infill drilling relative to 2025.

The Company remains on track to complete an updated MRE for each of the Kerr-Addison and Geminid deposits in the second quarter of 2026. This goal led to a significant increase in assaying costs in the quarter, as more assays were processed as rush orders in an effort to meet cut-off deadlines for the MRE.

During the quarter, the Company progressed as planned on the preparation of the PEA, as work continued on various studies, such as geotechnical, geomechanical and scoping studies. The Company incurred $632,000 during the first quarter of 2026, compared to $451,000 in the prior year period, on engineering and geological work.

Efforts continue related to environmental baseline permitting work, advanced exploration, water treatment related studies and community relations, with spending of $545,000 in the first quarter of 2026, compared to $179,000 in the prior year period.

To support the larger exploration program and increased derisking activities, the Company has added personnel, leading to an increase in salary and wages.

Operating and Administrative Expenditures

During the first quarter of 2026, operating and administrative expenses increased to $3,105,000 from $1,252,000 in the prior year period. The primary driver of the variance was the increase in share-based compensation. In March 2026, the Board of Directors approved a grant of 3,000,000 performance share units ("PSUs"), expiring in November 2029. The PSUs are equity settled instruments payable only if the Company's share price achieves specific share price targets and therefore payment is not guaranteed. The Company recorded a non-cash expense of $1,039,000 related to the PSUs during the first quarter of 2026.

Additionally, the Company made significant additions to the executive management team, as well as hiring other key corporate roles in the second half of 2025. This led to higher personnel costs and share-based compensation, as the leadership team grew and vacancies that were present in the prior year were filled.

Other Income and Expense

During the first quarter of 2026, the Company recorded other income of $3,034,000, a significant increase from the prior year period other income of $83,000. The variance primarily relates to $2,873,000 of amortization on the flow through share premium. The premium is from the charity flow through share issuance in August 2025, that resulted in an initial liability of $12,218,000 and will be extinguished as eligible exploration expenses are incurred. As at March 31, 2026, the remaining liability was $8,943,000 and the Company expects to fulfill its obligation by the end of 2026.

11. REVIEW OF QUARTERLY FINANCIAL INFORMATION

Three months ended		Net loss		Net loss per share
March 31, 2026	$	(11,869,000)	$	(0.06)
December 31, 2025		(12,144,000)		(0.06)
September 30, 2025		(10,373,000)		(0.06)
June 30, 2025		(7,698,000)		(0.04)
March 31, 2025		(6,717,000)		(0.04)
December 31, 2024		(6,520,000)		(0.04)
September 30, 2024		(4,666,000)		(0.03)
June 30, 2024		(5,413,000)		(0.03)

The Company's focus on exploring and advancing the Kerr-Addison project, has led to losses for the past eight quarters. The Company has not generated revenue, and operating results are not seasonal in nature. The quarterly losses were due to exploration activities and administrative costs each quarter. Starting in the fourth quarter of 2024, the net loss was higher compared to the prior quarters primarily due to an increase in the mineral property expenditures related to advancing the Kerr-Addison project, and an increase in corporate and administrative expenses as the Company grew its leadership team and filled other open corporate roles.

12. LIQUIDITY, CAPITAL RESOURCES AND GOING CONCERN

		Three months ended March 31, 2026		2025
Cash flow used in operating activities	$	(12,001,000)	$	(5,279,000)
Cash flow used in investing activities		(468,000)		-
Cash flow provided by financing activities		1,403,000		8,743,000
Net (decrease) increase in cash and cash equivalents		(11,066,000)		3,464,000
Foreign exchange effect on cash and cash equivalents		48,000		(1,000)
Cash and cash equivalents, beginning of period		77,061,000		13,187,000
Cash and cash equivalents, end of period		66,043,000		16,650,000

The Company is in the exploration stage and therefore does not generate cash flow from operations. The only source of funds since incorporation has been from the issuance of common shares.

As at March 31, 2026, the Company had cash and cash equivalents of $66,043,000 (December 31, 2025 - $77,061,000). The decrease in cash and cash equivalents of $11,018,000 from year end, was due to the Company's continued advancement of its exploration programs in 2026.

During the quarter, the Company used $12,001,000 in operations primarily on exploration and evaluation activities, salaries and management fees, professional fees, as well as other activities related to progressing the Kerr-Addison project. Additionally, the Company spent $468,000 on the purchase of equipment to support the exploration team.

The Company received $1,403,000 in proceeds from the exercise of stock options in the quarter, resulting in the issuance of 1,275,000 common shares in April 2026. In addition, after the first quarter ended, a further 1,025,000 stock options were exercised, with proceeds of $1,128,000 received by the Company in April 2026.

Management's assessment of the Company's ability to continue as a going concern involves significant judgements and management believes the Company has sufficient liquidity to meet its current obligations, commitments and budgeted expenditures for the next twelve months. As at March 31, 2026, the Company does not have any capital commitments or long-term contracts that restrict financial resources. Additionally, the Company could issue additional equity if required to increase available funding, as demonstrated with the financing of the Fokus acquisition through a private placement in April 2026.

At the end of 2025, the Company committed to spend $42,761,000 related to proceeds of flow through shares issued in August 2025. The full amount was renounced to shareholders in 2025, and the Company is required to complete the expenditures by the end of 2026. As at March 31, 2026, the Company has a remaining balance of $32,364,000 to renounce and expects to satisfy the commitment by the end of 2026.

Use of Proceeds

The Company continues to use the proceeds from its 2025 financings in line with expectations. During the first quarter of 2026, the Company advanced exploration programs, technical, engineering and economic studies, baseline permitting work on Gold Candle's 100%-owned Kerr-Addison project and for general corporate purposes.

13. RELATED PARTY TRANSACTIONS

The Company categorizes key management personnel as related parties. Key management personnel are those persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. This includes the Company's executive officers, vice presidents and members of its Board of Directors.

The increase in management and consulting fees compared to the prior year period, is predominantly due to the additions to the Board of Directors and executive leadership team in the second half of 2025. The Company awarded the following compensation to key management personnel:

	Three months ended March 31, 2026	2025
Salaries and wages	$ 684,000	$ 529,000
Share-based compensation		
Stock options	725,000	497,000
Performance share units	1,039,000	-
Key management personnel compensation	2,448,000	1,026,000

The performance share units are equity settled instruments payable only if the Company's share price achieves specific share price targets and therefore payment is not guaranteed.

14. OUTSTANDING SHARE INFORMATION

As at May 13, 2026, Gold Candle's outstanding securities included:

Common shares	233,658,832
Stock options	19,256,522
Performance share units	3,500,000
Warrants	5,390,910
	261,806,264

15. OFF BALANCE SHEET ARRANGEMENTS

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

16. FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The Company's financial instruments comprise cash and cash equivalents, other receivables, accounts payable and accrued liabilities which are classified as and subsequently measured at amortized cost. The carrying values of cash and cash equivalents and accounts payable and accrued liabilities approximate their fair values because of their short-term nature.

The Company is exposed in varying degrees to a variety of financial instrument related risks. Refer to the audited consolidated financial statements and MD&A for the year ended December 31, 2025 for more information on the type of risk exposure and the way in which such exposure is managed.

17. ACCOUNTING ESTIMATES, JUDGEMENTS, POLICIES AND CHANGES

Many amounts reported in the consolidated financial statements require management to apply estimates and judgements. These accounting estimates and assumptions are reviewed on an ongoing basis and are derived from historical experience and other relevant factors, including reasonable expectations about future events. Any revisions to accounting estimates are recognized in the period in which the changes are made. The areas that involve significant management judgment, estimates, and assumptions are outlined in note 4 of the Company's audited consolidated financial statements for the year ended December 31, 2025.

Accounting Policies and Changes

The Company's material accounting policies and future changes in accounting policies are presented in note 2 of the Company's unaudited condensed consolidated interim financial statements for the three months ended March 31, 2026