



**NEW ENERGY METALS**  
CORP.

## **Management's Discussion and Analysis**

Three Months Ended September 30, 2025 and 2024

This Management's Discussion and Analysis (the "**MD&A**") of the financial condition and results of the operations of New Energy Metals Corp. (the "**Company**" or "**New Energy**") constitutes management's review of the factors that affected the Company's financial and operating performance for the year ended June 30, 2025.

This Management's Discussion and Analysis ("**MD&A**") should be read in conjunction with the unaudited condensed interim financial statements and related notes thereto of the Company for the three months ended September 30, 2025 (the "**Interim Financial Statements**"), which were prepared in accordance with International Accounting Standard 34 Interim Financial Reporting ("**IAS 34**") using accounting policies consistent with International Financial Reporting Standards ("**IFRS**") as issued by the International Accounting Standards Board ("**IASB**"), and the annual audited financial statements for the year ended June 30, 2025, and the notes related thereto (the "**Annual Financial Statements**"), which were in accordance with IFRS.

All information in the MD&A is as of November 28, 2025 unless otherwise indicated. The Interim Financial Statements and MD&A have been reviewed by the Company's Audit Committee and approved by the Board of Directors on November 28, 2025.

This MD&A may contain forward-looking statements and should be read in conjunction with the cautionary statement on forward-looking statements at the end of this MD&A. These forward-looking statements are based on assumptions and judgments of management regarding events or results that may prove to be inaccurate resulting from risk factors beyond its control. Actual results may differ materially from the expected results.

The Financial Statements, MD&A and other information, including news releases and other continuous disclosure documents are available on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca) or on the Company's website at [www.new-enrg.com](http://www.new-enrg.com).

## **Description of Business**

New Energy Metals Corp. was incorporated pursuant to the provisions of the British Columbia Business Corporations Act on March 13, 2017. The Company's registered and records office is located at 2200 – 885 West Georgia Street, Vancouver, BC V6C 3E8.

The Company's common shares are listed on the TSX Venture Exchange under the symbol "ENRG". The common shares are also quoted on the OTC Pink under the symbol "NRGYF". New Energy is a reporting issuer in the provinces of British Columbia and Alberta.

New Energy is a junior mineral exploration company focused on the identification, evaluation and acquisition of mineral projects with a particular emphasis on energy-related and critical metals. Historically, the Company held interests in copper and lithium exploration projects in Canada. During the fiscal year ended June 30, 2025, the Company recorded impairment charges on all of its exploration and evaluation assets due to the presence of impairment indicators, resulting in the carrying value of these properties being reduced to \$Nil. As a result, the Company no longer has any active exploration assets.

Despite the impairments recorded in fiscal 2025, the Company continues to believe in the long-term demand fundamentals for energy and battery metals. Management is actively reviewing new exploration opportunities and evaluating potential acquisitions, joint venture structures, and option agreements involving early-stage and advanced-stage mineral assets. The Company's strategy is to rebuild a diversified portfolio of high-quality

exploration properties by focusing on projects with compelling geological potential, favourable jurisdictional characteristics, and scalable exploration upside.

The Company does not generate revenue from operations and continues to rely on equity and debt financings to fund its corporate activities and exploration initiatives. Future growth will depend on the Company's ability to secure mineral projects on reasonable terms, obtain adequate financing to advance those projects, and create shareholder value through disciplined exploration, partnerships and selective acquisition opportunities.

New Energy's near-term objective is to acquire one or more high-quality mineral exploration projects that align with its focus on energy metals, thereby re-establishing a foundation for renewed exploration activity and longer-term growth.

## Summary of Quarterly Results

The following table sets forth selected financial information of the Company for each of the last eight quarters:

	Sep 2025	Jun 2025	Mar 2025	Dec 2024	Sept 2024	Jun 2024	Mar 2024	Dec 2023
	\$	\$	\$	\$	\$	\$	\$	\$
Total assets	43,408	63,885	241,840	288,602	333,673	297,948	315,116	1,087,628
Net loss	(59,583) <sup>(2)</sup>	(266,239) <sup>(1)</sup>	(33,617) <sup>(2)</sup>	(76,278) <sup>(2)</sup>	(27,879) <sup>(2)</sup>	(85,417) <sup>(2)</sup>	(841,900) <sup>(3)</sup>	(177,717)
Loss per common share	(0.01)	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)	(0.23)	(0.05)

(1) The increase in net loss during the quarter was primarily attributable to the impairment of exploration and evaluation assets of \$200,500 related to the Troitsa property.

(2) The decrease in net loss during the periods was mainly due to cost cutting measures implemented by the Company. See "Results of Operations" below.

(3) The increase in net loss during the quarter was primarily attributable to the impairment of exploration and evaluation assets of \$808,600 related to the Roslyn property.

## Results of Operations

### Q1 2026 compared with Q1 2025

Net loss in Q1 2026 was \$59,583 compared to a net loss of \$27,879 in Q1 2025. The overall increase in loss of \$31,704 was primarily attributable to the higher share-based compensation charge during the period.

General and administration expenses decreased by \$5,048 in Q1 2026, reflecting lower shared office costs, including rent, staffing and other overhead items. The reduction was a result of the Company's decision to terminate its monthly office rental agreement and scale back its staff-sharing arrangement.

The Company recorded share-based compensation of \$26,738 related to stock options and RSUs granted and vested during the period as compared to \$5,912 in Q1 2025.

In Q1 2026 the Company incurred interest expense of \$5,120 on the promissory note issued in Fiscal 2025. No interest expense was recorded in Q1 2025.

## Liquidity and Capital Resources

The Company manages liquidity risk by ensuring, as far as reasonably possible, that it has sufficient capital to meet working capital and operating requirements as well as its financial obligations and commitments. The Company has historically financed its operations and met its capital requirements primarily through debt and equity financings.

As of September 30, 2025, the Company had a working capital deficiency of \$210,066 (June 30, 2025 – \$227,261) and cash of \$5,605 (June 30, 2025 - \$13,709). The Company's ability to meet its financial obligations as they become due and to continue as a going concern is dependent on the continued financial support of its creditors and shareholders. There can be no assurance that funding from these or other sources will be available or sufficient to maintain operations. Even if the Company is able to obtain new financing, it may not be terms favorable or acceptable to the Company.

During the period, the Company raised \$50,040 through a non-brokered private placement of 278,000 units at \$0.18 per unit. The net proceeds were used for working capital purposes.

To fund its planned expenditures and to pursue existing and future business objectives, the Company will require additional capital. Management expects to obtain such funding through the issuance of additional securities or by incurring debt. However, there can be no assurance that such financing will be available on acceptable terms or at all.

## Cash Flow Highlights

The table below summarizes the Company's cash flows for the three months ended September 30, 2025 and 2024:

	2025	2024
	\$	\$
Cash used in operating activities	(38,144)	(18,978)
Cash used in investing activities	-	-
Cash provided by financing activities	30,040	60,000
Change in cash	(8,104)	41,022

The overall decrease in cash during Q1 2026 of \$8,104 was attributable to cash used for operating activities of \$38,144 offset by cash provided by financing activities of \$30,040.

The Company's capital expenditures consist mainly of property option payments. Such expenditures are funded through equity financings. The Company does not have any long-term debt obligation and has not pledged any of its assets as security for loans, or otherwise, and is not subject to any debt covenants. Management is committed to raising additional capital to meet its financial obligations and commitments, fund its operations,

growth initiatives and capital expenditures. Although the Company has raised funds during the period, there can be no assurance that the Company will be able to secure additional adequate financing.

## **Capital Management**

The Company's objectives for the management of capital are to safeguard the Company's ability to continue as a going concern, including the preservation of capital, and to achieve reasonable returns on invested cash after satisfying the objective of preserving capital.

The Company considers its cash to be its manageable capital. The Company's policy is to maintain sufficient cash and deposit balances to cover operating costs over a reasonable future period. The Company accesses capital markets as necessary and may also raise additional funds where advantageous circumstances arise. The Company currently has no externally-imposed capital requirements. There were no changes to the Company's approach to capital management during the period ended September 30, 2025.

## **Off-Balance Sheet Arrangements**

The Company had no material off-balance sheet arrangements as at September 30, 2025, and as at the date of this MD&A, that have, or are reasonably likely to have, a current or future effect on the financial performance or financial condition of the Company.

## **Related Party Transactions**

For a detailed disclosure of the Company's related party transactions, refer to note 6 to the Interim Financial Statements.

## **Critical Accounting Estimates**

The preparation of the Financial Statements in conformity with IFRS requires management to make judgments, estimates and assumptions which affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Estimates are based on historical experience, and other factors considered to be reasonable and are reviewed on an ongoing basis. Actual results may differ from these estimates.

Refer to note 2 to the Annual Financial Statements for a detailed discussion of the areas in which critical accounting estimates are made and where actual results may differ from the estimates under different assumptions and conditions and may materially affect financial results of its statement of financial position reported in future periods.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized when the estimates are revised and in any future periods affected.

## **New Accounting Pronouncements**

New accounting standards issued but not yet effective:

### **IFRS 18 - Presentation and Disclosure in Financial Statements**

IFRS 18 is effective for reporting periods beginning on or after January 1, 2027. It introduces several new requirements that are expected to impact the presentation and disclosure of most, if not all, entities. The Company is in the process of assessing the impact on the financial statements of the new standard.

## **Financial Instruments**

As at September 30, 2025, the Company's financial instruments consist of cash, accounts payable, note payable and accrued liabilities. The carrying amounts of these financial instruments other than cash approximate fair value due to their immediate or short-term maturity. Cash is measured at fair value using level 1 inputs.

The Company may be exposed to risks of varying degrees of significance from financial instruments. Management's close involvement in the operations allows for the identification of risks and variances from expectations. A discussion of the types of risks the Company is exposed to and how such risks are managed by the Company is provided in note 10 to the 2025 Annual Financial Statements.

## **Other Risks and Uncertainties**

The Company's business is mineral exploration. Companies in this industry are subject to many and varied kinds of risks, including but not limited to, environmental, mineral prices, political, and economical. The Company will take steps to verify the title to any properties in which it has an interest, in accordance with industry standards for the current stage of exploration of such properties. These procedures do not guarantee the Company's title. Property titles may be subject to unregistered prior agreements or transfers and title may be affected by undetected defects.

The Company has no significant sources of operating cash flow and no revenue from operations. Additional capital will be required to fund the Company's exploration program. The sources of funds available to the Company are the sale of equity capital or the offering of an interest in its project to another party. There is no assurance that it will be able to obtain adequate financing in the future or that such financing will be advantageous to the Company.

The property interests to be owned by the Company or in which it may acquire an option to earn an interest are in the exploration stages only, are without known bodies of commercial minerals and have no ongoing operations. Mineral exploration involves a high degree of risk and few properties, which are explored, are ultimately developed into production. If the Company's efforts do not result in any discovery of commercial minerals, the Company will be forced to look for other exploration projects or cease operations.

The Company is subject to the laws and regulations relating to environmental matters in all jurisdictions in which it operates, including provisions relating to property reclamation, discharge of hazardous materials and other matters. The Company may also be held liable should environmental problems be discovered that were caused

by former owners and operators of its properties in which it previously had no interest. The Company is not aware of any existing environmental problems related to any of its current or former properties that may result in material liabilities to the Company.

## **Controls and Procedures**

In connection with National Instrument 52-109 (“**NI 52-109**”), the CEO and CFO of the Company have filed a Venture Issuer Basic Certificate with respect to the financial information contained in the Interim Financial Statements and accompanying MD&A as at March 31, 2025 (together the “**Interim Filings**”).

In contrast to the certificate under NI 52-109, the Venture Issuer Basic Certification does not include representations relating to the establishment and maintenance of disclosure controls and procedures and internal control over financial reporting, as defined in NI 52-109. For further information, the reader should refer to the Venture Issuer Basic Certificates filed by the Company with the Annual Filings on SEDAR at [www.sedarplus.ca](http://www.sedarplus.ca).

## **Disclosure Controls and Procedures**

Disclosure controls and procedures (“**DC&P**”) are intended to provide reasonable assurance that information required to be disclosed is recorded, processed, summarized and reported within the time periods specified by securities regulations and that information required to be disclosed is accumulated and communicated to management. Internal controls over financial reporting (“**ICFR**”) are intended to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with IFRS.

Venture companies are not required to provide representations in the Interim Filings relating to the establishment and maintenance of DC&P and ICFR, as defined in NI 52-109. In particular, the CEO and CFO certifying officers do not make any representations relating to the establishment and maintenance of (a) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation, and (b) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with the issuer’s IFRS. The issuer’s certifying officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in their certificates regarding the absence of misrepresentations and fair disclosure of financial information. Investors should be aware that inherent limitations on the ability of certifying officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

## Summary of Outstanding Share Data

The Company is authorized to issue an unlimited number of common shares. As at the date of this MD&A, the Company has the following issued and outstanding securities:

Description of Securities	Number of Securities
Common shares	4,969,724
Stock options	276,500
Warrants	278,000
Restricted share units	157,500

## Forward-Looking Statements

This MD&A contains forward-looking statements and forward-looking information (collectively, “**forward-looking statements**”) within the meaning of applicable Canadian securities legislation. These statements relate to future events or the future activities or performance of the Company. All statements, other than statements of historical fact, are forward-looking statements. Information concerning mineral resource/reserve estimates and the economic analysis thereof contained in preliminary economic analyses or prefeasibility studies also may be deemed to be forward-looking statements in that they reflect a prediction of the mineralization that would be encountered, and the results of mining that mineralization if a mineral deposit were developed and mined. Forward-looking statements are typically identified by words such as: believe, expect, anticipate, intend, estimate, postulate, plans and similar expressions, or which by their nature refer to future events. These forward-looking statements include, but are not limited to, statements concerning:

- the Company’s strategies and objectives, both generally and in respect of its specific mineral properties or exploration and evaluation assets;
- the timing of decisions regarding the timing and costs of exploration programs with respect to, and the issuance of the necessary permits and authorizations required for, the Company’s exploration programs;
- the Company’s estimates of the quality and quantity of the resources and reserves at its mineral properties;
- the timing and cost of planned exploration programs of the Company and the timing of the receipt of result thereof;
- general business and economic conditions;
- the Company’s ability to meet its financial obligations as they come due, and to be able to raise the necessary funds to continue operations; and
- the Company’s expectation that it will be able to add additional mineral projects of merit to its existing property portfolio.

Although the Company believes that such statements are reasonable, it can give no assurance that such expectations will prove to be correct. Inherent in forward looking statements are risks and uncertainties beyond the Company’s ability to predict or control, including, but not limited to, risks related to the Company’s inability to

raise the necessary capital to be able to continue in business and to implement its business strategies, to identify one or more economic deposits on its properties, variations in the nature, quality and quantity of any mineral deposits that may be located, variations in the market price of any mineral products the Company may produce or plan to produce, the Company's inability to obtain any necessary permits, consents or authorizations required for its activities, to produce minerals from its properties successfully or profitably, to continue its projected growth, and other risks identified herein under "Risks and Uncertainties".

The Company cautions investors that any forward-looking statements by the Company are not guarantees of future performance, and that actual results are likely to differ, and may differ materially, from those expressed or implied by forward looking statements contained in this MD&A. Such statements are based on several assumptions which may prove incorrect, including, but not limited to, assumptions about:

- the level and volatility of the price of commodities;
- general business and economic conditions;
- the timing of the receipt of regulatory and governmental approvals, permits and authorizations necessary to implement and carry on the Company's planned exploration;
- conditions in the financial markets generally;
- the Company's ability to attract and retain key staff;
- the nature and location of the Company's mineral exploration projects, and the timing of the ability to commence and complete the planned exploration programs; and
- the ongoing relations of the Company with its regulators.

These forward-looking statements are made as of the date hereof and the Company does not intend and does not assume any obligation, to update these forward-looking statements, except as required by applicable law. For the reasons set forth above, investors should not attribute undue certainty to or place undue reliance on forward-looking statements.

Historical results of operations and trends that may be inferred from the discussion and analysis may not necessarily indicate future results from operations. The current state of the global securities markets may cause significant reductions in the price of the Company's securities and render it difficult or impossible for the Company to raise the funds necessary to continue operations.