Management Discussion & Analysis for the year ended 30 June 2026

The following discussion and analysis of the financial position and results of operations and comprehensive loss for Mont Royal Resources Limited. (the "Company" or "Mont Royal") should be read in conjunction with the audited consolidated financial statements for the eight months ended 30 June, 2026, which are prepared using accounting policies consistent with IFRS Accounting Standards ("IFRS") and International Accounting Standards as issued by the International Accounting Standards Board ("IASB") and Interpretations (collectively, "IFRS Accounting Standards"). All financial figures presented herein are expressed in Australian dollars (AUD$) unless otherwise specified.

As outlined in the 31 October 2025 financial statements, the acquisition of Commerce Resources was accounted for as a continuation of Commerce Resources. Commerce Resources had a 31 October financial year end and the Group has resolved to change the year end to 30 June to align to the financial year which had been utilised by Mont Royal Resources prior to the transaction.

Additional information is available under the ticker "MRZ" on the Canadian System for Electronic Document Analysis and Retrieval ("SEDAR") at sedar.com, on the Australian Securities Exchange ("ASX") platform at asx.com.au and on the Company's website at montroyalres.com.

CHANGE IN PRESENTATION CURRENCY

Commerce Resources Corp. has had a CAD functional currency and previously reported in CAD. During the previous financial year ended 31 October 2025, following the transaction with Mont Royal Resources Limited, the Group voluntarily changed its presentation currency from Canadian Dollars (CAD) to Australian Dollars (AUD) in accordance with IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors.

The effective date of this report is 24 September, 2026.

NATURE OF BUSINESS

Mont Royal is a mineral exploration and development company, dual-listed on the Australian Securities Exchange ("ASX") and the TSX Venture Exchange ("TSXV"), trading under the symbol "MRZ" and "MRZL" respectively. The Company's primary focus is on rare earth elements ("REE"), and its principal assets are the Ashram Rare Earth & Fluorspar Project, the Eldor Niobium Project, and the Northern Lights Project in Quebec. The technical information included in this Management Discussion & Analysis ("MD&A"), unless otherwise stated, has been reviewed by Marie-Pier Boivin, M.Sc., P. Geo., Ms. Boivin is a Qualified Person under National Instrument 43-101 ("NI 43-101").

CORPORATE UPDATES

On October 22, 2025, Mont Royal announced the successful completion of the merger with Commerce Resources by way of a Canadian statutory plan of arrangement, with Mont Royal acquiring 100% of the issued and outstanding common shares of Commerce. The merger establishes Mont Royal as a leading player in the critical minerals company with a core focus on the 100%-owned Ashram Rare Earth and Fluorspar Deposit in Québec, Canada – one of the largest monazite-mineralized carbonatite-hosted REE deposits in North America.

Mont Royal completed a strongly supported A$10 million capital raising, ensuring the merged entity is well funded to progress development activities and strategic engagement to advance the Ashram Project. Mont Royal has also completed a share consolidation on a 0.2195-for-1 basis, with all options adjusted as per ASX Listing Rule 7.22.

On November 5, 2025, Mont Royal re-commenced trading on the ASX and TSXV under the ticker symbol "MRZ" and "MRZL" respectively, following completion of the merger with Commerce, ensuring strong market access for investors in both Australia and North America.

On 26 February 2026, the Company announced that its wholly owned subsidiary, Commerce Resources, received an extension of the conditional approval first announced on February 6, 2025 for a revised road strategy, with conditional funding of up to a total of C$2,606,977 from Natural Resources Canada's (NRCan) Critical Minerals Infrastructure Fund (CMIF), to progress access road studies for the Company's 100%-owned Ashram Rare Earths and Fluorspar Project in Nunavik, Quebec. This extended conditional approval remains subject to completion of due diligence and the execution of a formal agreement.

On April 7, 2026, the Company announced the nomination of Constantine Karayannopoulos to its advisory board. Mr. Karayannopoulos, BASc, MASc, P.Eng., is an experienced executive and professional engineer with more than 30 years of senior leadership roles in the rare earth elements, critical minerals, and advanced materials sectors. He has held senior executive and board roles across mining, processing and downstream materials businesses globally. The Company intends to appoint further members to the Advisory Board in the near term.

On 9 June 2026, the Company issued 600,000 unlisted options with an exercise price of A$0.30 per share expiring 3 years after issue to consultants under the incentive plan.

EXPLORATION AND DEVELOPMENT ACTIVITIES

The company's principal development focus is the Ashram Rare Earth & Fluorspar Project, one of the largest monazite-mineralised, carbonatite-hosted rare earth deposits in North America, located in the Nunavik region of Québec. The portfolio also includes the Eldor Niobium Project, located immediately adjacent to Ashram, and the Northern Lights Lithium Project, located in the world-class James Bay region of Québec, creating a diversified platform aligned the global clean energy transition.

Figure 1: Location of the Ashram REE & Fluorspar Project, the Northern Lights Project and the Port of Saguenay.

ELDOR PROPERTY

The Eldor Property is situated in northern Quebec approximately 130 km south of the town of Kuujjuaq. The Property is 100%-owned by the Company and is composed of 244 claims comprising approximately 11,475 hectares, including the Ashram Rare Earth and Fluorspar Deposit ("Ashram Deposit").
The Ashram Deposit remains open to the north, south, and at depth. The deposit's mineralized footprint is approximately 700 m along strike, over 350 m across, and 600 m deep.

NORTHERN LIGHTS

The Northern Lights Project encompasses a 536km2 land package and includes the 75%-owned Northern Lights Assets and the Eastmain Léran Project.

MINERAL RESOURCE ESTIMATE

On May 22, 2024, the Company announced an updated mineral resource estimate ("MRE") for the Ashram Rare Earth and Fluorspar Deposit. The updated MRE firmly establishes Ashram as a globally significant rare earth element deposit, and one of the largest monazite-mineralized carbonatite REE deposits in the world: 73.2 Mt at 1.89% TREO and 6.6% CaF_2 (indicated), and 131.1 Mt at 1.91% TREO and 4.0% CaF_2 (inferred), at a cut-off of $287 Net Metal Return (NMR) per tonne with an Effective Date of April 4, 2024. Mineral resources are not mineral reserves as they do not have demonstrated economic viability. The Ashram MRE demonstrates very high NdPr distributions (i.e., percent of neodymium plus praseodymium oxide of the TREO) for a carbonatite hosted deposit at 21.2% NdPr (indicated) and 21.4% NdPr (inferred), exceeding that of several active global producers.

ASHRAM PRELIMINARY ECONOMIC STUDY (PEA)

On 9 June 2026, the Company released an updated Preliminary Economic Assessment ("PEA") for its 100%-owned Ashram Rare Earths and Fluorspar Project located in Nunavik, Québec, Canada.

The PEA was completed by Altris Engineering ("Altris") in accordance with National Instrument 43-101 – Standards of Disclosure for Mineral Projects ("NI 43-101") in collaboration with the following specialist firms:

- Altris Engineering
- BBA Inc. (BBA)
- PLR Resources Inc. (PLR)
- DRA Americas Inc. (DRA)
- L3 Process Development (L3)
- ASDR Canada Inc.
- TALA Geotec
- Norda Stelo Inc.

The updated study incorporated significant optimisation work completed since prior economic studies, including:

- revised mining and processing assumptions;
- optimisation of transportation and logistics pathways;
- incorporation of a proposed hydrometallurgical processing facility in Saguenay, Québec;
- updated infrastructure assumptions; and
- revised engineering and metallurgical inputs.

The PEA highlights the potential for Ashram to become a major long-term supplier of rare earth products into Western and allied critical mineral supply chains.

Ashram is one of the largest monazite-hosted rare earth deposits in North America and contains a favourable distribution of magnet rare earth elements, including neodymium and praseodymium ("NdPr"), which are critical components used in EVs, permanent magnets, wind turbines, robotics, semi-conductors, aerospace technologies and defence applications.

The Economic Summary and metrics for the project are shown below in Table 1 and Table 2.

TABLE 1. UPDATED PEA – ECONOMIC SUMMARY

Economic Metrics	Unit	Value
LOM Revenue	CAD M	24,638
LOM EBITDA	CAD M	15,460
EBITDA Margin	%	62.7%
LOM Undiscounted Post-Tax Cashflow	CAD M	8,365
$NPV_{8\%}$ post-tax (real)	CAD M	2,026
$NPV_{8\%}$ pre-tax (real)	CAD M	3,440
IRR post-tax (real)	%	22.0%
IRR pre-tax (real)	%	25.6%
Post-Tax Payback	years	3.9

TABLE 2. OPERATING COST PROFILE

Unit Cost Metric	Unit	Value
C1 Cash Cost	CAD/kg saleable REO	17.99
AISC	CAD/kg saleable REO	18.58

FLOTATION TEST WORK OPTIMISATION PROGRAM

Mont Royal also recommenced metallurgical flotation test work on the Ashram Project. Auralia Metallurgy, in Australia, received bulk samples of mineralised material in December 2025. This work is to build on the previous results achieved by SGS Lakefield campaign which provided high-grade rare earth mineral concentrate of 36% REO. The program will further evaluate the potential to produce a commercial fluorspar (CaF_2) concentrate and incorporate this potential high-value by-product opportunity into the Stage 1 flowsheet. It will also produce additional concentrate both for further Hydromet test work optimisation and to undertake test work utilising new and alternative processing technology groups.

REVIEW OF FLUORSPAR POTENTIAL AT THE MALLARD PROSPECT

On May 26, 2026, the Company announced an update on the fluorspar (CaF_2) potential identified within historical niobium-focused drilling at the Mallard Prospect, located approximately 1.4 km southeast of the Ashram Deposit within the Eldor Carbonatite Complex, Québec.

A review of historical drilling (2008, 2010 and 2024 campaigns) confirmed a discrete fluorite-bearing system, now named the "Flux" Fluorite Zone, hosted as high-grade intervals (>15% to 39.8% CaF_2) within dolomite carbonatite with associated modest niobium mineralization. Reported length-weighted intercepts (CaF_2 derived from fluorine assays using a 2.055 conversion factor) include 32.4 m @ 26.1% CaF_2 and 0.4% Nb_2O_5 from 203.9 m (EC10-033, incl. 5.0 m @ 38.8% CaF_2); 29.0 m @ 21.7% CaF_2 from 275.0 m (EC10-040, incl. 6.6 m @ 39.8% CaF_2); 24.8 m @ 35.8% CaF_2 from 221.7 m (EC24-209); and 10.9 m @ 38.5% CaF_2 from 275.7 m (EC24-211).

The interpreted zone measures at least 80 m along strike and 150 m down-dip and remains open in multiple directions. As historical drilling targeted niobium and did not consistently assay for fluorine, management considers the zone to represent material fluorspar upside and intends to undertake a follow-up drill program to target expansion and delineation.

These results are based on previously reported data referenced in the Company's 2018 NI 43-101 Technical Report. No mineral resource or reserve is currently estimated for the Flux Fluorite Zone, and the Company cautions that the results are exploration-stage and do not yet demonstrate economic viability.

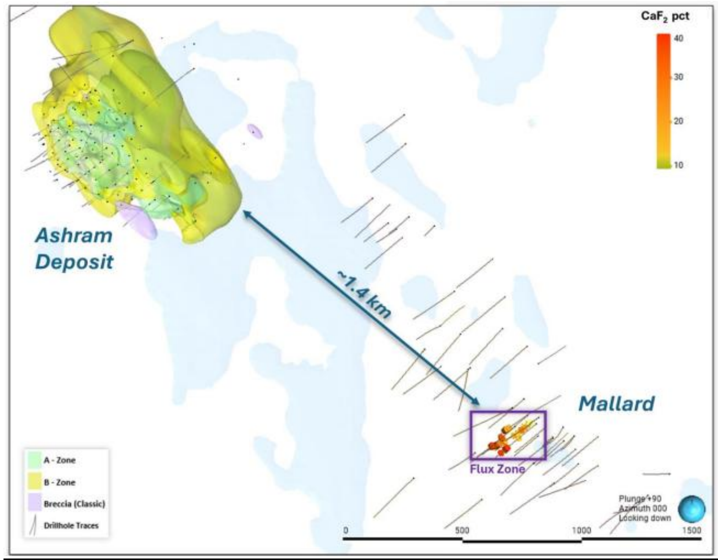

Figure 2. Plan view of Ashram REE & Fluorspar Deposit, the nearby niobium Mallard Prospect and Flux Fluorite Zone

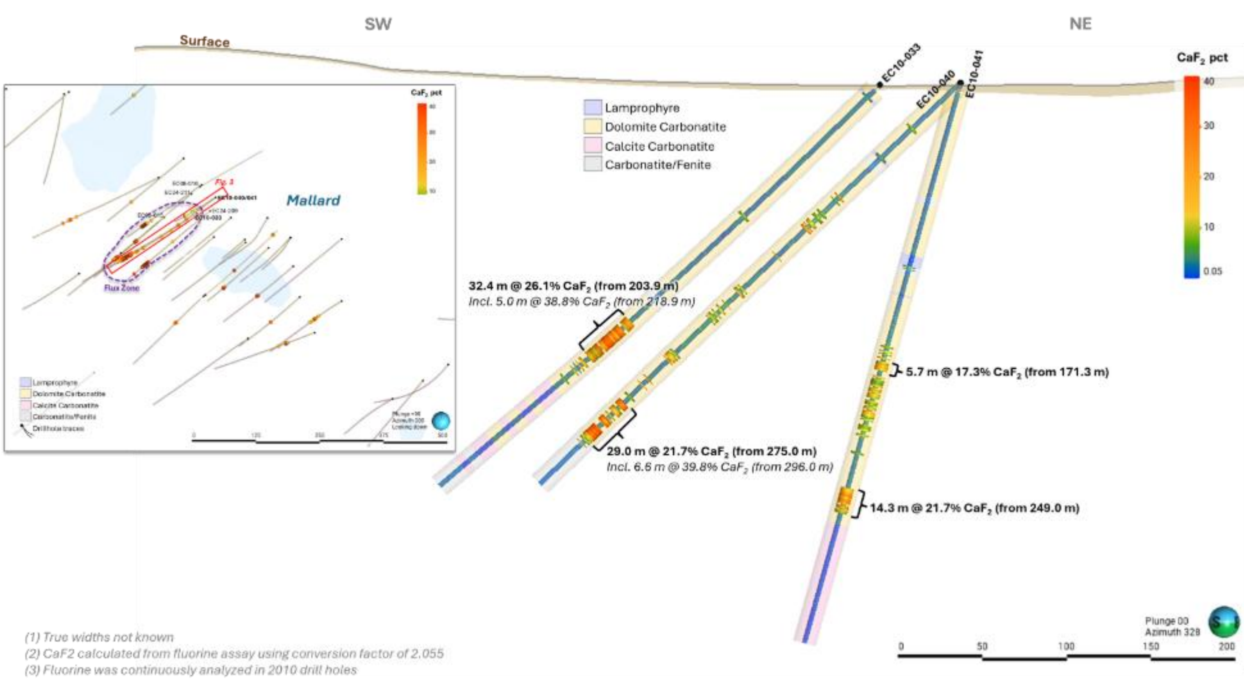

Figure 3. Select cross-section (15 m cross-section slice width) highlighting historical fluorspar drill intercepts within the Mallard Prospect area.

SELECTED ANNUAL INFORMATION

The following is a summary of the financial data of the Company for the last completed fiscal year ends and are derived from the audited annual consolidated financial statements of the Company:

	Eight months ended 30 June, 2026	Year ended 31 October, 2025	Year ended 31 October, 2024 Restated
	$	$	$
Total Revenues	Nil	Nil	Nil
Net loss after tax	(2,772,620)	(6,556,423)	(31,836,582)
Other comprehensive loss[1]	(4,099,326)	(76,093)	(2,874,123)
Total comprehensive loss	(6,871,946)	(6,632,516)	(34,710,705)
Loss after tax (per share, basic and diluted)	(1.44)	(5.96)	(34.36)
Total assets	64,315,218	73,811,172	59,930,597
Total long-term financial liabilities	Nil	17,647	62,058
Cash dividend declared per share	Nil	Nil	Nil

[1] Other comprehensive loss consists of the foreign currency translation.

The Company has recorded losses in each of its three most recently completed fiscal years and expects to continue to record losses until such time as an economic resource is identified, developed, and brought into profitable commercial operation on one or more of the Company's properties or otherwise disposed of at a profit.

The losses for the eight-months ended 30 June, 2026 and the year ended 31 October, 2025, were lower than the year ended October 31, 2024, because of the loss on sale of Blue River Property of $31,636,648 ($Nil in 2025).

The expenses for the eight months ended 30 June 2026 were lower compared to the expenses for the year ended 31 October as there were less corporate expenses due to the acquisition transaction in 2025, but the foreign currency translation adjustment was higher, therefore the losses were comparable.

DESCRIPTION	AS AT 30 JUNE 2026	AS AT 31 OCTOBER 2025
	$	$
Cash and cash equivalents	4,391,344	10,165,403
Total assets	64,315,218	73,811,172
Total liabilities	1,009,126	4,683,814

The variations in total assets and cash and cash equivalents are mostly related to normal activities of the Company during the period that are mainly expensed as related to the merger with Commerce, and the payment of outstanding payables due and payable as at 31 October 2025. As at 30 June 2026, prepayments and other receivables decreased compared to 31 October 2025 further reducing the total assets figure.

EIGHT MONTHS ENDED 30 JUNE 2026 AND YEAR ENDED 31 OCTOBER 2025

DESCRIPTION	EIGHT MONTHS ENDED 30 JUNE 2026	YEAR ENDED 31 OCTOBER 2025
	$	$
Loss after tax	2,772,620	6,556,423
Basic and diluted loss per share	1.44	5.96

During the eight months ended 30 June 2026, the significant variations included in loss after tax were the following:

	EIGHT MONTHS ENDED 30 JUNE 2026	YEAR ENDED 31 OCTOBER 2025
	$	$
Employee benefits expense (i)	479,257	1,156,862
Corporate expenses (ii)	774,172	3,027,508
Share-based payment expense (iii)	1,050,680	583,256

(i) The employee benefits expense was higher for the period ended 31 October 2025 as is included a severance payment and more employees.

(ii) The corporate expenses are higher for the period ended 31 October 2025 in relation to the merger transaction between Mont Royal Limited and Commerce Resources.

(iii) The share-based payment expense is related to the vesting of PSU's as there were no PSU's in 2025.

SUMMARY OF QUARTERLY RESULTS

The following is a summary of the results from the eight previously completed financial quarters:

	June 30, 2026 (AUD) [1]	April 30, 2026 (AUD)	January 31, 2026 (AUD)	October 31, 2025 (AUD) [2]
Revenues	Nil	Nil	Nil	Nil
Net income (loss) after tax	(929,821)	(796,576)	(1,314,242)	(2,931,371)
Basic and diluted net income (loss) after tax (per share)	(0.35)	(0.41)	(0.68)	(2.54)
	July 31, 2025 (CAD)	**April 30, 2025 (CAD)**	**January 31, 2025 (CAD)**	**October 31, 2024 (CAD)**
Revenues	Nil	Nil	Nil	Nil
Net income (loss) after tax	(1,164,219)	(1,166,016)	(984,784)	220,567
Basic and diluted net income (loss) after tax (per share)	(0.01)	(0.01)	(0.00)	0.00

Please note all quarterly information stated throughout the management discussion & analysis in unaudited information.

[1] This period represents two months, rather than a financial quarter due to the change in year-end from 31 October to 30 June.

[2] This was the first quarter following the change in currency from CAD to AUD. Refer to Change in presentation currency note on p1 for further details.

Over the course of the Company's previously completed eight quarters, the Company's net loss after tax has remained at a consistent level, with the exception of the share-based payments expense recorded during the quarters ended January 31, 2026, April 30, 2025 and July 31, 2025, the impairment of the Blue River Property during the quarter ended July 31, 2024, and the flow-through premium recovery during the quarter ended October 31, 2024. Refer to the corporate update section above for the fourth quarter analysis.

LIQUIDITY AND CAPITAL RESOURCES

As at 30 June 2026, the Company has total assets of $64,315,218 (October 31, 2025: $73,811,172). The primary assets of the Company are exploration and evaluation assets of $56,995,474 (October 31, 2025: $59,378,995), prepaid expenses of $479,723 (October 31, 2025: $510,714) and cash of $4,391,344 (October 31, 2025: $10,165,403). The Company has a working capital of $6,201,847 (October 31, 2025: $9,626,153) as at 30 June 2026.

The Company's property is in the exploration stage only. Development of the property will only follow upon obtaining satisfactory results. Exploration and development of natural resources involve a high degree of risk and few properties which are explored are ultimately developed into producing properties. There is no assurance that the Company's exploration and development activities will result in any discoveries of mineral deposits amenable to commercial development. The long-term profitability of the Company's operations will be in part directly related to the cost and success of its exploration programs, which may be affected by a number of factors.

Proceeds are raised for the specific purpose of advancing the Company's exploration properties and for general working capital purposes. The Company believes it will be able to raise the capital required to continue to develop these properties. The Company does not have any specific work commitments or property payments, all work on the property is determined by how to best spend the funds raised, taking into consideration the Company's working capital requirements. The Company has maintained reasonable general and administrative expenditures, with advertising and promotion of the property dependent on the capital available to cover such expenditures.

CASH FLOWS PROVIDED BY (USED IN)	**EIGHT MONTHS ENDED 30 JUNE 2026**	**YEAR ENDED 31 OCTOBER 2025**
	$	**$**
Operating activities	(4,632,054)	(2,005,856)
Investment activities	(1,012,920)	(2,394,570)
Financing activities	(124,213)	11,851,996
Change in cash and cash equivalents	(5,769,187)	7,451,570

Cash Used in Operating Activities: Cash was mostly spent on general operating expenses, outstanding payables, and prepaid expenses related to advances for the Company's field work program and adjusted for items not involving cash.

Cash Used in Investing Activities: Total cash used in investing activities during the period relates to the exploration and development of its mineral properties, which was lower in 2026 due to the closing of the transaction with Commerce closed in October.

Cash From Financing Activities: Total cash from financing activities during the period was lower in 2026 noting the transaction with Commerce and raising of capital was completed in 2025, whilst there was minimal financing activities in 2026.

TRANSACTIONS WITH RELATED PARTIES

The Company's related parties include key management personnel (KMP) and entities over which they have control or significant influence as described below.

KMP Compensation

The aggregate compensation made to directors and other members of key management personnel of the consolidated entity is set out below:

	Consolidated	
	Eight months ended 30 June 2026	**Year ended 31 October 2025**
Short-term employee benefits	499,215	681,473
Post-employment benefits	55,000	21,569
Share-based payments	851,588	441,873
	1,405,803	1,144,915

TRANSACTIONS WITH RELATED PARTIES

The following transactions occurred with related parties:

	Consolidated	
	Eight months ended 30 June 2026	**Year ended 31 October 2025**
	$	**$**
Payment for goods and services:		
Payment for advisory fees and office rental charges to Churchill Strategic Investments, a related party of Jeremy Robinson and Cameron Henry	100,650	163,921

RECEIVABLE FROM AND PAYABLE TO RELATED PARTIES

The following balances are outstanding at the reporting date in relation to transactions with related parties:

	Consolidated	
	30 June 2026	**31 Oct 2025**
	$	**$**
Current receivables:		
Funds owed in relation to exercise of options on 30 October 2025 from Churchill Strategic Investments, a related party of Jeremy Robinson and Cameron Henry	-	434,901
Current payables:		
Payment for finders fees, advisory fees and office rental charges to Churchill Strategic Investments, a related party of Jeremy Robinson and Cameron Henry	4,950	52,260

Loans to/from related parties
There were no loans to or from related parties at the current and previous reporting date.

Terms and conditions
All transactions were made on normal commercial terms and conditions and at market rates.

NEW ACCOUNTING STANDARDS AND INTERPRETATIONS NOT YET MANDATORY OR EARLY ADOPTED

Australian Accounting Standards and Interpretations that have recently been issued or amended but are not yet mandatory, have not been early adopted by the consolidated entity for the annual reporting period ended 30 June 2026.

The Group's assessment of the impact of these new or amended Accounting Standards and Interpretations, most relevant to the Group, are set out below.

AASB 18 Presentation and Disclosure in Financial Statements

This standard is applicable to annual reporting periods beginning on or after 1 January 2027 and early adoption is permitted. The standard replaces IAS 1 'Presentation of Financial Statements', with many of the original disclosure requirements retained and there will be no impact on the recognition and measurement of items in the financial statements. But the standard will affect presentation and disclosure in the financial statements, including introducing five categories in the statement of profit or loss and other comprehensive income: operating, investing, financing, income taxes and discontinued operations. The standard introduces two mandatory sub-totals in the statement: 'Operating profit' and 'Profit before financing and income taxes'. There are also new disclosure requirements for 'management-defined performance measures', such as earnings before interest, taxes, depreciation and amortisation ('EBITDA') or 'adjusted profit'. The standard provides enhanced guidance on grouping of information (aggregation and disaggregation), including whether to present this information in the primary financial statements or in the notes. The Group will adopt this standard from 1 July 2027 and it is expected that there will be a significant change to the layout of the statement of profit or loss and other comprehensive income.

CRITICAL ACCOUNTING JUDGEMENTS, ESTIMATES AND ASSUMPTIONS

The preparation of the financial statements requires management to make judgements, estimates and assumptions that affect the reported amounts in the financial statements. Management continually evaluates its judgements and estimates in relation to assets, liabilities, contingent liabilities, revenue and expenses. Management bases its judgements, estimates and assumptions on historical experience and on other various factors, including expectations of future events, management believes to be reasonable under the circumstances. The resulting accounting judgements and estimates will seldom equal the related actual results. The judgements, estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities (refer to the respective notes) within the next financial year are discussed below.

Share-based payment transactions

The consolidated entity measures the cost of equity-settled transactions with employees by reference to the fair value of the equity instruments at the date at which they are granted. The fair value is determined by using either the Binomial or Black-Scholes model taking into account the terms and conditions upon which the instruments were granted. The accounting estimates and assumptions relating to equity-settled share-based payments would have no impact on the carrying amounts of assets and liabilities within the next annual reporting period but may impact profit or loss and equity. This estimate also requires determination of the most appropriate inputs to the valuation model including the expected life of the share option, volatility and dividend yield and making assumptions about them.

EXPLORATION AND EVALUATION COSTS

Exploration and evaluation costs have been capitalised on the basis that the consolidated entity has the right to tenure over the area of interest and activities are not at a stage where assessment of the existence of economically recoverable resources can be determined which active operations ongoing or it will commence commercial production in the future, from which time the costs will be amortised in proportion to the depletion of the mineral resources. Key judgements are applied in considering costs to be capitalised which includes determining expenditures directly related to these activities and allocating overheads between those that are expensed and capitalised. In addition, costs are only capitalised that are expected to be recovered either through successful development or sale of the relevant mining interest. Factors that could impact the future commercial production at the mine include the level of reserves and resources, future technology changes, which could impact the cost of mining, future legal changes and changes in commodity prices. To the extent that capitalised costs are determined not to be recoverable in the future, they will be written off in the period in which this determination is made.

INVESTMENT IN CAPACITOR METALS CORP.

The accounting for investments in other companies can vary depending on the degree of control and influence over those other companies. Management has used its judgment to determine which companies are controlled and require consolidation and those which are significantly influenced and require equity accounting. Management has determined that the Company did have significant influence over Capacitor Metals Corp. Accordingly, the investment in Capacitor Metals Corp. was accounted for as an investment in associate.

VALUATION OF THE REFUNDABLE DUTIES CREDIT FOR LOSSES AND THE REFUNDABLE TAX CREDIT FOR RESOURCES

The refundable mining duties credit and the refundable tax credit for resources for the current and prior periods are measured at the amount expected to be recovered from the taxation authorities using the tax rates and tax laws that have been enacted or substantively enacted at the statement of financial position date. Uncertainties exist with respect to the interpretation of tax regulations, including the mining duties credit and the tax credit for resources for which certain expenditures could be disallowed by the taxation authorities in the calculation of credits, and the amount and timing of their collection. The calculation of the Company’s mining duties credit and tax credit for resources necessarily involves a degree of estimation and judgement in respect of certain items whose tax treatment cannot be finally determined until a notice of assessments and payments has been received from the relevant taxation authority. Differences arising between the actual results following the final resolution of some pending items. The amounts recognized in the financial statements are derived from the Company’s best estimation and judgement as described above. However, the inherent uncertainty regarding the outcome of these items means that eventual resolution could differ from the accounting estimates and therefore impact the Company’s financial position and its financial performance and cash flows.

OFF BALANCE SHEET ARRANGEMENTS

There are no off-balance sheet arrangements to which the Company is committed.

FINANCIAL INSTRUMENTS

All financial instruments are required to be measured at fair value on initial recognition. The fair value is based on quoted market prices, unless the financial instruments are not traded in an active market. In this case, the fair value is determined by using valuation techniques like discounted cash flows, the Black-Scholes option pricing model or other valuation techniques. Measurement in subsequent periods depends on the classification of the financial instrument. A description of financial instruments and their fair value is included in the notes to the audited consolidated financial statements for the period ended 30 June 2026 filed-on SEDAR+ at www.sedarplus.ca.

CONTINGENT LIABILITIES AND COMMITMENTS

The Northern Lights Project is subject to various royalty obligations pursuant to the Mineral Rights Acquisition Agreement for blocks that comprise the Northern Lights Project. Of the 845 exploration titles currently held by the Company, 537 exploration titles are subject to a net smelter return royalty.

Specifically:

(i) Alta Royalties and Focus No 1 Royalty: 32 exploration titles are subject to a 2% net smelter return royalty held by Resources Minière Alta Inc. (Alta) and a 0.5% net smelter return royalty held by Focus Graphite Inc. (Focus); and

(ii) Focus No 2 Royalty: 505 exploration titles are subject to a 2.5% net smelter return royalty held by Focus.

The Eldor Property is subject to royalty obligations over eight mineral claims. Those eight mineral claims, as acquired by Commerce from Virginia, are subject to a 1% net smelter return royalty to Virginia. In addition to the Virginia royalty, there is a private agreement held by two individuals for a 5% net profit interest royalty in five of the eight tenements. Commerce has the right to buy back the net profit interest royalty for CAD 500,000.

The Directors are not aware of any other contingent liabilities or commitments as at 30 June 2026 (31 October 2025: $nil)

OTHER MD&A REQUIREMENTS

DISCLOSURE OF OUTSTANDING SHARE CAPITAL

The total issued and outstanding shares of the Company total 192,493,084 as 30 June 2026 (October 31, 2025: 192,493,084) and 192,493,084 as of the date of this report. The following is a breakdown of the share capital of the Company:

	September 15, 2026	30 June 2026	31 October 2025
Common Shares	192,493,084	192,493,084	192,493,084
Stock Options	50,619,779	57,504,536	89,563,813
Performance rights	7,662,114	7,662,114	7,662,114
PSU	4,597,268	4,597,268	4,597,268
Fully Diluted Shares	255,372,245	262,257,002	294,316,279

ADDITIONAL INFORMATION AND CONTINUOUS DISCLOSURE

The Company is required to comply with National Instrument 52-109, Certification of Disclosure in Issuers' Annual Filings. The certification of annual filings requires us to disclose in the MD&A any changes in our internal controls over financial reporting that have materially affected or are reasonably likely to materially affect our internal control over financial reporting. We confirm that no such changes were made to the internal controls over financial reporting during the eight-month period ended 30 June 2026. The Chief Executive Officer and Chief Financial Officer have signed form 52- 109F2, Certification of Interim Filings, which can be found on SEDAR+ at www.sedarplus.ca

INDUSTRY AND ECONOMIC FACTORS AFFECTING PERFORMANCE

As a mineral exploration and development company, Commerce's performance is affected by a number of industry and economic factors and exposure to certain environmental risks and regulatory requirements. These include metal prices, competition amongst exploration firms for attractive mineral properties, the interest of investors in providing high-risk equity capital to exploration companies, and the availability of qualified staff and equipment such as drilling rigs to conduct exploration.

RISK FACTORS

Mineral exploration and development involve a high degree of risk such that few properties, which are explored, are ultimately developed into producing mines. With respect to the Company's properties, where mineral resources exist, substantial expenditures will be required to confirm mineral reserves which are sufficient to commercially mine and to obtain the required environmental approvals and permitting required to commence commercial operations. Should any mineral resource be defined on such properties there can be no assurance that the mineral resources on such properties can be commercially mined or that the metallurgical processing will produce economically viable saleable products. The decision as to whether a property contains a commercial mineral deposit and should be brought into production will depend upon the results of exploration programs and/or feasibility studies, and the recommendations of duly qualified engineers and/or geologists, all of which involves significant expense. This decision will involve consideration and evaluation of several significant factors including, but not limited to: (1) costs of bringing a property into production, including exploration and development work, preparation of production feasibility studies and construction of production facilities; (2) availability and costs of financing; (3) ongoing costs of production; (4) market prices for the minerals to be produced; (5) environmental compliance regulations and restraints (including potential environmental liabilities associated with historical exploration activities); and (6) political climate and/or governmental regulation and control.

Environmental Risks and Other Regulatory Requirements

Any future operations of the Company, including development activities and commencement of production on its properties, will require permits from various federal and local governmental authorities, and such operations are and will be governed by laws and regulations governing prospecting, development, mining, production, taxes, labour standards, occupational health, waste disposal, toxic substances, land use, environmental protection, mine safety and other matters. In addition, agreements may be required with local native people and / or groups that could have a material effect on the Company's operations. Companies engaged in the development and operation of mines and related facilities generally experience increased costs and delays in production and other schedules as a result of the need to comply with the applicable laws, regulations and permits. There can be no assurance that all permits which the Company may require for the construction of mining facilities and conduct of mining operations will be obtainable on reasonable terms or that such laws and regulations would not have an adverse effect on any mining project which the Company might undertake. Failure to comply with applicable laws, regulations and permitting requirements may result in enforcement actions including orders issued by regulatory or judicial authorities causing operations to cease or be curtailed, and may include corrective measures requiring capital expenditures, installation of additional equipment or remedial actions. Parties engaged in mining operations may be required to compensate those suffering loss or damage by reason of the mining activities and may have civil or criminal fines or penalties imposed upon them for violation of applicable laws or regulations. Amendments to current laws, regulations and permits governing operations and activities of mining companies, or more stringent implementation thereof, could have a material adverse impact on the Company and cause increases in capital expenditures or production costs or reduction in levels of production at producing properties or require abandonment or delays in the development of new mining properties.

Management

The Company is dependent on a relatively small number of key personnel, the loss of any of whom could have an adverse effect on the Company.

FORWARD LOOKING STATEMENTS

This Management Discussion & Analysis may contain forward-looking information and is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ from those projected in the forward-looking statements.

Readers can identify many of these statements by looking for words such as “believes”, “expects”, “will”, “intends”, “projects”, “anticipates”, “estimates”, “continues” or similar words or the negative thereof.

Forward-looking information is based on the opinions and estimates of management and its consultants at the date the information is given. It is subject to a variety of risks and uncertainties and other factors that could cause actual events or results to differ materially from those projected in the forward-looking information. The information is based on reasonable assumptions which include but are not limited to those regarding actual costs for mining and processing and their impact on the cut-off grade established, actual capital costs, forecasts of mine production rates, the timing and content of upcoming work programs, geological interpretations, potential process methods and mineral recoveries, the availability of markets for the products produced, market pricing for the products produced, etc.

Factors that could cause actual results to differ materially from those in forward-looking statements include increases to operating expenses and capital expenditures, market prices for metals, the conclusions of detailed feasibility and technical analyses, lower than expected grades and quantities of resources, mining rates and recovery rates and the lack of availability of necessary capital, which may not be available to the Company on terms acceptable to it or at all.

Forward-looking statements address future events and conditions and therefore involve inherent risks and uncertainties. Actual results may differ materially from those currently anticipated in such statements. There can be no assurance that the plan, intentions or expectations upon which these forward-looking statements are based will occur. Forward looking statements are subject to risks, uncertainties and assumptions. Although the Company believes the expectations expressed in such forward-looking statements are based on reasonable assumptions, such statements should not be in any way construed as guarantees of future performance and actual results or developments may differ materially from those in the forward-looking statements.

Readers are cautioned not to put undue reliance on forward-looking statements. The Company does not undertake to update any forward-looking statements that are contained herein, except in accordance with applicable securities laws.

Cautionary Statement – Preliminary Economic Assessment

The production target referred to in this presentation was first reported by the Company on 9 June 2026. The Company confirms that all material assumptions underpinning the production target and forecast financial information derived from the production target in the original announcement continue to apply and have not materially changed.

Competent and Qualified Persons

Exploration results from Ashram referred to in this presentation were first reported in accordance with Listing Rule 5.7 by the Company on 30 September 2025 and 1 October 2025. Exploration results from the Eldor Niobium Project referred to in this presentation were first reported in accordance with Listing Rule 5.7 by the Company on 26 May 2026. The Company confirms that it is not aware of any new information or data that materially affects the information included in the relevant market announcements.

The Mineral Resource Estimate for Ashram was first reported in in the Company's replacement prospectus dated 30 September 2025 and released to ASX on 1 October 2025 (Prospectus). The Company confirms that it is not aware of any new information or data that materially affects the information relating to the estimate included in the Prospectus and that all material assumptions and technical parameters underpinning the estimate in the Prospectus continue to apply and have not materially changed.

APPROVAL

The Board of Directors of Mont Royal Resources Limited has approved the disclosure contained in this MD&A.

ADDITIONAL INFORMATION

Additional information related to the Company can be found on the Company's website at montroyalres.com or on SEDAR at www.sedarplus.ca.