

CAPITAN INVESTMENT LTD.
Management's Discussion and Analysis
For the three months and year ended December 31, 2025

The following management discussion and analysis ("MD&A") of Capitan Investment Ltd. (the "Company" or "Capitan") for three months and year ended December 31, 2025 contains financial highlights but does not contain the complete financial statements of the Company. The MD&A should be read in conjunction with the Company's December 31, 2025 audited consolidated financial statements and related notes thereto. Additional information is available on SEDAR+ at www.sedarplus.ca. The financial information presented herein has been prepared in accordance with International Financial Reporting Standards ("IFRS"). All references to dollar amounts are in Canadian dollars. This MD&A was approved by the Board of Directors on April 30, 2026 and includes events up to that date.

Forward-Looking Statements

The matters discussed in this MD&A include certain forward-looking statements. Forward-looking statements include, without limitation, any statement that may predict, forecast, indicate or imply future results, performance or achievements. Forward-looking statements may be identified, without limitation, by the use of such words as "anticipates", "estimates", "expects", "intends", "plans", "predicts", "projects", "believes", or words or phrases of similar meaning. In addition, any statement that may be made concerning future performance, strategies or prospects and possible future corporate action, is also a forward-looking statement. Forward-looking statements are based on current expectations and projections about future general economic, political and relevant market factors, such as interest rates, foreign exchange rates, equity and capital markets, and the general business environment, in each case assuming no changes to applicable tax or other laws or government regulation. Expectations and projections about future events are inherently subject to, among other things, risks and uncertainties, some of which may be unforeseeable. Accordingly, assumptions concerning future economic and other factors may prove to be incorrect at a future date. Forward-looking statements are not guarantees of future performance, and actual events could differ materially from those expressed or implied in any forward-looking statements made by the Company. Any number of important factors could contribute to these digressions, including, but not limited to, general economic, political and market factors in North America and internationally, interest and foreign exchange rates, global equity and capital markets, business competition, technological change, changes in government relations, unexpected judicial or regulatory proceedings and catastrophic events. We stress that the above-mentioned list of important factors is not exhaustive. We encourage you to consider these and other factors carefully before making any investment decisions and we urge you to avoid placing undue reliance on forward-looking statements. The Company disclaims any intention or obligation to update or revise these forward-looking statements as a result of new information, future events or otherwise, except as required under applicable securities laws.

Abbreviations

In the following discussion, the three months and year ended December 31, 2025 may be referred to as "Q4 2025" and "YE 2025", respectively, or the "2025 periods", collectively. The comparative three months and year ended December 31, 2024 may be referred to as "Q4 2024" and "YE 2024", respectively, or the "2024 periods", collectively.

Barrels of oil are referred to as "bbls".

NON-IFRS AND OTHER FINANCIAL MEASURES

Throughout this MD&A and in other materials disclosed by the Company, we employ certain measures to analyze financial performance, financial position, and cash flow. These non-IFRS and other financial measures do not have any standardized meaning prescribed by IFRS and therefore may not be comparable to similar measures provided by other issuers. The non-IFRS and other financial measures should not be considered more meaningful than financial measures which are determined in accordance with IFRS, such as net income (loss), crude oil sales revenue and net cash provided by (used in) operating activities as indicators of our performance.

"Working capital" is a capital management measure. Working capital is comprised of current assets less current liabilities. Management believes that working capital is a useful measure to assess the Company's

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capital position and its ability to execute its business strategy. See "Summary Financial Information" for a reconciliation of working capital to current assets and current liabilities, being our nearest measures prescribed by IFRS.

"Field netback" is a non-IFRS measure. Field netback is comprised of crude oil sales less royalties and production and operating expenses. Management believes this measure is a useful supplemental measure of the Company's profitability relative to commodity prices. See "Operational Activities – Oil and Gas Operations" for a reconciliation of field netback to crude oil sales revenue, being our nearest measure prescribed by IFRS.

"Field netback per bbl" is a non-IFRS ratio. Field netback per bbl is comprised of field netback divided by total sales volumes (in bbls) in the period. Management believes this measure is a useful supplemental measure of the Company's profitability relative to commodity prices. In addition, management believes that field netback per bbl is a key industry performance measure of operational efficiency and provide investors with information that is also commonly presented by other crude oil and natural gas producers. "Operational Activities – Oil and Gas Operations" for the calculation of field netback per bbl.

CORPORATE OVERVIEW, PRINCIPAL BUSINESS RISKS AND OUTLOOK

The Company is incorporated under the Business Corporations Act (Alberta) and is listed on the TSX Venture Exchange ("the Exchange"), under the symbol CAI.V.

The Company incorporated a wholly owned subsidiary, GC Capital Holdings Inc. ("GC Capital"), a Delaware business corporation in the United States, on January 20, 2021. The Company's December 31, 2025 audited consolidated financial statements and this MD&A include the accounts of the Company and GC Capital.

As at December 31, 2025, JK Investment (Hong Kong) Co., Limited owned and controlled 69% of the Company's issued and outstanding shares.

Investments

- (a) In August 2021, the Company entered into two Investment Agreements with DMG Investments LLC. ("DMG"), a comprehensive real estate company specializing in finance, development, operations and property management in the United States: (1) a USD 2,000,000 investment in a joint venture real estate investment as a non-managing member in exchange for a preferred equity interest representing approximately 15.56% of the total equity interest in the Air Albany Project and (2) a USD 3,000,000 investment in a joint venture real estate investment as a non-managing member in exchange for a preferred equity interest representing approximately 21.85% of the total equity interest in the Auden Project. The Air Albany Project and the Auden Project are collectively referred to as "the DMG Investments".

The Company has unconditional option to require the cash payment of its 10% guaranteed return on the DMG Investments and the cash repurchase of all or part of its equity interest after an initial 12-month period or, in lieu of full repayment, upon the Company giving three months prior notice to DMG, the Company may continue to hold its position. The 10% return and repurchase option granted to the Company in connection with the DMG Investments is guaranteed by DMG.

The Company has extended its position in the DMG Investments, during which time the Company will continue to earn a 10% return. See the Subsequent Events section.

The Auden Project is a student housing project situated at 2915-2949 North Forest Road, Amherst, New York, USA 14068. The site covers an area of approximately 5.39 acres, inclusive of certain undevelopable areas, in the vicinity of the University at Buffalo campus. The Auden Project consists of 154 residential units and 481 beds, and a lower-level parking area having 283 parking spaces, together with ancillary amenities and improvements, in a four-story building containing approximately 213,438 square feet. The Auden Project is complete and the building has an occupancy rate of approximately 99%.

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The Air Albany Project is a six story multi-family mixed commercial housing project situated at 1211 Western Avenue, Albany, New York, USA 12205. The site covers an area of 0.8 acres with a maximum floor area of 190,968 square feet (103,033 square feet net rentable). Concrete is in progress. Elevators are in storage, plumbing fixtures, appliances, kitchen cabinets, countertops purchase orders have been finalized and executed and all inspections to date have been passed. However, due to various delays in the construction process, building permits have expired and require a re-application process. Construction is expected recommence in 2025 once the new building permits have been received.

The Company's DMG Investments are guaranteed by DMG and the Company is not required to make additional contributions to cover any budget overruns on the project.

- (b) During 2025, the Company provided \$415,765 (USD 300,000) of loans to HGL Company ("HGL"), an arm's length company, for a term of three months from the date of advance which may be extended for an additional three months by mutual agreement. Interest is charged at 1.5% per month, increased to 2.5% per month in the event of default. The loans are secured by a continuing security interest in and lien on all cash flow generated by HGL and the personal assets of the members of HGL.

The December 31, 2025 carrying value of investments is \$7,264,180 (USD 5,350,000) (December 31, 2024 – \$7,194,500 (USD 5,000,000)). The fair value of investments approximates the carrying value as the Company may redeem the DMG Investments at their full USD 5,000,000 face value at any time and term of the loans are for a maximum of six months.

SUMMARY FINANCIAL INFORMATION

As at	December 31 2025	December 31 2024	December 31 2023
Current assets	\$ 7,715,886 ⁽²⁾⁽³⁾	\$ 8,158,007 ⁽²⁾⁽³⁾	\$ 7,927,972 ⁽²⁾⁽³⁾
Current liabilities	(511,718)	(871,779)	(839,118)
Working capital ⁽¹⁾	\$ 7,204,168	\$ 7,286,228	\$ 7,088,854
Property and equipment	26,109	163,874	320,564
Total assets	8,474,980	9,032,780	8,925,298
Total liabilities	914,383	1,424,153	1,551,105
Total shareholders' equity	7,184,525	7,608,627	7,374,193

⁽¹⁾ Working capital is a capital management measure. See "Non-IFRS and Other Financial Measures".

⁽²⁾ Current assets at December 31, 2025 include \$7,264,180 (December 31, 2024 – \$7,194,500; December 31, 2023 – \$6,613,000) of Investments.

⁽³⁾ The Alberta Energy Regulator deposit (2025 – \$732,985; 2024 – \$710,899; 2023 – \$676,762) has been reclassified from current assets to non-current assets. This reclassification had no impact on total assets, total liabilities, profit or cash flows.

	Three months ended December 31		Year ended December 31	
	2025	2024	2025	2024
Return on investment revenue	\$ 189,408	\$ 104,390	\$ 718,172	\$ 614,984
Net income (loss)	307,194	(174,386)	314,166	(380,505)
Net income (loss) per share	0.00	(0.00)	0.00	(0.00)

OPERATIONAL ACTIVITIES

Return on investment revenue

The Company is guaranteed a 10% preferred return on the DMG Investments. During Q4 2025 and YE 2025, the Company earned \$ 175,773 (USD 126,027) and \$698,825 (USD 500,000) (Q4 2024 and YE 2024 – \$104,390 (USD 74,658) and \$614,984 (USD 450,000), respectively, of return on investment income on the DMG Investments. In 2024, the Company granted DMG a USD 50,000 reduction of 2024 return on

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investment income on the Air Albany Project.

During Q4 2025 and YE 2025, the Company earned \$13,635 (USD 9,776) and \$19,347 (USD 13,123), respectively, of return on investment revenue on the HGL loans.

General and administrative expenses

	Three months ended December 31		Year ended December 31	
	2025	2024	2025	2024
Salaries and benefits	\$ 95,854	\$ 103,517	\$ 386,173	\$ 414,447
Consulting and professional fees	99,411	83,893	185,807	283,469
Office and general	11,105	21,682	48,610	67,850
Shareholder and regulatory	6,633	6,318	19,107	25,578
Travel	–	–	–	3,275
Total	\$ 213,003	\$ 215,410	\$ 639,697	\$ 794,619

- Salaries and benefits are lower in the 2025 periods than in the 2024 periods due to a decrease in the number of salaried employees in 2025.
- Consulting and professional fees are lower in the YE 2025 period than in the YE 2024 period due to a decrease in the use of consultants in 2025.
- Office and general are lower in the 2025 periods than in the 2024 periods due to cost-saving efforts.
- Shareholder and regulatory expenses are lower in the YE 2025 period than in the YE 2024 period due to lower fees and fewer press releases.

Depreciation

Depreciation is comprised of depreciation of furniture and equipment and depreciation of the right-of-use (“ROU”) asset related to office premises. Depreciation of furniture and equipment is calculated on a declining-balance basis and is lower in the 2025 periods as there have been no additions to increase the depreciable base. The ROU asset is depreciated on a straight-line basis over the term of the related lease.

During 2025, the Company recognized \$132,716 (2024 – \$178,935) of depreciation expense for ROU assets and furniture and equipment in the loss from operating activities and \$nil (2024 – \$nil) of depletion expense in net loss from oil and gas operations.

Imputed interest expense

Imputed interest expense relates to the Company’s lease liabilities for office premises, recognized using the effective interest rate method over the terms of the leases.

Foreign exchange

Foreign exchange relates to the translation of USD denominated balances for cash and investments to CAD.

Interest income

Interest income primarily relates to interest earned on the Company’s deposit with Alberta Energy Regulator.

Gain on derecognition of financial liabilities

During 2025, the Company derecognized certain old outstanding trade payables due to the passage of the ultimate limitation period with regards to the legal statute of limitations. As a result, the Company recognized a \$376,072 gain on the derecognition of financial liabilities in the 2025 consolidated statement of income (loss) and comprehensive income (loss).

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Oil and gas operations

	Three months ended December 31		Year ended December 31	
	2025	2024	2025	2024
Crude oil sales	\$ 17,221	\$ 28,937	\$ 99,630	\$ 145,776
Royalties	(398)	(1,286)	(3,710)	(6,314)
Net oil sales revenue	16,823	27,651	95,920	139,462
Production and operating expenses	(34,938)	(35,008)	(84,836)	(121,564)
Field netback ⁽¹⁾	(18,115)	(7,357)	11,084	17,898
Accretion of decommissioning obligation	(5,511)	(6,829)	(21,814)	(26,956)
Loss on decommissioning obligations	10,389	(2,313)	(2,443)	(23,159)
Loss from oil and gas operations	\$ (13,237)	\$ (16,499)	\$ (13,173)	\$ (32,217)

Field netback per bbl ⁽¹⁾

	Three months ended December 31		Year ended December 31	
	2025	2024	2025	2024
Heavy oil production volumes (bbls)	304	421	1,578	2,009
<u>Per bbl</u>				
Crude oil sales	\$ 56.66	\$ 68.74	\$ 63.13	\$ 72.55
Royalties	(1.31)	(3.05)	(2.35)	(3.14)
Production and operating expenses	(114.95)	(83.16)	(53.75)	(60.50)
Field netback	\$ (59.60)	\$ (17.47)	\$ 7.03	\$ 8.91

⁽¹⁾ Field netback is a non-IFRS measure. Field netback per bbl is a non-IFRS ratio. See "Non-IFRS and Other Financial Measures".

Crude oil sales are lower in the 2025 periods as compared to the 2024 periods due to a decrease in production volumes combined with decrease commodity prices.

Royalties relate to overriding royalties as production volumes were below thresholds for crown royalty charges.

The Company incurs certain fixed production and operating costs regardless of whether wells are producing or suspended. Production and operating expenses per bbl are higher in the 2025 periods than in the 2024 periods due to lower production volumes in 2025.

During 2025, the Company was charged \$12,832 (2024 – \$20,846) of additional decommissioning expenditures on a wells abandoned in a prior year and recognized \$10,389 (2024 – \$2,313) of revisions resulting in a \$2,443 (2024 – \$23,159) loss on decommissioning obligations.

Depletion

Depletion of development and production assets is calculated on a unit-of-production basis. There was no depletion recognized in the 2025 and 2024 periods as development and production assets were fully impaired at the end of 2023.

LIQUIDITY AND CAPITAL RESOURCES

As at December 31, 2025, the Company has a working capital surplus of \$7,204,168 (2024 – \$7,286,228). The Company has sufficient cash resources to ensure the contractual amounts of its financial obligations, comprised of \$152,481 of trade and other payables and the \$26,055 current portion of lease liabilities, are met as they become due.

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CONTRACTUAL OBLIGATIONS

As at December 31, 2025, the remaining expected payments in 2026 under the Company's office lease agreements are \$26,408 (USD 19,268).

CREDIT RISK

Management believes credit risk is mitigated by entering into transactions with long-standing, reputable counterparties and partners. The maximum exposure to credit risk is as follows:

	December 31 2025	December 31 2024
Cash	\$ 307,914	\$ 810,621
Restricted cash	–	20,632
Investments	7,264,180	7,194,500
Accounts receivable	95,463	44,104
	\$ 7,667,557	\$ 8,069,857

Cash is held with highly rated banks in Canada and China. Restricted cash is in respect of a letter of credit for a corporate credit card. The Company does not believe these financial instruments are subject to material credit risk.

The Company has assessed credit risk with respect to the Investments and has determined that there is no material credit risk based on the Company's review of financial and non-financial information for DMG and the Projects. The 10% return on the Investments and the redemption of the Investments is guaranteed by DMG.

The Company's accounts receivable are less than 60 days old as at December 31, 2025 and 2024. The Company has not experienced any significant collection issues for accounts receivable.

SUBSEQUENT EVENTS

Subsequent to December 31, 2025, the Company, through its wholly owned subsidiary, GC Capital, entered into various agreements with respect to the DMG Investments as described under the Corporate Overview, Principal Business Risks and Outlook section:

- (a) As part of a restructuring, on March 31, 2026, the Company executed a series of agreements with DMG and its affiliates in respect of the Company's USD 2,000,000 investment in the Air Albany Project.

Under these agreements:

- The Company received cash consideration of USD 300,000 and acquired a non-voting special interest with distribution rights in 1211 Albany Multifamily LLC, the entity that now indirectly holds the project.
- The remaining USD 1,700,000 balance of the Company's original investment was assigned an agreed value and, pursuant to a subsequent finalized transaction involving the sale of DMG's interest in the project to a new investor group, is being applied as consideration toward an equity interest in the Albany project.
- In connection with this restructuring, the Company waived its entitlement to accrued and unpaid interest on the original investment, totaling approximately USD 83,000.

These transactions collectively reflect management's decision to exit its prior loan-style investment position in the Albany project and participate in future project returns through an equity-based interest.

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- (b) A purchase agreement (the "Purchase Agreement") with DMG to sell a portion of its membership interest in the Auden Project. Under the Purchase Agreement, the Company will transfer an aggregate of approximately 3.496% of its ownership interest through six monthly installment payments of USD 80,000 each, for total proceeds of USD 480,000.

Each installment payment results in a proportionate transfer of membership interest, with closing occurring upon receipt of payment. Following completion of all installments, the Company's ownership interest is expected to decrease from approximately 21.85% to 18.354% and the principal amount of the investment will decrease from USD 3,000,000 to USD 2,520,000.

This transaction represents an initial step in the Company's broader strategy to fully exit its investment in the Auden Project. As at the date of these financial statements, management is actively engaged in discussions with potential buyers regarding the disposition of its remaining interest; however, no additional agreements have been executed.

SHARE CAPITAL

Common shares

As at December 31, 2025 and 2024 and the date of this MD&A, the Company had 289,684,072 common shares outstanding.

QUARTERLY SUMMARY

Below is a summary of the Company's financial results for the past eight quarters prepared in accordance with IFRS. This information should be read in conjunction with the unaudited quarterly and audited annual financial statements of the Company available at www.sedarplus.ca.

	4th Quarter 2025	3rd Quarter 2025	2nd Quarter 2025	1st Quarter 2025
Return on Investment Revenue	\$ 189,408	\$ 179,285	\$ 172,535	\$ 176,944
Net Oil Sales Revenue ⁽¹⁾	16,823	19,736	29,502	29,859
Net Income (Loss)	307,184	22,653	(21,905)	6,224
Net Income (Loss) per share	0.000	0.000	(0.000)	0.000
Weighted Average Number of Shares	289,684,072	289,684,072	289,684,072	289,684,072
	4th Quarter 2024	3rd Quarter 2024	2nd Quarter 2024	1st Quarter 2024
Return on Investment Revenue	\$ 104,390	\$ 171,910	\$ 170,568	\$ 168,116
Net Oil Sales Revenue ⁽¹⁾	27,651	39,168	46,941	25,702
Net Income (Loss)	(174,386)	(45,009)	(84,433)	(76,677)
Net Income (Loss) per share	(0.000)	(0.000)	(0.000)	0.000
Weighted Average Number of Shares	289,684,072	289,684,072	289,684,072	289,684,072

⁽¹⁾ Oil sales revenue less royalties

- The Company reported higher net income in the 4th Quarter of 2025 as compared to the 3rd Quarter due to the gain on derecognition of financial liabilities offset by an increase in general and administrative expenses primarily related to year-end items such as the financial statement audit.
- The Company reported net income in the 3rd Quarter of 2025 as compared to a net loss in the 2nd Quarter due an increase in return on investments revenue combined with a decrease in general and administrative expenses.

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- The Company reported a net loss in the 2nd Quarter of 2025 as compared to net income in the 1st Quarter due to an increase in general and administrative expenses and decommissioning revisions.
- The Company reported net income in the 1st Quarter of 2025 as compared to a net loss in the 4th Quarter of 2024 due to decreases in general and administrative expenses and depreciation expense and net income from oil and gas operations.
- Net loss for the 4th Quarter of 2024 is higher than the previous quarter due to the decrease in return on investments revenue and an increase in general and administrative expenses primarily related to the cost of the year-end audit.
- Net loss for the 3rd Quarter of 2024 is lower than the previous quarter primarily due to a reduction in general and administrative expenses.
- Net loss for the 2nd Quarter of 2024 is higher than the previous quarter primarily due to an increase in general and administrative expenses partially offset by net income from oil and gas operations.

CONTROLS AND PROCEDURES

As the Company is classified as a Venture Issuer under applicable securities legislation, it is required to file basic Chief Executive Officer and Chief Financial Officer Certifications, which it has done for the three months and year ended December 31, 2025. The Company makes no assessment relating to establishment and maintenance of disclosure controls and procedures as defined under National Instrument 52-109 as at December 31, 2025.

USE OF JUDGMENTS AND ESTIMATES IN FINANCIAL STATEMENTS

The preparation of consolidated financial statements in conformity with IFRS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amount of assets, liabilities, income and expenses. Actual results may differ materially from estimated amounts. Estimates and their underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognized in the year in which the estimates are revised and for any future years affected. The Company's significant judgments and estimates are disclosed in Note 2 of the December 31, 2025 audited consolidated financial statements.

BUSINESS RISKS

Dependence on Key Personnel

The investment and real estate industries involve a substantial degree of risk, which even a combination of experience, knowledge and careful evaluation may not be able to overcome. Shareholders must rely on the ability, expertise, judgment, direction and integrity of the management of the Company, including those individuals that will form an integral part of the management team upon the completion of the Change of Business. This dependence can be expected to continue over the short and medium term as the Company's business interests expands and matures. Any loss of the services of key officers or personnel could have a material adverse effect on the business and operations of the Company, including its success as an investment company.

No Operating History as an Investment Company

The Company does not have any record of operating as an investment company. As such, the Company is subject to all of the business risks and uncertainties associated with any new business enterprise, including the risk that the Company will not achieve its financial objectives as estimated by management or at all. Past successes of management do not guarantee future success as the Company re-focuses its business.

Potential Limitations of Future Investments and Investment Concentration

A key element of the Company's growth strategy is expected to involve negotiating and finding investments and other real-estate driven opportunities. Achieving the benefits of future investments and opportunities

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will depend in part on successfully identifying and capturing such opportunities in a timely and efficient manner and in structuring such arrangements to ensure a stable and growing stream of revenues. In addition to risks relating to the actual identification of opportunities or the ability to fund the same, the Company will compete with other investors, managers, corporations, institutions, developers and owners of real estate for investment opportunities in the financing and/or acquisition of assets. Certain competitors may have a higher risk tolerance, greater financial and other resources and greater operating flexibility than the Company, allowing these competitors to more aggressively pursue investment opportunities. Accordingly, the Company may be unable to acquire additional sufficient assets or investment opportunities at favourable yields or terms or at all.

The Company's ability to successfully identify, negotiate and fund investments and opportunities is not guaranteed and it could take many years for the Company to create a diversified portfolio of assets. For so long as the Company has a significant portion of its assets dedicated to a small number of properties or investments (or type of investments) for an extended period of time, and one or more of properties or investments is unsuccessful or experiences a downturn in value, this could have a material adverse effect on the Company's business, results of operations and financial condition. For so long as the Investments remain the Company's sole real estate investments, the Company will be exposed to a heightened degree of risk due to the lack of investment and asset diversification.

Ability to Manage Future Growth

The Company's ability to achieve desired growth will depend on its ability to identify, evaluate and successfully negotiate and fund its investments. As the Company grows, it will also be required to hire, train, supervise and manage new employees. Failure to manage any future growth or to successfully negotiate suitable investments effectively could have a material adverse effect on the Company's business, financial condition and results of operations.

Effect of General Economic and Political Conditions

The Company's business, investments and assets are expected to be subject to the impact of changes in national and international economic conditions, including but not limited to, recessionary or inflationary trends, equity market conditions, consumer credit availability, interest rates, consumers' disposable income and spending levels, job security and unemployment, and overall consumer confidence. These economic conditions may be further affected by political events throughout North America and elsewhere that cause disruptions in the financial markets, either directly or indirectly. Adverse economic and political developments could have a material adverse effect on the Company and its financial condition, results of operations and cash flows.

Volatility of Share Price and Access to Capital

Securities markets throughout the world are cyclical and, over time, tend to undergo high levels of price and volume volatility. A publicly traded company will not necessarily trade at values determined by reference to the underlying value of its business. The market price of the Company's common shares could be subject to significant fluctuations in response to variations in quarterly and annual operating results following the Change of Business, general economic conditions, and other factors. Increased levels of volatility and resulting market turmoil may adversely impact the price of the common shares. If the Company is required to access capital markets to carry out its business objectives, the state of domestic and international capital markets and other financial systems could affect its access to, and cost of, capital. Such capital may not be available on terms acceptable to the Company or at all, and this could have a material adverse impact on its business, financial condition, results of operations or prospects.

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Distributions to Shareholders

The Company has never declared dividends on any of its securities. The Company intends to reinvest all future earnings to finance the development and growth of its business indefinitely. As a result, the Company does not currently intend to pay dividends on its securities in the foreseeable future, except as explicitly required by the rights and restrictions of such securities. Any future determination to pay dividends will be at the discretion of the Board and will depend on the Company's financial condition, operating results, capital requirements, contractual restrictions on the payment of dividends, prevailing market conditions and any other factors that the Board deems relevant.

Availability of Additional Financing

There is no guarantee that cash flow from the Company's investments will be readily available or will provide the Company with sufficient funds to meet all of its ongoing financial obligations. The Company may therefore require additional equity or debt financing to meet its operational requirements. In the future, the Company may seek additional equity or debt financing to make investments in properties or undertake other opportunities to grow the Company's business to the level envisioned by its management. There can be no assurance that such financing will be available when required or available on commercially favourable terms or on terms that are otherwise satisfactory to the Company. The ability of the Company to arrange such financing in the future will depend in part upon prevailing capital market conditions as well as its business performance.

Currency Fluctuations

The Company expects to make a significant number of its investments in the United States. The Canadian dollar relative to the United States dollar is subject to fluctuations. Failure to adequately manage foreign exchange risk could therefore adversely affect the Company's business, financial condition, and results of operations.

Reliance on Partners and Other Third Parties

Where the Company makes its investments in joint ventures, partnerships and other entities, assets, properties or projects wherein it does not hold a controlling interest, the value of the Company's investment will depend, in part or in full, on a third party to attain its performance projections. Depending on the nature of the investment or asset, the failure of the third party to meet such projections could have an adverse effect on the investment made by the Company, which effect may be material.

Further, investments in partnerships, joint ventures or other entities may, under certain circumstances, involve risks not present were a third-party not involved, including the possibility that the Company's partners, co-venturers or co-investors might become bankrupt or fail to fund their share of required capital contributions. The Company's partners, co-venturers or co-investors also may have economic or other business interests or goals that are inconsistent with the Company's business interests or goals, and may be in a position to take actions contrary to management preferences, policies or objectives. Such investments also will have the potential risk of impasses on decisions, such as a sale, because none of the Company or its partners, co-venturers or co-investors would have full control over the partnership, joint venture or investment. Disputes between the Company and its partners, co-venturers or co-investors may result in litigation or arbitration that would increase expenses and prevent the Company's officers and/or directors from focusing their time and effort exclusively on the Company's business. Consequently, actions by or disputes with the Company's partners, co-venturers or co-investors might result in subjecting properties, assets or investments owned by the partnership, joint venture or other entity to additional risk. In addition, the Company may in certain circumstances be liable for the actions of its partners, co-venturers or co-investors.

General Acquisition Risk

The acquisition on various investments entails risks that the investment will fail to perform in accordance with expectations. In undertaking its investments, the Company will incur certain risks, including the

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expenditure of funds, non-refundable deposits, due diligence costs and inspection fees and the devotion of management's time.

Notwithstanding pre-investment due diligence, it is not possible to fully understand an investment (including those in properties or other real estate interests) before it is owned and operated for an extended period of time and there may be undisclosed or unknown liabilities concerning the acquired properties. The Company may not be indemnified for some or all of these liabilities. For example, the Company could directly or indirectly acquire a property that contains undisclosed environmental contamination. Accordingly, in the course of acquiring a property or other interest, specific risks might not be or might not have been recognized or correctly evaluated. Thus, the Company could overlook or misjudge legal and/or economic liabilities. These circumstances could lead to additional costs and could have a material adverse effect on the Company's proceeds from its investments (including on sales and development or rental income of the relevant properties). In addition, after the acquisition of a property or another real estate interest, the market in which the acquired property is located may experience unexpected changes that materially adversely affect the property's value. For these reasons, among others, the Company's property acquisitions or investments may cause the Company to experience significant losses.

General Real Estate Investment Risk

While the Company may make investments in other industries and markets, its initial investment focus will be in the real estate sector. Real estate investments are subject to a number of risk exposures. Such investments are affected by general economic conditions, local real estate markets, demand for leased premises, competition from other vacant premises, municipal valuations and assessments, and various other factors. The value of real estate and improvements thereto may also depend on the solvency and financial stability of tenants and buyers, interest rates, the availability of financing, market demand. In addition, the real estate industry is capital intensive and market events and conditions, including disruptions affecting international and regional credit markets and other financial systems and global economic conditions that impede access to capital can have a material adverse effect on the value of real estate and investments therein.

The Company's future growth will depend in large part upon the Company's ability to successfully execute on its investment strategy. In order to diversify its portfolio, the Company may undertake its investments in a number of ways, including (among other things) through investments in real estate development projects or direct or indirect acquisitions of real estate.

Real Estate Development

The development of real estate projects is subject to certain risks including (without limitation): (a) the availability and pricing of financing on satisfactory terms or availability at all; (b) the availability and timely receipt of zoning, occupancy, land use and other regulatory and governmental approvals; (c) the ability to achieve an acceptable level of occupancy or sell the asset upon completion; (d) the skill and financial stability of the developer; (e) the potential that the developer may fail to recover expenses already incurred if it abandons redevelopment opportunities after commencing to explore them; (f) the potential that the developer may expend funds on and devote management time to projects which are not completed; (g) the potential that the developer will fail to use advanced funds in the requisite manner; (h) construction or redevelopment costs of a project may exceed original estimates, possibly making the project less profitable than originally estimated, or generally unprofitable; (i) the time required to complete the construction or redevelopment of a project or to lease-up or sell the completed project may be greater than originally anticipated, thereby adversely affecting cash flows and liquidity; (j) the cost and timely completion of construction may vary significantly (including based on matters outside of the developer's control, such as weather, labour conditions or material shortages); (k) shortages of skilled and experienced contractors and tradespeople, contractor and subcontractor disputes, strikes, labour disputes; (l) delays and cost over-runs may occur (including, as a result of (among others) permitting delays, changing engineering and design requirements, the performance of contractors, labour disruptions, adverse weather conditions and the availability of financing); (m) difficulties in the supply of materials, including with respect to shortages of building materials, unforeseen environmental and engineering problems, and increases in the cost of

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certain materials; (n) occupancy rates and rents of a completed project or the total sale price of a project may not be sufficient to make the project profitable; or (o) purchasers may fail to close on purchase transactions or tenants may fail to occupy and pay rent in accordance with lease arrangements.

Real Property Acquisitions

Where it directly or indirectly acquires real estate, the Company's failure to acquire or finance property acquisitions on favorable terms, or operate acquired properties to meet financial expectations, could adversely affect the Company. The ability to acquire real estate properties on favorable terms and successfully operate them involves the following significant risks, among others: (a) potential inability to acquire a desired property may be caused by competition from other real estate investors; (b) competition from other potential acquirers may significantly increase the purchase price and decrease expected yields; (c) potential inability to finance an acquisition on favorable terms or at all; (d) significant unexpected capital expenditures to improve or renovate acquired properties; (e) potential inability to quickly and efficiently integrate new acquisitions, particularly acquisitions of portfolios of properties, into existing operations; (f) market conditions may result in higher-than-expected costs and vacancy rates and lower than expected rental rates; and (g) the acquired properties themselves may be subject to liabilities but without any recourse, or with only limited recourse, to the sellers, or with liabilities that are unknown to the purchaser, such as liabilities for clean-up of undisclosed environmental contamination, claims by tenants, vendors or other persons dealing with the former owners of the properties and claims for indemnification by members, directors, officers and others indemnified by the former owners of properties.

Real Property Ownership

As part of its investment diversification strategy, the Company may add real property to its ownership portfolio from time to time. All real property investments are subject to elements of risk. Revenue properties are subject to economic and other factors affecting the real estate markets in the geographic areas where properties are owned and/or managed. These factors include government policies, demographics and employment patterns, supply and demand for leased premises, the credit and financial stability of the tenants, competition from other available premises, the affordability of rental properties, competitive leasing rates and long term interest and inflation rates. These factors may differ from those affecting the real estate markets in other regions. If real estate conditions in areas where the Company's properties are located decline relative to real estate conditions in other regions, the Company's cash flows and financial condition may be more adversely affected than those of companies that have more geographically diversified portfolios of properties.

An investment in real estate is relatively illiquid. Such illiquidity may limit the ability of the Company to revise its property portfolio promptly in response to changing economic or investment conditions. In recessionary times, it may be difficult to dispose of certain types of real estate. The costs of holding real estate are considerable and during an economic recession the Company may be faced with ongoing expenditures with a declining prospect of incoming receipts. In such circumstances, it may be necessary to dispose of properties at lower prices in order to generate sufficient cash for operations.

Certain expenditures, including property taxes, maintenance costs, mortgage payments, insurance costs and related charges must be made throughout the period of ownership of real property regardless of whether the real property is producing any income. Further, in order to retain desirable rentable space and to generate adequate revenue over the long term, properties must be maintained or, in some cases, improved to meet market demand. Maintaining a rental property in accordance with market standards can entail significant costs, which may not be able to be passed on to tenants. Numerous factors, including the age of the relevant building structure, the material and substances used at the time of construction, or currently unknown building code violations, could result in substantial unbudgeted costs for refurbishment or modernization. Any failure to ensure appropriate maintenance and refurbishment work is undertaken could materially adversely affect the rental income earned from such properties; for example, such a failure could entitle tenants to withhold or reduce rental payments or even terminate existing leases.

In addition, carrying costs can be significant and can result in losses or reduced margins in a poorly performing project. If there are subsequent changes in the fair value of the Company's land holdings that

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the Company determines is less than the carrying basis of land holdings reflected in the Company's financial statements plus estimated costs to sell, the Company may be required to take future impairment charges, which would reduce net income.

In addition to the foregoing, real property owners are subject to various federal, provincial and municipal laws relating to environmental matters. Such laws provide that property owners could be liable for the costs of removal of certain hazardous substances and remediation of certain hazardous locations. The failure to remove or remediate such substances or locations, if any, could adversely affect the ability of the property owner to sell such real estate or to borrow using such real estate as collateral and could potentially also result in claims against the owner.

Disposition of Investments

The Company intends to evaluate the potential disposition of its investments that may no longer meet investment objectives. Should the Company decide to sell an asset, the Company may encounter difficulty in finding buyers in a timely manner, particularly such asset is real estate as real estate investments generally cannot be disposed of quickly, especially when market conditions are poor. This may limit the Company's ability to vary its portfolio promptly in response to changes in economic or other conditions. In some cases, the Company may also determine that it will not recover the carrying value of an investment upon disposition and might recognize an impairment charge.

In addition, certain investments made by the Company (including the Investments) will be governed by operating, shareholder, partnership or similar joint venture agreements or arrangements, many of which will restrict the Company's ability or right to freely sell or otherwise dispose of its investment and/or that affect the timing of any such sale or other disposition. Consequently, the Company's ability to efficiently or timely dispose of or monetize one or more of its investments could be limited by such contractual arrangements, which could in turn have an adverse impact on the Company's liquidity or capital resources.

Geographic Concentration

For the foreseeable future, the Company intends to focus its investment activities in large metropolitan markets in the United States, with a particular focus in the State of New York. As a result, the value of the Company's investments will be impacted by factors specifically affecting the real estate markets in this area. These factors may differ from those affecting the real estate markets in other regions of Canada and the United States.

Due to the anticipated geographic concentration of the Company's investments, a number of its investments could experience any of the same conditions at the same time. If real estate conditions in the regions where the Company holds the majority of its investments decline relative to real estate conditions in other regions, the Company's cash flows and financial condition may be more adversely affected than those of companies that have more geographically diversified portfolios.

Competition

Each of the investment and real estate business sectors are very competitive. Numerous other companies, investors, developers, managers and owners of office, industrial and retail properties will compete with the investments, properties and assets in which the Company has invested. The existence of these competitors could have an adverse effect on the Company's or its partners' ability to acquire properties and on the rents charged or concessions granted.

Potential Losses May Not Be Covered by Insurance

The Company intends to purchase insurance covering the investments, ventures, assets and properties that will be added to the Company's portfolio. The Company's management will review insurance policy specifications to ensure insured limits are appropriate and adequate given the relative risk of loss, the cost of the coverage and industry practice. There are, however, certain types of losses, such as property damage from generally unsecured losses such as riots, wars, punitive damage awards or acts of God that may be either uninsurable or not economically insurable. Insurance policies involving large deductibles and policy limits that may not be sufficient to cover losses may result in the Company having to pay for its losses

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on its own. In addition, the Company may not purchase earthquake, terrorism or other insurance on some or all of its potential investments in the future if the cost of premiums from any of these policies exceeds the value of the coverage discounted for the risk of loss.

Should the Company experience a loss that is uninsured or that exceeds policy limits, the Company could lose the capital invested in the affected investments, ventures, assets or properties as well as the anticipated future cash flows from those investments, ventures, assets or properties. In addition, where the loss involves a property owned by the Company and such damaged property is subject to recourse indebtedness, the Company could continue to be liable for the indebtedness, even if the property is irreparably damaged and requires substantial expenditures to rebuild or repair.

Investments Specific Risks

The success of the Investments relies heavily upon the success of the Projects. As real estate development projects, the Projects are each also subject to the risks outlined above. In addition, as the Auden Project is focused on student housing, it will also be subject to risks relating to decreases in student enrollment at particular colleges and universities, changes in university policies related to admissions and housing and changing student demographics.

As the Investments are being made in projects being developed by DMG, such Investments will also be subject to risks relating to investment concentration and reliance on DMG's ability to meet its contractual obligations and develop each of the projects underlying the Investments in the manner currently contemplated by the Company. Any material adverse change in DMG's financial position or a failure by DMG to successfully operate and finance the projects in the manner currently contemplated, could have a corresponding material adverse change on the Investments and, by extension, the Company.

To the extent that DMG defaults under the terms of either of the Investment Agreements, the Company will have the ability to exercise its enforcement remedies in respect of the Investments; however, exercising enforcement remedies is a process that requires a significant amount of time to complete and could adversely impact the Company's cash flow. In addition, even if it undertakes enforcement proceedings against DMG, there is no assurance that the Company will be able to recover all or substantially all of the outstanding principal and interest owed to it in respect of its Investments. The Company's inability to recover all or substantially all of the principal and interest owed to it in respect of the Investments will have a material adverse effect on the Company.

Oil and Gas Operations

The Company continues to hold certain oil and gas properties. The oil and gas business is inherently risky and there is no assurance that the Company will be able to execute its strategy for its oil and gas operations which consists of: (i) selling wells or (ii) for wells that cannot be sold, undertaking the necessary reclamation actions to abandon the wells and forfeit the mineral and surface leases. As a result, the Company continues to be subject to the following risks related to its crude oil operations:

Environment risks

All phases of the oil business present environmental risks and hazards and are subject to environmental regulation pursuant to a complex blend of federal, provincial, and municipal laws and regulations. Although the Company believes that it is in material compliance with current applicable environmental regulations, no assurance can be given that environmental laws will not result in a curtailment of production or materially increase the costs of production, development, and exploration activities or otherwise adversely affect the Company's financial condition, results from operations and or prospects.

Operational risks

Operational risks include competitive environmental factors, reservoir performance uncertainties and dependence upon third parties for commodity transportation and processing and a complex regulatory environment. The Company closely follows the applicable government regulations. The Company carries insurance coverage to protect itself against those potential losses that could be economically insured against.