

**Torrent Capital Ltd.**  
**Management Discussion and Analysis**  
**Year ended December 31, 2025**

*This Management's Discussion and Analysis ("MD&A") of Torrent Capital Ltd. ("Torrent" or the "Company") is dated April 23, 2026 and provides an analysis of the financial operating results for the years ended December 31, 2025 and 2024. This MD&A should be read in conjunction with the audited annual consolidated financial statements and accompanying notes for the years ended December 31, 2025 and 2024, which have been prepared in accordance with IFRS<sup>®</sup> Accounting Standards ("IFRS<sup>®</sup>") for annual financial statements. All amounts are in Canadian dollars unless otherwise specified. The MD&A, consolidated financial statements and other information, including news releases and other disclosure items are available on the company's website at [www.torrentcapital.ca](http://www.torrentcapital.ca) and on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile. The common shares of the Company are traded on the TSX Venture Exchange under the symbol "TORR".*

*Except for the historical statements contained herein, this MD&A presents "forward-looking statements" within the meaning of Canadian securities legislation that involve inherent risks and uncertainties. Forward-looking statements include, but are not limited to future developments, use of funds, and the business and operations of the Issuer. Generally, these forward-looking statements can be identified by the use of forward-looking terminology such as "plans", "expects" or "does not expect", "is expected", "proposed", "budget", "scheduled", "estimates", "forecasts", "intends", "anticipates" or "does not anticipate", or "believes", "projections" or variations of such words and phrases or statements that certain actions, events or results "may", "could", "would", "might" or "will be taken", "occur" or "be achieved".*

*Forward-looking statements are subject to known and unknown risks, uncertainties and other factors that may cause the actual results, level of activity, performance, or achievements of Torrent to be materially different from those expressed or implied by such forward-looking statements. Such factors include, but are not limited to: general business; economic and competitive risks relating to investment decisions; volatility of markets; digital asset regulatory environment; investee company outlooks and performance of the investments; the Company's ability to realize sufficient proceeds from the disposition of investments; market fluctuations; fluctuations in prices of commodities underlying its interests and equity investments; fluctuations in prices underlying its digital asset investments; foreign exchange fluctuations; political and economic conditions in countries in which the interests of the Company's portfolio investments are located; delay or failure to receive the Board of Directors, shareholder or regulatory approvals; and the results of continued development, as well as those factors disclosed in Torrent's publicly filed documents. There can be no assurance that such statements will prove to be accurate, as actual results and future events could differ materially from those anticipated in such statements. Although the Management of Torrent believe that the expectations reflected in such forward-looking statements are based upon reasonable assumptions and have attempted to identify important factors that could cause actual results to differ materially from those contained in forward-looking statements, there may be other factors that cause results not to be as anticipated, estimated or intended. Accordingly, readers should not place undue reliance on forward-looking statements. Torrent does not undertake to update any forward-looking statements that are incorporated by reference herein, except in accordance with applicable securities laws.*

### ***Company Overview***

Torrent Capital Ltd. ("Torrent", or the "Company") is a publicly traded Investment Issuer listed under the symbol TORR on the TSX Venture Exchange ("TSXV"). Torrent invests primarily in the securities of public and private companies, digital assets and emerging opportunities in infrastructure developments with the objective of increasing shareholder value.

Torrent invests in companies that are perceived to be trading at a discount to their intrinsic value or in early-stage businesses offering a potential high return on investment. On behalf of its shareholders, Torrent allocates its capital towards a multitude of sectors and businesses at various stages of development. The Company typically maintains a concentrated portfolio of public securities and digital assets and may invest in private placements, event-driven opportunities, special situations and private companies with a clear liquidity window. Torrent may also provide advisory services to select companies in conjunction with its investment mandate. Advisory services are focused on those businesses that may benefit from Torrent's extensive corporate finance and capital markets experience.

## *Investment Objective and Strategy*

Torrent's Investment Objective and Strategy ("Investment Policy") is to grow the Company's capital by generating gains from capital appreciation and income from interest earned, dividend income, income from staking rewards, royalty payments and fees. The Company makes investments on a public and private basis with the objective of maximizing returns while managing risks. The Company relies on the business expertise of the Company's Management Team (the "Management") and Board of Directors (the "Board") when making investment decisions.

The nature and timing of the Company's investments will depend, in part, on available capital and on investment opportunities identified and available to the Company. Subject to the availability of capital, the Company intends to maintain a diversified portfolio of investments. The composition of its Investment Portfolio will vary over time depending on its assessment of several factors including the performance of financial markets and credit risk.

The following are the guidelines for Torrent's investment strategy:

- The Company will invest in the securities of both public and private companies and may take part in private or public offerings for predetermined royalties, equity positions, debt, convertible or preferred securities.
- Investments may include a combination of securities including, but not limited to, equity, debt, warrants, preferred shares, bridge financing, collateral, royalty arrangements, digital assets or other securities as deemed appropriate by Management and in compliance with the Investment Policy. In certain cases, the Company may enter into oversight arrangements as a condition of an investment. Oversight may range from a Board of Director appointment to an advisory or management consulting engagement with the target company.
- The Company may reserve the right to acquire all or part of the businesses or assets of a target company that Management believes will enhance value for shareholders.
- The Company will be industry agnostic in terms of investment sectors. The Company's investments will not be required to follow a percentage of industry diversification. The Company's Management and Board will make use of expertise residing within the Company and invest in industry sectors that Management believes can provide superior returns for shareholders.
- It is the Company's policy to reduce its position in an investment over time to ensure that no single investment represents a disproportionate share of the current value of Torrent's Investment Portfolio.
- The Company may make investments in extraordinary activities, or activities not in the normal course of business, which may include but not be limited to mergers, acquisitions, corporate restructurings, spin-offs, take-overs, bankruptcies, or liquidations, leveraged buyouts or start-ups. The Company may elect to invest in such event-driven opportunities, provide financing or purchase securities in exchange for fees, interest, or equity positions.
- Torrent's investment time horizon may vary from investment to investment and contain a mix of short, medium, and long-term investments. The Company reserves the right to increase or decrease its position in any investment at any time. The Company does not report on its investment activity or position changes between quarterly results.
- With the recent shift in the US regulatory environment towards digital assets, the Company may invest in certain digital assets and explore potential new opportunities in this emerging sector.
- Depending upon market conditions, the Company may fully invest its available capital, apart from working capital requirements. Any funds not invested may be expected to be invested in the near term.
- All investments will be made in compliance with applicable laws in relevant jurisdictions and in compliance with any associated exchange policy.

The Company's Management and the Board may authorize investments outside the guidelines described above if they consider the investment to potentially be of sufficiently material benefit to the Company and its shareholders.

Where a Director or Officer identifies themselves to be in a conflict of interest, they recuse themselves from any and all of the Company's discussions and decisions relating to a potential targeted investment. The Company also participates from time to time in investments associated with Numus Financial Inc. - a Venture Capital firm - and its wholly owned subsidiary Numus Capital Corp. - an Exempt Market Dealer (together the "Numus Group"). If the Company invests in these associated ventures, there may be financing fees payable to Numus Capital Corp. The Numus Group is owned by the CEO, a Torrent Director and a third independent party.

### **Overall Performance**

Torrent Capital's Net Asset Value ("NAV") increased to \$32.59 million (\$0.85 per share) as at December 31, 2025 from \$20.28 million (\$0.80 per share) as at December 31, 2024, representing an increase of 6.3% on a per share basis year over year. During the same period the S&P 500 increased 16.4% and the S&P/TSX Small Cap Index increased by 46.97%.

During the fourth quarter of 2025, Torrent Capital's NAV decreased to \$32.59 million (\$0.85 per share) from \$33.54 million (\$0.88 per share) in the third quarter of 2025, representing a decrease of 3.3% on a per share basis during the quarter, whereas the S&P500 increased 2.3% and the S&P/TSX Small Cap Index increased by 9.69%.

During Q4, the market began rotating away from prior AI-driven concentration toward more balanced cyclical and defensive sectors, occurring against a backdrop of volatile economic conditions and ongoing Federal Reserve rate cuts. The quarter capped a resilient year for U.S. equities, with the S&P 500 finishing 2025 up roughly 17.9% on a total-return basis despite earlier volatility from tariff announcements. Canadian equities significantly outperformed on strength in materials and energy sectors amid supportive commodity prices. The Bank of Canada's easing cycle provided additional tailwinds, underscoring the resilience of resource-sensitive segments relative to broader economic softening.

The change in NAV during the final quarter of the year reflects valuation movements across the portfolio during a period of broader market volatility, particularly in the technology and software sectors as the market attempts to price in the impacts of artificial intelligence.

Quarter Ended	Shares Outstanding	Net Asset Value	Net Asset Value ("NAV") <sup>1</sup> per Share	Quarterly Expenses <sup>2</sup>	Expenses <sup>2</sup> as a percentage of NAV
	#	\$	\$	\$	
Dec 31, 2025	38,090,224	32,593,615	0.85	542,852	1.66%
Sep 30, 2025	38,090,224	33,538,058	0.88	220,241	0.66%
Jun 30, 2025	38,090,224	28,732,894	0.75	285,900	1.00%
Mar 31, 2025	37,715,224	26,122,581	0.69	232,864	0.89%
Dec 31, 2024	25,204,167	20,277,511	0.80	240,643	1.19%
Sep 30, 2024	25,204,167	17,712,902	0.70	177,389	1.00%
Jun 30, 2024	25,204,167	16,150,940	0.64	190,891	1.18%
Mar 31, 2024	25,204,167	17,722,128	0.70	151,937	0.86%
Dec 31, 2023	25,204,167	15,671,131	0.62	263,766	1.68%

<sup>1</sup> Refer to "Use of Non-IFRS Financial Measures"

<sup>2</sup> Refers to quarterly expenses less Stock based compensation expense

### Portfolio Assets

The Company's investment activity and fair value of the changes in the unrealized gains and losses as at December 31, 2025, and 2024, are summarized as follows:

Investments by Industry	As at December 31, 2025			As at December 31, 2024		
	Cost of Investment(s) \$	Market Value \$	Unrealized Gain (Loss) \$	Cost of Investment(s) \$	Market Value \$	Unrealized Gain (Loss) \$
Aerospace	-	-	-	464,923	890,475	425,552
Medical Research	232,199	599,625	367,426	244,496	400,400	155,904
Financial Technology	5,850,901	8,221,446	2,370,545	278,520	256,952	(21,568)
Media & Publishing	1,333,139	696,392	(636,747)	2,601,674	2,095,009	(506,665)
Metals & Mining	4,573,229	5,749,442	1,176,213	1,628,505	733,472	(895,033)
Semiconductors & Electronics	-	-	-	319,728	386,382	66,654
Software & IT Services	7,276,433	12,682,608	5,406,175	4,521,791	12,050,169	7,528,378
Telecommunications	-	-	-	217,240	198,485	(18,755)
Other	2,104,857	2,147,754	42,897	2,126,344	1,366,541	(759,803)
	<b>21,370,758</b>	<b>30,097,267</b>	<b>8,726,509</b>	<b>12,403,221</b>	<b>18,377,885</b>	<b>5,974,664</b>

The Company's digital asset investment activity and fair value of the changes in the unrealized gains and losses as at December 31, 2025, and 2024, are summarized as follows:

	As at December 31, 2025			As at December 31, 2024		
	Cost of Investment(s) \$	Market Value \$	Unrealized Gain (Loss) \$	Cost of Investment(s) \$	Market Value \$	Unrealized Gain (Loss) \$
Solana	-	-	-	149,965	149,965	-
	-	-	-	149,965	149,965	-

As at December 31, 2025, the Company's portfolio consists of the following:

Asset Investment Type	Number of Holdings	Total Cost of Holdings \$	Total Fair Value of Holdings \$	Percentage of Portfolio
Public Company	15	18,666,708	27,148,921	73%
Private Company <sup>1</sup>	4	3,467,017	3,201,163	13%
Equity Investments	19	22,133,725	30,350,084	86%
Other asset – investment in progress <sup>2</sup>	1	2,000,000	2,000,000	8%
Digital Assets		-	-	-
Cash and equivalents		1,659,313	1,659,313	6%
<b>Total Portfolio Assets</b>		<b>25,793,038</b>	<b>34,009,397</b>	<b>100%</b>

<sup>1</sup> Includes investment in Argentic Capital Inc.

<sup>2</sup> Relates to a funded equity subscription in a private investee. As at December 31, 2025, the investment had not legally settled. The transaction closed subsequent to year-end and the Company received the shares of the investee in full satisfaction of the subscription

As at December 31, 2024, the Company's portfolio consists of the following;

Asset Investment Type	Number of holdings	Total Cost of Holdings \$	Total Fair Value of Holdings \$	Percentage of Portfolio
Public Company	16	9,849,171	15,498,346	75%
Private Company <sup>1</sup>	4	3,227,017	3,301,656	16%
Equity Investments	20	13,076,188	18,800,002	87%
Digital Assets	1	149,965	149,965	1%
Cash and equivalents		1,669,034	1,669,034	8%
<b>Total Portfolio Assets</b>		<b>14,895,187</b>	<b>20,619,001</b>	<b>100%</b>

<sup>1</sup> Includes investment in Argentia Capital Inc.

### ***Gain/(Loss) on Investment in Securities***

Acquisitions of investments in marketable securities are initially recognized at acquisition cost plus transaction costs. After initial recognition, all investments are measured at fair market value. The determination of fair market value for publicly traded securities is based on the trading price at the end of the reporting period as quoted on a recognized securities exchange. For private companies that are not traded on a recognized exchange, no market value is readily available. In these cases, private company shares may be valued based on the pricing of a recent arms-length third party financing. Gains and losses arising from changes in the fair market value of the investments are presented in the consolidated statements of income and comprehensive income as a net change in unrealized gains or losses on investments.

The Company fair values its investments in securities based on the market prices of the shares at the end of each reporting period. The year-to-date income includes an unrealized gain on investments of \$2,751,842 or \$0.08 per share as compared to an unrealized gain on investments of \$5,399,831 or \$0.21 per share in the prior year. The current quarters income includes an unrealized loss on investments of \$1,321,018 or \$0.03 per share as compared to an unrealized gain on marketable securities of \$2,119,002 or \$0.08 per share in the comparable quarter.

Investments by Industry	Three months ended December 31, 2025			Year ended December 31, 2025		
	Net Realized Gain (Loss) \$	Net Unrealized Gain (Loss) \$	Total Gain (Loss) \$	Net Realized Gain (Loss) \$	Net Unrealized Gain (Loss) \$	Total Gain (Loss) \$
Aerospace	-	-	-	301,574	(425,552)	(123,978)
Medical Research	65,493	(170,882)	(105,389)	45,665	211,522	257,187
Financial Technology	457,967	1,632,500	2,090,467	542,260	2,392,113	2,934,373
Media & Publishing	5,235	(242,047)	(236,812)	208,854	(126,320)	82,534
Metals & Mining	108,601	(675,890)	(567,289)	(105,494)	2,071,246	1,965,752
Semiconductors & Electronics	455,712	(41,129)	414,583	491,770	(66,655)	425,115
Software & IT Services	361,580	(2,273,949)	(1,912,369)	415,912	(2,122,203)	(1,706,291)
Telecommunications	-	-	-	38,859	18,755	57,614
Other	(372,887)	450,379	77,492	(291,443)	798,936	507,493
	<b>1,081,701</b>	<b>(1,321,018)</b>	<b>(239,317)</b>	<b>1,647,957</b>	<b>2,751,842</b>	<b>4,399,799</b>

*Financial Technology (34 % of Portfolio)*

Lemonade, Inc – Lemonade’s share price increased 33% during Q4. During the quarter, Lemonade reported strong results that beat analyst estimates and raised guidance. Lemonade has reported nine consecutive quarters of accelerating growth in in-force premiums (IFP), alongside steady improvements in both gross and net loss ratios. Torrent believes Lemonade has a competitive advantage over incumbents due to its technology first approach, which enables it to underwrite insurance products with a lower loss adjustment expense ratio and cost base compared to incumbents at scale. The underwriting metrics have improved dramatically as its AI models and data improved. Lemonade is growing geographically and from new insurance product launches, such the recently announced Lemonade Autonomous Car insurance, which is the first of its kind in the industry.

*Software & IT Services (31% of portfolio)*

Kneat.com, Inc. - KSI’s share price declined 16.8% during Q4 2025, underperforming the S&P/TSX Small Cap Index. The company delivered another record quarter during Torrent’s Q4, demonstrating robust revenue growth and customer wins. KSI continues to execute its growth strategy through expanding annual recurring revenue (ARR), maintaining strong margins and securing new enterprise customers. After quarter end, Kneat’s share price faces further declines, primarily due to the compression in valuation multiples across the software sector. Torrent believes that Kneat has a strong competitive advantage in the regulated industries it operated in, as customers require a trusted system of record for the structured, high-quality, audit-ready data that Kneat provides. Torrent remains confident in Kneat’s long-term growth potential.

SentinelOne Inc. – SentinelOne’s share price declined 15% during Q4 2025. SentinelOne continues to scale in the cybersecurity market with its artificial intelligence powered software solutions. During Torrent’s Q4, SentinelOne reported earnings with 24% ARR growth and expanded adjusted net income and free cash flow margins. The software sector faced valuation multiple compression in Q4 through Q1 2026 that negatively impacted SentinelOne’s share price. Torrent believes that SentinelOne is undervalued relative to its peers and presents meaningful upside potential, with optionality as a takeover candidate for larger technology companies.

*Metals and Mining (20% of Portfolio)*

Fortune Bay Corp. – Fortune Bay’s share price declined 27% during Q4. During the quarter, Fortune Bay closed a bought deal private placement for aggregate gross proceeds of \$8M and began allocating the capital towards advancing its Goldfields Project in Saskatchewan. On Nov. 19, 2025, the government of the state of Chiapas, Mexico published a decree establishing a state-level protected natural area known as the Zona Sujeta a Conservacion Ecologica Mina Banderas, which overlaps with a portion of the Campamento gold-silver deposit and other nearby exploration target areas. This development negatively impacted the share price during the quarter, leading to a reversal of a portion of the unrealized gains from earlier in the year. Despite the unfavourable news regarding the Poma Rosa project in Mexico, Torrent believes Fortune Bay’s Goldfields Project in Saskatchewan presents significant upside potential, and that the company remains undervalued.

ReeXploration Inc. (Formerly E-Tech Resources Inc.) – ReeXploration’s share price increased 40% during Q4 2025, as investor interest in rare earth elements and critical minerals strengthened amid ongoing global trade tensions with China. ReeXploration continues to advance its Eureka Project in Namibia, which Torrent views as a high potential exploration project providing exposure on multiple commodities. During the quarter, ReeXploration underwent a re-brand from E-Tech Resources Inc. to ReeXploration Inc., closed a \$1,000,000 private placement, and identified drill targets at the Eureka Project. The drilling program at Eureka commenced in early February 2026, with results from the drill program pending. ReeXploration is a core holding in Torrent’s Resource Portfolio providing exposure to critical minerals.

B2Gold Corp. – B2Gold share price decline 8.9% during the fourth quarter. B2Gold trades at a discount relative to peers and has underperformed relative to gold bullion prices as a result of guidance cuts and production delays. Torrent views B2Gold as an attractively valued, defensive addition to its Resource Portfolio with limited downside at the current valuation. Torrent anticipates that the global political and economic uncertainty will provide a tailwind for precious metals prices, and that B2Gold will provide strong exposure to the sector.

*Other (9% of Portfolio)*

Torrent’s “other” category consists of positions and exposures that are non-core to its primary investment strategy and are generally held over shorter time horizons. These investments may include marketable securities and other exchange-traded instruments that are utilized to express tactical views on market conditions, manage market exposure, or enhance overall portfolio flexibility. As a result, positions within this category may be more actively managed and may exhibit greater variability over time.

*Media & Publishing (6% of Portfolio)*

WildBrain Ltd. – WildBrain’s share price increased approximately 8% during Q4 2025. During Q4, the company announced the closure of its television broadcast channels as part of a strategic shift away from legacy operations. In December 2025, WildBrain announced a definitive agreement to sell its 41% stake in the Peanuts franchise to Sony for approximately \$630 million. The transaction is expected to significantly strengthen the Company’s balance sheet through the repayment of outstanding debt and improved liquidity. Torrent continued to reduce its exposure to WildBrain as part of its active portfolio management strategy and may continue to reduce its exposure over time.

*Medical Research (1% of Portfolio)*

Sona Nanotech Inc. – Sona’s share price exhibited significant volatility during Q4 2025 and decreased approximately 26% over the period. In October 2025, the Company announced initial results from its first-in-human clinical study of its Targeted Hyperthermia Therapy (“THT”), which demonstrated an approximate 80% response rate, including multiple complete responses, in treated patients with advanced melanoma. The results generated increased market interest in Sona, while subsequent trading reflected the early-stage nature of the data and the uncertainty associated with further clinical development and commercialization of THT. Torrent continues to monitor developments related to Sona and may continue to adjust its exposure over time.

*Semiconductors & Electronics (0% of Portfolio)*

Advanced Micro Devices Inc. (AMD) – AMD share price appreciated 31% in Q4 2025, supported in part by positive reaction to the announcement that OpenAI will work with AMD as a core strategic compute partner to drive large-scale deployments of AMD technology. The announcement details a 6-gigawatt agreement between OpenAI and AMD to power OpenAI’s AI infrastructure using AMD Instinct GPUs. Torrent exited its position in AMD in Q4 2025, realizing a gain of \$426,905. The decision to exit reflected the Company’s assessment of valuation following the share price appreciation. The Company continues to monitor AMD and may re-establish a position based on future market conditions.

### ***Gain/(Loss) on Investments in Digital Assets***

Acquisitions of investments in digital assets are initially recognized at acquisition cost plus transaction costs. After initial recognition, all investments in digital assets are measured at fair value through other comprehensive income. The determination of fair market value for digital assets is based on the trading price at the end of the reporting period as quoted on a recognized exchange. Gains and losses arising from changes in the fair market value of the investments in digital assets are presented in the Consolidated Statements of Income and Comprehensive Income as a net change in unrealized gains or losses on investments in digital assets.

The Company fair values its digital assets based on the market prices of the assets at the end of each reporting period. The current quarters income includes an unrealized loss on investments in digital assets of \$697,565 or \$0.02 per share, resulting from the reversal of previously recognized unrealized gains. The year-to-date income includes an unrealized gain on digital assets of \$nil. The Company's digital asset activity and fair value of the changes in the unrealized gains and losses as at December 31, 2025, and 2024, are summarized as follows:

	Three months ended December 31, 2025			Year ended December 31, 2025		
	Net Realized Gain (Loss) \$	Net Unrealized Gain (Loss) \$	Total Gain (Loss) \$	Net Realized Gain (Loss) \$	Net Unrealized Gain (Loss) \$	Total Gain (Loss) \$
Solana	303,561	(697,565) <sup>1</sup>	(394,004)	1,541,441	-	1,541,441
Bitcoin	-	-	-	2,043	-	2,043
	303,561	(697,565)	(394,004)	1,543,484	-	1,543,484

*1 – Resulting from the reversal of unrealized gains in prior quarters*

Torrent fully exited its Solana position in Q4 2025. For the full year ended December 31, 2025, the Company realized a gain of \$1,543,484 from its digital asset investments. Additionally, Torrent recorded staking rewards income of \$418,454 from its Solana holdings. Torrent's exit proved timely, as digital asset prices declined substantially through Q4 2025 and continued declining in Q1 2026. Including staking income, Torrent generated a total return of 19% on its Solana investment over an approximately 11-month holding period. The cash proceeds from the sale position the Company with flexibility to redeploy capital into new investment opportunities consistent with its strategic objectives.

### ***Investment in Joint Venture – Argentia Capital Inc.***

In partnership with the Port of Argentia Inc., Torrent launched Argentia Capital Inc. (ACI) in September 2022 to drive strategic investment at the Port. ACI targets long-term growth across renewable energy, oil and gas, and industrial services, with governance led by experienced regional and corporate leaders. ACI's revenue model spans equity, royalties, interest income, and streaming income from port related activities.

ACI is a signatory to the Pattern Energy green fuels agreement, which includes a royalty structure tied to ammonia sales and an option to acquire up to 12.5% equity in the wind-hydrogen-ammonia complex. In parallel, ACI is advancing efforts to participate in several developments in critical mineral processing, renewable energy and industrial development. ACI is in the early stages of implementing a Preferred Vendor Program to further support Port tenants through streamlined procurement and agile supply chain alignment.

### ***Selected Quarterly Financial Information***

The following table sets out selected financial information and highlights for the last eight quarters:

<b>For the quarter ended</b>	<b>Dec. 31, 2025 \$</b>	<b>Sept. 30, 2025 \$</b>	<b>June 30, 2025 \$</b>	<b>March 31, 2025 \$</b>	<b>Dec. 31, 2024 \$</b>	<b>Sept 30, 2024 \$</b>	<b>June 30, 2024 \$</b>	<b>March 31, 2024 \$</b>
Realized gain (loss) on investment in securities	<b>1,081,701</b>	164,030	(3,473)	405,699	<b>735,601</b>	(310,233)	442,413	(736,631)
Unrealized gain (loss) on investment in securities	<b>(1,321,018)</b>	2,347,986	1,515,648	209,519	<b>2,119,002</b>	2,086,916	(1,784,791)	2,978,705
Realized gain (loss) on Investment in digital assets	<b>303,561</b>	1,237,880	-	-	-	-	-	-
Staking rewards income	<b>22,033</b>	181,696	149,869	64,856	-	-	-	-
Equity loss from joint venture	<b>(59,740)</b>	(63,010)	(185,050)	(16,500)	<b>(19,000)</b>	(50,000)	(48,900)	(47,100)
Interest income	<b>17,144</b>	16,357	16,148	15,549	<b>14,650</b>	12,668	10,980	10,692
Operating expenses	<b>(580,934)</b>	(281,330)	(369,996)	(274,913)	<b>(240,643)</b>	(177,389)	(190,891)	(151,937)
Net income (loss)	<b>(504,960)</b>	3,603,609	1,134,994	394,405	<b>2,609,609</b>	1,561,962	(1,571,189)	2,050,999
Unrealized gain (loss) on investment in digital assets	<b>(697,565)</b>	2,250,467	1,290,223	(2,843,125)	-	-	-	-
Provision for income tax recovery (expense)	<b>(220,000)</b>	1,100,000	-	45,000	<b>(45,000)</b>	-	-	-
Net Comprehensive income (loss)	<b>(982,525)</b>	4,754,076	2,425,217	(2,403,720)	<b>2,564,609</b>	1,561,962	(1,571,189)	2,050,999
Net Comprehensive income (loss) per share	<b>(0.03)</b>	0.13	0.06	(0.07)	<b>0.10</b>	0.06	(0.06)	0.08
Cash	<b>1,659,313</b>	4,354,519	1,868,505	1,594,963	<b>1,669,034</b>	119,390	595,280	275,153
Investment in securities at fair market value	<b>30,097,267</b>	22,971,743	17,714,606	17,394,436	<b>18,377,885</b>	17,598,439	15,351,990	17,394,911
Investment in digital assets at fair market value	-	7,311,918	9,122,032	6,999,689	<b>149,965</b>	-	-	-
Investment in joint venture	<b>252,817</b>	280,457	302,167	471,117	<b>422,117</b>	366,867	379,367	342,060
Total assets	<b>34,073,653</b>	34,953,253	29,044,075	26,520,921	<b>20,657,554</b>	18,164,720	16,556,801	18,248,998
Current liabilities	<b>600,038</b>	315,177	311,182	398,340	<b>335,043</b>	451,818	405,861	526,869
Deferred income taxes	<b>880,000</b>	1,100,000	-	-	<b>45,000</b>	-	-	-
Shareholders' equity	<b>32,593,615</b>	33,538,058	28,732,893	26,122,581	<b>20,277,511</b>	17,712,902	16,150,940	17,722,129

### ***Results of Operations for the Year's Ended December 31, 2025, and 2024***

For the year ended December 31, 2025, the Company reported a net comprehensive income of \$3,793,048 or \$0.10 as compared to a net comprehensive income of \$4,606,381 or \$0.18 per share in the prior year. The current year's results include an unrealized gain on marketable securities of \$2,751,842 or \$0.08 per share as compared to an unrealized gain of \$5,399,831 or \$0.21 per share in the comparable period. The Company's results also included staking rewards income of \$418,454. See the "Gain/(Loss) on Investments in Digital Assets" section for additional details on the unrealized gains and losses on the Digital Asset Portfolio.

During the year ended December 31, 2025, the Company recorded unrealized gains of \$2.4 million on its investment in Lemonade, Inc., \$1.1 million on its investment in ReeXploration Inc., \$0.8 million on its investment in Fortune Bay Corp., and unrealized losses \$1.6 million on its investments in Kneat.com and \$0.4 million in Other Securities. See the "Gain/(Loss) on Investments in Securities" section for additional details on the unrealized gains and losses in the Investment Portfolio.

In the current year, the Company realized net gains on its Investment Portfolio of \$1,647,957 as compared to realized net gains of \$128,150 in the prior year. These realized net gains and losses on the Investment Portfolio are summarized as follows:

	<b>December 31, 2025</b>	December 31, 2024
	<b>\$</b>	<b>\$</b>
Advanced Micro Devices Inc.	<b>426,905</b>	-
kneat.com	<b>335,010</b>	852,525
MDA Space Ltd	<b>291,660</b>	27,146
Options	<b>236,867</b>	-
Wildbrain	<b>208,854</b>	(14,419)
Lemonade	<b>170,329</b>	-
Pinterest Inc.	<b>130,130</b>	-
iShare Bitcoin ETF	<b>42,536</b>	-
Mara Holdings	<b>(85,319)</b>	50,356
Transcode Therapeutics, Inc.	<b>(106,114)</b>	-
STLLR Gold	<b>(307,838)</b>	-
Bluerush Inc.	-	(183,904)
AnalytixInsight Inc.	-	(165,319)
Other - net	<b>304,937</b>	(438,235)
	<b>1,647,957</b>	128,150

In the year ended December 31, 2025, the Company recognized its 50% equity loss of \$324,300 (2024 - \$165,000) from the ACI joint venture. The current period equity loss increased as a result of additional Directors Fee amounts payable to the ACI Board of Directors. In the current year, the Company advanced an additional \$90,000 on the ACI loan in addition to the \$485,000 previously advanced to the end of 2024. For the year ended December 31, 2025, the Company recorded interest revenue of \$65,000 (2024 - \$48,350), based on an interest rate of 12% on these advances.

During the year ended December 31, 2025, the Company incurred consulting fees of \$838,471 (2024 - \$345,913) including CEO fees of \$180,000 (2024 - \$156,000), CFO fees of \$82,225 (2024 - \$67,088) for the outgoing CFO, salary of 41,667 for the incoming CFO and President & COO fees of \$120,000 (2024 - \$20,000). Consulting fees includes a management bonus pool of \$325,000 (2024 - \$nil) equal to 10% of net realized gains. The Company also incurred fees for controller services of \$36,000 (2024 - \$36,000) paid to Numus and \$42,808 (2024 - \$36,210) in fees paid to Brigus Capital for investment consulting services. The Company also incurred rent and digital media fees paid to Numus of \$30,600 (2024 - \$30,600) and \$28,000 (2024 - \$4,500) respectively.

In 2025 and 2024, the Company incurred Directors' fees of \$118,500 and also incurred D&O insurance fees of \$17,670 (2024 - \$21,149). In the current year, the Company incurred professional fees of \$117,327 (2024 - \$127,552) and stock exchange and maintenance fees of \$34,307 (2024 - \$24,660). In the current year, the Company incurred office and administration costs of \$89,582 (2024 - \$62,704) and travel expenses of \$13,102 (2024 - \$16,286) as the result of costs associated with attendance of digital asset investment conferences in New York and Toronto.

During the year ended December 31, 2025, the Company recorded a foreign exchange loss of \$22,298 (2024 - \$11,857) on its USD payables and transactions. The increased exchange loss was the result of unfavourable changes in the USD/CAD exchange rate during the year.

The fair value of stock options is estimated at the grant date using the Black-Scholes option pricing model. The assumptions used in the option pricing model include a volatility rate of 75%, an expected life of five years based on the contractual term of the options, and a risk-free rate of 2.81% with no expected dividend yield. In current year, the Company recognized \$172,553 (2024 - \$nil) of stock-based compensation for options and \$52,763 (2024 - \$nil) for restricted share units.

During the current year, the Company recorded deferred income tax expense of \$835,000 (2024 - \$45,000). The increase in deferred income tax expense resulted from net unrealized gains associated with the Company's various equity investments.

***Results of Operations for the Quarter's Ended December 31, 2025, and 2024***

For the quarter ended December 31, 2025, the Company reported a net comprehensive loss of \$982,525 or \$0.03 per share as compared to a net comprehensive income of \$2,564,609 or \$0.10 per share in the comparable quarter. The current quarter's results include an unrealized loss on marketable securities of \$1,321,018 or \$0.03 per share as compared to an unrealized gain of \$2,119,001 or \$0.08 per share in the comparable quarter. The Company's results also included an unrealized loss on digital assets of \$697,565 or \$0.02 per share resulting from the reversal of previously recognized unrealized gains and staking rewards income of \$22,033. See the "Gain/(Loss) on Investments in Digital Assets" section for additional details on the unrealized gains and losses on the Digital Asset Portfolio.

During the quarter ended December 31, 2025, the Company recorded unrealized gains of \$1.6 million on its investment in Lemonade, Inc. and \$0.5 million on its investments in ReeXploration Inc. Unrealized losses of \$1.6 million on its investment in Kneat.com, \$0.5 million on its investment in Fortune Bay Corp., \$0.4 million on its investment in B2Gold, \$0.4 million on its investment in UiPath, \$0.1 million on its investment in Wildbrain, and \$0.4 million on its investments in Other Securities. See the "Gain/(Loss) on Investment in Securities" section for additional details on the unrealized gains and losses in the Investment Portfolio.

In the current quarter, the Company realized net gains on its Investment Portfolio of \$1,081,701 as compared to realized net gains of \$735,601 in the comparable quarter. These realized net gains and losses on its Investment Portfolio are summarized as follows:

	<b>Three months ended December 31, 2025 \$</b>	Three months ended December 31, 2024 \$
Advanced Micro Devices Inc.	426,905	-
kneat.com	268,445	247,997
Lemonade, Inc.	170,329	-
Options	55,380	-
Mara Holdings	(85,319)	-
Zedcor Inc.	-	456,135
Palantir Technologies	-	410,560
Electrovaya	-	(538,385)
Other - net	245,961	159,294
	<b>1,081,701</b>	735,601

In the current quarter, the Company recognized its 50% equity loss of \$59,740 (2024 - \$19,000) from the ACI joint venture. The current quarters equity loss increased as a result of additional Directors Fee amounts payable to the ACI Board of Directors. In the current quarter, the Company advanced \$15,000 on the ACI loan beyond the \$560,000 previously advanced to the end of the third quarter of 2025. In the third quarter of 2025, the Company recorded interest revenue of \$17,100 (2024 - \$14,250), based on an interest rate of 12% on these advances.

During the current quarter, the Company incurred consulting fees of \$453,535 (2024 - \$117,255) including CEO fees of \$45,000 (2024 - \$39,000), CFO fees of \$2,125 (2024 - \$16,913) for the outgoing CFO, salary of \$25,000 for the incoming CFO and President & COO fees of \$30,000 (2024 - \$20,000). Consulting fees in the quarter include a management bonus pool of \$325,000 (2024 - \$nil) equal to 10% of net realized gains. The Company also incurred fees for controller services of \$9,000 (2024 - \$9,000) paid to Numus and fees of \$12,050 (2024 - \$9,474) paid to Brigus Capital for investment consulting services. The Company also incurred rent and digital media fees paid to Numus of \$7,650 (2024 - \$7,650) and \$9,000 (2024 - \$1,500) respectively.

In each of the comparable quarters, the Company incurred Directors' fees of \$29,625 and D&O insurance fees of \$4,410 (2024 - \$4,500). In the current quarter, the Company incurred professional fees of \$38,391 (2024 - \$74,318) and stock exchange and maintenance fees of \$4,944 (2024 - \$4,738). In the current quarter, the Company incurred a recovery of administration costs of \$4,882 (2024 - expenses of \$3,399) and travel expenses of \$1,842 (2024 - \$502).

During the current quarter, the Company recorded a foreign exchange loss of \$7,337 (2024 - gain of \$1,284) on its USD payables and transactions. The exchange gain was the result of favourable changes in the USD/CAD exchange rate during the quarter.

The fair value of stock options is estimated at the grant date using the Black-Scholes option pricing model. The assumptions used in the option pricing model include a volatility rate of 75%, an expected life of five years based on the contractual term of the options, and a risk-free rate of 2.81% with no expected dividend yield. In current quarter, the Company recognized \$23,007 (2024 - \$nil) of stock-based compensation for options and \$15,075 (2024 - \$nil) for restricted share units.

### *Liquidity and Capital Resources*

As at:	December 31, 2025	December 31, 2024	December 31, 2023
	\$	\$	\$
Cash	<b>1,659,313</b>	1,669,034	499,727
Investments at fair market value	<b>30,097,267</b>	18,377,885	14,936,703
Digital assets at fair market value	-	149,965	-
Investment in joint venture	<b>252,817</b>	422,117	360,521
Total assets	<b>34,073,653</b>	20,657,554	16,051,572
Total current liabilities	<b>600,038</b>	335,043	380,442
Deferred income taxes	<b>880,000</b>	45,000	-
Shareholders' Equity	<b>32,593,615</b>	20,277,511	15,671,130

The Company has working capital, as of December 31, 2025, of \$33,220,798 (2024 - \$19,900,394) and a cash balance of \$1,659,313 (2024 - \$1,669,034). The Company funds its operations through the proceeds on sale of its investments and equity financings, if necessary.

In February 2025, the Company completed financings to raise gross proceeds of \$8,757,740 (the "Financings") by the issuance of 12,511,057 units of Torrent (each, a "Unit") at \$0.70 per Unit (the "Offering Price"). Each Unit consists of one Common Share of Torrent (a "Common Share") and three-quarters of one non-transferable Common Share purchase warrant (each full warrant, a "Warrant" and collectively, the "Warrants").

Each Warrant will be exercisable at a price of \$1.10 per share until February 10, 2027, provided that if the volume weighted average trading price of the Company's Common Shares on the TSX Venture Exchange is at least \$2.20 per Common Share for a period of ten consecutive trading days, the expiry date of the Warrants may be accelerated by the Company to a date that is not less than 30 days after the date that notice of such acceleration is provided to the Warrant holders by way of a press release and concurrent written notice is provided to the warrant agent.

With respect to the Financings, the Company relied on the "Listed Issuer Financing Exemption" provided for in Part 5A of National Instrument 45-106 - Prospectus Exemptions for the issuance of 5,368,200 Units ("LIFE Offering"). The concurrent non-brokered prospectus exempt offering of 7,142,857 Units was conducted by

way of private placement.

The LIFE Offering was made through a syndicate of agents including Canaccord Genuity and Ventum Financial Corp. Numus Capital Corp. (the “Finder”) acted as exclusive Finder for the concurrent private placement. In connection with the Financings, Torrent paid the cash commissions of \$459,415 and issued 535,761 non-transferable share purchase units (the “Compensation Units”). Each Compensation Unit entitles the holder to acquire one Common Share at an exercise price of \$0.70 until February 10, 2027 and grants three-quarters of one non-transferable Common Share purchase warrant (each full warrant, a “Compensation Warrant”) and collectively the “Compensation Warrants”). Each Compensation Warrant will be exercisable at a price of \$1.10 per share until February 10, 2027.

On May 19, 2025, the Company issued 375,000 shares on the exercise of expiring options, by Directors and Officers, for a fair value of \$227,002, including cash proceeds of \$150,000.

During the year ended December 31, 2025, the Company received proceeds on the sale of investments of \$10.9 million including \$1.5 million on the sale of shares of Wildbrain Ltd., \$1.4 million on the sale of AMD shares, \$1.1 million on the sale of Bitcoin EFT shares, \$0.7 million on the sale of MDA Space Ltd. shares, \$0.7 million on the sale of Pinterest Inc. shares, \$0.5 million on the sale of Lemonade, Inc. shares, \$0.4 million on the sale of Mara Holdings, Inc. shares, \$0.4 million on the sale of Ouster Inc. shares, \$0.3 million on the sale of WonderFi Technologies Inc. shares, \$0.3 million on the sale of Telesat Corporation shares, \$2.6 million on the sale of shares within Other Securities and \$0.9 million on the sale of call and put options. The Company also incurred costs of \$20.1 million on the acquisition of investments including \$5.8 million on its acquisition of Lemonade Inc. shares, \$3.4 million on its acquisition of UiPath. shares, \$3.1 million on its acquisition of B2Gold Corp. shares, \$1.0 million on its acquisition of AMD Inc. shares, \$0.4 million on its acquisition of Bitcoin EFTs, \$0.5 million on its acquisition of ReeXploration Inc. shares, \$0.4 million on its acquisition of Fortune Bay shares, \$0.3 million on its acquisition of shares of WonderFi Technologies, \$4.4 million on investments within Other Securities and \$0.9 million on the acquisition of call and put options.

During the year ended December 31, 2025, the Company received proceeds on the sale of digital assets of \$14.0 million including \$12.4 million on the sale of Solana and \$1.6 million on the sale of Bitcoin. The Company also incurred costs of \$11.9 million on the acquisition of digital assets including \$10.3 million on its acquisition of Solana and \$1.6 million on its acquisition of Bitcoin.

During the year ended December 31, 2024, the Company received proceeds on the sale of investments of \$9.6 million including \$1.6 million on the sales of shares of WildBrain Ltd., \$1.1 million on the sale of shares of kneat.com, \$1.2 million on the sale of shares of Electrovaya, \$1.0 million on the sale of shares of Palantir Technologies, \$0.7 million on the sale of shares of Zedcor Inc., \$0.8 on the sale of shares of Mara Holdings and \$3.2 million on the sale of other investments. The Company also incurred costs of \$7.7 million on the acquisition of investments including \$1.3 million for shares of Mara Holdings, \$0.6 million for shares of Palantir Technologies Inc., \$0.5 million for shares in MDA Space Ltd., \$0.6 million for shares of Sentinel One Inc., \$0.6 million for shares of Pinterest Inc., \$0.4 million for shares in UI Path Inc., \$0.4 million for shares in Ouster Inc. and \$3.3 million on the acquisition of other investments.

The Company has sufficient capital resources to meet its working capital obligations. The Company may raise additional funds, should its Board deem it advisable, to execute its strategic plan including the implementation and expansion of its investment strategy including its ongoing funding obligations to ACI. While Management and the Board have been successful in obtaining funding in the past, there can be no assurance that they will be able to do so in the future. The timing and ability of the Company to raise additional funds will also depend on the liquidity of the financial markets.

### ***Outstanding Share Data***

The Company is authorized to issue an unlimited number of common shares without par value. As at December 31, 2025 the Company had 38,090,224 common shares outstanding. Subsequent to December 31, 2025, the Company issued 90,000 common shares upon the vesting of RSUs. As at April 23, 2026, the Company had 38,180,224 common shares outstanding.

As at December 31, 2025 the Company had 90,000 RSUs outstanding which vest over a one -year period. Subsequent to December 31, 2025, 90,000 RSUs vested resulting in the issuance of 90,000 common shares. As of April 23, 2026, the Company had nil RSUs outstanding.

As at December 31, 2025 and April 23, 2026 the Company had 780,000 stock options outstanding with a weighted average exercise price of \$0.81 and varying expiry dates.

As at December 31, 2025 and April 23, 2026, there were 9,919,048 warrants outstanding with a weighted average exercise price of \$1.08 per common share and an expiry date of February 10, 2027.

### ***Transactions with Related Parties***

During the periods ended December 31, 2025 and 2024, the Company incurred the following amounts with related parties:

- Director fees of \$118,500 (2024 - \$118,500) to Directors or companies controlled by Directors;
- Fees to President and CEO, Wade Dawe, in the amount of \$180,000 (2024 - \$156,000);
- Fees to COO, Carl Sheppard, in the amount of \$120,000 (2024 - \$20,000)
- Fees to CFO, Rob Randall, in the amount of \$82,225 (2024 - \$67,088), Mr. Randall left the company effective July 31, 2025;
- Salary to CFO, Eric Thompson, in the amount of \$41,667 (2024 - \$nil), Mr. Thompson replaced Mr. Randall as CFO effective August 1, 2025.
- Investment consulting fees to Brigus Capital, a company controlled by CEO, Wade Dawe, of \$42,808 (2024 - \$36,210); and
- Controller service fees, rent and other fees of \$94,600 (2024 - \$76,400) to Numus, a company controlled by two Directors (one being the CEO of Torrent).

Numus Capital Corp. acted as exclusive Finder for Torrent's concurrent private placement. The Finder is registered as an Exempt Market Dealer and deals with Torrent on a non-arm's length basis, insiders of Torrent being indirectly principal shareholders as well as directors and officers of the Finder. In connection with the private placement, Torrent paid the Finder cash commissions of \$149,568 and issued 213,669 non-transferable share purchase units (the "Compensation Units"). Each Compensation Unit entitles the holder to acquire one Common Share at an exercise price of \$0.70 until February 10, 2027, and grants three-quarters of one non-transferable Common Share purchase warrant (each full warrant, a "Warrant" and collectively the "Warrants"). Each Warrant will be exercisable at a price of \$1.10 per share until February 10, 2027.

On May 19, 2025, the Company issued 375,000 shares on the exercise of expiring options, by Directors and Officers, for a fair value of \$227,002, including cash proceeds of \$150,000.

The above noted transactions are in the normal course of business and approved by the Board of Directors in strict adherence to conflict-of-interest laws and regulations.

### ***Off-Balance Sheet Arrangements***

The Company has no off-balance sheet arrangements.

## *Accounting Estimates*

The preparation of the consolidated financial statements in conformity with IFRS requires Management to make estimates and judgements that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and reported amounts of expenses during the reporting period. Actual outcomes could differ from these estimates. The consolidated financial statements include estimates which, by their nature, are uncertain. These estimates involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. The impacts of such estimates are pervasive throughout the consolidated financial statements and may require accounting adjustments based on future occurrences. Revisions to accounting estimates are recognized in the period in which the estimate is revised, and the revision affects both current and future periods.

Accounting estimates and judgements used in the preparation of the consolidated financial statements that have the most significant effect on the amounts recognized in the consolidated financial statements include the estimates outlined below.

### *Income Taxes and Recovery of Deferred Tax Assets and Liabilities*

The measurement of income taxes payable and deferred tax assets and liabilities requires Management to make judgments in the interpretation and application of the relevant tax laws. The actual amount of income taxes only becomes final upon filing and acceptance of the tax return by the relevant authorities, which occurs subsequent to the issuance of the consolidated financial statements.

### *Fair Value of Investment in Securities Not Quoted in an Active Market*

Where the fair values of financial assets and financial liabilities recorded on the statements of financial position, including equities and warrants, cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible; where observable market data is not available; Management's judgment is required to establish fair values.

### *Fair Value of Financial Derivatives*

Investments in options and warrants that are not traded on a recognized securities exchange do not have a readily available market value. When there are sufficient and reliable observable market inputs, an option pricing model is used; if no such market inputs are available, the warrants and options are valued using alternative methods representing fair value.

### *Fair Value of Digital Assets*

Where the fair value of digital assets recorded on the statements of financial position cannot be derived from active markets, they are determined using a variety of valuation techniques. The inputs to these models are derived from observable market data where possible, but where observable market data is not available, judgment is required to establish fair values. Changes in estimates and assumptions about these inputs could affect the reported fair value.

There is currently no specific guidance for digital assets under IFRS. However, judgement is still required due to the particular characteristics of digital assets. The Company applies judgement to account for the subsequent remeasurement of digital assets held under IAS 38. In the event that new guidance is issued by the International Accounting Standards Board, the Company may be required to change its accounting policies, which could have a material effect on the Company's consolidated financial statements.

### *Useful life of Digital Intangible Assets*

Management estimates the expected term over which the Company will receive benefits from these digital assets to be indefinite from the date of acquisition. A change in this estimate would have a significant impact on the carrying value of the digital intangible asset and could result in amortization expense recognized in the statements of income (loss) and comprehensive income (loss).

### *Warrants*

The Company uses the Black-Scholes pricing model to calculate the value of warrants obtained or issued as part of the Company's participation in the private placements of investment issuers. The Black-Scholes model

requires six key inputs to determine a value for a warrant: risk free interest rate, exercise price, market price at date of issue, expected dividend yield, expected life and expected volatility. Certain inputs are estimates which involve considerable judgment and are, or could be, affected by significant factors that are out of the Company's control. For example, a longer expected life of the warrant or a higher volatility number used would result in an increase in the warrant value.

#### *Stock-Based Compensation*

Management is required to make certain estimates when determining the fair value of stock options awards, and the number of awards that are expected to vest. These estimates affect the amount recognized as stock-based compensation in the statements of income and comprehensive income based on estimates of volatility, forfeitures and expected lives of the underlying stock options.

All the Company's accounting policies and estimates are included in note 2 to the Company's audited consolidated financial statements for the year ended December 31, 2025.

#### ***Risk Factors***

The Company's business as an Investment Issuer is subject to several significant risk factors, and an investment in the Company will involve a high degree of risk. Investors should carefully consider each of such risks and all the information in this MD&A before investing in the Company. The risks consist of:

*Risks of Competition* - The Company will face competition from other capital providers, all of which compete with it for investment opportunities. These competitors may limit the Company's opportunities to acquire interests in investments that are attractive to the Company. The Company may invest otherwise than following its Investment Policy and strategy to meet its investment objectives. If the Company is required to invest other than following its Investment Policy and strategy, its ability to achieve its desired rates of return on its investments may be adversely affected.

*Risks of Fluctuations in the Value of the Company and the Common Shares* - The net asset value of the Company and market value of the common shares will fluctuate with changes in the market value of the Company's investments. Such changes in value may occur as the result of various factors, including general economic and market conditions, the performance of companies whose securities are part of the Company's Investment Portfolio and changes in interest rates which may affect the value of interest-bearing securities owned by the Company. There can be no assurance that shareholders will realize any gains from their investment in the Company and they may lose their entire investment.

*Due Diligence* - The due diligence process undertaken by the Company in connection with investments that it makes or wishes to make may not reveal all relevant facts in connection with an investment. Before making investments, the Company will conduct due diligence investigations that it deems reasonable and appropriate based on the facts and circumstances applicable to each investment. When conducting due diligence investigations, the Company may be required to evaluate important and complex business, financial, tax, accounting, environmental and legal issues. Outside consultants, legal advisors, accountants, and investment banks may be involved in the due diligence process in varying degrees depending on the type of investment. Nevertheless, when conducting due diligence investigations and making an assessment regarding an investment, the Company will rely on resources available, including information provided by the target of the investment and, in some circumstances, third party investigations. The due diligence investigations that are carried out with respect to any investment opportunity may not reveal or highlight all relevant facts that may be necessary or helpful in evaluating such investment opportunity. Moreover, such an investigation will not necessarily result in the investment being successful.

*Risks of Investment in Illiquid Securities* - There is a possibility that the Company will be unable to dispose of illiquid securities held in its portfolio. If the Company is unable to dispose of some or all its investments at the appropriate time, a return on such investment may not be realized.

*Loss of Investment Risk* - An investment in the Company is speculative and may result in the loss of a substantial portion of an investor's investment. Only potential investors who are experienced in high-risk investments and who can afford to lose a substantial portion of their investment should consider an investment in the Company.

*No Guaranteed Return Risk* - There is no guarantee that an investment in the Company will earn any positive return in the short term or long term.

*Dividends* - To date, the Company has not paid dividends on any of its common shares and the Company is not required to pay any dividends on its Common Shares in the foreseeable future. Any decision to pay dividends will be made based on the Company's earnings, financial requirements, and other conditions.

*Currency Risk* - Some of the Company's assets may be invested in foreign securities. Consequently, the Canadian dollar equivalent of the Company's net denominated assets and dividends would be adversely affected by reductions in the value of the applicable foreign currencies relative to the Canadian dollar and would be positively affected by increases in the value of the applicable foreign currencies relative to the Canadian dollar.

*Commodity Risk* - The Company may invest in sectors that are very sensitive to the fluctuations of commodity prices.

*Foreign Investment Risks* - Foreign investments made by the Company may be subject to political risks, risks associated with changes in foreign exchange rates, foreign exchange control risks and other similar risks.

*Equity Market Risk* - The price of the equity securities in which the Company may invest are influenced by the issuing company's outlook, market activity and regional, national and international economic conditions. When the economy is expanding, the outlook for many companies is equally promising, and the value of their equity securities should rise in agreement. The opposite is also true. Typically, the greater the potential reward, the greater the potential risk. For small companies in the emerging sectors the risk and reward ratio is usually greater. Equity-related securities, which give indirect exposure to the equity value of a company, such as warrants and convertible securities, can also be affected by this equity risk.

*Market Disruption Risks* - Geopolitical risks such as war and occupation, terrorism, tariffs and trade wars may in the future lead to increased short-term market volatility and may have adverse long-term effects on world economies and markets generally. Those events could also have an acute effect on individual company's or related groups of companies. These risks could also adversely affect securities markets, inflation and other factors relating to the securities that would be held from time to time. Such events could, directly or indirectly, have a material effect on the prospects of the Company and the value of the securities in its Investment Portfolio.

*Private Company Risks* - Investments in private companies cannot be resold without a prospectus, an available prospectus exemption or an appropriate ruling under relevant securities legislation. Even if they can be sold, there may not be a market for such securities. This may impair the Company's ability to react quickly to market conditions or negotiate the most favourable terms for exiting such investments. Investments in private companies may offer high potential returns but will also be subject to a relatively high degree of risk. The process of valuing investments in private company's will inevitably be based on inherent uncertainties and the resulting values may differ from values that would have been used had a ready market existed for the investments.

*Regulatory Risks* - Changes in or more aggressive enforcement of laws and regulations could adversely impact the Company's various digital assets and investments.

Regulatory agencies could shut down or restrict the use of platforms or exchanges using virtual currencies or blockchain based technologies. This could lead to a loss of any investment made by the Company and may trigger regulatory action by the OSC or other securities regulators.

The legal status of digital assets such as cryptocurrency varies substantially from country to country and is still undefined and changing in many of them. While some countries have explicitly allowed their use and trade, others have banned or restricted them. Likewise, various government agencies, departments, and courts have classified digital assets and cryptocurrencies differently.

*Loss of Access Risk* - The Company's digital asset holdings are stored in a "digital wallet" in which the digital asset is held. Digital assets are controllable only by a party that possesses both the unique public key and private key or keys relating to the "digital wallet". The loss of access to the private keys associated with the Company's digital asset holdings may be irreversible and could adversely affect the Company's ability to add or dispose of its digital asset holdings. To the extent a private key is lost, destroyed or otherwise compromised and no backup is accessible the Company may be unable to access the digital assets.

*Cybersecurity Risk* - The Company's policies are designed to prevent, detect, and mitigate inappropriate access to its systems. It is possible that employees, service providers or hackers could circumvent these safeguards to improperly access the Company's systems or documents and improperly access, obtain or misuse its digital assets held in digital wallets.

*Price Risk Related to Digital Assets – Intangible Assets* - Digital asset prices are volatile and affected by various factors including global supply and demand, interest rates, exchanges rates, inflation or deflation and the political and economic conditions. Supply and demand for such assets rapidly change as a result of regulations and general economic trends. A decline in the market prices of digital assets could impact the value of the Company's investments. Digital assets that the Company deals with are various digital currencies which can be traded in a number of public exchanges or through over-the-counter markets.

*Risk of Dilution from Possible Future Offerings* - The Company may issue additional securities from time-to-time to raise funding for its business and such issuances may be dilutive to Shareholders.

*Financing Risks* - Additional funding may be required to complete future investment and growth opportunities. There is no assurance that any such funds will be available to the Company, on acceptable terms or an acceptable level. Any limitations on the Company's ability to access the capital markets for additional funds could have a material adverse effect on the Company's ability to grow its Investment Portfolio.

*Dependence upon Key Management* - The Company will depend on the business and technical expertise of its Management and key personnel. There is little possibility that this dependence will decrease in the near term. As the Company's operations expand, additional general management resources will be required. The Company may not be able to attract and retain additional qualified personnel and this would have a negative effect on the Company's operations. The Company currently maintains no "key man" life insurance policies on any members of its Management or Directors.

### ***Management's Responsibility for Financial Information***

This MD&A and the accompanying consolidated financial statements of Torrent Capital Ltd. are the responsibility of Management and have been approved by the Board of Directors. The consolidated financial statements have been prepared by Management in accordance with IFRS. The consolidated financial statements include certain amounts and assumptions that are based on Management's best estimates and have been derived with careful judgment. Management has established these amounts in a reasonable manner, to ensure that the consolidated financial statements are presented fairly in all material respects.

### ***Use of Non-IFRS Financial Measures***

This MD&A contains references to “Net Asset Value” (“NAV”), “Net asset value per share” and expenses as a % of NAV as measures of the performance of the Company as a whole. These measures do not have any standardized meaning according to IFRS and do not have directly comparable IFRS measures therefore may not be comparable to similar measures presented by other companies. These amounts are not performance measures as defined under IFRS and should not be considered either in isolation of, or as a substitute for, net earnings prepared in accordance with IFRS. Net asset value is equal to the shareholders’ equity at the date of the statement of financial position, otherwise calculated as the total assets minus the total liabilities. Net asset value is divided by the total number of common shares outstanding as at a specific date to give NAV per share. Expenses as a % of NAV is calculated by dividing the operating expenses, less the value of stock-based compensation, by NAV. Reconciliations of these non-IFRS measures can be found below:

<b>NAV per share</b>	<b>For the period ended</b>	
	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Total Assets	\$34,073,653	\$20,657,554
Less: Total Liabilities	1,480,038	380,043
Net Assets	\$32,593,615	\$20,277,511
Divided by number of shares	38,090,224	25,204,167
	\$0.85	\$0.80

<b>Expenses as a % of NAV</b>	<b>Quarter Ended</b>	
	<b>December 31, 2025</b>	<b>December 31, 2024</b>
Operating Expenses	\$580,934	\$240,643
Less: Stock based compensation	38,082	-
	542,852	240,643
Divided by NAV	32,593,615	20,277,511
	1.66%	1.19%

### ***Disclosure and Internal Financial Control***

Management has established processes, which are in place to provide them sufficient knowledge to support Management representations that they have exercised reasonable diligence that:

- (i) the consolidated financial statements do not contain any untrue statement of material fact or omit to state a material fact required to be stated or that is necessary to make a statement not misleading considering the circumstances under which it is made, as of the date of and for the periods presented by the consolidated financial statements; and
- (ii) the consolidated financial statements fairly present in all material respects the financial condition, results of operations and cash flows of the Company, as of the date of and for the periods presented by the consolidated financial statements.

In contrast to the certificate required under National Instrument 52-109 Certification of Disclosure in Issuers' Annual and Interim Filings ("NI 52-109"), the Company utilizes the Venture Issuer Basic Certificate which does not include representations relating to the establishment and maintenance of disclosure controls and procedures ("DC&P") and internal controls over financial reporting ("ICFR"), as defined in NI 52-109.

In particular, the certifying Officers filing the Certificate are not making any representations relating to the establishment and maintenance of:

- (i) controls and other procedures designed to provide reasonable assurance that information required to be disclosed by the issuer in its annual filings, interim filings or other reports filed or submitted under securities legislation is recorded, processed, summarized and reported within the time periods specified in securities legislation; and
- (ii) a process to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with the issuer's GAAP.

The Company's certifying Officers are responsible for ensuring that processes are in place to provide them with sufficient knowledge to support the representations they are making in this certificate.

Investors should be aware that inherent limitations on the ability of certifying Officers of a venture issuer to design and implement on a cost-effective basis DC&P and ICFR as defined in NI 52-109 may result in additional risks to the quality, reliability, transparency and timeliness of interim and annual filings and other reports provided under securities legislation.

### ***Additional Information***

Additional information is available on the Company's website at [www.torrentcapital.ca](http://www.torrentcapital.ca) and under the Company's profile on the System for Electronic Document Analysis and Retrieval ("SEDAR+") website, [www.sedarplus.ca](http://www.sedarplus.ca).