

# MAKENITA RESOURCES INC.

For the three months ended October 31, 2024

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Management's Discussion and Analysis ("MD&A")

Date of Report: November 26, 2024

The following discussion and analysis of Makenita's financial condition and results of operations for the three months ended October 31, 2024 should be read in conjunction with the interim financial statements and related notes. The requisite financial data presented for the relevant periods has been prepared in accordance with IFRS Accounting Standards ("IFRS") as issued by the International Accounting Standards Board ("IASB").

All dollar figures included therein and in the following MD&A are quoted in Canadian dollars.

## Description of Business and Overview

Makenita Resources Inc. ("Makenita") was incorporated under the Business Corporations Act of British Columbia on July 12, 2024. Makenita's head office and principal business address is Suite 2905, 700 West Georgia Street, Vancouver, British Columbia, V7Y 1K8. Makenita's registered and records office is located at 2501 – 550 Burrard Street, Vancouver, British Columbia, V6C 2B5.

Makenita is a wholly owned subsidiary of Cruz Battery Metals Inc. ("Cruz") a publicly listed company on the Canadian Securities Exchange (the "CSE") under the symbol "CRUZ".

On September 5, 2024, Cruz entered into an arrangement agreement Makenita, pursuant to which Cruz intends to: (i) transfer all of its rights, title and interest in and to its Hector Silver-Cobalt Project (the "Hector Property"), and (ii) spin-out all of the securities of Makenita received in consideration for the Hector Property (the "Makenita Spinout Share") to Cruz's securityholders on a *pro rata* basis, all pursuant to a statutory plan of arrangement (the "Arrangement") to be effected under Part 9, Division 5 of the *Business Corporations Act* (British Columbia) (the "BCBCA").

The Arrangement will include a transfer of the Hector Property to Makenita, a share capital reorganization of Cruz, and a securities exchange whereby, among other things, Cruz's shareholders will receive Makenita Spinout Shares. The existing common shares in the capital of Cruz will be renamed and redesignated as Class A common shares (each, a "Cruz Class A Share") and Cruz will create a new class of voting common shares (each, a "New Cruz Share"). Each Cruz Class A Share will be exchanged for one New Cruz Share and 0.1 of a Makenita Spinout Share. As part of the Arrangement, all outstanding Cruz warrants will be adjusted to allow holders to acquire, upon exercise, New Cruz Shares and common shares of Makenita (each, a "Makenita Share") in amounts reflective of the relative fair market values of Cruz and Makenita at the effective time of the Arrangement.

On completion of the Arrangement, Cruz shareholders and holders of Cruz warrants will maintain their interest in Cruz and will obtain a proportionate interest in Makenita.

In connection with the Arrangement, Makenita intends to seek a listing of the Makenita Shares on the CSE. Additionally, Makenita will undertake one or more offerings of securities to raise gross proceeds of approximately \$500,000 (the "Makenita Financing"), or such other amount as the board of directors of Makenita may determine, to, among other things, finance its exploration activities on the Hector Property and to fund its working capital requirements.

Cruz intended to obtain an interim order (the "Interim Order") from the Supreme Court of British Columbia (the "Court") to authorize Cruz to call a shareholder's meeting to, among other things, approve the Arrangement. The Arrangement will be subject to, among other conditions, final court approval, approval

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by not less than two-thirds of the votes cast at the special shareholder’s meeting of Cruz shareholders (the “Meeting”), and approval of the CSE.

On October 31, 2024, the Court issued the Interim Order and, subject to the approval of the Arrangement by the Cruz shareholders, a hearing of the application for the Final Order will be held on or about December 16, 2024 at 9:45 a.m. (Vancouver Time) at the Courthouse.

As of the date of this MD&A, Makenita does not have any assets or liabilities aside from the \$1 in cash and has incurred no operations.

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

Makenita does not utilize off-balance sheet arrangements.

### **Approval**

The Board of Directors of Makenita has approved the disclosure contained in the MD&A.