

MINAURUM GOLD INC.

INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON TUESDAY, DECEMBER 12, 2023

(as at October 30, 2023, except as indicated)

This Information Circular is furnished in connection with the solicitation of proxies by the Management of **MINAURUM GOLD INC.** (the “**Company**”) for use at the Annual General Meeting (the “**Meeting**”) of the shareholders of the Company (“**Shareholders**”), to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE ENCLOSED PROXY IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse Shareholders’ nominees or agents (including brokers holding Common shares of the Company (“**Shares**”) on behalf of clients) for the cost incurred in obtaining from their principals authorization to execute forms of proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised that they intend to oppose any action intended to be taken by Management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying Instrument of Proxy are directors or officers of the Company. **A Shareholder has the right to appoint a person other than the persons named in the enclosed Instrument of Proxy to attend and act for him on his behalf at the Meeting. To exercise this right, a Shareholder shall strike out the names of the persons named in the Instrument of Proxy and insert the name of his nominee in the blank space provided, or complete another Instrument of Proxy. The completed Instrument of Proxy should be deposited with the Company's Registrar and Transfer Agent, TSX Trust Company, 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1 at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays and holidays.**

The Instrument of Proxy must be signed by the Shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the Instrument of Proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the Shareholder is a corporation, the Instrument of Proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof. The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a Shareholder may revoke a Proxy either by (a) signing a Proxy bearing a later date and depositing it at the place and within the time aforesaid, or (b) signing and dating a written notice of revocation (in the same manner as the Instrument of Proxy is required to be executed as set out in the notes to the Instrument of Proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the Scrutineer at the Meeting as a Shareholder present in person, whereupon such Proxy shall be deemed to have been revoked. Only registered shareholders have the right to revoke a proxy. Non-registered holders who wish to change their vote must, at least seven days before the Meeting, arrange for their nominees to revoke the proxy on their behalf.

A revocation of a Proxy does not affect any matter on which a vote has been taken prior to the revocation.

NON-REGISTERED HOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Company are “non-registered Shareholders” because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. More particularly, a person is not a registered Shareholder in respect of Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“**CDS**”)) of which the Intermediary is a participant (the clearing agencies and the Intermediaries are together the “**Nominees**”).

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “**Meeting Materials**”) to the Nominees for distribution to Non-Registered Holders.

Nominees are required to forward the Meeting Materials to Non-Registered Holders to seek their voting instructions in advance of the Meeting unless a Non-Registered Holder has waived the right to receive the Meeting Materials. Very often, Nominees will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Nominee** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Nominee has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deliver it to **TSX Trust Company** as provided above; or
- (b) more typically, be given a voting instruction form **which is not signed by the Nominee**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Nominee or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Nominee must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions, which contains a removable label containing a bar code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Shares, which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the meeting in person, the Non-Registered Holder should strike out the names of the Management Proxyholders and insert the Non-Registered Holder’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

In accordance with the requirements of National Instrument 54-101 ("**NI 54-101**"), the Company has elected to send Meeting Materials directly to "non-objecting beneficial owners". If the Company or its agent has sent these materials directly to you (instead of through a Nominee), your name, address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Nominee holding on your behalf. By choosing to send these Meeting Materials to you directly, the Company (and not the Nominee holding on your behalf) has assumed responsibility for (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

The Company does not intend to pay for intermediaries to deliver the Meeting Materials and Form 54-101F7 *Request For Voting Instructions Made By Intermediary* to objecting beneficial owners. The objecting beneficial owners will not receive the Meeting Materials unless the objecting beneficial owner's intermediary assumes the cost of delivery of the Meeting Materials.

NOTICE AND ACCESS

The Company is not sending the Meeting Materials to shareholders using "notice and access" as defined in NI 54-101.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

Shares represented by a properly executed proxy will be voted or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

In the absence of any direction in the Instrument of Proxy, it is intended that such Shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Information Circular. The Instrument of Proxy enclosed, when properly signed, confers discretionary authority with respect to amendments or variations to any matters which may properly be brought before the Meeting. The enclosed Instrument of Proxy does not confer authority to vote for the election of any person as a Director of the Company other than for those persons named in this Information Circular. At the time of printing of this Information Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the Proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Shares without par value. On October 30, 2023, 366,652,674 Shares were issued and outstanding. Persons who are registered Shareholders at the close of business on October 30, 2023 will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held. At the Meeting, on a show of hands, every Shareholder present in person shall have one vote and, on a poll, every Shareholder shall have one vote for each Share of which he is the holder.

Only Shareholders of record on the close of business on October 30, 2023 who either personally attend the Meeting or who complete and deliver an Instrument of Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her Shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, no person or company beneficially owns or exercises control or direction over, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, to the knowledge of management of the Company, none of the directors or executive officers of the Company, no proposed nominee for election as a Director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the approval of the Company's stock option plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Company or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Except as otherwise disclosed, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

Certain directors and officers of the Company have been granted incentive stock options by the Company and have subscribed for securities of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);

"**NEO**" or "**named executive officer**" means:

- (a) each individual who served as chief executive officer ("**CEO**") of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,

- (b) each individual who served as chief financial officer (“CFO”) of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,
- (c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year, and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries, nor acting in a similar capacity, at the end of that financial year;

“**plan**” includes any plan, contract, authorization or arrangement, whether or not set out in any formal document, where cash, compensation securities or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company or any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof for each of the two most recently completed financial years, other than stock options and other compensation securities:

<i>Name and Position</i>	<i>Year</i>	<i>Salary, Consulting Fee, Retainer or Commission (\$)</i>	<i>Bonus (\$)</i>	<i>Committee or Meeting Fees (\$)</i>	<i>Value of Perquisites (\$)</i>	<i>Value of all other Compensation (\$)</i>	<i>Total Compensation (\$)</i>
Darrell Rader President, CEO and Director	2023	198,000 ⁽⁴⁾	Nil	20,000 ⁽¹⁰⁾	Nil	909,475 ⁽¹¹⁾	1,127,475
	2022	198,000 ⁽⁴⁾	Nil	20,000 ⁽¹⁰⁾	Nil	724,683 ⁽¹¹⁾	942,683
Stephen Maynard VP Exploration	2023	129,000 ⁽⁵⁾	Nil ⁽⁵⁾	Nil	Nil	265,961 ⁽¹¹⁾	394,961
	2022	129,000 ⁽⁵⁾	Nil ⁽⁵⁾	Nil	Nil	319,662 ⁽¹¹⁾	448,662
Peter Megaw Director	2023	18,743 ⁽⁶⁾	Nil	20,000 ⁽¹⁰⁾	Nil	206,405 ⁽¹¹⁾	245,148
	2022	5,840 ⁽⁶⁾	Nil	20,000 ⁽¹⁰⁾	Nil	254,573 ⁽¹¹⁾	280,413
Lawrence W.E. Talbot Director	2023	Nil	Nil	20,000 ⁽¹⁰⁾	Nil	126,853 ⁽¹¹⁾	146,853
	2022	Nil	Nil	20,000 ⁽¹⁰⁾	Nil	136,788 ⁽¹¹⁾	156,788
David Medilek Director	2023	Nil	Nil	20,000 ⁽¹⁰⁾	Nil	127,356 ⁽¹¹⁾	147,356
	2022	Nil	Nil	20,000 ⁽¹⁰⁾	Nil	138,092 ⁽¹¹⁾	158,092
Jasmine Lau ⁽¹⁾ CFO	2023	78,000 ⁽⁷⁾	Nil	Nil	Nil	48,957 ⁽⁹⁾⁽¹¹⁾	126,957
	2022	52,000 ⁽⁷⁾	Nil	Nil	Nil	34,715 ⁽⁹⁾⁽¹¹⁾	86,715
David Jones ⁽²⁾ Former Director	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	33,390 ⁽⁸⁾	Nil	15,333 ⁽¹⁰⁾	Nil	172,055 ⁽¹¹⁾	220,778
Cale Moodie ⁽³⁾ Former CFO	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	22,389 ⁽⁹⁾	Nil	Nil	Nil	5,287 ⁽⁶⁾	27,676 ⁽⁶⁾

Notes:

- (1) Jasmine Lau was appointed as CFO on September 10, 2021.
- (2) David Jones was appointed as a director on November 4, 2010 and ceased to be a director on December 30, 2021.
- (3) Cale Moodie was appointed as CFO on March 4, 2011 and resigned on September 10, 2021.
- (4) Paid or payable to 0872599 B.C. Ltd., a private company owned 50% by Darrell Rader, as consulting fees under a management agreement.
- (5) Consulting fees paid to Mr. Maynard in his capacity as VP Exploration.
- (6) Paid or payable to International Mineral Development and Exploration (IMDEX) Inc., a private company controlled by Peter Megaw, for geological consulting fees.
- (7) Paid or payable to Red Fern Consulting Ltd., a private company in which Jasmine Lau is an associate.
- (8) Paid or payable to Paradex, Inc., a private company controlled by David Jones, as geological consulting fees.
- (9) Paid or payable to Spartan Pacific Financial Ltd., a private company controlled by Cale Moodie, as professional fees in his capacity as CFO.
- (10) Effective January 1, 2021, the Company began paying directors fees to each director at a rate of \$20,000 per annum.
- (11) Value of stock options vested in the period.

External Management Companies

Other than as described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Pursuant to a management agreement between 0872599 B.C. Ltd. (“**0872599**”) and the Company, effective April 1, 2019, the Company engaged 0872599, and through 0872599, Darrell Rader to provide services in connection with performing the function of CEO and President.

Pursuant to a management services agreement between Red Fern Consulting Ltd. (“**Red Fern**”) and the Company, effective October 1, 2021, the Company engaged Red Fern, and through Red Fern, Jasmine Lau to provide services in connection with performing the function of CFO.

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each director and NEO by the Company or any subsidiary thereof in the year ended April 30, 2023 for services provided, or to be provided, directly or indirectly, to the Company or any subsidiary thereof:

Name and Position	Type of Compensation Security	Number of Options, Number of Shares and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
Darrell Rader ⁽¹⁾ President, CEO and Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Stephen Maynard ⁽²⁾ VP Exploration	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Peter Megaw ⁽³⁾ Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil
Lawrence W.E. Talbot ⁽⁴⁾ Director	Stock options	Nil	Nil	Nil	Nil	Nil	Nil

Name and Position	Type of Compensation Security	Number of Options, Number of Shares and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price (\$)	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry Date
David Medilek ⁽⁵⁾ Director	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil
Jasmine Lau ⁽⁶⁾ CFO	Stock Options	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) As of April 30, 2023, Mr. Rader owned stock options to purchase 500,000 Shares at an exercise price of \$0.45 per Share until April 15, 2029; stock options to purchase 1,000,000 Shares at an exercise price of \$0.52 per Share until March 23, 2031; and stock options to purchase 3,500,000 Shares at an exercise price of \$0.40 per Share until April 13, 2032.
- (2) As of April 30, 2023, Mr. Maynard owned stock options to purchase 300,000 Shares at an exercise price of \$0.45 per Share until April 15, 2029; stock options to purchase 650,000 Shares at an exercise price of \$0.52 per Share until March 23, 2031; and stock options to purchase 900,000 Shares at an exercise price of \$0.40 per Share until April 13, 2032.
- (3) As of April 30, 2023, Mr. Megaw owned stock options to purchase 500,000 Shares at an exercise price of \$0.45 per Share until April 15, 2029; and stock options to purchase 500,000 Shares at an exercise price of \$0.52 per Share until March 23, 2031; and stock options to purchase 700,000 Shares at an exercise price of \$0.40 per Share until April 13, 2032.
- (4) As of April 30, 2023, Mr. Lawrence W.E. Talbot owned stock options to purchase 200,000 Shares at an exercise price of \$0.45 per Share until April 15, 2029; and stock options to purchase 250,000 Shares at an exercise price of \$0.52 per Share until March 23, 2031; and stock options to purchase 450,000 Shares at an exercise price of \$0.40 per Share until April 13, 2032.
- (5) As of April 30, 2023, David Medilek owned stock options to purchase 200,000 Shares at an exercise price of \$0.45 per Share until June 18, 2029; and stock options to purchase 250,000 Shares at an exercise price of \$0.52 per Share until March 23, 2031; and stock options to purchase 450,000 Shares at an exercise price of \$0.40 per Share until April 13, 2032.
- (6) As of April 30, 2026, Red Fern Consulting Ltd., a private company in which Jasmine Lau is an associate, owned stock options to purchase 125,000 Shares at an exercise price of \$0.45 per Share until October 15, 2026; and stock options to purchase 150,000 Shares at an exercise price of \$0.40 per Share until April 13, 2032.

Exercise of Compensation Securities by Directors and NEOs

No director or NEO exercised any compensation securities, being solely comprised of stock options, during the year ended April 30, 2023.

Stock Option Plans and Other Incentive Plans

The Company's stock option plan (the "Stock Option Plan") is a "rolling" stock option plan, whereby the Company is authorized to grant stock options of up to 10% of its issued and outstanding Shares, from time to time. The underlying purpose of the Stock Plan is to attract and motivate directors, officers, employees and consultants of the Company and to advance the interests of the Company by affording such persons with the opportunity to acquire an equity interest in the Company through rights granted under the Plan to purchase Shares of the Company. The Stock Option Plan was last approved by the shareholders of the Company on November 18, 2022.

A copy of the Plan is available for review on the Company's profile at www.sedarplus.ca, at the office of the Company at 2710-200 Granville Street, Vancouver, British Columbia V6C 1S4 or at the registered office of the Company, at 10th Floor – 595 Howe Street, Vancouver, British Columbia, V6C 2T5 during normal business hours up to and including the date of the Meeting. See "Particulars of Matters to be Acted Upon – Approval of Stock Option Plan".

Employment, Consulting and Management Agreements

Except as disclosed below, the Company or any subsidiary thereof has not entered into any agreement or arrangement under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were (a) performed by a director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

On April 1, 2019, the Company entered into a management agreement (the “**Rader Agreement**”) with 0872599 B.C. Ltd. (the “**Executive Corporation**”), a company controlled by Darrell Rader (the “**Executive**”), for monthly management fees in the amount of \$16,500. The Rader Agreement states that:

Resignation. The Executive Corporation may terminate this Rader Agreement without Good Cause by giving the Company at least three months advance written notice, in which event, subject to section 4.5, the Executive shall not be entitled to any severance payment but shall be entitled to receive Monthly Compensation and Benefits earned to the date of termination and payment of any reimbursable expenses.

Termination Without Cause and Resignation for Good Cause. The Company may terminate this Rader Agreement and the engagement of the Executive Corporation without cause at any time by notice in writing stating the last day of employment (the “**Termination Date**”), and the Executive Corporation may terminate this Rader Agreement on two weeks’ written notice (the end of such notice also being the “**Termination Date**”) for “Good Cause” (as defined below), in which either event the Company shall be obligated to pay the Executive Corporation, on the Termination Date, an amount equal to 24 months average Monthly Compensation paid pursuant to section 2.1 above, at that date. The Executive Corporation may direct the Company to pay such amount in a lump sum or in installments on regular paydays of the Company. However, all Benefits will cease as of the Termination Date.

Good Cause Defined: As used herein, “**Good Cause**” means the occurrence of one of the following events without the Executive Corporation’s express written consent:

- (a) the assignment by the Company to the Executive of any substantially new or different duties inconsistent with the Executive’s positions, duties, responsibilities and status with the Company immediately prior to such change in assigned duties;
- (b) a material reduction in the Executive’s responsibilities, except as a result of the Executive’s death, disability or retirement;
- (c) a reduction by the Company in the Annual Compensation not agreed to by the Executive Corporation;
- (d) a change in the principal executive office of the Company to a location more than 50 kilometers from the then-current location of the principal executive office of the Company;
- (e) the requirement by the Company that the Executive be based anywhere other than within a 50 kilometer radius of the Executive’s then current location;
- (f) the failure by the Company to continue in effect, or a material change in the terms of the Executive’s participation in benefits under any Incentive Plan or Benefits plan (collectively, the “**Existing Plans**”), the effect of which would be to materially reduce the total value, in the aggregate, of the benefit to the Executive under the Existing Plans;
- (g) any material breach by the Company of any term of this Rader Agreement; and
- (h) any other events or circumstances which would constitute a constructive dismissal at common law.

Termination for Cause. The Company may at any time terminate the engagement of the Executive Corporation and this Rader Agreement for just cause. Without limiting the generality of the foregoing, “just cause” shall include:

- (a) an act of fraud or material dishonesty by the Executive; and
- (b) material breach by the Executive Corporation of this Rader Agreement

In any such event, the Executive Corporation shall not be entitled to any compensation or notice, other than to receive the compensation earned to the date of termination and payment of any reimbursable expenses.

Resignation or Termination After a Change of Control. Notwithstanding any other provision in this Rader Agreement, if within 12 months following a Change of Control of the Company (as defined below), the Executive Corporation's engagement is terminated by the Company without Good Cause or, the Executive Corporation terminates this Rader Agreement with or without Good Cause at any time within 12 months after a Change of Control, in either case, it will receive as severance an amount equal to 15 months Monthly Compensation as being paid at that date, plus an additional one month's worth of Monthly Compensation for each year in which the Executive has acted as CEO of the Company (including such time prior to the Effective Date hereof).

Change of Control Defined: For *all* purposes of this Agreement, "**Change of Control**" means:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act*, British Columbia, of Shares of the Company which, when added to all other Shares of the Company at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 25% or more of the outstanding Shares of the Company and such shareholding exceeds the collective shareholding of the current directors of the Company, excluding any directors acting in concert with the acquiring party; or
- (b) the removal, by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent Board of the Company, or the election of a majority of Board members to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Company, including by way of corporate reorganization (spin-out), which results in the Executive ceasing to be the CEO of the entity holding the former assets of the Company; or
- (d) the consummation of a reorganization, plan of arrangement, merger, amalgamation or other transaction which has substantially the same effect as (a) (b) or (c) above.

On April 1, 2019, the Company entered into a management agreement (the "**Maynard Agreement**") with Stephen Maynard ("**Maynard**"), for geological consulting services in exchange for consulting fees in the amount of \$129,000 per annum. The Maynard Agreement may be terminated upon two months prior written notice by either the Company or Maynard for any reason at any time, or at the discretion of the Company upon Maynard being engaged by the Company in any other capacity.

On October 1, 2021, the Company entered into a consulting services agreement (the "**Red Fern Agreement**") with Red Fern Consulting Ltd. ("**Red Fern**"), and through Red Fern, Jasmine Lau ("**Lau**"), for services as CFO in exchange for consulting fees in the amount of \$78,000 per year. The Red Fern Agreement may be terminated upon two months prior written notice by either the Company or Red Fern for any reason at any time.

Oversight and Description of Director and NEO Compensation

Effective January 1, 2021, the Company began paying directors fees to each director at a rate of \$20,000 per annum.

The Board has a Compensation Committee consisting of Lawrence W.E, Talbot and David Medilek, of whom the directors consider both to be independent based upon the tests for independence set forth in

National Instrument 52-110. Messrs. Talbot and Medilek are tasked with developing and monitoring the Company's approach to the compensation of the Company's NEOs and directors. The compensation of the NEOs and directors is reviewed and approved by the Compensation Committee, on a subjective basis, without reference to any specific formula or criteria.

NEO's compensation is currently composed of two major components: base salary or fees and stock options. NEO's who are also directors do not participate in reviews, discussions or decisions of the Board regarding this remuneration. In making compensation decisions, the Compensation Committee strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation.

Base salaries or fees primarily reward recent performance and incentive stock options encourage NEO's and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined, subjectively, by the Compensation Committee based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time.

The second component of the NEO's compensation is stock options. The Company may from time to time grant stock options to NEO's and directors under the Plan. Grants of stock options are intended to align the interests of the NEO's and directors with those of the shareholders over the longer term.

The NEO's performances and salaries or fees are to be reviewed periodically by the Compensation Committee. Increases in salary or fees are to be evaluated subjectively by the Compensation Committee on an individual basis. Compensation is not tied to performance criteria or goals such as milestones, agreements or transactions, and the Company does not use a "peer group" to determine compensation.

There were no significant changes to the Company's compensation policies that were made during or after the financial year ended April 30, 2023 that could or will have an effect on director or NEO compensation.

Pension Plan Benefits

The Company has no pension, defined benefit or defined contribution plans in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's most recently completed financial year.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	14,350,000 options Nil warrants	\$0.44 N/A	22,315,267 ⁽¹⁾ N/A
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	14,350,000	\$0.44	22,315,267

Note:

⁽¹⁾ Based on the number of issued and outstanding Shares as at the end of the Company's most recently completed financial year.

The Company's equity compensation plan consists of stock options only. For details regarding the Plan, see "Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans" and in the Company's management information circular dated October 5, 2022, see "Particulars of Matters to be Acted Upon – Approval of New Stock Option Plan".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at October 30, 2023, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries, or which is owing to another entity which indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or
- (ii) is indebted to another entity, which indebtedness is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries,

in relation to a securities purchase program or other program.

CORPORATE GOVERNANCE DISCLOSURE

National Policy 58-201 ("NP 58-201") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

INDEPENDENCE OF MEMBERS OF THE BOARD

The Company's Board currently consists of four directors, three of whom are considered to be independent based upon the tests for independence set forth in National Instrument 52-110. David Medilek, Peter Megaw and Lawrence W.E. Talbot are considered to be independent. Darrell Rader is not considered to be independent as he is the President and CEO of the Company.

Following the Meeting, the Board will consist of four directors of whom three are independent. David Medilek, Lawrence W.E. Talbot and Ruben Padilla are independent based upon the tests for independence set forth in NI 52-110. Darrell Rader is not independent as he is the President and CEO of the Company.

MANAGEMENT SUPERVISION BY BOARD

The size of the Company is such that all the Company's operations are conducted by a small management team which is also represented on the Board. The Board considers that management is effectively supervised by the independent directors on an informal basis as the independent directors are actively and regularly involved in reviewing the operations of the Company and have regular and full access to management. The independent directors are able to meet at any time without any members of management including the non-independent directors, being present. Further supervision is performed through the audit committee which is composed of a majority of independent directors who meet with the Company's auditors.

PARTICIPATION OF DIRECTORS IN OTHER REPORTING ISSUERS

The participation of the directors in other reporting issuers is described in the table provided under "*Particulars of Matters to be Acted Upon – Elections of Directors*" in this Information Circular.

ORIENTATION AND CONTINUING EDUCATION

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board of Directors and committees;
2. access to recent, publicly filed documents of the Company, technical reports in respect of the Company's mineral properties and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and social responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

ETHICAL BUSINESS CONDUCT

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The board has not adopted a formal code of business conduct and ethics. The board is of the view that the fiduciary duties placed on individual directors, officers, employees and consultants by the Company's governing legislation and the common law together with corporate statutory restrictions on an individual director's participation in board decisions in which the director has an interest are sufficient to ensure the board operates independently of management and in the best interests of the Company.

NOMINATION OF DIRECTORS

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining exploration industry are consulted for possible candidates.

BOARD COMMITTEES

The Company has an Audit Committee and a Compensation Committee. The Board has determined that additional committees are not necessary at this stage of the Company's development.

ASSESSMENTS

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board periodically conducts informal assessments of the Board's effectiveness, the individual directors and each of its committees.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule "A" to this Information Circular.

As at the date of this Circular, the following individuals are current members of the Audit Committee: Peter Megaw, David Medilek and Lawrence W.E. Talbot. As defined in NI 52-110, Messrs. Talbot and Medilek are considered "independent" directors for audit committee purposes, while Dr. Megaw is not considered as "independent" for audit committee purposes as an entity in which he has a material interest is paid consulting fees for geological services rendered. All three directors are considered "financially literate".

The Company proposes to appoint David Medilek, Lawrence W.E. Talbot and Ruben Padilla as the members of the Audit Committee following the Meeting. All proposed Audit Committee members are considered "independent" and are "financially literate", as defined in NI 52-110.

The educational background or experience of the following audit committee members has enabled each to perform his responsibilities as an audit committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting.

David Medilek is a Professional Engineer (British Columbia) and CFA® charterholder with over 16 years of mining industry and capital markets experience, including as a mining engineer, mining investment banker, mining equity research analyst and currently the President of K92 Mining Inc. Mr. Medilek has experience with interpreting and assessing public company financial statements and experience with the accounting principles used in reading and preparing financial statements.

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Peter Megaw was an audit committee member for Candente Resources from 2005-2007. As a director of various public companies, Dr. Megaw has become familiar with public company financial statements and the accounting principles used in reading and preparing financial statements.

Lawrence W.E. Talbot is a mining lawyer with over 30 years of experience representing a wide range of clients in the mining industry, from individual prospectors and junior and mid-size explorers and producers through to major mining companies, in both the hard-rock and industrial mineral fields. He has extensive experience acting for public natural resource companies and providing advice on all aspects of their businesses, including corporate finance, securities and regulatory matters, corporate governance and shareholder issues, and all aspects of corporate acquisitions, takeovers, divestitures and reorganizations. Mr. Talbot has been a director, and member of the audit committee, of a number of public companies similar to the Company and, in such roles, he has had experience with the review and understanding of the accounting principles relevant to public natural resource companies and interpreting and assessing the financial statements of public natural resource companies, and has been involved in the development and analysis of internal controls and procedures for financial reporting.

Dr. Ruben Padilla, a proposed member of the Audit Committee, has over 35 years of diverse mining and exploration experience in precious and base metals, mostly based in the Americas. Dr. Padilla is currently the President and CEO of Sable Resources and a Director of Minera Alamos. Previously he worked for 13 years with BHP, 7 years for Anglo Gold Ashanti, and has been independent consultant for over 13 years. He was part of the exploration teams that discovered over 47 M ounces of gold at the Colosa and Gramalote S deposits in Colombia and Windfall in Quebec. He participated in the concept development leading to the discovery of the La Escondida East copper deposit in Chile. Dr. Padilla holds a geological engineering degree from the University of Chihuahua, Mexico, and Masters and PhD degrees from the University of Arizona.

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 of NI 52-110 or an exemption from NI 52-110 in whole or in part, granted under Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the audit committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

In the following table, “audit fees” are fees billed by the Company’s external auditor for services provided in auditing the Company’s annual financial statements for the subject year. “Audit-related fees” are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company’s financial statements. “Tax fees” are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. “All other fees” are fees billed by the auditor for products and services not included in the foregoing categories.

The fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
April 30, 2023	\$51,586	Nil	\$7,500	Nil
April 30, 2022	\$52,512	\$12,754	\$7,200	Nil

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

ELECTION OF DIRECTORS

Each Director of the Company is elected annually and holds office until the next Annual General Meeting of the Shareholders unless that person ceases to be a Director before then. In the absence of instructions to the contrary the Shares represented by proxy will be voted for the nominees herein listed.

Management proposes that the number of directors for the Company be determined at four for the ensuing year. The persons named in the enclosed Instrument of Proxy intend to vote in favour of fixing the number of Directors at four.

The Management nominees for the Board of Directors and information concerning them as at October 30, 2023 as furnished by the individual nominees are as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment	Previous Service as a Director	Number of Shares of the Company beneficially owned, controlled or directed, directly or indirectly¹
Darrell Rader British Columbia, Canada, President/CEO/Director	President/CEO, Minaurum Gold Inc. from March 1, 2010 to present.	Since March 2010	2,374,350 ⁽²⁾
Lawrence W.E. Talbot ⁽¹⁾⁽⁴⁾ British Columbia, Canada, Director	Barrister & Solicitor; Owner, Lawrence W.E. Talbot Law Corporation since April, 2006 to present.	Since March 2011	100,000 ⁽³⁾
David Medilek ⁽¹⁾⁽⁴⁾ British Columbia, Canada, Director	Vice President of Business Development and Investor Relations, K92 Mining from June, 2019 to January 2023; President, K92 Mining from January 2023 to current	Since June 2019	Nil
Ruben Padilla ⁽⁵⁾ Oro Valley, Arizona, Director	President & CEO of Sable Resources and a Director of Minera Alamos	N/A	Nil

Notes:

- (1) Member of the Audit Committee.
- (2) 1,105,850 of these shares are held indirectly by Kesa Capital Corp., a private company controlled 50% by Darrell Rader.
- (3) 100,000 of these shares are held indirectly by Pagurus Enterprises Ltd., a private company over which Lawrence W.E. Talbot exercises control and direction.
- (4) Member of the Compensation Committee
- (5) Proposed member of the Audit Committee

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Darrell Rader	-
Peter Megaw	MAG Silver Corp. Jade Leader Corp.
David Medilek	-
Lawrence W.E. Talbot	-
Ruben Padilla	Sable Resources Ltd. Minera Alamos Inc.

To the knowledge of the Company, no proposed director of the Company:

- (a) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that:
 - i) was the subject, while the proposed director was acting in the capacity of a director, CEO or CFO of such company, of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days; or
 - ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO of such company; or
- (b) is, at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director, CEO or CFO of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has within the 10 years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or
- (d) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (e) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

APPOINTMENT OF AUDITOR

Management proposes the reappointment of Davidson & Company LLP, Chartered Professional Accountants as auditor of the Company for the ensuing year at a remuneration to be fixed by the directors.

The persons named as proxies in the enclosed form of proxy intend to cast the votes represented by proxy in favour of the foregoing resolution unless the holder of Shares who has given such proxy has directed that the votes be otherwise cast.

APPROVAL OF STOCK OPTION PLAN

The information below should be read in conjunction with the Stock Option Plan. Any definitions or capitalized terms used or referenced below have the same meaning attributed to them in the Stock Option Plan which is attached to the Information Circular as Schedule “B” dated October 5, 2022 and is accessible on the Company’s SEDAR+ profile www.sedarplus.ca

The purpose of the Stock Option Plan is to give to Eligible Persons (as defined herein) additional compensation, the opportunity to participate in the success of the Company by granting to such individuals Stock Options, exercisable over periods of up to ten (10) years as determined by the Board, to buy shares of the Company at a price not less than the Market Price (as defined herein) prevailing on the date the Stock Option is granted less applicable discount, if any, permitted by the policies of the Exchange and approved by the Board. The general terms and conditions of the Stock Option Plan are reflected in the disclosure below.

Key Terms	Summary
Administration	The Board shall, without limitation, have full and final authority in their discretion, but subject to the express provisions of the Stock Option Plan, to interpret the Stock Option Plan, to prescribe, amend and rescind rules and regulations relating to the Stock Option Plan and to make all other determinations deemed necessary or advisable in respect of the Stock Option Plan. Except as set forth in certain sections of the Stock Option Plan and subject to any required prior Exchange approval, the interpretation and construction of any provision of the Stock Option Plan by the Board shall be final and conclusive. Administration of the Stock Option Plan shall be the responsibility of the appropriate officers of the Company and all costs in respect thereof shall be paid by the Company.
Number of Shares	<p>The maximum aggregate number of Shares that are issuable pursuant to security-based compensation granted or issued under the Stock Option Plan and all of the Company's other previously established or proposed security-based compensation plans (to which the following limits apply under Exchange policies):</p> <p>(a) to all Eligible Persons granted a Stock Option pursuant to the Stock Option Plan and their heirs, executors, and administrators (“Optionees”) as a group (including for greater certainty Insiders (as a group) shall not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis at any point in time;</p> <p>(b) to Insiders (as a group) in any 12-month period shall not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis on the date specified in an agreement whereby the Company grants an Optionee a Stock Option (an “Option Agreement”) as the date on which a Stock Option is granted (the “Grant Date”), unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies;</p> <p>(c) to any one Optionee (including, where permitted under applicable policies of the Exchanges, any companies that are wholly owned by such Optionee) in any 12-month period shall not exceed 5% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange</p>

Key Terms	Summary
	<p>policies.</p> <p>(d) to any one Consultant (as defined under the policies of the Exchange) in any 12-month period shall not exceed 2% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date;</p> <p>(e) to Investor Relations Service Providers (as defined under the policies of the Exchange) (as a group) in any 12-month period shall not exceed 2% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date, and Investor Relations Service Providers shall not be eligible to receive any security-based compensation other than Stock Options if the Shares are listed on the Exchange at the time of any issuance or grant; and</p> <p>(f) to Eligible Charitable Organizations (as defined under the policies of the Exchange) (as a group) shall not exceed 1% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date.</p>
Securities	Each Stock Option entitles the holder thereof to purchase one Share (subject to adjustment in certain circumstances) at an exercise price determined by the Board.
Participation	Any directors, officers, Employees (as defined under the policies of the Exchange), Management Company Employees (as defined under the policies of the Exchange), Consultants and Eligible Charitable Organizations (as defined under the policies of the Exchange) of the Company and its subsidiaries (collectively " Eligible Persons ").
Stock Option Price	The price per Share specified in an Option Agreement, adjusted from time to time, (the " Option Price ") under each Stock Option shall be not less than the Market Price on the Grant Date less the applicable discount permitted under the policies of the Exchanges or, if the Shares are not listed on any Exchange, less 25%.
Exercise Period	The exercise period of a Stock Option will be the period from and including the Grant Date up to 4:00 p.m. Pacific Time on the expiry date that will be determined by the Board at the time of grant (the " Expiry Date "), provided that the Expiry Date of a Stock Option will be no later than the tenth anniversary of the Grant Date of the Stock Option. In the event that the Expiry Date of a Stock Option falls during, a trading blackout period imposed by the Company (the " Blackout Period "), the Expiry Date of such Stock Option shall automatically be extended to a date which is ten (10) trading days following the end of such Blackout Period (the " Extension Period "), subject to no cease trade order being in place under applicable securities laws; provided that if an additional Blackout Period is subsequently imposed by the Company during the Extension Period, then such Extension Period shall be deemed to commence following the end of such additional Blackout Period to enable the exercise of such Stock Option within ten (10) trading days following the end of the last imposed Blackout Period.
Ceasing to be an Eligible Person	<p>If an Optionee ceases to be an Eligible Person, his or her Option shall be exercisable as follows:</p> <p>(a) <u>Death or Disability</u></p> <p>If the Optionee ceases to be an Eligible Person, due to his or her death or disability or, in the case of an Optionee that is a company, the death or disability of the</p>

person who provides management or consulting services to the Company or to any entity controlled by the Company, the Stock Option then held by the Optionee shall be exercisable to acquire the number of Shares, at a particular time, which have been reserved for issuance upon the exercise of a Stock Option but which have not been issued, as adjusted from time to time (“**Unissued Option Shares**”) that have become exercisable in respect of a number of Option Shares by the Optionee pursuant to the terms of the Option Agreement (“**Vested**”) at any time up to but not after the earlier of:

- (i) 365 days after the date of death or disability; and
- (ii) the Expiry Date;

(b) Termination For Cause

If the Optionee or, in the case of a Management Company Employee or a Consultant Company (as defined under the policies of the Exchange), the Optionee’s employer, ceases to be an Eligible Person as a result of termination for cause as that term is interpreted by the courts of the jurisdiction in which the Optionee, or, in the case of a Management Company Employee or a Consultant Company, of the Optionee’s employer, is employed or engaged; any outstanding Stock Option held by such Optionee on the date of such termination, whether in respect of Option Shares that are Vested or not, shall be cancelled as of that date.

(c) Early Retirement, Voluntary Resignation or Termination Other than For Cause

If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee’s employer, ceases to be an Eligible Person due to his or her retirement at the request of his or her employer earlier than the normal retirement date under the Company’s retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the Stock Option then held by the Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days (30 days if the Optionee was engaged in Investor Relations Activities) after the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee’s employer, ceases to be an Eligible Person.

(d) Spin-Out Transactions

If pursuant to the operation of section 5.3(c) of the Stock Option Plan (in connection with a corporate reorganization) an Optionee receives options (the “**New Options**”) to purchase securities of another company (the “**New Company**”) in respect of the Optionee’s Stock Options (the “**Subject Options**”), subject to the prior approval of the Exchanges, the New Options shall expire on the earlier of: (i) the Expiry Date of the Subject Options; (ii) if the Optionee does not become an Eligible Person in respect of the New Company, the date that the Subject Options expire pursuant to paragraph (a), (b) or (c) above, as applicable; (iii) if the Optionee becomes an Eligible Person in respect of the New Company, the date that the New Options expire pursuant to the terms of the New Company’s stock option plan that correspond to section (a), (b) or (c) above; and (iv) the date that is one (1) year after the Optionee ceases to be an Eligible Person in respect of the New

Key Terms	Summary
	<p>Company or such shorter period as determined by the Board.</p> <p>(e) <u>Eligible Charitable Organizations</u></p> <p>If the Optionee ceases to be an Eligible Person due to no longer being an Eligible Charitable Organization, the Stock Options then held by that Optionee shall be exercisable to acquire Vested Unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days after the date the Optionee ceases to be an Eligible Person.</p> <p>Notwithstanding the foregoing, the Board may, in its sole discretion if it determines such is in the best interests of the Company and subject to the policies of the Exchanges, extend the early Expiry Date (as set out above in paragraphs (a) to (e)) of any Stock Option held by an Optionee who ceases to be an Eligible Person to a later date within a reasonable period, subject to such period not exceeding 12 months from the date the Optionee ceases to be an Eligible Person.</p>
Vesting	<p>The Board shall determine the terms upon which each Stock Option shall vest at the time of grant, subject to the policies of the Exchanges. Unless otherwise specified by the Board at the time of granting an Stock Option, all Stock Options shall vest and become exercisable in full upon grant, except Stock Options granted to Investor Relations Service Providers, which Stock Options must vest in stages over twelve months with no more than one-quarter of the Stock Options vesting in any three month period.</p>
Acceleration Events (Take-Over Bid and Change of Control)	<p>If at any time when a Stock Option granted under the Stock Option Plan remains unexercised with respect to any Unissued Option Shares, an Offer is made by an offeror, the Board may, upon notifying each Optionee of full particulars of the Offer and subject to the approval of the Exchanges with respect to Investor Relations Service Providers, declare all Option Shares issuable upon the exercise of Stock Options granted under the Stock Option Plan, Vested, and declare that the Expiry Date for the exercise of all unexercised Stock Options granted under the Stock Option Plan is accelerated so that all Stock Options will either be exercised or will expire prior to the date upon which Shares must be tendered pursuant to the Offer.</p> <p>If a Change of Control occurs, all Option Shares subject to each outstanding Stock Option will become Vested, whereupon such Stock Option may be exercised in whole or in part by the Optionee, subject to the approval of the Exchanges with respect to Investor Relations Service Providers or if otherwise necessary.</p>
Amendments	<p>The Board may from time to time, subject to applicable law and to the prior approval, if required, of the shareholders (or disinterested shareholders, if required), Exchanges or any other regulatory body having authority over the Company or the Stock Option Plan, suspend, terminate or discontinue the Stock Option Plan at any time, or amend or revise the terms of the Stock Option Plan or of any Stock Option granted under the Stock Option Plan and the Option Agreement relating thereto, provided that no such amendment, revision, suspension, termination or discontinuance shall in any manner adversely affect any Stock Option previously granted to an Optionee under the Stock Option Plan without the consent of that Optionee.</p>

Key Terms	Summary
Shares Not Acquired	Any Unissued Option Shares not acquired by an Optionee under a Stock Option which has been settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised may be made the subject of a further Stock Option pursuant to the provisions of the Stock Option Plan.
Adjustments	The Stock Option Plan provides for certain standard adjustments to the Option Price and the number of Unissued Option Shares in the event of a share reorganization, special dividend distribution or corporate reorganization. Any adjustment is subject to the prior approval of the Exchange, other than adjustments due to a share subdivision, combination or consolidation.
Rights of Optionees	An Optionee shall have no rights whatsoever as a shareholder of the Company in respect of any of the Unissued Option Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering).
Previously Granted Stock Options	Stock Options which are outstanding under pre-existing stock option plan(s) of the Company as of the effective date of the Stock Option Plan shall continue to be exercisable and shall be deemed to be governed by and be subject to the terms and conditions of the Stock Option Plan except to the extent that the terms of the Stock Option Plan are more restrictive than the terms of such pre-existing plan(s) under which such stock options were originally granted, in which case the applicable pre-existing plan(s) shall govern, provided that any stock options granted, issued or amended after November 23, 2021 must comply with TSXV Policy 4.4 - <i>Incentive Stock Options</i> (as at November 24, 2021).

Shareholders will be asked at the Meeting to approve, with or without variation, the following ordinary resolution (the “**Stock Option Resolution**”):

“BE IT RESOLVED THAT:

- (a) the Company’s Stock Option Plan be confirmed and approved, and that in connection therewith a maximum of 10% of the issued and outstanding Shares of the Company at the time of each grant be approved for granting as options; and
- (b) any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution.”

The full text of the Stock Option Plan is available for viewing by request to the Company at Suite 2710 – 200 Granville Street, Vancouver, British Columbia, V6C 1S4, and will be available for viewing at the Meeting.

The directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that Shareholders of the Company vote in favour of the resolution.

OTHER MATTERS

Management knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the Instrument of Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting by proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR+ at www.sedarplus.ca. Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company at Suite 2710 – 200 Granville St, Vancouver BC V6C 1S4, Telephone: (778) 330-0994.

Financial information is provided in the Company's comparative financial statements and Management's Discussion and Analysis for its most recently completed financial year which are filed on SEDAR+.

BY ORDER OF THE BOARD OF DIRECTORS

"Darrell Rader"

Darrell Rader
President & CEO

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting, and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control systems and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would reasonably interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update this Charter annually.

- (b) Review the Company's financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.
- (c) Confirm that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.
- (b) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company, consistent with the Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board of Directors, take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board of Directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled

meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (a) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (b) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (c) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (a) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (b) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (j) Review certification process.
- (k) Establish a procedure for the confidential anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.