



NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the holders of common shares of Auric Resources Corp. (the “**Company**”) will be held on **Thursday, November 5, 2026** at 10:00 a.m. (PT) for the following purposes:

1. To receive the audited financial statements of the Company for the financial year ended December 31, 2025, the auditor’s report thereon and the management’s discussion and analysis for the financial year ended December 31, 2025;
2. To fix the number of directors for the ensuing year at four (4);
3. To elect directors of the Company for the ensuing year;
4. To re-appoint Manning Elliott LLP, Chartered Professional Accountants, as auditors of the Company for the ensuing year and to authorize the board of directors to fix the auditor’s remuneration;
5. To re-approve the 10% rolling omnibus incentive plan of the Company, as more particularly described in the accompanying management information circular (the “**Circular**”); and
6. To consider other matters, including without limitation such amendments or variations to the foregoing matters, as may properly come before the Meeting or any adjournment thereof.

Accompanying this notice is the Circular. The Circular contains details of matters to be considered at the Meeting.

The Meeting will be held in virtual only format, which will be conducted via Microsoft Teams. **The Company is offering shareholders the ability to listen and participate (but not vote) at the Meeting in real time.** Registered shareholders and validly appointed proxyholders may attend the Meeting at:

Join from the Meeting Link:

Meeting Link: <https://www.microsoft.com/en-ca/microsoft-teams/join-a-meeting>
Meeting ID: 235 272 531 398 04
Passcode: Rb9GX9HX

Shareholders who wish to ensure that their common shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it by hand, by mail or by fax in accordance with the instructions set out in the form of proxy and in the Circular accompanying this Notice of Meeting.

If you have any questions about the procedures required to qualify to vote at the Meeting or about obtaining and depositing the required form of proxy, you should contact Odyssey Trust Company at 1.888.290.1175 or 1.612.482.5100.

DATED at Vancouver, British Columbia, this 1st day of October, 2026.

AURIC RESOURCES CORP.

“Akash Patel”

Akash Patel
CFO



AURIC RESOURCES CORP.

MANAGEMENT INFORMATION CIRCULAR

(Containing information as at October 1, 2026 unless indicated otherwise)

This Management Information Circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of **Auric Resources Corp.** (the “**Company**”) for use at the annual general meeting (the “**Meeting**”) of its shareholders to be held on **Thursday, November 5, 2026** at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Circular, references to “the Company”, “we” and “our” refer to Auric Resources Corp. and “common shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold common shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation.

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers and directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.**

The only methods by which you may appoint a person as proxy are submitting a Proxy by mail, hand delivery or fax.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the common shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your common shares will be voted accordingly. The Proxy confers discretionary authority on persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, or where both choices have been specified, in favour or all matters described herein, the persons named in the Proxy will vote the common shares represented by the Proxy for the approval of such matter.

Notice and Access

The Company is not sending this Circular to registered or beneficial shareholders using “notice-and-access” as defined under

National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“NI 54-101”).

Registered Shareholders

If you are a Registered Shareholder and wish to have your common shares voted at the Meeting, you will be required to submit your vote by Proxy in advance of the Meeting. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the Proxy and returning it to the Company’s transfer agent, Odyssey Trust Company (“**Odyssey Trust**”), in accordance with the instructions on the Proxy. Alternatively, Registered Shareholders may vote their common shares via the internet or by telephone as per the instructions provided on the Proxy.

In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used, unless the chair elects to exercise his discretion to accept proxies received subsequently.

Registered Shareholders electing to submit a Proxy may do so as follows:

- via online: to vote your Proxy online please visit: <https://login.odysseytrust.com/pxlogin> and click on VOTE. You will require the CONTROL NUMBER printed with your address to the right on your Proxy form. If you vote by Internet, do **not** mail the Proxy form in; or
- by email to: proxy@odysseytrust.com; or
- by mail or personal delivery to Odyssey Trust, Attention: Proxy Department, Suite 702, 67 Yonge Street, Toronto, Ontario, M5E 1J8; or
- by fax to Odyssey Trust at 1-800-517-4553 (toll free within Canada and the U.S.) or 416-263-9524 (international).

In all cases ensuring that the Proxy is received by Odyssey Trust at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Non-Registered Shareholders (Beneficial Shareholders)

The following information is significant to shareholders who do not hold common shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Company as the registered holders of common shares).

These securityholder materials are being sent to both registered and non-registered owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary 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 your request for voting instructions.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder’s name on the records of the Company. Such common shares will more likely be registered under the names of the shareholder’s broker or an agent of that broker. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called “**OBOs**” for “**Objecting Beneficial Owners**”) and those who do not object to the issuers of the securities they own knowing who they are (called “**NOBOs**” for “**Non-Objecting Beneficial Owners**”).

Pursuant to NI 54-101 of the Canadian Securities Administrators, the Company is sending proxy-related materials directly to NOBOs, which materials will include a Voting Instruction Form (a “**VIF**”). These VIFs are to be completed and returned to Odyssey Trust by mail, email or by facsimile. In addition, Odyssey Trust provides both telephone voting and internet voting

as described on the VIF itself, which contains complete instructions. Odyssey Trust will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

Management of the Company does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*, and, in the case of an OBO, the OBO will not receive the materials unless the OBO's intermediary assumes the cost of delivery.

Every intermediary that mails proxy-related materials to Beneficial Shareholders has its own mailing procedures and provides its own return instructions to clients. Beneficial Shareholders should follow the instructions of their intermediary carefully to ensure that their common shares are voted at the Meeting.

Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form (the "**Broadridge VIF**") which is similar to the Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. The Broadridge VIF will appoint the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the Broadridge VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the Broadridge VIF. The completed Broadridge VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting. **If you receive a Broadridge VIF, you cannot use it to vote common shares directly at the Meeting – the Broadridge VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting to have the common shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your common shares in that capacity. **If you wish to attend at the Meeting and indirectly vote your common shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.**

Alternatively, you can request in writing that your broker send you a legal Proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your common shares.

Notice to United States Shareholders

The Company's common shares are not registered under Section 12 of the United States Securities Exchange Act of 1934, as amended (the "**U.S. Exchange Act**"), and this solicitation of proxies is not subject to the requirements of Section 14(a) of the U.S. Exchange Act. Residents of the United States should be aware that applicable Canadian proxy solicitation rules differ from those of the United States applicable to proxy statements under the U.S. Exchange Act.

This document does not address any income tax consequences of the disposition of the Company's common shares by shareholders. Shareholders in a jurisdiction outside of Canada should be aware that the disposition of common shares by them may have tax consequences both in those jurisdictions and in Canada, and are urged to consult their tax advisors with respect to their particular circumstances and the tax considerations applicable to them.

Any information concerning any properties and operations of the Company has been prepared in accordance with Canadian standards under applicable Canadian securities laws, and may not be comparable to similar information for United States companies.

Financial statements included or incorporated by reference herein have been prepared in accordance with International Financial Reporting Standards, as issued by the International Accounting Standards Board, and are subject to auditing and auditor independence standards in Canada, and reconciled to accounting principles generally accepted in the United States.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a Registered Shareholder who has given a Proxy may revoke it by executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder's authorized attorney in writing, or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Odyssey Trust or at the address of the registered office of the Company at Suite 400, 1681 Chestnut Street, Vancouver, British Columbia V6J 4M6, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the "**Board**") of the Company has fixed **October 1, 2026** as the record date (the "**Record Date**") for determination of persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who complete, sign and deliver a form of Proxy in the manner and subject to the provisions described above will be entitled to vote in advance of the Meeting.

As at the Record Date, there were **49,332,867** common shares issued and outstanding, each carrying the right to one vote.

To the knowledge of the directors and executive officers of the Company, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, common shares carrying 10% or more of the voting rights attached to all outstanding common shares of the Company as at the Record Date.

SETTING NUMBER OF DIRECTORS

The persons named in the enclosed Proxy intend to vote in favour of fixing the number of directors at four (4). The Board proposes that the number of directors be fixed at four (4). Shareholders will therefore be asked to approve an ordinary resolution that the number of directors elected be fixed at four (4).

ELECTION OF DIRECTORS

The term of office of each of the current directors expires at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the British Columbia Business Corporations Act (the "**BCBCA**"), each director elected will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

The following table sets out the names of management's nominees for election as a director, the province or state and country in which he is ordinarily resident, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the Record Date.

Name of Nominee; Current Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment⁽¹⁾	Director Since	Common Shares Beneficially Owned or Controlled⁽¹⁾
Morgan Tinch ⁽²⁾ British Columbia, Canada <i>CEO and Director</i>	Management Consultant; Principal, Smorgasbord Ventures Inc., a private company.	May 10, 2022	2,127,272
Akash Patel British Columbia, Canada <i>CFO, Corporate Secretary and Director</i>	Self-employed accountant since 2001.	February 16, 2024	Nil
Aleem Nathwani ⁽²⁾ British Columbia, Canada <i>Director</i>	Former CEO of the Company; Independent Businessman and Financier; CEO WSM Ventures Corp.	August 14, 2020	50,000
Thomas J. Obradovich ⁽²⁾ Ontario, Canada <i>Director</i>	CEO of Auranova Resources Inc. since January 1, 2025.	February 16, 2024	5,950,000 ⁽³⁾

- (1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) Denotes member of the Audit Committee.
- (3) Of these 5,950,000 common shares, 4,450,000 common shares are held directly by Mr. Obradovich and 1,500,000 common shares are held indirectly by 1911745 Ontario Limited.

None of the proposed nominees for election as a director of the Company are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Company acting solely in such capacity.

Bankruptcies, Orders and Management Cease Trade Orders

Except as disclosed below, to the best of the Company's knowledge, as at the date of this Circular, and within the last 10 years before the date of this Circular, no proposed nominee for election as a director of the Company (or any of their personal holding companies) was a director or executive officer of any company (including the Company) that was:

- (a) subject to a cease trade ("CTO") or similar order or an order denying the relevant company access to any exemptions under securities legislation, for more than 30 consecutive days;
- (b) subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under the securities legislation, for a period of more than 30 consecutive days;
- (c) 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 has 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;
- (d) 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) subject to any other penalties or sanctions imposed by a court or a regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

On December 11, 2019, Akash Patel entered into a settlement agreement with the British Columbia Securities Commission concerning when Mr. Patel was the President of a TSX Venture Exchange issuer that published certain disclosure which contained information or statements that were contrary to the provisions of National Instrument 43-101 *Statement of Disclosure for Mineral Projects*. Effective January 12, 2021, Mr. Patel had complied with all the requirements of the order made against him.

APPOINTMENT OF AUDITOR

Manning Elliott LLP, Chartered Professional Accountants (“**Manning LLP**”), of Suite 1700, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3, will be nominated at the Meeting for re-appointment as auditor of the Company at a remuneration to be fixed by the Board. Manning LLP was appointed the auditor of the Company on January 23, 2019.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 *Audit Committees* (“**NI 52-110**”) requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its audit committee (the “**Audit Committee**”) and its relationship with its independent auditor, as set forth in the following:

The Audit Committee’s Charter

The Audit Committee has a charter. A copy of the Audit Committee Charter is attached to the Company’s Filing Statement dated February 9, 2024, which was filed on SEDAR+ at www.sedarplus.ca on February 12, 2024, and is specifically incorporated by reference into, and forms an integral part of, this Circular.

Composition of the Audit Committee

The current members of the Audit Committee are Thomas J. Obradovich (Chair), Aleem Nathwani and Morgan Tincher. All members of the Audit Committee are considered financially literate. Mr. Tincher is the CEO of the Company and, therefore, is not an independent member of the Audit Committee. Mr. Obradovich and Mr. Nathwani are not executive officers of the Company, and, therefore, are considered independent members of the Audit Committee.

Relevant Education and Experience

Thomas J. Obradovich has more than 40 years’ experience in mining exploration, development and financing. He was President and CEO of Barkerville Gold Mines Ltd. (“**Barkerville**”) from January 2015 to July 2016. During his tenure, Barkerville went from having \$30 million in debt with a market capitalization of \$30 million to a cash position of \$40 million, no debt and a market cap of \$200 million. Mr. Obradovich was one of the key individuals behind Aurelian Resources Inc. (acquired by Kinross Gold Corporation for \$1.2 billion in 2008) which discovered the Fruta Del Norte gold deposit in Ecuador. He was also the co-founder of Canadian Royalties Inc., which discovered and developed the Raglan south nickel belt. Mr. Obradovich acquired most of the Matachewan gold camp and, through a reverse takeover of Young-Davidson Mines Ltd., upgraded and doubled the resource which was subsequently acquired by Northgate Minerals in 2005. Mr. Obradovich is a graduate of the Haileybury School of Mines in mining technology and advanced field geophysics. Mr. Obradovich has served on the Audit Committee of Dalradian Resources Inc., Young Davidson Mines Ltd. and Aurelian Resources Inc.

Aleem Nathwani has held a number of senior positions with public companies where he has played pivotal roles in business and corporate development. His role at TELUS Communications included driving early-stage portfolios through to multi-million dollar commercialization and revenues. While at Nutanix, Mr. Nathwani was one of the earliest employees pre-IPO within the company, helping drive business development efforts for 7+ years, during which the company raised in excess of \$300 million at a \$1 billion+ valuation. Mr. Nathwani continues to hold senior level roles with early-stage companies and helps in areas of capital raising, M&A transactions and corporate governance.

Morgan Tincher brings over 25 years of corporate finance and development experience in the natural resources, technology and entertainment industries. He has served in key board and management positions with a number of public and private companies throughout his career. Having particular expertise in capital structuring, financial analysis, investor relations and corporate governance, Mr. Tincher brings valued depth of perspective to the Company as it aims to successfully navigate a well-positioned slate of exploration and development programs.

Each member of the Audit Committee has:

- an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- 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 be

reasonably expected to be raised by the issuer’s financial statements, or experience actively supervising individuals engaged in such activities; and

- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any external auditor.

Reliance on Certain Exemptions

At no time since the commencement of the Company’s most recently completed financial year has the Company relied on the exemption in Section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110. 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.

Pre-Approval Policies and Procedures

All services to be performed by the independent auditor of the Company must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditor’s independence and has adopted a policy governing the provision of these services. This policy requires that pre-approval by the Audit Committee of all audit and non-audit services provide by any external auditor, other than any de minimis non-audit services allowed by applicable law or regulation.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audited services provided by Manning LLP to the Company to ensure auditor independence. The following table outlines the fees incurred with Manning LLP who were appointed auditors of the Company on January 23, 2019 for audit and non-audit services in the last two fiscal years:

Fees billed for audit and non-audit services in the last two financial years for audit fees are outlined in the following table:

<u>Nature of Services</u>	<u>Fees Paid to Auditor for the Year Ended December 31, 2025</u>	<u>Fees Paid to Auditor for the Year Ended December 31, 2024</u>
Audit Fees ⁽¹⁾	\$39,500	\$47,700
Audit-Related Fees ⁽²⁾	\$2,000	\$2,000
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees ⁽⁴⁾	Nil	Nil
Total:	<u>\$41,500</u>	<u>\$49,700</u>

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements, and fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Exemption

The Company is relying upon the exemption in section 6.1 of NI 52-110 in respect of the composition of its Audit Committee and in respect of its reporting obligations under NI 52-110 for the financial year ended December 31, 2025. This exemption exempts a “venture issuer” from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of that instrument, as would otherwise be required by NI 52-110.

CORPORATE GOVERNANCE

General

Corporate governance refers to the policies and structure of the Board of a company whose members are elected by and are accountable to the shareholders of a company. Corporate governance encourages establishing a reasonable degree of independence of the Board from executive management and the adoption of policies to ensure the Board recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

Effective June 30, 2005, National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Policy 58-201 *Corporate Governance Guidelines* (“**NP 58-201**”) were adopted in each of the provinces and territories of Canada. NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. The Board facilitates its independent supervision over management by ensuring certain members of the Board are independent.

The non-independent members of the Board are Morgan Tincher, the CEO of the Company, Akash Patel, the CFO of the Company and Aleem Nathwani, the former CEO of the Company. The independent member of the Board is Thomas J. Obradovich.

Directorships

The following persons, who are directors of the Company, are directors of other reporting issuers listed below:

Name of Director	Name of Other Reporting Issuer
Morgan Tincher	Buffalo Potash Corporation Ross River Minerals Inc. WSM Ventures Corp.
Thomas J. Obradovich	Auranova Resources Inc. Conquest Resources Limited Gold X2 Mining Inc.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company’s business and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company’s management and employees to give the directors additional insight into the Company’s business.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company’s governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director’s participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Compensation

The Board determines compensation for the directors and the CEO.

Other Board Committees

The Board has no other committees other than the Audit Committee.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and the Board committee.

STATEMENT OF EXECUTIVE COMPENSATION

Executive Compensation

In this section "Named Executive Officer" ("NEO") means the CEO, the CFO and each of the three most highly compensated executive officers, other than the CEO and the CFO, who were serving as executive officers at the end of the most recently completed financial year and whose total compensation exceeds \$150,000, as well as any additional individuals for whom disclosure would have been provided except that the individual was not serving as an officer of the Company at the end of the most recently completed financial year end.

Compensation Discussion and Analysis

The Board has not appointed a compensation committee so the responsibilities relating to executive and director compensation, including reviewing and recommending director compensation, overseeing the Company's base compensation structure and equity-based compensation programs, recommending compensation of the Company's officers and employees, and evaluating the performance of officers generally and in light of annual goals and objectives, are performed by the Board as a whole.

The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the senior management of the Company. In determining and approving the base salary for each NEO, the Board takes into consideration available market data. A specific benchmark is not targeted and a formal peer group has not yet been established by the Board.

The compensation for executives includes four components: base consulting fees, bonus (if applicable), incentive stock options ("Options"), restricted share units (the "RSUs") and/or deferred share units ("DSUs") and perquisites. As a package, the compensation components are intended to satisfy the objectives of the compensation program (that is, to attract, retain and motivate qualified executives). There are no predefined or standard termination payments, change of control arrangements or employment contracts.

Philosophy and Objectives

The Company's compensation policies and programs are designed to be competitive with similar mining exploration companies and to recognize and reward executive performance consistent with the success of the Company's business. The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including (a) attracting and retaining talented, qualified and effective executives, (b) motivating the short and long-term performance of these executives; and (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has encouraged equity participation and in furtherance thereof employs its Omnibus Plan (defined below).

Equity Participation

The Company believes that encouraging its executives and employees to become shareholders is the best way of aligning their interests with those of its shareholders. Equity participation has been accomplished through the Company's security based compensation plan. Options, RSUs and/or DSUs may be granted to executives and employees, as applicable, taking into account a number of factors, including the amount and term of Options, RSUs or DSUs previously granted, base consulting fees and bonuses and competitive factors. The amounts and terms of Options, RSUs or DSUs previously granted are determined by the Board.

Given the evolving nature of the Company's business, the Board continues to review the overall compensation plan for senior management so as to continue to address the objectives identified above.

Option-Based Awards

On December 11, 2023, the Board approved the adoption of a new omnibus incentive plan (the "**Omnibus Plan**"), being a 10% rolling plan, which incorporated amendments required pursuant to TSX Venture Exchange (the "**Exchange**") Policy 4.4 *Security Based Compensation* (the "**Policy**") which became effective November 24, 2021 (formerly, Policy 4.4 *Incentive Stock Options*). The Omnibus Plan replaced the previous share option plan dated for reference April 30, 2012. The Company received shareholder approval to the Omnibus Plan on June 13, 2024 and August 14, 2025, and from the Exchange on August 13, 2024 and August 14, 2025.

The Omnibus Plan is administered by the Board and provides that Options, RSUs, and DSUs will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company, as applicable. See *Particulars of Matters to be Acted Upon – Re-Approval of Omnibus Incentive Plan* for further information.

Summary Compensation Table

The NEOs of the Company for the financial year ended December 31, 2025 were Morgan Tinch, the current CEO of the Company, Akash Patel, the current CFO and Secretary of the Company, Aleem Nathwani, former CEO of the Company, and Robert Chisholm, former CFO of the Company.

For greater clarity, Morgan Tinch, the current CEO of the Company, and Akash Patel, the current CFO and Secretary of the Company, were both appointed on February 9, 2024 in place of Mr. Nathwani and Mr. Chisholm who resigned from their officer positions on the same date.

Name and Principal Positions	Year ⁽¹⁾	Salary (\$)	Share-based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Morgan Tinch ⁽²⁾ CEO	2025	Nil	Nil	Nil	Nil	Nil	Nil	90,000	90,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil	90,000	90,000
	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Akash Patel ⁽³⁾ CFO and Secretary	2025	Nil	Nil	Nil	Nil	Nil	Nil	90,000	90,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil	90,000	90,000
	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) For the financial years ended December 31.

(2) Mr. Tinch has served as CEO of the Company since February 9, 2024 and as a director of the Company since May 10, 2022.

(3) Mr. Patel has served as CFO and Secretary of the Company since February 9, 2024 and as a director of the Company since February 16, 2024.

Incentive Plan Awards

Pursuant to the Omnibus Plan, the Company may grant up to 10% of the issued and outstanding common shares of the Company for Options, RSUs or DSUs.

Outstanding Option-Based Awards

No compensation securities were granted or issued to any NEO and director of the Company in the financial year ended December 31, 2025 for services provided or to be provided to the Company.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out the value vested during the financial year ended December 31, 2025 for Options, RSUs or DSUs awarded under the Omnibus Plan for the NEO, as well as the value earned under non-equity incentive plans for the same period.

Name	Option-based awards- Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
Morgan Tincher CEO	Nil	Nil	Nil
Akash Patel CFO and Secretary	Nil	Nil	Nil

Termination and Change of Control Benefits

There are no other contracts, agreements, plans or arrangements that provide for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in any NEO's responsibilities.

Director Compensation

During the most recently completed financial year ended December 31, 2025, the directors who were not NEOs received the following compensation for services provided to the Company:

Name	Fees earned (\$)	Share-based awards (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Thomas J. Obradovich ⁽¹⁾	Nil	Nil	N/A	N/A	N/A	Nil
Aleem Nathwani ⁽²⁾	Nil	Nil	N/A	N/A	N/A	Nil

(1) Mr. Obradovich has served as a director of the Company since February 16, 2024.

(2) Mr. Nathwani has served as a director of the Company since August 14, 2020.

Outstanding Option-Based Awards

No compensation securities were granted or issued to any director of the Company in the financial year ended December 31, 2025 for services provided or to be provided to the Company.

Narrative Discussion

The Company has no arrangements, standard or otherwise, pursuant to which directors were compensated by the Company for their services as directors, for committee participation, for involvement in special assignments during the most recently completed financial year.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets forth, for each director, other than those who are also NEOs of the Company, the value of all incentive plan awards vested during the financial year-ended December 31, 2025:

Name	Option-based awards- Value vested during the year (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation Value earned during the year (\$)
Thomas J. Obradovich	Nil	Nil	Nil
Aleem Nathwani	Nil	Nil	Nil

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity compensation plan information as at the Company's financial year ended December 31, 2025.

	Number of securities to be issued upon exercise of outstanding Options	Weighted-average exercise price of outstanding Options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Omnibus Plan)	Nil	N/A	4,503,287
Total:	Nil		4,503,287

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Company's management, no informed person (a director, officer or holder of 10% or more of the common shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the financial year ended December 31, 2025, or has any interest in any material transaction in the current year other than as set out herein.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company or its subsidiary.

PARTICULARS OF MATTERS TO BE ACTED UPON

Re-Approval of Omnibus Incentive Plan

The Policy requires all of its listed companies to have a security-based compensation plan if a company intends to grant security-based compensation. The Company adopted its Omnibus Plan on December 11, 2023, and received shareholder approval to the Omnibus Plan on June 13, 2024 and August 14, 2025, and from the Exchange on August 13, 2024 and August 14, 2025.

The Omnibus Plan is a rolling plan, and a maximum of 10% of the issued and outstanding common shares of the Company at the time an Award is granted, less common shares reserved for issuance on exercise of Awards then outstanding under the Omnibus Plan, are reserved for Awards to be granted at the discretion of the Board to eligible Participants. As at the date of this Circular, there were nil Options, RSUs and DSUs outstanding.

The Policy requires (i) all of its listed companies to have a security based compensation plan if a company intends to grant security based compensation; (ii) shareholder approval is required by ordinary resolution in respect of the implementation or amendment of a security based compensation plan, and annually no later than 15 months from the date shareholder approval was last obtained for the security based compensation plan, otherwise, the issuer will be unable to grant any further security based compensation under the security based compensation plan until shareholder approval is obtained; and (iii) the security based compensation plan must be submitted for Exchange review and approval on an annual basis.

Unless otherwise defined herein, capitalized terms used herein have the meanings ascribed to them in the Omnibus Plan.

Material Terms of the Plan

The following is a summary of the material terms of the Omnibus Plan:

- a) Only Participants are eligible to participate in the Omnibus Plan and receive one or more Awards (defined below). It shall be the responsibility of the Company and the Participant to ensure that such Participant is a bona fide service provider.
- b) The maximum number of common shares issuable to any one Participant under Awards in any 12-month period shall not exceed 5% of the Outstanding Issue (unless requisite disinterested shareholder approval has been obtained to exceed).
- c) The maximum number of common shares issuable to any one Consultant in any 12-month period shall not exceed 2% of the Outstanding Issue.
- d) The maximum number of common shares issuable to Eligible Participants who are Insiders (as a group), at any time, under the Omnibus Plan and any other Share Compensation Arrangement, shall not exceed 10% of the Outstanding Issue at any point in time.
- e) The maximum number of common shares issuable to Eligible Participants who are Insiders (as a group), within any one-year period, under the Omnibus Plan and any other Share Compensation Arrangement, shall not exceed 10% of the Outstanding Issue at any point in time.
- f) Investor Relations Service Providers (as defined in the Policy) (i) may only be granted Options under an Award, (ii) the maximum number of common shares issuable to all Investor Relations Service Providers under any Options awarded shall not exceed 2% of the Outstanding Issue in any 12-month period, in each case measured as of the date of grant of an Award, and (iii) may not be granted a Cashless Exercise Right (defined below).
- g) Subject to the policies of the Exchange, any common shares issued or Award granted pursuant to the Omnibus Plan, or securities issued under any other Share Compensation Arrangement prior to a Participant becoming an Insider, shall be included for the purposes of the limits set out in Section 2.5(2) and Section 2.5(3) of the Omnibus Plan.
- h) Subject to the policies of the Exchange, in the event of the death of a Participant, the legal representative, liquidator, executor or administrator, as the case may be, of the estate of the Participant is not entitled to make a claim in respect of an Award granted to such Participant after the first anniversary of the death of such Participant.
- i) The Board is responsible for administration of the Omnibus Plan and all grants and exercises pursuant thereto, but may delegate such administration to a committee of the Board.
- j) No Award (other than Options), may vest before the date that is one year following the date the Award is granted or issued, provided that this requirement may be accelerated for a Participant who dies or who ceases to be an eligible Participant under the provisions hereof in connection with a Change of Control, take-over bid, reverse take-over or other similar transaction.

- k) Any Options granted to any Investor Relations Service Provider must vest in stages over a period of not less than 12 months, in accordance with the vesting restrictions set out in Section 4.4 of the Policy.
- l) The Option Price for common shares that are the subject of any Option shall be determined and approved by the Board when such Option is granted, but shall not be less than the Market Value of such common shares at the time of the grant.
- m) Options can be exercisable for a maximum of ten (10) years from the Option effective date.
- n) Should the expiration date for an Option fall within a Black-Out Period, such expiration date shall be automatically extended without any further act or formality to that date which is the tenth Business Day after the end of the Black-Out Period, such tenth Business Day to be considered the expiration date for such Option for all purposes under the Omnibus Plan.
- o) Subject to the rules and policies of the Exchange (including the TSXV Share Limits, as applicable), the Board may, in its discretion and at any time, determine to grant a Participant the right, when entitled to exercise Options, to deal with such Options on a “cashless exercise” basis (the “**Cashless Exercise Right**”). The Board may determine in its discretion that such Cashless Exercise Right, if any, grants a Participant the right to exercise such Options by notice in writing to the Company and receive, without payment of any cash other than pursuant to Section 8.2 of the Omnibus Plan, that number of common shares, disregarding fractions, that is equal to the quotient obtained by dividing:
 - (i) the product of the number of Options being exercised multiplied by the difference between the Market Value on the day immediately prior to the exercise of the Cashless Exercise Right and the Option Price; and
 - (ii) the Market Price on the day immediately prior to the exercise of the Cashless Exercise Right.
- p) Subject to Section 2.7(a) of the Omnibus Plan, the applicable restricted period in respect of a particular RSU shall be determined by the Board but in all cases shall end no later than the 31st of December of the third calendar year following the calendar year in which the performance of services for which such RSU is granted, occurred (the “**Restricted Period**”). All unvested RSUs shall be cancelled on the RSU Vesting Determination Date (as such term is defined in Section 4.4 of the Omnibus Plan) and, in any event: all unvested RSUs shall be cancelled no later than the last day of the Restricted Period.
- q) The vesting determination date means the date on which the Board determines if the Performance Criteria and/or other vesting conditions with respect to an RSU have been met (the “**RSU Vesting Determination Date**”), and as a result, establishes the number of RSUs that become vested, if any. For greater certainty, the RSU Vesting Determination Date must fall after the end of the Performance Period, if any, but no later than the 15th of December of the calendar year which commences three years after the calendar year in which the performance of services for which such RSU is granted, occurred. Notwithstanding the foregoing, for any U.S. Participant, the RSU Vesting Determination Date shall occur no later than the 15th of March of the calendar year following the end of the Performance Period.
- r) Settlement of RSUs shall take place promptly following the RSU Settlement Date and no later than the end of the Restricted Period, and shall take the form determined by the Board, in its sole discretion.
- s) For any U.S. Participant, the RSU Settlement Date and delivery of common shares or Cash Equivalent, if any, shall each occur no later than the 15th of March of the calendar year following the end of the Performance Period.
- t) For purposes of determining the Cash Equivalent of RSUs to be made pursuant to Section 4.5 of the Omnibus Plan, such calculation will be made on the RSU Settlement Date based on the Market Value on the RSU Settlement Date multiplied by the number of vested RSUs in the Participant’s Account to settle in cash.
- u) For the purposes of determining the number of common shares to be issued or delivered to a Participant upon settlement of RSUs pursuant to Section 4.5 of the Omnibus Plan, such calculation will be made on the RSU Settlement Date based on the whole number of common shares equal to the whole number of vested RSUs then recorded in the Participant’s Account to settle in common shares.

- v) Subject to the Board determining otherwise, each Participant may elect to receive in DSUs any portion or all of their Annual Base Compensation by completing and delivering a written election to the Company on or before the 5th day of November of the calendar year ending immediately before the calendar year with respect to which the election is made. Such election will be effective with respect to compensation payable for fiscal quarters beginning during the calendar year following the date of such election. Elections hereunder shall be irrevocable with respect to compensation earned during the period to which such election relates.
- w) All DSUs granted with respect to Annual Base Compensation will be credited to the Participant's Account when such Annual Base Compensation is payable.
- x) A Participant may receive their common shares, or Cash Equivalent, or a combination thereof, to which such Participant is entitled upon Termination of Service, by filing a redemption notice on or before the 15th day of December of the first calendar year commencing after the date of the Participant's Termination of Service. Notwithstanding the foregoing, if any Participant does not file such notice on or before that 15th day of December, the Participant will be deemed to have filed the redemption notice on the 15th day of December (the date of the filing or deemed filing of the redemption notice, the "**Filing Date**"). In all cases for each U.S. Participant, the U.S. Participant will be deemed to have filed the redemption notice on the date of their Termination of Service.
- y) The Company will make payment of the DSU Settlement Amount as soon as reasonably possible following the Filing Date and in any event no later than the end of the first calendar year commencing after the Participant's Termination of Service. In all cases for each U.S. Participant, the Company will make payment of the DSU Settlement Amount as soon as reasonably possible following the Filing Date and in any event no later than the 1st day of March of the calendar year following Termination of Service.
- z) In the event of the death of a Participant, the Company will, subject to Section 8.2 of the Omnibus Plan, make payment of the DSU Settlement Amount within two months of the Participant's death to or for the benefit of the legal representative of the deceased Participant. For the purposes of the calculation of the Settlement Amount, the Filing Date shall be the date of the Participant's death.
- aa) For purposes of determining the Cash Equivalent of DSUs to be made pursuant to Section 5.5 such calculation will be made on the Filing Date based on the Market Value on the Filing Date multiplied by the number of vested DSUs in the Participant's Account to settle in cash.
- bb) For the purposes of determining the number of Shares to be issued or delivered to a Participant upon settlement of DSUs pursuant to Section 5.5, such calculation will be made on the Filing Date based on the whole number of common shares equal to the whole number of vested DSUs then recorded in the Participant's Account to settle in common shares.

"Award" means any of an Option, DSU, or RSU granted to a Participant pursuant to the terms of the Omnibus Plan.

The Omnibus Plan is subject to the acceptance by the shareholders of the Company and by the Exchange on an annual basis. At the Meeting, shareholders will be asked to consider and vote on the ordinary resolution to approve the Omnibus Plan, with or without variation, as follows:

"UPON MOTION DULY MADE, IT WAS RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. The Company's 10% rolling omnibus incentive plan (the "**Omnibus Plan**") as more particularly described in the management information circular of the Company dated October 1, 2026, be ratified, confirmed and approved, subject to any amendments that may be required by any applicable stock exchange or regulatory authority, as the directors of the Company may deem necessary or advisable.
2. To the extent permitted by law, the Company be authorized to abandon all or any part of the Omnibus Plan if the board of directors deems it appropriate and in the best interests of the Company to do so.
3. Any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds and things and execute, under seal of the Company or otherwise, all such documents as may be required to give effect to these resolutions."

The Board recommends that shareholders vote in favour of the Omnibus Plan. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the foregoing ordinary resolution.

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy. The Board is of the view that the Omnibus Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry.

A shareholder may obtain a copy of the Omnibus Plan by contacting the Company. See *Additional Information* below.

ADDITIONAL INFORMATION

The audited financial statements of the Company for the financial year ended December 31, 2025 and in the related management's discussion and analysis (together, the "**Financial Materials**") were filed on SEDAR+ www.sedarplus.ca on April 30, 2026 and will be placed before the Meeting.

Shareholders may request copies of the Financial Materials and the Omnibus Plan without charge from the Company at Suite 400 – 1681 Chestnut Street, Vancouver, BC, V6J 4M6, telephone: (604) 737-2303 or fax: (604) 737-1140. The Company may require the payment of a reasonable charge from any person or company who is not a shareholder of the Company, who requests a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which they anticipate will come before the Meeting as of the date of mailing of this Circular.