

SHERPA II HOLDINGS CORP.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

for the Annual General and Special Meeting of the

Shareholders of Sherpa II Holdings Corp.

On November 29, 2022

Dated as of October 25, 2022

SHERPA II HOLDINGS CORP.

918 – 1030 West Georgia Street
Vancouver, British Columbia V6E 2Y3
Tel: (604) 288-8005 Fax: (604) 662-7950

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General and Special Meeting (the “Meeting”) of the shareholders of SHERPA II HOLDINGS CORP. (the “Company”) will be held at 918 - 1030 West Georgia Street, Vancouver, British Columbia and by teleconference on **Tuesday, November 29, 2022 at 10:00 a.m.** (PST) for the following purposes:

1. to receive the audited financial statements of the Company for the financial year ended June 30, 2022, together with the auditor’s report thereon;
2. to set the number of directors at three (3) and to elect the directors for the ensuing year;
3. to re-appoint *Dale Matheson Carr-Hilton LaBonte LLP* as the Company’s auditors for the ensuing financial year at a remuneration to be fixed by the directors;
4. to consider and, if deemed advisable, to pass an ordinary resolution to approve the Company’s 10% rolling Stock Option Plan; and
5. to transact such other business as may be properly brought before the Meeting or any adjournment(s) thereof.

In light of the ongoing public health concerns related to COVID-19 and the challenges and uncertainties that it brings; the Company will be hosting the Meeting as a physical and virtual hybrid meeting. Shareholders can attend the Meeting via teleconference using the following dial-in details:

DIAL-IN NUMBERS	CONFERENCE ID CODE
(+1) 866 811 9555 (Toll Free North America)	5283379

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the “Circular”) which accompanies, and is deemed to form a part of, this notice. The audited consolidated financial statements and related management discussion and analysis (“MD&A”) for the Company for the financial year ended June 30, 2022 are available upon request to the Company, or they can be found on SEDAR at www.sedar.com.

This notice is accompanied by the Circular, a form of proxy, voting instruction form (if applicable) and a supplemental mailing list return card.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, and sign the enclosed form of proxy and to return it in the envelope provided for that purpose.

The board of directors of the Company (the “Board”) has by resolution fixed the close of business on October 25, 2022, as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, by fax within North America at 1-866-249-7775, outside North America at 416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not

later than **10:00am (Pacific time), Friday, November 25, 2022.**

Non-registered shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form.

DATED at Vancouver, British Columbia, this 25th day of October, 2022.

BY ORDER OF THE BOARD

“Thomas O’Neill”

Thomas O’Neill
Chief Executive Officer

SHERPA II HOLDINGS CORP.

INFORMATION CIRCULAR

FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON NOVEMBER 29, 2022

This information is given as of October 25, 2022 unless otherwise noted.

PERSONS MAKING THE SOLICITATION

This information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by the management of Sherpa II Holdings Corp. (the “**Company**”) for use at the annual general and special meeting (the “**Meeting**”) of the shareholders of the Company, to be held on **Tuesday, November 29, 2022**, at the time and location and for the purposes set forth in the accompanying notice of meeting and at any adjournment thereof.

In light of the ongoing public health concerns related to COVID-19 and the challenges and uncertainties that it brings; the Company will be hosting the Meeting as a physical and virtual hybrid meeting. Shareholders can attend the Meeting via teleconference using the following dial-in details:

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(+1) 866 811 9555 (Toll Free North America)	5283379

In order to streamline the Meeting process, the Company encourages shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form mailed to them with the Meeting materials. Registered shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting. Beneficial shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

Except as noted below, the Company has distributed or made available for distribution, copies of the notice of meeting, the Circular and form of proxy or voting instruction form (“**VIF**”) (if applicable) (the “**Meeting Materials**”) to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to Beneficial Shareholders whose common shares are held by or in custody of such Intermediaries. Such Intermediaries are required to forward such documents to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The Company is sending proxy-related materials directly to NOBOs (as defined below), through the services of its transfer agent and registrar, Computershare Investor Services Inc. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of Intermediaries incurred in connection with the distribution of the Meeting Materials to OBOs (as defined below). The Company is not relying on the notice-and-access provisions of securities laws for delivery of the Meeting Materials to registered shareholders or Beneficial Shareholders.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Company. **A shareholder has the right to appoint a person (who need not be a shareholder) to attend and act for such shareholder and on his, her or its behalf at the Meeting other than the persons designated in the enclosed form of proxy.** Such right may be exercised by inserting in the blank space provided for that purpose the name of the desired person or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to the Company’s transfer agent and registrar, Computershare Investor Services Inc., Proxy Department, by fax within North America at 1-866-249-7775, outside North America at 416-263-9524, or by mail to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, or by hand delivery at 3rd Floor, 510 Burrard Street, Vancouver, British Columbia, V6C 3B9, not later than **10:00am (Pacific time), Friday,**

November 25, 2022, or delivering it to the chair of the Meeting on the day of the Meeting or any adjournment thereof prior to the time of voting. A proxy must be executed by the registered shareholder or his, her or its attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized.

Proxies given by shareholders for use at the Meeting may be revoked prior to their use:

- (a) by depositing an instrument in writing executed by the shareholder or by such shareholder's attorney duly authorized in writing or, if the shareholder is a corporation, by an officer or attorney thereof duly authorized indicating the capacity under which such officer or attorney is signing
at the registered office, 918 – 1030 West Georgia Street, Vancouver, BC, V6E 27W, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof; or with the chair of the Meeting on the day of the Meeting or any adjournment thereof; or
- (b) in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

The persons named in the accompanying form of proxy will vote the common shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them. The common shares represented by the proxy will be voted or withheld from voting 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 on, the common shares will be voted accordingly. **In the absence of such direction, where the management nominees are appointed as proxyholder, such common shares will be voted in favour of the passing of the matters set out in the notice of meeting. The form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the notice of meeting and with respect to other matters which may properly come before the Meeting or any adjournment thereof.** At the time of the printing of this Circular, the management of the Company knows of no such amendments, variations, or other matters to come before the Meeting other than the matters referred to in the notice of meeting. **However, if any other matters which at present are not known to the management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.**

ADVICE TO BENEFICIAL SHAREHOLDERS

Shareholders should note that only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of common shares, or non-objecting beneficial owners (“**NOBOs**”) whose names has been provided to the Company's registrar and transfer agent, can be recognized and acted upon at the Meeting. The information set forth in this section is therefore of significant importance to a substantial number of shareholders who do not hold their common shares in their own name (referred to in this section as “**Beneficial Shareholders**”). If common shares are listed in an account statement provided to a shareholder by an Intermediary, then in almost all cases those common shares will not be registered in such shareholder's name on the records of the Company. Such common shares will more likely be registered under the name of the shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such common shares are registered under the name of CDS & Co., as nominee for CDS Clearing and Depository Services Inc., which acts as a depository for many Canadian Intermediaries. Common shares held by Intermediaries, or their nominees can only be voted for or against resolutions upon the instructions of the Beneficial Shareholder. Without specific instructions, Intermediaries are prohibited from voting common shares for their clients.

Applicable regulatory policy requires Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every Intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its Intermediary is identical to the form of proxy provided by the Company to the Intermediaries. However, its purpose is limited to instructing the Intermediary how to vote on behalf of the Beneficial Shareholder. The

majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails the VIFs or proxy forms to the Beneficial Shareholders and asks the Beneficial Shareholders to return the VIFs or proxy forms to Broadridge. 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. A Beneficial Shareholder receiving a proxy or VIF from Broadridge cannot use that proxy to vote common shares directly at the Meeting - the proxy must be returned to Broadridge well in advance of the Meeting in order to have the common shares voted.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of their Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the Intermediary and vote their common shares in that capacity.

Should a NOBO wish to attend and vote at the Meeting, the NOBO must insert his or her name (or the name of the person that the NOBO wants to attend and vote on the NOBO’s behalf) in the space provided on the VIF and return it to the Company or its transfer agent. If the Company receives a written request that the NOBO or its nominee be appointed as proxyholder, if management is holding a proxy with respect to common shares beneficially owned by such NOBO, the Company will arrange, without expense to the NOBO, to appoint the NOBO or its nominee as proxyholder in respect of those common shares. Under NI 54-101, unless corporate law does not allow it, if the NOBO or its nominee is appointed as proxyholder by the Company in this manner, the NOBO or its nominee, as applicable, must be given the authority to attend, vote and otherwise act for and on behalf of management in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. If the Company receives such instructions at least one business day before the deadline for submission of proxies, it is required to deposit the proxy within that deadline, in order to appoint the NOBO or its nominee as proxyholder. **If a NOBO requests that the NOBO or its nominee be appointed as proxyholder, the NOBO or its appointed nominee, as applicable, will need to attend the Meeting in order for the NOBO’s vote to be counted.**

NOBOs that wish to change their vote must in sufficient time in advance of the Meeting contact their Intermediary to arrange to change their vote. NOBOs should carefully follow the instructions of their Intermediaries, including those regarding when and where to complete the VIF’s that are to be returned to their Intermediaries.

Should an objecting beneficial owner (an “**OBO**”) wish to attend and vote at the Meeting, the OBO should insert his or her name (or the name of the person the OBO wants to attend and vote on the OBO’s behalf) in the space provided for that purpose on the request for voting instructions form and return it to the OBO’s Intermediary or send the Intermediary another written request that the OBO or its nominee be appointed as proxyholder. The Intermediary is required under NI 54-101 to arrange, without expense to the OBO, to appoint the OBO or its nominee as proxyholder in respect of the OBO’s common shares. Under NI 54-101, unless corporate law does not allow it, if the Intermediary makes an appointment in this manner, the OBO or its nominee, as applicable, must be given authority to attend, vote and otherwise act for and on behalf of the Intermediary (who is the registered shareholder) in respect of all matters that come before the meeting and any adjournment or postponement of the meeting. An Intermediary who receives such instructions at least one business day before the deadline for submission of proxies is required to deposit the proxy within that deadline, in order to appoint the OBO or its nominee as proxyholder. **If an OBO requests that an Intermediary appoint the OBO or its nominee as proxyholder, the OBO or its appointed nominee, as applicable, will need to attend the Meeting in order for the OBO’s vote to be counted.**

OBOs should carefully follow the instructions of their Intermediary, including those regarding when and where the completed request for voting instructions is to be delivered. Only registered shareholders have the right to revoke a proxy. OBOs who wish to change their vote must in sufficient time in advance of the Meeting, arrange for their respective Intermediaries to change their vote and if necessary, revoke their proxy in accordance with the revocation procedures set out above.

Shareholders with questions respecting the voting of shares held through an Intermediary should contact that Intermediary for assistance.

All references to shareholders in this Circular and the accompanying form of proxy and notice of meeting are to shareholders of record unless specifically stated otherwise.

NOTE TO NON-OBJECTING BENEFICIAL OWNERS

The Meeting Materials are being sent by the Company directly to both registered shareholders and NOBOs. If you are a NOBO, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The authorized capital of the Company consists of an unlimited number of common shares without par value. As at October 25, 2022 there were 15,631,000 common shares issued and outstanding.

The Company has fixed the close of business on October 25, 2022 as the record date (the “**Record Date**”) for the purposes of determining shareholders entitled to receive the notice of meeting and vote at the Meeting. At a general meeting of the Company, 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 common share of which he, she or it is the holder. The Company has no other classes of voting securities.

In accordance with the provisions of the *Business Corporations Act* (British Columbia), the Company will prepare a list of the holders of common shares on the Record Date. Each holder of common shares named on the list will be entitled to vote the common shares shown opposite his, her or its name on the list at the Meeting.

To the knowledge of the directors and senior officers of the Company, as at Record Date only the following shareholder beneficially owns, directly or indirectly or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding common shares of the Company.

Name of Shareholder	Number of Shares	Percentage
Thomas O'Neill	2,385,000	15.26%

The above information was provided by management of the Company and the Company’s registrar and transfer agent as of the Record Date.

FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended June 30, 2022, the independent auditor’s report and related management discussion and analysis will be placed before the Meeting.

VOTES NECESSARY TO PASS RESOLUTIONS

Under the Company’s Articles, the quorum for the transaction of business at a meeting of shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the Meeting. A simple majority of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required in order to pass an ordinary resolution. A majority of two-thirds of the votes of those shareholders who are present and vote either in person or by proxy at the Meeting is required to pass a special resolution. There are no special resolutions proposed at the Meeting.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Circular, none of the current directors or executive officers, no proposed nominee for election as a director, none of the persons who have been directors or executive officers since the

commencement of the 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, save and except for those matters pertaining to the election of directors and the Company's stock option plan (the "**Stock Option Plan**").

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes hereof, a "Named Executive Officer" or "NEO" means (i) each individual who, during any part of the financial year ended June 30, 2022, served as the Company's Chief Executive Officer ("**CEO**") or Chief Financial Officer ("**CFO**"), (ii) the Company's most highly compensated executive officer (other than the CEO and the CFO), as at June 30, 2022 whose total compensation was, individually, more than \$150,000 as determined in accordance with subsection 1.3(5) of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*, for that financial year; and (iii) each individual who would have satisfied the criteria in (ii) but for the fact that such individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of such financial year.

For the financial year ended June 30, 2022, the Company had the following Named Executive Officers:

- Thomas O'Neill – CEO since January 18, 2018; and
- Carson Halliday – CFO since December 15, 2020.

All dollar amounts referenced herein are Canadian Dollars unless otherwise specified.

Overview and Objectives of Compensation Program

The Board recognizes that the Company's performance depends on the quality of its directors and executives. To achieve its operating and financial objectives, the Company must attract, motivate, and retain highly skilled directors and executives who are able and capable of managing the Company's operations and carrying out the objectives of the Company. The Board further recognizes that there must be a link between compensation and business strategy and that remuneration at the Company should be comparable with that offered by companies of comparable size operating in the mineral exploration and development industry in order to ensure that the Company can retain its executives and promote a culture aimed at achieving its business objectives.

Compensation of Directors and NEOs

Compensation of directors of the Company is reviewed annually. The level of compensation for directors is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources. In the Board's view, there is, and has been, no need for the Company to design or implement a formal compensation program for directors.

Compensation of NEOs is reviewed annually and determined by the Board. The level of compensation for NEOs is determined after consideration of various relevant factors, including the expected nature and quantity of duties and responsibilities, past performance, comparison with compensation paid by other issuers of comparable size and nature, and the availability of financial resources.

As discussed below, the Company provides a Stock Option Plan to motivate NEOs by providing them with the opportunity, through stock options, to acquire an interest in the Company and benefit from the Company's growth. The Board does not employ a prescribed methodology when determining the grant or allocation of Options to NEOs. Other than the Stock Option Plan, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, pension plans, or any other such benefit programs for NEOs.

With respect to the grant of stock options, the CEO recommends to the Board the individual equity incentive awards for each executive officer and director. The Board then takes these recommendations into consideration when making final decisions on compensation for those executive officers. The Board does not use formulas for each grant but is restricted by the policies of the TSX Venture Exchange ("**TSXV**") and the Stock Option Plan

in how many stock options it may grant. Stock options under the Stock Option Plan are awarded based upon the level of responsibility and contribution of the individuals towards the Company’s goals and objectives. See “*Particulars of Matters to be Acted Upon - Adoption of Stock Option Plan*” for a detailed description of the Stock Option Plan. Previous grants of stock options to a particular individual will be taken into account when considering future grants of stock options to that particular individual.

Benefit, Contribution, Pension, Retirement, Deferred Compensation and Actuarial Plans

The Company currently has no defined benefit, defined contribution, pension, retirement, deferred compensation or actuarial plans for its Named Executive Officers or directors of the Company.

Compensation Governance

For a discussion on policies and practices by the Board to determine the compensation of the Company’s directors and executive officers, see “*Statement of Executive Compensation – Overview and Objectives of Compensation Program*”.

Compensation of Consultants or Advisors

During the financial year ended June 30, 2022, the Board did not retain an independent compensation consultant or advisor to assist in determining the compensation for the Company’s directors and executive officers.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table (presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*) sets forth all annual and long-term compensation for services paid to or earned by each NEO and director for the two most recently completed financial years ended June 30, 2021, and 2022.

Table of Compensation excluding Compensation Securities

Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Thomas O’Neill ⁽¹⁾ <i>CEO, CFO and Director</i>	2022	nil	nil	nil	nil	nil	nil
	2021	nil	nil	nil	nil	nil	nil
Carson Halliday ⁽²⁾ <i>CFO</i>	2022	9,000	nil	nil	nil	nil	9,000
	2021	nil	nil	nil	nil	nil	nil
Galen McNamara ⁽³⁾ <i>Director</i>	2022	nil	nil	nil	nil	nil	nil
	2021	nil	nil	nil	nil	nil	nil
Robert Scott ⁽⁴⁾ <i>Director</i>	2022	nil	nil	nil	nil	nil	nil
	2021	nil	nil	nil	nil	nil	nil
Emily Davis ⁽⁵⁾ <i>Former Director</i>	2022	nil	nil	nil	nil	nil	nil
	2021	nil	nil	nil	nil	nil	nil

1. Mr. O’Neill was appointed as CEO and Director effective January 18, 2018.
2. Mr. Halliday was appointed as CFO effective December 15, 2020.
3. Mr. McNamara was appointed as a Director effective December 15, 2020.
4. Mr. Scott was appointed as a Director effective January 18, 2018.
5. Ms. Davis resigned as a Director effective February 22, 2021.

External Management Companies

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.

Stock Options and Other Compensation Securities

The only compensation securities available to be issued or granted by the Company to its directors and Named Executive Officers during the financial year ended June 30, 2022 were incentive stock options under the Company's Stock Option Plan.

The following table of compensation securities provides a summary of all compensation securities that each NEO or director held as at June 30, 2022.

Compensation Securities

Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class (#) ⁽⁵⁾	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
Thomas O'Neill ⁽¹⁾ <i>CEO and Director</i>	Stock Options	159,525	Sept. 20, 2018	0.10	0.10	0.075	Sept. 20, 2023
		53,175	Jan. 20, 2021	0.10	0.105	0.125	Sept. 20, 2023
		175,000	Feb. 23, 2021	0.11	0.11	0.125	Feb. 23, 2024
		262,300	Dec. 8, 2021	0.15	0.15	0.12	Dec 8, 2026
		4.16%					
Carson Halliday ⁽²⁾ <i>CFO</i>	Stock Options	50,000	Feb. 23, 2021	0.11	0.11	0.125	Feb. 23, 2024
		25,000	Dec. 8, 2021	0.15	0.15	0.12	Dec. 8, 2026
		0.48%					
Galen McNamara ⁽³⁾ <i>Director</i>	Stock Options	150,000	Feb. 23, 2021	0.11	0.11	0.125	Feb. 23, 2024
		150,000	Dec 8, 2021	0.15	0.15	0.12	Dec. 8, 2026
		1.92%					
Robert Scott ⁽⁴⁾ <i>Director</i>	Stock Options	159,525	Sept. 20, 2018	0.10	0.10	0.075	Sept. 20, 2023
		53,175	Jan. 20, 2021	0.10	0.105	0.125	Sept. 20, 2023
		37,300	Dec 8, 2021	0.15	0.15	0.12	Dec. 8, 2026
				1.6%			

1. Mr. O'Neill was appointed as CEO and Director effective January 18, 2018.
2. Mr. Halliday was appointed as CFO effective December 15, 2020.
3. Mr. McNamara was appointed as a Director effective December 15, 2020.
4. Mr. Scott was appointed as a Director effective January 18, 2018.
5. Options vested on date of grant.

During the financial year ended June 30, 2022, no stock options were exercised by any director or NEO.

Stock Option Plans and Other Incentive Plans

The Company has a "rolling" Stock Option Plan in place, pursuant to which the maximum number of common shares issuable upon exercise of options granted thereunder is 10% of the issued and outstanding common shares of the Company.

The underlying purpose of the Stock Option Plan is to attract and motivate the 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 Stock Option Plan.

For details of the Stock Option Plan, see “*Particulars of Matters to be Acted Upon – Adoption of Stock Option Plan*” below.

The Company has no other form of compensation plan under which equity securities of the Company are authorized for issuance to employees or non-employees in exchange for consideration in the form of goods and services.

Employment, Consulting and Management Agreements

Other than as provided below, there were no agreements or arrangements in place under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the company that were:

- (a) performed by a director or Named Executive Officer, or
- (b) performed by any other party but are services typically provided by a director or a Named Executive Officer,

other than the grant of options under the Stock Option Plan, and the reimbursement of expenses any director or NEO may have incurred on behalf of the Company.

On January 1, 2022, the Company entered into a consulting agreement with Mr. Carson Halliday, formalising the arrangement whereby Mr. Halliday is retained to provide advice and consulting services and act in the capacity of CFO of the Company (the “**CFO Agreement**”). In consideration for the provision of the services, the Company pays Mr. Halliday a monthly cash fee of \$1,500. Mr. Halliday is also eligible to receive performance bonuses at the discretion of the Board. If the CFO Agreement is terminated for just cause, the CFO shall not be entitled to any payments or benefits, other than amounts due and owing. If the CFO Agreement is terminated for any reason other than for just cause, the Company shall provide notice or payment in lieu of notice equal to the total of fees paid in the three (3) months preceding termination. In the event of termination of the CFO Agreement on a change of control, or for reasons other than just cause, any outstanding options granted to the CFO shall immediately vest.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table provides information regarding the number of common shares to be issued upon the exercise of outstanding options and the weighted-average exercise price of the outstanding options issued under the Stock Option Plan as at June 30, 2022.

Plan Category	Number of common shares to be issued upon exercise of outstanding options #	Weighted-average exercise price of outstanding options \$	Number of common shares remaining available for future issuance under equity compensation plans ⁽¹⁾ #
Equity compensation plans approved by security holders	1,350,000	0.12	213,100
Equity compensation plans not approved by security holders	nil	nil	nil
Total	1,350,000	0.12	213,100

1. The aggregate number of common shares that may be reserved for issuance under the Stock Option Plan shall not exceed 10% of the Company’s issued and outstanding common shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the last completed financial year was any current director, executive officer or employee or any former director, executive officer or employee of the Company, or any proposed nominee for election as a director of the Company (i) indebted to the Company; or (ii) indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, no informed person or nominee for election as a director of the Company, or any associate or affiliate of an informed person or proposed director, has or 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 has materially affected or will materially affect the Company or any of its subsidiaries. The term "informed person" as defined in National Instrument 51-102 *Continuous Disclosure Obligations* means a director or executive officer of the Company, or any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company 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.

AUDIT COMMITTEE

Pursuant to the provisions of applicable corporate and securities law, and the policies of the TSXV, the Company is required to have an Audit Committee comprised of at least three directors, the majority of which must not be officers or employees of the Company.

The Company must also, pursuant to the provisions of National Instrument 52-110 *Audit Committees* ("NI 52-110"), have a written charter, which sets out the duties and responsibilities of its audit committee. In providing the following disclosure, the Company is relying on the exemption provided under NI 52-110, which allows for the short form disclosure of the audit committee procedures of venture issuers.

Audit Committee's Charter

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Board 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.

Composition

The Committee is to be comprised of such number of directors as determined by the Board, the majority of whom must be free from any relationship that, in the opinion of the Board, 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 should have accounting or related financial management expertise. All members of the Committee that are not financially literate must 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 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 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 take appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) At each yearly audit 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 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.
- (d) 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.
- (e) 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.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) 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.

Composition of the Audit Committee

The Committee is comprised of the following members:

Thomas O'Neill	Not Independent ¹	Financially literate ¹
Galen McNamara	Independent ¹	Financially literate ¹
Robert Scott	Independent ¹	Financially literate ¹

1. As defined by NI 52-110.

Relevant Education and Experience

All of the members of the Audit Committee are able to understand and interpret information related to financial statement analysis. Each of the members of the Audit Committee also has direct experience in understanding accounting principles for private and reporting companies. The relevant experience of the current members of the Audit Committee is as follows:

Thomas O'Neill – Mr. O'Neill is the President of Thomas O'Neill and Associates Inc., a Vancouver-based insurance and financial planning firm. Mr. O'Neill has more than 35 years of experience in the financial planning field, and provides expert strategic advice to his clients, including mining and forestry companies and their executives. His firm specializes in insurance consulting, wealth management, pension, and group benefits advice. Mr. O'Neill is also a member of Executive Planning Group, a strategic alliance comprised of leading insurance and financial advisors across Canada. Currently the CEO of Sherpa II Holdings Corp., Mr. O'Neill has served on several boards of publicly listed companies in Canada over the last decade.

Galen McNamara – Mr. McNamara is an entrepreneur and geologist with extensive discovery and capital markets experience over nearly 15 years. He was the co-winner of the 2018 PDAC Bill Dennis "Prospector of the Year" award for the Arrow uranium deposit and 2016 Mines and Money Exploration Award. He is currently Chief Executive Officer and Director of Summa Silver Corp., and Chairman of Angold Resources Ltd. Mr. McNamara holds MSc and BSc degrees in geology from Laurentian University.

Robert Scott - Mr. Scott, CPA, CA, CFA brings more than 20 years of professional experience in accounting, corporate finance, and merchant and commercial banking and has served on the management teams and boards of a number of Canadian publicly traded companies. He is a founder and president of Corex Management Inc., a private company providing accounting, administration, and corporate compliance services to privately held and publicly traded companies for over 10 years. Mr. Scott currently holds senior management and board positions with a number of TSXV and Canadian Securities Exchange issuers. Mr. Scott will devote his time as needed to the Company.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

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 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two financial years for audit fees are as follows:

Financial Year Ending	Audit Fees ¹	Audit Related Fees ²	Tax Fees ³	All Other Fees ⁴
2022	\$21,000	nil	\$1,000	nil
2021	\$17,000	\$3,000	\$3,450	nil

1. The aggregate fees billed for audit services.
2. The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the 'Audit Fees' column.
3. The aggregate fees billed for tax compliance, tax advice, and tax planning services.
4. The aggregate fees billed for professional services other than those listed in the other three columns.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101") the Company is required to disclose its corporate governance practices, as summarized below. The Board will continue to monitor such practices on an ongoing basis and when necessary, implement such additional practices as it deems appropriate.

Board of Directors

The Board is currently composed of three directors, Thomas O'Neill, Galen McNamara and Robert Scott. All of the proposed nominees are current directors of the Company.

NI 58-101 suggests that the board of directors of a public company should be constituted with a majority of individuals who qualify as "independent" directors. An "independent" director is a director who is independent of management and is free from any interest and any business or other relationship which could or could reasonably be perceived to materially interfere with the director's ability to act with a view to the best interests of the Company, other than interests and relationships arising from shareholding. In addition, where a company has a significant shareholder, NI 58-101 suggests that the board of directors should include a number of directors who do not have interests in either the company or the significant shareholder. Of the proposed nominees of the Company, Robert Scott and Galen McNamara are considered by the Board to be "independent" within the meaning of NI 58-101 and Thomas O'Neill (CEO) is considered to be "non-independent".

Each member of the Board understands that he or she is entitled, at the cost of the Company, to seek the advice of an independent expert if he or she reasonably considers it warranted under the circumstances. No director found it necessary to do so during the financial year ended June 30, 2022.

Directorships

The following directors of the Company are presently directors of other reporting issuers as set out below:

Director	Other Reporting Issuer(s)	Exchange
Thomas O'Neill	Royal Sapphire Corp. Summa Silver Corp. Trail Blazer Capital Corp.	TSX-V TSX-V TSX-V

Director	Other Reporting Issuer(s)	Exchange
Galen McNamara	Angold Resources Ltd. Goldshore Resources Inc. Summa Silver Corp. Sanu Gold Corp.	TSX-V TSX-V TSX-V TSX-V
Robert Scott	First Helium Inc. Mongolia Growth Group Ltd.	TSX-V TSX-V

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the board and other relevant corporate and business information. The Board does not provide any continuing education.

Ethical Business Conduct

The Board conducts itself with high business and moral standards and follows all applicable legal and financial requirements.

Nomination of Directors

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members. The Company conducts the due diligence, reference and background checks on any suitable candidate. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required and a willingness to serve.

Compensation

The Company does not have a compensation committee. The Board is responsible for determining all forms of compensation, including long-term incentives in the form of stock options to be granted to directors, officers, and consultants of the Company. The Board is also responsible for reviewing recommendations for compensation of the CEO and other officers of the Company, to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its officers, the Board will consider: (i) recruiting and retaining officers critical to the success of the Company and the enhancement of shareholder value; (ii) providing fair and competitive compensation (iii) balancing the interests of management and the Company's shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

Other Board Committees

The Board has no committees other than the Audit Committee. All Board decisions are made by full board of director meetings or consent resolutions.

Assessments

Being a venture issuer with limited administration resources, the Board works closely with management and, accordingly, is in a position to assess individual director's performance on an ongoing basis.

MANAGEMENT CONTRACTS

Management functions of the Company are generally performed by directors and senior officers of the Company and not, to any substantial degree, by any other person to whom the Company has contracted.

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Election of Directors

The Board presently consists of three directors. The Board has, by resolution, fixed the number of directors for the time being at three, subject to such increases as may be permitted by the articles of the Company. There will therefore be three directors to be elected at the Meeting for the ensuing year.

The directors of the Company are elected annually and hold office until the next annual general and special meeting of the shareholders or until their successors are elected or appointed. Management proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by Management will be voted for the nominees listed in this Circular. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations or employments during the past five years and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised as of the date of this Circular:

Name, Province/State and Country of Residence and Other Positions, if any, held with the Company	Date First Became a Director	Principal Occupations or Employments During the Past Five Years	Number of Shares ¹
THOMAS O'NEILL ² British Columbia, Canada <i>CEO and Director</i>	January 18, 2018	President, Thomas O'Neill and Associates	2,385,000
GALEN MCNAMARA ² British Columbia, Canada <i>Director</i>	December 15, 2020	CEO and Director, Summa Silver Corp.	880,000
ROBERT SCOTT ² British Columbia, Canada <i>Director</i>	January 18, 2018	President, Corex Management Inc.	800,000

1. Information as to voting shares beneficially owned, not being within the knowledge of the Company, has been furnished by the respective nominees individually.
2. Member of Audit Committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No proposed director is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

For the purposes hereof, the term “order” means:

- (a) a cease trade order;
- (b) an order similar to a cease trade order; or
- (c) 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.

No proposed director:

- (a) is, as at the date of this Circular, or has been within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, while such person was acting in such 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
- (b) has, within 10 years before the date of this 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 has a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Except as disclosed herein, no proposed director has been subject to:

- (a) 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
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in deciding whether to vote for a proposed director.

B. Appointment of Auditor

Management proposes to nominate Dale Matheson Carr-Hilton LaBonte LLP (“DMCL”), Chartered Professional Accountants, 1140 West Pender Street, Suite 1500-1700, Vancouver, BC, V6E 4G1 as the Company’s auditor for the ensuing year. DMCL has been the auditor of the Company since January 18, 2018. **The Board therefore recommends that shareholders vote “For” the resolution appointing DMCL as the Company’s auditor for the ensuing year and authorizing the directors to fix the auditor’s remuneration.** Unless otherwise instructed, the persons named in the enclosed form of Proxy will vote “IN FAVOUR” of the appointment of DMCL as auditor of the Company until the next annual meeting of shareholders of the Company and to authorize the directors to fix the auditor’s remuneration.

C. Adoption of Stock Option Plan

Pursuant to Policy 4.4 of the TSXV, all TSXV listed companies are required to adopt a stock option plan prior to granting incentive stock options. Accordingly, in 2018 the Company adopted a “rolling” stock option plan reserving, for the issuance pursuant to incentive stock options, that number of common shares as is equal to 10% of the issued common shares outstanding from time to time (calculated at the time of any particular grant). The Stock Option Plan was previously approved by the shareholders of the Company on November 30, 2021.

The Stock Option Plan has been established to provide incentive to qualified parties to increase their proprietary interest in the Company and thereby encourage their continuing association with the Company. The Stock Option Plan is administered by the Board and provides that options will be issued to directors, officers, employees or consultants of the Company or a subsidiary of the Company.

The Board proposes to implement minor changes to the Stock Option Plan (the “**New Plan**”), subject to shareholder and regulatory approval. The New Plan is substantially the same as the Stock Option Plan, but updates certain definitions to be consistent with the requirements of the updated TSXV Policy 4.4 *Security Based Compensation*. The New Plan is a “rolling up to 10%” compensation plan as defined in TSXV Policy 4.4, and such types of plans require annual shareholder approval under TSXV policies.

The following is a summary of certain provisions of the New Plan and is subject to, and qualified in its entirety

by, the full text of the New Plan which will be available for review at the Meeting.

Material Terms of the New Plan

The New Plan provides that the terms of the options and the option price may be fixed by the Board subject to the price restrictions and other requirements of the TSXV. The New Plan also provides that no option may be granted to any person except upon the recommendation of the Board, and only directors, officers, employees, consultants of the Company or any subsidiary or affiliate (the “**Participants**”, each a “**Participant**”) may receive options.

The New Plan is subject to the additional following restrictions:

- (a) the number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the TSXV;
- (b) no single Participant may be granted options to purchase a number of Shares equaling more than 5% of the issued common shares of the Company in any twelve-month period unless the Company has obtained disinterested shareholder approval in respect of such grant and meets applicable TSXV requirements;
- (c) options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporate in any twelve-month period to any one consultant of the Company (or any of its subsidiaries);
- (d) options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Company in any twelve-month period to persons employed to provide investor relations activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than ¼ of the options vesting in any 3-month period;
- (e) the aggregate number of options granted and outstanding to Eligible Charitable Organizations (as defined in the policies of the TSXV) must not at any time exceed 1% of the issues Shares of the Company, as calculated immediately subsequent to the grant of any options to Eligible Charitable Organizations, and any such options must expire after the earlier of (i) ten years from the date of grant; and (ii) ninety days after the optionee ceases to be an Eligible Charitable Organization;
- (f) the exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable TSXV approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the TSXV;
- (g) in no circumstances shall the duration of an option exceed the maximum term permitted by the TSXV, being 10 years for the TSXV;
- (h) if an option holder ceases to be a director, officer or employed by or provide services to the Company, other than by reason of death, the options granted will expire on the 90th day following the date the option holder ceases to be affiliated with the Company, subject to any regulatory requirements; and
- (i) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the New Plan with respect to all common shares under the New Plan in respect of options which have not yet been granted under the New Plan, subject to regulatory approval.

A four month hold period (commencing on the date the stock options are granted) is required for options granted to insiders of the Company or granted at any discount to the Market Price (as defined in TSXV Policy 1.1). Notice of options granted under the New Plan must be given to the TSXV at the end of each calendar month in which stock options are granted. Any amendments to the New Plan must also be approved by the TSXV and, if necessary, by the shareholders of the Company prior to becoming effective.

Outstanding Options

As at the date of the Circular, the Company has options outstanding under the Stock Option Plan to purchase 1,350,000 common shares, representing 8.64% of the available 10% of the issued and outstanding common shares of the Company which could be granted under the Stock Option Plan.

Shareholder Approval of the New Plan

Shareholders will be asked at the Meeting to consider and, if thought fit, pass an ordinary resolution in substantially the following form:

“**IT IS RESOLVED**, as an ordinary resolution that:

1. The Company adopt the New Plan, including the reserving for issuance under the New Plan at any time of a maximum of 10% of the issued common shares of the Company;
2. The Board of Directors be authorized on behalf of the Company to make any further amendments to the New Plan as may be required by regulatory authorities, without further approval of the shareholders of the Company, in order to ensure adoption of the New Plan;
3. The Company file the New Plan with the TSXV for acceptance; and
4. Any one director or officer of the Company is authorized and directed to do all such acts and things and to execute and deliver all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to this 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.

Disinterested shareholder approval of the foregoing resolution is not required because the New Plan cannot result at any time in: (i) the number of common shares reserved for issuance under stock options granted to insiders exceeding 10% of the issued common shares; (ii) the grant to insiders, within a 12 month period, of a number of options exceeding 10% of the issued common shares; or (iii) the issuance to any one optionee, within a 12 month period, of a number of common shares exceeding 5% of the issued common shares.

The Board considers that the ability to grant incentive stock options is an important component of its compensation strategy and is necessary to enable the Company to attract and retain qualified directors, officers, employees and consultants. **The Board therefore recommends that shareholders vote “For” the resolution approving the Company’s New Plan.** Unless otherwise instructed, the persons named in the enclosed form of Proxy will vote “IN FAVOUR” of the above resolution. If the New Plan is not approved by the shareholders, existing options will not be affected, but new options granted by the Company will be required to be approved by the shareholders before they can be exercised by the holders thereof.

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 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 regarding the Company and its business activities is available on the SEDAR website located at www.sedar.com under “Company Profiles – Sherpa II Holdings Corp.” The Company’s financial statements and MD&A for the financial year ended June 30, 2022 are available for review under the Company’s profile on SEDAR. Shareholders may contact the Company to request copies of the financial statements and

MD&A by: (i) mail to Suite 918-1030 West Georgia Street, Vancouver, BC, V6E 2Y3; or (ii) fax to (604) 662-7950.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, British Columbia, the 25th day of October, 2022.

**ON BEHALF OF THE BOARD
OF SHERPA II HOLDINGS CORP.**

“Thomas O’Neill”

Chief Executive Officer