



250 – 750 West Pender Street
Vancouver, BC V6C 2T7

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MARCH 18, 2026**

AND

INFORMATION CIRCULAR

February 17, 2026

This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this notice and information circular, you should immediately contact your advisor.

DISCOVERY HARBOUR RESOURCES CORP.

250 – 750 West Pender Street

Vancouver, BC V6C 2T7

Telephone: (604) 681-3170

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

TO THE SHAREHOLDERS:

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Discovery Harbour Resources Corp. (the “**Company**”) will be held at the offices of McMillan LLP at Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7 on March 18, 2026, at the hour of 10:00 a.m. (Vancouver time) for the following purposes:

- (1) to receive the audited annual financial statements of the Company for the financial year ended September 30, 2025 and the accompanying report of the auditor thereon;
- (2) to set the number of directors of the Company at four;
- (3) to elect the directors of the Company for the ensuing year;
- (4) to appoint McGovern Hurley LLP as the auditors of the Company for the ensuing year;
- (5) to consider and if deemed appropriate to pass, with or without variation, an ordinary resolution confirming the continuation of the Company’s incentive stock option plan, as more particularly described in the information circular prepared for the Meeting (the “**Information Circular**”);
- (6) to consider and if deemed appropriate to pass, with or without variation, an ordinary resolution confirming the continuation of the Company’s restricted share unit plan, as more and as more particularly described in the Information Circular;
- (7) to consider and if deemed appropriate, to pass, with or without variation, a special resolution of shareholders and an ordinary resolution of disinterested shareholders to approve the sale of the Company’s shareholders in UVAD Technologies Inc., as more and as more particularly described in the Information Circular; and
- (8) to transact such further or other business as may properly come before the Meeting and any adjournment or postponement thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this notice of meeting (the “**Notice of Meeting**”).

The board of directors of the Company has fixed February 10, 2026 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered holder of common shares at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

If you are a registered holder of common shares of the Company and are unable to attend the Meeting, please vote by following the instructions provided in the form of proxy at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a retirement savings plan, retirement income fund, education savings plan or other similar savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (an “**Intermediary**”), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 17th day of February, 2026.

By Order of the Board of Directors of

DISCOVERY HARBOUR RESOURCES CORP.

“Jeremy Woodgate”

Jeremy Woodgate

Chief Financial Officer, Corporate Secretary and Director

DISCOVERY HARBOUR RESOURCES CORP.

250 – 750 West Pender Street

Vancouver, BC V6C 2T7

Telephone: (604) 681-3170

INFORMATION CIRCULAR

February 10, 2026

This information circular (the “**Information Circular**”) accompanies the notice of annual general and special meeting of shareholders (the “**Notice**”) of Discovery Harbour Resources Corp. (the “**Company**”) and is furnished to shareholders (each, a “**Shareholder**”) holding common shares (each, a “**Common Share**”) in the capital of the Company in connection with the solicitation by the management of the Company of proxies to be voted at the annual general and special meeting (the “**Meeting**”) of the Shareholders to be held at 10:00 a.m. (Vancouver time) on Wednesday, March 18, 2026 at the offices of McMillan LLP at Suite 1500 – 1055 West Georgia Street, Vancouver, BC V6E 4N7 or at any adjournment or postponement thereof.

Date and Currency

The date of this Information Circular is February 10, 2026. Unless otherwise stated, all amounts herein are in Canadian dollars.

PROXIES AND VOTING RIGHTS

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by and on behalf of management of The Company for use at the Meeting to be held at 10:00 a.m. (Vancouver) on March 18, 2026 the offices of McMillan LLP at Suite 1500 – 1055 West Georgia Street, V6E 4N7 and at any adjournment thereof for the purposes set forth in the enclosed notice of meeting.

The costs incurred in the preparation and mailing of the Notice of Meeting, this Information Circular and the accompanying proxy form (the “**Meeting Materials**”) will be borne by the Company. In addition to mailing forms of proxy, proxies may be solicited by personal interviews, or by telephone, facsimile or electronically, or by directors, officers and employees of the Company who will not be directly compensated therefor. In accordance with National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), arrangements have been made to forward proxy solicitation materials to the beneficial owners of the Common Shares. The Company may reimburse Shareholders’ nominees or agents (including brokers holding the Common Shares on behalf of clients) for the costs incurred in obtaining from their principals proper authorization to execute the form of proxy. The costs of solicitation will be borne by the Company. The Company does not intend to pay for intermediaries to forward the proxy related materials to the objecting beneficial shareholders (the “**OBOs**”). Accordingly, OBOs will not receive such documents unless their respective Intermediaries assume the cost of forwarding such documents to them.

Accompanying this Information Circular is a form of proxy for use at the Meeting (the “Proxy Form”). While each registered Shareholder of record at the close of business on February 10, 2026 the “Record Date”) is entitled to attend the Meeting in person we strongly recommend that all Shareholders vote by proxy and do not attend the Meeting. Accordingly, we ask that registered shareholders complete, date and sign the enclosed form of Proxy, and deliver it in accordance with the instructions set out in the form of Proxy and in the Information Circular.

Unless otherwise stated, the information contained in this Information Circular is given as of February 10, 2026. All figures in the Information Circular are expressed in Canadian dollars unless otherwise indicated.

Appointment and Revocation of Proxies

The persons named in the enclosed Proxy Form are officers and/or directors of the Company (the “**Management Designees**”). A Shareholder desiring to appoint some other person (who need not be a Shareholder of the Company) to represent him or her at the Meeting may do so by striking out the names of the persons specified in the Proxy Form, filling in the name of such person in the blank space provided in the Proxy Form and signing the Proxy Form or by completing another proper form of proxy.

A Shareholder wishing to be represented by proxy at the Meeting or any adjournment thereof must, in all cases, deposit the completed Proxy Form with the Company’s transfer agent and registrar, Computershare Investor Services Inc., 100 University Avenue, 8th Floor Toronto, Ontario M5J 2Y1, by mail or fax not later than 10:00 a.m. (Pacific time) March 16, 2026 or, if the Meeting is adjourned, not later than 48 hours, excluding Saturdays and holidays, preceding the time of such adjourned meeting, at which the proxy is to be used. A proxy should be executed by the Shareholder or his or her attorney duly authorized in writing or, if the Shareholder is a corporation, by an officer or attorney thereof duly authorized.

A Shareholder attending the meeting has the right to vote in person and, if he does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the meeting or any adjournment thereof.

Revocation of Proxy

In addition to any other manner permitted by law, a proxy may be revoked before it is exercised by instrument in writing executed in the same manner as a proxy and deposited at the office of the Company 250 – 750 West Pender Street, Vancouver, BC V6C 2T7 at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used or with the Chairman of the meeting on the day of such meeting or any adjournment thereof and thereupon the proxy is revoked.

Voting of Proxies

The persons named in the enclosed Proxy Form are each a director and/or officer of the Company, and have indicated their willingness to represent as proxy the Shareholder who appoints them. **Each Shareholder may instruct his or her proxy how to vote his or her shares by marking the appropriate box(es) on the Proxy Form.** The persons named in the accompanying Proxy Form will vote or withhold from voting the shares in respect of which they are appointed in accordance with the direction of the Shareholder appointing them. In the absence of any such specifications, the Management Designees, if named as proxy, will vote in favour of all the matters set out herein. The enclosed Proxy Form confers discretionary authority upon the persons named therein with respect to amendments of or variations to the matters identified in the accompanying Notice of Meeting and with respect to other matters which may properly be brought before the Meeting.

Management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. However, if other matters, which are not known to the management, should properly come before the Meeting, the accompanying Proxy Form will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

Exercise of Discretion by Proxies

The shares represented by proxies in favour of management nominees 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 a Shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the shares represented by the proxy shall be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be

voted for the election of directors and for the appointment of auditors and the authorization of the directors to fix their remuneration and for each item of special business, as stated elsewhere in this Information Circular. The enclosed Proxy Form also confers discretionary authority upon the persons named therein to vote with respect to any amendments or variations to the matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting in such manner as such nominee in his or her judgment may determine. At the time of printing this Information Circular, the management of the Company knows of no such amendments, variations or other matters to come before the meeting.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders may not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, banks, trust companies, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to in this Information Circular as “**Beneficial Shareholders**” or “**Non-Registered Owner**”) should note that only proxies deposited by Shareholders who are registered Shareholders (that is, Shareholders whose names appear on the records maintained by Computershare Investor Services Inc. (the “**Transfer Agent**”) for Common Shares as registered holders of Common Shares) will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder’s name. Such Common Shares will more likely be registered under the name of the Shareholder’s broker or an agent of that broker (an “**Intermediary**”). In Canada, the vast majority of such shares are registered 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). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker’s clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting. Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of the shareholders’ meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting.

In accordance with the requirements of NI 54-101, the Company has distributed copies of the Meeting Materials (i) directly to non-registered owners who have advised their Intermediary that they do not object to the Intermediary providing their ownership information to the issuers whose securities they beneficially own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”), and (ii) to the clearing agencies and Intermediaries for onward distribution to non-registered owners who have advised their Intermediary that they object to the Intermediary providing their ownership information (“**Objecting Beneficial Owners**” or “**OBOs**”).

This Information Circular, along with the Proxy Form and Notice of Meeting, is being sent to both registered and Non Registered Owners. If you are a Non-Registered Owner, and the Company or its agent has sent these materials directly to you, your name and address about your shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary who holds your shares on your behalf. By choosing to send these materials to you directly, the Company (and not the Intermediary holding your shares on your behalf) has assumed responsibility for (i) delivering the materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the enclosed request for voting instructions.

Intermediaries are required to forward the Meeting Materials to Objecting Beneficial Owners unless an Objecting Beneficial Owner has waived the right to receive them. Intermediaries typically use a service company such as Broadridge Financial Solutions Inc. (“**Broadridge**”) in Canada to forward the Meeting Materials to Objecting Beneficial Owners.

The form of proxy supplied to an Objecting Beneficial Owner by its Intermediary is substantially similar to the Proxy Form provided directly to registered shareholders by the Company. However, its purpose is limited to instructing

the Intermediary how to vote on behalf of the Objecting Beneficial Owner. Broadridge typically prepares a machine-readable Voting Instruction Form (“VIF”), mails those forms to Objecting Beneficial Owners and asks Objecting Beneficial Owners to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **The Objecting Beneficial Owner who receives a Broadridge VIF cannot use that form to vote Common Shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have Common Shares voted. If you have any questions respecting the voting of Common Shares held through an Intermediary, please contact that Intermediary for assistance.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his broker, CDS & Co. or other Intermediary, the Beneficial Shareholder may attend the Meeting as proxyholder and vote Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder, should enter their own names in the blank space on the Proxy Form provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

All references to shareholders in this Information Circular and the accompanying Proxy Form and Notice are to registered Shareholders unless specifically stated otherwise.

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 two completed financial years 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 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 continuation of the stock option plan of the Company (the “**Stock Option Plan**”) and the continuation of the Restricted Share Unit Plan (the “**RSU Plan**”) and as disclosed in this Information Circular.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the record date, determined by the Company’s board of directors (the “**Board**”) to be the close of business on February 10, 2026, a total of 16,150,962 Common Shares were issued and outstanding. Each Common Share carries the right to one vote at the Meeting. Only registered Shareholders as of the record date on February 10, 2026 are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Company.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein. The resolutions approving the Transaction (as defined herein) must be approved by (a) a special resolution of at least two-thirds (66⅔%) of the votes cast thereon by shareholders of the Company present in person or represented by proxy at the Meeting, and (b) a simple majority of the votes cast by disinterested shareholders of the Company present in person or represented by proxy at the Meeting, which excludes the votes of the Purchaser (as defined herein) and any beneficial owner of the Purchaser, and any of their respective Associates, and/or Affiliates (both capitalized terms as defined in TSXV Policy 1.1). If there are more nominees for election as directors or appointment of the Company’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the

number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PARTICULARS OF MATTERS TO BE ACTED UPON

FINANCIAL STATEMENTS

The audited financial statements of the Company for the year ended September 30, 2025, together with the auditor's report thereon, will be presented to the Shareholders at the Meeting. The Company's financial statements and management discussion and analysis are available under the Company's profile on SEDAR+ at www.sedarplus.ca.

NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company at four (4). An ordinary resolution needs to be passed by a simple majority of the votes cast by the Shareholders present in person or represented by proxy and entitled to vote at the Meeting.

Management of the Company recommends the approval of setting the number of directors of the Company at four (4).

ELECTION OF DIRECTORS

At present, the directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting, or until their successors are duly elected or appointed in accordance with the Company's articles or until such director's earlier death, resignation or removal. In the absence of instructions to the contrary, the enclosed form of proxy will be voted for the nominees listed in the form of proxy, all of whom are presently members of the Board.

The Articles of the Company include an advance notice provision (the "**Advance Notice Provision**") with respect to the nomination of directors in certain circumstances. For the nomination of a director to be timely, the nominating Shareholder (the "**Nominating Shareholder**") must provide advance notice of the nomination to the Company as follows:

- (a) in the case of an annual meeting of Shareholders, notice must be provided not less than 30 days and not more than 65 days prior to the date of the annual meeting of Shareholders; provided, however, that in the event that the annual meeting of Shareholders is to be held on a date that is less than 50 days after the date (the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, notice by the Nominating Shareholder is to be made not later than the close of business on the 10th day after the Notice Date in respect of such meeting; and
- (b) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting of Shareholders was made.

For the further information about the Advance Notice Provision, please see the Company's information circular dated October 7, 2016, which is available under the Company's profile on SEDAR+ at www.sedarplus.ca.

The Company has not received any nominations of directors from any Nominating Shareholders in accordance with the Advance Notice Provision for the Company.

Management of the Company proposes to nominate the persons named in the table below for election by the Shareholders as directors of the Company. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Common Shares Owned ⁽¹⁾
Darren Collins ⁽²⁾ Ontario Interim Chief Executive Officer and Director	Mr. Collins has been a junior mining executive for the past five years and is the current CEO of US Critical Metals Corp. He has worked for several investment and merchant banks, including Alegro Capital, LP in London, UK, Scotia Capital Inc. and Quest Capital Corp. (now known as Sprott Resource Lending Corp.) in Toronto, Canada. Mr. Collins holds a Bachelor of Commerce degree in finance from Dalhousie University.	March 8, 2024 to present	800,000 ⁽⁴⁾
Jeremy Woodgate United Kingdom <i>Chief Financial Officer, Corporate Secretary and Director</i>	Mr. Woodgate, has been a stockbroker since 2008, specialising in the mining sector at firms such as Ocean Equities and Pareto Securities where he served as a partner and head of trading. In 2015, he founded Smaller Company Capital, a financing advisory firm based in London, United Kingdom. Mr. Woodgate is also an engineer by training. Currently, Mr. Woodgate sits on the board of several public and private companies across the mining, sports and technology sectors.	September 9, 2025 to present	Nil
Sharyn Alexander ⁽²⁾⁽³⁾ British Columbia <i>Director</i>	Ms. Alexander is an accomplished mining professional with a 20-year background in the mining and mineral exploration industry. She specializes in business development, marketing and investor relations, with a proven track record in raising capital for exploration. She serves on the board of the Association for Mineral Exploration (AME) BC and multiple junior exploration companies. Her past experience includes serving as President of Sun Summit Minerals and holding technical roles with B2Gold, Barrick, and SRK Consulting. Ms. Alexander holds a B.Sc. in Geology from McMaster University, an M.Sc. in Geology from the University of Toronto.	June 19, 2024 to present	Nil ⁽⁵⁾

Name, Province, Country of Residence and Position(s) with the Company	Principal Occupation, Business or Employment for Last Five Years	Periods during which Nominee has Served as a Director	Number of Common Shares Owned ⁽¹⁾
Eric Vanderleeuw ⁽²⁾ Ontario, Canada <i>Director</i>	Eric has nearly a decade of experience in Capital Markets and has helped with over \$100 million in capital raises throughout his consulting tenure. He has extensive experience in corporate development, playing a pivotal role for numerous public and private companies. Before venturing into Capital Markets, Eric had a career in planning and land development for residential, commercial, and public projects at a large planning and engineering consulting firm.	June 19, 2024 to present	Nil ⁽⁷⁾

⁽¹⁾ Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at February 10, 2026, based upon information furnished to the Company by the individual directors.

⁽²⁾ Member of the Audit Committee.

⁽³⁾ Chair of the Audit Committee.

⁽⁴⁾ In addition, Mr. Collins holds 150,000 stock options exercisable at a price of \$0.08 per Common Share until July 15, 2029.

⁽⁵⁾ In addition, Ms. Alexander holds 300,000 stock options exercisable at a price of \$0.08 per Common Share until July 15, 2029.

⁽⁶⁾ In addition, Mr. Vanderleeuw holds 150,000 stock options exercisable at a price of \$0.08 per Common Share until July 15, 2029.

Management recommends the approval of each of the nominees listed above for election as directors of the Company for the ensuing year.

Cease Trade Orders

To the best of management's knowledge, no proposed director of the Company is, or within the ten (10) years before the date of this Information Circular has been, a director, chief executive officer or chief financial officer of any company that:

- (a) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued after the proposed director ceased to be a director, 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.

Bankruptcies

To the best of management's knowledge, no proposed director of the Company:

- is, as of the date of this Information Circular, or has been within 10 years preceding this date, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

- has, within the 10 years before the date of this Information Circular, become 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 the assets of the proposed director.

Penalties and Sanctions

To the best of management's knowledge, no proposed director of the Company:

- has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

STATEMENT OF EXECUTIVE COMPENSATION

General

For the purpose of this Statement of Executive Compensation:

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

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

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

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

"underlying securities" means any securities issuable on conversion, exchange or exercise of compensation securities.

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, by the Company thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company, during the financial years ended September 30, 2025 and September 30, 2024.

During the financial year ended September 30, 2025, the NEOs of the Company were Darren Collins, Interim Chief Executive Officer and Director, Jeremy Woodgate, Chief Financial Officer and Corporate Secretary and Clayton Fisher, former Chief Financial Officer and Corporate Secretary. The directors who were not a NEO during the financial year ended September 30, 2025 were Sharyn Alexander, director and Eric Vanderleeuw, director.

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 (\$)
Darren Collins ⁽¹⁾ Interim CEO and Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Sharyn Alexander ⁽²⁾ Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Eric Vanderleeuw ⁽³⁾ Director	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Jeremy Woodgate ⁽⁴⁾ Chief Financial Officer, Corporate Secretary and Director	2025 2024	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A	Nil N/A
Clayton Fisher ⁽⁴⁾ Former CFO, Corporate Secretary and Director	2025 2024	\$60,000 25,000	Nil Nil	Nil Nil	Nil Nil	Nil Nil	\$60,000 \$25,000

⁽¹⁾ Darren Collins was appointed Interim CEO and a director on March 8, 2024 and Interim CEO on

⁽²⁾ Sharyn Alexander was appointed as a director of the Company on June 19, 2024.

⁽³⁾ Eric Vanderleeuw was appointed as a director of the Company on June 19, 2024.

⁽⁴⁾ Jeremy Woodgate was appointed as Corporate Secretary on August 21, 2025 and as Chief Financial Officer and a director on September 9, 2025.

⁽⁵⁾ Clayton Fisher was appointed CFO, Corporate Secretary and a director on November 15, 2023 and resigned on September 9, 2025.

Stock Options and Other Compensation Securities

The following table sets out the Options granted to the NEOs that were outstanding as at September 30, 2025:

Name	Number of Shares Underlying Unexercised Options	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in the Money Options ⁽¹⁾⁽²⁾ (\$)
Darren Collins Interim CEO and Director	150,000	\$0.08	July 15, 2029	Nil
Sharyn Alexander Director	300,000	\$0.08	July 15, 2029	Nil
Eric Vanderleeuw Director	150,000	\$0.08	July 15, 2029	Nil
Jeremy Woodgate Chief Financial Officer, Corporate Secretary and Director	Nil	N/A	N/A	Nil
Clayton Fisher Former CFO, Corporate Secretary and Director	300,000	\$0.08	July 15, 2029	Nil

Notes:

- (1) Calculated based on the difference between the closing price of the Common Shares on September 30, 2025 of \$0.07 and the exercise price of the Options.
- (2) Represents the value of both vested and unvested options.

Exercise of Compensation Securities by Directors and NEOs

No NEO or director exercised any compensation securities, being solely comprised of stock options, during the year ended September 30, 2025.

Stock Option Plans and Other Incentive Plans

On March 23, 2023, the Board adopted the Stock Option Plan in the form attached to the information circular dated March 23, 2023 as Schedule "A" and filed on SEDAR+ at www.sedarplus.ca. The Company has also adopted the RSU Plan dated for reference May 10, 2024, in the form attached to the information circular dated March 19, 2024 as Schedule "A" and filed on SEDAR+ at www.sedarplus.ca. The Stock Option Plan is a 10% rolling plan whereby the aggregate number of Common Shares of the Company reserved for issuance under the Stock Option Plan, together with any other Common Shares reserved for issuance under any other plan or agreement of the Company, shall not exceed ten (10%) percent of the total number of issued Common Shares, together with any other Security Based Compensation Plan, (calculated on a non-diluted basis) at the time an option is granted. The RSU Plan is a fixed plan whereby the maximum number of Common Shares which may be reserved for issuance under the RSU Plan at any time shall be 1,415,096 Common Shares, which is equal to 10% of the issued and outstanding Common Shares as of March 12, 2024.

The Stock Option Plan and the RSU Plan are subject to the ratification and re-approval of the Shareholders and the TSXV. At the Meeting, Shareholders will be asked to approve the continuation of the Stock Option Plan and the continuation of the RSU Plan. See *“Particulars of Matters to be Acted Upon – Continuation of the Stock Option Plan”* and *“Continuation of the RSU Plan”*, below.

Employment, Consulting and Management Agreements

The Company has not entered into any other employment, consulting or management agreements with its NEOs.

Oversight and Description of Director and NEO Compensation

The Board has not created or appointed a compensation committee given the Company’s current size and stage of development.

All tasks related to developing and monitoring the Company’s approach to the compensation of its NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company’s employees or consultants is reviewed, recommended and approved by the Board without reference to any specific formula or criteria. NEOs that are also directors of the Company are involved in discussion relating to compensation, and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

The Company’s compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company’s business objectives of improving overall corporate performance and creating long-term value for the Shareholders. The compensation program is intended to reward executive officers on the basis of individual performance and achievement of corporate objectives, including the advancement of the exploration and development goals of the Company.

The Company’s current compensation program is comprised of three major components: base salary or fees, short term incentives such as discretionary bonuses and long term incentives such as stock options.

In making compensation decisions, the Board strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees and discretionary cash bonuses primarily reward recent performance and incentive stock options encourage NEOs and directors to continue to deliver results over a longer period of time and serve as a retention tool. The annual salary or fee for each NEO, as applicable, is determined by the Board based on the level of responsibility and experience of the individual, the relative importance of the position to the Company, the professional qualifications of the individual and the performance of the individual over time. The NEOs’ performances and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance and market-based. The amount and award of cash bonuses to key executives and senior management is discretionary, depending on, among other factors, the financial performance of the Company and the position of a participant.

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

External Management Companies

No external management company employs or retains one or more individuals acting as the NEO or directors of the Company and the Company has not entered into any understanding, arrangement or agreement with any external management company to provide executive management services to the Company, directly or indirectly. The NEO is an employee of the Company.

Termination and Change of Control Benefits

The Company has no contract, agreement, plan or arrangement that provides for payments to an NEO at, following, or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO's responsibilities.

LEGAL PROCEEDINGS

Management of the Company is not aware of any actual or pending material legal proceedings to which the Company is, or is likely to be, a party or of which any of its assets is, or is likely to be, subject.

AUDITOR, TRANSFER AGENT AND REGISTRAR

The auditor of the Company is McGovern Hurley LLP, Chartered Professional Accountants of Vancouver, British Columbia, Canada.

The transfer agent and registrar for the Common Shares is Computershare Investor Services Inc. of Vancouver, British Columbia, Canada.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of all the Company's equity compensation plans as of September 30, 2025. The Company's equity compensation plan consists of the Stock Option Plan.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights ⁽¹⁾	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by security holders (Option Plan)	1,400,000	0.08	15,096 ⁽²⁾
Equity compensation plans approved by security holders (RSU Plan)	Nil	N/A	1,415,096 ⁽³⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	1,400,000		1,430,192

⁽¹⁾ The Company does not have any warrants or rights outstanding under any equity compensation plans.

⁽²⁾ The Stock Option Plan is a 10% rolling plans under which the Company can issue such number of options as is equal to up to 10% of the Company's issued and outstanding Common Shares from time to time.

⁽³⁾ The RSU Plan is a fixed plan whereby the maximum number of Common Shares which may be reserved for issuance under the Plan at any time shall be 1,415,096 Common Shares, which is equal to 10% of the issued and outstanding Common Shares as of March 12, 2024.

See "Particulars of Matters to be Acted Upon – Continuation of Stock Option Plan" and "Continuation of the RSU Plan", below, for more information.

APPOINTMENT OF AUDITOR

McGovern Hurley LLP, Chartered Professional Accountants (“**McGovern Hurley**”) of 251 Consumers Road, Suite 800, Toronto, Ontario M2J 4R3, will be nominated at the Meeting for appointment as auditor of the Company for the Company’s ensuing fiscal year, at remuneration to be fixed by the Board. McGovern Hurley became the auditors of the Company on September 3, 2025, as successor auditor pursuant to the Notice of Change of Auditor delivered to both McGovern Hurley, as successor auditor, and to Manning Elliot, as former auditor, and as filed on the Company’s SEDAR+ profile on September 18, 2025. A copy of the “Change of Auditor Reporting Package” including the Notice of Change of Auditor, the letter from the former auditor and the letter from the successor auditor are attached as Schedule A hereto.

Unless authority to vote is withheld, the persons named in the accompanying form of proxy intend to vote for the appointment of McGovern Hurley, as the auditor of the Company, to hold office until the next annual meeting of the shareholders. Management of the Company recommends that Shareholders vote for the appointment of McGovern Hurley as the Company’s auditors for the ensuing year end.

To be approved, the resolution must be passed by a simple majority of the votes cast by the holders of Common Shares at the Meeting. Management recommends a vote “for” in respect of the resolution approving appointment of the auditor.

AUDIT COMMITTEE DISCLOSURE

Under National Instrument 52-110 *Audit Committees* (“**NI 52-110**”), a reporting issuer is required to provide disclosure annually with respect to its audit committee, including the text of its audit committee charter, information regarding the composition of the audit committee, and information regarding fees paid to its external auditor. The Company provides the following disclosure with respect to its audit committee (the “**Audit Committee**”).

The Audit Committee Charter

The text of the Company’s audit committee charter (the “**Audit Committee Charter**”) is reproduced below.

Mandate

The primary function of the Audit 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. The Audit 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 system and review the Company’s financial statements.
- Review and appraise the performance of the Company’s external auditors.
- Provide an open avenue of communication among the Company’s auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of three directors as determined by the Board, including the Chair of the Audit Committee. At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the

purposes of the Audit Committee 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 Audit Committee shall be elected by the Board at its first meeting following the annual Shareholders’ meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

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

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents/Reports Review

- (a) Review and update the 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.

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) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for Shareholder approval.
- (c) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (d) Review and pre-approve all audit and audit-related services, timetables and the fees and other compensation related thereto, and any non-audit services, provided by the Company’s external auditors.

Provided the pre-approval of the non-audit services is presented to the Audit Committee’s first scheduled meeting following such approval such authority may be delegated by the Audit Committee to one or more independent members of the Audit 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) 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.
- (e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (f) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (g) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (h) Review certification process.
- (i) 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 including but not limited to insurance coverage of significant business risks, review material litigation and its effect on financial reporting, establish procedures for:

- (a) the receipt, retention and treatment of complaints received by the Company regarding public reporting, accounting, internal accounting controls, or auditing matters; and
- (b) review and approve the Company's hiring policies regarding employees and former employees of the present and former external auditors of the Company.

Accountability

The Audit Committee chair has the responsibility to make periodic reports to the board, as requested, on financial matters relative to the Company. The Audit Committee shall report its discussions to the Board by maintaining minutes of its meetings and providing an oral report at the next board meeting.

Reliance on Experts

In contributing to the Audit Committees' discharging of its duties under this mandate, each member shall be entitled to rely in good faith on:

- (a) Financial statements of the Company represented to the member by an officer of the Company, or in a written report of the external auditors, to present the financial position of the Company and the results of its operations in accordance with generally accepted accounting principles in all material respect; and
- (b) Any report of a lawyer, accountant, engineer, appraiser or other person whose profession lends credibility to a statement made by any such person.

The Board is of the view that monitoring the Company's financial reporting and disclosure policies and procedures cannot be reasonably met unless the following activities (the "**fundamental activities**") are, in all material respects, conducted effectively:

- (a) The accounting functions are performed in accordance with a system of internal financial controls designed to capture and record properly and accurately all of the Company's financial transactions;
- (b) The internal financial controls are regularly assessed for effectiveness and efficiency;
- (c) The interim and annual financial statements are properly prepared by management in accordance with generally accepted accounting principles in all material respects; and
- (d) Financial statements are reported on by an external auditor appointed by the Shareholders of the Company.

Composition of the Audit Committee

The Audit Committee is currently comprised of three directors consisting of Sharyn Alexander (Chair), Darren Collins and Eric Vanderleeuw as defined in National Instrument 52-110, Mr. Collins is not "independent", as he is the Interim Chief Executive Officer of the Company, Ms. Alexander and Mr. Vanderleeuw are both considered independent. The Company is exempt from the Audit Committee composition requirements in NI 52-110 which require all Audit Committee members to be independent. In accordance with section 6.1.1(3) NI 52-110 relating to the composition of the audit committee for venture issuers, a majority of the members of the Audit Committee are not executive officers, employees or control persons of the Company. All of the Audit Committee members are "financially literate", as defined in National Instrument 52-110, as all have the industry experience necessary to understand and analyze financial statements of the Company, as well as the understanding of internal controls and procedures necessary for financial reporting.

The Audit Committee is responsible for review of both interim and annual financial statements for the Company. For the purposes of performing their duties, the members of the Audit Committee have the right at all times, to inspect all the books and financial records of the Company and any subsidiaries and to discuss with management and the external auditors of the Company any accounts, records and matters relating to the financial statements of the Company. The Audit Committee members meet periodically with management and annually with the external auditors.

Relevant Education and Experience

Darren Collins

Mr. Collins has over 15 years of corporate experience as an executive, director advisor of private and public companies. His expertise spans mergers and acquisitions, debt and equity financings, go-public transactions, commercial partnerships, accounting, and corporate governance. In recent engagements with corporate issuers, he has coordinated and executed on fundraisings totaling over \$200 million in equity capital and launched active M&A programs for early-stage companies. Prior to his current corporate activities, Darren worked for several investment and merchant banks, including Alegro Capital LP in London, UK, Scotia Capital Inc., and Quest Capital Corp. (now known as Sprott Resource Lending Corp.) in Toronto, Canada. Mr. Collins holds a Bachelor of Commerce degree in finance from Dalhousie University. This experience has provided Mr. Collins with an understanding of the accounting principles used by the Company to prepare its financial statements. Mr. Collins' experience also allows him to analyze or evaluate the Company's financial statements.

Sharyn Alexander

Ms. Alexander is an accomplished mining professional with a 20-year background in the mining and mineral exploration industry. She specializes in business development, marketing and investor relations, with a proven track record in raising capital for exploration. She serves on the board of the Association for Mineral Exploration (AME) BC and multiple junior exploration companies. Her past experience includes serving as President of Sun Summit Minerals and holding technical roles with B2Gold, Barrick, and SRK Consulting.

Eric Vanderleeuw

Mr. Vanderleeuw brings extensive expertise in capital markets to the company, having facilitated the successful raising of over \$100-million for venture initiatives throughout his consulting career. In addition to his proficiency in marketing and investor relations, he has developed a robust network through his involvement in business development within the mining sector. Before venturing into capital markets — where he successfully collaborated with government entities, municipalities and first nations — Mr. Vanderleeuw enjoyed a distinguished career in planning and land development with a leading planning and engineering consulting firm.

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's two most recently completed financial years, the Company has not relied on the exemptions in Sections 2.4, 6.1.1(4), 6.1.1(5), or 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 (*De Minimis Non-Audit Services*) provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Sections 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), 6.1.1(5) (*Events Outside Control of Member*) and 6.1.1(6) (*Death, Incapacity or Resignation*) provide exemptions from the requirement that a majority of the members of the Company's Audit Committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company. Part 8 (*Exemptions*) permits a company to apply to a securities regulatory authority or regulator for an exemption from the requirements of NI 52-110 in whole or in part.

The Company is a "venture issuer" as defined under NI 52-110 and, as such, is relying on the exemption in section 6.1 (Venture Issuers) of NI 52-110 from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) thereof.

Pre-Approval Policies and Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board and the Audit Committee, on a case-by-case basis, as applicable.

External Auditor Service Fees

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

The aggregate fees billed by the Company's external auditor in the financial years ended September 30, 2025 and 2024 with respect to the Company, by category, are as follows:

Financial Year Ended September 30	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2025	\$18,723.60	Nil	Nil	Nil
2024	\$18,000	Nil	Nil	Nil

Exemption

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No current or former director, executive officer, proposed nominee for election to the Board, or associate of such persons is, or at any time since the beginning of the Company's most recently completed financial year has been, indebted to the Company or any of its subsidiaries.

No indebtedness of current or former director, executive officer, proposed nominee for election to the Board, or associate of such person is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein and except for payment of rent, consulting fees and accounting fees similar to those disclosed as "Related Party Transactions" in the audited Financial Statements of the Company for the year ended September 30, 2025 no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Common Shares or who exercises control or direction of Common Shares, or a combination of both carrying more than ten percent of the voting rights attached to the Common Shares outstanding (each, an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company, except with an interest arising from the ownership of Common Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of the same class of Common Shares.

MANAGEMENT CONTRACTS

There were no management functions of the Company which were, to any substantial degree, performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE

Pursuant to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, the Company is required to disclose its corporate governance practices as follows:

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board currently consists of four directors, Darren Collins, Sharyn Alexander, Eric Vanderleeuw and Jeremy Woodgate. Darren Collins is the Interim CEO, Jeremy Woodgate is the Corporate Secretary and CFO, therefore not independent members of the board. Sharyn Alexander and Eric Vanderleeuw are considered “independent” as defined in National Instrument 52-110.

Directorships

Certain directors of the Company are currently also directors of other reporting issuers, as described in the table below:

Name of Director of the Company	Names of Other Reporting Issuers
Darren Collins	US Critical Metals Corp. ⁽³⁾ Harmony Acquisitions Corp. ⁽¹⁾ Newpath Resources Inc. ⁽³⁾
Eric Vanderleeuw	Zoglo's Food Corp. ⁽³⁾ Zacatecas Silver Corp. ⁽¹⁾
Jeremy Woodgate	Nordique Resources
Sharyn Alexander	Nelson Lake Copper Corp. ⁽⁴⁾

⁽¹⁾ The TSX Venture Exchange

⁽²⁾ The Toronto Stock Exchange

⁽³⁾ Canadian Securities Exchange

⁽⁴⁾ Unlisted

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 has not adopted a written ethical business code of conduct for directors, officers and employees. However, the Board believes 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 Company does not have a formal process or committee for proposing new nominees for election to the Board. The nominees proposed are generally the result of recruitment efforts by the members of the Board, including both formal and informal discussions among the members of the Board.

Compensation

The Board has not created or appointed a compensation committee given the Company’s current size and stage of development. All tasks related to developing and monitoring the Company’s approach to the compensation of the Company’s NEOs and directors are performed by the members of the Board. The compensation of the NEOs, directors and the Company’s employees or consultants, if any, is reviewed, recommended and approved by the Board without reference to any specific formula or criteria.

Other Board Committees

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

Assessments

The Board regularly monitors the adequacy and effectiveness of information given to directors, communications between the board and management and the strategic direction and processes of the Board and its committees.

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

Except as disclosed elsewhere in this Information Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Common Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors and the grant of options and RSUs which may be granted to such persons upon the approval of the Stock Option Plan and RSU Plan as discussed below.

Directors, executive officers, and proposed nominees for election as director of the Company may be interested in the approval of the Company's Stock Option Plan and RSU Plan, pursuant to which they may be granted stock options. See "*Particulars of Matters to be Acted Upon – Ratification and Re-Approval of Stock Option Plan*", below, for more information.

PARTICULARS OF MATTERS TO BE ACTED UPON

Continuation of the Stock Option Plan

The Stock Option Plan is a "rolling" stock option plan, whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the exercise of options is 10% of the issued Common Shares of the Company, together with any other Security Based Compensation Plan and, as such, will increase with the issue of additional Common Shares of the Company. The TSXV requires listed companies that have a "rolling" stock option plan in place to receive Shareholder approval of such plan on a yearly basis at the company's annual meeting. Accordingly, the Shareholders will be asked at the Meeting to ratify and re-approve the Stock Option Plan. The Stock Option Plan complies with the current policies of the TSXV for Tier 2 issuers.

The purpose of the Stock Option Plan is to advance the interests of the Company and its Shareholders by attracting, retaining and motivating selected directors, officers, employees, consultants and management company employees of the Company of high caliber and potential, and to encourage and enable such persons to acquire an ownership interest in the Company.

The Amended and Restated Stock Option Plan was last approved at the Company's April 24, 2025 annual general meeting and is subject to the re-approval of the Shareholders and the TSXV, and the rules of the TSXV. At the Meeting, Shareholders will be asked to ratify and re-approve the Amended and Restated Stock Option Plan. A copy of the Amended and Restated Stock Option Plan was attached as Schedule "A" to the information circular dated March 23, 2023 and filed on SEDAR+ at www.sedarplus.ca.

The following information is intended as a brief description of the Stock Option Plan and is qualified in its entirety by the full text of the Stock Option Plan:

1. Options to purchase Common Shares may be granted to any bona fide director, employee or consultant of the Company or an Affiliate of the Company (as defined in TSXV Policy) and a company wholly owned by individuals eligible to be granted options;
2. The Board shall establish the exercise price at the time each option is granted, subject to the following conditions:

- (a) if the Common Shares are listed on the TSXV, the exercise price will not be less than the minimum prevailing price permitted by TSXV policies;
 - (b) if the Common Shares are not listed, posted and trading on any stock exchange or bulletin board, then the exercise price will be determined by the Board at the time of granting;
 - (c) if an option is granted within 90 days of a distribution by a prospectus by the Company, the exercise price will not be less than the price that is the greater of the minimum prevailing price permitted by TSXV policies and the per Common Share price paid by public investors for Common Shares acquired under the distribution by the prospectus, with the 90 day period beginning on the date a final receipt is issued for the prospectus; and
 - (d) in all other cases, the exercise price shall be determined in accordance with the rules and regulations of any applicable regulatory bodies.
- 3. Upon expiry of an option, or in the event an option is otherwise terminated for any reason, without having been exercised in full, the number of Common Shares in respect of the expired or terminated option shall again be available for a grant under the Stock Option Plan.
- 4. No option granted under the Stock Option Plan may have an expiry date exceeding ten years from the date on which the option is granted (unless automatically extended as a result of a blackout period as described below).
- 5. The expiry date of each option will be automatically extended if the expiry date falls within a period during which the Company prohibits optionees from exercising their options, provided that:
 - (a) the blackout period has been formally imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as defined in the policies of the TSXV). For greater certainty, in the absence of the Company formally imposing a blackout period, the expiry date of any options will not be automatically extended in any circumstances;
 - (b) the blackout period expires upon the general disclosure of the undisclosed Material Information and the expiry date of the affected options is extended to no later than ten (10) business days after the expiry of the blackout period; and
 - (c) the automatic extension will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under applicable securities laws) in respect of the Company's securities.
- 6. Options granted to any one individual in any 12 month period cannot exceed more than 5% of the issued Common Shares, unless the Company has obtained disinterested Shareholder approval.
- 7. Options granted to any one consultant in any 12 month period cannot exceed more than 2% of the issued Common Shares, without the prior consent of the TSXV.
- 8. Options granted to all persons, in aggregate, conducting investor relations activities in any 12 month period cannot exceed more than 2% of the issued Common Shares, without the prior consent of the TSXV.
- 9. Options issued to optionees performing investor relations activities will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.

10. If a director, employee or consultant of the Company is terminated for cause or if such director, employee or consultant resigns, or in the case of a director, refuses to stand for re-election, then any option granted to the option holder will terminate immediately upon the option holder ceasing to be a director, employee, or consultant of the Company by reason of termination for cause, refusal to stand for re-election or by resignation.
11. If an option holder ceases to be a director, employee or consultant of the Company (other than by reason of death, disability, resignation or termination of services for cause), then any option granted to the holder that had vested and was exercisable on the date of termination will expire on the earlier of the expiry date and the date that is 30 days following the date that the holder ceases to be a director, employee or service provider of the Company.
12. If an option holder dies, the holder's lawful personal representatives, heirs or executors may exercise any option granted to the holder that had vested and was exercisable on the date of death until the earlier of the expiry date and one year after the date of death of the holder.
13. If an option holder ceases to be a director, employee or consultant of the Company as a result of a disability, the holder may exercise any option granted to the holder that had vested and was exercisable on the date of disability until the earlier of the expiry date and 90 days after the date of disability.
14. Options granted to directors, employees or consultants will vest when granted unless determined by the Board on a case by case basis, other than options granted to consultants performing investor relations activities, which will vest in stages over 12 months with no more than one quarter of the options vesting in any three month period.
15. The Stock Option Plan will be administered by the Board who will have the full authority and sole discretion to grant options under the Stock Option Plan to any eligible party, including themselves.
16. Options granted under the Stock Option Plan shall not be assignable or transferable by an option holder.
17. The Board may from time to time, subject to regulatory or Shareholder approval, as applicable, amend or revise the terms of the Stock Option Plan.

On February 17, 2026, the board of directors approved a housekeeping amendment to include a restriction that options cannot be granted/issued to any Investor Relation Service Provider while the Company is listed on the NEX board of the TSX Venture Exchange ("NEX") and that the Company is not permitted to engage with any Investor Relations Service Provider or maintain arrangements for the provision of Investor Relations Activities (as defined in TSXV Policy 1.1).

The Stock Option Plan provides that other terms and conditions may be attached to a particular option at the discretion of the Board.

A copy of the Stock Option Plan, including the housekeeping amendment will be available for inspection at the Meeting and has been filed on SEDAR+ at www.sedarplus.ca along with the Meeting Materials.

Upon request, the Company will promptly provide a copy of the Stock Option Plan free of charge to a Shareholder. A Shareholder may contact the Company at its office at 250 – 750 West Pender Street, Vancouver, BC V6C 2T7, to request a copy.

At the Meeting, Shareholders will be asked to approve the following ordinary resolution (the "**Stock Option Plan Resolution**"), which must be approved by at least a majority of the votes cast by Shareholders represented in person or by proxy at the Meeting who vote in respect of the Stock Option Plan Resolution:

“RESOLVED, as an ordinary resolution of the shareholders of Discovery Harbour Resources Corp. (the “**Company**”), that:

1. The Company’s Stock Option Plan (the “**Stock Option Plan**”), including the reservation for issuance under the Stock Option Plan at any time of a maximum of 10% of the issued common shares of the Company, be and is hereby ratified, confirmed and re-approved, subject to the acceptance of the Stock Option Plan by the TSX Venture Exchange (the “**TSXV**”);
2. The board of directors of the Company be authorized in its absolute discretion to administer the Stock Option Plan and amend or modify the Stock Option Plan in accordance with its terms and conditions and with the policies of the TSXV as may be required from time to time by the TSXV; and
3. Any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Stock Option Plan required by the TSXV or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Stock Option Plan.”

The form of the Stock Option Plan Resolution set forth above is subject to such amendments as management may propose at the Meeting, but which do not materially affect the substance of the Stock Option Plan Resolution.

Management of the Company recommends that Shareholders vote in favour of the Stock Option Plan Resolution at the Meeting.

Continuation of the Restricted Share Unit Plan

On March 19, 2024, the Board adopted a restricted share unit plan (the “**RSU Plan**”) to provide certain directors, officers, employees, and consultants (each, an “**Eligible Person**”) of the Company and its related entities with the opportunity to acquire RSUs of the Company in order to enable them to participate in the long-term success of the Company and to promote a greater alignment of their interests with the interests of the Company’s Shareholders. The RSU Plan was ratified by shareholders at the 2024 Annual General Meeting held on May 10, 2024 and was last approved by shareholders at the 2025 Annual General Meeting held on April 24, 2025.

The RSU Plan allows the Company to grant RSUs, under and subject to the terms and conditions of the RSU Plan, which may be exercised to purchase up to a fixed maximum of 1,415,096 Common Shares, which is equal to 10% of the issued and outstanding Common Shares as of March 12, 2024.

The following is a summary of the material terms of the RSU Plan. All terms capitalized but not defined below shall have the meanings ascribed to such terms in the RSU Plan.

Nature and Administration of the RSU Plan

All Eligible Persons are eligible to participate in the RSU Plan (those who are granted RSUs being referred to as “**Participants**”), however, the actual participation of any person is at the discretion of the Board or the Committee. Eligibility to participate as a Participant in the RSU Plan does not confer upon any person a right to receive an award of RSUs. It shall be the responsibility of the Company and the Eligible Person to ensure that such Eligible Person is a bona fide Eligible Person.

Subject to the provisions of the RSU Plan and other such terms and conditions as the Committee or Board may prescribe, the Committee, may, from time to time, award RSUs to any Eligible Person. RSUs so awarded shall be credited to an Account maintained for each Participant on the books of the Company as of the Award Date. The number of RSUs to be credited to each Participant's Account in respect of a fiscal year shall be determined by dividing: (a) the dollar amount of the portion of the Participant's compensation which the Committee, in its sole discretion, determines to be paid as RSUs (including, for greater certainty, such portion of the Participant's compensation which the Participant has elected to be paid as RSUs in advance of an award in accordance with any rules as may be adopted and communicated by the Committee in this regard at its discretion, if the Committee in its discretion determines to do so), by (b) the Fair Market Value per Common Share on the Award Date.

An RSU is personal to the Participant and is non-assignable. No RSU granted under the RSU Plan shall be pledged, hypothecated, charged, transferred, assigned or otherwise encumbered or disposed of by the Participant, whether voluntarily or by operation of law, otherwise than by testate succession or the laws of descent and distribution, and any attempt to do so will cause such RSU to be null and void. A vested RSU shall be redeemable only by the Participant and, upon the death of a Participant, the person to whom the rights shall have passed by testate succession or by the laws of descent and distribution may redeem any vested RSUs in accordance with the provisions of the RSU Plan.

Credit for Dividends

A Participant's account will be credited with additional RSUs as of each dividend payment date in respect of which cash dividends are paid on Common Shares. The number of additional RSUs to be credited to a Participant's account is computed by dividing: (a) the dividends that would have been paid to such Participant if each RSU in the Participant's Account on the relevant dividend record date had been one Common Share, by (b) the Fair Market Value of the Common Shares determined as of the date of payment of such dividend. However, the Company is not obligated to pay dividends on Common Shares and nothing in the RSU Plan shall be interpreted as creating such an obligation.

Resignation or Termination

If (a) a Participant's employment or service is terminated, whether or not for Cause, or (b) a Participant resigns from employment or service with the Company, then any RSUs granted to the Participant under the RSU Plan which have not yet vested or been deemed to be vested, on or before the Separation Date for the Participant are forfeited and cancelled effective on the Separation Date and shall terminate without payment and shall be of no further force or effect from and after the Separation Date.

The Participant may, but only within the next 30 days following the Separation Date, deliver a completed Notice of Acquisition to the Company to acquire Common Shares for previously vested RSUs (if any) and following such 30 day period, any vested RSUs in respect of which the Participant has not delivered a completed Notice of Acquisition to the Company shall be forfeited and cancelled effective at 4:00 p.m. (Vancouver time) on such 30th day and shall terminate without payment and shall be of no further force or effect from and after such time.

Leave of Absence

In the event a Participant takes a leave of absence other than an Approved Leave of Absence, all RSUs granted to the Participant under the RSU Plan that have not then vested shall terminate and be null and void, subject to the Board's sole and absolute discretion to determine otherwise and applicable law.

Death of Participant

Subject to any express resolution passed by the Committee, upon the death of a Participant, any RSUs granted to the Participant under the RSU Plan, which, as of the date of the death of a Participant have not yet vested, shall immediately vest. Upon the death of a Participant, any RSUs granted to the Participant under the RSU Plan shall be

forfeited and cancelled effective at 4:00 p.m. (Vancouver time) on the first year anniversary of the death of the Participant and shall be terminated without payment and shall be of no further force or effect from and after such time. If a Participant's heirs or administrators are entitled to any portion of the Participant's outstanding RSUs, the period in which they shall be entitled to make a claim in respect of such RSUs may not exceed one year from the Participant's death.

Control Change

In the circumstances where the Company has entered into an agreement relating to, or otherwise becomes aware of, a transaction which, if completed, would result in a Control Change, the Company shall give written notice of the proposed transaction to the Participants, together with a description of the effect of such Control Change on outstanding RSUs. Such notice shall be given not less than ten Business Days prior to the closing of the transaction resulting in the Control Change.

Adjustments

In the event of any subdivision, consolidation, stock dividend, capital reorganization, reclassification, exchange, or other change with respect to the Common Shares, or a consolidation, amalgamation, merger, spin-off, sale, lease or exchange of all or substantially all of the property of the Company or other distribution of the Company's assets to Shareholders (other than the payment of dividends in respect of the Common Shares), the Committee may choose to adjust the Account of each Participant and the RSUs outstanding under the RSU Plan in such manner, if any, as the Committee may in its discretion deem appropriate (taking into account any tax consequences to the extent considered relevant by the Committee) to preserve the Account of each Participant and the RSUs outstanding under the RSU Plan shall be adjusted in such manner, if any, as the Committee may in its discretion deem appropriate to preserve, proportionally, the interests of Participants under the RSU Plan.

Vesting

Each Award will vest on the dates and/or the satisfaction of the Performance Criteria (each a "**Vesting Date**") specified by the Committee on the Award Date and reflected in the Award Notice. The RSU Term shall be determined by the Committee on the Award Date, and reflected in the Award Notice, and shall end no later than December 31st of the third calendar year following the Award Date.

However, the Committee may, in its sole discretion, subject to such terms and conditions (if any) established by the Committee in its sole discretion, at any time prior to or following the events contemplated therein, permit:

- (a) persons previously entitled to participate in the RSU Plan to continue to be a Participant for purposes of the RSU Plan;
- (b) the vesting or accelerated vesting of any or all RSUs held by a Participant; and
- (c) the payment of the Payment Amount in respect of such RSUs in the manner and on the terms authorized by the Committee.

Limits on Issuances

The RSU Plan provides for the following limits on grants unless otherwise permitted pursuant to Exchange Policies:

- (a) unless Disinterested Shareholder Approval is obtained, the aggregate number of Common Shares reserved for issuance under the RSU Plan, together with any other Security Based Compensation Plan, for Insiders (as a group) at any point in time may not exceed 10% of the issued and outstanding Common Shares from time to time;

- (b) unless Disinterested Shareholder Approval is obtained, the maximum number of RSUs that may be granted to Insiders (as a group) under the RSU Plan, together with any other Security Based Compensation Plan, within a 12 month period, may not exceed 10% of the issued and outstanding Common Shares, calculated on the Award Date;
- (c) unless Disinterested Shareholder Approval is obtained, the maximum number of RSUs that may be granted to any one Eligible Person (and companies wholly owned by that Eligible Person) under the RSU Plan, together with any other Security Based Compensation Plan, within a 12 month period, may not exceed 5% of the issued and outstanding Common Shares, calculated on the Award Date;
- (d) the maximum number of RSUs that may be granted to any one Consultant under the RSU Plan, together with any other Security Based Compensation Plan, within a 12 month period, may not exceed 2% of the issued and outstanding Common Shares, calculated on the Award Date; and
- (e) RSUs granted under the RSU Plan are subject to a four-month hold period, in accordance with Exchange Policies.

Amendment or Termination of RSU Plan

Subject to Exchange approval, the Committee may from time to time amend or suspend the RSU Plan in whole or in part and may at any time terminate the RSU Plan without prior notice. However, any such amendment, suspension or termination shall not adversely affect the RSUs previously granted to a Participant at the time of such amendment, suspension or termination, without the consent of the affected Participant.

The Company will be required to obtain Shareholder approval in accordance with Exchange Policies for any amendment of the RSU Plan related to:

- (a) the number or percentage issued and outstanding Common Shares available for grant under the Plan;
- (b) a change in method of calculation of redemption of RSUs held by Eligible Persons; and
- (c) an extension to the term for redemption of RSUs held by Eligible Persons.

If the Committee suspends or terminates the RSU Plan, no new RSUs will be credited to the account of a Participant; however, previously credited RSUs shall remain outstanding but shall not be entitled to dividend credits following suspension or termination unless at the time of suspension or termination the Committee determines that the entitlement to dividend credits during suspension or after termination, as applicable, should be continued.

On February 17, 2026, the board of directors approved a housekeeping amendment to include a restriction that RSU's cannot be granted/issued to any Investor Relation Service Provider while the Company is listed on the NEX.

To comply with the policies of the TSXV regarding security based compensation, the ordinary resolution to approve the adoption of the RSU Plan must be passed by a simple majority of the votes of Shareholders of the Company. The text of the resolution is set out below. All Shareholders of the Company are entitled to vote on this resolution.

The Board is of the view that the RSU Plan provides the Company with an alternative option for granting compensation to Eligible Persons and the flexibility to attract and maintain the services of executives, employees and other service providers. At the Meeting, this ordinary resolution must be approved by a simple majority of the votes of Shareholders of the Company:

“RESOLVED as an ordinary resolution of disinterested shareholders of Discovery Harbour Resources Corp. (the “**Company**”), that:

1. the Company's restricted share unit plan (the "**RSU Plan**"), be and is hereby approved, subject to regulatory approval, until the next annual general meeting of the Company; and
2. any one director or officer of the Company be and is hereby authorized and directed to perform all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in their opinion may be necessary or desirable to give effect to this resolution, including, without limitation, making any changes to the RSU Plan required by applicable securities regulatory authorities and to complete all transactions in connection with the administration of the RSU Plan."

A copy of the RSU Plan, including the housekeeping amendment will be available for inspection at the Meeting and has been filed on SEDAR+ at www.sedarplus.ca along with the Meeting Materials.

Upon request, the Company will promptly provide a copy of the RSU Plan free of charge to a Shareholder. A Shareholder may contact the Company at its office at 250 – 750 West Pender Street, Vancouver, BC V6C 2T7, to request a copy.

Approval of the Sale of Shares of UVAD Technologies Inc.

The Company owns common shares (the "**Shares**") of UVAD Technologies Inc. ("**UVAD**"), a private British Columbia company in the business of unscrewed aerial vehicles development. The Company acquired the Shares on September 22, 2011 pursuant to a transaction to settle a \$330,000 loan agreement with UVAD. The Shares represent approximately 2% of UVAD's issued and outstanding common shares.

The Shares are a passive investment asset for the Company that is unrelated to the Company's current business, which is focused on sourcing, exploring and developing mineral properties. Accordingly, the Company is seeking to divest its interest in UVAD. The Company has entered into a Share Purchase Agreement (the "**Purchase Agreement**") with an arm's length private company (the "**Purchaser**") for the sale of the Shares to the Purchaser for an aggregate purchase price of \$297,000 (the "**Transaction**").

Since the Company does not currently hold an interest in any properties, the Shares represent substantially all of the Company's assets and in accordance with the requirements of the TSXV and the *BCA Business Corporations Act* (British Columbia) ("**BCA**"), the Transaction is subject to the approval of the shareholders of the Company.

Conditions Precedent. The completion of the Transaction is conditional upon compliance by the parties with the covenants set out in the Purchase Agreement which includes certain conditions precedent to the obligations of the Company and the Purchaser to complete the Transaction, including but not limited to the following:

- the approval of the TSXV of the Transaction;
- the approval of the shareholders of the Company in accordance with the requirements of the BCA and the requirements of the TSXV;
- the representations and warranties of the Company and UVAD contained Purchase Agreement being true and correct the closing date with the same force and effect as if such representations and warranties were made at such time; and
- the Purchase Agreement shall not have been terminated in accordance with its terms.

Termination. The Purchase Agreement may be terminated at any time in any of the following circumstances:

- at any time, by mutual written agreement of the Purchaser and the Company; and
- if the Transaction has not completed by March 31, 2026, the obligations of the Company and the Purchaser with respect to the Transaction shall automatically terminate.

Closing. Subject to the satisfaction or waiver of all other closing conditions, the Company expects to complete the Transaction as soon as practicable following receipt of shareholder approval and of acceptance from the TSXV.

Shareholder Approval

At the Meeting, shareholders will be asked to consider, and if thought fit, approve the Transaction. The resolutions approving the Transaction (the “**Transaction Resolution**”), which are set forth below under the heading “Resolution Sought”, must be approved by (a) a special resolution of at least two-thirds (66⅔%) of the votes cast thereon by shareholders of the Company present in person or represented by proxy at the Meeting, and (b) a simple majority of the votes cast by disinterested shareholders of the Company present in person or represented by proxy at the Meeting, which excludes the votes of the Purchaser and any beneficial owner of the Purchaser, and any of their respective Associates, and/or Affiliates (both capitalized terms as defined in TSXV Policy 1.1).

For greater certainty, the Transaction is an arm’s length transaction and, to the best of the Company’s knowledge, there are no shareholders with a material interest in the Transaction or the sale of the Shares.

Regulatory Approval

The Company has applied to the TSXV for approval of the Transaction. In accordance with the conditions set forth in the Purchase Agreement, the Company requires the approval of the TSXV prior to closing the Transaction. Approval of the TSXV will be subject to a number of customary conditions, including, but not limited to the receipt of shareholder approval of the Transaction at the Meeting.

Related Party Transaction

The Transaction is not a related party transaction under Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions*.

Recommendation of the Board

The Board has unanimously approved the Transaction and believes that the Transaction is in the best interests of the Company and, based on the factors set out above, that the Transaction is fair to Shareholders.

Accordingly, the Board unanimously recommends that Shareholders vote in favour of the Transaction.

Shareholders’ Right to Dissent

Shareholders may dissent in respect of the Transaction Resolution set out below under Division 2, Part 8 of the BCA. If the Transaction is completed, dissenting Shareholders who comply with the procedures set forth in the BCA (“**Dissenting Shareholders**”) will be entitled to be paid the fair value of their Common Shares. This dissent right is summarized in Schedule “B” hereto and the text of Division 8, Part 2 of the BCA which is set forth in Schedule “C” to this Information Circular. Only registered Shareholders are entitled to exercise the right to dissent. Failure to comply strictly with the requirements set forth in Division 2, Part 8 of the BCA will result in the loss or unavailability of any right to dissent.

The statutory provisions dealing with the right of dissent are technical and complex. Any shareholders who wish to exercise their right of dissent should seek independent legal advice, as failure to comply strictly with the provisions of Part 8, Division 2 of the BCA may prejudice their right of dissent.

Risk Factors Related to the Transaction

In evaluating whether to approve the Transaction, shareholders should carefully consider the following risk factors. Additional risks and uncertainties, including those currently unknown to or considered immaterial by the Company may also adversely affect the Transaction. The following risk factors are not a definitive list of all risk factors associated with the Transaction.

Whether or not the Transaction is completed, the Company will continue to face the risks that it currently faces with respect to its affairs, business and operations and future prospects. Such risk factors are set forth and described in the filings of the Company filed with the securities regulatory authorities which have been filed on the Company's SEDAR+ profile at www.sedarplus.ca.

- **Completion of the Transaction.** There are a number of conditions precedent to the Transaction which are outside the control of the Company, including, but not limited to, approval of the Transaction Resolution (as defined herein), approval by the TSXV of the Transaction, and the completion of certain conditions of closing. There can be no certainty, nor can the Company provide any assurance, that these conditions will be satisfied or, if satisfied, when they will be satisfied. Moreover, a substantial delay in obtaining satisfactory approvals could result in the Transaction not being completed. In addition, each of the Company and the Purchaser has the right to terminate the Purchase Agreement in certain circumstances. Accordingly, there is no certainty that the Purchase Agreement will not be terminated before the completion of the Transaction. If the Transaction is not completed, there can be no assurance that the Company will be able to find another opportunity to sell the Shares on the same or similar terms, if any.
- **Trading Price of the Common Shares.** If, for any reason, the Transaction is not completed or its completion is materially delayed, the trading price of the Common Shares may be materially adversely affected to the extent that the current market price reflects a market assumption that the Transaction will be completed and the Company's business may suffer.
- **Exercise of Dissent Rights.** Shareholders have the right to exercise Dissent Rights (as defined in Schedule "C") and demand payment equal to the fair value of their common shares in cash. If Dissent Rights are exercised in respect of a significant number of shares, a substantial cash payment may be required to be made to such shareholders, which could have an adverse effect on the Company's financial condition and cash resources.

Resolution Sought

At the meeting, Shareholders will be asked to approve the Transaction Resolution in substantially the following form:

"BE IT RESOLVED that:

- (a) the sale by the Company of the Shares be and is hereby approved and authorized;
- (b) the execution of the Purchase Agreement, entered into between the Company and the Purchaser providing for the sale of the Shares to the Purchaser, and the actions of the directors of the Company in approving the Transaction and the actions of the officers of the Company in executing and delivering the Purchase Agreement and any amendments thereto be and are hereby ratified and approved;
- (c) disinterested shareholder approval of this Transaction Resolution shall be used in-lieu of providing evidence of value as required pursuant to the policies of the TSX Venture Exchange;

- (d) notwithstanding that this resolution has been duly passed by the Shareholders, the directors of the Company are hereby authorized and empowered, without further notice to, or approval of, the Shareholders to amend the Purchase Agreement to the extent permitted thereby, or, subject to the terms of the Purchase Agreement, not to proceed with the Transaction; and
- (e) any one or more directors and officers of the Company is hereby authorized and directed to perform all such acts, deeds and things and to execute, under corporate seal of the Company or otherwise, all such documents and other writings, including as may be required to give effect to the true intent of this resolution."

The Transaction Resolution must be approved by (a) a special resolution of at least two-thirds (66⅔%) of the votes cast thereon by shareholders of the Company present in person or represented by proxy at the Meeting, and (b) a simple majority of the votes cast by disinterested shareholders of the Company present in person or represented by proxy at the Meeting, which excludes the votes of the Purchaser and any beneficial owner of the Purchaser, and any of their respective Associates, and/or Affiliates (both capitalized terms as defined in TSXV Policy 1.1).

In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the above Transaction Resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Shareholders may contact the Company at its office by mail at 250 – 750 West Pender Street, Vancouver, BC V6C 2T7, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "MD&A"). Financial information is provided in the Company's consolidated financial statements and MD&A for its most recently completed financial year and in the financial statements and MD&A for subsequent financial periods, which are available on SEDAR+ at www.sedarplus.ca.

OTHER MATTERS

Other than the above, management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named therein to vote on such matters in accordance with their best judgment.

APPROVAL OF THE BOARD OF DIRECTORS

The contents of this Information Circular have been approved and the delivery of it to each Shareholder of the Company entitled thereto and to the appropriate regulatory agencies has been authorized by the Board.

Dated at Vancouver, British Columbia as of February 17, 2026.

ON BEHALF OF THE BOARD

DISCOVERY HARBOUR RESOURCES CORP.

"Jeremy Woodgate"

Jeremy Woodgate

Chief Financial Officer, Corporate Secretary and Director

SCHEDULE "A"

CHANGE OF AUDITOR REPORTING PACKAGE

NOTICE OF CHANGE OF AUDITOR

To: Manning Elliott LLP, Chartered Professional Accountants
And To: McGovern Hurley LLP, Chartered Professional Accountants

And To: British Columbia Securities Commission
Alberta Securities Commission

Discovery Harbour Resources Corp. (the “**Company**”) is issuing this notice pursuant to section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) of the change of its auditor from Manning Elliott LLP (the “**Former Auditor**”) to McGovern Hurley LLP (the “**Successor Auditor**”). In accordance with NI 51-102, the Company hereby states that:

1. Effective as of September 3, 2025, the Former Auditor resigned as auditor of the Company on their own initiative;
2. The Successor Auditor was appointed as the Company’s Auditor effective September 3, 2025 to fill the vacancy and to hold office until the next annual meeting of shareholders of the Company;
3. The resignation of the Former Auditor and the appointment of the Successor Auditor have been considered and approved by the Company’s audit committee and board of directors (the “**Board**”);
4. The Former Auditor has not issued any modified opinions on the annual financial statements of the Company for the two fiscal years preceding the date of this Notice nor for any interim financial information for any subsequent period preceding the date of this Notice;
5. In the opinion of the Company, there have been no “reportable events”, as that term is defined in NI 51-102, between the Company and the Former Auditor preceding the resignation, and as of the date of this notice; and
6. This Notice and letters from the Former Auditor and the Successor Auditor have been reviewed by the Company’s audit committee and Board.

Dated at Vancouver, British Columbia this 3rd day of September, 2025.

**DISCOVERY HARBOUR
RESOURCES CORP.**

Per: “Jeremy Woodgate”
Jeremy Woodgate
Chief Financial Officer

McGovern Hurley

Audit. Tax. Advisory.

September 3, 2025

Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs/Mesdames:

Re: Discovery Harbour Resources Corp.

We have reviewed the information contained in the Change of Auditor Notice of Discovery Harbour Resources Corp. dated September 3, 2025 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to Manning Elliott LLP.

Yours truly,

McGovern Hurley LLP

"McGovern Hurley LLP"

Chartered Professional Accountants
Licensed Public Accountants

September 18, 2025

British Columbia Securities Commission
Alberta Securities Commission

Dear Sirs/Mesdames:

Re: Discovery Harbour Resources Corp. (the “Company”) – Change of Auditor

As required by National Instrument 51-102 – *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor dated September 3, 2025 delivered by the Company to McGovern Hurley LLP, Chartered Professional Accountants (“**McGovern Hurley**”), and ourselves (the “**Notice**”).

Based on our knowledge of such information at this date, we agree with the statements set out in the Notice that relates to us and we do not agree or disagree with statements contained in the Notice that relate to McGovern Hurley.

Yours truly,

"Manning Elliot LLP"

MANNING ELLIOTT LLP

By: Joseph Bonvillain, CPA, CA

SCHEDULE "B"

DISSENTING SHAREHOLDERS' RIGHTS

Shareholders who wish to dissent (each a "**Dissenting Shareholder**") should take note that strict compliance with the dissent procedures ("**Dissent Procedures**") is required.

Each registered holder of a Share is entitled to be paid the fair value of the holder's common shares ("**Shares**"), provided that the holder duly dissents to the Transaction and the Transaction becomes effective.

Beneficial Shareholders who exercise dissent rights must do so through their broker, custodian, nominee or intermediary. The dissent rights are those rights pertaining to the right to dissent from the Transaction Resolution that are contained in Sections 237 to 247 of the BCA (the "**Dissent Rights**"). A shareholder ("**Shareholder**") is not entitled to exercise Dissent Rights in respect of Shares the holder votes in favour of the Transaction Resolution.

A brief summary of the Dissent Procedures is set out below.

This summary does not purport to provide a comprehensive statement of the procedures to be followed by a Dissenting Shareholder who seeks payment of the fair value of the Shares held and is qualified in its entirety by reference to Sections 237 to 247 of the BCA. Sections 237 to 247 of the BCA are reproduced in Appendix B to this Information Circular. The Dissent Procedures must be strictly adhered to and any failure by a Shareholder to do so may result in the loss of that holder's Dissent Rights. Accordingly, each Shareholder who wishes to exercise Dissent Rights should carefully consider and comply with the Dissent Procedures and consult such holder's legal advisors.

Written notice of dissent from the Transaction Resolution containing the information required by Section 242(4) of the BCA must be sent to the Company by a Dissenting Shareholder at least two (2) days before the Meeting or any date to which the Meeting may be postponed or adjourned. The Notice of Dissent should be delivered by registered mail to the Company at the address for notice described below. After the Transaction Resolution is approved by Shareholders and within one month after the Company notifies the Dissenting Shareholder of the Company's intention to act upon the Transaction Resolution pursuant to Section 243 of the BCA, the Dissenting Shareholder must send to the Company, a written notice that such holder requires the purchase of all of the Shares in respect of which such holder has given Notice of Dissent, together with the share certificate or certificates representing those Shares (including a written statement prepared in accordance with Section 244(1)(c) of the BCA if the dissent is being exercised by the Shareholder on behalf of a Beneficial Shareholder). A Dissenting Shareholder who does not strictly comply with the Dissent Procedures will not be entitled to be paid fair value for his, her or its Shares in respect of which the Dissent Rights are being exercised.

Any Dissenting Shareholder who has duly complied with Section 244(1) of the BCA will be entitled to receive the fair value that the Dissenting Shares had immediately before the passing of the Transaction Resolution.

All notices of dissent to the Transaction pursuant to Section 242 of the BCA should be sent to the Company: (i) at 250 – 750 West Pender Street, Vancouver, BC V6C 2T7; or (ii) by email to: Jeremy Woodgate (Attention: Chief Financial Officer).

SCHEDULE "C"

RIGHTS OF DISSENT

BUSINESS CORPORATIONS ACT (BRITISH COLUMBIA)

Division 2 — Dissent Proceedings

Definitions and application

237 (1) In this Division:

"dissenter" means a shareholder who, being entitled to do so, sends written notice of dissent when and as required by section 242;

"notice shares" means, in relation to a notice of dissent, the shares in respect of which dissent is being exercised under the notice of dissent;

"payout value" means,

- (a) in the case of a dissent in respect of a resolution, the fair value that the notice shares had immediately before the passing of the resolution,
- (b) in the case of a dissent in respect of an arrangement approved by a court order made under section 291 (2) (c) that permits dissent, the fair value that the notice shares had immediately before the passing of the resolution adopting the arrangement,
- (c) in the case of a dissent in respect of a matter approved or authorized by any other court order that permits dissent, the fair value that the notice shares had at the time specified by the court order, or
- (d) in the case of a dissent in respect of a community contribution company, the value of the notice shares set out in the regulations, excluding any appreciation or depreciation in anticipation of the corporate action approved or authorized by the resolution or court order unless exclusion would be inequitable.

(2) This Division applies to any right of dissent exercisable by a shareholder except to the extent that

- (a) the court orders otherwise, or
- (b) in the case of a right of dissent authorized by a resolution referred to in section 238 (1) (g), the court orders otherwise or the resolution provides otherwise.

Right to dissent

238 (1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent as follows:

- (a) under section 260, in respect of a resolution to alter the articles
 - (i) to alter restrictions on the powers of the company or on the business the company is permitted to carry on,

- (ii) without limiting subparagraph (i), in the case of a community contribution company, to alter any of the company's community purposes within the meaning of section 51.91, or
 - (iii) without limiting subparagraph (i), in the case of a benefit company, to alter the company's benefit provision;
- (b) under section 272, in respect of a resolution to adopt an amalgamation agreement;
- (c) under section 287, in respect of a resolution to approve an amalgamation under Division 4 of Part 9;
- (d) in respect of a resolution to approve an arrangement, the terms of which arrangement permit dissent;
- (e) under section 301 (5), in respect of a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- (f) under section 309, in respect of a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
- (g) in respect of any other resolution, if dissent is authorized by the resolution;
- (h) in respect of any court order that permits dissent.

(1.1) A shareholder of a company, whether or not the shareholder's shares carry the right to vote, is entitled to dissent under section 51.995 (5) in respect of a resolution to alter its notice of articles to include or to delete the benefit statement.

(2) A shareholder wishing to dissent must

- (a) prepare a separate notice of dissent under section 242 for
 - (i) the shareholder, if the shareholder is dissenting on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is dissenting,
- (b) identify in each notice of dissent, in accordance with section 242 (4), the person on whose behalf dissent is being exercised in that notice of dissent, and
- (c) dissent with respect to all of the shares, registered in the shareholder's name, of which the person identified under paragraph (b) of this subsection is the beneficial owner.

(3) Without limiting subsection (2), a person who wishes to have dissent exercised with respect to shares of which the person is the beneficial owner must

- (a) dissent with respect to all of the shares, if any, of which the person is both the registered owner and the beneficial owner, and
- (b) cause each shareholder who is a registered owner of any other shares of which the person is the beneficial owner to dissent with respect to all of those shares.

Waiver of right to dissent

239 (1) A shareholder may not waive generally a right to dissent but may, in writing, waive the right to dissent with respect to a particular corporate action.

(2) A shareholder wishing to waive a right of dissent with respect to a particular corporate action must

- (a) provide to the company a separate waiver for
 - (i) the shareholder, if the shareholder is providing a waiver on the shareholder's own behalf, and
 - (ii) each other person who beneficially owns shares registered in the shareholder's name and on whose behalf the shareholder is providing a waiver, and
- (b) identify in each waiver the person on whose behalf the waiver is made.

(3) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on the shareholder's own behalf, the shareholder's right to dissent with respect to the particular corporate action terminates in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and this Division ceases to apply to

- (a) the shareholder in respect of the shares of which the shareholder is both the registered owner and the beneficial owner, and
- (b) any other shareholders, who are registered owners of shares beneficially owned by the first mentioned shareholder, in respect of the shares that are beneficially owned by the first mentioned shareholder.

(4) If a shareholder waives a right of dissent with respect to a particular corporate action and indicates in the waiver that the right to dissent is being waived on behalf of a specified person who beneficially owns shares registered in the name of the shareholder, the right of shareholders who are registered owners of shares beneficially owned by that specified person to dissent on behalf of that specified person with respect to the particular corporate action terminates and this Division ceases to apply to those shareholders in respect of the shares that are beneficially owned by that specified person.

Notice of resolution

240 (1) If a resolution in respect of which a shareholder is entitled to dissent is to be considered at a meeting of shareholders, the company must, at least the prescribed number of days before the date of the proposed meeting, send to each of its shareholders, whether or not their shares carry the right to vote,

- (a) a copy of the proposed resolution, and
- (b) a notice of the meeting that specifies the date of the meeting, and contains a statement advising of the right to send a notice of dissent.

(2) If a resolution in respect of which a shareholder is entitled to dissent is to be passed as a consent resolution of shareholders or as a resolution of directors and the earliest date on which that resolution can be passed is specified in the resolution or in the statement referred to in paragraph (b), the company may, at least 21 days before that specified date, send to each of its shareholders, whether or not their shares carry the right to vote,

- (a) a copy of the proposed resolution, and
- (b) a statement advising of the right to send a notice of dissent.

(3) If a resolution in respect of which a shareholder is entitled to dissent was or is to be passed as a resolution of shareholders without the company complying with subsection (1) or (2), or was or is to be passed as a directors' resolution without the company complying with subsection (2), the company must, before or within 14 days after the passing of the resolution, send to each of its shareholders who has not, on behalf of every person who beneficially owns shares registered in the name of the shareholder, consented to the resolution or voted in favour of the resolution, whether or not their shares carry the right to vote,

- (a) a copy of the resolution,
- (b) a statement advising of the right to send a notice of dissent, and
- (c) if the resolution has passed, notification of that fact and the date on which it was passed.

(4) Nothing in subsection (1), (2) or (3) gives a shareholder a right to vote in a meeting at which, or on a resolution on which, the shareholder would not otherwise be entitled to vote.

Notice of court orders

241 If a court order provides for a right of dissent, the company must, not later than 14 days after the date on which the company receives a copy of the entered order, send to each shareholder who is entitled to exercise that right of dissent

- (a) a copy of the entered order, and
- (b) a statement advising of the right to send a notice of dissent.

Notice of dissent

242 (1) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (a), (b), (c), (d), (e) or (f) or (1.1) must,

- (a) if the company has complied with section 240 (1) or (2), send written notice of dissent to the company at least 2 days before the date on which the resolution is to be passed or can be passed, as the case may be,
- (b) if the company has complied with section 240 (3), send written notice of dissent to the company not more than 14 days after receiving the records referred to in that section, or
- (c) if the company has not complied with section 240 (1), (2) or (3), send written notice of dissent to the company not more than 14 days after the later of
 - (i) the date on which the shareholder learns that the resolution was passed, and
 - (ii) the date on which the shareholder learns that the shareholder is entitled to dissent.

(2) A shareholder intending to dissent in respect of a resolution referred to in section 238 (1) (g) must send written notice of dissent to the company

- (a) on or before the date specified by the resolution or in the statement referred to in section 240 (2) (b) or (3) (b) as the last date by which notice of dissent must be sent, or
- (b) if the resolution or statement does not specify a date, in accordance with subsection (1) of this section.

(3) A shareholder intending to dissent under section 238 (1) (h) in respect of a court order that permits dissent must send written notice of dissent to the company

- (a) within the number of days, specified by the court order, after the shareholder receives the records referred to in section 241, or
- (b) if the court order does not specify the number of days referred to in paragraph (a) of this subsection, within 14 days after the shareholder receives the records referred to in section 241.

(4) A notice of dissent sent under this section must set out the number, and the class and series, if applicable, of the notice shares, and must set out whichever of the following is applicable:

- (a) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner and the shareholder owns no other shares of the company as beneficial owner, a statement to that effect;
- (b) if the notice shares constitute all of the shares of which the shareholder is both the registered owner and beneficial owner but the shareholder owns other shares of the company as beneficial owner, a statement to that effect and
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) a statement that notices of dissent are being, or have been, sent in respect of all of those other shares;
- (c) if dissent is being exercised by the shareholder on behalf of a beneficial owner who is not the dissenting shareholder, a statement to that effect and
 - (i) the name and address of the beneficial owner, and
 - (ii) a statement that the shareholder is dissenting in relation to all of the shares beneficially owned by the beneficial owner that are registered in the shareholder's name.

(5) The right of a shareholder to dissent on behalf of a beneficial owner of shares, including the shareholder, terminates and this Division ceases to apply to the shareholder in respect of that beneficial owner if subsections (1) to (4) of this section, as those subsections pertain to that beneficial owner, are not complied with.

Notice of intention to proceed

243 (1) A company that receives a notice of dissent under section 242 from a dissenter must,

- (a) if the company intends to act on the authority of the resolution or court order in respect of which the notice of dissent was sent, send a notice to the dissenter promptly after the later of
 - (i) the date on which the company forms the intention to proceed, and
 - (ii) the date on which the notice of dissent was received, or
- (b) if the company has acted on the authority of that resolution or court order, promptly send a notice to the dissenter.

(2) A notice sent under subsection (1) (a) or (b) of this section must

- (a) be dated not earlier than the date on which the notice is sent,
- (b) state that the company intends to act, or has acted, as the case may be, on the authority of the resolution or court order, and
- (c) advise the dissenter of the manner in which dissent is to be completed under section 244.

Completion of dissent

244 (1) A dissenter who receives a notice under section 243 must, if the dissenter wishes to proceed with the dissent, send to the company or its transfer agent for the notice shares, within one month after the date of the notice,

- (a) a written statement that the dissenter requires the company to purchase all of the notice shares,
- (b) the certificates, if any, representing the notice shares, and
- (c) if section 242 (4) (c) applies, a written statement that complies with subsection (2) of this section.

(2) The written statement referred to in subsection (1) (c) must

- (a) be signed by the beneficial owner on whose behalf dissent is being exercised, and
- (b) set out whether or not the beneficial owner is the beneficial owner of other shares of the company and, if so, set out
 - (i) the names of the registered owners of those other shares,
 - (ii) the number, and the class and series, if applicable, of those other shares that are held by each of those registered owners, and
 - (iii) that dissent is being exercised in respect of all of those other shares.

(3) After the dissenter has complied with subsection (1),

- (a) the dissenter is deemed to have sold to the company the notice shares, and
- (b) the company is deemed to have purchased those shares, and must comply with section 245, whether or not it is authorized to do so by, and despite any restriction in, its memorandum or articles.

(4) Unless the court orders otherwise, if the dissenter fails to comply with subsection (1) of this section in relation to notice shares, the right of the dissenter to dissent with respect to those notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares.

(5) Unless the court orders otherwise, if a person on whose behalf dissent is being exercised in relation to a particular corporate action fails to ensure that every shareholder who is a registered owner of any of the shares beneficially owned by that person complies with subsection (1) of this section, the right of shareholders who are registered owners of shares beneficially owned by that person to dissent on behalf of that person with respect to

that corporate action terminates and this Division, other than section 247, ceases to apply to those shareholders in respect of the shares that are beneficially owned by that person.

(6) A dissenter who has complied with subsection (1) of this section may not vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, other than under this Division.

Payment for notice shares

245 (1) A company and a dissenter who has complied with section 244 (1) may agree on the amount of the payout value of the notice shares and, in that event, the company must

- (a) promptly pay that amount to the dissenter, or
- (b) if subsection (5) of this section applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(2) A dissenter who has not entered into an agreement with the company under subsection (1) or the company may apply to the court and the court may

- (a) determine the payout value of the notice shares of those dissenters who have not entered into an agreement with the company under subsection (1), or order that the payout value of those notice shares be established by arbitration or by reference to the registrar, or a referee, of the court,
- (b) join in the application each dissenter, other than a dissenter who has entered into an agreement with the company under subsection (1), who has complied with section 244 (1), and
- (c) make consequential orders and give directions it considers appropriate.

(3) Promptly after a determination of the payout value for notice shares has been made under subsection (2) (a) of this section, the company must

- (a) pay to each dissenter who has complied with section 244 (1) in relation to those notice shares, other than a dissenter who has entered into an agreement with the company under subsection (1) of this section, the payout value applicable to that dissenter's notice shares, or
- (b) if subsection (5) applies, promptly send a notice to the dissenter that the company is unable lawfully to pay dissenters for their shares.

(4) If a dissenter receives a notice under subsection (1) (b) or (3) (b),

- (a) the dissenter may, within 30 days after receipt, withdraw the dissenter's notice of dissent, in which case the company is deemed to consent to the withdrawal and this Division, other than section 247, ceases to apply to the dissenter with respect to the notice shares, or
- (b) if the dissenter does not withdraw the notice of dissent in accordance with paragraph (a) of this subsection, the dissenter retains a status as a claimant against the company, to be paid as soon as the company is lawfully able to do so or, in a liquidation, to be ranked subordinate to the rights of creditors of the company but in priority to its shareholders.

(5) A company must not make a payment to a dissenter under this section if there are reasonable grounds for believing that

- (a) the company is insolvent, or
- (b) the payment would render the company insolvent.

Loss of right to dissent

246 The right of a dissenter to dissent with respect to notice shares terminates and this Division, other than section 247, ceases to apply to the dissenter with respect to those notice shares, if, before payment is made to the dissenter of the full amount of money to which the dissenter is entitled under section 245 in relation to those notice shares, any of the following events occur:

- (a) the corporate action approved or authorized, or to be approved or authorized, by the resolution or court order in respect of which the notice of dissent was sent is abandoned;
- (b) the resolution in respect of which the notice of dissent was sent does not pass;
- (c) the resolution in respect of which the notice of dissent was sent is revoked before the corporate action approved or authorized by that resolution is taken;
- (d) the notice of dissent was sent in respect of a resolution adopting an amalgamation agreement and the amalgamation is abandoned or, by the terms of the agreement, will not proceed;
- (e) the arrangement in respect of which the notice of dissent was sent is abandoned or by its terms will not proceed;
- (f) a court permanently enjoins or sets aside the corporate action approved or authorized by the resolution or court order in respect of which the notice of dissent was sent;
- (g) with respect to the notice shares, the dissenter consents to, or votes in favour of, the resolution in respect of which the notice of dissent was sent;
- (h) the notice of dissent is withdrawn with the written consent of the company;
- (i) the court determines that the dissenter is not entitled to dissent under this Division or that the dissenter is not entitled to dissent with respect to the notice shares under this Division.

Shareholders entitled to return of shares and rights

247 If, under section 244 (4) or (5), 245 (4) (a) or 246, this Division, other than this section, ceases to apply to a dissenter with respect to notice shares,

- (a) the company must return to the dissenter each of the applicable share certificates, if any, sent under section 244 (1) (b) or, if those share certificates are unavailable, replacements for those share certificates,
- (b) the dissenter regains any ability lost under section 244 (6) to vote, or exercise or assert any rights of a shareholder, in respect of the notice shares, and
- (c) the dissenter must return any money that the company paid to the dissenter in respect of the notice shares under, or in purported compliance with, this Division.

