

GR SILVER MINING LTD.

Suite 1050 – 400 Burrard Street
Vancouver, BC V6C 3A6

MANAGEMENT INFORMATION CIRCULAR

as at **August 14, 2023** (except as indicated)

This information circular (“**Information Circular**”) is provided in connection with the solicitation of proxies by the management of **GR Silver Mining Ltd.** (the “**Company**”) for use at the Annual General Meeting of the shareholders of the Company (the “**Meeting**”) to be held on Monday, **September 18, 2023**, at Suite 600 – 890 West Pender Street, Vancouver, British Columbia at **3:00 p.m.** (Vancouver Time) and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General Meeting (“**Notice of Meeting**”).

The solicitation of proxies is made on behalf of the management of the Company. Such solicitation will be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Company. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Information Circular will be borne by the Company. The cost of the solicitation will be borne by the Company.

DISTRIBUTION OF MEETING MATERIALS

This Information Circular and related Meeting materials are being sent to both registered and non-registered holders of common shares of the Company.

If you are a non-registered holder and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding common shares on your behalf. “**Intermediary**” means a broker, a financial institution, an investment firm, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds securities on behalf of a non-registered shareholder.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one Intermediary, or if the shareholder is both a registered shareholder and a non-registered shareholder for different shareholdings. Any such shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each shareholding to ensure that all the common shares from the various shareholdings are represented and voted at the Meeting. Please return your voting instructions as specified in the appropriate voting information form.

PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy for the Company will constitute the persons named in the enclosed form of proxy as the shareholder’s proxyholder. The individuals whose names are printed in the enclosed form of proxy for the Meeting are directors and/or officers of the Company (the “**Management Proxyholders**”). The persons named in the enclosed form of proxy as Management Proxyholders have indicated their willingness to represent, as proxyholders, the shareholders who appoint them.

A shareholder has the right to appoint a person other than the Management Proxyholders to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder of the Company. Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder’s shares are to be voted.

Voting Of Proxies

Each shareholder may instruct his/her proxyholder how to vote its shares by completing the blanks in the enclosed proxy form. Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Each proxy must be dated and executed by the shareholder or its attorney authorized in writing or by an Intermediary acting on behalf of a shareholder (see "*Voting by Non-Registered Shareholders*" below). In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of the Company's registrar and transfer agent, TSX Trust Company, by mail or registered mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, or via the Internet at www.voteproxyonline.com, or by facsimile at 416-595-9593, or as otherwise indicated in the instructions contained in the form of proxy (including, where applicable, through the transfer agent's internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Voting by Non-Registered Shareholders

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their shares in their own name.

Shareholders who hold common shares through Intermediaries (such shareholders being collectively called "**Beneficial Shareholders**") should note that only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting.

If common shares are shown on an account statement provided to a Beneficial Shareholder by a broker or other Intermediary, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the central securities register of the Company. Such common shares will most likely be registered in the name of the broker or an agent of the broker or other Intermediary. In Canada, the vast majority of such common shares will be registered in the name of "CDS & Co.", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such common shares can only be voted by the Intermediary and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker or other Intermediary with this Information Circular and ensure that they direct the voting of their common shares in accordance with those instructions.**

Applicable regulatory policies require brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. In accordance with the requirements of National Instrument 54-101, the Company will distribute the Meeting materials to Intermediaries and clearing agencies for onward distribution to non-registered holders. The Company does not intend to pay Intermediaries to forward the Meeting materials if the non-registered holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the non-registered holders. In this case, such non-registered holder will not receive the

Meeting materials if the Intermediary does not assume the cost of delivery. Each Intermediary has its own mailing procedures and provides its own return instructions to clients.

Intermediaries are required to forward the Meeting materials to non-registered holders unless a non-registered holder has waived the right to receive Meeting materials. Generally, non-registered holders who have not waived the right to receive Meeting materials will be sent a voting instruction form which must be completed, signed and returned by the non-registered holder in accordance with the Intermediary's directions on the voting instruction form. Intermediaries often use service companies to forward the Meeting materials to non-registered holders. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of common shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such common shares are voted.**

In some cases, Beneficial Shareholders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Beneficial Shareholder but which is otherwise not completed. This form of proxy does not need to be signed by the Beneficial Shareholder, but, to be used at the Meeting, needs to be properly completed and deposited with TSX Trust Company as described under "*Completion and Return of Proxy*" above.

The purpose of these procedures is to permit non-registered holders to direct the voting of the common shares that they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the Proxy and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Revocation of Proxies

A proxy may be revoked at any time prior to the exercise thereof. If a registered shareholder who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the registered shareholder or by his/her attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited to the office of the Company's registrar and transfer agent, TSX Trust Company, by mail or registered mail at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, or by facsimile at 416.595.9593, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders (Beneficial Shareholders) who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

RECORD DATE AND VOTING SECURITIES

The directors of the Company have set the close of business on August 14, 2023, as the record date (the "**Record Date**") for the Meeting.

Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholders transfer shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, requests not later than 10 days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee will be entitled to vote such shares at the Meeting.

Voting at the Meeting will be by show of hands, with each shareholder present having one vote, unless a poll is requested or required, whereupon each shareholder or proxyholder present is entitled to one vote for each common share held.

The Company is authorized to issue an unlimited number of common shares without par value of which 268,677,306 common shares are issued and outstanding as at the Record Date. The Company has no other class of voting securities.

QUORUM

A quorum for the transaction of business at the Meeting shall be two persons who are, or who represent by proxy, shareholders who are entitled to vote at the Meeting. If any share entitled to be voted at a meeting of shareholders is held by two or more persons jointly, the persons or those of them who attend the meeting of shareholders constitute only one shareholder for the purpose of determining whether a quorum of shareholders is present.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of the directors and executive officers of the Company, and based on the Company's review of the records maintained by TSX Trust Company, electronic filings with the System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the voting rights attached to all outstanding shares of the Company as at the Record Date.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of the Company, any nominee for election as a director of the Company or any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors.

For the purpose of this disclosure, “**associate**” of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

EXECUTIVE COMPENSATION

The Company is a “venture issuer” as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* (“**Form 51-102F6V**”).

Definitions

In this Information Circular:

- ◆ “**Board**” means the board of directors of the Company.
- ◆ “**Chief Executive Officer**” or “**CEO**” means an individual who served as chief executive officer of the Company, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- ◆ “**Chief Financial Officer**” or “**CFO**” means an individual who served as chief financial officer of the Company, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.

- ◆ “Exchange” or “TSXV” means the TSX Venture Exchange.
- ◆ “Named Executive Officer” or “NEO” means each of the following individuals:
 - (i) a CEO;
 - (ii) a CFO;
 - (iii) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and
 - (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any non-NEO directors of the Company for the periods noted therein:

Table of compensation excluding compensation securities							
Name and position	Year Ended Dec 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Eric Zaunscherb <i>CEO, Chair & Director⁽¹⁾</i>	2022	60,000	Nil	Nil	Nil	Nil	60,000
	2021	48,000 ⁽³⁾	Nil	Nil	Nil	Nil	48,000
Marcio Fonseca <i>President, COO & Director and Former CEO⁽²⁾</i>	2022	260,000	Nil	Nil	Nil	Nil	260,000
	2021	239,583	Nil	Nil	Nil	Nil	239,583
Blaine Bailey <i>CFO & corporate secretary⁽⁴⁾</i>	2022	175,000	Nil	Nil	Nil	Nil	175,000
	2021	146,417	Nil	Nil	Nil	Nil	146,417
Trevor Woolfe <i>VP Corporate Development & VP Exploration⁽⁵⁾</i>	2022	180,000	Nil	Nil	Nil	Nil	180,000
	2021	153,233	Nil	Nil	Nil	Nil	150,000
Gino DeMichele <i>Director⁽⁶⁾</i>	2022	7,250 ⁽⁷⁾	Nil	Nil	Nil	Nil	7,250
	2021	21,750 ⁽⁷⁾	Nil	Nil	Nil	Nil	21,750
Laura Diaz <i>Director</i>	2022	209,232 ⁽⁸⁾	Nil	Nil	Nil	Nil	209,232
	2021	268,337 ⁽⁸⁾	Nil	Nil	Nil	Nil	268,337
Brenda Dayton <i>VP Corporate Communications⁽⁹⁾</i>	2022	120,000	Nil	Nil	Nil	Nil	120,000
	2021	100,000	Nil	Nil	Nil	Nil	100,000
Honza Catchpole <i>Former VP Exploration⁽¹⁰⁾</i>	2022	212,500	Nil	Nil	Nil	Nil	212,500
	2021	169,846	Nil	Nil	Nil	Nil	169,846

Jonathan Rubenstein <i>Former Director</i> ⁽¹¹⁾	2022	6,000 ⁽¹¹⁾⁽¹³⁾	Nil	Nil	Nil	Nil	6,000
	2021	18,000 ⁽¹²⁾	Nil	Nil	Nil	Nil	18,000
Michael Thomson <i>Former Director</i> ⁽¹⁴⁾	2022	18,667 ⁽¹⁵⁾	Nil	Nil	Nil	Nil	18,667
	2021	28,000 ⁽¹⁵⁾	Nil	Nil	Nil	Nil	28,000

Notes:

- (1) Mr. Zaunserb was appointed Chair of the Board on July 1, 2021, and CEO of the Company effective March 1, 2022.
- (2) Mr. Fonseca ceased to be the CEO of the Company and was appointed Chief Operating Officer of the Company effective as of March 1, 2022.
- (3) \$30,000 was paid to Mr. Zaunserb for his services as Chair and \$18,000 was paid for director fees.
- (4) Subsequent to the 2022 fiscal year end, Mr. Bailey resigned as CFO effective April 30, 2023 and was re-appointed on July 8, 2023.
- (5) Mr. Woolfe was the Vice-President Exploration from July 31, 2018 – January 18, 2021, and was re-appointed to the position on March 1, 2022. Subsequent to the 2022 fiscal year end, Mr. Woolfe resigned as Vice-President Corporate Development and Vice-President Exploration on June 30, 2023. On July 7, 2023, Mr. Woolfe was appointed a director of the Company.
- (6) Subsequent to the 2022 fiscal year end, Mr. DeMichele resigned as a director on July 5, 2023.
- (7) In fiscal 2022, \$6,000 (2021 – \$18,000) was paid to Mr. DeMichele as director fees and \$1,250 (2021 – \$3,750) was paid for serving as Chair of the Compensation Committee.
- (8) In fiscal 2022, \$6,000 (2021 – \$18,000) was paid to Ms. Diaz as director fees and \$203,232 (2021 – \$250,337) was paid to a law firm of which Ms. Diaz is a lawyer and partner.
- (9) Ms. Dayton was appointed Vice-President Corporate Communications on February 19, 2021 and subsequent to the 2022 fiscal year end, Ms. Dayton ceased to serve in such position effective March 29, 2023.
- (10) Mr. Catchpole was appointed Vice-President Exploration on January 18, 2021 and ceased to serve in such position effective February 25, 2022.
- (11) Subsequent to the 2022 fiscal year end, Mr. Rubenstein resigned as a director of the Company effective January 31, 2023.
- (12) Director fees.
- (13) Excludes \$12,000 accrued director fees, which remains payable.
- (14) Mr. Thomson resigned as a director of the Company effective July 31, 2022.
- (15) In fiscal 2022, \$14,000 (2021 – \$21,000) was paid to Mr. Thomson as director fees and \$4,667 (2021 – \$7,000) was paid for serving as Chair of the Audit Committee.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to NEOs or non-NEO directors during the financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

There were a total of 9,734,157 outstanding stock options as at December 31, 2022, which were the only compensation securities outstanding as at such date. NEOs and non-NEO directors of the Company held the following compensation securities as at December 31, 2022:

- (1) As at December 31, 2022, Marcio Fonseca (President, COO and a director) held outstanding stock options exercisable for a total of 2,417,514 common shares of the Company, 1,917,514 of which were granted to Margeo Consulting Inc., a private company wholly owned by Marcio Fonseca: 617,514 options were exercisable at a price of \$0.30/share and expired March 1, 2023; 300,000 options were exercisable at a price of \$0.31/share and expired May 7, 2023; 350,000 options are exercisable at a price of \$0.22/share and expire December 19, 2023; 100,000 options are exercisable at a price of \$0.21/share and expire August 8, 2024; 300,000 options are exercisable at a price of \$0.185/share and expire November 27, 2024; 250,000 options are exercisable at a price of \$0.335/share and expire May 13, 2025; and 500,000 options are exercisable at a price of \$0.74/share and expire January 21, 2026.
- (2) As at December 31, 2022, Eric Zaunserb (CEO, Board Chair and a director) held outstanding stock options exercisable for a total of 475,000 common shares of the Company: 300,000 options are exercisable at a price of \$0.20/share and expire April 16, 2025; 50,000 options are exercisable at a price of \$0.335/share and expire May 13, 2025; and 125,000 options are exercisable at a price of \$0.74/share and expire January 21, 2026.
- (3) As at December 31, 2022, Blaine Bailey (CFO) held outstanding stock options exercisable for a total of 1,073,945 common shares of the Company: 138,945 options were exercisable at a price of \$0.30/share and expired March 1, 2023; 150,000 options were exercisable at a price of \$0.31/share and expired May 7, 2023; 200,000 options are exercisable at a price of \$0.22/share and expire December 19, 2023; 35,000 options are exercisable at a price of \$0.21/share and expire August 8, 2024; 150,000 options are exercisable at a price of \$0.185/share and expire November 27, 2024; 150,000 options are exercisable at a price of \$0.335/share and expire May 13, 2025; and 250,000 options are exercisable at a price of \$0.74/share and expire January 21, 2026.
- (4) As at December 31, 2022, Trevor Woolfe (Vice-President Corporation Development and Vice-President Exploration) held outstanding stock options exercisable for a total of 560,000 common shares of the Company: 150,000 options are exercisable at a price of \$0.22/share and expire December 19, 2023; 35,000

options are exercisable at a price of \$0.21/share and expire August 8, 2024; 150,000 options are exercisable at a price of \$0.185/share and expire November 27, 2024; 150,000 options are exercisable at a price of \$0.335/share and expire May 13, 2025; and 75,000 options are exercisable at a price of \$0.74/share and expire January 21, 2026.

- (5) As at December 31, 2022, Gino DeMichele (director) held outstanding stock options exercisable for a total of 825,698 common shares of the Company: 200,698 options were exercisable at a price of \$0.30/share and expired March 1, 2023; 200,000 options are exercisable at a price of \$0.22/share and expire December 19, 2023; 200,000 options are exercisable at a price of \$0.185/share and expire November 27, 2024; 100,000 options are exercisable at a price of \$0.335/share and expire May 13, 2025; and 125,000 options are exercisable at a price of \$0.74/share and expire January 21, 2026. As Mr. DeMichele resigned as a director on July 5, 2023, all options held by Mr. DeMichele will cease to be exercisable and will terminate on July 5, 2024.
- (6) As at December 31, 2022, Laura Diaz (director) held outstanding stock options exercisable for a total of 475,000 common shares of the Company: 350,000 options are exercisable at a price of \$0.78/share and expire September 14, 2025; and 125,000 options are exercisable at a price of \$0.74/share and expire January 21, 2026.
- (7) As at December 31, 2022, Brenda Dayton (former Vice-President Corporate Communications) held outstanding stock options exercisable for a total of 200,000 common shares of the Company, all of which are exercisable at a price of \$0.75/share and had an original expiry date of February 24, 2026. As Ms. Dayton ceased to be Vice-President Corporation Communications effective March 29, 2023, all options held by Ms. Dayton will cease to be exercisable and will terminate on March 29, 2024.
- (8) As at December 31, 2022, Jonathan Rubenstein (former director) held outstanding stock options exercisable for a total of 475,000 common shares of the Company: 350,000 options are exercisable at a price of \$0.78/share and had an original expiry date of September 14, 2025; and 125,000 options are exercisable at a price of \$0.74/share and had an original expiry date of January 21, 2026. As Mr. Rubenstein resigned as a director effective January 31, 2023, all options held by Mr. Rubenstein will cease to be exercisable and will terminate on January 31, 2024.
- (9) As at December 31, 2022, Michael Thomson (former director) held outstanding stock options exercisable for a total of 697,000 common shares of the Company: 200,000 options were exercisable at a price of \$0.30/share and expired March 1, 2023; 40,000 options are exercisable at a price of \$0.22/share and had an original expiry date of December 19, 2023; 50,000 options are exercisable at a price of \$0.185/share and had an original expiry date of November 27, 2024; 100,000 options are exercisable at a price of \$0.335/share and had an original expiry date of May 13, 2025; 125,000 options are exercisable at a price of \$0.74/share and had an original expiry date of January 21, 2026; and 182,000 options are exercisable at a price of \$0.20/share and had an original expiry date of January 26, 2027. As Mr. Thomson resigned as a director effective July 31, 2022, all outstanding options held by Mr. Thomson ceased to be exercisable and terminated on July 31, 2023.

No compensation securities were exercised by an NEO or non-NEO director during the financial year ended December 31, 2022.

External Management Companies

During the year ended December 31, 2022, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

Employment, Consulting and Management Agreements

The Company has entered into agreements or arrangements under which it pays its NEOs, directors and other executive officers as follows:

Named Executive Officers & Other Executive Officers

1. Eric Zaunscherb – CEO, Board Chair and a director

Mr. Zaunscherb was appointed the Chair of the Board on July 1, 2021, and the CEO of the Company effective March 1, 2022.

The Board approved the payment of \$5,000/month to Mr. Zaunscherb commencing July 1, 2021, in consideration for his services as Chair, pursuant to a verbal arrangement between the parties. Commencing March 1, 2022, Mr. Zaunscherb ceased to be paid for his services as Chair and thereafter and until April 1, 2023, was paid \$5,000/month for his services as CEO of the Company.

Mr. Zaunscherb and the Company entered into an executive employment agreement made effective as of April 1, 2023 (the “**CEO Agreement**”). Mr. Zaunscherb’s employment will continue until terminated in accordance with the termination provisions set out in the CEO Agreement. Pursuant to the CEO Agreement, effective April 1, 2023, Mr. Zaunscherb is paid an annual salary of \$100,000, less statutory deductions and remittances. The salary will be subject to review by the Company annually, and may be adjusted upwards by the Company in its sole discretion to reflect general economic conditions, performance and changes to Mr. Zaunscherb’s position and/or duties and responsibilities. Mr. Zaunscherb is eligible to receive, but not guaranteed, performance bonuses at such times and in such amounts as may be determined by the Board. Mr. Zaunscherb is also eligible to participate in the Company’s Omnibus Plan in effect from time to time. Any grant of options and other forms of security-based compensation thereunder will be made by the Board acting reasonably. The Company will grant stock options to Mr. Zaunscherb each business quarter effective April 1, 2023, up to a maximum of 1,100,000 stock options per calendar year, subject to the terms and conditions of the Omnibus Plan. (Management Note: Mr. Zaunscherb waived this provision for the quarter ended June 30, 2023, and, consequently, Mr. Zaunscherb was not granted options in the quarter ended June 30, 2023.) Pursuant to the CEO Agreement, Mr. Zaunscherb is entitled to participate in Company’s employee benefit plans, subject to all terms and conditions of such plans. The Company is required to provide and pay for officer liability insurance to cover all potential liability to Mr. Zaunscherb in providing services to the Company. The Company also provided an indemnity to Mr. Zaunscherb in relation thereto. Mr. Zaunscherb is entitled to four (4) weeks (20 working days) annual vacation per calendar year. Mr. Zaunscherb will be issued a computer laptop and any other devices, equipment or technology requested by him and approved by the Board for authorized business use purposes, and he will be reimbursed for charges related to cellular phone service/data plan as well as other expenses he incurs in performing his duties on behalf of the Company.

Mr. Zaunscherb may terminate the CEO Agreement at any time by providing 60 days’ prior written notice to the Company in which case he will be entitled to receive accrued and unpaid salary and vacation to the end of such notice period. Mr. Zaunscherb may also terminate the agreement under certain circumstances in the event of a change of control (as defined in the CEO Agreement) event, in which case he will be entitled to receive the severance set out below.

The Company may terminate the CEO Agreement any time for just cause without providing any notice of termination, pay in lieu of such notice, severance pay or any other termination entitlement (other than accrued and unpaid salary and vacation, if any due at the time of termination).

On any termination of the CEO Agreement by Mr. Zaunscherb at any time for Good Reason (as defined in the CEO Agreement)(but not following a change of control) or on termination by the Company for other than cause, the Company will pay Mr. Zaunscherb a lump sum cash payment equal to 24 months’ total compensation, in addition to accrued and unpaid salary and vacation, payment of all bonuses, short and long term incentive payments and other forms of security-based compensation, accrued due to the termination date, accelerated vesting of all unvested stock options and other forms of security-based compensation, subject to the terms of the Omnibus Plan and any expenses owing at the time of termination.

If a change of control occurs and at any time during the 9 month period following such change of control either the Company terminates Mr. Zaunscherb’s employment or Mr. Zaunscherb resigns employment for Good Reason, then Mr. Zaunscherb will be entitled to receive a lump sum cash payment equal to 18 months’ total compensation for a change of control that occurs before April 1, 2024, and thereafter a lump sum cash payment equal to 24 months’ total compensation.

Mr. Zaunscherb has covenanted not to seek employment or consulting work in the state of Sinaloa, Mexico without the prior approval of the Company for a period of 24 months following termination of the CEO Agreement.

Mr. Zaunscherb has entered into a confidentiality agreement with the Company.

2. Marcio Fonseca – President & COO and a director

Mr. Marcio Fonseca was appointed the CEO and President of the Company's predecessor, Goldplay Exploration Ltd. ("**Goldplay EL**"), on January 1, 2017. Goldplay EL and Soleil Capital Corp. amalgamated on March 1, 2018, forming the Company, at which time Mr. Fonseca was appointed CEO and President of the amalgamated Company. Mr. Fonseca continues to serve as President of the Company, however, effective as of March 1, 2022, Mr. Fonseca was appointed Chief Operating Officer ("**COO**") and ceased to be CEO of the Company.

Prior to January 1, 2021, Mr. Fonseca was engaged to provide services to the Company through his private consulting company, Margeo Consulting Inc. Commencing January 1, 2021, Mr. Fonseca entered into an executive employment agreement with the Company pursuant to which he was formally employed to provide full-time services as the CEO and President of the Company. Concurrent with his change of position from President and CEO to President and COO, Mr. Fonseca and the Company entered into an amended and restated agreement dated and made effective as of March 1, 2022 (the "**Amended & Restated Fonseca Agreement**").

Mr. Fonseca's employment will continue until terminated in accordance with the termination provisions set out in the Amended & Restated Fonseca Agreement. Pursuant to the Amended & Restated Fonseca Agreement, Mr. Fonseca is paid a base annual salary of \$260,000, less statutory deductions and remittances, paid monthly. The salary will be subject to review by the Company annually, and may be adjusted upwards by the Company in its sole discretion to reflect general economic conditions, performance and changes to Mr. Fonseca's position and/or duties and responsibilities. Mr. Fonseca is entitled to, but not guaranteed, performance bonuses at such times and in such amounts as may be determined by the Board. Mr. Fonseca is also eligible to participate in the Company's stock option plan in effect from time to time, with any grant of options thereunder being made by the Board in its sole discretion. Pursuant to the Amended & Restated Fonseca Agreement, Mr. Fonseca is entitled to participate in Company's employee benefit plans, if and when any are implemented by the Company. The Company is required to provide and pay for liability insurance to cover all potential liability to Mr. Fonseca in providing services to the Company, including officer liability insurance. Mr. Fonseca is entitled to six (6) weeks (30 working days) annual vacation per calendar year. Mr. Fonseca will be issued a computer laptop and any other devices, equipment or technology requested by him and approved by the Board for authorized business use purposes, and he will be reimbursed for charges related to cellular phone service/data plan as well as other expenses he incurs in performing his duties on behalf of the Company.

Mr. Fonseca may terminate the Amended & Restated Fonseca Agreement at any time by providing 30 days' prior written notice to the Company in which case he will be entitled to receive accrued and unpaid salary and vacation to the end of such notice period. Mr. Fonseca may also terminate the agreement under certain circumstances in the event of a change of control event, in which case he will be entitled to receive the severance set out below.

The Company may terminate the Amended & Restated Fonseca Agreement:

- (a) at any time for just cause without providing any notice of termination, pay in lieu of such notice, severance pay or any other termination entitlement (other than accrued and unpaid salary and vacation, if any due at the time of termination); or
- (b) except where such termination is made within 9 months following a change of control (as such term is defined in the Amended & Restated Fonseca Agreement), at any time without cause or upon disability of Mr. Fonseca provided that in such case the Company will provide Mr. Fonseca with (i) a payment equal to any salary due and owing and expenses owing as at the date of termination and (ii) a lump sum cash payment of the amount equal to 24 months' salary calculated at the salary

rate in effect at the time of termination, which payment will be inclusive of Mr. Fonseca's entitlement to notice and severance pay at common law or by statute.

If a change of control occurs and at any time during the 9 month period following such change of control either the Company terminates Mr. Fonseca's employment or Mr. Fonseca resigns employment for Good Reason (as such term is defined in the Amended & Restated Fonseca Agreement), then Mr. Fonseca will be entitled to receive a lump sum cash payment of the amount equal to 36 months' salary calculated at the salary rate in effect at the time of termination.

Mr. Fonseca has covenanted not to seek employment or consulting work in the state of Sinaloa, Mexico without the prior approval of the Company for a period of 24 months following termination of the Amended & Restated Fonseca Agreement. Mr. Fonseca has also entered into a confidentiality agreement with the Company.

3. Blaine Bailey - CFO

Mr. Bailey was re-appointed CFO of the Company on July 8, 2023, and is currently paid \$10,750/month for his services pursuant to a verbal arrangement between the parties. The Company intends to enter into a formal agreement with Mr. Bailey during fiscal 2023.

Non-NEO Directors

1. Non-NEO directors of the Company do not currently receive compensation for acting as a director of the Company. It is anticipated that any directors' fees that may be payable will be made on an ad hoc basis by the Board until such time as the Company has commercial revenues.
2. Non-NEO directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors.
3. Non-NEO directors are entitled to participate in the Omnibus Plan.

Oversight and Description of Director and NEO Compensation

Compensation Committee

The Board has appointed a Compensation Committee which is comprised of Fernando Jose Berdegue de Cima (chair), Larry Taddei and Eric Zaunscherb. The members of the Compensation Committee are experienced in the oversight of executive and operational management teams as a result of their experience with various private and public sector businesses. The members of the Compensation Committee review compensation policies of similar companies when making determinations about director and executive compensation. Final decisions concerning employment, consulting or other compensation arrangements between the Company and the directors or executive officers of the Company (or between any subsidiary of the Company and any director or executive officer) are considered and approved by the Compensation Committee and then put forward to the independent directors of the Board for final approval.

The Compensation Committee considers implications of the risks associated with the Company's compensation practices and policies as part of its oversight and stewardship of its affairs, and also considers previous grants of incentive stock options when making new grants.

Non-NEO Director Compensation

Non-NEO directors are currently not compensated for their services in their capacity as directors, except for the granting from time to time of equity compensation in accordance with the Omnibus Plan and the policies of the TSXV.

In December 2020, the Board engaged an independent expert to conduct an assessment of executive and director compensation. In furtherance of the recommendations made by the expert, the Board had implemented a formal fee

structure with respect to payment of fees to non-NEO directors for serving as directors of the Company such that, effective January 1, 2021, each non-NEO director of the Company was paid a retainer of \$24,000 per annum as directors' fees (pro-rated if services are for less than one year). In addition, commencing January 1, 2021, the Company paid an additional retainer of \$8,000 per annum to the Audit Committee Chair and \$5,000 per annum to the Compensation Committee Chair and commencing July 1, 2021, the Company paid an additional retainer of \$60,000 per annum to the Board Chair. Non-NEO director retainers were paid in quarterly installments.

Due to financial constraints, the majority of the non-NEO directors agreed to waive payment of a portion of their 2021, 2022 and 2023 retainers. In addition, commencing March 1, 2022, the Board Chair ceased to be paid a fee for such services as Mr. Zaunscherb is instead paid for his role as CEO of the Company commencing March 1, 2022.

Effective April 1, 2023, the Board terminated the formal fee structure and non-NEO directors are no longer compensated by the Company for their services in their capacity as directors, except for the granting from time to time of equity compensation under the Omnibus Plan. Should the Company's financial circumstances change in fiscal 2023, the Compensation Committee will consider and determine if changes are required with respect to compensation payable to the non-NEO directors of the Company, taking into consideration general industry standards for companies similar to the Company and the time and efforts provided to the Company by each non-NEO director, and will make its recommendation to the Board for approval of its non-NEO director compensation proposals.

Given the Company's current financial situation and its desire to preserve cash, the Board believes that the granting of equity compensation awards provides an alternative form of payment to non-NEO directors and, where applicable, reward for achieving results that improve Company performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of equity compensation should be made, the Compensation Committee considers: the number and terms of outstanding awards held by each non-NEO director; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; the current market conditions as at the time of the intended grant; general industry standards and the limits imposed by the terms of the Omnibus Plan and Exchange policies. The granting of awards allows the Company to pay and, if applicable, reward, non-NEO directors for their services and their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's award grants, including vesting provisions and exercise prices, are governed by the terms of the Omnibus Plan, described under "*Description of the Omnibus Plan*" below.

Non-NEO directors are also reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Named Executive Officer Compensation

The Company is a junior resource company focused on its principal silver and gold properties located in Mexico. The Company has, as of yet, no significant revenues from operations and from time to time operates with limited financial resources to ensure that funds are available to complete scheduled work programs on its properties. As a result, the Compensation Committee and the Board have to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company in the mid and long term.

Compensation paid to NEOs during the fiscal year ended December 31, 2022 is noted in the table above. The Company has contractual agreements/arrangements with its President & COO, CEO and CFO, all of which are described above under "*Employment, Consulting and Management Agreements*". It is anticipated that the compensation due and payable under these agreements/arrangements will remain an obligation of the Company during the next fiscal year.

As the Company advances its exploration properties and grows its business, the general objectives of the Company's compensation strategy will be to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the pursuit of the Company's goals and growth strategies and the long-term interests of shareholders; (c) provide a compensation package that enables the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the financial constraints that the Company is under.

In considering the compensation of its NEOs, the Compensation Committee considers how it can best balance the interests of the Company and provide competitive compensation to attract and retain officers who will contribute to the success of the Company, while mindful of the financial constraints of the Company. The Compensation Committee takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies. The Compensation Committee will make recommendations to the Board for its final approval of all consulting or other compensation arrangements between the Company and its NEOs. In December 2020, the Board engaged an independent expert to conduct an assessment of executive and director compensation and consequently such compensation was adjusted in fiscal 2021 to reflect the recommendations made by the expert (refer to “*Employment, Consulting and Management Agreements*” for further details on compensation payable to the NEOs).

An important element of executive compensation is the grant of equity compensation, which does not require cash disbursements by the Company. The Board believes that the granting of equity compensation awards provides a reward to NEOs for achieving results that improve Company performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company’s share price. In making a determination as to whether an award grant is appropriate and if so, the number and type of awards that should be granted, the Compensation Committee considers: the number and terms of outstanding awards held by each NEO; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; the current market conditions as at the time of the intended grant; general industry standards and the limits imposed by the terms of the Omnibus Plan and TSXV policies. The granting of awards allows the Company to pay and, if applicable, to reward NEOs for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company’s award grants, including vesting provisions and exercise prices, are governed by the terms of the Omnibus Plan, described under “*Description of the Omnibus Plan*” below.

Other than as described above, there are no other prerequisites provided to the NEOs. The Company does not use specific benchmark groups in determining compensation or any element of compensation.

Pension Disclosure

No pension is provided to a non-NEO director or Named Executive Officer of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Omnibus Plan, being the Company’s only equity compensation plan as of December 31, 2022. The Omnibus Plan was most recently approved by the Company’s shareholders at its last annual general meeting on September 6, 2022. The following information is as at December 31, 2022:

Plan Category	Number of common shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by Shareholders	9,734,157	\$0.42	32,935,503
Equity Compensation Plans not approved by Shareholders	Nil	N/A	N/A
TOTAL:	9,734,157		32,935,503

Notes:

- (1) Based on the total number of shares that may be issued under the Omnibus Plan, being comprised of: (a) shares that may be issued pursuant to the grant of stock options of up to 10% of the issued and outstanding shares as at the date of grant of the options and (b) up to 19,521,680 shares that may be issued pursuant to the grant of Share Units (defined below) and other share-based compensation.

Description of the Omnibus Plan

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

- ◆ The Omnibus Plan is administered by the Board and permits the Company to grant: (i) stock options (“**Options**”), (ii) restricted share units (“**RSUs**”), (iii) deferred share units (“**DSUs**”), (iv) performance share units (“**PSUs**”) and (v) other share-based awards (the “**Other Share-Based Awards**”, and together with the Options, RSUs, DSUs, PSUs and Other Share-Based Awards, the “**Awards**”) to directors, officers and other employees of the Company and its subsidiaries, and to consultants and other eligible service providers providing ongoing services to the Company and its subsidiaries (collectively, the “**Participants**”).
- ◆ The Omnibus Plan is a “rolling up to 10% and fixed up to 10%” plan, as such term is defined in TSXV Policy 4.4, permitting the issuance of:
 - (a) Options of up to ten (10%) percent of the issued and outstanding common shares of the Company as at the date of grant of the Options or issuance of any security based compensation; and
 - (b) RSUs, DSUs, PSUs (collectively, “**Share Units**”) and Other Share-Based Compensation Awards of up to 19,521,680 in respect of such Awards granted.
- ◆ Common shares covered by cancelled or terminated Awards will automatically become available shares for the purposes of Awards that may be subsequently granted under the Omnibus Plan.
- ◆ The maximum number of common shares that may be: (i) issued to Insiders (as such term is defined in TSXV policies) within any one-year period; or (ii) issuable to Insiders at any time, in each case, under the Omnibus Plan alone, or when combined with all of the Company’s other security-based compensation arrangements cannot exceed 10% of the aggregate number of common shares issued and outstanding from time to time determined on a non-diluted basis.
- ◆ **Stock Options**

An Option will be exercisable during a period established by the Board, which will commence on the date of the grant and terminate no later than 10 years after the date of grant of the Option, or such shorter period as the Board may determine. The minimum exercise price of an Option will be determined based on the Market Price (as such term is defined in TSXV policies) of the Company’s common shares on the TSXV on the last trading day before the date such Option is granted. The Omnibus Plan provides that the exercise period will automatically be extended if the date on which it is scheduled to terminate falls during a black-out period. In such cases, the extended exercise period will terminate 10 business days after the last day of the black-out period. In order to facilitate the payment of the exercise price of the Options, the Omnibus Plan has a cashless exercise feature pursuant to which a Participant may elect to undertake either a broker assisted “cashless exercise” or a “net exercise” subject to the procedures set out in the Omnibus Plan, including the consent of the Board, where required.

The Board will determine, in its sole discretion and at the time of grant, any and all conditions to the vesting of Options, subject to:

 - (a) Options granted to directors and officers of the Company will vest as to 1/3 on their date of grant and 1/3 on each of the first and second anniversaries of their date of the grant, subject to the terms of any employment agreement or other agreement between the Participant and the Company or the Board expressly providing to the contrary; and
 - (b) at all times when the Company is listed on the TSXV, Options granted to Participants retained to provide Investor Relations Activities must vest in a period of not less than 12 months from the date of grant of such Options and with no more than 25% of the Options vesting in any three month period.
- ◆ **RSUs, DSUs, PSUs and Other Share-Based Compensation Awards**

An RSU is a right to receive a common share issued from treasury upon settlement, subject to the terms of the Omnibus Plan and the applicable Award Agreement, which generally becomes vested, if at all, following

a period of continuous employment or engagement. The vesting period and settlement terms of any RSUs will be determined by the Board, in its sole discretion, at the time of grant, subject to the TSXV requirement that no RSU may vest before the date that is one year following the date it is granted or issued. Provided, however, that such vesting may be accelerated for a Participant who dies or who ceases to be an eligible Participant under the Omnibus Plan in connection with a change of control, take-over bid, reverse takeover or other similar transaction.

A PSU is a right to receive a common share issued from treasury upon settlement, subject to the terms of the Omnibus Plan and the applicable Award Agreement, which generally becomes vested subject to the attainment of performance criteria established by the Board in its discretion at the time of grant. The vesting period, performance criteria and settlement terms for any PSUs granted will be determined by the Board, in its sole discretion, at the time of the grant, subject to the TSXV requirement that no PSU may vest before the date that is one year following the date it is granted or issued. Provided, however, that such vesting may be accelerated for a Participant who dies or who ceases to be an eligible Participant under the Omnibus Plan in connection with a change of control, take-over bid, reverse takeover or other similar transaction.

The only Participants eligible to receive DSUs under the Omnibus Plan are non-employee directors of the Company. A DSU is a right to receive a common share issued from treasury upon settlement, subject to the terms of the Omnibus Plan and the applicable Award Agreement. From time to time, the Board may determine that a fixed portion of the director's fees payable to non-employee directors be paid in DSUs rather than cash. Non-employee directors may also elect to receive an increased number of DSUs in lieu of cash director's fees. No DSU may be settled prior to the date the non-employee director ceases to be a director of the Company for any reason, including change of control, resignation, retirement, death or failure to obtain re-election as a director.

The terms and conditions of grants of Share Units and Other Share-Based Compensation Awards, including the quantity, type of award, grant date, vesting conditions, vesting periods, settlement date and other terms and conditions with respect to these Awards, will be determined by the Board, in its sole discretion, subject to the policies of the TSXV, and will be set out in the Participant's Award Agreement. Notwithstanding the foregoing:

- (a) RSUs and PSUs must vest and be settled no later than the final business day of the third calendar year following the year in which such RSU or PSU was granted (and TSXV policies mandate that these Awards must vest no earlier than one year from the date of their grant); and
- (b) DSUs will not be settled prior to a Participant's retirement, termination of employment or directorship or death and in the case of a Canadian Participant, no later than one year following the date of the Participant's retirement, termination of employment or directorship or death.

On the settlement date of any Share Unit, each vested Share Unit will be redeemed for (a) one common share of the Company issued from treasury to the Participant or as the Participant may direct; (b) cash; or (c) a combination of common shares and cash, in each case determined by the Board in its sole discretion. Any cash payments made in respect of Share Units to be redeemed in cash will be calculated by multiplying the number of Share Units to be redeemed for cash by the Market Price per common share of the Company as at the settlement date.

Other Share-Based Awards must receive TSXV approval at their time of grant or issue.

- ◆ No more than 5% of the common shares outstanding at the time of grant may be reserved for issuance to any one person (including a company wholly-owned by that person) in any 12 month period, unless the Company has received disinterested shareholder approval to exceed such limit.
- ◆ No more than 2% of the common shares outstanding at the time of grant may be reserved for issuance to any one consultant of the Company in any 12 month period.
- ◆ No more than an aggregate of 2% of the common shares outstanding at the time of grant may be reserved for issuance to any person employed to provide investor relations activities in any 12 month period.
- ◆ Awards are non-assignable and non-transferable.

◆ ***Impact of Participant Ceasing to be Eligible Participant***

The following table describes the impact of certain events upon the rights of holders of Options and Share Units under the Omnibus Plan, including termination for Cause, resignation, retirement, termination other than for Cause or death, subject to the terms of a Participant's employment agreement, Award Agreement and/or the change of control provisions described in the Omnibus Plan:

Event	Provisions
Termination for Cause	Immediate forfeiture of all unexercised Options and all unvested Share Units
Retirement	All unvested Options and/or Share Units will continue to vest in accordance with their vesting schedules, and all vested Options and/or Share Units held may be exercised until the earlier of their expiry date or one (1) year following the retirement date; provided that if there is a breach of any post-employment restrictive covenants in favour of the Company then all Options and Share Units held by the Participant will immediately expire and the Participant will be required to pay the Company "in-the-money" amounts realized upon exercise following the retirement date.
Other Termination or Cessation	All unexercised unvested Options and Share Units will terminate on the effective date of termination or cessation. With respect to Options and Share Units that are vested and exercisable by the Participant on the effective date of termination or cessation, such Options and/or Share Units will expire on the earlier of: (i) their original expiry date; and (ii) one year after the effective date of termination or cessation of a Participant that is a Director or Officer of the Company or a Subsidiary; or 90 days after the effective date of termination or cessation of any other Participant.
Death	All unexercised unvested Options and Share Units will terminate on the date of death. Options and Share Units that are vested and exercisable by the Participant on the date of death will expire on the earlier of: (i) their original expiry date; and (ii) one year after the date of death.
Change of Control	If a Participant is terminated without Cause or resigns for good reason during the 12-month period following a change of control, or after the Company has signed a written agreement to effect a change of control but before the change of control is completed, then any unvested Options and Share Units will immediately vest and may be exercised prior to the earlier of 90 days of such date or the expiry date of such Options and Share Units.

◆ ***Change of Control***

In connection with a change of control of the Company, the Board will take such steps as are reasonably necessary or desirable to cause the conversion or exchange or replacement of outstanding Awards into, or for, rights or other securities of substantially equivalent (or greater) value in the continuing entity, as applicable. If the surviving successor or acquiring entity does not assume the outstanding Awards, or if the Board otherwise determines in its discretion, the Company will give written notice to all Participants advising that the Omnibus Plan will be terminated effective immediately prior to the change of control and all Awards, as applicable, will be deemed to be vested and, unless otherwise exercised, settle, forfeited or cancelled prior

to the termination of the Omnibus Plan, will expire or, with respect to the RSUs and PSUs be settled, immediately prior to the termination of the Omnibus Plan. In the event of a change of control, the Board has the power to: (i) make such other changes to the terms of the Awards as it considers fair and appropriate in the circumstances, provided such changes are not adverse to the Participants; (ii) otherwise modify the terms of the Awards to assist the Participants to tender into a takeover bid or other arrangement leading to a change of control, and thereafter; and (iii) terminate, conditionally or otherwise, the Awards not exercised or settled, as applicable, following successful completion of such change of control. If the change of control is not completed within the time specified therein (as the same may be extended), the Awards which vest will be returned by the Company to the Participant and, if exercised or settled, as applicable, the common shares issued on such exercise or settlement will be reinstated as authorized but unissued common shares and the original terms applicable to such Awards will be reinstated.

A copy of the Omnibus Plan may be obtained by contacting the corporate secretary of CanAlaska (see “*Additional Information*” below).

In accordance with TSXV policies, the portion of the Omnibus Plan that is a “rolling” stock option plan must receive approval of the Company’s shareholders yearly at the Company’s annual general meeting. Refer to “*Particulars of Matters to be Acted Upon – 5. Approval of the Continuation of the Omnibus Plan*” below.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No (a) director; (b) executive officer; (c) proposed nominee for election as a director; (d) associate of a director, executive officer or proposed nominee for election as a director; (e) employee; or (f) former director, executive officer or employee of the Company, is, as at the Record Date, or was at any time during the Company’s last completed financial year, indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, no informed person and none of the proposed directors of the Company or any associate or affiliate of any informed person or proposed director 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 or any of its subsidiaries.

Applicable securities legislation defines “**informed person**” to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

MANAGEMENT CONTRACTS

During the year ended December 31, 2022, no management functions of the Company were to any substantial degree performed by a person other than the directors or NEOs of the Company.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that each reporting company disclose its corporate governance practices on an annual basis. The Company’s general approach to corporate governance is summarized below.

Board of Directors

Independence

The Company has six (6) directors: Eric Zaunscherb, Marcio Fonseca, Fernando Berdegue de Cima, Laura Diaz, Larry Taddei and Trevor Woolfe.

Section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) sets out the standard for director independence. Under NI 52-110, a director is independent if he or she has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in section 1.4 of NI 52-110, two directors are independent: Fernando Berdegue de Cima and Larry Taddei. Eric Zaunscherb is not independent by virtue of the fact that he is an executive officer of the Company (CEO). Marcio Fonseca is not independent by virtue of the fact that he is an executive officer of the Company (President and COO). Laura Diaz is not independent by virtue of the fact that a law firm in which she is a partner has been paid for services provided to the Company during the past three years. Trevor Woolfe is not independent by virtue of the fact that he was the Company’s Vice-President Exploration and Vice-President Corporate Development within the past three years (having terminated these positions on June 30, 2023).

Other Directorships

Certain directors are presently a director of one or more other reporting issuers or reporting issuer equivalents, as set out below:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Laura Diaz	Magna Gold Corp. Silvercrest Metals Inc.
Eric Zaunscherb	Critical Elements Lithium Corp. Outback Goldfields Corp TriStar Gold Inc.

Orientation and Continuing Education

The Company has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an ad hoc basis through discussions and meetings with other directors, officers and employees where a thorough description of the Company’s business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

The Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Company’s operations through periodic discussions and through presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Company’s development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has not adopted a formal written Code of Business Conduct and Ethics. In recruiting new Board members, the Board considers only persons with a demonstrated record of ethical business conduct.

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

Nomination of Directors

The Board has not adopted a written mandate or formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among committee and Board members. New nominees must have at track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives and have a willingness to serve.

Compensation

The Board has a Compensation Committee comprised of Fernando Berdegue de Cima (Chair), Larry Taddei and Eric Zaunscherb.

The Board has not adopted a written mandate with respect to determining compensation for the directors and NEOs. However, the Board has adopted informal procedures such that the primary purpose of the Compensation Committee is to review and make recommendations to the Board regarding all forms of compensation to be provided to officers and employees, including incentive stock option compensation; discharge the Board's responsibilities relating to compensation of executive officers in accordance with applicable rules and regulations; and review and make recommendations to the Board regarding all forms of compensation to be provided to the directors of the Company, including incentive stock option compensation.

Refer to "*Oversight and Description of Director and NEO Compensation*" above for a detailed description of the Company's compensation policies.

Other Board Committees

The Company does not have any committees other than the Compensation Committee and an Audit Committee (see "*Audit Committee*" below).

Assessments

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size and its stage of development, the Board considers a formal assessment process to be inappropriate at this time.

Audit Committee

NI 52-110 requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee's mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system, reviews and appraises the work of the external auditors, and provides an open avenue of communication between the external auditors, senior management and the Board.

The Audit Committee Charter

The Company's Board has adopted an Audit Committee Charter which sets out the Audit Committee's mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors consisting of Larry Taddei (chair), Fernando Berdegue de Cima and Eric Zaunscherb. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate' for the purposes of NI 52-110.

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Larry Taddei	Yes	Yes
Fernando Berdegue de Cima	Yes	Yes
Eric Zaunscherb	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Company is not independent, nor is a director that is paid consulting fees for non-director services provided to the Company.
- (2) To be considered financially literate, a member of the Audit Committee must have 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 reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;
- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting, are as follows:

Member	Education/Experience
Larry Taddei	Mr. Taddei is a Chartered Professional Accountant (“CPA” formally Chartered Accountant) having obtained his designation in 1990, and is a highly regarded and accomplished finance executive with experience in the natural resources sector spanning three decades. He has extensive international experience in the mining industry, with a particular focus on Mexico. Mr. Taddei was CFO of MAG Silver Corp from 2010 to 2022, where he was responsible for all aspects of the company’s financial operations including reporting, treasury, taxation, IT systems, insurance and risk management. He also played a key role in the company’s governance guidelines, policies, and procedures, as well as expanding ESG disclosures and policies
Fernando Berdegue de Cima	Mr. Berdegue de Cima has been a business entrepreneur for over 13 years, since obtaining a Bachelor in Finance from Instituto Tecnológico de Monterrey and a Master Degree in International Management from the IE Business School. He has been the CEO in three private companies, sits on the Board of his family business, El Cid Resorts, and has served as strategic advisor to a number of companies, including two public resource companies. He has over 8 years’ experience working in the resource sector.
Eric Zaunserb	Mr. Zaunserb is a mining company executive. He is a Canadian geologist (B.Sc. Geology 1984, McMaster University) with thirty-four years, and six cycles, of experience as a mining analyst. He gained the Chartered Financial Analyst designation from the CFA Institute in 1990. He most recently served as Managing Director, Research – Metals & Mining Analyst at Canaccord Genuity where he coordinated the firm’s global mining equity research team. In addition to Chairman and CEO of GR Silver Mining Ltd., Mr. Zaunserb is currently Chairman of Critical Elements Lithium Corp., and an Independent Director of Outback Goldfields Corp. and TriStar Gold Inc.

Audit Committee Oversight

Since the commencement of the Company’s most recent financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Reliance on Exemptions in NI 52-110 – Audit Committee Composition & Reporting Obligations

Since the Company is a “*venture issuer*” (as such term is defined in NI 52-110), it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of Part 3 *Composition of the Audit Committee* (as described in “*Composition of the Audit Committee*” above) and Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about an audit committee in the Company’s Annual Information Form, if any, and this Information Circular).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, attached hereto as Schedule “A”.

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees⁽¹⁾	Audit Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
December 31, 2022	\$102,000	Nil	\$19,400	\$16,500
December 31, 2021	\$123,000	Nil	\$26,150	Nil

Notes:

- (1) The aggregate fees billed by the Company's auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.
- (3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning. These services include the filing of the Company's annual tax returns.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.

PARTICULARS OF MATTERS TO BE ACTED UPON**1. Financial Statements and Auditor's Report**

The Board has approved the audited financial statements for the fiscal year ended December 31, 2022, together with the auditor's report thereon, copies of which have been sent to those shareholders who had requested receipt of same. Copies of these materials are also available on SEDAR+ at www.sedarplus.ca.

2. Re-Appointment of Auditors

Shareholders of the Company will be asked to vote for the approval of the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as auditor of the Company, to hold office until the next annual general meeting of the shareholders, or until its successor has been appointed, at a remuneration to be fixed by the directors.

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

3. Set Number of Directors

Management of the Company intends to propose a resolution to set the number of directors at five (5).

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

4. Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Company for the ensuing year. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election of the nominees listed below to the Board.** Each director elected will hold office until the close of the next annual general meeting or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated.

The following table sets out the names of management's nominees for election as directors, all offices in the Company each now holds, each nominee's current principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at August 14, 2023. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Province or State and Country of Residence and Position Held	Principal Occupation for the Past Five (5) Years	Director of the Company Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
ERIC ZAUNSCHERB ⁽²⁾⁽³⁾ Napanee, ON <i>CEO, Chairman & Director</i>	CEO of the Company (since Mar 1, 2022); President and founder of Lee, Zaunserb & Associates Inc., a metals and mining capital markets consulting and advisory company; Chairman of Critical Elements Lithium Corp. (since Sep 2020); Independent Director of Outback Goldfields Corp. (since Nov 2020); Independent Director of TriStar Gold Inc. (since Dec 2020); and Managing Director, Research – Metals & Mining Analyst at Canaccord Genuity (2014 – 2019)	Apr 16, 2020	925,000
MARCIO FONSECA Vancouver, BC <i>President, COO & Director</i>	COO of the Company (since Mar 1, 2022) and President of the Company/its predecessor (since Jan 2017) and a director of the Company/its predecessor (since Jun 2014); CEO of the Company (Jan 2017 – Mar 1, 2022); Vice President Corporate Development SilverCrest Mines (2013 – 2015); and Division Director Macquarie Bank. Metals Energy Capital Division (2004 – 2013)	Mar 1, 2018 (director of predecessor company since Jun 18, 2014)	8,698,251 ⁽⁴⁾
FERNANDO BERDEGUE DE CIMA ⁽²⁾⁽³⁾ Sinalo, Mexico <i>Director</i>	CEO of Durango Gold Corp. (since 2021) and Board member of family business, El Cid Resorts (CIDMEGA: BMV).	Jul 7, 2023	Nil
LARRY TADDEI ⁽²⁾⁽³⁾ Vancouver, BC <i>Director</i>	President and founder (since 2022) of Gingerlex Advisory Ltd., a mining financial consulting and advisory company; Chief Financial Officer of MAG Silver Corp. (2010 – 2022), a TSX listed company with its primary asset a world-class silver project in Mexico.	Jan 17, 2023	140,000
TREVOR WOOLFE Vancouver, BC <i>Director</i>	Founder (since 2012)/sole director of resource industry consulting entity, Shordean Pty. Ltd. (Australia); VP Corporate Development of GR Silver Mining Ltd. and its predecessor (Jul 2018 - Jun 2023); VP Exploration of GR Silver Mining Ltd and its predecessor (Jul 2018 – Jan 2021 and Mar 2022 – Jun 2023); and previously held the position as Managing Director/CEO of ASX-listed companies Anchor Resources Ltd and Oro Verde Limited	Jul 7, 2023	1,038,125

Notes:

- (1) This information has been furnished by the respective directors.
- (2) Denotes member of Audit Committee.
- (3) Denotes member of Compensation Committee.
- (4) 5,635,556 shares are held directly by Mr. Fonseca and 3,062,695 shares are held by Margeo Consulting Inc., a private company owned and controlled by Mr. Fonseca.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

- (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Penalties and Sanctions

To the knowledge of the Company, no proposed director:

- (a) 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
- (b) 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.

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

5. Approval of the Continuation of the Omnibus Plan

During the past year, the Company maintained the Omnibus Plan, which is comprised of a 10% rolling plan for stock options and a fixed plan of 19,521,680 common shares for awards of restricted share units, performance share units, deferred share units and all other non-Option awards, all as described above under “*Description of the Omnibus Plan*” above. The Omnibus Plan was approved by the Company’s shareholders at the last annual general meeting on September 6, 2022. In accordance with TSXV policies, as this is a “rolling” plan it must receive approval of the shareholders yearly at the Company’s annual general meeting. Accordingly, shareholders will be asked at the Meeting to consider, and if thought fit, to approve the following ordinary resolution ratifying and approving the continued use of the Omnibus Plan.

“BE IT RESOLVED, as an ordinary resolution, that, subject to regulatory approval:

1. the Company’s Omnibus Long-Term Incentive Plan (the “**Omnibus Plan**”), details of which are set forth in the Company’s Information Circular dated August 14, 2023, be and is hereby re-approved, confirmed and ratified;
2. the Board be and is hereby authorized to grant Awards (as such term is defined in the Omnibus Plan) pursuant and subject to the terms and conditions of the Omnibus Plan;
3. the Board, or any committee created by the Board as permitted under the Omnibus Plan, be and is hereby authorized to make such amendments to the Omnibus Plan from time to time as the Board may, in its discretion, consider to be appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and in certain cases, in accordance with the terms of the Omnibus Plan, the shareholders of the Company; and
4. 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 or her opinion may be necessary or desirable to give effect to the foregoing resolutions.”

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company concerning the Company and its operations is available on SEDAR+ at www.sedarplus.ca. Financial information concerning the Company is provided in its comparative financial statements and management’s discussion and analysis for the Company’s most recently completed financial year. Copies of this information are available either on SEDAR+ or by contacting the Company at its offices located at Suite 1050 – 400 Burrard Street, Vancouver, BC V6C 3A6; Att: CFO; Phone: 604.323.3989.

OTHER MATTERS TO BE ACTED UPON

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the Board.

ON BEHALF OF THE BOARD OF DIRECTORS

“Eric Zaunscherb”

Eric Zaunscherb
CEO & Director

**Schedule “A”
to Information Circular of
GR Silver Mining Ltd.
(August 14, 2023)**

AUDIT COMMITTEE CHARTER

1. Mandate

The Audit Committee (the “**Committee**”) of the board of directors (the “**Board**”) of GR Silver Mining Ltd. (the “**Company**”) is a standing committee of the Board whose primary function is to assist the Board in fulfilling its oversight responsibilities by reviewing (1) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (2) the internal controls that management and the Board have established; and (3) the audit, accounting and financial reporting processes generally.

In meeting these responsibilities, the Committee will:

- (a) monitor the financial reporting process and internal control system;
- (b) review and appraise the work of the external auditors; and
- (c) provide an open avenue of communication between the external auditors, senior management and the Board.

The external auditors are accountable to the shareholders through the Committee. The Committee is responsible for ensuring that the external auditors comply with the requirements stipulated in this Charter and satisfying itself of the external auditors’ independence.

2. Composition

The Committee shall be composed of a minimum of three directors of the Company, a majority of whom are independent. An independent director, as defined in National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) is a director who has no direct or indirect material relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a members independent judgment or as otherwise determined to be independent in accordance with NI 52-110.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Committee’s Charter, the definition of “financially literate” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company’s financial statements.

The members of the Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience. The chairperson of the Committee (the “**Chairperson**”) shall be appointed by the Board for a one-year term, and may serve any number of consecutive terms.

3. Meetings

The Committee shall try to meet at least four times per year and may call special meetings as required. A quorum at meetings of the Committee shall be its Chairperson and one of its other members or the Chairman of the Board. The Committee may hold its meetings, and members of the Committee may attend meetings, by telephone conference if this is deemed appropriate.

The Chairperson shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the Committee. The Committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.

The minutes of the Committee meetings shall accurately record the decisions reached and shall be distributed to Committee members with copies to the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

4. Responsibilities and Duties

Audit Committee

To fulfill its responsibilities and duties, the Committee shall:

- (a) Review this Charter annually, and update if necessary.
- (b) 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.
- (c) Where the Committee deems it necessary, obtain a formal written statement of the external auditors setting forth all relationships between the external auditors and the Company.
- (d) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (e) Take, or recommend that the full Board, take appropriate action to oversee the independence of the external auditors.
- (f) Recommend to the Board the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (g) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - (i) the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent (5%) of the total amount of fees paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;
 - (ii) such services were not recognized by the Company at the time of the engagement to be non-audit services; and
 - (iii) such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Chairperson

The fundamental responsibility of the Chairperson is to be responsible for the management and effective performance of the Committee and provide leadership to the Committee in fulfilling its mandate and any other matters delegated to it by the Board. To that end, the Chairperson's responsibilities shall include:

- (a) working with the Chairman of the Board, the Chief Executive Officer and the Secretary to establish the frequency of Committee meetings and the agendas for meetings;
- (b) providing leadership to the Committee and presiding over Committee meetings;
- (c) facilitating the flow of information to and from the Committee and fostering an environment in which Committee members may ask questions and express their viewpoints;
- (d) reporting to the Board with respect to the significant activities of the Committee and any recommendations of the Committee;
- (e) leading the Committee in annually reviewing and assessing the adequacy of its mandate and evaluating its effectiveness in fulfilling its mandate; and
- (f) taking such other steps as are reasonably required to ensure that the Committee carries out its mandate.

5. Financial Reporting Processes

- (a) Review, discuss and recommend to the Board for approval, the annual audited financial statements and related "management's discussion and analysis" prior to delivery to shareholders, and where applicable, filing with securities regulatory authorities.
- (b) Review and discuss with the external auditors the results of their reviews and audit, any issues arising and management's response, including any restrictions on the scope of the external auditors' activities or requested information and any significant disagreements with management, and resolving any disputes.
- (c) Review, discuss, approve, or recommend to the Board for approval, the quarterly financial statements and quarterly "management's discussion and analysis" prior to delivery to shareholders, and where applicable, filing with securities regulatory authorities.
- (d) Review and discuss with management and the external auditors the Company's critical accounting policies and practices, material alternative accounting treatments, significant accounting and reporting judgments, material written communications between the external auditor and management (including management representation letters and any schedule of unadjusted differences) and significant adjustments resulting from the audit or review.
- (e) Where applicable, review and discuss with management the Company's earnings press releases, and such other relevant public disclosures containing financial information as the Committee may consider necessary or appropriate.
- (f) Where applicable, review and discuss with management the disclosure controls relating to the Company's public disclosure of financial information, including information extracted or derived from the financial statements, and periodically assess the adequacy of such procedures.
- (g) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (h) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (i) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

- (j) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (k) 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.
- (l) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (m) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (n) Review the certification process.
- (o) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

6. Other

Review any related-party transactions.

ADOPTED BY THE BOARD OF DIRECTORS: MARCH 1, 2018