

**SOLSTICE GOLD CORP.**  
1055 West Georgia Street, 1500 Royal Centre  
P.O. Box 11117, Vancouver, British Columbia Canada V6E 4N7  
Tel: 604-622-5040

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING**

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the “**Meeting**”) of Solstice Gold Corp. (the “**Company**”) will be held at Suite 550, 800 West Pender Street, Vancouver, British Columbia (the “**Meeting Location**”), on Wednesday, December 04, 2024 (the “**Meeting Date**”) at 09:00 a.m. Pacific Time, for the following purposes:

1. to present the financial statements of the Company, together with the auditor’s report thereon, for the fiscal year ended June 30, 2024;
2. to consider and, if deemed advisable, to pass an ordinary resolution setting the number of directors of the Company for the ensuing year at five;
3. to consider and, if deemed advisable, to pass an ordinary resolution electing the directors of the Company for the ensuing year;
4. to appoint Davidson and Company LLP, Chartered Professional Accountants, as auditor for the Company for the ensuing year and to authorize the directors to set the auditor’s remuneration;
5. to consider and, if thought appropriate, pass an ordinary resolution authorizing, approving, ratifying and confirming the Company’s rolling stock option plan, as more particularly described in the accompanying management information circular (the “**Information Circular**”);
6. To approve the special resolution to amend the Articles of the Company to grant authorization to the Board to effect a consolidation or subdivision of the Company’s issued share capital as and when the Board of Directors may determine, as more particularly described in the accompanying management information circular (the “**Information Circular**”); and
7. to transact such other business as may properly be brought before the Meeting or any adjournment or adjournments thereof.

**IMPORTANT NOTICE**

The Meeting is currently scheduled to take place in person at the Meeting Location on the Meeting Date at 09:00 a.m. (Pacific Time).

An Information Circular accompanies this Notice. The Information Circular contains details of matters to be considered at the Meeting.

Only shareholders of record on October 29, 2024 will be entitled to vote in person at the Meeting, subject to the foregoing important notice. Registered shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting are requested to complete, date and sign the enclosed form of proxy and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Non-registered shareholders who plan to attend the Meeting, subject to the foregoing important notice, must follow the instructions set out in the form of proxy or voting instruction form to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

The audited financial statements for the year ended June 30, 2024, the report of the auditor and related management discussion and analysis will be made available at the Meeting and are available on [www.sedarplus.com](http://www.sedarplus.com).

DATED at Vancouver, British Columbia, November 01, 2024.

**ON BEHALF OF THE BOARD OF DIRECTORS**

**“David Adamson”**

---

**DAVID ADAMSON**

Chairman & Director

## INFORMATION CIRCULAR

### FOR THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

This information is given as of November 01, 2024, unless otherwise noted

#### GENERAL INFORMATION

The annual general and special meeting (the “**Meeting**”) of the shareholders of **SOLSTICE GOLD CORP.** (the “**Company**”) is currently scheduled to take place in person at Suite 550 – 800 West Pender Street Vancouver, British Columbia on December 04, 2024 at 09:00 a.m. (Pacific Time). Only registered shareholders, non-registered shareholders who have followed the procedures described in this information circular (the “**Information Circular**”) and their respective proxyholders will be allowed to attend the Meeting physically in person.

#### SOLICITATION OF PROXIES

This Information Circular is provided to registered and beneficial owners of the common shares of the Company (the “**Common Shares**”) in connection with the solicitation of proxies by the management of the Company for use at the Meeting, to be held at the time and place and for the purposes set forth in the accompanying notice of Meeting and at any adjournment thereof. This Information Circular and other proxy-related materials are not provided to registered or beneficial owners of the Common Shares under the notice and access provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

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

#### PERSONS OR COMPANIES MAKING THE SOLICITATION

**The enclosed instrument of proxy is solicited by management.** Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders’ nominees or agents (including brokers holding Common Shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

#### APPOINTMENT AND REVOCATION OF PROXIES

This Information Circular is accompanied by a management instrument of proxy that permits registered shareholders who do not attend the Meeting in person to have their Common Shares voted at the Meeting by a proxyholder appointed by the registered shareholder. The persons named in the accompanying instrument of proxy are directors or officers of the Company. **A shareholder has the right to appoint a person to attend and act for them on their behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, the shareholder must strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.**

**The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited at the Company’s transfer agent, Computershare Investor Services Inc., 100 University Avenue, 8<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1, at least 48 hours before the time of the Meeting or any adjournment thereof, excluding Saturdays, Sundays and holidays.**

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

**In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by: (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid; (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof; or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.**

#### **VOTING OF COMMON SHARES AND EXERCISE OF DISCRETION OF PROXIES**

On any poll, the persons named as proxyholder in the enclosed instrument of proxy will vote the Common Shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, or withholding a vote in respect of any resolution, will vote or withhold from voting as applicable, in accordance with such direction.

**In the absence of any direction in the instrument of proxy, it is intended that such Common Shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular.** The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the notice of Meeting and with respect to any other matters that may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

#### **NOTICE TO BENEFICIAL HOLDERS OF COMMON SHARES**

These securityholder materials are being sent to both registered and certain non-registered owners of the securities of the Company. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding Common Shares on your behalf.

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

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in the shareholder's name on the records of the

Company. Such Common Shares will most likely be registered under the names of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks).

Intermediaries are required to seek voting instructions from beneficial shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. There are two kinds of beneficial owners - those who object to their name being made known to the issuers of securities which they own (called "OBOs" or "**Objecting Beneficial Owners**") and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" or "**Non-Objecting Beneficial Owners**").

Management of the Company does not intend to pay for intermediaries to forward the proxy-related materials to OBOs. Accordingly, beneficial shareholders who are OBOs will not receive the materials unless their intermediary assumes the costs of delivery. In the event that voting instructions are requested from OBOs, such instructions will typically be sought by the shareholder receiving either a form of proxy or a voting instruction form ("**VIF**"). If a form of proxy or a VIF is supplied to you, an OBO or NOBO, by your broker, it will be similar to the proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada and the United States.

Broadridge obtains voting instructions by mailing a VIF which appoints the same persons as the Company's proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a beneficial shareholder of the Company), other than the persons designated in the VIF, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge's instructions. In addition, Broadridge provides both telephone and internet voting options, as described in the VIF. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting.

If you plan to vote in person at the Meeting:

- nominate yourself as the appointee to attend and vote at the Meeting by printing your name in the space provided on the enclosed VIF. Your vote will be counted at the Meeting so do NOT complete the voting instructions on the form;
- sign and return the form, following the instructions provided by your nominee; and
- register with the scrutineer when you arrive at the Meeting.

If you bring your completed VIF to the Meeting, your vote will not count. Your vote can only be counted if you have completed, signed and returned your VIF in accordance with the instructions above.

### **VOTING COMMON SHARES AND PRINCIPAL HOLDERS THEREOF**

As of the date of this Information Circular, there are 200,949,562 Common Shares in the authorized share structure of the Company without par value issued and outstanding, with each Common Share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person has one vote and, on a poll, every shareholder has one vote for each Common Share of which

he/she/it is the holder.

Only shareholders of record of the Company at the close of business on October 29, 2024 (the “**Record Date**”), will be entitled to have their Common Shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and officers of the Company, as at the date of this Information Circular, no person or corporation beneficially owns, directly or indirectly, or exercises control or direction over, 10% or more of the Common Shares, other than as set out below:

Name of Shareholder	Number of Common Shares <sup>(1)(2)</sup>	Percentage of Common Shares <sup>(1)(2)</sup>
Kevin Reid	32,253,833	16.1%
Michael Gentile	23,359,666	11.6%

Notes:

- (1) The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Company, has been obtained by the Company from publicly disclosed information and/or furnished by the relevant shareholder.
- (2) On a non-diluted basis.

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

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

Directors, proposed nominees for election as a director of the Company, and officers of the Company and their associates or affiliates may be interested in the approval of the Stock Option Plan (as defined below) as they may be eligible for the grant of Stock Options pursuant to the Stock Option Plan, if it is approved by shareholders at the Meeting and implemented. For more information about the Stock Option Plan, please see “*Stock Option Plans and Other Incentive Plans - Stock Option Plan*” below.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

For the purposes of this Information Circular, an “informed person” means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and

- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

Other than as disclosed below or elsewhere in this Information Circular, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

On August 10, 2023, the Company announced the closing of a private placement financing (the "**2023 Offering**") for gross proceeds of approximately \$563,325 through the issuance of: (i) 1,625,000 units of the Company (the "**National Units**") at \$0.04 per National Unit, whereby each National Unit comprised of one Common Share of the Company qualifying as a flow-through share (each, a "**FT Share**") for purposes of the *Income Tax Act* (Canada) and one-half of one warrant where one full warrant (each, a "**Warrant**") is exercisable for one Common Share at \$0.06 for 12 months from the closing date of the 2023 Offering; (ii) 7,846,500 units of the Company (the "**Ontario Units**") to residents in Ontario at \$0.05 per Ontario Unit, whereby each Ontario Unit comprised of one FT Share and one-half of one Warrant; and (iii) 3,028,500 units of the Company ("**Units**") at \$0.035 per Unit, each Unit comprised of one Common Share and one-half of one Warrant.

The following informed persons subscribed to the 2023 Offering:

- Kevin Reid, a former director and insider of the Company subscribed for 421,428 of Units for a purchase price of \$14,750;
- Blair Schultz, a director of the Company subscribed for 1,428,500 of Units for a purchase price of \$49,998;
- David Adamson, Executive Chairman of the board of directors (the "**Board**") and a director of the Company subscribed for 1,250,000 of National Units for a purchase price of \$50,000; and
- Pablo McDonald, CEO and a director of the Company subscribed for 89,640 of Ontario Units for a purchase price of \$4,482.

### QUORUM NECESSARY TO PASS RESOLUTIONS

Under the articles of the Company (the "**Articles**"), the quorum for the transaction of business at a meeting of the shareholders is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued Common Shares entitled to be voted at the meeting.

### STATEMENT OF EXECUTIVE COMPENSATION

#### Definitions

For the purpose of this Information Circular:

"**CEO**" means each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;

"**CFO**" means each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

“**compensation securities**” includes Stock Options, convertible securities, exchangeable securities and similar instruments, including stock appreciation rights, deferred share units and restricted stock units, granted or issued by the Company or any of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries; and

“**Named Executive Officer**” or “**NEO**” means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer, other than the CEO and the CFO, at the end of the most recently completed financial year whose total compensation exceeded \$150,000, calculated as prescribed, for that financial year;
- (d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

#### Compensation Excluding Compensation Securities

Particulars of compensation, excluding compensation securities, paid to each NEO and director in each of the two most recently completed financial years is set out in the table below. There were no other executive officers of the Company, or any of its subsidiaries, whose total compensation was, individually, more than \$150,000 at the end of the financial year ended June 30, 2024.

Name and position	Year ending	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Pablo McDonald <sup>(1)</sup> <i>CEO and Director</i>	6/30/24	\$205,208	N/A	N/A	Nil	Nil	\$205,208
	6/30/23	\$20,833	N/A	N/A	N/A	N/A	\$20,833
Mark Laycock <sup>(2)</sup> <i>CFO</i>	6/30/24	\$21,438	N/A	N/A	N/A	N/A	\$21,438
	6/30/23	Nil	N/A	N/A	N/A	N/A	Nil
Mike Timmins <sup>(3)</sup> <i>Former CEO and Director</i>	6/30/24	Nil	N/A	N/A	Nil	Nil	Nil
	6/30/23	\$180,000	N/A	N/A	Nil	Nil	\$180,000
David Adamson <sup>(4)</sup> <i>Executive Chairman &amp; Director</i>	6/30/24	\$90,000	N/A	N/A	Nil	Nil	\$90,000
	6/30/23	\$90,000	N/A	N/A	Nil	Nil	\$90,000
David Fischer <sup>(5)</sup>	6/30/24	\$75,000	N/A	N/A	Nil	Nil	\$75,000

<b>Name and position</b>	<b>Year ending</b>	<b>Salary, consulting fee, retainer or commission (\$)</b>	<b>Bonus (\$)</b>	<b>Committee or meeting fees (\$)</b>	<b>Value of perquisites (\$)</b>	<b>Value of all other compensation (\$)</b>	<b>Total compensation (\$)</b>
<b>Former CFO</b>	6/30/23	\$95,000	N/A	N/A	Nil	Nil	\$95,000
Michael Gentile <sup>(6)</sup> <b>Director</b>	06/30/24	\$12,000	Nil	N/A	Nil	Nil	\$12,000
	06/30/23	Nil	Nil	N/A	Nil	Nil	Nil
Blair Schultz <sup>(6)</sup> <b>Director</b>	06/30/24	Nil	Nil	N/A	Nil	Nil	Nil
	06/30/23	Nil	Nil	N/A	Nil	Nil	Nil
Lisa Doddridge <sup>(7)</sup> <b>Director</b>	06/30/24	\$15,000	Nil	N/A	Nil	Nil	\$15,000
	06/30/23	Nil	Nil	N/A	Nil	Nil	Nil

## Notes:

- (1) Mr. McDonald was appointed CEO on May 24, 2023. Mr. McDonald received his compensation in his capacity as CEO and did not receive any additional compensation for serving as a director of the Company in each of the two most recently completed financial years.
- (2) Mr. Laycock was appointed as CFO on April 1, 2024.
- (3) Mr. Timmins was appointed as a director on September 15, 2021 and CEO on October 18, 2022. Mr. Timmins resigned as both a director and CEO on March 31, 2023. Mr. Timmins received his compensation in his capacity as CEO and did not receive any additional compensation for serving as a director of the Company in the financial year ended June 30, 2023.
- (4) Mr. Adamson's compensation (as stated in the table) was received for his services as the [Chairman] of the Company (\$30,000) and (\$60,000) for consulting services for the two most recently completed financial years.
- (5) Mr. Fischer resigned as CFO on March 31, 2024.
- (6) Mr. Gentile and Mr. Schultz were appointed to the Board on June 10, 2020.
- (7) Ms. Doddridge was appointed to the Board on February 28, 2022.

### Stock Options and Other Compensation Securities

Particulars of compensation securities granted or issued to each NEO and director in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries is set out in the table below:

Name and Position <sup>(1)</sup>	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class <sup>(2)</sup>	Date of issue or grant (mm/dd/yy)	Issue, conversion or exercise price <sup>(3)</sup> (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date (mm/dd/yy)
Mark Laycock <sup>(4)</sup> <i>CFO</i>	Stock Options	600,000 4.1% <sup>(5)</sup>	04/01/2024	0.06	0.06	0.025	04/01/29

Notes:

- (1) As of June 30, 2024: (i) Mr. Adamson held 4,600,000 Stock Options; (ii) Mr. McDonald held 1,800,000 Stock Options; (iii) Ms. Doddridge held 500,000 Stock Options; (iv) Mr. Fischer held Nil Stock Options; (v) Mr. Schultz held 300,000 Stock Options; and (vi) Mr. Laycock held 600,000 Stock Options.
- (2) Each Stock Option entitles the holder to acquire one Common Share upon exercise.
- (3) No compensation securities were re-priced, cancelled or replaced, extended or otherwise materially modified during the most recently completed financial year.
- (4) The Stock Options issued to Mr. Laycock vest 1/3 on each of the date of grant and the first and second anniversary of the date of grant.
- (5) Percentile of the total issued Stock Options as of the date hereof.

No Stock Options were exercised by any of the NEO's or directors during the financial year ended June 30, 2024.

## Stock Option Plans and Other Incentive Plans

### *Stock Option Plan*

The Company currently has in place a 10% rolling incentive stock option plan (the “**Stock Option Plan**”). The Stock Option Plan provides that the directors of the Company may grant options to purchase Common Shares (“**Stock Options**”) to certain directors, officers, employees, management company employees and consultants of the Company and/or any of its affiliates (“**Eligible Persons**”) on terms that the Board may determine, subject to the provisions of the Stock Option Plan. The Stock Option Plan was most recently approved by the shareholders on December 15, 2023.

The purpose of the Stock Option Plan is to advance the interests of the Company, through the grant of Stock Options, by:

- (a) providing an incentive mechanism to foster the interest of Eligible Persons in the success of the Company and its affiliates;
- (b) encouraging Eligible Persons to remain with the Company or its affiliates; and
- (c) attracting certain new directors, officers, employees and consultants.

The following is a summary of certain provisions of the Stock Option Plan and is subject to, and qualified LEGAL\_45188799.4

in its entirety by, the full text of the Stock Option Plan. Capitalized terms not otherwise defined in the summary below have the meanings ascribed thereto in the Stock Option Plan.

- (a) The aggregate number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan shall not exceed 10% of the outstanding Common Shares at the time of granting of an Option, LESS the aggregate number of Common Shares then reserved for issuance pursuant to any Other Share Compensation Arrangement (as defined in the Stock Option Plan). For greater certainty, if an Option is surrendered, terminated or expires without being exercised, the Common Shares reserved for issuance pursuant to such Option shall be available for new Stock Options granted under this Plan.
- (b) The number of Common Shares reserved for issuance to any one person in any 12-month period under this Plan and any Other Share Compensation Arrangement shall not exceed 5% of the outstanding Common Shares at the time of the grant, unless the Company has obtained Disinterested Shareholder Approval to exceed such limit.
- (c) The number of Common Shares reserved for issuance to any one Consultant in any 12-month period under the Stock Option Plan and any Other Share Compensation Arrangement shall not exceed 2% of the outstanding Common Shares at the time of the grant.
- (d) The aggregate number of Common Shares reserved for issuance to certain persons performing Investor Relations Activities in any 12-month period under this Plan and any Other Share Compensation Arrangement shall not exceed 2% of the outstanding Common Shares at the time of the grant.
- (e) Unless the Corporation has received Disinterested Shareholder Approval to do so, the number of Common Shares issued to any one person within a 12-month period pursuant to the exercise of Stock Options granted under the Stock Option Plan and any Other Share Compensation Arrangement shall not exceed 5% of the outstanding Common Shares at the time of the exercise.
- (f) Stock Options shall only be granted to Eligible Persons. Subject to the provisions of the Stock Option Plan, the Board shall have the authority to: (i) determine the Eligible Persons to whom Stock Options are granted; (ii) grant Stock Options; and (iii) determine the terms and conditions in respect of any Option grant, including in respect of the manner in which an Option shall vest and become exercisable, provided that Stock Options granted to certain persons conducting Investor Relations Activities shall vest over a minimum of 12 months with no more than 25% of such Stock Options vesting in any three month period.
- (g) Subject to a minimum exercise price of \$0.05 per Common Share, the exercise price per Common Share for an Option shall not be less than the "Discounted Market Price", as calculated pursuant to the policies of the Exchange, or such other minimum price as may be required or permitted by the Exchange.
- (h) Every Option shall have a term not exceeding 10 years and shall therefore expire no later than 10 years after the date of grant.
- (i) Stock Options are subject to early termination in certain circumstances. If a Stock Option

holder who is an Officer, Employee or Consultant is terminated for cause, the Stock Options held by such holder shall terminate upon such termination for cause. If the Stock Option holder dies prior to ceasing to be an Eligible Person, the Stock Options held by such holder shall terminate no later than the earlier of the expiry date of such Stock Options and the date that is 12 months after the date of such holder's death. If the Stock Option holder ceases to be an Eligible Person other than as a result of termination for cause or death, then the Stock Options held by such holder shall terminate no later than the earlier of the expiry date of such Stock Options and the date which is 90 days after such event, subject to the Board's ability to extend the termination date pursuant to terms and conditions of the Stock Option Plan.

- (j) Stock Options may not be assigned or transferred.
- (k) The Stock Option Plan, the grant and exercise of Stock Options and the Company's obligation to issue and deliver any Common Shares upon exercise of Stock Options shall be subject to all applicable federal, provincial and foreign laws, policies, rules and regulations, to the policies, rules and regulations of any stock exchanges or other markets on which the Common Shares are listed or quoted for trading and to such approvals by any governmental or regulatory agency as may, in the opinion of counsel to the Company, be required.

Pursuant to the Stock Option Plan, a maximum of 20,949,562 representing 10% of the outstanding Common Shares may be reserved for issuance pursuant to Stock Options granted under the Stock Option Plan. As at the date hereof, the Company has an aggregate of 14,490,000 Stock Options issued and outstanding, leaving an aggregate of 5,604,956 Stock Options available to be granted under the Stock Option Plan.

Under the policies of the TSX Venture Exchange (the "TSXV" and such policies, the "TSXV Rules"), the Stock Option Plan must be approved by the Company's shareholders on implementation and yearly thereafter at each annual general meeting of the Company. Accordingly, at the Meeting, the Board intends to ask its shareholders to approve the Plan pursuant to an ordinary resolution, as more fully described below under "*Particulars of Matters to be Acted Upon*".

### **Employment, Consulting and Management Agreements**

Except as disclosed below, no services were provided to the Company during the most recently completed financial year by a director or Named Executive Officer, or any other party who provided services typically provided by a director or Named Executive Officer, pursuant to any employment, consulting or management agreement between the Company and any other party. Except as disclosed below, the Company has no agreement or arrangement with any director, Named Executive Officer or any other party with respect to any change of control of the Company or any severance, termination or constructive dismissal of any director, Named Executive Officer or any other party, or any incremental payments triggered by any such change of control, severance, termination or constructive dismissal.

The Company entered into consulting agreement with David Adamson on June 10, 2020 (the "**Adamson Agreement**") that terminated all previous contracts and agreements between the Company and Mr. Adamson. The termination of the previous agreements did not result in any severance or other costs to the Company. Under the terms of the Adamson Agreement, Mr. Adamson's position is unpaid. The Company contracts Mr. Adamson to perform the duties of the Chairman for a period of 24 months subject to renewal on mutual agreement. If at the request of the Board, Mr. Adamson exceeds 5 days dedicated to the Company

in a calendar month, he will be compensated for those days at a rate of \$1,000 per day. In recognition of the elimination of change of control provisions, and elimination of compensation in the Adamson Agreement, Mr. Adamson was issued 1,500,000 Stock Options exercisable at \$0.06 per Common Share for a period of five years. If the Adamson Agreement is terminated by the Company, these Stock Options remain exercisable until the earlier of the expiry date of the Stock Option and the date which is two years following the date of termination.

On October 18, 2021, Mr. Tunney resigned from his position as President and entered into a new consulting agreement dated October 15, 2021 with the Company (the “**Tunney Agreement**”). [The Tunney Agreement was terminated on [October 15, 2023] after a term of 24 months, which did not result in any severance or cost to the Company.] The Company paid Mr. Tunney \$150 an hour for work performed at request of Company. On execution of the Tunney Agreement, Mr. Tunney was paid a \$15,000 bonus. On completion of transition of Mr. Timmins as the Company’s CEO at the time, an additional \$10,000 bonus was paid. All existing Stock Options previously issued to Mr. Tunney were exercisable during the period in which the Tunney Agreement was in force. Either party had the ability to terminate the Tunney Agreement at any time at such party’s discretion. There were no change of control or severance provisions in the Tunney Agreement.

The Company entered into an amended employment agreement with David Fischer on June 10, 2020 (the “**Fischer Agreement**”) pursuant to which Mr. Fischer provided his services as Chief Financial Officer of the Company in consideration of an annual base salary of \$90,000, for 50% of full working time. As of January 1, 2023, the annual base salary was increased to \$100,000. [The Fischer Agreement was terminated upon Mr. Fischer’s resignation on March 31, 2024 which did not result in any severance or cost to the Company.] The Fischer Agreement included a severance clause, which provided for payment of 12 months of base salary, 50% of most recent bonus and benefits if Mr. Fischer was terminated without cause. If Mr. Fischer was terminated without cause, any Stock Options granted would have immediately vested and would have an expiry date the earlier of two years from the date of termination or the then existing expiry date of the Stock Options. In the event of a change in control, Mr. Fischer would have had the right to resign and receive payment of amounts owed, 12 months base salary, 50% of most recent bonus and benefits. On a change in control, all unvested Stock Options would have vested immediately and would have had an expiry date the earlier of two years from the date of the change in control or the then existing expiry date of the Stock Options.

On May 24, 2023, the Company entered into an employment agreement with Pablo McDonald (the “**McDonald Agreement**”) in respect of his appointment as CEO and appointment as a director of the Company. Under the McDonald Agreement, Mr. McDonald will be paid an annual base salary of \$200,000, and the Company has issued 900,000 Stock Options exercisable at \$0.05 for a period of 5 years from the date of the McDonald Agreement. Mr. McDonald can terminate the McDonald Agreement by providing six weeks’ notice. The Company may terminate the employment of Mr. McDonald for just cause without any notice or payment in lieu or other obligation except as required in accordance with the minimum obligations under the employment standards legislation. Further, the Company may terminate the McDonald Agreement at any time without cause, by providing a one-time payment to Mr. McDonald equal to the minimum payment required under the employment standards legislation or, if greater: (i) three months payment of salary if Mr. McDonald was terminated during the first six months; (ii) six months payment of salary if Mr. McDonald was terminated during months 7 to 18; and (iii) one year payment of salary if terminated any time period after 18 months.

In addition, the McDonald Agreement defines “change of control” as: (i) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting

in concert, totals for the first time more than 50% of the outstanding Common Shares; (ii) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 30% of the outstanding Common Shares followed, within 12 months of such event, by the removal, by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent directors of the Company, or the election of a majority of directors to the Company's Board who were not nominees of the Company's incumbent Board at the time immediately preceding such election; (iii) the consummation of a sale of all or substantially all of the assets of the Company, or the consummation of a reorganization, merger or other transaction which has substantially the same effect; or (iv) any plan of arrangement, reorganization, merger or other transaction which has substantially the same effect as (i) to (ii) above. If a change of control occurs, all of Mr. McDonalds' unvested Stock Options will vest immediately. If a change of control is in connection with a transaction whereby the Company's Common Shares are acquired or exchanged, Mr. McDonalds' unvested Stock Options will be deemed to vest prior to the completion of such transaction. In addition, after a change of control, Mr. McDonald shall have a special right to resign for Good Reason (as defined in the McDonald Agreement) within 12 months from the date of the change of control and receive, among other benefits, a lump sum amount equal to the minimum payment under the employment standards legislation or, if greater: (i) six months payment of salary and continuation of benefits if the termination occurs during the first six months of the McDonald Agreement; (ii) 9 months payment of salary and continuation of benefits if the termination occurs in months 7 to 12 of the McDonald Agreement; and (iii) 1 year payment of salary and continuation of benefits if the termination occurs after one year of the McDonald Agreement.

On April 1, 2024, the Company entered into an employment agreement with Mark Laycock (the "**Laycock Agreement**") in respect of his appointment as CFO of the Company. Under the Laycock Agreement, Mr. Laycock will be paid an annual base salary of \$85,750, and the Company has issued 600,000 Stock Options exercisable at \$0.06 for a period of 5 years from the date of the Laycock Agreement. Mr. Laycock can terminate the Laycock Agreement by providing sixty days' notice. The Company may terminate the employment of Mr. Laycock for just cause without any notice or payment in lieu or other obligation except as required in accordance with the minimum obligations under the employment standards legislation. Upon termination for just cause, all unvested options will be cancelled and vested options will expire 45 days following termination. Further, the Company may terminate the Laycock Agreement at any time without cause, by providing a one-time payment to Mr. Laycock equal to the minimum payment required under the employment standards legislation or, if greater: (i) three months payment of salary if Mr. Laycock was terminated during months 4 to 12 of the Laycock Agreement; (ii) six months payment of salary if Mr. Laycock was terminated during months 13 to 18; and (iii) nine months payment of salary if terminated any time period after 18 months.

In addition, the Laycock Agreement defines "change of control" as: (i) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time more than 50% of the outstanding Common Shares; (ii) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 30% of the outstanding Common Shares followed, within 12 months of such event, by the removal, by extraordinary resolution of the shareholders of the Company, of more than 51% of the then incumbent directors of the Company, or the election of a majority of directors to the Company's Board who were not nominees of the Company's incumbent Board at the time immediately preceding such election; (iii) the consummation of a sale of all or substantially all of the assets of the Company, or the consummation of a reorganization, merger or other transaction which has substantially the same effect; or (iv) any plan of arrangement, reorganization, merger or other transaction which has

substantially the same effect as (i) to (ii) above. If a change of control occurs, all of Mr. Laycocks' unvested Stock Options will vest immediately. If a change of control is in connection with a transaction whereby the Company's Common Shares are acquired or exchanged, Mr. Laycocks' unvested Stock Options will be deemed to vest prior to the completion of such transaction. In addition, after a change of control, Mr. Laycock shall have a special right to resign for Good Reason (as defined in the Laycock Agreement) within 12 months from the date of the change of control and receive, among other benefits, a lump sum amount equal to the minimum payment under the employment standards legislation or, if greater: (i) three months payment of salary and continuation of benefits if the termination occurs from month 4 to 12 of the Laycock Agreement; (ii) 6 months payment of salary and continuation of benefits if the termination occurs in months 13 to 18 of the Laycock Agreement; and (iii) 9 months payment of salary and continuation of benefits if the termination occurs after 18 months of the Laycock Agreement.

### **Oversight and Description of Director and Named Executive Officer Compensation**

Compensation of the Company's Named Executive Officers and directors is determined by the full Board, based on the recommendations of the compensation and nominating committee of the Company (the "**Compensation and Nominating Committee**"), the current members of which are Blair Schultz, Michael Gentile, and Lisa Doddridge, all of whom are independent within the meaning of NI 52-110 (as defined below).

The Company's compensation structure has two primary components, cash compensation and share-based compensation in the form of incentive Stock Options. Cash compensation has two components, base salary and bonuses.

Compensation is determined based on factors considered relevant and appropriate, including the level of service provided, the background and expertise of the individual director or officer, amounts paid by other companies in similar industries at similar stages of development, and compensation levels necessary to attract, retain and develop management of a high calibre. Compensation is typically reviewed annually by the Compensation and Nominating Committee and the Board, usually in the first fiscal quarter, but may also be reviewed on an ad hoc basis as the need arises.

The Company may grant Stock Options pursuant to its Stock Option Plan to officers and directors on an ad hoc basis, based on the same subjective performance criteria referred to in the foregoing and other performance criteria considered relevant by the Board.

Additionally, in evaluating Option grants, the Board evaluates a number of factors including, but not limited to: (i) the number of Stock Options already held by or issued to an individual; (ii) a fair balance between the number of Stock Options held by an individual and those held by or issued to other directors or officers, in light of their responsibilities and objectives; and (iii) the value of the Stock Options (generally determined using a Black-Scholes analysis) as a component of the individual's overall compensation.

No significant events occurred during the most recently completed financial year that significantly affected compensation. While the Board considers amounts paid by other companies in similar industries at similar stages of development in determining compensation, no specifically selected peer group has been identified as a comparable. No significant changes were made to the Company's compensation policies since the commencement of the most recently completed financial year.

### **Pension Disclosure**

The Company does not have a pension plan.

## CORPORATE GOVERNANCE

### General

“Corporate Governance” refers to the process and structure used to direct and manage the business and affairs of a corporation. The objective is to enhance shareholder value, including ensuring the financial viability of the business. Corporate governance processes and structures define the division of power among the shareholders, the Board and management, and establish ways to ensure accountability. They also take into account how the direction and management of the business will affect other stakeholders such as employees, customers, suppliers and communities.

The Canadian Securities Administrators have adopted National Policy 58-201 *Corporate Governance Guidelines* (“NP 58-201”) and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“NI 58-101”).

NP 58-201 sets forth a set of guidelines or “best practices” for reporting issuers to consider when evaluating their own corporate governance practices. Recognizing that not all of the guidelines set forth in NP 58-201 will be appropriate for all companies, full implementation of the guidelines is not mandated by either NP 58-201 or the TSXV. NI 58-101 mandates the disclosure of the corporate governance practices actually implemented by a reporting company, in certain prescribed disclosure documents.

As the business of the Company is straightforward, the Company is at an early stage of development and its Board is relatively small, the Company’s Corporate Governance practices are at an early stage of evolution. The following describes the Company’s approach to corporate governance, in compliance with NI 58-101.

### Board of Directors

The Company’s Board consists of a total of five directors, being David Adamson, Blair Schultz, Michael Gentile, Lisa Doddridge, and Pablo McDonald. Each of Blair Schultz, Michael Gentile and Lisa Doddridge are independent (as defined by NI 58-101). David Adamson and Pablo McDonald are not independent (as defined by NI 58-101) because they each hold or have held executive positions within the Company over the previous three years.

The Board facilitates its exercise of independent supervision over management through meetings of the Board both with and without members of the Company’s management being in attendance.

### Directorships

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

Name of Director	Name of Other Reporting Issuer
Michael Gentile	Roscan Gold Corporation, Northern Superior Resources Inc., Radisson Mining Resources Inc. OnGold Resources
Blair Schultz	Canex Metals Inc, 1911 Gold Corporation

### **Orientation and Continuing Education**

The Company does not have a formal process of orientation for new Board members. However, the Company does orient and educate new Board members by providing background information, conducting personal meetings and responding to questions, during the early stages of a new Board member's involvement with the Company.

The Company does not have a formal process of continuing education for directors. Generally, the Company expects that existing and new Board members will have a familiarity with the business of mineral exploration and development. Professional advisors may be invited to attend Board meetings, as needed. The Company also relies on the relatively straightforward nature of its business, and the established qualifications and expertise of its Board members.

### **Ethical Business Conduct**

The Board has adopted a Code of Business Conduct and Ethics for the Company's directors, officers and employees with respect to ethical business conduct. A full copy of the Code of Business Conduct and Ethics and other Corporate Governance policies are posted on its website at <https://www.solsticegold.com/corporate/corporate-governance/> and under its SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). To the greatest extent possible, the Company attempts to attract and retain individuals with a well-developed personal code of ethical conduct in both their business and personal lives.

In considering a transaction in which a director has a material interest, the director is required to disclose the nature and extent of his interest to the Board and to abstain from voting on any resolution pertaining to the transaction.

### **Nomination of Directors**

The Compensation and Nominating Committee consists of Blair Schultz, Michael Gentile and Lisa Doddridge and has responsibility for identifying potential Board candidates. The Compensation and Nominating Committee considers candidates from a wide range of backgrounds and looks beyond the "usual suspects" and considers candidates on merit and against objective criteria, taking care that proposed appointees recommended for appointment have enough time available to devote to the position.

Potential candidates for appointment to the Board are considered by the Board as a whole, in reliance on the recommendations from the Compensation and Nominating Committee. The Board recognizes that, in accordance with good corporate governance practices, it is desirable to appoint additional members who are independent, and gives weight to this consideration in its Board appointments.

### **Compensation**

As noted above, the Company's Board has a Compensation and Nominating Committee consisting of Blair Schultz, Michael Gentile, and Lisa Doddridge. The Compensation and Nominating Committee sets cash compensation for the Company's officers, including the CEO and CFO. Stock Options are set by the Compensation and Nominating Committee and then granted by the full Board. Further particulars concerning the process for determining compensation of the Company's directors and officers are set forth under "*Oversight and Description of Director and Named Executive Officer Compensation*".

## Other Board Committees

In addition to its audit committee (“**Audit Committee**”) and its Compensation and Nominating Committee, the Board has a corporate governance committee (the “**Corporate Governance Committee**”) consisting of Lisa Doddridge, Michael Gentile, and Blair Schultz. In addition to the business and affairs of the Company, the Corporate Governance Committee oversees the Code of Business Conduct and Ethics and Whistleblower Policy.

## Assessments

The Board has no specific procedures for regularly assessing the effectiveness and contribution of the Board, its committees or individual directors. As the business of the Company is relatively straightforward and its Board relatively small, it is expected that a significant lack of performance on the part of a committee or individual director would become readily apparent, and could be dealt with on a case-by-case basis. With respect to the Board as a whole, the Board monitors its performance on an ongoing basis, and as part of that process considers the overall performance of the Company and input from its shareholders.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (c)
Equity compensation plans approved by securityholders <sup>(1)</sup>	14,490,000	\$0.15	5,529,956
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	14,490,000	\$0.15	5,529,956

Notes:

- (1) The Stock Option Plan is a “rolling” stock option plan pursuant to which the Company may issue such number of Stock Options up to 10% of the outstanding Common Shares at the time of listing of the Common Shares on the TSXV, less the aggregate number of Common Shares then reserved for issuance pursuant to any Other Share Compensation Arrangement (as defined in the Stock Option Plan). For more information on the Stock Option Plan see “*Statement of Executive Compensation – Stock Option Plans and Other Incentive Plans – Stock Option Plan*” above and “*Particulars of Matters to be Acted Upon - Approval of the Stock Option Plan*”.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

## AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

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

The Company's Audit Committee is governed by a charter (the "**Audit Committee Charter**"). A copy of the Audit Committee Charter is attached as Schedule "A" to this Information Circular.

### Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors, Blair Schultz, Lisa Doddridge and Michael Gentile. All members are "independent" and "financially literate", in each case as defined in NI 52-110.

### Relevant Education and Experience

The experience of the Audit Committee members is set forth in the following.

- **Blair Schultz:** Mr. Schultz brings over 25 years of experience in financial, operational, project finance and capital markets experience. He held the position of Interim CEO for both 1911 Gold Corp. (TSXV:AUMB) from June 2018 to January 2019 and Eastmain Resources Inc. (TSXV:ER) from December 2019 to October 2020. Mr. Schultz began his career with one of Canada's top hedge funds, spending 13 years from 2001 to 2014 with K2 and Associates Investment Management Inc. He was Vice President and held various positions most notably, Head of Special Situations, Portfolio Management and Trading. Mr. Schultz holds an Honours Bachelor of Mathematics degree from the University of Waterloo with a Business Administration option from Wilfred Laurier University.
- **Lisa Doddridge:** Ms. Doddridge is an accomplished and seasoned investor relations executive with more than 20 years of capital markets experience driving the investor relations and corporate communications strategy for several well-known mid-tier and large cap mining companies. During her career Ms. Doddridge has formulated and executed the investor relations and communications strategy for numerous high-profile transactions totaling over \$5 billion and debt and equity raises of close to \$4 billion. Ms. Doddridge has been widely recognized for her work and performance having received several awards in acknowledgement. Ms. Doddridge holds a Hons. B. Comm. from the University of Guelph.
- **Michael Gentile:** Michael is considered one of the leading strategic investors in the junior mining sector, owning significant top-five ownership stakes in over 20 small-cap

mining companies. He is currently a director of Northern Superior Resources (SUP), OnGold (ONAU) Radisson Mining Resources (RDS), Roscan Gold (ROS) and Solstice Gold (SGC) and a Strategic Advisor to Northisle Copper and Gold (NCX). Michael recently co-founded Bastion Asset Management in January 2022 a rapidly growing money management firm in Montreal with over \$425MM in assets under management focused on small to mid-cap equities in the USA and Canada. Michael was previously a Vice President and Senior Portfolio Manager with Formula Growth Limited where he worked from 2002 to 2018 All of the foregoing individuals have the ability to read and understand 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.

### **Audit Committee Oversight**

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

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), Section 6.1.1(4) (*Circumstance Affecting the Business or Operations of the Venture Issuer*), Section 6.1.1(5) (*Events Outside Control of Member*), Section 6.1.1(6) (*Death, Incapacity or Resignation*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Pre-Approval Policies and Procedures**

No specific policies or procedures have been adopted with respect to the provision of non-audit services by the Company's external auditor although, under the Company's Audit Committee Charter, such services are required to be approved by the Audit Committee.

### **External Auditors Service Fees (By Category)**

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

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

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees<sup>(1)</sup></b>	<b>Tax Fees<sup>(2)</sup></b>	<b>All Other Fees<sup>(3)</sup></b>
2024	\$45,000	-	-	-
2023	\$60,000	-	\$4,000	-

Notes:

- (1) Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
- (2) Fees charged for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to financings, and requests for rulings or technical advice from tax authorities.
- (3) Fees for services other than disclosed in any other column.

### Exemption in Section 6.1 of NI 52-110

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

### MANAGEMENT CONTRACTS

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

### PARTICULARS OF MATTERS TO BE ACTED UPON

#### Number of Directors

Shareholders will be asked at the Meeting to pass an ordinary resolution to set the number of directors for the ensuing year at five. In the absence of instructions to the contrary, the Common Shares represented by proxy will, on a poll, be voted for setting the number of directors at five.

#### Election of Directors

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the Common Shares represented by proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of the persons nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, or controls or directs, directly or indirectly, as of the date of this Information Circular.

Name of Nominee, Residence and Present Positions Held	Principal Occupation	Director Since	Number of Shares Beneficially Owned, Controlled or Directed <sup>(1)</sup>
David Adamson British Columbia, Canada <i>Executive Chairman &amp; Director</i>	Mining Executive, Economic Geologist PhD.	September 18, 2017	6,830,907 <sup>(5)</sup>

<p><b>Michael Gentile</b><sup>(2)(3)(4)</sup> Quebec, Canada <i>Director</i></p>	<p>Financial Consulting / Consultant CEO and President of Integritas Financial Consulting Inc. from 2018 to present.</p> <p>Cofounder Bastion Asset Management January 2022 to present.</p> <p>Strategic advisor to a number of company's in the junior mining sector.</p>	<p>June 10, 2020</p>	<p>23,359,666</p>
<p><b>Blair Schultz</b><sup>(2)(3)(4)(7)(8)</sup> Ontario, Canada <i>Director</i></p>	<p>Financial Executive and Consultant Interim CEO of 1911 Gold Corp. from June 2018 to January 2019 and Eastmain Resources Inc. from December 2019 to October 2020.</p>	<p>June 10, 2020</p>	<p>14,535,000<sup>(6)</sup></p>
<p><b>Lisa Doddridge</b><sup>(2)(3)(4)</sup> Ontario Canada <i>Director</i></p>	<p>Strategic Consulting / President and CEO of Bast Consulting Ltd. from 2015 to present.</p> <p>Head of Investor Relations at First Quantum Minerals from 2018 to 2021.</p>	<p>February 28, 2022</p>	<p>20,000</p>
<p><b>Pablo McDonald</b> Ontario, Canada <i>CEO &amp; Director</i></p>	<p>CEO of the Company from May 2023 to Present.</p> <p>Exploration Manager of the Company from 2022 to May 2023.</p> <p>Senior Associate &amp; Consultant at Steyn Reddy Associates (SRA) from October 2021 to March 2022.</p> <p>Senior Associate &amp; Consultant of Environmental Resources Management (ERM) from November 2014 to Oct 2021.</p>	<p>May 24, 2023</p>	<p>89,640</p>

## Notes:

- (1) The information as to Common Shares beneficially owned or controlled has been provided by the nominees themselves. Unless otherwise indicated, such Common Shares are held directly.
- (2) Member of the Audit Committee.
- (3) Member of the Compensation and Nominating Committee.
- (4) Member of the Corporate Governance Committee.
- (5) Includes 169,000 Common Shares held by 0761585 B.C. Ltd. , which is a company controlled by Mr. Adamson, and 2,262,000 Common Shares held by family members.
- (6) Includes 8,741,500 Common Shares held by Blair Schultz Investco Inc. and 520,000 Common Shares controlled by family members.

- (7) Lead independent director.
- (8) Chair of the audit committee

The terms of office of those nominees who are presently directors will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting of the Company, unless terminated earlier.

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

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

For the purposes of the preceding paragraph, “order” means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, and which, in each case, was in effect for a period of more than 30 consecutive days.

No proposed director of the Company is, at the date of this Information Circular, or has been within the 10 years before the date of this Information Circular, a director or executive officer of any company that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company or personal holding company of a proposed director 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.

No proposed director of the Company or personal holding company of a proposed director has been subject to:

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

The above information was provided by management of the Company.

### **Appointment of Auditor**

Shareholders will be asked at the Meeting to pass an ordinary resolution appointing Davidson and Company

LLP (“**Davidson and Company**”) located at 1200 – 609 Granville Street, Vancouver, BC V7Y 1G6 to serve as the auditor of the Company until the close of the next annual general meeting of the shareholders, and to authorize the Board to fix the auditor’s remuneration. The Board appointed Davidson and Company as auditors of the Company on July 27, 2023.

### **Approval of the Stock Option Plan**

Pursuant to the TSXV Rules, the Stock Option Plan must be approved by the shareholders of the Company on implementation and yearly thereafter at each annual general meeting of the Company. Accordingly, at the Meeting, the shareholders of the Company will be asked to approve the existing Stock Option Plan. In order for such shareholder approval to be effective, it must be approved by an ordinary resolution of the shareholders, being the affirmative vote of a majority of the votes cast in respect thereof by shareholders present in person or by proxy at the Meeting.

At the Meeting, shareholders will be asked to pass an ordinary resolution to approve the Stock Option Plan (the “**Stock Option Plan Resolution**”), substantially in the following form:

**“RESOLVED, AS AN ORDINARY RESOLUTION, THAT:**

1. the stock option plan (the “**Stock Option Plan**”) of Solstice Gold Corp. (the “**Company**”) is hereby ratified, confirmed and approved;
2. the Company is authorized to grant stock options pursuant and subject to the terms and conditions of the Stock Option Plan, as amended, entitling all of the option holders in aggregate to purchase up to such number of Common Shares of the Company (the “**Common Shares**”) as is equal to ten percent (10%) of the number of Common Shares issued and outstanding on the applicable grant date; and
3. any one officer or director of the Company is authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commission forms, as may be required to give effect to the true intent of this resolution.”

The Board unanimously recommends that shareholders of the Company and their respective proxyholders approve the Stock Option Plan Resolution. In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted **FOR** the Stock Option Plan Resolution.

### **Amendment to Company’s Articles**

Management wishes to amend the Articles of the Company to grant the authority to the Board to effect a consolidation or subdivision of the Company’s issued and outstanding Common Shares at its discretion, if the Board believes it is in the best interests of the Company.

As set out in Section 83 of the *Business Corporations Act* (British Columbia), at the time of any such consolidation or subdivision, if any fractional Common Shares are to be converted into whole Common Shares, each fractional Common Share remaining after conversion that is less than one-half of a Common Share must be cancelled and each fractional Common Share that is at least one-half of a Common Share must be changed to one whole Common Share.

To be effective, the special resolution must be passed by a majority of not less than two-thirds of the votes cast on the motion at the Meeting. Any consolidation or subdivision will be subject to applicable regulatory approval, including the approval of the TSXV.

At the Meeting, shareholders will be asked to pass a special resolution to approve the amendment to the Company's Articles (the "**Articles Amendment Resolution**"), substantially in the following form:

**“RESOLVED, AS A SPECIAL RESOLUTION, THAT:**

1. the articles (the "**Articles**") of Solstice Gold Corp. (the "**Company**") be altered by amending article 9.1 as follows:

**“9.1. Alteration of Authorized Share Structure**

Subject to Article 9.2 and the *Business Corporations Act*, the Company may by special resolution (or a resolution of the directors in the case of subsections 9.1(3) or 9.1(6)):

- (1) create one or more classes or series of shares or, if none of the shares of a class or series of shares are allotted or issued, eliminate that class or series of shares;
- (2) increase, reduce or eliminate the maximum number of shares that the Company is authorized to issue out of any class or series of shares or establish a maximum number of shares that the Company is authorized to issue out of any class or series of shares for which no maximum is established;
- (3) subdivide or consolidate all or any of its unissued, or fully paid issued, shares;
- (4) if the Company is authorized to issue shares of a class of shares with par value:
  - a) decrease the par value of those shares; or
  - b) if none of the shares of that class of shares are allotted or issued, increase the par value of those shares;
- (5) change all or any of its unissued, or fully paid issued, shares with par value into shares without par value or any of its unissued shares without par value into shares with par value;
- (6) alter the identifying name of any of its shares; or
- (7) otherwise alter its shares or authorized share structure when required or permitted to do so by the *Business Corporations Act*;

and, if applicable, alter its Notice of Articles and, if applicable, its Articles, accordingly.”

2. notwithstanding that this special resolution has been passed by the shareholders of the Company, the board of directors of the Company (the "**Board**") is hereby authorized and empowered without further notice to or approval of the shareholders of the Company to not proceed with the amendment of the Articles of the Company further to this special resolution;

3. any one director or officer of the Company be and is hereby authorized and directed, for and on behalf of the Company, to execute and deliver all such documents and to do all such other acts or things as such director or officer may determine to be necessary or advisable to give effect to this resolution, the execution of any such document or the doing of any such other act or thing being conclusive evidence of such determination; and

4. the Board is hereby authorized to file such documents (including, without limitation, the delivery of a Notice of Alteration in the prescribed form under the *Business Corporations Act* (British Columbia)) (the "**Act**") with any regulatory authority having proper jurisdiction, including, without limitation, the Registrar appointed under the Act and the TSX Venture Exchange, concerning the special resolution passed

and is hereby authorized to make any amendments to the wording of the special resolution as such regulatory authorities may require in order that the intent of the special resolution may be effected.”

Management of the Company recommends that you approve the amendment to the Company’s Articles as it will provide the Company with increased flexibility to seek additional financing opportunities and strategic acquisitions. Any share consolidation or subdivision will not change a shareholder’s proportionate interest in the Company.

The Board unanimously recommends that shareholders of the Company and their respective proxyholders approve the Articles Amendment Resolution. In the absence of instructions to the contrary, the Common Shares represented by proxy will be voted **FOR** the Articles Amendment Resolution.

### **ADDITIONAL INFORMATION**

Additional information concerning the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information concerning the Company is provided in the Company’s comparative financial statements and management’s discussion and analysis for the financial year ended June 30, 2024.

Shareholders wishing to obtain a copy of the Company’s financial statements and management’s discussion and analysis may obtain such copies on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) or may contact the Company as follows:

Mark Laycock, Chief Financial Officer & Corporate Secretary  
Suite 550 - 800 West Pender Street, Vancouver,  
British Columbia, Canada, V6C 2V6  
Telephone: 604-283-7234  
Fax: (778) 327-6675

### **BOARD APPROVAL**

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

**DATED** at Vancouver, British Columbia as at the 1<sup>st</sup> day of November, 2024.

**ON BEHALF OF THE BOARD**

**“David Adamson”**

---

**DAVID ADAMSON**

Executive Chairman & Director

## Schedule “A”

### SOLSTICE GOLD CORP. (the “Company”)

#### AUDIT COMMITTEE CHARTER

##### 1.1 Purpose

The overall purpose of the Audit Committee (the “**Committee**”) is to ensure that the Company’s management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements of the Company and related financial information, and to review the Company’s compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. In performing its duties, the committee will maintain effective working relationships with the Board of Directors (the “**Board**”), management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each committee member will obtain an understanding of the responsibilities of committee membership as well as the Company’s business, operations and risks.

##### 1.2 Composition, Procedures and Organization

1. The Committee shall consist of at least three members of the Board.
2. At least two (2) members of the Committee shall be independent<sup>(1)</sup> and the Committee shall endeavour to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members’ independent judgment. At least one (1) 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 applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has 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.
3. All of the members of the Committee shall be “financially literate”<sup>(2)</sup>
4. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy in the Committee.

<sup>1</sup> “Independent” member of an audit committee means a member who has no direct or indirect material relationship with the Company. A “material relationship” means a relationship which could, in the view of the Company’s board of directors, reasonably interfere with the exercise of a member’s independent judgment.

<sup>2</sup> “Financially literate” individual is an individual who has 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.

5. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
6. The quorum for meetings shall be a majority of the members of the Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other. No business may be transacted by the Committee except at a meeting of its members at which a quorum of the Committee is present.
7. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
8. Meetings of the Committee shall be conducted as follows:
  - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
  - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee;
  - (c) management representatives may be invited to attend all meetings, except private sessions with the external auditors; and
  - (d) the proceedings of all meetings will be minuted.
9. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.
10. Any member of the Committee may be removed or replaced at any time by the Board and shall cease to be a member of the Committee on ceasing to be a director. The Board may fill vacancies on the Committee by election from among its number. If and whenever a vacancy shall exist on the Committee, the remaining members may exercise all its powers so long as a quorum remains in office. Subject to the above, each member of the Committee shall hold office as such until the next Annual General Meeting of the Shareholders after his/her election.
11. The members of the Committee shall be entitled to receive such remuneration for acting as members of the Committee as the Board may from time to time determine.

### **1.3 Roles and Responsibilities**

1. The overall duties and responsibilities of the Committee shall be as follows:
  - (a) assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosure;
  - (b) establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;

- (c) ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
  - (d) report regularly to the Board on the fulfilment of its duties and responsibilities.
2. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
  - (b) review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
  - (c) review the audit plan of the external auditors prior to the commencement of the audit;
  - (d) approve in advance provision by the external auditors of services other than auditing;
  - (e) review with the external auditors, upon completion of their audit:
    - (i) contents of their report;
    - (ii) scope and quality of the audit work performed;
    - (iii) adequacy of the Company's financial and auditing personnel;
    - (iv) cooperation received from the Company's personnel during the audit;
    - (v) internal resources used;
    - (vi) significant transactions outside of the normal business of the Company;
    - (vii) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
    - (viii) the non-audit services provided by the external auditors;
  - (f) discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles;
  - (g) implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management; and
  - (h) review any significant disagreements between management and the external auditor regarding financial reporting.
3. The duties and responsibilities of the Committee as they relate to the Company's internal auditors are to:
- (a) periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department;
  - (b) review and approve the internal audit plan; and

- (c) review significant internal audit findings and recommendations, and management's response thereto.
4. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
  - (b) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
  - (c) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
5. The Committee is also charged with the responsibility to:
- (a) review the Company's quarterly financial statements and related financial information, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
  - (b) review and approve the financial sections of:
    - (i) the annual report to shareholders;
    - (ii) the annual information form, if required;
    - (iii) annual and interim MD&A;
    - (iv) prospectuses;
    - (v) news releases discussing financial results of the Company; and
    - (vi) other public reports of a financial nature requiring approval by the Board, and report to the Board with respect thereto;
  - (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
  - (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
  - (e) review and report on the integrity of the Company's consolidated financial statements;
  - (f) establish procedures for:

- (i) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (g) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;
- (h) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (i) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information;
- (j) review and recommend updates to the charter and receive approval of changes from the Board;
- (k) review the minutes of any audit committee of subsidiary companies;
- (l) and perform other functions as requested by the full Board.

