



NOTICE OF MEETING
AND
INFORMATION CIRCULAR
for the Annual General Meeting of
Shareholders of
GOLDSTORM METALS CORP.

Dated as of October 9, 2024

**GOLDSTORM METALS CORP.
789 – 999 West Hastings Street
Vancouver, BC V6C 2W2**

Telephone: (604) 558-4300

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the "**Meeting**") of the shareholders of Goldstorm Corp. (the "**Company**" or "**Goldstorm**") will be held at 15th Floor, 111 West Hastings Street, Vancouver, British Columbia, on Friday, November 15, 2024, at 10:30 a.m. (Pacific Time).

At the Meeting, the shareholders will consider resolutions, for the following purposes:

1. to receive and consider the report of the directors and the financial statements of the Company, together with the auditor's report thereon, for the financial year ended March 31, 2024;
2. to fix the number of directors at five (5);
3. to elect directors for the ensuing year;
4. to appoint Davidson & Company LLP as auditor of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor;
5. to consider and, if thought fit, to pass an ordinary resolution approving and ratifying the Company's current implemented stock option plan, subject to regulatory approval, as more fully set forth in the Circular (as such term is defined below) accompanying this notice; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the information circular (the "**Circular**") accompanying this notice. The audited consolidated financial statements and related MD&A for the Company for the financial year ended March 31, 2024 have already been mailed to those shareholders who have previously requested to receive them. Otherwise, they are available upon request to the Company, or they can be found on SEDAR+ at <https://www.sedarplus.ca/>.

This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.

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

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on October 9, 2024 as the record date, being the date for the determination of the registered holders of common shares of the Company entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Proxies to be used at the Meeting must be deposited with the Company, c/o the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 no later than 10:30 a.m. (Pacific Time) on November 13, 2024, or no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the date on which the Meeting or any adjournment(s) thereof is held.

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

DATED at Vancouver, British Columbia, this 9th day of October, 2024.

BY ORDER OF THE BOARD

"Ken Konkin"

Ken Konkin

President, Chief Executive Officer and Director

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Vancouver, BC V6C 2W2

Telephone: (604) 558-4300

INFORMATION CIRCULAR

(As at October 9, 2024, except as otherwise indicated)

Goldstorm Metals Corp. (the "**Company**") is providing this Information Circular (the "**Circular**"), a notice of meeting (the "**Notice of Meeting**"), and a form of proxy in connection with management's solicitation of proxies for use at the Annual General Meeting (the "**Meeting**") of shareholders of the Company (the "**Shareholders**") to be held at 15th Floor, 1111 West Hastings Street, Vancouver, British Columbia, at 10:30 a.m. (Pacific Time) on November 15, 2024 and at any adjournment(s) or postponement(s) thereof. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

All dollar amounts referenced herein are expressed in Canadian Dollars unless otherwise stated.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors (each, a "**Director**") of the Company (the "**Management Proxyholders**").

A Shareholder has the right to appoint a person other than a Management Proxyholder 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.

VOTING BY PROXY

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common shares of the Company ("**Shares**") represented by a properly executed proxy will be voted for or against or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. As at the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, P.O. Box 4572, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and holidays, prior to the time of the Meeting or any adjournment(s) thereof, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

NON-REGISTERED HOLDERS

Only registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting. Registered shareholders are holders of Shares whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Shares. The Company's Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of their Shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRI's, RESPs and similar plans); or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

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

The Company is not sending the Meeting materials directly to NOBOs in connection with the Meeting but rather has distributed copies of the Meeting materials to the Intermediaries for distribution to NOBOs. With respect to OBOs, in accordance with applicable securities law requirements, the Company has distributed copies of the Meeting materials to the clearing agencies and Intermediaries for distribution to OBOs. The Company does not intend to pay for Intermediaries to deliver the Meeting materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary* to OBOs.

Intermediaries are required to forward the Meeting materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting materials will either:

- (a) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow; or
- (b) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of Shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and **deposit it with the Company, c/o Computershare Investor Services Inc., 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1.**

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of their Shares which they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person's name in the blank space provided. **Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or voting instruction form is to be delivered.**

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that the Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

The Company is not sending the Meeting materials to Shareholders using "notice-and-access" as defined under NI 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a Shareholder, their attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment(s) thereof, or with the chairman of the Meeting on the day of the Meeting. Only registered shareholders have the right to revoke a proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares, without par value, of which **76,012,235** common shares were issued and outstanding as at October 9, 2024 (the "**Record Date**"). Persons who are registered shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each share held. The Company has only one class of shares outstanding, being the common shares of the Company.

Under the Company's articles, the quorum for the transaction of business at the Meeting is one person present or represented by proxy.

To the knowledge of the Directors and executive officers of the Company, no person beneficially owns, controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to all shares of the Company, except the following:

Name	No. of Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly	Percentage of Outstanding Shares
Tudor Holdings Ltd.	13,568,427 ⁽¹⁾	17.85%
Eric Sprott	8,776,922 ⁽²⁾	11.55%

⁽¹⁾ Tudor Holdings Ltd. is a private company, the sole director of which is Helmut Finger. The sole shareholder of Tudor Holdings Ltd. is Tudor Voting Trust. Helmut Finger has decision-making authority over the shares of Goldstorm Metals Corp. held by Tudor Voting Trust indirectly through Tudor Holdings Ltd.

⁽²⁾ All of these Shares are held indirectly in the name of 2176423 Ontario Ltd., a private company controlled by Eric Sprott.

ELECTION OF DIRECTORS

The Directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. In the absence of instructions to the contrary, the enclosed proxy will be voted for the nominees herein listed.

Shareholder approval will be sought to fix the number of Directors of the Company at five.

The Company is required to have an audit committee. Members of this committee are as set out below.

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly ⁽¹⁾
Ken Konkin Bowen Island, BC <i>President, CEO and Director</i>	President, CEO and Director of Tudor Gold Corp.; President and CEO of the Company since June 2021.	Since August 5, 2020	Nil
Helmut Finger ⁽²⁾ Brensbach, Hessen Germany <i>Director</i>	Director, Warenhandel Inge Finger GmbH.	Since August 5, 2020	75,300 ⁽³⁾
Ronald Stoeferle ⁽²⁾ Maria Enzersdorf, Austria <i>Director</i>	Managing partner of Incrementum AG.	Since December 1, 2020	252,607
Jeff Rowe ⁽²⁾ Surrey, BC <i>Director</i>	Geological Consultant with C.J. Greig & Associates Ltd.	Since June 15, 2023	Nil
Kenneth C. McNaughton Vancouver, BC <i>Director</i>	Chief Exploration Officer of P2 Gold.	Since June 26, 2024	100,000

⁽¹⁾ Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Record Date, based upon information furnished to the Company by individual Directors. Unless otherwise indicated, such Shares are held directly.

⁽²⁾ Member of the audit committee.

⁽³⁾ 75,300 shares are held directly. Tudor Holdings Ltd., a private company and the sole director of which is Helmut Finger, holds 13,568,427 Shares. The sole shareholder of Tudor Holdings Ltd. is Tudor Voting Trust. Helmut Finger has decision-making authority over the Shares of Goldstorm held by Tudor Voting Trust indirectly through Tudor Holdings Ltd.

No proposed Director is to be elected under any arrangement or understanding between the proposed Director and any other person or company, except the Directors and executive officers of the Company acting solely in such capacity.

Except as set out in this Circular, to the knowledge of the Company, no proposed Director:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a Director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:
 - (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or
 - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company; or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of the 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 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; or
- (d) 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
- (e) has been subject to any 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 proposed Directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer
Helmut Finger	Tudor Gold Corp. ⁽¹⁾
Ken Konkin	Tudor Gold Corp. ⁽¹⁾
Ronald Stoeferle	Tudor Gold Corp. ⁽¹⁾
Jeff Rowe	Tudor Gold Corp. ⁽¹⁾
Kenneth C. McNaughton	Austin Gold Corp. P2 Gold Inc. ⁽¹⁾ EnviroMetal Technologies Inc.

⁽¹⁾ Listed on TSX Venture Exchange.

EXECUTIVE COMPENSATION

The following section, provided pursuant to Form 51-102FV6 – *Statement of Executive Compensation (Venture Issuer)*, discloses information about the Company's executive compensation in respect of the financial year ended March 31, 2024.

A "Named Executive Officer" or "NEO" means:

- (i) each individual who, during any part of the financial year ended March 31, 2024, served as the Company's CEO and the CFO, and each person who acted in the capacity of CEO or CFO, or a similar capacity;
- (ii) the Company's most highly compensated executive officer (other than the persons set out in paragraph (i) above), as at March 31, 2024 whose total compensation was, individually, more than \$150,000 for the financial year; and
- (iii) any individual who would have satisfied these criteria but for the fact that individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

For the financial year ending March 31, 2024, the Company had the following Named Executive Officers:

- Ken Konkin – President and Chief Executive Officer; and
- Scott Davis – Chief Financial Officer.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table of compensation, excluding stock options (the "Options") and compensation securities, provides a summary of the compensation paid by the Company to each NEO and Director of the Company, current or former, for the completed financial years ended March 31, 2024 and 2023, stated in Canadian dollars.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Ken Konkin <i>President, Chief Executive Officer and Director</i>	2024	144,000	Nil	Nil	Nil	Nil	144,000
	2023	65,500	Nil	Nil	Nil	Nil	65,500
Scott Davis <i>Chief Financial Officer</i>	2024	82,175	Nil	Nil	Nil	Nil	82,175
	2023	78,450	Nil	Nil	Nil	Nil	78,450
Helmut Finger <i>Director</i>	2024	36,000	Nil	Nil	Nil	Nil	36,000
	2023	12,000	Nil	Nil	Nil	Nil	12,000

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$)	Value of All Other Compensation (\$)	Total Compensation (\$)
Ronald Stoeferle <i>Director</i>	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Jeff Rowe <i>Director</i>	2024	14,886	Nil	Nil	Nil	Nil	14,886
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Kenneth C. McNaughton <i>Director</i> ⁽¹⁾	2024	N/A	N/A	N/A	N/A	N/A	N/A
	2023	N/A	N/A	N/A	N/A	N/A	N/A
Sean Pownall <i>Former Director</i> ⁽²⁾	2024	N/A	N/A	N/A	N/A	N/A	N/A
	2023	N/A	N/A	N/A	N/A	N/A	N/A
Natalie Senger <i>Former Director</i> ⁽³⁾	2024	20,358	Nil	Nil	Nil	Nil	20,358
	2023	42,432	Nil	Nil	Nil	Nil	42,432

⁽¹⁾ Mr. McNaughton was appointed a Director on June 26, 2024;

⁽²⁾ Mr. Pownall resigned as a Director on June 15, 2023.

⁽³⁾ Ms. Senger resigned as a Director on June 26, 2024.

External Management Companies

None of the NEOs, or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities and Instruments

The following table of compensation securities provides a summary of all compensation securities granted or issued by the Company to each NEO and Director of the Company, current and former, for the financial year ended March 31, 2024, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries:

Compensation Securities							
Name and Position	Type of Compensation Security	Number of compensation securities, number of underlying shares, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Ken Konkin <i>President, Chief Executive Officer and Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Davis <i>Chief Financial Officer</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Helmut Finger <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ronald Stoeferle <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeff Rowe <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kenneth C. McNaughton <i>Director</i> ⁽⁶⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Sean Pownall <i>Former Director</i> ⁽⁷⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Natalie Senger <i>Former Director</i> ⁽⁸⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

(1) As of March 31, 2024, Mr. Konkin held an aggregate of 1,750,000 Options exercisable into 1,750,000 Shares.

(2) As of March 31, 2024, Mr. Davis held an aggregate of 300,000 Options exercisable into 300,000 Shares.

(3) As of March 31, 2024, Mr. Finger held an aggregate of 800,000 Options exercisable into 800,000 Shares.

(4) As of March 31, 2024, Mr. Stoeferle held an aggregate of 800,000 Options exercisable into 800,000 Shares.

(5) As of March 31, 2024, Mr. Rowe did not hold any Options in the Company.

(6) Mr. McNaughton was appointed as a Director on June 26, 2024. As of March 31, 2024, Mr. McNaughton did not hold any Options in the Company.

(7) Mr. Pownall resigned as a Director on June 15, 2023. As of March 31, 2024, Mr. Pownall held an aggregate of 800,000 Options exercisable into 800,000 Shares.

(8) Ms. Senger resigned as a Director on June 26, 2024. As of March 31, 2024, Ms. Senger held an aggregate of 800,000 Options exercisable into 800,000 Shares.

The following table provides a summary of each exercise of compensation securities by each NEO and Director of the Company, current and former, for the financial year ended March 31, 2024:

Exercise of Compensation Securities by Directors and NEOs							
Name and Position	Type of Compensation Security	Number of Underlying Securities Exercised	Exercise Price Per Security (\$)	Date of Exercise	Closing Price Per Security on Date of Exercise (\$)	Difference between Exercise Price and Closing Price on Date of Exercise (\$)	Total Value on Exercise Date (\$)
Ken Konkin <i>President, Chief Executive Officer and Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Scott Davis <i>Chief Financial Officer</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Helmut Finger <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ronald Stoeferle <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Jeff Rowe <i>Director</i>	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Kenneth C. McNaughton <i>Director</i> ⁽¹⁾	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Sean Pownall <i>Former Director</i> ⁽²⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Natalie Senger <i>Former Director</i> ⁽³⁾	Nil	Nil	Nil	Nil	Nil	Nil	Nil

⁽¹⁾ Mr. McNaughton was appointed as a Director on June 26, 2024.

⁽²⁾ Mr. Pownall resigned as a Director on June 15, 2023.

⁽³⁾ Ms. Senger resigned as a Director on June 26, 2024.

Stock Option Plan

For information about the material terms of the Company's stock option plan (the "Stock Option Plan"), please refer to the heading "Particulars of Other Matters to be Acted Upon – Approval of the Stock Option Plan".

Employment, Consulting and Management Agreements

The Company has no employment contracts. The Company does not have a contract, agreement, plan or arrangement that provides for payments to a Named Executive Officer following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or its subsidiaries, or a change in responsibilities of the NEO following a change in control.

Oversight and Description of Director and NEO Compensation

The objective of the Company's compensation strategy is to provide adequate levels of base compensation for its NEOs as well as discretionary bonuses to act as incentive mechanisms for achieving corporate goals and objectives and ensure compensation is competitive so as to enable the Company to continue to attract talented

individuals. Where applicable, each NEO receives a base salary in recognition of the position's day-to-day duties and responsibilities, which generally constitutes the largest share of the NEO's compensation package.

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

The independent Directors of the Company have the responsibility for determining compensation for the Directors and senior management. To determine compensation payable, the independent Directors review compensation paid for Directors and senior officers of companies of similar size and stage of development in mineral exploration and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the independent Directors annually review the performance of the senior officers in light of the Company's objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the Named Executive Officers at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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

Plan Category	Number of securities to be issued upon exercise of outstanding Options, warrants and rights	Weighted-average exercise price of outstanding Options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
(a)	(b)	(c)	
Equity compensation plans approved by securityholders	6,550,000	0.26	1,051,224
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	6,550,000	0.26	1,051,224

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the Record Date, there was no indebtedness outstanding of any current or former Director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a Director or executive officer of the Company, no proposed nominee for election as a Director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company; or

- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as disclosed herein, other than the election of Directors or the appointment of Auditors, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, no person who has been a Director or executive officer of the Company at any time since the beginning of the Company's last financial year, and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting, except that the Directors and executive officers of the Company may have an interest in the resolution regarding the annual approval of the Company's Stock Option Plan, as such persons are eligible to participate in such plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as disclosed herein, no informed person (as defined in National Instrument 51-102 - *Continuous Disclosure*) or proposed Director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or its subsidiaries.

APPOINTMENT OF AUDITOR

Davidson & Company LLP, Chartered Accountants are the auditors of the Company. Unless otherwise instructed, the proxies given pursuant to this solicitation will be voted for the re-appointment of Davidson & Company LLP as the auditors of the Company to hold office for the ensuing year at a remuneration to be fixed by the directors.

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the Directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-201 – *Corporate Governance Guidelines* establishes corporate governance guidelines, which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines. However, the board of directors of the Company (the "**Board**") considers that some of the guidelines are not suitable for the Company at its current stage of development and, therefore, these guidelines have not been adopted. National Instrument 58-101 – *Disclosure of Corporate Governance Practices* mandates disclosure of corporate governance practices which disclosure is set out below, to the extent known at this time.

Independence of Members of Board

The Company's Board consists of five Directors, three of whom are independent based upon the tests for independence set forth in National Instrument 52-110 ("**NI 52-110**"). Ronald Stoeferle, Jeff Rowe and Kenneth C. McNaughton are independent. Ken Konkin is not independent as he is the President and CEO of the Company. Helmut Finger is not independent due to his control and direction over the shares of the Company held indirectly by the Tudor Voting Trust through Tudor Holdings Ltd.

Management Supervision by Board

The operations of the Company do not support a larger Board and the Board has determined that the current constitution of the Board is appropriate for the Company's current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent Directors are however able to meet at any time without any members of management including the non-independent Directors being present. Further supervision is performed through the audit committee which is composed of a majority of independent Directors who meet with the Company's auditors without management being in attendance. The independent Directors also have access to the Company's legal counsel and its officers.

Risk Management

The Board is responsible for the adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations.

The audit committee is responsible for the risk management items set out in the audit committee charter.

Participation of Directors in Other Reporting Issuers

For a list of Directorships, see "*Election of Directors*" above.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1. information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
2. access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
3. access to management and technical experts and consultants; and
4. a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

Ethical Business Conduct

The Board has not adopted a formal code of business conduct and ethics. Given the stage of development of the Company, the Board has determined that the fiduciary duties placed on individual Directors by the Company's governing legislation and common law together with corporate statutory restrictions on an individual Director's participation in decision of the Board in which the Director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Company does not have a stand-alone nomination committee. The full Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the resource exploration industry will be consulted for possible candidates.

Compensation of Directors and the CEO

The Company does not have a stand-alone compensation committee. The independent Directors have the responsibility for determining compensation for the Directors and senior management.

To determine compensation payable, the independent Directors review compensation paid for Directors and CEOs of companies of similar size and stage of development in the mineral exploration industry and determine an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the Directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the independent Directors annually review the performance of the CEO in light of the Company's objectives and consider other factors that may have impacted the success of the Company in achieving its objectives.

Board Committees

As the Directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger Board, the Board has determined that additional committees beyond the audit committee are not necessary at this stage of the Company's development.

The Company's audit committee (the "**Audit Committee**") is comprised of three (3) of the Company's five (5) directors: Helmut Finger, Ronald Stoeferle and Jeff Rowe.

Assessments

The Board does not consider that formal assessments would be useful at this stage of the Company's development. The Board conducts informal annual assessments of the Board's effectiveness, the individual Directors and each of its committees. To assist in its review, the Board conducts informal surveys of its Directors.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and to meet performance goals and objectives.

AUDIT COMMITTEE

The Audit Committee's Charter

Mandate

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, reviewing the Company's systems of internal controls regarding finance and accounting and reviewing the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Audit Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Audit Committee shall be comprised of three Directors as determined by the Board, the majority of whom shall be free from any relationship that, in the opinion of the Board, would interfere with the exercise of his or her independent judgment as a member of the Audit Committee.

At least one member of the Audit Committee shall have accounting or related financial management expertise. All members of the Audit Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company'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 Audit Committee shall be elected by the Board at its first meeting following the annual shareholders’ meeting. Unless a Chair is elected by the full Board, the members of the Audit Committee may designate a Chair by a majority vote of the full Audit Committee membership.

Meetings

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

Responsibilities and Duties

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

Documents/Reports Review

- (a) Review and update this Charter annually.
- (b) Review the Company’s financial statements, MD&A and any annual and interim earnings, press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Audit Committee as representatives of the shareholders of the Company.
- (b) Obtain annually a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.
- (c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.
- (d) Take, or recommend that the full Board take, appropriate action to oversee the independence of the external auditors.
- (e) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (f) 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.
- (g) Review and approve the Company’s hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.
- (h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company’s external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - i. the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues 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 Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more

members of the Audit Committee who are members of the Board to whom authority to grant such approvals has been delegated by the Audit Committee,

provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval. Such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Risk Management

- (a) Review, at least annually, and more frequently, if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).
- (b) Inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.
- (c) Request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.
- (d) Assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

Other

- (a) Review any related-party transactions.

Composition of the Audit Committee

The following are the members of the Audit Committee:

Helmut Finger	Not Independent ⁽¹⁾	Financially literate ⁽¹⁾
Ronald Stöferle	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Jeff Rowe	Independent ⁽¹⁾	Financially literate ⁽¹⁾

⁽¹⁾ As defined by NI 52-110.

Audit Committee Member Education and Experience

Helmut Finger is a businessman and holds a diploma from the University of Mainz in Germany. Mr. Finger's business knowledge and experience has provided him with an understanding of financial reporting sufficient to enable him having acted as a Director and officer of such companies to discharge his duties as a member of the Audit Committee.

Ronald Stöferle is a Director of the Company and managing-partner of Incrementum AG, an independent investment and asset management company based in Liechtenstein. Mr. Stöferle studied Business Administration and Finance in the USA and at the Vienna University of Economics and Business Administration. He is a financially literate and familiar with the preparation and review of financial statements and the accounting principles used in preparing financial statements.

Jeff Rowe Mr. Rowe, PGeo, has specialized in mineral exploration for more than 40 years, focusing on precious and base metals, primarily in British Columbia, the Yukon and Mexico. Mr. Rowe was employed by Cordilleran Engineering Ltd. for more than 15 years and subsequently joined C.J. Greig & Associates Ltd., a geological consulting services team highly regarded for its technical expertise. Through these associations he has provided professional assistance to a number of public companies, including geological field work, property evaluations and technical reports. In particular, Mr. Rowe was involved in the discovery of the Silvertip deposit in Northern British Columbia, one of the highest-grade silver-zinc-lead operations in the world currently owned by Coeur Mining, as well as the discovery and development of the Elk deposit in Southern British Columbia, a high-grade gold vein system that produced direct-smelter-shipping ore from open pit excavations in the 1990s, currently being developed by Gold Mountain Mining Corp. He is financially literate and familiar with the preparation and review of financial statements and the accounting principles used in preparing 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*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

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

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Committee) and 5 (Reporting Obligations).

External Auditor Service Fees (By Category)

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

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
March 31, 2024	30,366	Nil	Nil	30,366
March 31, 2023	Nil	Nil	Nil	13,750

⁽¹⁾ "Audit Fees" include the aggregate fees billed in each financial year for audit fees.

⁽²⁾ "Audit Related Fees" include the aggregate fees billed in each financial year for assurance and related services to the performance of the audit or review of the Company's financial statements not already disclosed under "Audit Fees".

- (3) "Tax Fees" are the aggregate fees billed by the auditor for tax compliance, tax advice and tax planning.
- (4) "All Other Fees" include aggregate fees billed for products or services not already reported in the above table.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Approval of the Stock Option Plan

The Company's current Stock Option Plan, which is a 10% "rolling" stock option plan was approved by the shareholders of record of Tudor Gold Corp. at its annual general and special meeting held on September 7, 2022, in connection with, among other things, the approval of a spin-out arrangement, by way of a court-approved statutory plan of arrangement under the *Business Corporations Act* (British Columbia) whereby the Company was spun off from Tudor Gold Corp.

The information below is a summary of the Stock Option Plan and should be read in conjunction with the Stock Option Plan. Any definitions or capitalized terms used or referenced below have the same meaning attributed to them in the Stock Option Plan which is accessible on the Company's SEDAR+ profile at <https://www.sedarplus.ca/>.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to Directors, senior officers, employees, management company employees, consultants and Eligible Charitable Organizations of the Company and its subsidiaries (collectively the "**Eligible Persons**").

The purpose of the Stock Option Plan is to give to Eligible Persons, as additional compensation, the opportunity to participate in the success of the Company by granting to such individuals Options, exercisable over periods of up to ten years as determined by the Board, to buy Shares at a price not less than the market price prevailing on the date the Option is granted (the "**Grant Date**") less any applicable discount, if any, permitted by the policies of the Exchange and approved by the Board.

Pursuant to the Stock Option Plan, the Board may grant Options to Eligible Persons in consideration of them providing their services to the Company or a subsidiary. The number of Shares subject to each Option is determined by the Board within the guidelines established by the Stock Option Plan. The Options enable the Eligible Persons to purchase Shares of the Company at a price fixed pursuant to such guidelines. The Options are exercisable by the Eligible Persons giving the Company notice and payment of the exercise price for the number of Shares to be acquired.

The Stock Option Plan authorizes the Board to grant Options to Eligible Persons on the following main terms:

1. The maximum aggregate number of Shares reserved for issuance under the Stock Option Plan and all of the Company's other previously established or proposed share compensation plans (to which the following limits apply under Exchange policies):
 - (a) to all Optionees as a group (including for greater certainty Insiders (as a group) shall not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis at any point in time;
 - (b) to Insiders (as a group) in any 12-month period shall not exceed 10% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies;
 - (c) to any one Optionee (including, where permitted under applicable policies of the Exchanges, any companies that are wholly owned by such Optionee) in any 12-month period shall not exceed 5% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date, unless the Company has obtained the requisite disinterested shareholder approval pursuant to applicable Exchange policies.
 - (d) to any one Consultant in any 12-month period shall not exceed 2% of the total number of issued and

outstanding Shares on a non-diluted basis on the Grant Date;

- (e) to Investor Relations Service Providers (as a group) in any 12-month period shall not exceed 2% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date, and Investor Relations Service Providers shall not be eligible to receive any Security Based Compensation other than Options, if the Shares are listed on the TSXV at the time of any issuance or grant; and
 - (f) to Eligible Charitable Organizations (as a group) shall not exceed 1% of the total number of issued and outstanding Shares on a non-diluted basis on the Grant Date. The price per share specified in an Option agreement, adjusted from time to time, (the “**Option Price**”) under each Stock Option shall be not less than the Market Price on the Grant Date less the applicable discount permitted under the policies of the Exchanges or, if the Shares are not listed on any Exchange, less 25%.
2. Subject to the operation of the conditions and acceleration of the vesting of an Option and the acceleration and extension of the expiry date (the “**Expiry Date**”) of an Option, Options may be exercised to purchase any number of Shares up to the number of vested and unissued Shares underlying the Options (the “**Option Shares**”) at any time after the Grant Date up to 4:00 p.m. Pacific Time on the Expiry Date and shall not be exercisable thereafter. In the event that the Expiry Date of an Option falls during a trading blackout period imposed by the Company (the “**Blackout Period**”), the Expiry Date of such Option will automatically be extended to a date which is ten (10) trading days following the end of such Blackout Period (the “**Extension Period**”), subject to no cease trade order being in place under applicable securities laws; provided that if an additional Blackout Period is subsequently imposed by the Company during the Extension Period, then such Extension Period shall be deemed to commence following the end of such additional Blackout Period to enable the exercise of such Option within ten (10) trading days following the end of the last imposed Blackout Period.
3. If an Optionee ceases to be an Eligible Person, his or her Option shall be exercisable as follows:

(a) Death or Disability

If the Optionee ceases to be an Eligible Person, due to his or her death or disability or, in the case of an Optionee that is a company, the death or disability of the person who provides management or consulting services to the Company or to any entity controlled by the Company, the Option then held by the Optionee shall be exercisable to acquire vested and unissued Option Shares at any time up to but not after the earlier of:

- (i) 365 days after the date of death or disability; and
- (ii) the Expiry Date;

(b) Termination For Cause

If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee’s employer, ceases to be an Eligible Person as a result of termination for cause as that term is interpreted by the courts of the jurisdiction in which the Optionee, or, in the case of a Management Company Employee or a Consultant Company, of the Optionee’s employer, is employed or engaged; any outstanding Option held by such Optionee on the date of such termination, whether in respect of Option Shares that are Vested or not, shall be cancelled as of that date.

(c) Early Retirement, Voluntary Resignation or Termination Other than For Cause

If the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee’s employer, ceases to be an Eligible Person due to his or her retirement at the request of his or her

employer earlier than the normal retirement date under the Company's retirement policy then in force, or due to his or her termination by the Company other than for cause, or due to his or her voluntary resignation, the Option then held by the Optionee shall be exercisable to acquire vested and unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days (30 days if the Optionee was engaged in Investor Relations Activities) after the Optionee or, in the case of a Management Company Employee or a Consultant Company, the Optionee's employer, ceases to be an Eligible Person.

(d) Spin-Out Transactions

If pursuant to the operation of sub-section 5.3(c) of the Stock Option Plan, an Optionee receives options (the "**New Options**") to purchase securities of another company (the "**New Company**") in respect of the Optionee's Options (the "**Subject Options**"), subject to the prior approval of the Exchanges, the New Options shall expire on the earlier of: (i) the Expiry Date of the Subject Options; (ii) if the Optionee does not become an Eligible Person in respect of the New Company, the date that the Subject Options expire pursuant to sub-section 4.4(a), (b) or (c), as applicable; (iii) if the Optionee becomes an Eligible Person in respect of the New Company, the date that the New Options expire pursuant to the terms of the New Company's stock option plan that correspond to sub-section 4.4(a), (b) or (c) hereof; and (iv) the date that is one (1) year after the Optionee ceases to be an Eligible Person in respect of the New Company or such shorter period as determined by the Board.

(e) Eligible Charitable Organizations

If the Optionee ceases to be an Eligible Person due to no longer being an Eligible Charitable Organization, the Options then held by that Optionee shall be exercisable to acquire vested and unissued Option Shares at any time up to but not after the earlier of the Expiry Date and the date which is 90 days after the date the Optionee ceases to be an Eligible Person.

4. The Board, subject to the policies of the Exchanges, may determine and impose terms upon which each Option shall become Vested in respect of Option Shares. Unless otherwise specified by the Board at the time of granting an Option, and subject to the other limits on Option grants set out in Section 3.2 hereof, all Options granted under the Stock Option Plan shall vest and become exercisable in full upon grant, except Options granted to Investor Relations Service Providers, which Options must vest in stages over twelve months with no more than one-quarter of the Options vesting in any three month period.
5. If a Change of Control occurs, all Option Shares subject to each outstanding Option will become Vested, whereupon such Option may be exercised in whole or in part by the Optionee, subject to the approval of the Exchanges with respect to Investor Relations Service Providers or if otherwise necessary.
6. Any unissued Option Shares not acquired by an Optionee under an Option which has been settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised may be made the subject of a further Option pursuant to the provisions of the Plan.
7. An Optionee shall have no rights whatsoever as a shareholder of the Company in respect of any of the unissued Option Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering). An Optionee shall have no rights whatsoever as a shareholder of the Company in respect of any of the unissued Option Shares (including, without limitation, voting rights or any right to receive dividends, warrants or rights under any rights offering).

Stock options which are outstanding under pre-existing stock option plan(s) of the Company as of the effective date of the Stock Option Plan shall continue to be exercisable and shall be deemed to be governed by and be subject to the terms and conditions of the Stock Option Plan except to the extent that the terms of the Stock Option Plan are more restrictive than the terms of such pre-existing plan(s) under which such Options were originally granted, in which case the applicable pre-existing plan(s) shall govern, provided that any Options

granted, issued or amended after November 23, 2021 must comply with Exchange Policy 4.4 - *Incentive Stock Options* (as at November 24, 2021).

The Company currently has 76,012,235 issued and outstanding Shares, meaning that the number of Options currently available for grant under the Stock Option Plan would be 10% of that number (on a rolling basis) or 7,601,223 minus the 5,750,000 Options which are currently outstanding.

The Exchange Requires Annual Shareholder Approval for the Stock Option Plan

The Stock Option Plan is a rolling stock option plan which sets the maximum number of options available for grant by the Company at an amount equal to 10% of the Company's issued and outstanding Shares from time to time. Under Exchange policies, the Stock Option Plan must be approved and ratified by the Shareholders on an annual basis.

Shareholder Approval Being Sought

The full text of the Stock Option Plan is accessible on the Company's SEDAR+ profile at <https://www.sedarplus.ca/>. The Board and management consider the approval of the Stock Option Plan to be appropriate and in the best interests of the Company. Accordingly, unless such authority is withheld, the persons named in the enclosed form of proxy intend to vote for the approval and ratification of the Stock Option Plan.

The text of the ordinary resolution approving the Stock Option Plan to be submitted to Shareholders at the Meeting is set forth below, subject to such amendments, variations or additions as may be approved at the Meeting:

"UPON MOTION IT WAS RESOLVED that the Company approve and ratify, subject to regulatory approval, the Company's Stock Option Plan pursuant to which the directors may, from time to time, authorize the issuance of options to directors, officers, employees and consultants of the Company and its subsidiaries to a maximum of 10% of the issued and outstanding common shares at the time of the grant, with a maximum of 5% of the Company's issued and outstanding shares being reserved to any one person on a yearly basis."

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR+ at <https://www.sedarplus.ca/>, including additional financial information, which is provided in the Company's audited annual consolidated financial statements and management discussion & analysis for its most recently completed financial year. Shareholders may contact the Company at any time to receive a copy of the Company's audited annual consolidated financial statements and management discussion & analysis for its most recently completed financial year. Any such request should be made to the Chief Financial Officer of the Company, 789 - 999 West Hastings Street, Vancouver, British Columbia, V6C 2W2 or sdavis@crossdavis.com.

DIRECTORS' APPROVAL

DATED at Vancouver, British Columbia this 9th day of October, 2024.

APPROVED BY THE BOARD OF DIRECTORS

"Ken Konkin"

Ken Konkin

President, Chief Executive Officer and Director