

**GETTY COPPER INC.**  
1000 Austin Avenue, Coquitlam, BC V3K 3P1  
Telephone: (604) 931-3231 / Facsimile: (604) 931-2814

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JUNE 20, 2024**

**AND**

**INFORMATION CIRCULAR**

*May 22, 2024*

*This document requires immediate attention. If you are in doubt as to how to deal with the documents or matters referred to in this Notice of Annual General Meeting of Shareholders or this Information Circular, you should immediately contact your advisor.*

## **NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (the “**Meeting**”) of shareholders of **GETTY COPPER INC.** (the “**Company**”) will be held in-person at 1000 Austin Avenue, Coquitlam, British Columbia, V3K 3P1 Canada, on Thursday, June 20, 2024 at 10:30 a.m., Vancouver time, for the following purposes:

1. to receive and consider the audited consolidated financial statements of the Company for the financial year ended December 31, 2023, together with the auditors’ report thereon;
2. to set the number of directors of the Company for the ensuing year at five (5);
4. to elect Philip A. Potter, Thomas Hamaoka, Earl Wilfred Hope, Brent Lepinski, and Tom MacNeill as directors of the Company for the ensuing year;
5. to appoint DeVisser Gray LLP as the auditors of the Company for the ensuing year and to authorize the board of directors of the Company to fix the remuneration to be paid to the auditors of the Company;
6. to consider and, if thought advisable, to approve the continuation of the Company’s 10% “rolling” stock option plan, as more particularly described in the information circular accompanying this Notice of Meeting (the “**Information Circular**”); and
7. to act on such other business, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

The board of directors of the Company has set May 16, 2024 as the record date (“**Record Date**”) for determining the shareholders who are entitled to receive notice of and vote at the Meeting. Only holders of common shares of the Company (the “**Shareholders**”) whose names have been entered in the registers of the Company as at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting.

The Information Circular contains details of matters to be considered at the Meeting. A copy of the audited annual consolidated financial statements of the Company for the financial year ended December 31, 2023, together with the auditors’ report thereon and the corresponding management discussion and analysis, may be obtained under the Company’s profile on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) at [www.sedar.com](http://www.sedar.com).

If you are a registered Shareholder and unable to attend the Meeting in person, you are requested to date, sign and return the accompanying form of proxy (the “**Form of Proxy**”) for use at the Meeting if they are not able to attend the Meeting personally. To be effective, Forms of Proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 10:30 a.m., Vancouver time, on Tuesday, June 18, 2024) or any adjournment thereof at which such proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare Investor Services Inc., Attention: Proxy Department, 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Proxies delivered by facsimile should be sent to Computershare Investor Services Inc., Attention: Proxy Department, at toll free 1-866-249-7775, in North America and 416-263-9524 internationally.

If you are a non-registered Shareholder, please complete and return the accompanying materials in accordance with the instructions set forth in the Information Circular.

DATED at Vancouver, British Columbia, this 22nd day of May 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF GETTY COPPER INC.**

*“Philip A. Potter”*

**Chief Executive Officer and Director**

**GETTY COPPER INC.**  
1000 Austin Avenue, Coquitlam, BC V3K 3P1  
Telephone: (604) 931-3231 / Facsimile: (604) 931-2814

## **INFORMATION CIRCULAR**

This Information Circular is furnished in connection with the solicitation of proxies by the management of GETTY COPPER INC. (the “Company”) for use at the meeting (the “Meeting”) of the holders (“Shareholders”) of common shares of the Company (“Common Shares”) to be held on Thursday, June 20, 2024, at the time and place and for the purposes set forth in the accompanying notice of annual general meeting of the shareholders (the “Notice of Meeting”) or at any adjournment or postponement of the Meeting.

### **How to Access the Meeting Materials**

Meeting Materials can be viewed online on the Company’s website at [www.gettycopper.com/agm/](http://www.gettycopper.com/agm/) or under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com).

### **Date and Currency**

The date of this Information Circular and the information therein, unless otherwise specified, is May 16, 2024. Unless otherwise stated, all amounts herein are in Canadian dollars.

## **MANAGEMENT SOLICITATION OF PROXIES**

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers, and regular employees of the Company. All costs of this solicitation will be borne by the Company. These officers and employees will receive no compensation other than their regular salaries but will be reimbursed for their reasonable expenses, which are expected not to exceed \$3,000 in the aggregate.

You can vote your Common Shares by attending and voting your Common Shares at the Meeting, or by having your Common Shares voted by proxy. How you exercise your vote depends on whether you are a “Registered Holder” or a “Non-Registered Holder”.

**Registered Holders** - If you were a Registered Holder on May 16, 2024 (the “Record Date”), you can attend and vote at the Meeting, together with all other Registered Holders. Alternatively, you can submit your completed proxy for your Common Shares to the Company’s transfer agent, Computershare Investor Services Inc., through the internet or telephone or by signing, dating and returning the enclosed form of proxy (the “Form of Proxy”) in the envelope provided, so that such Common Shares can be voted at the Meeting.

**Non-Registered Holders** - If your Common Shares are not registered in your name but are held in the name of a nominee (usually a bank, trust company, securities broker or other financial institution) you should have received a request for voting instructions (the “Voting Instruction Form”) from your nominee or an agent acting on its behalf. Please note that the Company has limited access to the names of its Non-Registered Holders. If you attend the Meeting, the Company will have no record of your shareholding or your entitlement to vote unless your nominee has appointed you as proxyholder. Therefore, if you wish to vote in person at the Meeting insert your own name in the space provided on the Voting Instruction Form and return it by following the instructions provided therein. Do not otherwise complete the Voting Instruction Form as your vote will be taken at the Meeting. Please register with Computershare when you arrive at the Meeting. If you do not intend to attend the Meeting in person, follow the instructions on your Voting Instruction Form to vote by telephone, internet or complete, sign and mail it in the envelope provided.

There are two categories of Non-Registered Holders under applicable securities regulations for the purposes of dissemination to Non-Registered Holders of proxy-related materials and other security holder materials and requests for the Voting Instruction Form from such Non-Registered Holders. Non-objecting beneficial owners (“NOBOs”) are Non-Registered Holders who have advised their intermediaries (such as brokers or other nominees) that they do not object to their intermediary disclosing ownership information to the Company, consisting of their name, address, e-mail address, securities holdings and preferred language of communication. Canadian Securities Laws restricts the use of that information to matters strictly relating to the affairs of the

Company. Objecting beneficial owners (“OBOs”) are Non-Registered Holders who have advised their intermediaries that they object to their intermediaries disclosing such ownership information to the Company.

## **APPOINTMENT AND REVOCATION OF PROXIES**

### **Appointment of Proxy**

The individuals named as proxyholders in the Form of Proxy are (i) Thomas Hamaoka, the President and a director of the Company, and (ii) Philip A. Potter, the Chief Executive Officer and a director of the Company. **A Shareholder eligible to vote at the Meeting has the right to appoint a person, who need not be a Shareholder, to attend and act for the Shareholder and on the Shareholder’s behalf at the Meeting other than either of the persons designated in the Form of Proxy, and may do so either by striking the printed names and inserting the name of that other person in the blank space provided in the Form of Proxy or by completing another suitable form of proxy. Such Shareholders should provide instructions to the nominee on how the Shareholder’s Common Shares should be voted. The Nominee should bring personal identification to the Meeting.**

Shareholders are requested to date, sign and return the Form of Proxy for use at the Meeting if they are not able to attend the Meeting personally. To be effective, Forms of Proxy must be received by the Company’s registrar and transfer agent, Computershare Investor Services Inc., no later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting (namely, by 10:30 a.m., Vancouver time, on Tuesday, June 18, 2024) or any adjournment thereof at which the proxy is to be used. Proxies delivered by regular mail should be addressed to Computershare Investor Services Inc., Attention: Proxy Department, 9<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1. Proxies delivered by facsimile should be sent to Computershare Investor Services Inc., Attention: Proxy Department, at toll free 1-866-249-7775 in North America and 416-263-9524 internationally.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a Form of Proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders, or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notary certified copy thereof, must accompany the Form of Proxy.

### **Revocation of Proxy**

A Shareholder who has given a proxy may revoke it by an instrument in writing duly executed and delivered either to Computershare Investor Services Inc. or to the registered office of the Company at any time up to and including the last business day that precedes the day of the Meeting, namely June 19, 2024, or, if the Meeting is adjourned, that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or of any reconvening thereof, or in any other manner provided by law. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation of such proxy.

## **NON-REGISTERED HOLDERS**

These securityholder materials are being sent to both registered and non-registered owners of Common Shares. 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 Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding such Common Shares on your behalf.

The Company does not intend to pay for intermediaries to forward to OBOs under NI 54-101 the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and that in the case of an OBO, the objecting beneficial owner will not receive the materials unless the OBO’s intermediary assumes the cost of delivery.

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are “non-registered” Shareholders because the Common 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 Common Shares. More particularly, a person is not a registered Shareholder in respect of

Common Shares which are held on behalf of that person (the “**Non-Registered Holder**”) but which are registered either: (a) in the name of an intermediary (an “**Intermediary**”) that the Non-Registered Holder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and directors or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, the Information Circular and the Form of Proxy (collectively, the “**Meeting Materials**”) to the clearing agencies and Intermediaries for onward distribution to Non-Registered Holders. The Company does not intend to pay for delivery of the Meeting Materials to OBOs, and as a result OBOs will not receive the Meeting Materials unless their intermediary assumes the cost of delivery.

Intermediaries are required to forward the Meeting Materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either receive the Voting Instruction Form or, less frequently, the Form of Proxy. Non-Registered Holders should follow the procedures set out below, depending on which type of form they receive.

- (a) **Voting Instruction Form.** In most cases, a Non-Registered Holder will receive, as part of the Meeting Materials, the Voting Instruction Form which is not signed by the Intermediary, and which, when properly completed and signed by the Non-Registered Holder and returned to the Intermediary or its service company, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.
- (b) **Form of Proxy.** Less frequently, a Non-Registered Holder will receive, as part of the Meeting Materials, 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 Common Shares beneficially owned by the Non-Registered Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and deposit it with Computershare Investor Services Inc. as provided above.

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Holder who receives one of the above forms wish to vote at the Meeting in person, the Non-Registered Holder should strike out the names of the management proxy nominees named in the form and insert the Non-Registered Holder’s name in the blank space provided. **In either case, Non-Registered Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

#### **EXERCISE OF DISCRETION**

On a poll the nominees named in the Form of Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with the instructions of the Shareholder on any ballot that may be called for. If a Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified; and
- (b) any other matter, including amendments to any of the foregoing, as may properly come before the Meeting or any adjournment thereof.

**In respect of a matter for which a choice is not specified in the proxy, or unless otherwise provided for in the proxy, the nominees named in the Form of Proxy will vote Common Shares represented by the proxy in favour of each matter identified in the proxy and for the nominees of the Company's board of directors (the "Board") for directors and auditor of the Company.**

As of the date of this Information Circular, management of the Company knows of no amendment, variation or other matter that may come before the Meeting, but if any amendment, variation or other matter properly comes before the Meeting each nominee intends to vote thereon in accordance with the nominee's best judgment.

In the case of abstentions from, or withholding of, the voting of the Common Shares on any matter, the Common Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

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

To the knowledge of management of the Company, no director or executive officer of the Company at any time since the beginning of the last completed financial year of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing 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, other than the election of directors or the appointment of auditors.

## **VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES**

The authorized share capital of the Company consists of an unlimited number of Common Shares. As at May 16, 2024, the Company had 130,391,205 Common Shares issued and outstanding, each Common Share carrying the right to one vote at the Meeting. Only Shareholders of record at the close of business on the Record Date, who either attend the Meeting personally or complete and deliver a form of proxy in the manner and subject to the provisions described above, will be entitled to vote or to have their Common Shares voted at the Meeting. To the knowledge of the directors and executive officers of the Company, as of May 16, 2024, the following persons or entities beneficially owned, controlled or directed, directly or indirectly, 10% of the Common Shares:

<b>Name</b>	<b>Number of Common Shares <sup>(1)</sup></b>	<b>Percentage of Issued Capital <sup>(2)</sup></b>
John B. Lepinski	41,490,666 <sup>(3)</sup>	31.82%
Ralph Berezan	22,201,077 <sup>(4)</sup>	17.03%

**Notes:**

- (1) Common Shares beneficially owned, or over which control or direction is exercised, directly or indirectly, as at the Record Date, based upon information furnished to the Company by the directors of the Company and reports provided by the Company's transfer agent.
- (2) Based on 130,391,205 Common Shares issued and outstanding as at the Record Date.
- (3) (i) 681,167 Common Shares are held by John B. Lepinski, Chairman Emeritus of the Company, (ii) 194,735 Common Shares are held by Deborah Resources Ltd. ("Deborah"), a company controlled by John B. Lepinski, (iii) 850,000 Common Shares are held by Freeway Properties Inc. ("Freeway"), a company controlled by John B. Lepinski, (iv) 14,445,526 are held by John B Pub Ltd., a company controlled by John B. Lepinski, (v) 1,890,046 Common Shares are held by Masco Capital Inc., a company controlled by John B. Lepinski, and (vi) 5,118,045 Common Shares are held by Robak Industries Ltd. ("Robak"), a company controlled by John B. Lepinski and (vii) 18,311,147 Common Shares are held by John Lepinski Family Trust, a trust controlled by John B. Lepinski.
- (4) 22,193,077 Common Shares held by Ralph Berezan and 8,000 Common Shares held by Berezan Investments Inc. a company controlled by Ralph Berezan.

## **EXECUTIVE COMPENSATION**

### *Statement of Executive Compensation*

The following information regarding executive compensation is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation*, and sets forth compensation, as at the end of the financial year ended December 31, 2023, for the (i) NEOs (as defined herein) of the Company, namely, Philip A. Potter, the Chief Executive Officer of the Company, and Meryl Tellis, the Chief Financial Officer of the Company, and (ii) the directors of the Company who are not also NEOs of the Company, namely, Thomas Hamaoka, Earl Wilfred Hope and Tom MacNeill.

A named executive officer (“NEO”) means:

- (a) 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 (“CEO”);
- (b) 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 (“CFO”);
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer (other than the CEO and CFO) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with applicable securities rules, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and not acting in a similar capacity, at the end of that financial year.

### Director and NEO Compensation, Excluding Compensation Securities

The following table sets forth information concerning the annual and long-term compensation for services rendered to the Company for the financial years ended December 31, 2023, 2022 and 2021 in respect of the individuals who were (or who acted in a similar capacity as) during the financial years ended December 31, 2023, 2022 and 2021, as NEOs and directors. There were no officers of the Company whose total compensation exceeded \$150,000 during each of the financial years ended December 31, 2023, 2022 and 2021.

Table of compensation excluding compensation securities							
Name and Position	Financial Year Ended	Salary, consulting fee, retainer, commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Philip A Potter <sup>(1)</sup> CEO and Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Meryl Tellis <sup>(2)</sup> CFO	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Thomas Hamaoka <sup>(3)</sup> President and Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Earl Wilfred Hope <sup>(4)</sup> Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Tom MacNeill <sup>(12)</sup>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Brent Lepinski <sup>(13)</sup>	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Larry W. Reaugh <sup>(9)</sup> Former Director	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
John B. Lepinski <sup>(6)(7)(9)(10)</sup> Chairman Emeritus, Former Director, Former CEO, Former COO, Former Managing Director and Former Chairman.	2023	N/A	N/A	N/A	N/A	N/A	N/A
	2022	Nil	Nil	Nil	Nil	6,000 <sup>(8)</sup>	6,000 <sup>(8)</sup>
	2021	Nil	Nil	Nil	Nil	6,000 <sup>(8)</sup>	6,000 <sup>(8)</sup>

Notes:

(1) Philip A. Potter was appointed as a director of the Company, effective May 16, 2019, and as Chief Executive Officer, effective June 22, 2022.

(2) Meryl Tellis was appointed as Chief Financial Officer of the Company, effective February 1, 2019.

- (3) Thomas Hamaoka was appointed as a director of the Company, effective June 1, 2016, and President, effective May 16, 2019.
- (4) Earl Wilfred Hope was appointed as a director of the Company, effective May 16, 2019.
- (5) Larry W. Reaugh was appointed as a director of the Company, effective April 18, 2017, and ceased to be a director on his unfortunate passing on September 21, 2022.
- (6) John B. Lepinski was appointed as a director of the Company, effective June 30, 1992, Managing Director of the Company, effective June 27, 2005, CEO and COO of the Company, effective June 18, 2015, Chairman of the Company, effective May 16, 2019, and Chairman Emeritus on June 22, 2022, John B. Lepinski ceased being Managing Director, CEO, COO, and Chairman on June 22, 2022 and ceased being a Director of the Company on June 20, 2023.
- (7) Pursuant to the Management Agreement (as defined herein), Freeway, a company controlled by John B. Lepinski, receives \$2,500 per month for providing management services to the Company. Due to the limited funds of the Company, Freeway elected not to charge the Company management fees commencing May 1, 2014.
- (8) This amount represents \$500 per month billed by Deborah, a company controlled by John B. Lepinski, for office rental by the Company (the "Rental").
- (9) As at December 31, 2023, (i) \$44,625 was payable by the Company to Deborah, a company controlled by John B. Lepinski, in respect of the Rental; (ii) \$1,412,281 was payable by the Company to Freeway, a company controlled by John B. Lepinski, pursuant to a loan, made by Freeway to the Company, bearing interest at a rate of six (6) percent per annum (the "Loan"); (iii) \$1,360,822 was payable by the Company to Robak, a company controlled by John B. Lepinski, pursuant to a secured debenture, issued to Robak by the Company, bearing interest a rate of six (6) percent per annum (the "Debenture") and (iv) \$43,936 was payable by the Company to Robak, a company controlled by John B. Lepinski, pursuant to an advance, bearing interest at a rate of 6% per annum, made by Robak to the Company (the "Advance").
- (10) As at December 31, 2022, (i) \$38,325 was payable by the Company to Deborah, a company controlled by John B. Lepinski, in respect of the Rental; (ii) \$1,059,658\* was payable by the Company to Freeway, a company controlled by John B. Lepinski, pursuant to a loan, made by Freeway to the Company, bearing interest at a rate of six (6) percent per annum (the "Loan"); (iii) \$1,283,795 was payable by the Company to Robak, a company controlled by John B. Lepinski, pursuant to a secured debenture, issued to Robak by the Company, bearing interest a rate of six (6) percent per annum (the "Debenture") and (iv) \$41,449 was payable by the Company to Robak, a company controlled by John B. Lepinski, pursuant to an advance, bearing interest at a rate of 6% per annum, made by Robak to the Company (the "Advance").
- (11) As at December 31, 2021, (i) \$32,025 was payable by the Company to Deborah, a company controlled by John B. Lepinski, in respect of the Rental; (ii) \$757,038 was payable by the Company to Freeway, a company controlled by John B. Lepinski, pursuant to a loan, made by Freeway to the Company, bearing interest at a rate of six (6) percent per annum (the "Loan"); (iii) \$1,211,127 was payable by the Company to Robak, a company controlled by John B. Lepinski, pursuant to a secured debenture, issued to Robak by the Company, bearing interest a rate of six (6) percent per annum (the "Debenture") and (iv) \$39,103 was payable by the Company to Robak, a company controlled by John B. Lepinski, pursuant to an advance, bearing interest at a rate of 6% per annum, made by Robak to the Company (the "Advance").
- (12) Tom MacNeill was appointed as a director, effective May 18, 2023.
- (13) Brent Lepinski was appointed as a director, effective May 18, 2023.

## Stock Options and Other Compensation Securities and Instruments

The table below provides share based and option-based awards to the NEOs and directors of the Company as at the end of the most recently completed financial year.

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, 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
Philip A. Potter, CEO and Director	Options	500,000	May 17, 2019	\$0.05	\$0.03	\$0.05	May 16, 2024
Meryl Tellis CFO	Options	500,000	February 2, 2021	\$0.05	\$0.05	\$0.05	January 31, 2026
Thomas Hamaoka President and Director	Options	500,000	August 16, 2019	\$0.05	\$0.04	\$0.05	August 15, 2024

Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities, 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
Earl Wilfred Hope <i>Director</i>	Options	500,000	May 17, 2019	\$0.05	\$0.03	\$0.05	May 16, 2024
Tom MacNeill <i>Director</i>	Options	500,000	June 21, 2023	\$0.05	\$0.045	\$0.05	June 22, 2028
Brent Lepinski <i>Director</i>	Options	500,000	June 21, 2023	\$0.05	\$0.045	\$0.05	June 22, 2028

No NEO or director of the Company exercised compensation securities in the most recently completed financial year.

### Stock Option Plans and Other Incentive Plans

The Company has adopted a stock option plan (the “**Option Plan**”) pursuant to which Board may grant options (the “**Options**”) to purchase Common Shares to officers, directors and employees of the Company or affiliated companies and to consultants retained by the Company.

The Option Plan is a 10% “rolling” plan whereby the aggregate number of Common Shares that may be reserved for issuance pursuant to Options shall not exceed 10% of the issued and outstanding Common Shares at the time of the granting of Options. The Board is of the view that the Option Plan is required in order to provide incentive to the directors, management, employees and consultants of the Company to act in the best interest of the Company and contribute to the future growth and success of the Company.

Under the Option Plan, the Board, from time to time, at its discretion, grant to directors, officers, employees, management company employees or consultants of the Company Options to acquire Common Shares, provided that the number of Options granted does not exceed a maximum of 10% of the aggregate number of Common Shares issued and outstanding.

Consequently, the number of Common Shares that are reserved under the Option Plan is automatically increased or decreased as the number of issued and outstanding Common Shares increases or decreases.

### Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEOs of the Company. There are no agreement or arrangements that provide for compensation to NEOs or directors of the Company, or that provide for payments to a NEO or director at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, severance, a change of control in the Company or a change in the NEO or director’s responsibilities other than (i) the grant of Options under the Option Plan; (ii) the reimbursement of expenses that any director or NEO may have incurred on behalf of the Company; and (iii) the management agreement dated July 1, 1995 (the “**Management Agreement**”) with Freeway, a company controlled by John B. Lepinski, the Chairman Emeritus, as described under “**Management Contracts**”.

### Oversight and Description of Director and NEO Compensation

#### *Compensation Discussion and Analysis*

The purpose of this Compensation Discussion and Analysis is to provide information about the Company’s

executive compensation objectives and processes and to discuss compensation decisions relating to its Directors and NEOs.

The Company is a development stage company engaged in the acquisition and exploration of natural resource properties. The Company has, as of yet, no significant revenues from operations and often operates with limited financial resources to ensure that funds are available to complete scheduled programs. As a result, the Board has to consider not only the financial situation of the Company at the time of the determination of executive compensation of its' Directors and NEOs, but also the estimated financial situation of the Company in the mid and long term. The Company recognizes that there may be risks associated with its current processes; however, the Company does not believe the risks to be significant. As of the date hereof, executive compensation consists solely of Options, which do not require cash disbursement by the Company.

#### *Compensation Objectives and Principles*

The primary goal of the Company's executive compensation program is to attract and retain the key executives necessary for the Company's long-term success and to motivate and encourage executives to further the development of the Company and its operations. As of the date hereof, executive compensation consists of Options.

#### *Compensation Process*

The Company relies solely on the Board in determining the compensation of its executive officers and directors. The Board is responsible for determining compensation in the form of Options to be granted to the NEOs, as well as to its directors.

#### *Option-Based Awards*

The Option Plan has been established to provide incentives to qualified parties to increase their propriety interest in the Company and thereby encourage their continuing association with the Company. Pursuant to the Company's Option Plan, the Board, at its sole discretion, determines all grants of Options to NEOs and directors. Such grants are considered incentives intended to align the NEOs', directors' and Shareholders' interests in the long term. The Company emphasizes Options in executive compensation as they allow the NEOs and directors to share in corporate results in a manner that is relatively cost-effective despite the effects of treating Options as a compensation expense. The grant of Options is not influenced by the number of Options outstanding or in-the-money value of outstanding Options.

#### *Pension Plan Benefits*

The Company does not have a defined benefit plan, defined contribution plan or deferred compensation plan.

### **BOARD AND SENIOR MANAGEMENT DIVERSITY**

The Company has a long-standing view that directors and members of senior management of the Company are best identified, nominated and/or appointed based on merit, which includes consideration of competencies, expertise, skills, background and other qualities the Company identifies from time to time as being important, regardless of whether or not the candidate is a member of a designated group. The *Canada Business Corporations Act* (the "CBCA") defines "designated groups" to include women, Aboriginal peoples, persons with disabilities and members of visible minorities. While the Company respects the value of diversity, this view ensures that the Company consistently selects from the best possible candidates.

In light of the foregoing: (i) the Company does not have a written diversity policy relating to the identification and nomination of directors who are part of designated groups; (ii) the Board does not consider the level of representation of designated groups on the Board in identifying and nominating candidates for election or re-election to the Board, and the Company does not consider the same when appointing members of senior management of the Company; and (iii) the Company has not adopted a target number or percentage (or range) for members of the designated groups to hold positions on the Board or to be members of senior management of the Company by a specific date.

There is currently one person on the Board who is a representative of designated groups, specifically one Board

member being a visible minority representing approximately 20% of the Board. There is currently two officers of the Company who are representatives of designated groups, specifically the President of the Company being a visible minority and the Corporate Secretary of the Company being a woman. Other than as disclosed above, there are no other members of designated groups who hold positions on the Board or who are members of senior management.

### SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Option Plan, as at December 31, 2023. The Company has no other equity compensation plans.

**Table of Equity Compensation Plan Information as at December 31, 2023**

Plan Category	Number of Common Shares to be Issued Upon Exercise of Outstanding Options, Warrants and Rights	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights	Number of Common Shares Remaining Available for Future Issuance Under the Equity Compensation Plans
Equity Compensation Plans Approved by Securityholders	5,975,000	\$0.05	6,214,120
Equity Compensation Plans Not Approved By Securityholders	-	-	-
<b>Total</b>	<b>5,975,000</b>	<b>-</b>	<b>6,214,120</b>

### INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

To the knowledge of management of the Company, no current or former director, executive officer or employee, proposed nominee for election to the Board, or associate of such persons is, or has been, indebted to the Company or any of its subsidiaries or has been indebted to any other entity where that indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries since the beginning of the most recently completed financial year of the Company and no indebtedness remains outstanding as at the date of this Information Circular.

### INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Company, except as described herein, no director or executive officer of the Company, no person who beneficially owns, directly or indirectly, 10% of the issued and outstanding Common Shares as at the date hereof, other than John B. Lepinski, the Chairman Emeritus of the Company (each of the foregoing being an **"Informed Person"**), no director or executive officer of an entity that is itself an Informed Person or a subsidiary of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, in any transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction which, in either case, has materially affected or would materially affect the Company or any of its subsidiaries, other as described in *"Interest of Certain Persons in Matters to be Acted Upon"*.

### MANAGEMENT CONTRACTS

The management functions of the Company or any of its subsidiaries are not performed to any substantial degree by any person or company other than the directors and executive officers of the Company or any of its subsidiaries, since the beginning of the Company's most recently completed financial year, with the exception of the Management Agreement with Freeway, a company controlled by John B. Lepinski, the Chairman Emeritus of the Company. Pursuant to the Management Agreement, Freeway receives \$2,500 per month for providing management services to the Company. Due to the limited funds of the Company, Freeway elected not to charge the Company management fees commencing May 1, 2014. Other than as described in *"Interest of Informed Persons in Material Transactions"* and certain mineral interests described in the Financial Statements, neither Freeway, John B. Lepinski nor his associates or affiliates has been indebted to the Company or been involved in any transaction or arrangement with the Company at any time since the beginning of the Company's most recently

completed financial year.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### Presentation of Financial Statements

The audited financial statements of the Company for the financial year ended December 31, 2023 (the “**Financial Statements**”) and the auditor’s report thereon (the “**Auditor’s Report**”), will be presented to Shareholders at the Meeting.

The Financial Statements, Auditor’s Report, and management discussion and analysis for the financial year ended December 31, 2023 (the “**MD&A**”) are available under the Company’s profile on SEDAR at [www.sedar.com](http://www.sedar.com). The Notice of Annual General Meeting of Shareholders, Information Circular, Request for Financial Statements (NI 51-102) and Form of Proxy will be available from Computershare Investor Services, at 100 University Avenue, 9<sup>th</sup> Floor, Toronto, Ontario, M5J 2Y1 or from the office of the Company’s counsel, which is located at 704-595 Howe Street, Vancouver, BC V6C 2T5.

### Reappointment and Remuneration of Auditors

DeVisser Gray LLP (“**DeVisser Gray**”), Chartered Accountants, of Vancouver, British Columbia, are the Company’s auditors and were first appointed as the Company’s auditors on February 28, 2005. Shareholders will be asked to vote for the re-appointment of DeVisser Gray to serve as auditors for the Company, to hold office until the next annual general meeting of the Shareholders, or until such firm is removed from office or resigns as provided by law, and to authorize the Board to fix the remuneration to be paid to the auditors.

**The Management of the Company recommends the re-appointment of DeVisser Gray as auditors for the Company, to hold office until the next annual general meeting of the Shareholders at a remuneration to be fixed by the Board.**

It is intended that all proxies received will be voted in favour of the reappointment of DeVisser Gray as auditors of the Company unless a proxy contains instructions to withhold the same from voting. It is intended that all proxies received will be voted in favour of the authorization of the board of directors to fix the remuneration unless a proxy contains instructions to vote against the authorization of the board of directors to fix the remuneration.

### Election of Directors

At the Meeting, Shareholders will be asked to set the number of directors at five (5). At the Meeting, Shareholders will be asked to elect five directors to succeed the present directors whose term of office will expire at the conclusion of the Meeting. Each director elected will hold office until the conclusion of the next annual meeting of the Company at which a director is elected, unless the director’s office is earlier vacated in accordance with the By-Laws of the Company or the provisions of the *Canada Business Corporations Act*.

**Management recommends the approval of the resolution to set the number of directors of the Company at five (5).**

The following table sets out the names of management’s nominees for election as directors, each nominee’s province and country of residence, all offices in the Company each nominee now holds, the date of initial appointment of each nominee as a director of the Company, the number of Common Shares beneficially owned by each nominee, directly or indirectly, or over which control or direction is exercised by such nominee, as at May 22, 2024, and each nominee’s principal occupation or employment.

Name, Residence and Positions Held with the Company	Date of Appointment as a Director <sup>(4)</sup>	Common Shares Beneficially Owned or Controlled <sup>(1)</sup>	Principal Occupation or Employment
Philip A. Potter BC, Canada Director	May 16, 2019	979,300	Retired, CEO and Director of the Company; President of Aberdeen Investments from 2010 to 2019.

<b>Name, Residence and Positions Held with the Company</b>	<b>Date of Appointment as a Director <sup>(4)</sup></b>	<b>Common Shares Beneficially Owned or Controlled <sup>(1)</sup></b>	<b>Principal Occupation or Employment</b>
<b>Thomas Hamaoka</b> <sup>(2)</sup> <i>BC, Canada</i> President and Director	June 1, 2016	Nil	Retired; President and a director of the Company.
<b>Earl Wilfred Hope</b> <sup>(2)</sup> <i>BC, Canada</i> Director	May 16, 2019	38,000	Investor relations consultant; Investor relations consultant at Canadian Zinc Corporation (mineral exploration and development) from 2010 to 2015; Investor relations consultant at Napier Ventures Inc. (mineral exploration and development) from 2016 to 2020; and Investor relations consultant at One World Lithium Inc. (lithium exploration and development) since 2020.
<b>Brent Lepinski</b> <sup>(2)</sup> <i>BC, Canada</i> Director	May 18, 2023	7,024,054 <sup>(4)</sup>	Businessman and owner of private businesses.
<b>Tom MacNeill</b> <i>SK, Canada</i> Director	May 18, 2023	9,319,000 <sup>(5)</sup>	Graduate of the University of Saskatchewan (Economics) and is a Chartered Financial Analyst (CFA) and a Certified General Accountant (CGA). Mr. MacNeill has also completed the Canadian Securities course (with Honors) in 1987. With over 25 years in the resource investment and corporate finance industry, Mr. MacNeill's work history includes positions as: Investment Advisor with a major Canadian firm, management accountant within the mining industry, Chief Financial Officer of a Canadian trust corporation as well as extensive resource portfolio management including holding or having held positions at Eros Resources Corp, Claude Resources, Omineca Mining and Metals Ltd., 49 North Resources Inc., Royal Helium, FNR Energy Inc., FNR Energy II Inc. and FNR Energy III Inc.

**Notes:**

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. The number of Common Shares beneficially owned or controlled does not include convertible securities held by directors exercisable to purchase or convertible into Common Shares.
- (2) Member of the audit committee, of which Thomas Hamaoka is the chair.
- (3) Directors are to hold office until the next annual general meeting of the Company unless a director's office is earlier vacated in accordance with the By-Laws of the Company or the CBCA or unless the director becomes disqualified to act as a director.
- (4) (i) 524,054 Common Shares are held by Brent Lepinski, and (ii) 6,500,000 Common Shares are held by Brent Lepinski Family Trust, a trust controlled by Brent Lepinski.
- (5) Shares are held by companies controlled or directed by Mr. MacNeill as follows: (i) 8,200,000 Common Shares are held by Eros Resources Corp., and (ii) 1,119,000 Common Shares are held by 49 North Resources Inc.

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

**Management of the Company recommends the approval of each of the nominees listed above for appointment as directors of the Company until the next annual general meeting of the Company.**

Management does not contemplate that any of its nominees will be unable to serve as directors. If any vacancies occur in the slate of nominees listed above before the Meeting, the persons named in the Form of Proxy intend to exercise discretionary authority to vote the Common Shares represented by proxy for the election of any other persons as directors.

**Corporate Cease Trade Orders, Bankruptcies and Insolvencies**

To the knowledge of management of the Company, no proposed director of the Company:

- I. is, as at the date hereof, or has been, within the 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company), that:
  - (i) was the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation for a period of more than 30 consecutive days while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer, chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- II. is, as at the date hereof, or has been within 10 years before the date hereof, a director or executive officer of any issuer (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
- III. has, within the 10 years before the date hereof, 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 its assets.

### ***Penalties or Sanctions***

To the knowledge of management of the Company, no proposed director of the Company has:

- I. 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
- II. been subject to any other penalties or sanctions imposed by a court or regulatory body that would be likely to be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

### **Re-Approval of Incentive Stock Option Plan**

Pursuant to TSX Venture Exchange (“TSX-V”) policies, a TSX-V-listed issuer is required to obtain the approval of the Shareholders for a “rolling” stock option plan at each annual meeting of Shareholders. Shareholders will be asked to approve by ordinary resolution the continuation of the Option Plan pursuant to which 10% of the issued and outstanding Common Shares are set aside and reserved for Options on a rolling basis.

The Option Plan was last approved by the Shareholders at the annual general meeting of Shareholders held on June 20, 2023.

As at May 16, 2024, the Company had 5,975,000 Options outstanding under the Option Plan.

The following is a summary of the principal terms of the Option Plan.

The Option Plan provides that Options may be granted to directors, officers, employees and consultants of the Company or its subsidiaries, as such terms are defined in TSX-V Policy 4.4.

The Option Plan is administered by the Company’s Board.

The Option Plan may be amended or terminated by the Board at any time, but such amendment or termination will not alter the terms or conditions of any Option awarded prior to the date of such amendment or termination. Any Option outstanding when the Option Plan is amended or terminated will remain in effect until it is exercised or expires or is otherwise terminated in accordance with the provisions of the Option Plan.

The Option Plan provides that other terms and conditions, including vesting provisions, may be attached to a particular Option, at the discretion of the Board. All Option grants are to be evidenced by the execution of an

option commitment substantially in the form attached as Schedule “A” to the Option Plan.

The exercise price of the Options granted under the Option Plan shall be as set by the Board, but shall not be less than the discounted market value of the Common Shares on the date of the grant, in accordance with the policies of the TSX-V.

The Option Plan provides that it is solely within the discretion of the Board to determine to whom Options should be granted and in what amounts. The Board may issue a majority of the Options to insiders of the Company. However, the number of Common Shares which may be reserved for issuance pursuant to Options granted to insiders of the Company under the Option Plan, together with all of the Company’s other previously established or proposed share compensation arrangements, in aggregate may not exceed 10% of the total number of issued and outstanding Common Shares on a non-diluted basis. Further, the number of Common Shares which may be issuable under the Option Plan:

- (a) to insiders of the Company, in aggregate, shall not exceed 10% of the outstanding Common Shares;
- (b) to any one optionee, other than to a consultant or employees providing investor relations activities (as defined by the policies of the TSX-V) to the Company shall not exceed 5%, in aggregate, of the outstanding Common Shares in any 12-month period; and
- (c) to any one consultant to the Company, shall not exceed 2%, in aggregate, of the outstanding Common Shares in any 12 month period; and all such persons of the Company employed to provide investor relations activities to the Company in aggregate shall not exceed 2%, in aggregate, of the outstanding Common Shares in any 12 month period.

An Option may be granted for a period of up to ten (10) years from the date of the grant. If the optionee resigns or is terminated other than for cause, all unexercised Options previously granted to such optionee will expire after 90 days. If the optionee was providing investor relations services to the Company, then all of the Options previously granted to such optionee will expire after 30 days. All unvested Options will be cancelled immediately. If an optionee is terminated for cause, all Options previously granted to such optionee expire immediately. If an optionee dies, all Options previously granted to such optionee shall expire on the earlier of the expiry date and the date that is twelve (12) months following the date of such optionee’s death.

**Management of the Company recommends that Shareholders vote FOR the re-approval and ratification of the Option Plan. It is intended that all proxies received will be voted in favor of the re-approval and ratification of the Option Plan unless a proxy contains instructions to vote against the re-approval and ratification of the Option Plan.**

## **CORPORATE GOVERNANCE**

The Canadian Securities Administrators adopted National Instrument 58-101 *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) and National Instrument 58-201 *Corporate Governance Guidelines* (“**NI 58-201**”). NI 58-101 requires issuers to disclose the corporate governance practices that they have adopted. NI 58-201 provides guidance on corporate governance practices. A full description of each of the corporate governance practices of the Company with respect to NI 58-101 is set out in Schedule “A” to this Information Circular.

### **AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS**

The Company is subject to National Instrument 52-110 - *Audit Committees* (“**NI 52-110**”), which has been adopted by the Canadian Securities Administrators and which prescribes certain requirements in relation to audit committees. 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 auditors, which is set forth below.

#### **The Audit Committee Charter**

The Company’s audit committee is governed by an audit committee charter, the text of which is set out in Schedule “B” of this Information Circular.

## **Composition of the Audit Committee**

The Company's audit committee is currently comprised of three directors, Thomas Hamaoka, Chair, Earl Wilfred Hope and Brent Lepinski. Two of the three directors on the Company's audit committee are considered to be independent members of the Company's audit committee pursuant to the meaning of "independent" provided in NI 52-110. Thomas Hamaoka is not considered to be an independent member of the Company's audit committee. All three members of the Company's audit committee are considered financially literate as provided for in NI 52-110.

## **Relevant Education and Experience**

This section describes the education and experience of the Company's audit committee members that is relevant to the performance of their responsibilities in that role, which includes:

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

### ***Thomas Hamaoka***

Mr. Hamaoka obtained his BA from Simon Fraser University, majoring in economics and commerce, and has 30 years of related experience in the financial sector.

### ***Earl Wilfred Hope***

Mr. Hope worked as a registered representative, for retail clients, from 1969 to 1998 with four Vancouver brokerage firms. Mr. Hope was engaged as an investor relations consultant with several TSX-listed companies from 2019 to May 2022, facilitating shareholders' enquiries, disseminating news and attending international trade shows. Mr. Hope is currently engaged as an investor relations consultant with One World Lithium Inc. (CSE: OWLI), and Napier Ventures Inc.

### ***Brent Lepinski***

Brent Lepinski has over 20 years of business ownership experience.

## **Audit Committee Oversight**

Since the commencement of the financial year ended December 31, 2021, the Company's board of directors has not failed to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

## **Reliance on Certain Exemptions**

Since the commencement of the financial year ended December 31, 2023, the Company has not relied on the exemptions contained in section 2.4 "*De Minimis Non-Audit Services*" or Part 8 "*Exemptions*" of NI 52-110. Section 2.4 provides an exemption from the requirement that the Company's audit committee must pre-approve all non-audit services to be provided by the Company's auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the Company's auditor in the fiscal year in which such non-audit services were provided. Part 8 permits a company to apply to a securities regulator authority for an exemption from the requirements of NI 52-110, in whole or in part.

## Pre-Approval Policies and Procedures

The Company's audit committee is authorized by the board of directors to review the performance of the Company's external auditors and approve, in advance, provision of services other than auditing and to consider the independence of the Company's external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Company's audit committee has not approved any specific policies and procedures for the engagement of non-audit services.

## External Auditor Service Fees

The following table sets forth the fees billed by the Company's external auditor, DeVisser Gray, for services rendered for the financial years ended December 31, 2023, 2022 and 2021.

Financial Year Ended	2023	2022	2021
Audit Fees	\$18,000	\$18,000	\$17,000
Audit-Related Fees	Nil	Nil	Nil
Tax Fees	\$1,800	\$1,700	\$1,450
All Other Fees	Nil	Nil	Nil

## Exemptions

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.

## ADDITIONAL INFORMATION

Additional information relating to the Company can be found on the Company's profile on SEDAR at [www.sedar.com](http://www.sedar.com). Financial information regarding the Company is provided in the Financial Statements and the Auditor's Report, together with the MD&A. Copies of the Financial Statements, Auditor's Report and the MD&A, as well as additional copies of this Information Circular, may be obtained upon request from the Company at 1000 Austin Avenue, Coquitlam, British Columbia, V3K 3P1.

## APPROVAL OF DIRECTORS

The contents and the sending of the accompanying Notice of Meeting and this Information Circular have been approved by the board of directors of the Company.

DATED at Vancouver, British Columbia, this 22nd day of May, 2024.

**BY ORDER OF THE BOARD OF DIRECTORS OF GETTY  
COPPER INC.**

***"Philip A. Potter"***  
**Chief Executive Officer and Director**

**SCHEDULE "A"**

**GETTY COPPER INC.**

**CORPORATE GOVERNANCE COMPLIANCE TABLE**

The following table sets out the corporate governance practices of the Company with respect to NI 58-101. The Company constantly monitors evolving best practices for corporate governance.

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101</b>	<b>COMMENTS</b>
1	<p><b>Board of Directors</b></p> <p>Disclose the identity of the directors who are independent.</p>	<p>The Board facilitates its independent supervision over management by holding regular meetings at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.</p> <p>The Board is currently comprised of five directors, of which three of the directors are independent. The Board considers that Brent Lepinski, Earl Wilfred Hope and Tom MacNeill are independent directors.</p>
	<p>Disclose the identity of the directors who are not independent, and describe the basis for that determination.</p>	<p>The Board considers that Philip A. Potter and Thomas Hamaoka are not independent directors. Philip A. Potter is not an independent director because of his position as Chief Executive Officer of the Company. Thomas Hamaoka is not an independent director because of his position as President of the Company.</p> <p>The Board is responsible for determining whether or not each director of the Company is an independent director. To do this, the Board analyzes all the relationships of the directors of the Company with the Company. Those directors who do not meet the meaning of independence as provided in NI 58-101 were deemed to not be independent directors.</p>
2	<p><b>Directorship</b></p> <p>If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.</p>	<p>The following directors currently serve on the board of directors of other reporting issuer(s) (or equivalent):</p> <p>Thomas Hamaoka: None.  Philip A Potter       None  Earl Wilfred Hope   None  Brent Lepinski       None  Tom MacNeill       (1)49 North Resource Inc.; (2) Eros Resources Corp;  (3) Omineca Mining and Metals Ltd.</p>
	<p><b>Orientation and Continuing Education</b></p> <p>Describe what steps, if any, the Board takes to orient new board members and describe what measures, if any, the Board takes to provide continuing education for directors.</p>	<p>The Board briefs all new directors of the Company on the policies of the Board and other relevant corporate and business information.</p> <p>The orientation for new directors of the Company includes visits to the Company's facilities, familiarization with the Company's properties and potential properties, meetings with the operating management, an outline of the Company's history and other relevant data and guidance concerning trading in the Company's securities. The Board ensures that continuing education is provided to directors of the Company by way of written materials and courses.</p>

	<b>GOVERNANCE DISCLOSURE GUIDELINE UNDER NI 58-101</b>	<b>COMMENTS</b>
4	<p><b>Ethical Business Conduct</b></p> <p>Describe what steps, if any, the Board takes to encourage and promote a culture of ethical business conduct.</p>	<p>The Board monitors the ethical conduct of the Company and ensures that it complies with applicable legal and regulatory requirements, such as those of relevant securities commissions and stock exchanges. The Board has adopted a code of conduct and business Ethics (the "Code"). The Code applies to all directors and officers of the Company. A copy of the Code may be obtained upon request from the Company's counsel at 604.687.5792.</p>
5	<p><b>Nomination of Directors</b></p> <p>Describe what steps, if any, are taken to identify new candidates for Board nomination, including:</p> <p>who identifies new candidates, and the process of identifying new candidates.</p>	<p>The Board is responsible for identifying and proposing new individuals qualified to become new Board members. New Board nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.</p>
6	<p><b>Compensation</b></p> <p>Describe what steps, if any are taken to determine compensation for the directors and CEO, including:</p> <p>who determines compensation; and the process of determining compensation.</p>	<p>The Board has determined that the directors and executive officers of the Company should be compensated in a form and amount which is appropriate for comparative organizations, having regard for such matters as time commitment, responsibility and trends in director and executive compensation.</p> <p>For more information regarding compensation paid to directors and executive officers of the Company, see "<i>Executive Compensation</i>".</p>
7	<p><b>Other Board Committees</b></p> <p>If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.</p>	<p>The Board does not have any standing committees other than the Audit Committee.</p>
8	<p><b>Assessments</b></p> <p>Disclose what steps, if any, that the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.</p>	<p>The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees. The Board has not adopted formal procedures for assessing the effectiveness of the Board, its committees or individual directors of the Company based on the Company's size and its stage of development.</p>

**SCHEDULE "B"**

**GETTY COPPER INC.**

**AUDIT COMMITTEE CHARTER**

(See attached)

## GETTY COPPER INC.

### AUDIT COMMITTEE CHARTER (Adopted May 20, 2022)

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#### I. MANDATE

The Audit Committee (the "Committee") of the Board of Directors (the "Board") of Getty Copper Inc. (the "Company") shall assist the Board in fulfilling its financial oversight responsibilities. The Committee's primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company's financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company's independent external auditor (the "Auditor"); and
4. The performance of the Company's internal accounting procedures and Auditor.

#### II. STRUCTURE AND OPERATIONS

##### A. Composition

The Committee shall be comprised of three or more members.

##### B. Qualifications

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company's balance sheet, income statement and cash flow statement.

##### C. Appointment and Removal

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member's successor is duly elected and qualified or until such member's earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

##### D. Chair

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all meetings of the Committee.

## **E. Meetings**

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each meeting of the Committee concerning the Company's annual financial statements and, if the Committee feels it is necessary or appropriate, at every other meeting. On request by the Auditor, the Chair shall call a meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the shareholders of the Company.

At each meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

## **III. DUTIES**

### **A. Introduction**

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

### **B. Powers and Responsibilities**

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

#### *Independence of Auditor*

- 1) Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.
- 2) Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
- 3) Require the Auditor to report directly to the Committee.
- 4) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external auditor of the Company.

### *Performance & Completion by Auditor of its Work*

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.
2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's shareholders of the existing, Auditor for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company.
3. Recommend to the Board the compensation of the Auditor.
4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

### *Internal Financial Controls & Operations of the Company*

1. Establish procedures for:
  - (a) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and
  - (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

### *Preparation of Financial Statements*

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
  - 5) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal auditor or management.
  - 6) The management inquiry letter provided by the Auditor and the Company's response to that letter.
  - 7) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

### *Public Disclosure by the Company*

1. Review the Company's annual and interim financial statements, management discussion and analysis and earnings press releases before the Board approves and the Company publicly discloses this information.

2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

*Manner of Carrying Out its Mandate*

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but 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.
2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a meeting of the Committee or to meet with any members of, or consultants to, the Committee.
3. Meet, to the extent it deems necessary or appropriate, with management, any internal auditor and the Auditor in separate executive sessions.
4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.
5. Make regular reports to the Board.
6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Annually review the Committee's own performance.
8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.
9. Not delegate these responsibilities.

**C. Limitation of Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.

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