



LEGACY GOLD MINES LTD.

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON THURSDAY, MAY 29, 2025

AND

MANAGEMENT INFORMATION CIRCULAR

APRIL 23, 2025

LEGACY GOLD MINES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of the holders (the "**Shareholders**") of the common shares (the "**Common Shares**") in the capital of Legacy Gold Mines Ltd. ("**Legacy**" or the "**Company**") will be held on Thursday, May 29, 2025 at 10:00 a.m. (Calgary time) at TD Canada Trust Tower, 30th Floor, 421 7th Avenue S.W., Calgary, Alberta, Canada T2P 4K9 for the following purposes:

1. to receive audited financial statements of Legacy for the fiscal year ended December 31, 2024, together with the report of the auditors thereon;
2. to consider and, if deemed advisable, to fix the number of directors of the Company for the ensuing year, or as otherwise authorized by the Shareholders, at five (5) members;
3. to elect the directors of the Company for the ensuing year;
4. to appoint Kenway Mack Slusarchuk Stewart LLP, as the auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration;
5. to ratify and approve the amended and restated stock option plan of the Company, as more particularly described in the management information circular dated April 23, 2025 (the "**Circular**"); and
6. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

Shareholders should refer to the Circular for more information with respect to the matters to be considered at the Meeting.

An "ordinary resolution" is a resolution passed by at least a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

In the event the Company decides to change the date, time and/or location of the Meeting, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all the parties involved in the proxy infrastructure, including intermediaries and the Company's transfer agent of the change. The Company strongly encourages each Shareholder to submit a form of proxy or voting instruction form in advance of the Meeting. **All Shareholders are strongly encouraged to vote prior to the Meeting by any of the means described below.**

Only Shareholders at the close of business on April 21, 2025 (the "**Record Date**") are entitled to notice of and to vote at the Meeting or any adjournments or postponements thereof.

Shareholders may vote in person at the Meeting or any adjournments or postponements thereof, or they may appoint another person (who needs not be a Shareholder) as their proxy to attend and vote in their place.

To be valid, proxy forms must be dated, completed, signed and forwarded to Alliance Trust Company, at 1010, 407 – 2nd Street SW, Calgary, Alberta T2P 2Y3 no later than 10:00 a.m. (Calgary time) on May 27, 2025, or if the Meeting is adjourned or postponed, by 10:00 a.m. (Calgary time) on the second business day prior to the date on which the Meeting is reconvened. Proxies may also be sent by fax within North America at (403) 237-6181; via email to inquiries@alliancetrust.ca; or by internet at www.alliancetrust.ca/shareholders. You should have this form of proxy in hand when you access the website as you will be prompted to enter your control number.

DATED this 23rd day of April, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) "Brian Hinchcliffe"

Brian Hinchcliffe

Chief Executive Officer and Director

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LEGACY GOLD MINES LTD.

**MANAGEMENT AND INFORMATION CIRCULAR
FOR THE ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD ON MAY 29, 2025**

GENERAL INFORMATION RESPECTING THE MEETING

The information contained in this management information circular (the "**Circular**") is given as at April 23, 2025, unless otherwise noted.

No person has been authorized to give any information or to make any representation in connection with the other matters described herein other than those contained in this Circular and, if given or made, any such representation should be considered not to have been authorized by the Company.

This Circular is furnished in connection with the solicitation of proxies by or on behalf of the management of Legacy Gold Mines Ltd. ("Legacy" or the "Company") for use at the annual and general special meeting of the holders (the "Shareholders") of the common shares (the "Common Shares") in the capital of the Company to be held at TD Canada Trust Tower, 30th Floor, 421 7th Avenue S.W., Calgary, Alberta, Canada T2P 4K9, on Thursday, May 29, 2025 at 10:00 a.m. (Calgary time), and any adjournment or adjournments thereof (the "Meeting") for the purposes set forth in the notice of meeting of Shareholders (the "Notice of Meeting") accompanying this Circular.

The Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisors in connection therewith.

Time, Date and Location of Meeting

The Meeting will be held on Thursday, May 29, 2025 at 10:00 a.m. (Calgary time) at TD Canada Trust Tower, 30th Floor, 421 7th Avenue S.W., Calgary, Alberta, Canada T2P 4K9. In the event the Company decides to change the date, time and/or location of the Meeting, the Company will issue a press release announcing the change and take all reasonable steps necessary to inform all the parties involved in the proxy infrastructure, including intermediaries and the Company's transfer agent, of the change.

Currency

In this Circular, unless otherwise specified herein, all references to dollar amounts are to Canadian dollars.

Record Date

The board of directors of the Company (the "**Board**") has fixed April 21, 2025 as the record date (the "**Record Date**"), for determination of persons entitled to receive notice of and to 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, sign, and deliver a form of proxy in the manner and subject to the provisions described herein will be entitled to vote or to have their Common Shares voted at the Meeting.

Appointment of Proxyholders

The purpose of a proxy is to designate persons who will vote the proxy on behalf of a Shareholder of the Company 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 of the Company.

The individual(s) named in the accompanying form of proxy are management's representatives. If you are a Shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than the person(s) designated in the proxy, who need not be a Shareholder of the Company, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the proxy or by completing and delivering another proper proxy and, in either case, delivering the completed proxy to the office of Alliance Trust Company, at 1010, 407 – 2nd Street SW, Calgary, Alberta T2P 2Y3, no later than 10:00 a.m. (Calgary time) on May 27, 2025 unless the chairman elects to exercise his discretion to accept proxies received subsequently.

Voting by Proxyholder

The person(s) named in the proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The proxy confers discretionary authority on the person(s) named therein with respect to:

- a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- b) any amendment to or variation of any matter identified therein; and
- c) any other matter that properly comes before the Meeting.

As at the date hereof, the Board knows of no such amendments, variations or other matters to come before the Meeting, other than the matters referred to in the Notice of Meeting. **However, if other matters should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the person(s) voting of the proxy.**

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.

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 favor of the matters specified in the Notice of the Meeting and in favor of all other matters proposed by management at the Meeting.

In respect of a matter for which a choice is not specified in the proxy, the person(s) named in the proxy will vote the Common Shares represented by the Proxy for the approval of such matter.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile or other means of communication by the directors, officers, and employees of the Company, none of whom will be specifically remunerated therefor. The cost of any such solicitation will be borne by the Company.

Registered Shareholders

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form and returning it to the Company's transfer agent Alliance Trust Company, either: (a) by mail or hand deliver to Alliance Trust Company, 1010, 407 – 2nd Street SW, Calgary, Alberta T2P 2Y3 no later than 10:00 a.m. (Calgary time) on May 27, 2025; (b) by fax within North America at (403) 237-6181; (c) via email to inquiries@alliancetrust.ca; or (d) by internet at www.alliancetrust.ca/shareholders. You

should have this form of proxy in hand when you access the website as you will be prompted to enter your control number. In order to be valid and acted upon at the Meeting, proxies and votes must be received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Proxies received after that time may only be accepted by the Chairman of the Meeting at the Chairman's discretion and the Chairman is under no obligation to accept late proxies.

Beneficial Shareholders

The following information is important to Shareholders who do not hold Common Share in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered Shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares). A Shareholder is a "non-registered" shareholder if 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 shares. Shares beneficially owned by a non-registered shareholder are registered either:

- a) in the name of an intermediary (an "**Intermediary**") that the non-registered shareholder deals with in respect of their shares (Intermediaries include, among others, banks, trust companies, securities dealers, or brokers and trustees of administrators of self-administered RRSP, RRIFs, RESPs and similar plans); or
- b) 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.

If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all such cases those Common Shares will not be registered in the shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In the United States, the vast majority of such Common Shares are registered under the name of CDS & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). The directors and officers of the Company do not know for whose benefit the Common Shares registered in the name of CDS & Co. are held. Therefore, Beneficial Shareholders cannot be recognized at the Meeting for the purposes of voting the Common Shares in person or by way of proxy, except as set forth in this Circular.

Intermediaries are required to seek voting instructions from beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients. Often the form of proxy supplied to a beneficial Shareholder by its broker is identical to the form of proxy provided to registered Shareholders. However, its purpose is limited to instructing the registered Shareholder how to vote on behalf of the beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. Broadridge Financial Solutions, Inc. typically prepares its own proxy forms, mails those forms to the beneficial Shareholders, and asks beneficial Shareholders to return the proxy forms to Broadridge Financial Solutions, Inc. Broadridge Financial Solutions, Inc. then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the Common Shares to be represented at the Meeting. A beneficial Shareholder receiving a proxy from Broadridge Financial Solutions, Inc. cannot use that proxy to vote Common Shares directly at the Meeting – the proxy must be returned to Broadridge Financial Solutions, Inc. well in advance of the Meeting in order to have the Common Shares voted.

IF YOU ARE A BENEFICIAL SHAREHOLDER AND WISH TO VOTE AT THE TIME OF THE MEETING, PLEASE CONTACT YOUR BROKER OR AGENT WELL IN ADVANCE OF THE MEETING TO DETERMINE HOW YOU CAN DO SO.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered Shareholder who has given a proxy may revoke it by:

- a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered Shareholder or the registered Shareholder's authorized attorney in writing, or if the registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized or by delivering the proxy bearing a later date to Alliance Trust Company, 1010, 407 – 2nd Street SW, Calgary, Alberta T2P 2Y3 at any time up to and including the last business day that precedes the date of the Meeting or, if the Meeting is adjourned or postponed, the last business day that precedes any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or
- b) personally attending the Meeting and voting the registered Shareholder's Common Shares. A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

BUSINESS OF MEETING

To the knowledge of the Board and management of the Company, the only matters to be brought before the Meeting are those set out in the accompanying Notice of Meeting and more particularly detailed below. **However, if other matters should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the person(s) voting the proxy.**

Presentation of Financial Statements

The annual audited consolidated financial statements of the Company for the fiscal year ended December 31, 2024, together with the report of the auditors thereon (the "**2024 Financial Statements**"), will be placed before the Meeting. The 2024 Financial Statements and the related management's discussion and analysis were mailed to the Shareholders who requested it and are additionally available by contacting the Company's head office at info@legacygoldmines.com or at 30th Floor, 421 7th Avenue S.W., Calgary, Alberta, Canada T2P 4K9, Canada, or under the Company's profile on SEDAR+ at www.sedarplus.ca.

No vote is required nor will be taken on the 2024 Financial Statements and receipt thereof will not constitute approval or disapproval of any matters referred to therein.

Fixing Number of Directors

The Articles of the Company state that the Board shall consist of a minimum of three (3) and a maximum of fifteen (15) directors. The Shareholders will be asked to consider and, if thought fit, to pass the following resolution:

"BE IT RESOLVED, as an ordinary resolution of the holders of Common Shares of Legacy Gold Mines Ltd. (the "**Company**") that, subject to the Articles of the Company relating to subsequent appointments by the Board of Directors of the Company, the number of directors of the Company to be elected be and is hereby fixed at five (5)."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by the Shareholders who vote at the Meeting, either in person or by proxy.

UNLESS OTHERWISE DIRECTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE FOREGOING RESOLUTION.

Election of Directors

The Board presently consists of five (5) directors, each of whom management proposes to nominate for re-election at the Meeting until the next annual meeting of the Shareholders (the "**Nominees**"). All of the current directors have been directors since the dates indicated below and all will be standing for re-election. Information regarding the Initial Nominees is set forth below.

At the Meeting, the Shareholders will be asked to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

"BE IT RESOLVED, as an ordinary resolution of the holders of Common Shares of Legacy Gold Mines Ltd. (the "**Company**") that Brian Hinchcliffe, Mike Sutton, Trevor Gabriel, John Gravelle and Michael Michaud are hereby elected as directors of the Company, to hold office until their re-election or replacement at the next annual meeting of Shareholders."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by the Shareholders who vote at the Meeting, either in person or by proxy.

The Board recommends that Shareholders vote FOR the foregoing resolution.

UNLESS OTHERWISE DIRECTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE ELECTION OF THESE NOMINEES.

The Company does not contemplate that any of the Nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by the persons designated as proxyholders in the accompanying form of proxy will be voted in favor of another nominee in their discretion unless the Shareholder has specified in his or her form of proxy that his or her Common Shares are to be withheld from voting in the election of directors.

The following table states the names of all Nominees, all positions and offices in the Company presently held by such Nominees, the Nominees' municipality and country of residence, principal occupation at the present time and during the preceding five years, the period during which the respective Nominees have served as directors, and the number and percentage of Common Shares beneficially owned by the Nominees, directly or indirectly, or over which control or direction is exercised.

The information contained herein is based upon information furnished by the respective Nominees.

Name, Province and Country of Residence	Principal Occupation, Business or Employment	Director of the Company Since	Common Shares Beneficially Owned or Over Which Control or Direction, Directly or Indirectly is Exercised		Options Beneficially Owned or Over Which Control or Direction, Directly or Indirectly is Exercised
			Number	Percentage (%)	
Brian Hinchcliffe ⁽¹⁾ New York, USA Executive Chairman and CEO	Co-founder of Kirkland Lake Gold Inc. and former President and Chief Executive Officer of that company. Formerly CEO of North Peak Resources Ltd. and Executive Chairman and CEO of Rupert Resources Ltd., all TSX Venture Exchange listed companies.	July 24, 2024	1,167,500	4.5%	150,000
Mike Sutton Ontario, Canada VP, Exploration and Director	Chief Geologist, Kirkland Lake Gold Inc. (2001 to 2007); Consultant Vault Minerals, Kirkland Lake Gold Inc. (2007 to 2009); Senior Geologist at Vault Minerals (acquired by Queenston Mining in 2010) (2009 to 2016); Consulting geologist (2016 to present).	October 4, 2024	1,150,000	4.5%	150,000
Trevor Gabriel ⁽¹⁾⁽²⁾ Monaco Director	Director of GlobalBlock Digital Asset Trading Limited. Formerly non-executive director and Chair of the Audit Committee of Kirkland Lake Gold.	October 3, 2024	200,000	0.8%	125,000
John Gravelle ⁽¹⁾⁽²⁾ Ontario, Canada Director	Director of Century Global Commodities Corporation, KP3993 Resources Inc. and AXMIN Inc. Retired partner at PricewaterhouseCoopers where he served in various leadership roles related to the mining sector including being the Global Mining Industry Leader.	October 3, 2024	Nil	n/a	125,000
Michael Michaud ⁽²⁾ Ontario, Canada Director	Professional Geologist with over 30 years of experience in domestic and international gold exploration and mining. He is CEO and a director of Red Pine Exploration Inc. and a director of Prospect Ridge Resources Corporation.	January 13, 2025	Nil	n/a	125,000

Notes:

- (1) Member of the audit committee.
- (2) Independent Director.
- (3) Includes 500,000 Common Shares sold to Mr. Sutton by certain founding Shareholders in connection with completion of the Company's Qualifying Transaction completed in October 2024.

As of the date of this Circular, to the Company's knowledge, the Nominees, as a group, beneficially own, directly or indirectly, or exercise control or direction over 2,517,500 Common Shares, representing approximately 9.8% of the issued and outstanding Common Shares (on a non-diluted basis).

Director Biographies

Brian Hinchcliffe, Executive Chairman, Chief Executive Officer and Director

Mr. Hinchcliffe has been involved in the founding of mining projects in the natural resources sector for 30 years working with Harry Dobson. Mr. Hinchcliffe is a co-founder of Kirkland Lake Gold and served as its President and CEO. Mr. Hinchcliffe is also formerly the CEO of North Peak Resources Ltd. (TSXV) and Executive Chairman and CEO of Rupert Resources Ltd. (TSXV), and co-founded American Pacific Mines. Prior to launching this mine founding career, Mr. Hinchcliffe worked for Goldman Sachs in New York and London in the mining and metals sector.

Mike Sutton, VP, Exploration and Director

Mr. Sutton's career spans over 40 years as an exploration geologist which included the founding of Kirkland Lake Gold with Mr. Hinchcliffe and Mr. Dobson. Mr. Sutton served as exploration and production geologist at Kirkland Lake Gold and was awarded the Prospector of the Year for Ontario (along with Stew Carmichael) for the discovery of the very high-grade South Mine Complex. He is a member of the Association of Professional Geoscientists of Ontario and has been a member of the Prospectors and Developers Association of Canada since 1982.

Trevor Gabriel, Director (Independent)

Mr. Gabriel is qualified as a Chartered Accountant and spent 12 years in financial and general management roles with Jardine Matheson in Southeast Asia before returning to Europe in 1985. He subsequently ran a privately owned oil company based in the United Kingdom and had concessions in Gabon and a distribution infrastructure in several West African countries. Mr. Gabriel previously had a non-executive director role with Kirkland Lake Gold (where he also chaired the audit committee) and is currently a director of TSXV (defined below) listed GlobalBlock Digital Asset Trading Limited.

John Gravelle, Director (Independent)

Mr. Gravelle is currently a director of Century Global Commodities Corporation, KP3993 Resources Inc. and AXMIN Inc. He was previously on the Board of Directors of several companies in the mining sector, including Century Metals Inc., Brio Gold Inc. and Foremost Lithium Resource & Technology Ltd. He is a retired partner at PricewaterhouseCoopers where he served in various leadership roles related to the mining sector including being the Global Mining Industry Leader. He is a Canadian CPA/CA with a strong financial background and is recognized as a financial expert. His public company board experience includes roles on Audit, Compensation and Strategic Committees.

Michael Michaud, Director (Independent)

Mr. Michaud is a Professional Geologist with over 30 years of experience in domestic and international gold exploration and mining that includes a broad range of deposit types within North and South America, Africa, Asia and Europe. Mr. Michaud is currently serving as President Chief Executive Officer of Red Pine Exploration Ltd., a gold exploration Company currently focused on drilling and exploring its Wawa Gold Project in Ontario, Canada. Previously Michael served as Wesdome Gold Mines Ltd. where he is the Senior Vice President, Exploration and Resources, and Iamgold's Chief Geologist responsible for providing global geological support for IAMGOLD's exploration activities worldwide. He also has held roles of increasing responsibility for several exploration and mining companies including, Vice-President, Exploration for St Andrew Goldfields and was a Principal of SRK Consulting Inc. Mr. Michaud holds an honors B.Sc. from the University of Waterloo, and a M.Sc. from Lakehead University.

Corporate Cease Trade Orders or Bankruptcies

Other than as set out below, to the knowledge of the Company, none of the Nominees are, or within 10 years prior to the date of this Circular have been, a director or executive officer of any company that, while such person was acting in that capacity, was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant issuer access to any exemption under securities legislation that was in effect for a period of more than 30 consecutive days (an "**Order**"):

- Mr. Gravelle became a director of Colt Resources Inc. (for the purposes of this paragraph, "**Colt Resources**") in January 2016 and was appointed interim President and CEO of Colt Resources on December 21, 2016. On February 1, 2017 a cease trade order was issued against Colt Resources as a consequence of actions taken by the former President and CEO of Colt Resources without necessary approval from Colt Resources' Board of Directors. As a result of these unauthorized transactions, Colt Resources was left without cash resources to finance expenditures required to complete its audited financial statements for 2016 so the company has not been able to make its regulatory filings on a timely basis. As of the date of this Circular, that cease trade order is still in place.
- Mr. Gravelle joined the board of Axmin Inc. (for the purposes of this paragraph, "**Axmin**") in August 2023. Axmin has initiated an international arbitration claim against the government of the Central African Republic in connection with the nationalization of Axmin's gold project. While Axmin has potential upside as a result of this claim, it currently has no cash to prepare its annual audited financial statements. As a result of Axmin not submitting its audited annual financial statements on time, the British Columbia Securities Commission issued a cease trade order on May 6, 2024. Axmin has not yet raised the funds required to complete its annual audit, so the cease trade order remains in place.

To the knowledge of the Company, none of the Nominees were the subject of an Order that was issued after such Nominee ceased to be a director or executive officer and which resulted from an event that occurred while that person acting in the capacity as director, chief executive officer or chief financial officer.

To the knowledge of the Company, none of the Nominees are, or within 10 years prior to the date of this Circular have been, a director or executive officer of any company that, while 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.

Personal Bankruptcies

To the knowledge of the Company, none of the Nominees have, within 10 years prior to the date of this Circular, become bankrupt, made a proposal under any bankruptcy or insolvency legislation, been subjected to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold their assets.

Penalties or Sanctions

To the knowledge of the Company, none of the Nominees have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, or have entered into a settlement agreement with a securities regulatory authority, or any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

The current auditor of the Company is Kenway Mack Slusarchuk Stewart LLP ("**KMSS**") of Calgary, Alberta. It is proposed that the current auditor shall be re-appointed. KMSS has been the Company's auditor since July 7, 2021.

UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE RESOLUTION SET FORTH BELOW.

At the Meeting, the Shareholders will be asked to consider, and if thought appropriate, to pass an ordinary resolution, the text of which is as follows:

"BE IT RESOLVED THAT:

1. Kenway Mack Slusarchuk Stewart LLP is re-appointed as auditors of Legacy Gold Mines Ltd. (the "**Company**") to hold office until the next annual meeting of shareholders of the Company.
2. The remuneration of the auditors shall be fixed by the Board of Directors of the Company."

In order for the foregoing resolution to be passed, it must be approved by a simple majority of the votes cast by the Shareholders who vote at the Meeting, either in person or by proxy.

Approval of Amended and Restated Stock Option Plan

The Company's stock option plan was last approved by the Shareholders at the annual and special meeting of Shareholders held on March 1, 2024. At the time of that meeting, the Company was a "Capital Pool Company" (as defined in the policies of the TSXV) and that version of the stock option plan included restrictions and terms related to the Company being a Capital Pool Company. Since completing its "Qualifying Transaction" on October 3, 2024, the Company has amended and restated its stock option plan (the "**Amended and Restated Stock Option Plan**") to remove those Capital Pool Company restrictions and terms. The Amended and Restated Stock Option Plan has been approved by the Board effective April 23, 2025.

At the Meeting, Shareholders will be asked to approve an ordinary resolution (the "**Stock Option Plan Resolution**") to ratify and approve the Amended and Restated Stock Option Plan, attached as Appendix "A" to this Circular, for the ensuing year. In order to be effective, the Stock Option Plan Resolution must be passed by not less than a majority of the votes cast by the holders of Common Shares present in person, or represented by proxy, at the Meeting. If the Stock Option Plan Resolution is not approved by the Shareholders at the Meeting, then all stock options of the Company ("**Options**") which have been already granted will not be affected; however, the Company will not be permitted to make further grants under the Amended and Restated Stock Option Plan until Shareholder approval is obtained. In addition, Options that are redeemed, or which terminate or expire shall not be available for re-grant until the requisite Shareholder approval is obtained. A summary of the terms of the Amended and Restated Stock Option Plan is included under the heading "*Securities Authorized for Issuance under Equity Compensation Plans – Amended and Restated Stock Option Plan*" in this Circular.

The Amended and Restated Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, consultants, and employees of the Company or its subsidiaries, and employees of a person or company which provides management services to the Company or its subsidiaries ("**Management Company Employees**"), the option to purchase Common Shares. The Amended and Restated Stock Option Plan provides for a floating maximum limit of 10% of the outstanding Common Shares as permitted by the policies of the TSX Venture Exchange (the "**TSXV**"). As at the date hereof, this represents 2,580,010 Common Shares available for issuance under the Amended and Restated Stock Option Plan. As at the date hereof, outstanding Options to purchase a total of 1,973,750 Common Shares have been issued to directors, officers, employees and consultants of the Company and remain outstanding. The TSXV requires all listed companies with a 10% rolling stock option plan to obtain annual shareholder approval of such a plan.

The foregoing summary of the Amended and Restated Stock Option Plan is qualified in its entirety with reference to the full text of the Amended and Restated Stock Option Plan, a copy of which is attached hereto as Appendix "A".

The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution.

UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE STOCK OPTION PLAN RESOLUTION.

The text of the Stock Option Resolution to be passed is set out below:

"BE IT RESOLVED THAT:

1. The amended and restated stock option plan (the "**Amended and Restated Stock Option Plan**"), substantially in the form attached as Appendix "A" to this Circular, be and is hereby ratified and approved as the stock option plan of Legacy Gold Mines Ltd. (the "**Company**").
2. The form of Amended and Restated Stock Option Plan may be amended in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Company.
3. Any one director or officer of the Company be and the same is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in order to carry out the terms of this resolution, such determination to be conclusively evidenced by the execution and delivery of such documents or the doing of any such act or thing."

In order for the foregoing Stock Option Resolution to be passed, it must be approved by a simple majority of the votes cast by the Shareholders who vote at the Meeting, either in person or by proxy.

For additional information and a detailed description of the Amended and Restated Stock Option Plan, please see "*Securities Authorized for Issuance under Equity Compensation Plans – Amended and Restated Stock Option Plan*".

Other Business

The Board knows of no other matters to come before the Meeting other than as referred to in the Notice of Meeting. Should any other matters properly come before the Meeting, the Common Shares represented by proxy solicited hereby will be voted on such matters in accordance with the best judgement of the person voting such proxy.

STATEMENT OF EXECUTIVE COMPENSATION AND RELATED MATTERS

In accordance with the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations*, the Canadian Securities Administrators have issued guidelines on executive compensation disclosure for venture issuers as set out in Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* ("**Form 51-102F6V**"). The objective of the disclosure is to communicate the compensation the Company paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. The disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Company and will help shareholders of the Company understand how decisions about executive compensation are made. The Company's approach to executive compensation is set forth below.

Compensation of Named Executive Officers: Compensation Discussion & Analysis

The purpose of this compensation discussion and analysis is to describe and explain the Company's executive compensation strategy, philosophy, objectives and processes and to discuss compensation decisions made by the Company in the Company's years ended December 31, 2024 ("**Fiscal 2024**") and December 31, 2023 ("**Fiscal 2023**"). In this Circular, a Named Executive Officer ("**NEO**") means each of the following individuals for Fiscal 2024 and Fiscal 2023: (i) the Company's Chief Executive Officer (the "**CEO**"); and (ii) the Company's Chief Financial Officer (the "**CFO**").

Based on the foregoing definitions, the Company's NEO's at this time are: (i) Brian Hinchcliffe and (ii) Andrew Dunlop.

The general objectives of the Board's compensation decisions are:

- to encourage management to achieve a high level of performance and results with a view to increasing long-term shareholder value; and
- to align management's interests with the long-term interest of shareholders.

The Company was a Capital Pool Company during Fiscal 2023 and most of Fiscal 2024 and no compensation was paid by the Company to a NEO or director during such time.

Under the executive compensation program, executive officers of the Company are eligible to receive Options. The maximization of shareholder value is encouraged by granting Options since such grants provide an incentive to eligible persons to further the development, growth and profitability of the Company. The Board, as a whole, will determine the Options to be issued to the NEO's. A summary of the terms of the Amended and Restated Stock Option Plan is included under the heading "*Securities Authorized for Issuance under Equity Compensation Plans – Amended and Restated Stock Option Plan*" below.

Compensation of Directors: Compensation Discussion & Analysis

The Board determines compensation from time to time. Directors are compensated in their capacities with the Company, and from time to time the Company grants to its directors Options pursuant to the terms of the Amended and Restated Stock Option Plan and in accordance with the policies of the TSXV.

Summary Compensation Table: Directors and Named Executive Officers, Excluding Compensation Securities

The following table sets forth the information required under Form 51-102F6V, regarding all compensation paid, payable, granted or otherwise provided during the most recently completed financial year of the Company, to all persons who act as directors or as NEO's for Fiscal 2024 and Fiscal 2023, respectively.

TABLE OF COMPENSATION EXCLUDING COMPENSATION SECURITIES							
Name and Position ⁽¹⁾	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites ⁽²⁾ (\$)	Value of all other compensation ⁽³⁾ (\$)	Total compensation (\$)
Brian Hinchcliffe CEO and Director ⁽⁴⁾	2024	32,273	-	-	-	-	32,273
	2023	n/a	n/a	n/a	n/a	n/a	n/a
Andrew Dunlop CFO and Corporate Secretary ⁽⁵⁾	2024	52,500	-	-	-	-	52,500
	2023	n/a	n/a	n/a	n/a	n/a	n/a
Mike Sutton VP, Exploration and Director ⁽⁶⁾	2024	40,618	-	-	-	-	40,618
	2023	n/a	n/a	n/a	n/a	n/a	n/a
Trevor Gabriel Director ⁽⁷⁾	2024	10,500	-	-	-	-	10,500
	2023	n/a	n/a	n/a	n/a	n/a	n/a
John Gravelle Director ⁽⁸⁾	2024	10,500	-	-	-	-	10,500
	2023	n/a	n/a	n/a	n/a	n/a	n/a
Michael Michaud Director ⁽⁹⁾	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
Rufus Round Former CEO and Director ⁽¹⁰⁾	2024	-	-	-	-	-	-
	2023	-	-	-	-	-	-
Gordon Chmilar Former CFO and Director ⁽¹¹⁾	2024	-	-	-	-	-	-
	2023	-	-	-	-	-	-
Rupert Williams Former Director ⁽¹²⁾	2024	-	-	-	-	-	-
	2023	-	-	-	-	-	-
Angus Campbell Former Director ⁽¹³⁾	2024	-	-	-	-	-	-
	2023	-	-	-	-	-	-

Notes:

- (1) If an individual is a NEO and a director, both positions have been listed.
- (2) Includes perquisites provided to an NEO or director that are not generally available to all employees and that, in aggregate, are greater than (a) \$15,000, if the NEO or director's total compensation for the financial year is \$150,000 or less; (b) 10% of the NEO or director's salary for the financial year, if the NEO or director's total compensation for the financial year is greater than \$150,000 but less than \$500,000; or (c) \$50,000, if the NEO or director's total for the financial year is \$500,000 or greater.
- (3) This column includes costs to the Company for perquisites provided to NEO's or directors, where applicable, including reimbursement for health insurance premiums. No form of other compensation paid or payable equals or exceeds 25% of the total value of other compensation paid or payable to the director or the Named Executive Officer other than compensation securities.
- (4) Mr. Hinchcliffe has served as a director since July 24, 2024 and as Executive Chairman and CEO since October 3, 2024.
- (5) Mr. Dunlop has served as CFO and Corporate Secretary since October 3, 2024.
- (6) Mr. Sutton has served as a director and as VP, Exploration since October 4, 2024.
- (7) Mr. Gabriel has served as a director since October 3, 2024. Mr. Gabriel receives a quarterly retainer of \$10,500, all of which is paid in his capacity as a member of the Board or committee of the Board.
- (8) Mr. Gravelle has served as a director since October 3, 2024. Mr. Gravelle receives a quarterly retainer of \$10,500, all of which is paid in his capacity as a member of the Board or committee of the Board.
- (9) Mr. Michaud has served as a director since January 13, 2025. Mr. Michaud receives a quarterly retainer of \$10,500, all of which is paid in his capacity as a member of the Board or committee of the Board.
- (10) Mr. Round served as CEO and a director until October 3, 2024.
- (11) Mr. Chmilar served as CFO and a director until October 3, 2024.
- (12) Mr. Williams served as a director until July 24, 2024.
- (13) Mr. Campbell served as a director until October 3, 2024.

Summary Compensation Table: Stock Options and Other Compensation Securities

The following table sets out Compensation Securities (defined to include stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted share units granted or issued by the Company or one of its subsidiaries for

services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries) granted or issued to each NEO and director during Fiscal 2024:

COMPENSATION SECURITIES							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class ⁽¹⁾	Date of Issue or Grant	Issuer, conversion or exercise price ⁽³⁾ (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end December 31, 2024 (\$)	Expiry Date ⁽³⁾
Brian Hinchcliffe <i>CEO and Director</i>	Stock Options	150,000 stock options ⁽²⁾ to acquire up to 150,000 Common Shares (represents 0.6% of currently outstanding Common Shares)	Nov. 19, 2024	0.58	0.58	0.44	Nov. 19, 2029
Andrew Dunlop <i>CFO and Corp Secretary</i>	Stock Options	150,000 stock options ⁽²⁾ to acquire up to 150,000 Common Shares (represents 0.6% of currently outstanding Common Shares)	Nov. 19, 2024	0.58	0.58	0.44	Nov. 19, 2029
Mike Sutton <i>VP, Expl. and Director</i>	Stock Options	150,000 stock options ⁽²⁾ to acquire up to 150,000 Common Shares (represents 0.6% of currently outstanding Common Shares)	Nov. 19, 2024	0.58	0.58	0.44	Nov. 19, 2029
Trevor Gabriel <i>Director</i>	Stock Options	125,000 stock options ⁽²⁾ to acquire up to 125,000 Common Shares (represents 0.5% of currently outstanding Common Shares)	Nov. 19, 2024	0.58	0.58	0.44	Nov. 19, 2029
John Gravelle <i>Director</i>	Stock Option	125,000 stock options ⁽²⁾ to acquire up to 125,000 Common Shares (represents 0.5% of currently outstanding Common Shares)	Nov. 19, 2024	0.58	0.58	0.44	Nov. 19, 2029

Notes:

- (1) As at December 31, 2024: (i) Mr. Hinchcliffe held stock options to acquire up to 150,000 Common Shares, (ii) Mr. Dunlop held stock options to acquire up to 150,000 Common Shares; (iii) Mr. Sutton held stock options to acquire up to 150,000 Common Shares; (iv) Mr. Gabriel held stock options to acquire up to 150,000 Common Shares; and (v) Mr. Gravelle held stock options to acquire up to 150,000 Common Shares.
- (2) Vested one-half immediately upon date of grant and remaining one-half one year from date of grant.
- (3) Unless otherwise indicated, no Compensation Security has been re-priced, cancelled, replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

There was no exercise by a director or NEO of Compensation Securities during Fiscal 2024.

Employment, Consulting and Management Agreements

Management functions of the Company are not, to any substantial degree, performed other than by directors or NEO's.

There are currently no employment, consulting or management agreements or arrangements with the NEO's.

Pension Plan Benefits

The Company does not have any defined benefit or defined contribution pension plans in place which provide for payments or benefits at, following, or in connection with retirement of its directors or NEO's.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Stock Option Plan

The stock option plan for the Company was last approved by Shareholders on March 1, 2024. The Amended and Restated Stock Option Plan has been approved by the Board effective April 23, 2025. The Amended and Restated Stock Option Plan is the Company's only equity compensation plan. As of the date of this Circular, the Company has granted 1,973,750 Options to purchase Common Shares. The Amended and Restated Stock Option Plan is a rolling plan and pursuant to the rules of the TSXV, must be approved yearly.

The following table provides information regarding the number of Common Shares to be issued upon exercise of the outstanding Options pursuant to the Amended and Restated Stock Option Plan as at December 31, 2024:

Plan Category	Number of Common Shares to be issued upon exercise of outstanding grants and awards	Weighted average exercise price of outstanding Options	Number of Common Shares remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	1,848,750	\$0.36	731,260
Equity compensation plans not approved by security holders	-	-	-
Total:	1,848,750	\$0.36	731,260

Notes:

- (1) The Amended and Restated Stock Option Plan reserves a "rolling" maximum of 10% of the issued and outstanding Common Shares (determined at the time of the stock option grant) for issuance upon the exercise of stock options granted pursuant to the Amended and Restated Stock Option Plan.
- (2) As at the date of this Circular, the Company has 25,800,100 Common Shares issued and outstanding, and therefore there are 2,580,010 options to acquire Common Shares available for issuance under the Amended and Restated Stock Option Plan. Also, at the date of this Circular, the Company has granted options to acquire 1,973,750 Common Shares, resulting in 606,260 Common Shares remaining available for future issuance under the Amended and Restated Stock Option Plan.

Eligibility

Directors, officers, consultants and employees of the Company or its subsidiaries, and Management Company Employees are eligible to participate in the Amended and Restated Stock Option Plan (each a "Participant").

Exercise Price and Term of Options

The exercise price per Common Share under any Option shall be determined by the Board, subject to applicable approval by the TSXV, at the time the Option is granted, and shall not be lower than the exercise price permitted by the TSXV.

Each Option shall expire on the date set out in the option agreement granting the Option, provided that in no circumstances shall the duration of an option exceed the maximum term of ten (10) years permitted by the TSXV.

Limits on Option Grants

The Common Shares to be offered under the Amended and Restated Stock Option Plan shall consist of Common Shares of the Company's authorized but unissued Common Shares. The aggregate number of Common Shares issuable upon the exercise of all Options granted under the Amended and Restated Stock Option Plan shall not exceed ten (10%) percent of the issued and outstanding Common Shares of the Company from time to time.

In any twelve (12) month period, no single Participant may be granted Options to purchase a number of Common Shares equaling more than five (5%) percent of the issued Common Shares of the Company unless the Company has obtained disinterested shareholder approval in respect of such grant and met applicable TSXV requirements. Options will also not be granted if the exercise thereof would result in the issuance of more than two (2%) percent of the issued Common Shares in any twelve (12) month period to any consultant of the Company or any of its subsidiaries.

Options will also not be granted if the exercise thereof would result in the issuance of more than two percent (2%) of the issued Common Shares of the Company in any twelve (12) month period to persons employed to provide investor relation activities. In addition, Options granted to consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than $\frac{1}{4}$ of the Options vesting in any three (3) month period.

Adjustments

The Amended and Restated Stock Option Plan also provides that any adjustments to outstanding Options in the event of the Common Shares being increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Company or another corporation or entity through a re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, will be done in accordance with the terms of the stock option agreement governing such Options.

Expiry and Termination Provisions Applicable to Options

If a Participant ceases to be a director, officer, consultant, employee of the Company, or its subsidiaries, or ceases to be a Management Company Employee, for any reason other than death (the "**Termination**"), such Participant may exercise their Option to the extent that the Participant was entitled to exercise it at the date of Termination, provided that such exercise must occur 90 days after the date of Termination, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the date of Termination.

In the event of the death of a Participant, all unexercised options previously granted to such Participant will immediately vest and be exercisable within the one (1) year anniversary after such death and then only:

- a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- b) if and to the extent that such Participant was entitled to exercise the Option at the date of their death.

Options Granted, Exercised and Outstanding

Except as set forth in this Circular, during Fiscal 2024, no Options were granted under the Amended and Restated Stock Option Plan. There were no Common Shares issued upon exercise of Options granted under the Amended and Restated Stock Option Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or who was within the 30 days prior to the date of this Circular, a director, executive officer, employee or any former director, executive officer or employee of the Company or a subsidiary

thereof, and furthermore, no person who is a nominee for election as a director of the Company, and no associate of such persons is, or was as of the date of this Circular indebted to the Company or a subsidiary of the Company or indebted to any other entity where such indebtedness is subject to a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or a subsidiary of the Company.

CORPORATE GOVERNANCE PRACTICES

In accordance with National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") and National Policy 58-201 – *Corporate Governance Guidelines* ("**NP-58-201**"), issuers are to disclose the corporate governance practices that they have adopted. NP 58-201 provides guidance on corporate governance practices. The Company is also subject to National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), which has been adopted in each of the Canadian provinces and territories and which prescribes certain requirements in relation to audit committees.

The Board is responsible for the governance of the Company. The Board and the Company's management consider good corporate governance to be central to the effective and efficient operation of the company. Below is a discussion of the Company's approach to corporate governance.

Board of Directors

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Company. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decisions making at the Board level.

In accordance with NI 58-101, a director is deemed to be "independent" if he or she has no direct or indirect "material relationship" with the issuer. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgement. The Board maintains the exercise of independent supervision over management by ensuring that the majority of its directors are independent.

The Board is currently comprised of five (5) directors being Brian Hinchcliffe, Mike Sutton, Trevor Gabriel, John Gravelle and Michael Michaud. Trevor Gabriel, John Gravelle and Michael Michaud are independent within the meaning of NI 58-101.

Board Oversight

The Board exercises its independent supervision over the Company's management through a combination of formal meetings of the Board as well as informal discussions amongst the Board members. The independent directors can also hold scheduled meetings at which non-independent directors and members of management are not in attendance. Where matters arise at Board meetings which require decision making and evaluation that is independent of management and interested directors, the meeting breaks into an in-camera session among the independent and disinterested directors.

Directorships in Other Reporting Issuers

The following table sets forth the name of each reporting issuer, other than the Company, of which a nominee director of the Company is also a director.

Nominee Director of the Company	Reporting Issuers the Individual is also a Director of:
Brian Hinchcliffe	North Peak Resources Ltd.
Mike Sutton	Galway Metals Inc., Montauk Metals Inc., North Peak Resources Inc.

Nominee Director of the Company	Reporting Issuers the Individual is also a Director of:
Trevor Gabriel	GlobalBlock Digital Asset Trading Limited
John Gravelle	Century Global Commodities Corporation, KP3993 Resources Inc.
Michael Michaud	Red Pine Exploration Inc., Prospect Ridge Resources Corporation

Orientation and Continuing Education

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

- a) a copy of the policies and mandates of the Board and its committees and copies of the Company's corporate governance policies, which provides information respecting the functioning of the Board;
- b) access to recent, publicly filed documents of the Company;
- c) access to management; and
- d) access to legal counsel in the event of any questions relating to the Company's compliance and other obligations.

Members of the Board are encouraged to communicate with management, legal counsel and, where applicable, auditors and technical consultants of the Company; 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

In establishing its corporate governance practices, the Board has been guided by applicable Canadian securities legislation, including NP 58-201, and the guidelines of the TSXV for effective corporate governance. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interests of its Shareholders, but that it also promotes effective decision making at the Board level.

The Board takes steps to ensure directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer of the Company has a material interest, which include ensuring that directors and officers are familiar with the rules concerning reporting conflicts of interest and obtaining direction from the Company's CEO and/or the Company's legal counsel, as appropriate, regarding any potential conflicts of interest.

The Board encourages and promotes an overall culture of ethical business conduct by: (i) promoting compliance with applicable laws, rules and regulations; (ii) providing guidance to officers and directors to help them recognize and deal with ethical issues; (iii) promoting a culture of open communication, honesty and accountability; and (iv) ensuring awareness of disciplinary action for violations of ethical business conduct.

Nomination of Directors

The Board has not appointed a nominating committee. As a result of the Company's size, its stage of development and the size of the Board, the Board considers that a nominating committee is not required at this time.

Assessments

The Board does not consider formal assessments useful given the stage of the Company's business and operations. However, the Chief Executive Officer of the Company meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the Chief Executive Officer is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by Board. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITORS

The Audit Committee is a committee of the Board to which the Board delegates its responsibility for oversight of the financial reporting process. The Audit Committee is also responsible for managing, on behalf of the Shareholders, the relationship between the Company and the external auditor. NI 52-110 requires the Company, as a Venture Issuer (as defined in NI 52-110), to disclose annually in its information circular certain information relating to the Company's audit committee and its relationship with the Company's independent auditors.

Audit Committee Charter

The Directors of the Company have adopted a Charter for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix "B" to this Circular.

The mandate of the Audit Committee is to oversee and provide assistance in financial reporting, financial policies and internal controls as well as to work with the external auditors to ensure the accuracy of the Company's financial disclosures. The Audit Committee must pre-approve all non-audit services to be provided by an external auditor.

Composition of the Audit Committee

As of the date hereof, the Audit Committee is comprised of Brian Hinchcliffe, Trevor Gabriel and John Gravelle. Except for Mr. Hinchcliffe, all of the members of the Audit Committee are independent directors.

Relevant Education and Experience

Collectively, the Audit Committee has the education and experience to fulfill the responsibilities outlined in the Audit Committee Charter.

Mr. Hinchcliffe has been involved in the founding of mining projects in the natural resources sector for 30 years working with Harry Dobson. Mr. Hinchcliffe is a co-founder of Kirkland Lake Gold and served as its President and CEO. Mr. Hinchcliffe is also formerly the CEO of North Peak Resources Ltd. (TSXV) and Executive Chairman and CEO of Rupert Resources Ltd. (TSXV), and co-founded American Pacific Mines. Prior to launching this mine founding career, Mr. Hinchcliffe worked for Goldman Sachs in New York and London in the mining and metals sector.

Mr. Gabriel is qualified as a Chartered Accountant and spent 12 years in financial and general management roles with Jardine Matheson in Southeast Asia before returning to Europe in 1985. He subsequently ran a privately owned oil company based in the United Kingdom and had concessions in Gabon and a distribution infrastructure in several West African countries. Mr. Gabriel previously had a non-executive director role with Kirkland Lake Gold (where he also chaired the audit committee) and is currently a director of TSXV (defined below) listed GlobalBlock Digital Asset Trading Limited.

Mr. Gravelle is currently a director of Century Global Commodities Corporation, KP3993 Resources Inc. and AXMIN Inc. He was previously on the Board of Directors of several companies in the mining sector, including Century Metals Inc., Brio Gold Inc. and Foremost Lithium Resource & Technology Ltd. He is a retired partner at PricewaterhouseCoopers where he served in various leadership roles related to the mining sector including being the Global Mining Industry Leader. He is a Canadian CPA/CA with a strong financial background and is recognized as a financial expert. His public company board experience includes roles on Audit, Compensation and Strategic Committees.

Audit Committee and Oversight

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

Reliance on Certain Exemptions

Since the Company is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee charter provides for the Audit Committee to establish the auditors' fees. Such fees have been based upon the complexity of the matters in question and the time incurred by the auditors. Management of the Company believes that the fees negotiated in the past with the auditors of the Company were reasonable in the circumstances and would be comparable to fees charged by other auditors providing similar services.

Audit Fees

The following chart summarizes the aggregate fees billed by the external auditors of the Company for professional services rendered to the Company for audit and non-audit related services for Fiscal 2024 and Fiscal 2023. The amounts indicated below are exclusive of disbursements and GST.

Type of Work	Fiscal 2024	Fiscal 2023
Audit Fees	\$7,500	\$6,500
Audit-related fees	-	-
Tax fee	-	-
All other fees	-	-
Total	\$7,500	\$6,500

VOTING OF COMMON SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares, which as at the date hereof, there were 25,800,100 fully paid and non-assessable Common Shares issued and outstanding. The holders of Common Shares are entitled to receive notice of all meetings of Shareholders and to attend and vote the Common Shares at all such meetings. Each Common Share carries with it the right to one vote and no other voting securities are issued and outstanding as of the Record Date.

To the best of the knowledge of the directors and executive officers of the Company, as at the date hereof, the following persons or companies beneficially owned, directly or indirectly, or exercised control or direction over, voting securities of the Company carrying more than 10% of the voting rights attached to the Common Shares:

Name of Shareholder	Number of Common Shares	Percentage of Common Shares Held
Zila Corporation	2,875,000	11.1%
Alan Brimacombe	2,875,000	11.1%

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed herein, since the commencement of the Company's most recently completed financial year, no informed person of the Company, or any associate or affiliate of any informed person or nominee, has or had any material interest, direct or indirect, in any transaction or any proposed transaction which has materially affected or will materially affect the Company or any of its subsidiaries.

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

Other than as disclosed in this Circular, management of the Company is not aware of any material interest of any director or nominee for director or executive officer or anyone who has held office as such since the beginning of the Company's last financial year or of any associate or affiliate of any of the foregoing in any matter to be acted on at the Meeting.

As set out herein, certain directors and officers of the Company hold Options. At the Meeting, Shareholders will be asked to approve the Amended and Restated Stock Option Plan. See "Approval of Amended and Restated Stock Option Plan".

ADDITIONAL INFORMATION

The Company is a reporting issuer under the securities laws of the Provinces of Alberta, British Columbia and Ontario and is therefore required to file its financial statements, management's discussion and analysis and its management information circulars with the securities commissions of such provinces on or before the prescribed filing deadlines under applicable corporate and securities laws.

Financial information of the Company is provided in the Company's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year. Copies of these documents, as well as additional information relating to the Company contained in documents filed by the Company with the Canadian securities regulatory authorities, may also be accessed through the SEDAR+ website at www.sedarplus.ca.

APPROVAL OF BOARD OF DIRECTORS

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

Dated: April 23, 2025

(signed) "Brian Hinchcliffe"

Brian Hinchcliffe
Chief Executive Officer and Director

APPENDIX "A"

AMENDED AND RESTATED STOCK OPTION PLAN OF LEGACY GOLD MINES LTD.

(Effective April 23, 2025)

1. PURPOSE

The purpose of the Stock Option Plan (the "**Plan**") of Legacy Gold Mines Ltd., a corporation incorporated under *the Business Corporations Act* (Alberta) (the "**Corporation**") is to advance the interests of the Corporation by encouraging the directors, officers, employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire common shares in the share capital of the Corporation (the "**Shares**"), thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs.

2. ADMINISTRATION

The Plan shall be administered by the Board of Directors of the Corporation or by a special committee of the directors appointed from time to time by the Board of Directors of the Corporation pursuant to rules of procedure fixed by the Board of Directors (such committee or, if no such committee is appointed, the Board of Directors of the Corporation, is hereinafter referred to as the "**Board**"). A majority of the Board shall constitute a quorum, and the acts of a majority of the directors present at any meeting at which a quorum is present, or acts unanimously approved in writing, shall be the acts of the directors.

Subject to the provisions of the Plan, the Board shall have authority to construe and interpret the Plan and all option agreements entered into thereunder, to define the terms used in the Plan and in all option agreements entered into thereunder, to prescribe, amend and rescind rules and regulations relating to the Plan and to make all other determinations necessary or advisable for the administration of the Plan. All determinations and interpretations made by the Board shall be binding and conclusive on all participants in the Plan and on their legal personal representatives and beneficiaries.

Each option granted hereunder may be evidenced by an agreement in writing, signed on behalf of the Corporation and by the optionee, in such form as the Board shall approve. Each such agreement shall recite that it is subject to the provisions of this Plan.

The Board shall ensure that Participants (defined below) under the Plan are eligible to participate under the Plan, and, if required by the Exchange (defined below), shall represent and confirm that the Participant is a bona fide employee, consultant or management company employee (as defined in the policies of the Exchange) and such Participant shall represent that he or she is a bona fide employee, consultant or management company employee.

3. STOCK EXCHANGE RULES

All options granted pursuant to this Plan shall be subject to the rules and policies of any stock exchange or exchanges on which the Shares are then listed and any other regulatory body having jurisdiction (hereinafter collectively referred to as, the "**Exchange**").

Without limiting the generality of the foregoing, during such period as the Shares are listed for trading on the Exchange:

- (a) the Exchange Hold Period (as defined in the policies of the Exchange) will apply to all options granted to Insiders of the Corporation (as defined in the policies of the Exchange) and to all options granted at a discount to the Market Price (as defined in the policies of the Exchange); and

- (b) any acceleration or removal of required Exchange vesting provisions are subject to the prior written approval of the Exchange.

4. SHARES SUBJECT TO PLAN

Subject to adjustment as provided in Section 15 hereof, the Shares to be offered under the Plan shall consist of common shares of the Corporation's authorized but unissued common shares. The aggregate number of Shares issuable upon the exercise of all options granted under the Plan shall not exceed 10% (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any) of the issued and outstanding common shares of the Corporation from time to time. If any option granted hereunder shall expire or terminate for any reason in accordance with the terms of the Plan without being exercised, the unpurchased Shares subject thereto shall again be available for the purpose of this Plan.

The maximum aggregate number of Shares of the Corporation that are issuable pursuant the Plan granted or issued in any 12 month period to Insiders (as a group), or at any time, shall not exceed 10% (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any) of the issued and outstanding Shares of the Corporation, calculated as at the date any Shares are granted or issued to any Insider.

5. MAINTENANCE OF SUFFICIENT CAPITAL

The Corporation shall at all times during the term of the Plan reserve and keep available such numbers of Shares as will be sufficient to satisfy the requirements of the Plan.

6. ELIGIBILITY AND PARTICIPATION

Directors, officers, consultants, and employees of the Corporation or its subsidiaries, and employees of a person or company which provides management services to the Corporation or its subsidiaries ("**Management Company Employees**") shall be eligible for selection to participate in the Plan (such persons hereinafter collectively referred to as "**Participants**"). Subject to compliance with applicable requirements of the Exchange, Participants may elect to hold options granted to them in an incorporated entity wholly owned by them and such entity shall be bound by the Plan in the same manner as if the options were held by the Participant.

Subject to the terms hereof, the Board shall determine to whom options shall be granted, the terms and provisions of the respective option agreements, the time or times at which such options shall be granted and vested, and the number of Shares to be subject to each option. In the case of employees or consultants of the Corporation or Management Company Employees, the option agreements to which they are party must contain a representation of the Corporation that such employee, consultant or Management Company Employee, as the case may be, is a bona fide employee, consultant or Management Company Employee of the Corporation or its subsidiaries.

A Participant who has been granted an option may, if such Participant is otherwise eligible, and if permitted under the policies of the Exchange, be granted an additional option or options if the Board shall so determine.

7. EXERCISE PRICE

- (a) The exercise price of the Shares subject to each option shall be determined by the Board, subject to applicable Exchange approval, at the time any option is granted. In no event shall such exercise price be lower than the exercise price permitted by the Exchange.
- (b) Once the exercise price has been determined by the Board, accepted by the Exchange and the option has been granted, the exercise price of an option may only be reduced if at least 6 months

have elapsed since the later of the date of the commencement of the term, the date the Corporation's shares commenced trading or the date the exercise price was reduced. In the case of options held by insiders of the Corporation (as defined in the policies of the Exchange), disinterested Shareholder approval must be obtained for any reduction in the exercise price of an option, or the extension of the term of an option, at the time of the proposed amendment.

8. NUMBER OF OPTIONED SHARES

- (a) The number of Shares subject to an option granted to any one Participant shall be determined by the Board, but no one Participant shall be granted an option which exceeds the maximum number permitted by the Exchange.
- (b) The maximum aggregate number of Shares that are issuable pursuant to all Options granted or issued to Insiders (as a group) must not exceed 10% of the issued common shares of the Corporation (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any) at any point in time (unless the Corporation has obtained the requisite disinterested Shareholder approval).
- (c) No single Participant may be granted options to purchase a number of Shares equaling more than 5% of the issued common shares of the Corporation (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any) in any twelve-month period unless the Corporation has obtained disinterested shareholder approval in respect of such grant and meets applicable Exchange requirements.
- (d) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any) in any twelve-month period to any one consultant of the Corporation (or any of its subsidiaries).
- (e) Options shall not be granted if the exercise thereof would result in the issuance of more than 2% of the issued common shares of the Corporation (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any) in any twelve month period to persons employed to provide investor relation activities. Options granted to Consultants performing investor relations activities will contain vesting provisions such that vesting occurs over at least 12 months with no more than $\frac{1}{4}$ of the options vesting in any 3 month period.
- (f) The aggregate number of options granted and outstanding to Eligible Charitable Organizations (as defined in the policies of the Exchange) must not at any time exceed 1% of the issued Shares of the Corporation (taking into account the shares that may be reserved under this Plan and any other awards under the Corporation's other share based compensation arrangements, if any), calculated as at the date the option is granted to the Eligible Charitable Organization, and any such options must expire after the earlier of (i) ten years from the date of grant; and (ii) ninety days after the optionee ceases to be an Eligible Charitable Organizations.

9. DURATION OF OPTION

- (a) Each option and all rights thereunder shall be expressed to expire on the date set out in the option agreement and shall be subject to earlier termination as provided in Sections 11 and 12, provided that in no circumstances shall the duration of an option exceed the maximum term permitted by the Exchange, being 10 years for the TSX Venture Exchange.

- (b) Subject to compliance with Exchange Policy 4.4, the expiry date of an option granted hereunder will be automatically extended if such expiry date falls within a blackout period during which the Corporation prohibits optionees from exercising their options. Such automatic extension shall in no event exceed 10 days following the end of such blackout period.

10. OPTION PERIOD, CONSIDERATION AND PAYMENT

- (a) The option period shall be a period of time fixed by the Board not to exceed the maximum term permitted by the Exchange, provided that the option period shall be reduced with respect to any option as provided in Sections 11 and 12 covering cessation as a director, officer, consultant, employee or Management Company Employee of the Corporation or its subsidiaries, or death of the Participant.
- (b) Subject to any vesting restrictions imposed by the Exchange, the Board may, in its sole discretion, determine the time during which options shall vest and the method of vesting, or that no vesting restriction shall exist.
- (c) Subject to any vesting restrictions imposed by the Board, options may be exercised in whole or in part at any time and from time to time during the option period. To the extent required by the Exchange, no options may be exercised under this Plan until this Plan has been approved by a resolution duly passed by the shareholders of the Corporation.
- (d) Except as set forth in Sections 11 and 12, no option may be exercised unless the Participant is at the time of such exercise a director, officer, consultant, or employee of the Corporation or any of its subsidiaries, or a Management Company Employee of the Corporation or any of its subsidiaries.
- (e) The exercise of any option will be contingent upon receipt by the Corporation at its head office of a written notice of exercise, specifying the number of Shares with respect to which the option is being exercised, accompanied by cash payment, certified cheque or bank draft for the full purchase price of such Shares with respect to which the option is exercised. No Participant or his legal representatives, legatees or distributees will be, or will be deemed to be, a holder of any common shares of the Corporation unless and until the certificates for Shares issuable pursuant to options under the Plan are issued to him or them under the terms of the Plan.

11. CEASING TO BE A DIRECTOR, OFFICER, CONSULTANT OR EMPLOYEE

- (a) Subject to subsection (b), if a Participant shall cease to be a director, officer, consultant, employee of the Corporation, or its subsidiaries, or ceases to be a Management Company Employee, for any reason (other than death), such Participant may exercise his option to the extent that the Participant was entitled to exercise it at the date of such cessation, provided that such exercise must occur within 90 days after the Participant ceases to be a director, officer, consultant, employee or a Management Company Employee, unless such Participant was engaged in investor relations activities, in which case such exercise must occur within 30 days after the cessation of the Participant's services to the Corporation.
- (b) If the Participant does not continue to be a director, officer, consultant, employee of the Resulting Issuer upon completion of the Corporation's Qualifying Transaction (as such terms are defined in the policies of the Exchange), the options granted hereunder must be exercised by the Participant within the later of 12 months after completion of the Qualifying Transaction and 90 days after the Participant ceases to become a director, officer, consultant or employee of the Resulting Issuer.
- (c) Nothing contained in the Plan, nor in any option granted pursuant to the Plan, shall as such confer upon any Participant any right with respect to continuance as a director, officer, consultant, employee or Management Company Employee of the Corporation or of any of its subsidiaries or affiliates.

12. DEATH OF PARTICIPANT

Notwithstanding Section 11, in the event of the death of a Participant, the option previously granted to him shall be exercisable only within the one (1) year after such death and then only:

- (a) by the person or persons to whom the Participant's rights under the option shall pass by the Participant's will or the laws of descent and distribution; and
- (b) if and to the extent that such Participant was entitled to exercise the Option at the date of his death.

13. RIGHTS OF OPTIONEE

No person entitled to exercise any option granted under the Plan shall have any of the rights or privileges of a shareholder of the Corporation in respect of any Shares issuable upon exercise of such option until certificates representing such Shares shall have been issued and delivered.

14. PROCEEDS FROM SALE OF SHARES

The proceeds from the sale of Shares issued upon the exercise of options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

15. ADJUSTMENTS

If the outstanding common shares of the Corporation are increased, decreased, changed into or exchanged for a different number or kind of shares or securities of the Corporation or another corporation or entity through re-organization, merger, re-capitalization, re-classification, stock dividend, subdivision or consolidation, any adjustments relating to the Shares optioned or issued on exercise of options and the exercise price per Share as set forth in the respective stock option agreements shall be made in accordance to the terms of such agreements.

Adjustments under this Section shall be made by the Board whose determination as to what adjustments shall be made, and the extent thereof, shall be final, binding and conclusive. No fractional Share shall be required to be issued under the Plan on any such adjustment.

Any adjustment, other than in connection with a security consolidation or security split, to Options granted or issued under the Plan must be subject to the prior acceptance of the Exchange, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization.

16. TRANSFERABILITY

All benefits, rights and options accruing to any Participant in accordance with the terms and conditions of the Plan shall not be transferable or assignable unless specifically provided herein or the extent, if any, permitted by the Exchange. During the lifetime of a Participant any benefits, rights and options may only be exercised by the Participant.

17. AMENDMENT AND TERMINATION OF PLAN

Subject to the policies, rules and regulations of any lawful authority having jurisdiction (including any exchange on which the Shares are listed for trading), the Board may at any time, without further action by the shareholders, amend the Plan or any option granted hereunder in such respects as it may consider advisable and, without limiting the generality of the foregoing, it may do so to ensure that options granted hereunder will comply with any provisions respecting stock options in the income tax or other laws in force in any country or jurisdiction of which a person to whom an option has been granted may from time to time be resident or citizen or the Board may at any time, without action by shareholders, terminate the Plan. The

Board may not, however, without the consent of the option holder, alter or impair any of the rights or obligations under any option theretofore granted.

18. NECESSARY APPROVALS

The ability of a Participant to exercise options and the obligation of the Corporation to issue and deliver Shares in accordance with the Plan is subject to any approvals which may be required from shareholders of the Corporation and any regulatory authority or stock exchange having jurisdiction over the securities of the Corporation. If any Shares cannot be issued to any Participant for whatever reason, the obligation of the Corporation to issue such Shares shall terminate and any option exercise price paid to the Corporation will be returned to the Participant.

19. WITHHOLDING TAXES

The Corporation's obligation to deliver Shares issuable on the exercise of an option shall be subject to a Participant's satisfaction of all applicable income, employment and non-resident withholding tax obligations. Without limiting the generality of the foregoing, if the Corporation determines in its sole discretion that under the requirements of applicable taxation laws or regulations of any governmental authority whatsoever it is obliged to withhold for remittance to a taxing authority any amount upon exercise of an option, the Corporation may take any steps it considers necessary or appropriate in the circumstances to withhold in connection with any option or other benefit under the Plan including, without limiting the generality of the foregoing:

- (a) requiring the Participant exercising the option to pay the Corporation, in the same manner as the exercise price for the Shares issuable on exercise of an option, such amount as the Corporation is obliged to remit to such taxing authority in respect of the exercise of the option, with any such additional payment, in any event, being due no later than the date as of which any amount with respect to the option exercised first becomes included in the gross income of the Participant for tax purposes; or
- (b) issuing the Shares issuable on the exercise of an option to an agent on behalf of the Participant and directing the agent to sell a sufficient number of such Shares on behalf of the Participant to satisfy the amount of any such withholding obligation, with the agent paying the proceeds of any such sale to the Corporation for this purpose;

to the extent permitted by law, deducting the amount of any such withholding obligation from any payment of any kind otherwise due to the Participant.

20. EFFECTIVE DATE OF PLAN

The Plan has been adopted by the Board of the Corporation subject to the approval of the Exchange and, if so approved, subject to the discretion of the Board, the Plan shall become effective upon such approvals being obtained.

21. INTERPRETATION

The Plan will be governed by and construed in accordance with the laws of the Province of Alberta.

APPENDIX "B"

AUDIT COMMITTEE CHARTER

A. Composition and Process

1. The audit committee shall be composed of a minimum of three members of the board of directors, a majority of whom are not officers or employees of the Issuer or any of its affiliates.
2. Members shall serve one-year terms and may serve consecutive terms, which are encouraged to ensure continuity of experience.
3. The Chairperson shall be appointed by the board of directors for a one-year term, and may serve any number of consecutive terms.
4. All members of the audit committee shall be financially literate. Financial literacy is the ability to read and understand a balance sheet, income statement and cash flow statement that present a breadth and level of complexity comparable to the Issuer's financial statements.
5. The Chairperson shall, in consultation with management and the external auditor and internal auditor (if any), establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to the members with sufficient time for study prior to the meeting. The external auditor will also receive notice of all meetings of the audit committee. The audit committee may employ a list of prepared questions and considerations as a portion of its review and assessment process.
6. The audit committee shall meet at least four times per year and may call special meetings as required. A quorum at meetings of the audit committee shall be its Chairperson and one of its other members or the Chairman of the board of directors. The audit committee may hold its meetings, and members of the audit committee may attend meetings, by telephone conference if this is deemed appropriate.
7. The minutes of the audit committee meetings shall accurately record the decisions reached and shall be distributed to audit committee members with copies to the board of directors, the Chief Executive Officer, the Chief Financial Officer and the external auditor.
8. The audit committee reviews, prior to their presentation to the board of directors and their release, all material financial information required by securities legislation and policies.
9. The audit committee enquires about potential claims, assessments and other contingent liabilities.
10. The audit committee periodically reviews with management, depreciation and amortization policies, loss provisions and other accounting policies for appropriateness and consistency.
11. The charter of the audit committee shall be reviewed by the board of directors on an annual basis.

B. Authority

1. Appointed by the board of directors pursuant to provisions of the *Business Corporations Act* (Alberta) and the bylaws of the Issuer.
2. Primary responsibility for the Issuer's financial reporting, accounting systems and internal controls is vested in senior management and is overseen by the board of directors. The audit

committee is a standing committee of the board of directors established to assist it in fulfilling its responsibilities in this regard. The audit committee shall have responsibility for overseeing management reporting on internal controls. While it is management's responsibility to design and implement an effective system of internal control, it is the responsibility of the audit committee to ensure that management has done so.

3. In fulfilling its responsibilities, the audit committee shall have unrestricted access to the Issuer's personnel and documents and will be provided with the resources necessary to carry out its responsibilities.
4. The audit committee shall have direct communication channels with the internal auditor (if any) and the external auditor to discuss and review specific issues, as appropriate.
5. The audit committee shall have the authority to engage independent counsel and other advisors as it determines necessary to carry out its duties.
6. The audit committee shall establish the compensation to be paid to any advisors employed by the audit committee and such compensation shall be paid by the Issuer as directed by the audit committee.

C. Relationship with External Auditors

1. An external auditor must report directly to the audit committee.
2. The audit committee is directly responsible for overseeing the work of the external auditor including the resolution of disagreements between management and the external auditor regarding financial reporting.
3. The audit committee shall implement structures and procedures to ensure that it meets with the external auditor on at least annually in the absence of management.

D. Accounting Systems, Internal Controls and Procedures

1. Obtain reasonable assurance from discussions with and/or reports from management, and reports from external auditors that accounting systems are reliable and that the prescribed internal controls are operating effectively for the Issuer and its subsidiaries and affiliates.
2. The audit committee shall review to ensure to its satisfaction that adequate procedures are in place for the review of the Issuer's disclosure of financial information extracted or derived from the Issuer's financial statements and will periodically assess the adequacy of those procedures.
3. Direct the external auditor's examinations to particular areas.
4. Review control weaknesses identified by the external auditor, together with management's response.
5. Review with the external auditor its view of the qualifications and performance of the key financial and accounting executives.
6. In order to preserve the independence of the external auditor the audit committee will:
 - (a) recommend to the board of directors the external auditor to be nominated; and

- (b) recommend to the board of directors the compensation of the external auditor's engagement.
- 7. The audit committee shall review and pre-approve any engagements for non-audit services to be provided by the external auditor or its affiliates, together with estimated fees, and consider the impact on the independence of the external auditor.
- 8. Review with management and with the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgments of management that may be material to financial reporting.
- 9. The audit committee shall review and approve the Issuer's hiring policies regarding partners, employees and former partners and employees of the present and most recent former external auditor of the Issuer.
- 10. The audit committee shall establish procedures for the receipt, retention and treatment of complaints received by the Issuer regarding accounting, internal accounting controls or auditing matters and the confidential anonymous submission by employees of the Issuer of concerns regarding questionable accounting or auditing matters.
- 11. The audit committee shall on an annual basis, prior to public disclosure of its annual financial statements, ensure that the external auditor has entered into a participation agreement and has not had its participant status terminated, or, if its participant status was terminated, has been reinstated in accordance with the Canadian Public Accountability Board ("CPAB") bylaws and is in compliance with any restriction or sanction imposed by the CPAB.

E. Statutory and Regulatory Responsibilities

- 1. Annual Financial Information - review the annual audited financial statements, including any letter to shareholders and related press releases and recommend their approval to the board of directors, after discussing matters such as the selection of accounting policies (and changes thereto), major accounting judgments, accruals and estimates with management and the external auditor.
- 2. Annual Report - review the management discussion and analysis ("MD&A") section and all other relevant sections of the annual report to ensure consistency of all financial information included in the annual report.
- 3. Interim Financial Statements - review the quarterly interim financial statements, including any letter to shareholders and related press releases and recommend their approval to the board of directors.
- 4. Earnings Guidance/Forecasts - review forecasted financial information and forward-looking statements.
- 5. Review the Issuer's financial statements, MD&A and earnings press releases before the Issuer publicly discloses this information.

F. Reporting

- 1. Report, through the Chairperson of the audit committee, to the board of directors following each meeting on the major discussions and decisions made by the audit committee.
- 2. Report annually to the board of directors on the audit committee's responsibilities and how it has discharged them.

3. Review the audit committee's charter annually and recommend the approval of any proposed amendments to the board of directors.

G. Other Responsibilities

1. Investigating fraud, illegal acts or conflicts of interest.
2. Discussing selected issues with corporate counsel or the external auditor or management.