

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL AND SPECIAL MEETING of the Members of **Homerun Resources Inc.** (hereinafter called the "Company") will be held on Friday June 10, 2022 at Suite 2110 – 650 West Georgia Street, Vancouver, B.C. at 10:00 a.m., Pacific Time (the "Meeting") for the following purposes:

1. To consider the Report of the Directors, the audited financial statements of the Company for the fiscal year ended December 31, 2021, and the reports of the auditors thereon.
2. To appoint auditors for the ensuing year at a remuneration to be fixed by the Directors.
3. To set the number of Directors of the Company at 4.
4. To elect Directors for the ensuing year.
5. To approve an increase in the maximum number of stock options issuable under the Stock Option Plan from 3,599,180 to 6,439,259.

INSIDERS TO WHOM SHARES MAY BE ISSUED UNDER THE AMENDED PLAN, AND THEIR RESPECTIVE ASSOCIATES AND AFFILIATES, WILL ABSTAIN FROM VOTING ON THE FOREGOING RESOLUTION. THE APPROVAL OF A MAJORITY OF DISINTERESTED SHAREHOLDERS OF THE COMPANY IS THEREFORE SOUGHT.

6. To approve the creation of a control block as a result of the Company's Ze Manoel transaction.
7. To transact such other business as may be properly transacted at such Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice. Copies of any documents to be considered, approved, ratified and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at 2110 – 650 West Georgia Street, Vancouver, BC, during normal business hours up to **June 10, 2022** being the date of the Meeting, and at the Meeting.

The directors of the Company have fixed the close of business on May 6, 2022 as the record date for determining holders of common shares who are entitled to vote at the Meeting.

NOTE OF CAUTION CONCERNING THE COVID-19 OUTBREAK

To proactively deal with the unprecedented public health impact of the Coronavirus (COVID-19) and in order to mitigate potential risks to shareholders, and the Company's employees, communities, and other stakeholders, and based on government recommendations and mandates to avoid large gatherings, the Meeting will be held electronically by teleconference. Shareholders attending via teleconference will be afforded the opportunity to ask questions of management at the conclusion of the meeting.

To Participate or submit questions during the Meeting, please refer to the following dial-in instructions:

Canada/USA: 1.866.305.1460 Access Code: 7314865#
(a list of all international call-in numbers is included with this Circular)

SHAREHOLDERS WILL NOT BE ABLE TO ATTEND THE MEETING IN PERSON

DATED at the City of Vancouver, in the Province of British Columbia, as of the 10th day of May, 2022.

BY ORDER OF THE BOARD

"Brian Leeners"
Brian Leeners
CEO and Director

HOMERUN REOSURCES INC.

2110, 650 West Georgia Street

Vancouver, BC V6B 4N8

1-844-727-5631

INFORMATION CIRCULAR

AS AT MAY 6, 2022

SOLICITATION OF PROXIES BY MANAGEMENT

This management information circular (the “Information Circular”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Homerun Resources Inc. (the “Company”) for use at the annual meeting (the “Meeting”) of the shareholders of the Company (the “Shareholders”) to be held at Suite 2110, 650 West Georgia Street, Vancouver, British Columbia V6B 4N8 on Friday June 10, 2022 at 10:00AM (Vancouver time) and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting. Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company (“Common Shares”) pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of any such solicitation will be borne by the Company.

Unless otherwise stated, the information contained in this Information Circular is given as at May 6, 2022.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a shareholder of the Company who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. A shareholder of the Company may revoke a proxy by depositing an instrument in writing, executed by him or her or his or her attorney authorized in writing:

1. at the offices of the registrar and transfer agent of the Company, Proxy Dept., Computershare Investor Services Inc., of Suite 300, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 (the number to fax proxies is (604-661-9549), at any time, not less than 48 hours, excluding Saturdays, Sundays and holidays, preceding the Meeting or any adjournment of the Meeting at which the proxy is to be used;
2. at the registered office of the Company, Suite 2110, 650 West Georgia Street, Vancouver, BC V6B 4N8, at any time up to and including the last business day preceding the day of the Meeting at which the proxy is to be used; or
3. with the chairman of the Meeting on the day of the Meeting or any adjournment of the Meeting.

In addition, a proxy may be revoked by the shareholder of the Company personally attending the Meeting and voting his or her shares.

BENEFICIAL HOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” or “beneficial” shareholders because the shares they own are not registered in their names, but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the “Beneficial Holder”) but which are registered either: (a) in the name of an intermediary (an “Intermediary”) that the Beneficial Holder deals with in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP’s, RRIF’s, RESP’s and similar plans); or (b) in the name of a clearing agency (such as The Canadian Depository for Securities Limited (“CDS”)) of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Information Circular and the Proxy (collectively, the “Meeting Materials”) to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting Materials to Beneficial Holders unless a Beneficial Holder has waived the right to receive them. Very often, Intermediaries will use service companies to forward the Meeting Materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive Meeting Materials will either:

- (a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**
- (b) more typically, be given a voting instruction form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a “proxy authorization form”) which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any person who has been a director or senior officer of the Company since the commencement of the Company's last completed financial year, or of any nominee for election as a director, or of any associate or affiliate of any of such persons, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, of which as at the date hereof **32,196,295** common shares are issued and outstanding.

The holders of common shares of record at the close of business on the record date, set by the directors of the Company to be May 6, 2022, are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

The Articles of the Company provide that, subject to the special rights and restrictions attached to the shares of any class or series of shares, the quorum for the transaction of business at a meeting of shareholders is one person who is, or who represents by proxy, one or more shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying more than 10% of the outstanding voting rights of the Company.

The directors have determined that all shareholders of record as of the 6th day of May, 2022 will be entitled to receive notice of and to vote at the Meeting. Those shareholders so desiring may be represented by proxy at the Meeting. The instrument of proxy, and the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited either at the office of the Registrar and Transfer Agent of the Company, Proxy Dept., Computershare Investor Services Inc., of Suite 300, 510 Burrard Street, Vancouver, British Columbia V6C 3B9 (the number to fax proxies is (604) 661-9549), or at the Registered Office of the Company at Suite 2100, 650 West Georgia Street, Vancouver, BC V6B 4N8 not less than 48 hours, Saturdays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof.

PARTICULARS OF MATTERS TO BE ACTED UPON

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING; THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

Additional details regarding each of the matters to be acted upon at the Meeting is set forth below.

I. Financial Statements

The audited financial statements of the company for the financial year ended December 31, 2021 (the “Financial Statements”), together with the Auditors’ Report thereon will be presented to the shareholders at the Meeting. The Financial Statements, together with the Auditors’ Report thereon, are being mailed to the registered shareholders separately.

II. Election of Directors

The board of directors of the Company (the “**Board**” or the “**Board of Directors**”) currently consists of three (3) directors, all of whom are elected annually. The term of office for each of the present directors of the Company expires at the Meeting. All of the current directors of the Company will be standing for re-election. It is proposed that the number of directors for the ensuing year be fixed at four (4); subject to such increases as may be permitted by the Articles of the Company. At the Meeting, the Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution fixing the number of directors to be elected at the Meeting at four (4).

It is proposed that the persons named below will be nominated at the Meeting. Each director elected will hold office until the next Annual General Meeting of the Company or until his successor is duly elected or appointed pursuant to the Articles of the Company unless his office is earlier vacated in accordance with the provisions of the *Business Corporations Act* (British Columbia) or the Company’s Articles.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the shares represented by proxy for the election of any other person or persons as directors.

The following information relating to the nominees for election to the Board of Directors is based on information received by the Company from said nominees.

NAME, MUNICIPALITY OF RESIDENCY AND PRESENT OFFICE HELD	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS INFORMATION CIRCULAR	PRINCIPAL OCCUPATION AND IF NOT AT PRESENT AN ELECTED DIRECTOR, OCCUPATION DURING THE PAST FIVE (5) YEARS
Brian Leeners Windsor, ON Director & CEO	July 2012	1,500,000 (direct) 564,325 (indirect)	Businessman

NAME, MUNICIPALITY OF RESIDENCY AND PRESENT OFFICE HELD	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS INFORMATION CIRCULAR	PRINCIPAL OCCUPATION AND IF NOT AT PRESENT AN ELECTED DIRECTOR, OCCUPATION DURING THE PAST FIVE (5) YEARS
J. Lewis Dillman ⁽¹⁾ Vancouver, BC Director	June 2002	8,750 (direct) 11,250 (indirect)	Businessman
Greg Pearson ⁽¹⁾ Vernon, BC Director	February 2016	564,325 (indirect)	Businessman
Hugh Callaghan ⁽¹⁾ South Africa (proposed Director)	August 4, 2021	NIL	Businessman

⁽¹⁾ Member of the audit committee.

Corporate Cease Trade Orders or Bankruptcies

Except for J. Lewis Dillman, to the knowledge of the Company, no director or proposed director of the Company is, or within the ten years prior to the date of this Circular has been, a director or executive officer of any other company than the Company, that while that person was acting in that capacity:

- (a) was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or
- (b) was subject to an event that resulted, after the director ceased to be a director or executive officer of the company being the subject of a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

On December 10, 2014 Helix Ventures Inc., a company of which Mr. Dillman was a director, was issued a Cease Trade Order by the British Columbia Securities Commission for failing to file its Annual Financial Statements for the year ended July 31, 2014. Mr. Dillman resigned as a director of Helix on November 18, 2014.

On March 9, 2015 Abington Resources Ltd., a company of which Mr. Dillman was a director, was issued a Cease Trade Order by the British Columbia Securities Commission for failing to file its Annual Financial Statements for the year ended October 31, 2014. Mr. Dillman resigned as a director of Abington on February 28, 2015.

Individual Bankruptcies

To the knowledge of the Company, no director or proposed director of the Company has, within the ten years prior to the date of this Circular, become bankrupt or made a proposal under any legislation relating to bankruptcy or insolvency, or been subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of that individual.

Penalties or Sanctions

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

III. Appointment of Auditors

Management proposes the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Accountants, of Suite 1500, 1140 West Pender Street, Vancouver, British Columbia, as Auditors of the Company for the ensuing year and that the directors be authorized to fix their remuneration. Dale Matheson Carr-Hilton Labonte LLP has been the Company's Auditors since 2019.

In the absence of instructions to the contrary the shares represented by proxy will be voted in favor of a resolution to appoint Dale Matheson Carr-Hilton Labonte, Chartered Accountants, as Auditors of the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Compensation of Officers

The Company does not have a formal pre-determined compensation plan. Rather, the Compensation Committee informally assesses the performance of the named executive officers (or “**NEOs**”, as defined below) and considers a variety of factors generally, both objective and subjective, when determining compensation levels. For the financial years ended December 31, 2012, 2013 and 2014, the objective of the Company’s compensation strategy was to ensure that compensation for its NEOs was sufficiently attractive to recruit, retain and motivate high performing individuals to assist the Company in achieving its goals.

Compensation for the NEOs is composed primarily of two components: base fees and stock based compensation.

Base Fees:

Base Fees form an essential component of the Company’s compensation strategy as they are key to the Company remaining competitive. These fees are fixed and therefore not subject to uncertainty, and can be used as the base to determine other elements of compensation and benefits.

In determining the base fees of executive officers, the Compensation Committee considers the following:

- a) the recommendations of the Chief Executive Officer of the Company (other than with respect to the compensation of the President and Chief Executive Officer);
- b) the particular responsibilities related to the position;
- c) the experience, expertise and level of the executive officer;
- d) the executive officer’s length of service to the Company; and
- e) the executive officer’s overall performance based on informal feedback.

There is no mandatory framework that determines which of the above-referenced factors may be more or less important and the emphasis placed on any of these factors is at the discretion of the Compensation Committee and may vary among the executive officers. In respect of the base fees paid to the Chief Executive Officer, the Board of Directors also broadly considered the performance of the Chief Executive Officer against the Company’s performance in the previous year. The Company does not engage in benchmarking and did not focus on any particular performance metric.

Long-Term Incentives:

The Compensation Committee believes that granting stock options to officers, directors, consultants and employees encourages retention and more closely aligns the interests of such key personnel with the interests of Shareholders while at the same time not drawing on the limited cash resources of the Company.

The Company does not utilize a set of formal objective measures to determine long-term incentive entitlements, rather, long-term incentive grants, such as stock options, to NEOs are determined in a discretionary manner on a case by case basis, but having consideration to the number of options previously granted. There are no other specific quantitative or qualitative measures associated with option grants and no specific weights are assigned to any criteria individually, rather, the performance of the Company is broadly considered as a whole when determining the number of stock based compensation (if any) to be granted and REM does not focus on any particular performance metric.

NEO Compensation

The Board of Directors:

- a) will periodically review the terms of reference for the Company's NEOs and recommend any changes;
- b) will review the compensation of the NEOs and make recommendations; and
- c) reviews, and if appropriate recommends for approval, any agreements between the Company and the NEOs, including protections in the event of a change of control or other special circumstances, as appropriate.

The components of the NEO compensation are the same as those that apply to the other senior executive officers of the Company, namely base salary and long-term incentives in the form of stock options.

The Compensation Committee reviews and ensures that the compensation of the NEOs complies with the principles underlying the Company's overall compensation philosophy. The Board of Directors believes that the compensation paid to each NEO during the most recently completed fiscal year was commensurate with the NEO's position, experience and performance.

Named Executive Officers

Pursuant to applicable securities regulations, the Company must disclose the compensation paid to its "Named Executive Officers" (or "NEOs"). This includes the Company's Chief Executive Officer, the Company's Chief Financial Officer and the other three most highly compensated executive officers provided that disclosure is not required for those executive officers, other than the Chief Executive Officer and Chief Financial Officer, whose total compensation did not exceed \$150,000. During the fiscal years ended December 31, 2018, December 31, 2019 and December 31, 2020, the Named Executive Officers were:

- (a) Brian Leeners, CEO; and
- (b) Ed Low, CFO

The following table sets forth, for the periods indicated, the compensation of the Named Executive Officers.

Summary Compensation Table

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option - based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Brian Leeners President, CEO & Director	2021	\$120,000	Nil	\$35,000	Nil	Nil	Nil	Nil	\$155,000
	2020	\$120,000	Nil	Nil	Nil	Nil	Nil	Nil	\$120,000
	2019	\$120,000	Nil	Nil	Nil	Nil	Nil	Nil	\$120,000
Ed Low ⁽²⁾ Chief Financial Officer	2021	\$42,000	Nil	\$14,000	Nil	Nil	Nil	Nil	\$56,000
	2020	\$42,000	Nil	Nil	Nil	Nil	Nil	Nil	\$42,000
	2019	\$42,000		Nil	Nil	Nil	Nil	Nil	\$42,000

Notes:

- (1) The fair value of stock options granted during the last financial year is based on the difference between the exercise price of the stock options granted, and the last closing price of the Company's shares on the trading date immediately preceding the dates of grant of the stock options, as a reasonable estimate of the benefit conferred at the time of the grant.
- (2) Fees paid to AE Financial Management Ltd., a company wholly-owned by Ed Low.

Incentive Plan Awards

The following table sets forth details for all awards currently outstanding for each of the NEOs at the end of the most recently completed financial year:

Name and principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) (1)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Brian Leeners CEO, Corporate Secretary & Director	500,000	\$0.10	2026/09/14	NIL	NIL	NIL
Ed Low Chief Financial Officer	200,000	\$0.10	2026/09/14	NIL	NIL	NIL

Incentive Plan Awards – Value Vested or Earned During the Year

Name and principal position	Option based awards – Value vested during the year (\$)	Share based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year
Brian Leeners, CEO, Director	\$35,000	NIL	NIL
Ed Low, CFO	\$14,000	NIL	NIL

Pension Plan Benefits and Deferred Compensation Plans

The Company and its subsidiaries do not have any pension plan arrangements in place, nor do they have any deferred compensation plans.

Director Compensation

The Company has no arrangements, standard or otherwise, pursuant to which Directors are compensated by the Company or its subsidiaries for their services in their capacity as Directors, or for committee participation, involvement in special assignments or for services as consultants or experts during the most recently completed financial year or subsequently, up to and including the date of this information circular.

The Company has a Stock Option Plan for the granting of incentive stock options to the officers, employees and directors. The purpose of granting such options is to assist the Company in compensating, attracting, retaining and motivating the Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

The following table sets forth information concerning fees and individual grants of options to purchase securities of the Company made during the three (3) most recently completed financial years to the Directors of the Company (not including compensation paid to NEO's, whose compensation is as a director is fully reflected in the chart above entitled "*Summary Compensation Table*");

Name	Year	Fees Earned (\$)	Share - based awards (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Lew Dillman, Director	2021	Nil	Nil	\$21,000	Nil	Nil	Nil	Nil	\$21,000
	2020	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2019	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Greg Pearson ⁽²⁾ , Director	2021	\$120,000	Nil	\$35,000	Nil	Nil	Nil	Nil	\$155,000
	2020	\$120,000	Nil	Nil	Nil	Nil	Nil	Nil	\$120,000
	2019	\$120,000	Nil	Nil	Nil	Nil	Nil	Nil	\$120,000
Hugh Callaghan, Director	2021	Nil	Nil	\$21,000	Nil	Nil	Nil	Nil	\$21,000

Notes:

- (1) The fair value of stock options granted during the last financial year is based on the difference between the exercise price of the stock options granted, and the last closing price of the Company's shares on the trading date immediately preceding the dates of grant of the stock options, as a reasonable estimate of the benefit conferred at the time of the grant.
- (2) Fees were incurred by Global Link Capital, a company of which Greg Pearson is a director and shareholder.

Incentive Plan Awards

The following table sets forth details for all awards currently outstanding for each of the directors, not including the NEOs, at the end of the most recently completed financial year:

Name and principal position	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$ (1))	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)
Lewis Dillman	300,000	\$0.10	2026/09/14	Nil	Nil	Nil
Greg Pearson	500,000	\$0.10	2026/09/14	Nil	Nil	Nil
Hugh Callaghan	300,000	\$0.10	2026/09/14	Nil	Nil	Nil

Incentive Plan Awards – Value Vested or Earned During the Year

Name and principal position	Option based awards – Value vested during the year (\$)	Share based awards – Value vested during the year (\$)	Non-equity incentive plan compensation – Value earned during the year
Lewis Dillman	\$21,000	Nil	Nil
Greg Pearson	\$35,000	Nil	Nil
Hugh Callaghan	\$21,000	Nil	Nil

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or senior officers of the Company, no proposed nominee for election as a director of the Company, and no associates or affiliates of any of them, is or has been indebted to the Company or its subsidiaries at any time since the beginning of the Company's last completed financial year.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Insider of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction

since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

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MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. The Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

CORPORATE GOVERNANCE

General

The Board believes that good corporate governance improves corporate performance and benefits all shareholders. National Policy 58-201 - Corporate Governance Guidelines provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, National Instrument 58-101 - Disclosure of Corporate Governance Practices ("NI 58-101") prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

The Board is comprised of four directors, of whom J. Lewis Dillman and Hugh Callaghan are independent for the purposes of NI 58-101. Brian Leeners is not independent since he serves as the Chief Executive Officer of the Company, and Greg Pearson is not independent as he serves as VP Corporate Development of the Company.

Directorships

Certain of the directors and proposed directors are also directors of other reporting issuers, as follows:

DIRECTOR	OTHER REPORTING ISSUERS
Brian Leeners	Prime Meridian Resources Corp. Wellteq Digital Health Inc.
Greg Pearson	Prime Meridian Resources Corp.

Orientation and Continuing Education

New Board members receive an orientation package which includes reports on operations and results, and public disclosure filings by the Company. Board meetings are sometimes held at the Company's offices and, from time to time, are combined with presentations by the Company's management to give the directors additional insight into the Company's business. In addition, management of the Company makes itself available for discussion with all Board members.

Ethical Business Conduct

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

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual meeting of shareholders, taking into account the number required to carry out the Board's duties effectively and to maintain a diversity of view and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Company, this policy will be reviewed.

Other Board Committees

The Board has no other committees, other than the Audit Committee.

Assessments

Due to the minimal size of the Company's board of directors, no formal policy has been established to monitor the effectiveness of the directors, the Board and its committees.

AUDIT COMMITTEE

Under National Instrument 52-110 – Audit Committees ("NI 52-110") reporting issuers are required to provide disclosure with respect to its Audit Committee including the text of the Audit Committee's Charter, composition of the Committee, and the fees paid to the external auditor. The Company provides the following disclosure with respect to its Audit Committee:

Audit Committee Charter

The text of the audit committee's charter is attached as Schedule "A".

Composition of Audit Committee

Following the election of directors pursuant to this Information Circular, the following will be members of the Audit Committee:

Lewis Dillman	Independent ⁽¹⁾	Financially literate ⁽²⁾
Hugh Callaghan	Independent ⁽¹⁾	Financially literate ⁽²⁾
Greg Pearson	Non-Independent	Financially literate ⁽²⁾

⁽¹⁾ A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, reasonably interfere with the exercise of a member's independent judgment.

- (2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (De Minimis Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of National Instrument 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought fit, approval in writing.

External Auditor Service Fees

The fees billed by the Company's external auditors in each of the last two financial years for audit and non-audit related services provided to the Company or its subsidiaries (if any) are as follows:

FINANCIAL YEAR ENDING December 31	AUDIT FEES	TAX FEES ⁽¹⁾	ALL OTHER FEES
2021	22,000	1,200	NIL
2020	18,000	1,200	NIL
2019	12,500	1,200	NIL

⁽¹⁾ Preparation of corporate annual tax returns.

Exemption

As a TSX Venture Exchange listed issuer, the Company is exempt from the requirements of Part 3 *Composition of the Audit Committee* and Part 5 *Reporting Obligations* of NI 52-110.

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis ("MD&A") for the year ended December 31, 2021. The 2021 audited financial statements and MD&A will be mailed to all registered Shareholders who requested them concurrently with this Information Circular.

Under National Instrument 51-102 – *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Computershare Investor Services Inc., of Suite 300, 510 Burrard Street, Vancouver, British Columbia V6C 3B9. The Company will maintain a supplemental mailing list of persons or companies wishing to receive interim financial statements.

Additional information relating to the Company is available on SEDAR at www.sedar.com or may be obtained by contacting the Company at Suite 2110, 650 West Georgia Street, Vancouver, British Columbia V6B 4N8 or by telephone at 844-727-5631 to request copies of the Company's financial statements and related MD&A.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Amendment of Stock Option Plan

The Company's Stock Option Plan (the "Plan") provides that a total of 3,599,180 shares are reserved for issuance upon exercise of stock options granted under the Plan. The Company currently has no options outstanding under its Plan.

It is proposed that the Plan be amended to increase the number of shares reserved for issuance under the Plan from 3,599,180 to 6,439,259 which represents 20% of the common shares currently issued and outstanding. If the amendment is approved, there will be 2,939,259 reserved and available for issue under the Plan. The increased number of available options will facilitate the Company's search for and retention of senior management and to provide incentive to the Company's employees, officers and directors;

Under the amended Plan, the number of shares which may be reserved for issuance will be as follows:

- (a) to all optionees under the Plan in aggregate shall not exceed 20% of the current issued and outstanding share capital;
- (b) to all insiders as a group may not exceed 20% of the issued shares; and
- (c) to any one individual may not exceed:
 - (i) 5% of the issued shares on a yearly basis; and

- (ii) 2% of the issued shares on a yearly basis if the optionee is engaged in investor relations activities or is a consultant.

The full text of the amended Plan will be available for review at Meeting.

Accordingly, at the Meeting, shareholders will be asked to pass a resolution in the following form:

“BE IT RESOLVED THAT the Company amends its Stock Option Plan to increase the number of shares reserved for issuance under the Plan from 3,599,180 to 6,439,259”.

Since the amended Plan also permits the directors to reserve up to 20% of the issued shares of the Company under options granted to insiders as a group, the Company must obtain approval of a majority of the shareholders at the Meeting, excluding insiders and their associates, (the “disinterested shareholders”) to such specific term of the amended Plan.

For the purposes hereof, an “insider” is a director or senior officer of the Company, a director or senior officer of a company that is itself an insider or subsidiary of the Company, or a person whose control, or direct or indirect beneficial ownership, or a combination thereof, over securities of the Company extends to securities carrying more than 10% of the voting rights attached to all the Company’s outstanding voting securities.

The amended Plan is also subject to approval by the TSX Venture Exchange.

Approval of the Creation of a Control Block – Ze Manoel Project

Shareholders will be asked at the meeting to consider and, if thought fit, to pass an ordinary resolution, with or without amendment, to approve the potential creation of a Control Person (as such term is defined by the policies of the TSX Venture Exchange (the “Exchange”) and as further described below).

“Control Person” means any Person that holds or is one of a combination of Persons that holds a sufficient number of any of the securities of an Issuer so as to affect materially the control of that Issuer, or that holds more than 20% of the outstanding Voting Shares of an Issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the Issuer.

Background

The Company has entered into an option agreement with Beko Invest Ltd. and 3 S LTDA dated April 28, 2022 (the “Option Agreement”) wherein the Company will have the option to acquire up to a 100% interest in and to the Ze Manoel Project (the “Purchase Option”).

The Ze Manoel Project covers an area of approximately 7,587 acres in the western portion of the Goiás State within the Arenópolis municipality of Brazil, about 290 km from the state capital, Goiânia and approximately 60 km east of the city Iporá. Access to the Property is via well-maintained state roads which cross most of the southern segment of the mineral concession. Access throughout the property is facilitated by unpaved secondary roads and trails.

The Zé Manoel Project lies within the Tocantins Structural Province in the Brasília Fold Belt, inserted in the Arenópolis Magmatic Arc, located within the greater Goiás Magmatic Arc, of Neoproterozoic age. The Property has significant metallogenic potential, justified by the occurrences of: intrusion-related and

epithermal gold deposits of Bacilândia; Bom Jardim de Goiás Cu and Au deposits; Ni, Cu, Co, PGE deposits and vermiculite deposits, related to layered mafic-ultramafic bodies; occurrences of Sn in anorogenic granites; occurrences of cretaceous diamondiferous kimberlitic intrusions, carbonatites and kamafugites from the Goiás Alkaline Province (GAP), in addition to various industrial materials used for civil and agricultural inputs.

A recent research study on the property comprises the majority of data available on the Project, and includes ground-based geophysics, stream sediment sampling, trenching, and lithochemical outcrop sampling.

Target Zones

The Project consists of four major target zones: Ze Manoel, PAV, Dipolo, and Alkaline. A recent in-depth research report on the Property determined that it is situated in a favourable geological context for the formation of polymetallic mineral deposits. The geochemical results obtained corroborate the economic potential for copper, gold, iron, and diamond, with Cu contents above 1%, Au above 1 g/t and Fe₂O₃ above 80%.

The primary target, Ze Manoel, yielded anomalous values of Cu (1,325 to 11,410 ppm), Au (5 to 400 ppb), Fe₂O₃ (11.7 to 83.2%) and up to 3.85 ppm of Ag in magnetite rock samples. The anomalous concentrations for these elements were from two main locations, one in the central portion of the target, in the contact of mylonite and diorite, where a breccia was found, and one in the northeast region of the target, with elevated Co and Fe₂O₃ content. Trenching identified anomalous copper values.

Sediment sampling at the Dipolo target, named as such for the presence of four north-south oriented dipoles identified from airborne geophysics, yielded three positive results for Au out of approximately 17 samples, with one sample yielding 1.678 g/t gold. The sample is located east and downstream of the dipoles. The near-term plan at Dipolo is a comprehensive mapping program.

The Alkaline target is defined by the presence of an alkaline intrusion mapped by the Brazilian Geological Survey. Twelve current sediment samples were collected with three positive results for Au, up to 0.28 g/t gold, which is located downstream of the alkaline rock body.

Transaction Details

In accordance with the terms of the Option Agreement the Company has the right to acquire up to a 100% interest in the Ze Manoel Project pursuant to the Purchase Option by completing the following:

- (a) in order to initiate the exercise of the Purchase Option, the Company has advanced cash payments of US\$250k to cover the historical expenditures made by Beko Invest Ltd. on the Ze Manoel Project;
- (b) making the following share payments to earn the indicated interest in the Ze Manoel Project as follows:
 - (i) the Company will acquire an initial 25% interest in the Ze Manoel Project upon the issuance of 3,000,000 common shares of the Company to Beko Invest Ltd. issued upon the receipt of TSX Venture Exchange approval of the Purchase Option;

- (ii) the Company will acquire an additional 25% interest (cumulative 50%) in the Ze Manoel Project upon the issuance of an additional 3,000,000 common shares of the Company to Beko Invest Ltd. at any time before the first anniversary of the TSX Venture Exchange approval of the Purchase Option;
- (iii) the Company will acquire an additional 25% interest (cumulative 75%) in the Ze Manoel Project upon the issuance of an additional 3,000,000 common shares of the Company to Beko Invest Ltd. at any time before the second anniversary of the TSX Venture Exchange approval of the Purchase Option; and
- (iv) the Company will acquire a final 25% interest (cumulative 100%) in the Ze Manoel Project upon the issuance of an additional 3,000,000 common shares of the Company to Beko Invest Ltd. (the “3rd Anniversary Shares”), at any time before the third anniversary of the TSX Venture Exchange approval of the Purchase Option.

Approval Requirements

Shareholders will be asked to approve the creation of a Control Person as a result of the issuance of 12,000,000 shares (representing approximately 27% of the Company’s currently issued capital) to Beko Invest Ltd. for the Ze Manoel Project in the event that the Company exercises its right to acquire 100% of the Ze Manoel Project. The required approval means approval by a majority of the votes cast by shareholders voting at the meeting. For the purposes of obtaining shareholder approval, as of the date of this Circular and to the best of our knowledge, Beko Invest Ltd. owns or exercises control or direction over NIL common shares.

Shareholders will be asked to vote on the following resolution:

“RESOLVED THAT:

- (1) the creation of Beko Invest Ltd. as a Control Person (as that term is defined by the policies of the TSX Venture Exchange) of the Company, is hereby approved; and
- (2) any director or officer of the Company is hereby authorized for and on behalf of the Company to execute and deliver all documents and instruments and to take such other actions as such director or officer may determine to be necessary or desirable to implement these resolutions and the matters authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such documents or instruments and the taking of any such actions.”

We believe that the Ze Manoel Project is in the best interests of our shareholders. **We recommend that shareholders vote FOR the resolution approving the potential creation of Beko Invest Ltd. as a Control Person. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR approval of that resolution.**

GENERAL

Unless otherwise specified, all matters referred to herein for approval by the Shareholders require a simple majority of the Shareholders voting, in person or by proxy, at the Meeting.

Where information contained in this Information Circular, rests specifically within the knowledge of a person other than the Company, the Company has relied upon information furnished by such person.

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

DATED at Vancouver, British Columbia as of the 9th day of May, 2022.

BY THE ORDER OF THE BOARD OF DIRECTORS OF HOMERUN RESOURCES INC.

Brian Leeners

Brian Leeners

Chief Executive Officer

SCHEDULE “A”

AUDIT COMMITTEE CHARTER FOR HOMERUN RESOURCES INC.

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the “Committee”) of the Board of Directors (the “Board”) of the Company is to provide an open avenue of communication between management, the Company’s independent auditor and the Board and to assist the Board in its oversight of:

- the integrity, adequacy and timeliness of the Company’s financial reporting and disclosure practices;
- the Company’s compliance with legal and regulatory requirements related to financial reporting; and
- the independence and performance of the Company’s independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company’s articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee’s role is one of oversight. Management is responsible for preparing the Company’s financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles (“GAAP”). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor’s responsibility is to audit the Company’s financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of auditing the Company’s financial statements, preparing or issuing an auditor’s report or performing other audit, review or attest services for the Company, and for reviewing and recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company’s Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the *Business Corporations Act* (British Columbia) and the articles of the Company.

**INTERNATIONAL CALL IN NUMBERS FOR THE FEBRUARY 9, 2022
ANNUAL GENERAL AND SPECIAL MEETING
OF THE SHAREHOLDERS OF BENTON RESOURCES INC.**

[ANGUILLA\(AIA\)](#)18003001815
[ANTIGUA AND BARBUDA\(ATG\)](#)18003001823
[ARGENTINA\(ARG\)](#)08006661503
01159843212
[AUSTRALIA\(AUS\)](#)1800004136
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[BARBADOS\(BRB\)](#)18002057012
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[BRUNEI DARUSSALAM\(BRN\)](#)8014097
[BULGARIA\(BGR\)](#)008001171156
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[CAMBODIA\(KHM\)](#)1800881001 8777512680
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12011341

[VIRGIN ISLANDS \(BRITISH\)\(VGB\)](#)18002031723