



CONDOR RESOURCES INC.

**Annual General and Special Meeting
to be held on October 12, 2022**

**Notice of Annual General and Special Meeting
and
Management Information Circular**

September 13, 2022

**CONDOR RESOURCES INC.
SUITE 615, 800 WEST PENDER STREET
VANCOUVER, BRITISH COLUMBIA, V6C 2V6**

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF
SHAREHOLDERS**

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the shareholders of Condor Resources Inc. (the “**Company**”) will be held in person at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2 on Wednesday, October 12, 2022 (the “**Meeting Date**”) at 10:00 a.m. (Vancouver time). Shareholders may and are encouraged to vote by proxy prior to the Meeting.

The Meeting will be held for the following purposes:

1. to receive the financial statements for the year ended February 28, 2022, together with the auditor’s report thereon;
2. to set the number of directors at six (6);
3. to elect directors for the ensuing year;
4. to appoint DeVisser Gray LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid to the auditor;
5. to consider and, if thought fit, pass, with or without amendment, an ordinary resolution approving the amendment of the Company’s 10 percent “rolling” stock option plan, all as more particularly described in the accompanying management information circular; and
6. transact such other business as may properly be put before the Meeting.

Important

The Meeting is currently scheduled to take place in person at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2. In light of on-going concerns related to the COVID-19 pandemic, only registered shareholders, non-registered shareholders who have followed the procedures described in the accompanying management information circular (the “**Circular**”) and their respective proxyholders will be allowed to attend the Meeting physically in person. On the Meeting Date, the Company will comply with all restrictions imposed under all applicable laws, regulations and policies restricting the size of gatherings to protect public health and limit the spread of COVID-19. Shareholders may be refused entry at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2 if more individuals attend the Meeting in person than are permitted under applicable laws and regulations in effect on the Meeting Date. For this reason we recommend that shareholders vote by proxy prior to the Meeting even if they intend to attend the Meeting in person.

In light of on-going concerns related to the spread of COVID-19 and to allow the Company to make adequate arrangements, any person who intends to attend the Meeting in person is requested to

register with Lyle Davis, President and Chief Executive Officer of the Company, at least 72 hours in advance, by telephone at 604-642-5707 or by email at ldavis@condorresources.com

Shareholders will be able to listen to the Meeting proceedings by following the instructions set out under the heading “*Details of Telephone Conference*” below. However, shareholders will not be able to speak or vote through the teleconference. If you wish to listen to the Meeting proceedings via teleconference as an observer, please see “*Details of Teleconference*” below. Shareholders wishing to vote their shares must either attend the Meeting in person or vote in advance by proxy in accordance with the instructions set forth in the accompanying Circular.

Registered shareholders are encouraged to complete, date and sign the enclosed form of proxy and return it to Computershare Investor Services Inc. at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention: Proxy Department. To be effective, the completed form of proxy must be received by Computershare Investor Services Inc. by 10:00 a.m. (Vancouver time) on October 7, 2022 (or at least 48 hours, excluding Saturdays, Sundays and holidays, before any adjournment of the Meeting at which the proxy is to be used). Only shareholders of record at the close of business on September 6, 2022 will be entitled to vote at the Meeting.

Details of Telephone Conference

If you wish to listen to the Meeting proceedings via teleconference as an observer, you may access the Meeting using the following dial-in details:

Toll-free dial in number: 1-888-575-5165; Outside North America: 001-416-764-8623
Participant code: 9712680

You should dial in 5-10 minutes prior to the scheduled start time and ask to join the Meeting.

The Circular and a form of proxy accompany this notice and form part of this notice.

DATED at Vancouver, British Columbia, the 13th day of September, 2022.

ON BEHALF OF THE BOARD

“Lyle Davis”

Lyle Davis
President and Chief Executive Officer

**CONDOR RESOURCES INC.
SUITE 615, 800 WEST PENDER STREET
VANCOUVER, BRITISH COLUMBIA, V6C 2V6**

INFORMATION CIRCULAR

(as at September 13, 2022, except as otherwise indicated)

SOLICITATION OF PROXIES

This information circular (the “**Circular**”) is provided in connection with the solicitation of proxies by the management (the “**Management**”) of Condor Resources Inc. (the “**Company**”). The form of proxy which accompanies this Circular (the “**Proxy**”) is for use at the annual general and special meeting of the shareholders of the Company to be held at 10:00 a.m. (Vancouver time) on Wednesday, October 12, 2022 (the “**Meeting**”), at the time and place set out in the accompanying notice of Meeting (the “**Notice of Meeting**”). The Company will bear the cost of this solicitation. The solicitation will be made by mail, but may also be made by telephone. The Company is not relying on the notice-and-access delivery procedures outlined in National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) of the Canadian Securities Administrators to distribute copies of proxy-related materials in connection with the Meeting.

IMPORTANT NOTICE

The Meeting is currently scheduled to take place in person at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2. In light of on-going concerns related to the COVID-19 pandemic, only registered shareholders, Beneficial Shareholders (as defined below) who have followed the procedures described in this Circular and their respective proxyholders will be allowed to attend the Meeting physically in person. On the Meeting Date, the Company will comply with all restrictions imposed under all applicable laws, regulations and policies restricting the size of gatherings to protect public health and limit the spread of COVID-19. Shareholders may be refused entry at 1600 – 925 West Georgia Street, Vancouver, BC V6C 3L2 if more individuals attend the Meeting in person than are permitted under applicable laws and regulations in effect on the Meeting Date. For this reason we recommend that shareholders vote by proxy prior to the Meeting even if they intend to attend the Meeting in person.

In light of on-going concerns related to the spread of COVID-19 and to allow the Company to make adequate arrangements, any person who intends to attend the Meeting in person is requested to register with Lyle Davis, President and Chief Executive Officer of the Company, at least 72 hours in advance, by telephone at 604-642-5707 or by email at ldavis@condorresources.com.

We strongly encourage shareholders to vote their shares by proxy prior to the Meeting and listen to the Meeting proceedings via teleconference as observers. Shareholders will not be able to speak or vote through the teleconference. If you wish to listen to the Meeting proceedings via teleconference as an observer, please see “*Details of Teleconference*” below.

Details of Telephone Conference

If you wish to listen to the Meeting proceedings via teleconference as an observer, you may access the Meeting using the following dial-in details:

Toll-free dial in number: 1-888-575-5165; Outside North America: 001-416-764-8623
Participant code: 9712680

You should dial in 5-10 minutes prior to the scheduled start time and ask to join the Meeting.

APPOINTMENT AND REVOCATION OF PROXY

The persons named in the Proxy are directors and/or officers of the Company. **A registered shareholder who wishes to appoint some other person to serve as their representative at the Meeting may do so by striking out the printed names and inserting the desired person's name in the blank space provided.** The completed Proxy should be delivered to Computershare Investor Services Inc. ("Computershare") by 10:00 a.m. (Vancouver time) on Friday, October 7, 2022, or at least 48 hours (excluding Saturdays, Sundays and holidays) before any adjournment of the Meeting at which the Proxy is to be used.

The Proxy may be revoked by:

- (a) signing a proxy with a later date and delivering it at the time and place noted above; or
- (b) signing and dating a written notice of revocation and delivering it to Computershare, or by transmitting a revocation by telephonic or electronic means, to Computershare, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment of it, at which the Proxy is to be used, or delivering a written notice of revocation and delivering it to the Chairman of the Meeting on the day of the Meeting or adjournment of it.

Provisions Relating to Voting of Proxies

The common shares of the Company (the "shares" or the "common shares") represented by Proxy in the form provided to shareholders will be voted or withheld from voting by the designated holder in accordance with the direction of the registered shareholder appointing him. If there is no direction by the registered shareholder, those shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditor as set out in this Circular. The Proxy gives the person named in it the discretion to vote as such person sees fit on any amendments or variations to matters identified in the Notice of Meeting, or any other matters which may properly come before the Meeting. At the time of printing of this Circular, the Management of the Company knows of no other matters which may come before the Meeting other than those referred to in the Notice of Meeting.

Advice to Beneficial Holders of Common Shares

The information set forth in this section is of significant importance to many shareholders, as a substantial number of shareholders do not hold common shares in their own name. Shareholders who hold their common shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their common shares in their own name (referred to herein as "**Beneficial Shareholders**") should note that only proxies deposited by shareholders who appear on the records maintained by the Company's registrar and transfer agent as registered holders of common shares will be recognized and acted upon at the Meeting. If common shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then those common shares will, in all likelihood, not be registered in the shareholder's name. Such common shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository

Services Inc., which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such common shares are registered under the name of Cede & Co., the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms. Common shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. **Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholder meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their common shares are voted at the Meeting. The form of instrument of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered shareholders by the Company. However, its purpose is limited to instructing the registered shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form ("**VIF**"), mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the VIFs to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote common shares directly at the Meeting. The VIFs must be returned to Broadridge (or instructions respecting the voting of common shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the common shares voted. If you have any questions respecting the voting of common shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.**

The Notice of Meeting, Circular, Proxy and VIF, as applicable, are being provided to both registered shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories - those who object to their identity being known to the issuers of securities which they own ("**OBOs**") and those who do not object to their identity being made known to the issuers of the securities which they own ("**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries directly or via their transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of common shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the common shares on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding common shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the VIF. Computershare will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the common shares represented by the VIFs they receive.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above. The Company does not intend to pay for intermediaries to deliver the Notice of Meeting,

Circular and VIF to OBOs and accordingly, if the OBO's intermediary does not assume the costs of delivery of those documents in the event that the OBO wishes to receive them, the OBO may not receive the documentation.

If you are a Beneficial Shareholder, you should carefully follow the instructions of your intermediary in order to submit the voting instructions for your common shares, including those regarding when and where the completed VIF or Proxy form (as applicable) is to be delivered.

Your intermediary may have also provided you with the option of voting by telephone or fax or through the internet. Your intermediary must receive your voting instructions in sufficient time for your intermediary to act on them. As such, Beneficial Shareholders should carefully follow the instructions of their intermediary, including those regarding when and where the Proxy or Proxy is to be delivered. Computershare must receive proxy vote instructions from your intermediary by no later than 10:00 a.m. (Vancouver time) on Friday, October 7, 2022, or at least 48 hours (excluding Saturdays, Sundays and statutory holidays in the Province of British Columbia) prior to the time set for any adjournment or postponement of the Meeting.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. **Should a Beneficial Shareholder wish to vote at the Meeting in person, subject to the cautionary notice on the first page of this Circular, the Beneficial Shareholder should strike out the names of the management proxyholders set forth on the VIF and insert the Beneficial Shareholder's own name in the blank space provided on the VIF. In either case, Beneficial Shareholders should carefully follow the instructions of their intermediary, including those regarding when and where the VIF is to be delivered.**

All references to shareholders in the Notice of Meeting, Circular and the accompanying Proxy are to registered shareholders of the Company as set forth on the list of registered shareholders of the Company as maintained by the registrar and transfer agent of the Company, Computershare, unless specifically stated otherwise.

Financial Statements

The audited financial statements of the Company for the year ended February 28, 2022, together with the auditor's report on those statements and Management Discussion and Analysis, will be presented to the shareholders at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

As at the date of this Circular, the Company's authorized capital consists of an unlimited number of common shares of which 126,882,308 common shares are issued and outstanding. All common shares in the capital of the Company carry the right to one vote.

Shareholders registered as at September 6, 2022 (the "**Record Date**") are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy to attend and vote, deliver their Proxy at the place and within the time set forth in the notes to the Proxy.

To the knowledge of Management, the only person or company that beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company on an undiluted basis as at the Record Date is:

Shareholder Name	Number of Common Shares Beneficially Owned	Percent of Class
Kevin Smith ⁽¹⁾	13,557,349	10.68%

Notes:

- (1) Kevin Smith is deemed to control or direct voting rights on an aggregate of 13,557,349 shares held by Crescat Portfolio Management LLC, a partnership in which Kevin Smith has majority ownership and investment control, shares held by the Kevin and Linda Smith Trust, and shares held directly by Mr. Smith. Crescat Portfolio Management LLC holds 11,972,108 common shares of the Company.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. The Management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, Proxies given pursuant to the solicitation by the Management will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director. The number of directors on the board of directors (the “**Board**”) of the Company was fixed at five and shareholders will be asked at the Meeting to pass an ordinary resolution to fix the number of directors of the ensuing year at six.

The Company has adopted an advance notice policy (the “**Policy**”) which provides among other things, that any additional director nominations for an annual general meeting must be received by the Company not less than 30 nor more than 65 days prior to the date of the meeting. As no nominations were received by the applicable deadline in accordance with the Policy, Management’s nominees for election as directors set forth below shall be the only nominees eligible to stand for election at the Meeting.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company, and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Circular.

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Robert T. Boyd ⁽²⁾⁽³⁾⁽⁴⁾ British Columbia, Canada <i>Director</i>	President, CEO and Director of Endurance Gold Corporation since 2010; President and CEO of Cooper Jack Investments Limited (a private corporation) since 1996	May 9, 2008	1,680,000

Name, province or state and country of residence and position, if any, held in the Company	Principal occupation during the past five years	Served as director of the Company since	Number of common shares of the Company beneficially owned, directly or indirectly, or controlled or directed at present ⁽¹⁾
Lyle Davis⁽³⁾ British Columbia, Canada <i>President, CEO and Director</i>	President and CEO of the Company since 2013	February 2, 2004	2,007,500
Graham H. Scott⁽⁵⁾ British Columbia, Canada <i>Corporate Secretary and Director</i>	Lawyer; Partner of VECTOR Corporate Finance Lawyers from July 1, 2001, to April 30, 2016; lawyer, MOI Solicitors from May 1, 2016, to May 31, 2018; and lawyer, Bennett Jones LLP from June 1, 2018, to May 31, 2022, Lawson Lundell LLP since June 1, 2022	November 26, 2003	6,693,500
Paul Larkin⁽²⁾⁽³⁾⁽⁶⁾ British Columbia, Canada <i>Director</i>	President of New Dawn Group since 1983; Director of Prime Mining Corp., listed on TSX Venture Exchange (the “TSXV”)	August 15, 2006	1,474,000
Francisco de Undurraga⁽⁷⁾ Santiago, Chile <i>Director</i>	Self-Employed Civil-Industrial Engineer since 2000	March 6, 2014	8,000,000
Andres Recalde Ontario, Canada <i>Director</i>	Business Consultant, Director of Mining for Common Good (advisory services provider to mining and exploration companies in matters related to social performance) since 2015; Director Community Relations at Torex Gold Resources from 2010 to 2015	November 8, 2021	Nil

Notes:

- (1) Information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) Member of the CNCG Committee (as defined below).
- (3) Member of the Audit Committee.
- (4) Mr. Boyd holds 300,000 common shares through Cooper Jack Investments Limited, a company controlled and directed by him.
- (5) Mr. Scott holds 228,000 common shares through Graham Scott Law Corporation, a company controlled and directed by him.
- (6) Mr. Larkin indirectly controls and directs 200,000 common shares held by Margaret Larkin.
- (7) Mr. de Undurraga holds 3,998,000 common shares through White Lake Advisory Ltd., a company controlled and directed by him, and 4,002,000 common shares held by Inversiones Prudentia Limited (formerly Tres Amigos Limited), a company controlled and directed by him.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, 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 company, including the Company, that:

- (a) while that person was acting in that capacity 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 occurred while that person was acting in that capacity and that resulted, after the director ceased to be a director or executive officer of the company, in 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) while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Paul Larkin was a director of Esrey Resources Ltd. (“**Esrey**”), a TSXV listed company, which was cease traded on April 3, 2019 for failure to file its 2018 audited financial statements and management discussion and analysis in a timely manner. The cease trade order was revoked on June 11, 2019. A subsequent cease trade order was issued on February 4, 2020 for failure to file its 2019 audited financial statements and management discussion and analysis in a timely manner. Mr. Larkin resigned as a director of Esrey on February 27, 2020.

Individual Bankruptcies

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

None of the proposed directors have been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, 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 be likely to be considered important to a reasonable security holder making a decision about whether to vote for the proposed director.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation - Venture Issuers*. For the purposes of this Circular:

“**company**” includes other types of business organizations such as partnerships, trusts and other unincorporated business entities;

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

“**external management company**” includes a subsidiary, affiliate or associate of the external management company;

“**CEO**” means an individual who acted as chief executive officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

“**CFO**” means an individual who acted as chief financial officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

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

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for that financial year; and
- (d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed that financial year.

“**plan**” includes any plan, contract, authorization, or arrangement, whether or not set out in any formal document, where cash, compensation securities, similar instruments or any other property may be received, whether for one or more persons; and

“**underlying securities**” means any securities issuable on conversion, exchange or exercise of compensation securities.

Based on the foregoing definition, during the last completed financial year ended February 28, 2022, the Company had two NEOs, being Lyle Davis, the President and CEO, and Jonathan Younie, the CFO, of the Company.

Director and NEO compensation, excluding options and compensation securities

The following table sets forth all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company or a subsidiary thereof, to each NEO and director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director of the Company for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary thereof for each of the two most recently completed financial years.

Table of Compensation Excluding Compensation Securities							
Name and Position	Financial Year Ended February 28	Salary, Consulting Fee, Retainer or Commission (\$)	Bonus (\$)	Committee or Meeting Fees (\$)	Value of Perquisites (\$) ⁽¹⁾	Value of All Other Compensation (\$)	Total Compensation (\$)
Lyle Davis ⁽²⁾ <i>President, CEO and Director</i>	2022	84,000	Nil	Nil	Nil	Nil	84,000
	2021	84,000	Nil	Nil	Nil	Nil	84,000
Jonathan Younie ⁽³⁾ <i>CFO</i>	2022	30,000	Nil	Nil	Nil	Nil	30,000
	2021	26,400	Nil	Nil	Nil	Nil	26,400
Robert T. Boyd ⁽⁴⁾ <i>Director</i>	2022	6,400 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾
	2021	6,400 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾
Francisco de Undurraga ⁽⁵⁾ <i>Director</i>	2022	6,400 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾
	2021	6,400 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾
Paul Larkin ⁽⁶⁾ <i>Director</i>	2022	6,400 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾
	2021	6,400 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾
Graham H. Scott ⁽⁷⁾ <i>Corporate Secretary and Director</i>	2022	27,178 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	27,178 ⁽¹¹⁾
	2021	86,768 ⁽¹⁰⁾	Nil	Nil	Nil	Nil	86,768 ⁽¹¹⁾
Andres Recalde ⁽⁸⁾ <i>Director</i>	2022	14,525 ⁽¹⁰⁾⁽¹²⁾	Nil	Nil	Nil	Nil	14,525 ⁽¹⁰⁾⁽¹²⁾
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Quinton Hennigh ⁽⁹⁾ <i>Former Director</i>	2022	1,600 ⁽⁹⁾	Nil	Nil	Nil	Nil	1,600 ⁽¹⁰⁾
	2021	6,400 ⁽⁹⁾	Nil	Nil	Nil	Nil	6,400 ⁽¹⁰⁾

Notes:

- (1) Includes, if applicable, housing allowances, education, utilities and wellness subsidies, among other things.
- (2) Mr. Davis was appointed President of the Company on October 2, 2013, CEO of the Company on July 9, 2013 and a director of the Company on February 2, 2004. He receives no director fees.
- (3) Mr. Younie was appointed CFO of the Company on January 27, 2015. Fees are paid to Copsewood Capital Corp, a private entity controlled by Mr. Younie.
- (4) Mr. Boyd was appointed director of the Company on May 9, 2008.
- (5) Mr. de Undurraga was appointed a director of the Company on March 6, 2014.
- (6) Mr. Larkin was appointed a director of the Company on August 15, 2006.
- (7) Mr. Scott was appointed Corporate Secretary of the Company on December 1, 2003 and a director of the Company on November 26, 2003.
- (8) Mr. Recalde was appointed a director of the Company on November 8, 2021.
- (9) Dr. Hennigh resigned as a director of the Company on August 6, 2021.
- (10) Directors are compensated through the payment of directors' fee of \$6,400 per director per annum, which were paid during each of the financial years ended February 29, 2021 and February 28, 2022.
- (11) Amounts paid in legal fees to firms where Mr. Scott acted as associate counsel.
- (12) Mr. Recalde received \$8,125 in consulting fees during the financial year ended February 28, 2022.

External management companies

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

Stock Options and Other Compensation Securities

The Company does not have any share-based awards plans for its NEOs or directors. The following table sets out all compensation securities granted or issued to each NEO and director by the Company for services provided or to be provided, directly or indirectly, to the Company during the Company's most recently completed financial year ended February 28, 2022.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Lyle Davis ⁽¹⁾ <i>President, CEO and Director</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Jonathan Younie ⁽¹⁾ <i>CFO</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Robert T. Boyd ⁽¹⁾ <i>Director</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Francisco de Undurraga ⁽¹⁾ <i>Director</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Paul Larkin ⁽¹⁾ <i>Director</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Graham H. Scott ⁽¹⁾ <i>Corporate Secretary and Director</i>	Stock Option	N/A	N/A	N/A	N/A	N/A	N/A
Andres Recalde ⁽¹⁾ <i>Director</i>	Stock Option	300,000 0.24% ⁽²⁾	Nov 30, 2021	0.15	0.15	0.115	Nov 30, 2026

Notes:

- (1) As of the last day of the most recently completed fiscal year: (a) Mr. Davis held 650,000 stock options, all of which are currently vested; (b) Mr. Younie held 600,000 stock options, all of which are currently vested; (c) Mr. Boyd held 550,000 stock options, all of which are currently vested; (d) Mr. de Undurraga held 565,000 stock options, all of which are currently vested; (e) Mr. Larkin held 550,000 stock options, all of which are currently vested; (f) Mr. Scott held 550,000 stock options, all of which are currently vested; and (g) Mr. Recalde held 300,000 stock options, of which 150,000 stock

options are currently vested, with the remaining 150,000 stock options to vest in equal portions on each of November 30, 2022 and March 30, 2023. Each stock option is exercisable for one common share.

- (2) Represents the number of underlying shares issuable upon exercise of the stock option as a percentage of the total issued and outstanding shares as at February 28, 2022, being 126,882,308 common shares as at that date.

Exercise of Compensation Securities by Directors and NEOs

The following table sets out all compensation securities exercised by directors and NEOs of the Company during the financial year ended February 28, 2022.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Lyle Davis <i>President, CEO and Director</i>	Stock Option	300,000	0.08	Aug 11, 2022	0.17	0.09	27,000
Jonathan Younie <i>CFO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Robert T. Boyd <i>Director</i>	Stock Option	200,000	0.08	Jul 29, 2022	0.18	0.10	20,000
Francisco de Undurraga <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Paul Larkin <i>Director</i>	Stock Option	200,000	0.08	Aug 11, 2022	0.17	0.09	18,000
Graham H. Scott <i>Corporate Secretary and Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Andres Recalde <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

Stock Option Plans and Other Incentive Plans

The Company has a “rolling 10%” stock option plan (the “**Option Plan**”). The Option Plan was approved by shareholders at the last annual general meeting held by the Company on October 19, 2021. The following information is intended as a brief description of certain key terms of the Option Plan and is qualified in its entirety by the full text of the Option Plan. The Option Plan provides as follows:

- (A) The maximum number of common shares that may be issued upon the exercise of stock options granted under the Option Plan shall not exceed 10% of the issued and outstanding common shares of the Company at the time of grant, the exercise price of which, as determined by the Board in its sole discretion, shall not be less than the Discounted Market Price (as defined in the policies of the Exchange) and be subject to a minimum exercise price of \$0.05 per share.
- (B) The Board shall not grant options to any one person in any 12 month period which will, when exercised, exceed 5% of the issued and outstanding common shares of the Company (unless the requisite disinterested shareholder approval is obtained) or to any one consultant or to those persons employed by the Company who perform investor relations services, in each case which will, when exercised, exceed 2% of the issued and outstanding common shares of the Company.
- (C) Upon expiry of an option, or in the event an option is otherwise terminated for any reason, the number of common shares in respect of the expired or terminated option shall again be available for the purposes of the Option Plan. The maximum term of any option granted under the Option Plan will be 10 years.
- (D) If the option holder ceases to be a director, officer, employee, consultant or management company employee of the Company (other than by reason of death), as the case may be, then the option granted shall expire 90 days following the date that the option holder ceases to be a director, officer, employee, consultant or management company employee, subject to the terms and conditions set out in the Option Plan.
- (E) Stock options granted to persons performing investor relations services must vest in stages over a minimum of 12 months with no more than $\frac{1}{4}$ of the stock options vesting in any three-month period.

At the Meeting, shareholders will be asked to consider and approve certain proposed amendments to the Option Plan, which result from changes to the Exchange's policy governing security based compensation and will be subject to the acceptance of the Exchange. For further details, see "*Particulars of Matters to be Acted Upon – Approval of Amended Option Plan*".

Employment, Consulting and Management Agreements

The Company does not have any written employment, consulting or management agreements or arrangements with any of the Company's current NEOs or directors.

Oversight and Description of Director and Named Executive Officer Compensation

The Board is responsible for ensuring that the Company has in place an appropriate plan for executive and director compensation. It does not have a formal compensation program and has appointed the Compensation, Nominating and Corporate Governance Committee (the "**CNCG Committee**") consisting of Paul Larkin and Robert T. Boyd, both of whom are independent, to make recommendations to the Board.

The Company's compensation policies and programs are designed to be competitive with comparable resource companies and to recognize and reward executive performance consistent with the success of the Company's business. These policies and programs are intended to attract and retain capable and experienced people. The CNCG Committee's role and philosophy is to make compensation recommendations to the Board whilst ensuring the Company's compensation goals and objectives, as applied to the actual compensation paid to the Company's CEO and other executive officers, are aligned

with the Company's overall business objectives and with shareholder interests.

Philosophy and Objectives

The compensation program for the senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including:

- (a) attracting and retaining talented, qualified and effective executives;
- (b) motivating the short and long-term performance of these executives; and
- (c) better aligning their interests with those of the Company's shareholders.

In compensating its senior management, the Company has employed a combination of base salary and equity participation through its Stock Option Plan.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by the security holders	7,035,000	\$0.11	5,653,230 ⁽¹⁾
Equity compensation plans not approved by the security holders	N/A	Nil	Nil
Total	7,035,000		5,653,230

Notes:

- (1) Represents common shares remaining available for future issuance as at the end of the most recently completed financial year under the Option Plan, pursuant to which the Company is authorized to issue up to 10% of the number of issued and outstanding common shares on a non-diluted basis at any time.

PENSION PLAN BENEFITS

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

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, the proposed nominees for election to the Board, or their respective associates or affiliates, are or have been indebted to the Company since the beginning of the most recently completed financial year of the Company.

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

No director or executive officer of the Company or any proposed nominee of Management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, since the beginning of the Company's last financial year in matters to be acted upon at the Meeting, other than the election of directors, the appointment of auditor and the amendment of the Option Plan.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

None of the persons who were directors or executive officers of the Company or a subsidiary at any time during the Company's last completed financial year, the proposed nominees for election to the Board, any person or company who beneficially owns, directly or indirectly, or who exercises control or direction over (or a combination of both) more than 10% of the issued and outstanding common shares of the Company (a "**Principal Holder**"), any director or executive officer of any such Principal Holder, nor the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the most recent financial year or any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

APPOINTMENT OF AUDITOR

Auditor

Management intends to nominate DeVisser Gray LLP, Chartered Professional Accountants, for re-appointment as auditor of the Company. Proxies given pursuant to this solicitation will, on any poll, be voted as directed and, if there is no direction, for the re-appointment of DeVisser Gray LLP, Chartered Professional Accountants, as the auditor of the Company to hold office for the ensuing year with remuneration to be fixed by the directors.

DeVisser Gray LLP, Chartered Professional Accountants, was first appointed auditor of the Company on December 15, 2011.

MANAGEMENT CONTRACTS

No management functions of the Company are to any substantial degree performed by a person or company other than the directors or NEOs of the Company.

AUDIT COMMITTEE

The Company is required to have an audit committee (the "**Audit Committee**") comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "A" to this Circular.

Composition of Audit Committee and Independence

The Company's current Audit Committee consists of Robert T. Boyd, Lyle Davis, and Paul Larkin.

National Instrument 52-110 - *Audit Committees* ("NI 52-110") provides that 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, reasonably interfere with the exercise of the member's independent judgment. Of the Company's current Audit Committee members, Paul Larkin and Robert Boyd are "independent" within the meaning of NI 52-110. Lyle Davis is not "independent" as he is also the President and CEO of the Company.

NI 52-110 provides that an individual is "financially literate" if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. All of the members of the Audit Committee are "financially literate" as that term is defined. The following sets out the Audit Committee members' education and experience that is relevant to the performance of his responsibilities as an audit committee member.

Relevant Education and Experience

Robert T. Boyd

Mr. Boyd graduated in 1975 from the University of Western Ontario with a BA. in Geology and Biology (Deans Honour list). He has been involved in the mining and related corporate finance business for over 39 years and has served on association and company boards for over twenty years. Mr. Boyd was President, CEO and Director of Athabasca Potash Inc. (acquired by BHP Billiton) in 2009. From 2000 to 2006, Mr. Boyd held the position of President, CEO and Director of Ashton Mining of Canada Inc., until acquired by Stornoway Diamond Corp. He was Lead Independent Director of Peregrine Diamonds Ltd. until its acquisition by the De Beers Group in 2018 and he is currently President, CEO and Director of Endurance Gold Corporation (TSX-V). He also currently serves as a Director of the Prospectors and Developers Association of Canada (from 2002) and as a Director of the Canadian Mining Hall of Fame (from 2020).

Lyle Davis

Mr. Davis holds an MBA with a finance major from the University of British Columbia. He is a former corporate finance associate with C.M. Oliver & Company Limited and Ernst & Young LLP. Mr. Davis has been the chair of the audit committee of another listed issuer for over ten years.

Paul Larkin

Mr. Larkin is President of the New Dawn Group, an investment and financial consulting firm located in Vancouver, British Columbia. New Dawn is primarily involved in corporate finance, merchant banking and administrative management of public companies. Mr. Larkin held various accounting and banking positions for over a decade before founding the New Dawn Group in 1983. He is currently President and Chief Executive Officer of Tyner Resources Ltd. (TSX-V NEX), Gstaad Capital Corp. (TSX-V NEX) and

Kelly Ventures Ltd. (TSX-V), and is a director and member of the audit committees of RE Royalties Ltd. (TSX-V) and Prime Mining Corp. (TSX-V).

Audit Committee Oversight

Since the commencement of the Company’s most recently completed financial year, the Audit Committee of the Company has not made any recommendations to nominate or compensate an external auditor which were not adopted by the Board.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on:

- (a) the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110;
- (b) the exemption in subsection 6.1.1(4) (*Circumstances Affecting the Business or Operations of the Venture Issuer*) of NI 52-110;
- (c) the exemption in subsection 6.1.1(5) (*Events Outside Control of Member*) of NI 52-110;
- (d) the exemption in subsection 6.1.1(6) (*Death, Incapacity or Resignation*) of NI 52-110; or
- (e) an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures for the engagement of non-audit services.

External Auditor Services Fees (By Category)

The aggregate fees billed by the Company’s external auditor, DeVisser Gray LLP, Chartered Professional Accountants, for services rendered to the Company in each of the last two financial years, by category, are as follows:

		2022	2021
		(\$)	(\$)
Audit fees ⁽¹⁾	15,500	14,500
Audit-related fees ⁽²⁾	Nil	Nil
Tax fees ⁽³⁾	3,000	3,000
All other fees ⁽⁴⁾	Nil	Nil
Total	18,500	17,500

Notes:

- (1) “Audit fees” include aggregate fees billed by the Company’s external auditor in each of the last two fiscal years for audit fees.
- (2) “Audited-related fees” include the aggregate fees billed in each of the last two fiscal years for assurance and related services by the Company’s external auditor that are reasonably related to the performance of the audit or review of the Company’s financial statements and are not reported under “Audit fees” above.

- (3) “Tax fees” include the aggregate fees billed in each of the last two fiscal years for professional services rendered by the Company’s external auditor for tax compliance, tax advice and tax planning. The services provided include tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All other fees” include the aggregate fees billed in each of the last two fiscal years for products and services provided by the Company’s external auditor, other than “Audit fees”, “Audit-related fees” and “Tax fees” above.

Exemption in Section 6.1

The Company is a “venture issuer” as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE DISCLOSURE

National Instrument 58-101 - *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires all reporting issuers to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “**Guidelines**”) adopted in National Policy 58-201 – *Corporate Governance Guidelines*. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Board and Management consider good corporate governance to be an integral part of the effective and efficient operation of Canadian corporations. The Company’s approach to corporate governance is set out below.

Board of Directors

The Board is currently comprised of six directors, being Robert Boyd, Lyle Davis, Paul Larkin, Graham Scott, Francisco de Undurraga, and Andres Recalde, three of whom - Robert Boyd, Paul Larkin and Francisco de Undurraga - are independent as defined in NI 58-101 and NI 52-110. Lyle Davis is not independent as he is an executive officer and Graham H. Scott is not independent as he is also an executive officer and an associate in the law firm which provides legal services to the Company. Andres Recalde is not independent as he received consulting fees from the Company in the most recently completed financial year.

Directorships

Certain of the Company’s directors are also directors of other reporting issuers (or the equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other Reporting Issuer (or the equivalent)
Robert T. Boyd	Endurance Gold Corporation
Lyle Davis	GIGA Metals Corporation
Paul Larkin	Gstaad Capital Corp. Kelly Ventures Ltd. Prime Mining Corp. RE Royalties Ltd. Tyner Resources Ltd.
Graham H. Scott	Canasil Resources Inc. Goldcliff Resource Corporation
Andres Recalde	Kuya Silver Corporation

Orientation and Continuing Education

The Company does not have a formal orientation and continuing education program. However, the Company ensures that new Board members are properly trained and oriented as part of the Boards' overall stewardship responsibility. The Board is responsible for supervising Management in carrying on the business and affairs of the Company. Directors are required to act and exercise their powers with reasonable prudence in the best interests of the Company. The Board discharges the following responsibilities as part of its overall stewardship responsibility:

- the strategic planning process of the Company;
- identification and management of the principal risks associated with the business of the Company;
- planning for succession of Management;
- the Company's policies regarding communications with its shareholders and others; and
- the integrity of the internal controls and Management information systems of the Company.

Ethical Business Conduct

The directors of the Company encourage and promote a culture of ethical business conduct through communication and supervision as part of their overall stewardship responsibility.

Nomination of Directors

There is no formal procedure for the nomination of directors of the Company. However, the Board, based on recommendations of the CNCG Committee, considers potential future members as part of its succession planning.

Compensation, Nominating and Corporate Governance Committee

The Company has the CNCG Committee, consisting of Paul Larkin and Robert T. Boyd, both of whom are independent.

The CNCG Committee is responsible to assist the Board of the Company by:

- in conjunction with the CEO, reviewing the Company's compensation philosophy and programs for the Company's executive officers and directors, and making recommendations to the Board regarding such philosophy and programs;
- in conjunction with the CEO, reviewing the compensation plans in effect for the Company's employees, officers and directors, and reviewing and approving compensation plans, arrangements and awards proposed for the Company's employees, officers and directors;
- recommending candidates for nomination, appointment, and re-election to the Board and its committees and assessing director and Board performance;
- assessing executive officer performance and assisting with establishing criteria to assess such performance;
- assisting with the administration of the Company's Code of Ethics for Directors, Officers and Employees; and

- assessing and recommending changes to the Company's corporate governance procedures and policies.

All compensation decisions regarding the Company's non-employee directors shall be made by the Board upon recommendations made by the CNCG Committee.

Other Board Committees

In addition to the CNCG Committee, the Board has formally appointed an Audit Committee (for details, see "Audit Committee" in this Circular). There are no other committees in place at this time.

Assessments

The Board of the Company does not conduct any formal evaluation of the performance and effectiveness of the members of the Board, the Board as a whole or any committee of the Board.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Amended Option Plan

The Company received shareholder approval of the Option Plan at its last annual general meeting held on October 19, 2021. The Exchange requires listed companies that have "rolling" stock option plans in place to receive shareholder approval of such plan on a yearly basis at the Company's annual general meeting.

On November 24, 2021, the Exchange revised its policies regarding security based compensation. Specifically, Policy 4.4 – *Security Based Compensation* of the Exchange's Corporate Finance Manual (the "**New Policy**") was revised to accommodate a variety of types of security based compensation in addition to stock options. As a result, the Company is required to amend its Option Plan in order to comply with the New Policy. The full text of the Company's Option Plan, including the proposed amendments to the Option Plan (the "**Amended Option Plan**"), is attached to this Circular as Schedule "B". The key changes proposed in the Amended Option Plan, which changes are aimed at ensuring the Amended Option Plan complies with the New Policy, include the following:

- (A) The limit on shares issuable pursuant to the Amended Option Plan now refers to the maximum number of shares that may be granted or issued pursuant to all security based compensation of the Company, not just pursuant to options.
- (B) The participation limits have been revised to refer to the maximum number of Shares that may be issued pursuant to all security based compensation rather than just pursuant to options. In addition, the participation limit for persons providing "Investor Relations Activities" has been revised to refer instead to "Investor Relations Service Providers" to align with the New Policy, and participation limits for "Insiders" have been added as detailed in paragraph 4(b) below.
- (C) A condition has been included that options granted to Investor Relations Service Providers must vest in stages, as detailed below in paragraph 7, over at least 12 months (rather than over a fixed period of 12 months, with no more than 25% vesting in any three-month period).
- (D) A statement has been added that disinterested shareholder approval will be required for any extension of the term of an option if the option holder is an Insider at the time of the proposed amendment.

- (E) The adjustment provisions were revised to require that any adjustment under the Plan to the number or kind of shares issuable pursuant to the exercise of options other than in connection with a security consolidation or security split will be subject to the prior acceptance of the Exchange.
- (F) A condition has been included that the exercise price of an option must be paid in cash.
- (G) The hold period provision was revised to clarify that a four-month hold period and corresponding legend will apply where required by the policies of the Exchange.
- (H) The amendment provision was revised to specify that any amendment to the Plan is subject to applicable regulatory and Exchange approval and, if required by any applicable law, rule, policy or regulation, to shareholder approval or disinterested shareholder approval, as the case may be.

With the exception of the proposed amendments described above and certain clerical and housekeeping changes, the particulars of the Amended Option Plan remain substantially the same as the existing Option Plan. The material terms of the Amended Option Plan are as follows (capitalized terms not otherwise defined herein have the meanings given to such terms in the Amended Option Plan):

1. Options may be granted to a *bona fide* Director, Officer, Employee, Management Company Employee, Consultant or Consultant Company of the Company.
2. The aggregate number of common shares for which options may be granted, when combined with the aggregate number of common shares issuable pursuant to all other security based compensation plans of the Company, will not exceed 10% of the issued and outstanding common shares at the time that an option is granted (subject to the adjustment provisions under the Amended Option Plan).
3. The aggregate number of common shares for which options may be granted, when combined with the number of common shares issuable pursuant to all other security based compensation granted or issued by the Company, in each case to any one Consultant in any 12 month period must not exceed 2% of the issued and outstanding common shares, calculated as at the date of grant.
4. Unless the Company has obtained the requisite disinterested shareholder approval in accordance with the policies of the Exchange, the aggregate number of common shares for which options may be granted, when combined with the number of common shares issuable pursuant to all other security based compensation granted or issued by the Company, in each case to:
 - (a) any one person (and, where permitted under the Amended Option Plan, any companies that are wholly owned by that person) in any 12 month period must not exceed 5% of the issued and outstanding common shares, calculated as at the date of grant; and
 - (b) Insiders (as a group), must not exceed 10% of the issued and outstanding common shares either (i) within any 12 month period, calculated as at the date of grant, or (ii) at any point in time.
5. The aggregate number of common shares for which options may be granted to all Investor Relations Service Providers in aggregate in any 12 month period must not exceed 2% of the issued and outstanding common shares, as calculated as at the date of grant. No type of security based compensation other than options may be granted or issued to Investor Relations Service Providers.

6. The Amended Option Plan will be administered by a committee (the “**Committee**”) of the Board. The Committee may from time to time at its discretion, subject to the provisions of the Amended Option Plan, determine those eligible individuals to whom options will be granted, the number of common shares subject to such options, the dates on which such options are to be granted, the term of such options, and any additional terms and conditions applicable to such options; provided, however, that (i) the exercise price of an option will not be less than the Discounted Market Price and be subject to a minimum exercise price of \$0.05 per share, and (ii) the maximum term of any option will be 10 years.
7. Options granted to any Investor Relations Service Provider must vest in stages over a period of at least 12 months such that: (a) no more than $\frac{1}{4}$ of the options vest no sooner than three months after the date of grant; (b) no more than another $\frac{1}{4}$ of the options vest no sooner than six months after the date of grant; (c) no more than another $\frac{1}{4}$ of the options vest no sooner than nine months after the date of grant; and (d) the remainder of the options vest no sooner than 12 months after the date of grant.
8. An option granted to a person who is a Director, Officer, Employee, Consultant or Management Company Employee will expire 90 days from the date the Optionee ceases to be in that role, unless otherwise specified in the grant, provided that no option will continue in effect for more than 12 months following the date on which such person ceases to be in that role. A change of employment will not be considered a termination so long as the Optionee continues to be employed by the Company or its subsidiaries.
9. An option granted to an Investor Relations Service Provider will expire immediately on the termination of such retainer.
10. If any Optionee shall die holding an option which has not been fully exercised, his personal representative, heirs or legatees may, at any time within one year after the date of such death exercise the option with respect to the unexercised balance of the common shares subject to the option.
11. An option may not be assigned or transferred. During the lifetime of an Optionee, the option may be exercised only by the Optionee.
12. The exercise price of an option must be paid in full in cash at the time of exercise of the option.
13. In the event of any consolidation or subdivision, options will be adjusted and the Optionees will have the benefit, subject to the prior acceptance of the Exchange in accordance with the policies of the Exchange, of any stock dividend declared during the period within which the Optionee held his option. In the event of an amalgamation or merger with any other company, whether by way of arrangement, sale of assets and undertakings or otherwise, then, subject to the prior acceptance of the Exchange in accordance with the policies of the Exchange, the number of shares of the resulting corporation to which an option relates will be correspondingly adjusted, as applicable.
14. In addition to any resale restrictions required under any applicable law, if the exercise price of an option is set at a discount to the Market Price or if otherwise required by the policies of the Exchange, including in the case of options granted to Insiders if and as required by the policies of the Exchange, a four month hold period will apply, and all such options and any common shares issued on the exercise of options prior to the expiry of such hold period will bear a legend to that effect, in accordance with the policies of the Exchange.

15. Common shares subject to but not issued or delivered under an option which expires or terminates will again be available for option under the Amended Option Plan.
16. The Committee may, with the consent of the Optionee, cancel an existing option, in accordance with the policies of the Exchange.
17. Subject to any applicable regulatory and Exchange approval and, if required by any relevant law, rule, policy or regulation applicable to the Amended Option Plan, to shareholder approval or disinterested shareholder approval, as the case may be, the Board may alter, suspend or discontinue the Amended Option Plan, but may not, without the approval of the shareholders of the Company, make any alteration which would increase the aggregate number of common shares subject to option under the Amended Option Plan or decrease the exercise price of an option (except, in each case, pursuant to the adjustment provisions under the Amended Option Plan). Further, the Company must obtain disinterested shareholder approval in accordance with the policies of the Exchange for any amendment to decrease the exercise price of an option or extend the term of an option if the Optionee is an Insider of the Company at the time of the proposed amendment.

Shareholders will be asked at the Meeting to consider, and if thought fit, to approve, with or without amendment, an ordinary resolution approving the Amended Option Plan, as follows:

“IT IS RESOLVED as an ordinary resolution that:

1. the Stock Option Plan of Condor Resources Inc. (the “**Company**”), as substantially described in, and attached to, the management information circular of the Company dated September 13, 2022 (the “**Circular**”), and as amended by the proposed amendments substantially described in the Circular (the “**Amended Option Plan**”) be and is hereby authorized and approved;
2. the Board of Directors of the Company be and is hereby authorized to grant stock options under and subject to the terms and conditions of the Amended Option Plan and such stock options may be exercised to purchase up to a maximum of 10% of the issued and outstanding common shares of the Company;
3. the Board of Directors of the Company be authorized to make any changes to the Amended Option Plan as may be required or permitted by any regulatory authority or stock exchange on which the securities of the Company are listed for trading, upon the terms and conditions of the Amended Option Plan; and
4. any one director or officer of the Company is authorized and directed on behalf of the Company to execute all documents and to do all such other acts and things as such director or officer may determine to be necessary or advisable to give effect to the foregoing provisions of this resolution.”

Reference should be made to the full text of the Amended Option Plan, which is set forth in Schedule “B” to this Circular.

The Board recommends that shareholders vote FOR the resolution approving the Amended Option Plan. In the absence of instructions to the contrary, the persons designated by Management in the enclosed form of proxy intend to vote FOR the resolution approving the Amended Option Plan.

General Matters

It is not known whether any other matters will come before the Meeting other than those set forth above and in the Notice of Meeting, but if any other matters do arise, the person named in the Proxy intends to vote on any poll, in accordance with his or her best judgement, exercising discretionary authority with respect to amendments or variations of matters set forth in the Notice of Meeting and other matters which may properly come before the Meeting or any adjournment of the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Financial information about the Company is provided in the Company's comparative annual financial statements for the year ended February 28, 2022, a copy of which, together with the related Management's Discussion and Analysis, can be found under the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any security holder of the Company free of charge by contacting the Company, as follows:

CONDOR RESOURCES INC.
Suite 615, 800 West Pender Street
Vancouver, British Columbia, V6C 2V6
Telephone: (604) 642-5707

BOARD APPROVAL

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

DATED at Vancouver, British Columbia, the 13th day of September, 2022.

ON BEHALF OF THE BOARD

"Lyle Davis"

Lyle Davis
President and Chief Executive Officer

**CONDOR RESOURCES INC.
SCHEDULE "A"**

CHARTER OF THE AUDIT COMMITTEE

Purpose

The purpose of the Audit Committee (the "Committee") is to act as the representative of the Board of Directors in carrying out its oversight responsibilities relating to:

- The audit process;
- The financial accounting and reporting process to shareholders and regulatory bodies; and
- the system of internal financial controls.

Composition

The Committee shall consist of three Directors, the majority of whom are "independent" within the meaning of Multilateral Instrument 52-110, *Audit Committees*, for so long as the Company is a "venture issuer", as defined therein. The Committee shall be appointed annually by the Board of Directors immediately following the Annual General Meeting of the Company. Each member of the Committee shall be financially literate, meaning that he must be able to read and understand financial statements. One member of the Committee must have accounting and financial expertise, meaning that he possesses financial or accounting credentials or has experience in finance or accounting.

Duties

The Committee's duty is to monitor and oversee the operations of Management and the external auditor. Management is responsible for establishing and following the internal controls, financial reporting processes and for compliance with applicable laws and policies. The external auditor is responsible for performing an independent audit of the Company's financial statements in accordance with generally accepted auditing standards, and for issuing its report on the statements. The Committee should review and evaluate this Charter on an annual basis.

The specific duties of the Committee are as follows:

- Management Oversight:
 - Review and evaluate the Company's processes for identifying, analyzing and managing financial risks that may prevent the Company from achieving its objectives;
 - Review and evaluate the Company's internal controls, as established by Management;
 - Review and evaluate the status and adequacy of internal information systems and security;
 - Meet with the external auditor at least one a year in the absence of Management;
 - Request the external auditor's assessment of the Company's financial and accounting personnel;
 - Review and evaluate the adequacy of the Company's procedures and practices relating to currency exchange rates; and
 - Review and evaluate the Company's banking arrangements.

- External Auditor Oversight
 - Review and evaluate the external auditor’s process for identifying and responding to key audit and internal control risks;
 - Review the scope and approach of the annual audit;
 - Inform the external auditor of the Committee’s expectations;
 - Recommend the appointment of the external auditor to the Board;
 - Meet with Management at least once a year in the absence of the external auditor;
 - Review the independence of the external auditor on an annual basis;
 - Review with the external auditor both the acceptability and the quality of the Company’s accounting principles; and
 - Confirm with the external auditor that the external auditor is ultimately accountable to the Board of Directors and the Committee, as representatives of the shareholders.

- Financial Statement Oversight
 - Review the quarterly reports with both Management and the external auditor;
 - Discuss with the external auditor the quality and the acceptability of the generally accepted accounting principles applied by Management;
 - Review and discuss with Management the annual audited financial statements; and
 - Recommend to the Board whether the annual audited financial statements should be accepted, filed with the securities regulatory bodies and publicly disclosed.

**CONDOR RESOURCES INC.
SCHEDULE "B"**

Condor Resources Inc. (the "Company")

STOCK OPTION PLAN

(Tier 2 Issuer, Rolling 10%)

1. Purpose

1.1 The purpose of the Incentive Stock Option Plan (the "**Plan**") is to promote the profitability and growth of **CONDOR RESOURCES INC.** (the "**Company**") or a subsidiary thereof by facilitating the efforts of the Company and its subsidiaries to obtain and retain key individuals. The Plan provides an incentive for and encourages ownership of the Company's shares by its key individuals so that they may increase their stake in the Company and benefit from increases in the value of the Company's shares.

1.2 The defined term "subsidiaries" for the purpose of the Plan will include the Company's Chile subsidiary, which definition may be varied by the Committee to conform to the changing interests of the Company.

1.3 Capitalized terms used in this Plan and not otherwise defined have the meanings ascribed to them in the policies (the "**Exchange Policies**") of the TSX Venture Exchange (the "**Exchange**").

2. Administration

2.1 The Plan will be administered by a committee (the "**Committee**") of the Company's Board of Directors (the "**Board**").

2.2 The Committee will be authorized, subject to the provisions of the Plan, to adopt such rules and regulations as it deems consistent with the Plan's provisions and, in its sole discretion, to designate options ("**Options**") to purchase shares of the Company pursuant to the Plan. The Committee may authorize one or more individuals of the Company to execute, deliver and receive documents on behalf of the Committee.

3. Eligibility

3.1 Each person (an "**Optionee**") who is a bona fide Consultant, Consultant Company, Director, an Officer, Employee or Management Company Employee in relation to the Company (as those terms are defined in Policy 4.4 – *Security Based Compensation* of the Exchange) is eligible to be granted one or more Options.

3.2 For Options granted to Employees, Consultants or Management Company Employees, the Company and the Optionee are responsible for ensuring and confirming that the Optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be.

3.3 Except in relation to a Consultant Company, an Option may be granted only to an individual or to a company that is wholly owned by an individual eligible for an Option grant. If the Optionee is a company, excluding an Optionee that is a Consultant Company, it must provide the Exchange with a completed certification and undertaking in the prescribed form in accordance with the Exchange Policies. Any company to be granted an Option, other than a Consultant Company, must agree not to effect or permit any transfer of ownership or option of securities of the company nor to issue further shares of any class in the company to any other individual or entity as long as the Option remains outstanding, except with the prior written consent of the Exchange.

3.2 Nothing in the Plan or in any Option shall confer any right on any individual to continue in the employ of or association with the Company or its subsidiaries or will interfere in any way with the right of the Company or subsidiaries to terminate at any time the employment of a person who is an Optionee.

3.3 The Committee may from time to time at its discretion, subject to the provisions of the Plan, determine those eligible individuals to whom Options will be granted, the number of Shares subject to such Options, the dates on which such Options are to be granted and the term of such Options.

3.4 The Committee may, at its discretion, with respect to any Option, impose additional terms and conditions which are more restrictive on the Optionee than those provided for in the Plan.

4. General Provisions

4.1 The shares to be optioned under the Plan will be authorized but unissued Common Shares without par value of the Company (the "Shares").

4.2 The aggregate number of Shares for which Options may be granted, when combined with the aggregate number of Shares issuable pursuant to all other Security Based Compensation Plans of the Company, will not exceed 10% of the issued and outstanding Shares at the time that an Option is granted, subject to adjustment under Section 8 below.

4.3 Shares subject to but not issued or delivered under an Option which expires or terminates shall again be available for option under the Plan.

4.4 Unless the Company has obtained the requisite disinterested shareholder approval in accordance with the Exchange Policies, the aggregate number of Shares for which Options may be granted, when combined with the number of Shares issuable pursuant to all other Security Based Compensation granted or issued by the Company, in each case to any one person (and, where permitted under this Plan, any companies that are wholly owned by that person) in any 12 month period must not exceed 5% of the issued and outstanding Shares, calculated on the date an Option is granted to the person.

4.5 The aggregate number of Shares for which Options may be granted, when combined with the number of Shares issuable pursuant to all other Security Based Compensation granted or issued by the Company, in each case to any one Consultant in any 12 month period must not exceed 2% of the issued and outstanding Shares, calculated at the date an Option is granted to the Consultant.

4.6 Unless the Company has obtained the requisite disinterested shareholder approval in accordance with the Exchange Policies, the aggregate number of Shares for which Options may be granted, when combined with the number of Shares issuable pursuant to all other Security Based Compensation granted or issued by the Company, in each case to Insiders (as a group), must not

exceed 10% of the issued and outstanding Shares either (i) within any 12 month period, calculated as at the date of grant, or (ii) at any point in time.

4.7 The aggregate number of Shares for which Options may be granted to all Investor Relations Service Providers in aggregate in any 12 month period must not exceed 2% of the issued and outstanding Shares, as calculated on the date that the Option is granted to any such Investor Relations Service Provider. No type of Security Based Compensation other than Options may be granted or issued to Investor Relations Service Providers.

4.8 Options granted to any Investor Relations Service Provider must vest in stages over a period of not less than 12 months such that:

- (a) no more than $\frac{1}{4}$ of the Options vest no sooner than three months after the Options were granted;
- (b) no more than another $\frac{1}{4}$ of the Options vest no sooner than six months after the Options were granted;
- (c) no more than another $\frac{1}{4}$ of the Options vest no sooner than nine months after the Options were granted; and
- (d) the remainder of the Options vest no sooner than 12 months after the Options were granted.

Trading of the aforesaid Shares will, through the establishment of appropriate procedures, be monitored by the Company's Board of Directors.

4.9 Each Option will be evidenced by:

- (a) a written agreement between, and executed by, the Company and the Optionee containing terms and conditions established by the Committee with respect to such Option and which will be consistent with the provisions of the Plan; or
- (b) a certificate executed by the Company and delivered to the Optionee setting out the material terms of the Option, with a copy of this Plan attached thereto.

4.10 An Option may not be assigned or transferred. During the lifetime of an Optionee, the Option may be exercised only by the Optionee.

5. Term of Option

5.1 The maximum term of any Option will be 10 years.

5.2 An Option granted to a person who is a Director, Officer, Employee, Consultant or Management Company Employee shall expire 90 days from the date the Optionee ceases to be in that role, unless otherwise specified in the grant, provided that no Option shall continue in effect for more than 12 months following the date on which such person ceases to be in that role.

5.3 An Option granted to an Investor Relations Service Provider shall expire immediately on the termination of such retainer.

5.4 The Company shall be under no obligation to give an Optionee notice of termination of an

Option.

5.5 A change of employment shall not be considered a termination so long as the Optionee continues to be employed by the Company or its subsidiaries, if any.

6. Option Price

6.1 The price per Share at which Shares may be purchased upon the exercise of an Option (the “**Option Price**”) must not be less than the Discounted Market Price, provided that the Option Price shall not be less than \$0.05 per Share.

6.2 The Option Price must be paid in full in cash at the time of exercise of the Option and no Shares will be issued and delivered until full payment is made.

6.3 An Optionee will not be deemed the holder of, and shall not have any rights as a shareholder of the Company with respect to, any Shares subject to the Optionee’s Option, until the Shares are delivered to the Optionee.

7. Death

7.1 Notwithstanding any other provision of this Plan, if any Optionee shall die holding an Option which has not been fully exercised, his personal representative, heirs or legatees may, at any time within one year after the date of such death (notwithstanding the normal expiry date of the Option under the provisions of Section 5 hereof) exercise the Option with respect to the unexercised balance of the Shares subject to the Option.

8. Changes in Shares

8.1 In the event the Shares of the Company are consolidated into a lesser number of Shares or subdivided into a greater number of Shares, the number of Shares for which Options are outstanding will be decreased or increased proportionately as the case may be and the Option Price will be adjusted accordingly and the Optionees will have the benefit, subject to the prior acceptance of the Exchange in accordance with the policies of the Exchange, of any stock dividend declared during the period within which the said Optionee held his Option. Should the Company amalgamate or merge with any other company or companies (the right to do so being hereby expressly reserved) whether by way of arrangement, sale of assets and undertakings or otherwise, then and in each such case, subject to the prior acceptance of the Exchange in accordance with the policies of the Exchange, the number of shares of the resulting corporation to which an Option relates will be determined as if the Option had been fully exercised prior to the effective date of the amalgamation or merger and the Option Price will be correspondingly increased or decreased, as applicable.

9. Cancellation of Options

9.1 The Committee may, with the consent of the Optionee, cancel an existing Option, in accordance with the Exchange Policies.

10. Amendment or Discontinuance

10.1 Subject to any applicable regulatory and Exchange approval and, if required by any relevant law, rule, policy or regulation applicable to the Plan, to shareholder approval or disinterested shareholder approval, as the case may be, the Board may alter, suspend or discontinue the Plan, but

may not, without the approval of the shareholders of the Company, make any alteration which would:

- (a) increase the aggregate number of Shares subject to Option under the Plan except as provided in Section 8; or
- (b) decrease the Option Price except as provided in Section 8. Notwithstanding the foregoing, the terms of an existing Option may not be altered, suspended or discontinued without the consent in writing of the Optionee.

11. Disinterested Shareholder Approval

11.1 The Company must obtain disinterested shareholder approval in accordance with the Exchange Policies for any amendment to decrease the Option Price or extend the term of an Option if the Optionee is an Insider of the Company at the time of the proposed amendment.

11.2 In circumstances where the Company’s stock options are exercisable into a class of non-voting or subordinate voting securities, the holders of that class of securities must be given full voting rights on a resolution that requires disinterested Shareholder approval pursuant to the Exchange Policies.

12. Interpretation

12.1 The Plan will be construed according to the laws of the Province of British Columbia.

13. Liability

13.1 No member of the Committee or any director, officer or employee of the Company will be personally liable for any act taken or omitted in good faith in connection with the Plan.

14. Hold Period

14.1 In addition to any resale restrictions required under any applicable law, if the exercise price of an Option is set at a discount to the Market Price or if otherwise required by the Exchange Policies, including in the case of Options granted to Insiders if and as required by the Exchange Policies, for so long as the Shares are listed on the Exchange, all Options and any certificates representing any Shares issued on the exercise of Options prior to the expiry of the Exchange Hold Period will bear the legend prescribed by the Exchange Policies pursuant to and in accordance with the Exchange Policies.

15. Effective Date

15.1 This Plan, effective **[October 12]**, 2022, amends the Stock Option Plan confirmed by the shareholders of the Company on October 19, 2021.

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