

KENORLAND MINERALS LTD.

**Annual General Meeting
to be held on September 27, 2024**

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

August 23, 2024

KENORLAND MINERALS LTD.
1570 - 1111 WEST GEORGIA STREET,
Vancouver, BC V6E 4M3

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general meeting (the “**Meeting**”) of the shareholders of Kenorland Minerals Ltd. (the “**Company**”) will be held on Friday, September 27, 2024 at 11:00 am Pacific time. At the Meeting, the shareholders will receive the financial statements for the year ended December 31, 2023, together with the auditor’s report thereon, and consider resolutions to:

1. set the number of directors of the Company at six;
2. elect directors for the ensuing year;
3. appoint Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to determine the remuneration to be paid;
4. consider and, if deemed appropriate, to pass an ordinary resolution of disinterested shareholders of the Company approving amendments to the Company’s Share Incentive Plan; and
5. transact such other business as may properly be put before the Meeting.

All shareholders are entitled to attend and vote at the Meeting in person or by proxy. The Board of Directors (the “**Board**”) requests that all shareholders who will not be attending the Meeting read, date and sign the accompanying proxy and deliver it to Computershare Investor Services Inc. (“**Computershare**”). If a shareholder does not deliver a proxy to Computershare, Attention: Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1 by 11:00 a.m. (Vancouver, British Columbia time) by Wednesday, September 25, 2024 (or before 48 hours, excluding Saturdays, Sundays and holidays before any adjournment of the meeting at which the proxy is to be used) then the shareholder will not be entitled to vote at the Meeting by proxy. Only shareholders of record at the close of business on August 23, 2024 will be entitled to vote at the Meeting.

An information circular and a form of proxy accompany this notice.

DATED at Vancouver, British Columbia, the 23rd day of August 2024.

ON BEHALF OF THE BOARD

(signed) “*Zachary Flood*”

Zachary Flood
President, CEO and Director

KENORLAND MINERALS LTD.

1570-1111 West Georgia Street,
Vancouver, BC V6E 4M3

INFORMATION CIRCULAR

(as at August 23, 2024 except as otherwise indicated)

FORWARD-LOOKING INFORMATION

Information contained in this Information Circular that is not current or historical factual information may constitute forward-looking information within the meaning of applicable Canadian securities laws. All information other than historical information included in this Information Circular that addresses activities, events or developments that the Company expects or anticipates will or may occur in the future, including without limitation, information regarding any objectives, expectations, intentions, plans, results, levels of activity, goals or achievements is or involves forward-looking information. Although forward looking information contained in this Information Circular is based on what management considers to be reasonable assumptions based on information currently available to it, there can be no assurances that actual events, performance or results will be consistent with this forward-looking information, and management's assumptions may prove to be incorrect. Generally, forward-looking information can be identified by the use of forward looking terminology such as "anticipates", "assumes", "believes", "budget", "could", "estimates", "expects", "forecasts", "guidance", "indicates", "intends", "likely", "may", "objective", "outlook", "plans", "potential", "predicts", "scheduled", "should", "target", "trends", "will", or "would" or the negative or other variations of these words or other comparable words or phrases. All such forward-looking information is subject to important risks, uncertainties and assumptions. This information is forward-looking because it is based on current expectations, estimates and assumptions. It is important to know that: (i) unless otherwise indicated, forward-looking information in this Information Circular describes expectations as at the date hereof; (ii) actual results and events could differ materially from those expressed or implied in the forward-looking information in this Information Circular, if known or unknown risks affect the business of the Company, or if its estimates or assumptions turn out to be inaccurate; as a result, the Company cannot guarantee that the results or events expressed or implied in any forward-looking information will materialize, and accordingly, you are cautioned not to place undue reliance on this forward-looking information; and (iii) the Company disclaims any intention and assumes no obligation to update or revise any forward-looking information even if new information becomes available, as a result of future events or for any other reason, except in accordance with applicable securities laws. The Company has made a number of assumptions in making forward-looking information in this Information Circular. Additional information identifying risks and uncertainties is contained in filings by the Company with the Canadian securities regulators, which filings are available on SEDAR at www.sedar.com.

SOLICITATION OF PROXIES

This information circular (the "**Circular**") is provided in connection with the solicitation of proxies by the Management of Kenorland Minerals Ltd. (the "**Company**"). The form of proxy which accompanies this Circular (the "**Proxy**") is for use at the annual general meeting of the shareholders of the Company to be held on Friday, September 27, 2024 (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.

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 11:00 a.m. (local time in Vancouver, British Columbia) on Wednesday, September 25, 2024, or before 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;
- (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; or
- (c) attending the Meeting or any adjournment of the Meeting virtually and registering with the scrutineer as a shareholder present in person.

Provisions Relating to Voting of Proxies

The 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 auditors 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 (the “Management”) 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 National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**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.

Pursuant to the provisions of NI 54-101, the Company is providing the Notice of Meeting, Circular and Proxy or VIF, as applicable, to both registered owners of the securities and non-registered

owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding 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. As a result, if you are a non-registered owner of the securities, you can expect to receive a scannable VIF from Broadridge. Please complete and return the VIF to Broadridge in the envelope provided or by facsimile. In addition, internet voting instructions can be found on the VIF. Broadridge 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.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered shareholder and vote the common shares in that capacity. NI 54-101 allows a Beneficial Shareholder who is a NOBO to submit to the Company or an applicable intermediary any document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder. If such a request is received, the Company or an intermediary, as applicable, must arrange, without expenses to the NOBO, to appoint such NOBO or its nominee as a proxyholder and to deposit that proxy within the time specified in this Circular, provided that the Company or the intermediary receives such written instructions from the NOBO at least one business day prior to the time by which proxies are to be submitted at the Meeting, with the result that such a written request must be received by 10:00 a.m. (Vancouver time) on the day which is at least three business days prior to the Meeting. **A Beneficial Shareholder who wishes to attend the Meeting and to vote their common shares as proxyholder for the registered shareholder, should enter their own name in the blank space on the VIF or such other document in writing that requests that the NOBO or a nominee of the NOBO be appointed as proxyholder and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker.**

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 December 31, 2023, 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 the accompanying Notice of Meeting, the Company's authorized capital consists of an unlimited number of common shares of which 75,225,793 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 August 23, 2024, 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 Proxies at the place and within the time set forth in the notes to the Proxy.

To the knowledge of the directors and executive officers of the Company, as of the date of this Circular, the following persons beneficially own, directly or indirectly, or exercise control or direction over, 10% or more of the issued and outstanding common shares of the Company:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding Shares
John Tognetti	11,114,747 ⁽¹⁾	14.8%
Sumitomo Metal Mining Canada Ltd.	7,457,014	9.9% ⁽²⁾

(1) Of which 9,714,500 shares are held directly, 812,175 shares are held through 4224973 Canada Inc. and 588,072 shares are held through San Jacopo Trading Inc.

(2) In accordance with the terms of an investor rights agreement dated November 3, 2021, Sumitomo Metal Mining Canada Ltd. retains a 'top-up right' to maintain a 10.1% interest in 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 of the Company has been set at six.

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⁾
Zachary Flood, British Columbia, Canada, Director	CEO of the Company and its subsidiaries from May 2016 to Present	May 29, 2018	5,443,912
Rick Trotman, British Columbia, Canada, Director	President and CEO of Barksdale Resources Corp. from December 2017 to Present	February 8, 2019	92,142
Jamie Levy, Ontario, Canada, Director ⁽²⁾	President, CEO and director of Generation Mining Ltd. from February 2018 to Present; President, CEO and director of Pine Point Mining Ltd. from February 2013 to February 2018	February 8, 2019	115,714
Jay Sujir, British Columbia, Canada, Director ⁽²⁾	Partner at Farris, LLP from May 2015 to Present	April 9, 2019	111,519
Jessica Van Den Akker, British Columbia, Canada, Director ⁽²⁾	Financial consultant, January 2020 to Present, CFO, Spectrum Energy Company Ltd., from August 2022 to April 2023, CFO, KORE Mining Ltd from February 2019 to May 2022; CFO and Vice President of Corporate Finance at Fiore Management & Advisory Corp. (a private financial advisory firm) from January 2017 to January 2020	April 9, 2019	53,142
Yu Yamato, British Columbia, Canada, Director	President of Sumitomo Metal Mining Canada Ltd. from June 2023 to Present; Executive Vice President of Sumitomo Metal Mining Canada Ltd. from December 2022 to June 2023, Manager and Senior Geologist, Sumitomo Metal Mining Co Ltd. from May 2022 to December 2022, President of Sumiko Resources Exploration & Development Co. Ltd. from June 2019 to May 2022	June 1, 2022	Nil

Notes:

- (1) The information as to common shares beneficially owned or controlled has been provided by the nominees themselves.
- (2) A member of the audit committee.

No proposed director is being elected under any arrangement or understanding between the proposed director and any other person or company, provided the Company has granted to Sumitomo Metal Mining Canada Ltd. ("Sumitomo"), pursuant to an investor rights agreement dated November 3, 2021, the right to designate one individual as a nominee to the board of directors, for so long as Sumitomo holds at least 10% of the issued and outstanding shares of the Company. The individual chosen by Sumitomo as their designate in exercise of this right is Yu Yamato.

Corporate Cease Trade Orders or Bankruptcies

Other than as described below, 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 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.

Mr. Sujir was on the board of directors of Red Eagle Mining Corp. which owned and operated the Santa Rosa mine in Colombia. Due to start up issues, Red Eagle had difficulty servicing its project debt and the mine was only able to commence commercial production on the basis of forbearances from the secured lenders. In August 2018, Red Eagle obtained a firm commitment from a third party to refinance the debt with concessions and co-operation from the secured lenders, but in October 2018, the third party defaulted on its commitment and as a result, the secured lenders withdrew their forbearances and appointed a receiver-manager over the assets of Red Eagle. In addition, Red Eagle is subject to a cease trade order issued by the British Columbia Securities Commission on November 20, 2018 for failure to file interim financial statements, MD&A and certification of interim filings for the period ended September 30, 2018.

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

No director or proposed director has, within the ten years prior to the date of this Circular, 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.

EXECUTIVE COMPENSATION

Named Executive Officers

For the purpose of this statement of executive compensation:

“CEO” of the Company 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” of the Company 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;

“Executive Officer” of an entity means an individual who is:

- a) the chair of the Company, if any;
- b) the vice-chair of the Company, if any;
- c) the president of the Company;
- d) a vice-president of the Company in charge of a principal business unit, division or function including sales, finance and production;
- e) an officer of the Company (or subsidiary, if any) who performs a policy-making function in respect of the Company; or
- f) any other individual who performs a policy-making function in respect of the Company;

“Named Executive Officers or NEOs” means:

- a) the CEO of the Company;
- b) the CFO of the Company;
- c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000;
- d) any additional individuals for whom disclosure would have been provided under paragraph (i) above except that the individual was not serving as an executive officer of the Company, nor in a similar capacity, as at the end of the most recently completed financial year end.

As of December 31, 2023, the Company had four “Named Executive Officers”, namely Zachary Flood, President and CEO; Enoch Kong, CFO and Corporate Secretary; Scott Smits, Vice President of Exploration; and Janek Wozniowski, Vice President of Operations.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V, is a summary compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Company’s two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year ended December 31,	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Zachary Flood, President, CEO and Director ⁽¹⁾	2023	190,000	65,000	Nil	Nil	Nil	255,000
	2022	176,000	60,000	Nil	Nil	Nil	236,000
Enoch Kong, CFO and Corporate Secretary	2023	170,000	55,000	Nil	Nil	Nil	225,000
	2022	87,667	50,000	Nil	Nil	Nil	137,667
Francis MacDonald, Former President and former VP Exploration ⁽¹⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	134,167	Nil	Nil	Nil	Nil	134,167
Scott Smits, VP Exploration ⁽²⁾	2023	170,000	55,000	Nil	Nil	Nil	225,000
	2022	144,000	50,000	Nil	Nil	Nil	194,000
Janek Wozniowski, VP Operations ⁽³⁾	2023	163,000	55,000	Nil	Nil	Nil	218,000
	2022	143,000	65,000	Nil	Nil	Nil	208,000
Jamie Levy, Director	2023	12,000	Nil	Nil	Nil	Nil	12,000
	2022	12,000	Nil	Nil	Nil	Nil	12,000
Rick Trotman, Director	2023	12,000	Nil	Nil	Nil	Nil	12,000
	2022	12,000	Nil	Nil	Nil	Nil	12,000
Jay Sujir, Director	2023	15,000	Nil	Nil	Nil	Nil	15,000
	2022	15,000	Nil	Nil	Nil	Nil	15,000
Jessica Van Den Akker, Director	2023	15,000	Nil	Nil	Nil	Nil	15,000
	2022	15,000	Nil	Nil	Nil	Nil	15,000
Eiichi Fukuda, Director ⁽⁴⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	5,000	Nil	Nil	Nil	Nil	5,000
Yu Yamato, Director ⁽⁴⁾	2023	12,000	Nil	Nil	Nil	Nil	12,000
	2022	7,000	Nil	Nil	Nil	Nil	7,000

Notes:

- (1) Francis MacDonald held the title of Vice President of Exploration from December 31, 2020 until January 26, 2022, when he was appointed as President of the Company. Mr. MacDonald resigned on October 21, 2022. Zachary Flood assumed the title of President in addition to his role as CEO.
- (2) Scott Smits was appointed as Vice President of Exploration on January 26, 2022, replacing Mr. MacDonald. Mr. Smits was previously employed by the Company as Chief Geologist.
- (3) Janek Wozniowski was appointed as Vice President of Operations on January 26, 2022. Mr. Wozniowski was previously employed by the Company as Exploration Manager.
- (4) Eiichi Fukuda was appointed as a director on November 16, 2021 and resigned on June 1, 2022 and Yu Yamato was appointed in his stead as the nominee selected by Sumitomo Metal Mining Canada Ltd. in accordance with the terms of an investor rights agreement dated November 3, 2021.

On May 1, 2019, the Company entered into a consulting agreement with Mr. Flood pursuant to which Mr. Flood received, in his capacity as CEO of the Company, annual compensation of \$50,000 payable in monthly installments of \$4,166.67 on the first of each month. Effective September 1, 2019, the Company replaced and superseded the consulting agreement with an employment agreement on the same terms. On January 1, 2021, the Company amended the employment agreement to increase Mr. Flood's annual compensation to \$160,000 and amended and restated the terms of the employment agreement. On January 26, 2022, the board approved an increase to Mr. Flood's annual compensation to \$176,000 per annum. On January 18, 2023, the board approved a further increase to Mr. Flood's annual compensation to \$190,000 per annum.

On May 1, 2019, the Company entered into a consulting agreement with a private company controlled by Enoch Kong (the "**Kong Agreement**") to provide, on an independent contractor basis, accounting, financial management and corporate secretarial services to the Company, at an annual base fee of \$12,000 (\$1,000 per month) to be reviewed annually. On January 1, 2021, the annual base fee was increased to \$24,000 (\$2,000 per month) and on January 26, 2022, the annual base fee was increase to \$36,000 (\$3,000 per month). On August 1, 2022, the Kong Agreement was replaced by an employment agreement between the Company and Mr. Kong providing for Mr. Kong to serve as an employee of the Company in his capacity as Chief Financial Officer and Corporate Secretary. Under the employment agreement, Mr. Kong received an annual base salary of \$160,000 per annum. On January 18, 2023, the board approved an increase to Mr. Kong's annual compensation to \$170,000 per annum.

On January 1, 2021, the Company entered into an employment agreement with Francis MacDonald, as Vice President of Exploration, pursuant to which Mr. MacDonald received annual base compensation of \$140,000 per annum. On January 26, 2022, Mr. MacDonald was replaced as Vice President of Exploration, the board appointed him as President of the Company and approved an increase in his annual base compensation to \$161,000 per annum. Mr. MacDonald resigned as President of the Company on October 21, 2022.

On January 26, 2022, Mr. Smits was appointed as Vice President of Exploration with an annual base compensation of \$144,000 per annum. On January 18, 2023, the board approved an increase to Mr. Smits' annual compensation to \$170,000 per annum.

On January 26, 2022, Mr. Wozniowski was appointed as Vice President of Operations with an annual base compensation of \$143,000 per annum. On January 18, 2023, the board approved an increase to Mr. Wozniowski's annual compensation to \$163,000 per annum.

External Management Companies

Except as described below, 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.

As noted above, during the financial year ended December 31, 2021 and until July 31, 2022 when the Kong Agreement was replaced with an employment agreement, Mr. Enoch Kong provided his services as the CFO and Corporate Secretary of the Company through the Kong Agreement as described above.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each NEO or director by the Company or its subsidiaries during the financial year ended December 31, 2023, for services provided, directly or indirectly to the Company or any of its subsidiaries:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying 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 ended December 31, 2023 (\$)	Expiry date
Zachary Flood, President, CEO and Director	Options	400,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Enoch Kong, CFO and Corporate Secretary	Options	200,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Scott Smits, VP Exploration ⁽¹⁾	Options	200,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Janek Wozniowski, VP Operations ⁽²⁾	Options	200,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Jamie Levy, Director	Options	150,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Rick Trotman, Director	Options	150,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Jay Sujir, Director	Options	150,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Jessica Van Den Akker, Director	Options	150,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028
Yu Yamato, Director	Options	150,000	Jan 20, 2023	\$0.82	\$0.82	\$0.65	Jan 20, 2028

Notes:

- (1) Scott Smits was appointed as Vice President of Exploration on January 26, 2022, replacing Mr. MacDonald. Mr. Smits was previously employed by the Company as Chief Geologist.
- (2) Janek Wozniowski was appointed as Vice President of Operations on January 26, 2022. Mr. Wozniowski was previously employed by the Company as Exploration Manager.

The following table discloses the total amount of compensation securities held by the NEOs and directors at the Company's financial year ended December 31, 2023. There were no compensation securities outstanding as at December 31, 2023 other than Options.

Name and Position	Number of Options as at December 31, 2023
Zachary Flood, CEO, President and Director	2,160,714
Enoch Kong, CFO and Corporate Secretary	431,428
Scott Smits, VP Exploration	850,000
Janek Wozniowski, VP Operations	680,000
Jamie Levy, Director	340,000
Rick Trotman, Director	340,000
Jay Sujir, Director	340,000
Jessica Van Den Akker, Director	340,000
Yu Yamato, Director	150,000

The following table discloses the value of the awards that vested for each NEO or director during the financial year ended December 31, 2023.

Incentive plan awards – value vested or earned during the year			
Name	Option-based awards – Value vested during the year ⁽¹⁾ (\$)	Share-based awards – Value vested during the year ⁽²⁾ (\$)	Non-equity incentive plan compensation – Value earned during the year (\$)
Zachary Flood, CEO, President and Director	158,166	Nil	Nil
Enoch Kong, CFO and Corporate Secretary	2,000	Nil	Nil
Scott Smits, VP Exploration ⁽³⁾	65,666	Nil	Nil
Janek Wozniowski, VP Operations ⁽⁴⁾	3,000	Nil	Nil
Jamie Levy, Director	1,500	Nil	Nil
Rick Trotman, Director	1,500	Nil	Nil
Jay Sujir, Director	1,500	Nil	Nil
Jessica Van Den Akker, Director	1,500	Nil	Nil
Yu Yamato, Director	Nil	Nil	Nil

Notes:

- (1) This amount is the aggregate dollar value that would have been realized if the options under option-based awards had been exercised on the vesting date. It is determined by the difference between the exercise price of the option and the market price of the underlying Shares on the date of vesting. If the option was not in-the-money then a NIL value was assigned.
- (2) This amount is the aggregate dollar value realized upon vesting of the RSUs on the vesting date. It is determined by multiplying the number of vested RSUs by the market price of the underlying Shares on the date of vesting.
- (3) Scott Smits was appointed as Vice President of Exploration on January 26, 2022, replacing Mr. MacDonald.
- (4) Janek Wozniowski was appointed as Vice President of Operations on January 26, 2022.

No compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified in the Company's financial year ended December 31, 2023.

There are no restrictions or conditions for converting, exercising or exchanging the compensation securities, provided that the Board determined that the stock options granted above vest over an 18-month period such that 25% of the options granted vested on grant and every six months thereafter, or over a three-year period such that one-third of the options granted vested on grant and every year thereafter, or as otherwise set forth in the Company's Share Incentive Plan, as applicable.

The following table discloses the exercise of compensation securities by NEOs and directors during the financial year ended December 31, 2023:

Compensation Securities							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price of security or underlying security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on date of exercise (\$)
Scott Smits, VP Exploration	Options	200,000	0.075	July 26, 2023	0.74	0.665	133,000

Share Incentive Plan

At the Company's annual general meeting held September 22, 2023, the Shareholders approved the replacement of the Company's existing fixed stock option plan and long term incentive plan with an omnibus share incentive plan (the "**Share Incentive Plan**" under which the Directors were authorized to grant options to purchase up to 12,707,605 (together with any other incentive awards) of the Company's common shares from time to time.

The Company is proposing amendments to the Share Incentive Plan further described below at "Approval of Amendments to Share Incentive Plan" to increase the number of shares reserved under the Share Incentive Plan to 15,045,158.

Summary of Share Incentive Plan

The following is a summary of the key provisions of the Share Incentive Plan. The following summary is qualified in all respects by the full text of the Share Incentive Plan, a copy of which is filed on the Company's profile on SEDAR+. All terms used but not defined in this section have the meaning ascribed thereto in the Share Incentive Plan.

Purpose

The purpose of the Share Incentive Plan is:

- (a) to increase the interest in the Company's welfare of those employees, officers, directors and consultants (who are considered "Eligible Participants" under the Share Incentive Plan) who share responsibility for the management, growth and protection of the business of the Company or a subsidiary of the Company;
- (b) to provide an incentive to such Eligible Participants to continue their services for the Company or a subsidiary of the Company and to encourage such Eligible Participants whose skills, performance and loyalty to the objectives and interests of the Company or a subsidiary of the Company are necessary or essential to its success, image, reputation or activities;
- (c) to reward Eligible Participants for their performance of services while working for the Company or a subsidiary of the Company; and
- (d) to provide a means through which the Company or a subsidiary of the Company may attract and retain able persons to enter its employment or service.

Plan Administration

The Share Incentive Plan shall be administered and interpreted by the Board or, if the Board by resolution so decides, by a committee appointed by the Board. Subject to the terms of the Share Incentive Plan, applicable law and the policies of the TSX Venture Exchange, the Board (or its delegate) will have the power and authority to: (i) designate the Eligible Participants who will receive Awards (an Eligible Participant who receives an Award, a "Participant"), (ii) designate the types and amount of Awards to be granted to each Participant, (iii) determine the terms and conditions of any Award, including any vesting conditions or conditions based on performance of the Company or of an individual ("Performance Criteria"); (iv) interpret and administer the Share Incentive Plan and any instrument or agreement relating to it, or any Award made under it; and (v) make such amendments to the Share Incentive Plan and Awards as are permitted by the Share Incentive Plan and the policies of the TSX Venture Exchange.

Shares Available for Awards

Subject to adjustment as provided for under the Share Incentive Plan, and as may be approved by the TSX Venture Exchange and the shareholders of the Company from time to time, the maximum number of Shares reserved for issuance, in the aggregate, pursuant to the exercise of Awards granted under the Share Incentive Plan shall be equal to 12,707,605.

Shares covered by Awards which have been settled in cash, and Awards which expire or are forfeited, surrendered, cancelled or otherwise terminated or lapse for any reason without having been exercised, will be available for subsequent grant under the Share Incentive Plan, subject to the participation limits outlined below. Shares of the Company covered by Awards which have been exercised or settled in Shares, as applicable, are not available for subsequent grant under the Share Incentive Plan and the Share Incentive Plan will not be replenished as a result of same.

Participation Limits

The Share Incentive Plan provides the following limitations on grants:

- (a) In no event shall the Share Incentive Plan, together with all other previously established and outstanding Share Compensation Arrangements of the Company, permit at any time:
 - (i) the aggregate number of Shares reserved for issuance under Awards granted to Insiders (as a group) at any point in time exceeding 10% of the issued and outstanding Shares on a non-diluted basis; or
 - (ii) the grant to Insiders (as a group), within any 12 month period, of an aggregate number of Awards exceeding 10% of the issued and outstanding Shares on a non-diluted basis, calculated at the date an Award is granted to any Insider,

unless the Company has obtained the requisite disinterested shareholder approval.
- (b) The maximum aggregate number of Awards granted to any one person (and companies wholly-owned by that person) in any 12 month period shall not exceed 5% of the issued and outstanding Shares on a non-diluted basis, calculated on the date an Award is

granted to the person, unless the Company has obtained the requisite disinterested shareholder approval.

- (c) The maximum aggregate number of Awards granted to any one Consultant in any 12 month period shall not exceed 2% of the issued and outstanding Shares on a non-diluted basis, calculated at the date an Award is granted to the Consultant.
- (d) The maximum aggregate number of Options granted to all persons retained to provide Investor Relations Activities shall not exceed 2% of the issued and outstanding Shares on a non-diluted basis in any 12 month period, calculated at the date an Option is granted to any such person.
- (e) In the event that any dividend equivalents are awarded in respect of a Share Unit or DSU or any DSU or Share Unit granted has payout multiplier features which would cause the number of Shares reserved for issuance under the Share Incentive Plan to exceed 10% of the issued and outstanding Shares or otherwise cause any of the participation limits in the Share Incentive Plan not to be met, the Board shall be permitted to satisfy such dividend equivalent or payout multiplier through the payment of cash.

Eligible Participants

In respect of a grant of Options, an Eligible Participant is any director, executive officer, employee or Consultant of the Company or any of its subsidiaries. In respect of a grant of Share Units, an Eligible Participant is any director, executive officer, employee or Consultant of the Company or any of its subsidiaries other than persons retained to provide Investor Relations Activities. In respect of a grant of DSUs, an Eligible Participant is any non-employee director of the Company or any of its subsidiaries other than persons retained to provide Investor Relations Activities.

Description of Awards

Options

An Option is an option granted by the Company to a Participant entitling such Participant to acquire a designated number of Shares from treasury at a specified exercise price (the "Option Price"). Options are exercisable over a period established by the Board from time to time and reflected in the Participant's Option Agreement, which period shall not exceed 10 years from the date of grant. Notwithstanding the expiration provisions set forth in the Share Incentive Plan, if the date on which an Option expires falls within a Blackout Period (as defined in the Share Incentive Plan), the expiration date of the Option will be the date that is ten (10) Business Days after the Blackout Period Expiry Date. The Option Price shall not be set at less than the Market Value of a Share (as defined in the Share Incentive Plan) as of the date of the grant, less any discount permitted by the TSX Venture Exchange.

At the time of grant of an Option, the Board may establish vesting conditions in respect of each Option grant, which may include performance criteria related to corporate or individual performance. Notwithstanding the foregoing, Options granted to persons retained to provide Investor Relations Activities must vest in stages over a period of not less than 12 months with no more than one-quarter (1/4) of the Options vesting in any three month period.

No acceleration of the vesting provisions of Options granted to persons retained to provide Investor Relations Activities is allowed without the prior acceptance of the TSX Venture Exchange.

The Share Incentive Plan also permits the Board to grant an option holder, at any time, the right to deal with such Option on a cashless exercise basis or to receive a cash payment equal to the difference between the market price of the shares on the day immediately prior to the date of the exercise of the cashless exercise right, and the Option Price (less applicable withholding taxes), subject to the rules of the applicable stock exchange on which the shares are listed from time to time.

Share Units

A Share Unit is an Award that is a bonus for services rendered in the year of grant that, upon settlement, entitles the recipient Participant to receive a cash payment equal to the Market Value of a Share or, at the sole discretion of the Board, a Share. The right of a holder to have their Share Units redeemed is subject to such restrictions and conditions on vesting as the Board may determine at the time of grant. Restrictions and conditions on vesting conditions may, without limitation, be based on the passage of time during continued employment or other service relationship (commonly referred to as an RSU), the achievement of specified Performance Criteria (commonly referred to as a PSU) or both.

The Board shall have sole discretion to determine if any vesting conditions with respect to a Share Unit, including any Performance Criteria, or other vesting conditions with respect to a Share Unit, have been met and shall communicate to a Participant as soon as reasonably practicable the date on which all such applicable vesting conditions or Performance Criteria have been satisfied and the Share Units have vested. Subject to the vesting and other conditions and provisions in the Share Incentive Plan and in the applicable Share Unit Agreement, each Share Unit awarded to a Participant shall entitle the Participant to receive, on settlement, a cash payment equal to the Market Value of a Share, or, at the discretion of the Board, one Share or any combination of cash and Shares as the Board in its sole discretion may determine, in each case less any applicable withholding taxes. The Company (or the applicable subsidiary) may, in its sole discretion, elect to settle all or any portion of the cash payment obligation by the delivery of Shares issued from treasury or acquired in the secondary market by a trustee or administrative agent appointed by the Board, on behalf of the Participant. Subject to the terms and conditions in the Share Incentive Plan, vested Share Units shall be redeemed by the Company (or the applicable subsidiary) as described above on the earlier of the expiry date of the Share Units or the 15th day following the vesting date.

Notwithstanding the foregoing, if the date on which any Share Units would otherwise vest falls within a Blackout Period or within nine Business Days after a Blackout Period expiry date, the vesting date of such Share Units will be deemed to be the date that is the earlier of ten (10) Business Days after the Blackout Period expiry date and the Share Unit expiry date.

Dividend equivalents may, as determined by the Board in its sole discretion, be awarded as a bonus for services rendered in the year in respect of unvested Share Units in a Participant's account on the same basis as cash dividends declared and paid on Shares as if the Participant was a holder of record of Shares on the relevant record date. In the event that the Participant's applicable Share Units do not vest, all dividend equivalents, if any, associated with such Share Units will be forfeited by the Participant.

Deferred Share Units

A DSU is an Award for services rendered, or for future services to be rendered, and that, upon settlement, entitles the recipient Participant to receive cash or acquire Shares, as determined by the Company in its sole discretion.

A Participant is only entitled to redemption of a DSU when the Participant ceases to be a director of the Company for any reason, including termination, retirement or death. The Board does not have the right to alter the vesting conditions of DSUs, which conditions will immediately vest upon termination of employment, provided that no DSU vest on a date earlier than the date which is one year following issuance subject to a Change of Control or, at the discretion of the Board, in the case of the death of Participant.

Subject to the vesting and other conditions and provisions in the Share Incentive Plan and in any DSU Agreement, each DSU awarded to a Participant shall entitle the Participant to receive on settlement a cash payment equal to the Market Value of a Share, or, at the discretion of the Board, one Share or any combination of cash and Shares as the Company in its sole discretion may determine.

DSUs shall be redeemed and settled by the Company as soon as reasonably practicable following the Participant's termination date, but in any event not later than, and any payment (either in cash or in Shares) in respect of the settlement of such DSUs shall be made no later than, December 15th of the first calendar year commencing immediately after the Participant's termination date. The Company will have, at its sole discretion, the ability to elect to settle all or any portion of the cash payment obligation by the delivery of Shares issued from treasury or acquired in the secondary market by a trustee or administrative agent appointed by the Board on behalf of the Participant.

Dividend equivalents may, as determined by the Board in its sole discretion, be awarded in respect of DSUs in a Participant's account on the same basis as cash dividends declared and paid on Shares as if the Participant was a holder of record of Shares on the relevant record date. In the event that the Participant's applicable DSUs do not vest, all dividend equivalents, if any, associated with such DSUs will be forfeited by the Participant.

Effect of Termination on Awards

Except as otherwise provided in any Employment Agreement or Consulting Agreement or in any Award Agreement, Awards are subject to the following conditions:

- (a) Resignation: Upon a Participant ceasing to be an Eligible Participant as a result of his or her resignation from the Company or a subsidiary (other than by reason of retirement):
 - (i) each unvested Option granted to such Participant shall terminate and become void immediately upon such resignation;

- (ii) each vested Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days after the Participant's termination date (or such later date as the Board may, in its sole discretion, determine, provided that in no case shall such date exceed 12 months following termination) and (B) the expiry date of such Option as set forth in the applicable Option Agreement, after which such vested Option will expire; and
 - (iii) the Participant's participation in the Share Incentive Plan shall be terminated immediately, and all Share Units credited to such Participant's account that have not vested shall be forfeited and cancelled, and the Participant's rights that relate to such Participant's unvested Share Units shall be forfeited and cancelled on the termination date.
- (b) Termination for Cause: Upon a Participant ceasing to be an Eligible Participant for Cause (as determined by the Company, which determination shall be binding on the Participant for purposes of the Share Incentive Plan):
 - (i) any vested or unvested Options granted to such Participant shall terminate automatically and become void immediately; and
 - (ii) the Participant's participation in the Share Incentive Plan shall be terminated immediately, and all Share Units credited to such Participant's account that have not vested shall be forfeited and cancelled, and the Participant's rights that relate to such Participant's unvested Share Units shall be forfeited and cancelled on the termination date.
- (c) Termination not for Cause: Upon a Participant ceasing to be an Eligible Participant as a result of his or her employment or service relationship with the Company or a subsidiary being terminated without Cause:
 - (i) each unvested Option granted to such Participant shall terminate and become void immediately;
 - (ii) each vested Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days after the Participant's termination date (or such later date as the Board may, in its sole discretion, determine, provided that in no case shall such date exceed 12 months following termination) and (B) the expiry date of such Option as set forth in the applicable Option Agreement, after which such vested Option will expire; and
 - (iii) all unvested Share Units in the Participant's account as of such date relating to a Restriction Period in progress shall be forfeited and cancelled (unless the Board, in its sole discretion, instead accelerates the vesting or waives vesting conditions with respect to all or some portion of such unvested Share Units).
- (d) Termination Due to Retirement or Permanent Disability: Upon a Participant ceasing to be an Eligible Participant by reason of retirement or permanent disability:
 - (i) each unvested Option granted to such Participant shall terminate and become void immediately;

- (ii) each vested Option held by such Participant shall cease to be exercisable on the earlier of (A) ninety (90) days from the date of retirement or the date on which the Participant ceases his or her employment or service relationship with the Company or any subsidiary by reason of permanent disability (or such later date as the Board may, in its sole discretion, determine) and (B) the expiry date of such Option as set forth in the applicable Option Agreement, after which such vested Option will expire; and
 - (iii) all unvested Share Units in the Participant's account as of such date relating to a Restriction Period in progress shall be forfeited and cancelled (unless the Board, in its sole discretion, instead accelerates the vesting or waives vesting conditions with respect to all or some portion of such unvested Share Units).
- (e) Termination Due to Death: Upon a Participant ceasing to be an Eligible Participant by reason of death:
 - (i) each unvested Option granted to such Participant shall terminate and become void immediately;
 - (ii) each vested Option held by such Participant at the time of death may be exercised by the liquidator, executor or administrator, as the case may be, of the estate of the Participant, provided that any such vested Option shall cease to be exercisable on the earlier of (A) the date that is twelve (12) months after the Participant's death and (B) the expiry date of such Option as set forth in the applicable Option Agreement, after which such vested Option will expire; and
 - (iii) all unvested Share Units in the Participant's account as of such date relating to a Restriction Period in progress shall be forfeited and cancelled (unless the Board, in its sole discretion, instead accelerates the vesting or waives vesting conditions with respect to all or some portion of such unvested Share Units).
- (f) Termination in Connection with a Change of Control: If the Company completes a transaction constituting a Change of Control and within 12 months following the Change of Control, a Participant who was also an officer or employee of, or a Consultant to, the Company prior to the Change of Control has their employment agreement or consulting agreement terminated:
 - (i) all unvested Options granted to such Participant shall immediately vest and become exercisable, and remain open for exercise until the earlier of (A) their expiry date as set out in the applicable Option Agreement and (B) the date that is ninety (90) days after such termination or dismissal; and
 - (ii) all unvested Share Units shall become vested, and the date of such Participant's termination date shall be deemed to be the vesting date.

Change of Control

In the event of a Change of Control, the Board will have the power, in its sole discretion, to accelerate the vesting of Options to assist the Participants to tender into a take-over bid or participate in any other transaction leading to a Change of Control. For greater certainty, in the event of a take-over bid or any other transaction leading to a Change of Control, the Board shall have the power, in its sole discretion, to (a) provide that any or all Options shall thereupon terminate, provided that any such outstanding Options that have vested shall remain exercisable until consummation of such Change of Control, and (b) permit Participants to conditionally exercise their vested Options immediately prior to the consummation of the take-over bid and the Shares issuable under such Options to be tendered to such bid, such conditional exercise to be conditional upon the take-up by such offeror of the Shares or other securities tendered to such take-over bid in accordance with the terms of such take-over bid (or the effectiveness of such other transaction leading to a Change of Control). In the event of a Change of Control, the Board may also exercise its discretion to accelerate the vesting of, or waive the Performance Criteria or other vesting conditions applicable to, outstanding Share Units, and the date of such action shall be the vesting date of such Share Units.

Assignment

Except as set forth in the Share Incentive Plan, each Award granted under the Share Incentive Plan is personal to the Participant and shall not be assignable or transferable by the Participant, whether voluntarily or by operation of law, except by will or by the laws of descent and distribution.

Amendment or Discontinuance

The Board may amend the Share Incentive Plan or any Award at any time without the consent of the Participants, provided that such amendment shall not adversely alter or impair the rights of any Participant without the consent of such Participant (except as permitted by the provisions of the Share Incentive Plan), is in compliance with applicable law, and subject to any regulatory approvals including, where required, the approval of the TSX Venture Exchange (or any other stock exchange on which the Shares are listed) and is subject to shareholder approval to the extent such approval is required by applicable law or the requirements of the TSX Venture Exchange (or any other stock exchange on which the Shares are listed), provided that the Board may, from time to time, in its absolute discretion and without approval of the shareholders of the Company, make the following amendments:

- (a) any amendment necessary to comply with applicable law (including taxation laws) or the requirements of the TSX Venture Exchange (or any other stock exchange on which the Shares are listed) or any other regulatory body to which the Company is subject;
- (b) any amendment of a "housekeeping" nature, including, without limitation, amending the wording of any provision of the Share Incentive Plan for the purpose of clarifying the meaning of existing provisions or to correct or supplement any provision of the Share Incentive Plan that is inconsistent with any other provision of the Share Incentive Plan, correcting grammatical or typographical errors and amending the definitions contained within the Share Incentive Plan; or
- (c) any amendment regarding the administration of the Share Incentive Plan.

Notwithstanding the foregoing, the Board shall be required to obtain shareholder approval, including, if required by the applicable stock exchange, disinterested shareholder approval, to make the following amendments:

- (a) any amendment to the maximum percentage or number of Shares that may be reserved for issuance pursuant to the exercise or settlement of Awards granted under the Share Incentive Plan, including an increase to the fixed maximum percentage of Shares or a change from a fixed maximum number of Shares to a fixed maximum percentage of Shares or vice versa, except in the event of a permitted adjustment arising from a reorganization of the Company's share capital or certain other transactions;
- (b) any amendment which reduces the exercise price of any Award, as applicable, after such Award has been granted or any cancellation of an Award and the replacement of such Award with an Award with a lower exercise price or other entitlements, except in the event of a permitted adjustment arising from a reorganization of the Company's share capital or certain other transactions; provided, however, that, for greater certainty, disinterested shareholder approval will be required for any amendment which reduces the exercise price or extends the expiry date of any Option if the Participant is an Insider of the Company at the time of the amendment;
- (c) any amendment which extends the expiry date of any Award, or the Restriction Period of any Share Unit beyond the original expiry date or Restriction Period, except in the event of an extension due to a Blackout Period;
- (d) any amendment which would permit Awards granted under the Share Incentive Plan to be transferable or assignable other than for normal estate settlement purposes;
- (e) any amendment to the definition of an Eligible Participant under the Share Incentive Plan;
- (f) any amendment to the participation limits set out in the Share Incentive Plan; or
- (g) any amendment to the amendment provisions of the Share Incentive Plan.

The Board may, subject to regulatory approval, discontinue the Share Incentive Plan at any time without the consent of the Participants, provided that any such discontinuance does not materially and adversely affect any Awards previously granted to a Participant under the Share Incentive Plan.

Employment, consulting and management agreements

Except as described below, the Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

As referenced above, the Company has entered into employment agreements dated January 1, 2021 with each of its President and Chief Executive Officer, Zachary Flood, its now former President, then Vice President Exploration, Francis MacDonald and an employment agreement dated May 31, 2022 with its Chief Financial Officer and Corporate Secretary, Enoch Kong (collectively the "**Flood, MacDonald and Kong Employment Agreements**"). Pursuant to the terms of the Flood, MacDonald and Kong Employment Agreements, in the event of a termination

of the employee without cause, the Company shall be obligated to pay to the employee the greater of (i) the entitlements of such employment under the *Employment Standards Act* (British Columbia) or (ii) 12 months' notice or pay in lieu of notice (the "**Severance Payment**"). In the event of a "Change of Control" of the Company, and provided that within six months of the effective date of such Change of Control, the employee is terminated by the Company without cause or by the employee for 'good reason', the Company shall pay to the employee an amount equal to 1.5 times the Severance Payment. In the case of the Kong Agreement, Mr. Kong is entitled to an additional payment calculated as the average bonus payment received in the two most recent years.

Mr. MacDonald resigned as President on October 21, 2022 and no termination payments were made to him.

The Company has also entered into employment agreements dated January 1, 2021 with Scott Smits, Vice President of Exploration and Janek Wozniowski, Vice President of Operations (collectively the "**Smits and Wozniowski Employment Agreements**"). Pursuant to the terms of the Smits and Wozniowski Employment Agreements, in the event of a termination of the employee without cause, the Company shall be obligated to pay to the employee the greater of (i) the entitlements of such employment under the *Employment Standards Act* (British Columbia) or (ii) 6 months' notice or pay in lieu of notice (the "**Six Months Severance Payment**"). In the event of a "Change of Control" of the Company, and provided that within six months of the effective date of such Change of Control, the employee is terminated by the Company without cause or by the employee for 'good reason', the Company shall pay to the employee an amount equal to 1.5 times the Six Months Severance Payment.

The following table sets out the payments due to each NEO that would be triggered by, or result from, a change of control, severance, termination without cause as of December 31, 2023, including stock options, assuming the exercise of all unexercised options, vested and unvested, as of December 31, 2023.

	Zachary Flood \$	Enoch Kong \$	Scott Smits \$	Janek Wozniowski \$
Termination without cause				
Base salary	190,000	170,000	85,000	81,500
Annual incentives ⁽¹⁾	Nil	52,500	Nil	Nil
Long-term incentives	Nil	Nil	Nil	Nil
Stock option incentives ⁽²⁾	706,000	Nil	210,000	80,000
Pension benefits	Nil	Nil	Nil	Nil
Change of Control				
Base salary	285,000	255,000	127,500	122,250
Annual incentives ⁽¹⁾	Nil	78,750	Nil	Nil
Long-term incentives	Nil	Nil	Nil	Nil
Stock option incentives ⁽²⁾	706,000	Nil	210,000	80,000
Pension benefits	Nil	Nil	Nil	Nil

Note:

- (1) Based on the average discretionary bonuses paid to the Named Executive Officers by the Company for the financial years ended December 31, 2022 and 2023.
- (2) Assumes the exercise of all vested and unvested "in-the-money" options on December 31, 2023. Based on closing share price of \$0.65 on December 31, 2023.

For the purposes of the Employment Agreements, "Change of Control" is defined as any of the following:

- (ii) the completion of a transaction the result of which is that a Person, or any group of two or more Persons acting jointly or in concert, acquires or becomes the holder of securities of the Company representing 50% or more of the aggregate voting power of all of the Company's then issued and outstanding securities; or
- (iii) the consummation of an amalgamation, arrangement, merger or other transaction or series of related transactions resulting in the combination of the Company with or into another entity, where the shareholders of the Company immediately prior to such transaction or series of related transactions, directly or indirectly do not continue to hold securities representing 50% or more of the aggregate voting power of the securities of the continuing or surviving entity immediately following such transaction or series of related transactions;
- (iv) a sale, transfer or other disposition or series of related sales, transfers or other dispositions, of all or substantially all of the Company's assets (other than a sale, transfer or other disposition to a wholly-owned affiliate), including an exclusive irrevocable licensing of all or substantially all of the Company's intellectual property to a third party that would otherwise qualify as a sale of all or substantially all of the assets of the Company under applicable law (other than licensing to a wholly-owned affiliate of the Company);
- (v) the sale of all or substantially all of the assets of the Company, provided that, unless otherwise determined by the Board, a "Change of Control" shall not include: (i) an amalgamation, merger or consolidation of the Company with or into an affiliate; (ii) a transaction undertaken solely for the purpose of changing the Company's place of domicile or jurisdiction of incorporation; or (iii) a bona fide equity financing of the Company.

For the purposes of the Employment Agreements, 'good reason' shall include, without the employee's consent, a decrease in base salary, a material decrease in the employee's position, a permanent relocation of the employee's primary place of employment to a location more than 50 kilometers away or any other circumstance that would constitute constructive dismissal under common law.

Oversight and Description of Director and Named Executive Officer Compensation

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company's resources, industry practice and regulatory guidelines regarding executive compensation levels.

During the financial year ended December 31, 2021, the Board established a corporate governance and compensation committee (the “**CGNC Committee**”) responsible for, inter alia, assessing and making recommendations to the Board with respect to the compensation (including long-term incentive in the form of stock options and other share based compensation) to be granted to the Company’s executive officers and directors to ensure that such compensation reflects the responsibilities and risks associated with each position. The CGNC Committee is currently comprised of Jay Sujir (Chair), Rick Trotman, and Jessica Van Den Akker, all of whom are independent directors of the Company, and governed by a CGNC Committee Charter.

The CGNC Committee reviews, on an annual basis, the corporate goals and objectives relevant to executive compensation, evaluates each executive officer’s performance in light of those goals and objectives and recommends, in consultation with the CEO, each executive officer’s compensation level based, in part, on such evaluation. The CEO does not make recommendations to the CGNC Committee in respect of his own compensation. The CGNC Committee takes into consideration the Company’s overall performance including the advancement of existing mineral properties, acquisition of new projects and successful financing initiatives, shareholder returns and the awards given to executive officers in past years.

The CGNC Committee is also responsible for ensuring that the Company has in place an appropriate plan for executive compensation and for making recommendations to the Board with respect to the compensation of the Company’s NEOs to ensure that total compensation paid to all NEOs is fair, reasonable, and consistent with the Company’s compensation philosophy aimed at attracting and retaining quality and experienced people critical to the success of the Company and its commitment to delivering strong performance for the shareholders.

The Company compensates each non-executive director \$12,000 per annum plus an additional \$3,000 for each chair of a committee. Ms. Jessica Van Den Akker serves as chair of the audit committee and Mr. Jay Sujir serves as chair of the CGNC Committee. Mr. Zachary Flood does not receive compensation for his role as a director.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company’s financial resources and prospects.

Pension Disclosure

The Company does not have any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as an NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

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, being December 31, 2023:

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 securityholders	9,979,997	\$0.51	2,727,608
Equity compensation plans not approved by the securityholders	Nil	N/A	Nil
Total	9,979,997	\$0.51	2,727,608

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers, employees of the Company, 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 and the approval for amendments to the Share Incentive 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, 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 or proposed transaction which has materially affected or would materially affect the Company.

APPOINTMENT OF AUDITOR

Auditor

Management intends to nominate Davidson & Company LLP, Chartered Professional Accountants, for re-appointment as auditor of the Company. Forms of 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 Davidson & Company 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.

MANAGEMENT CONTRACTS

Other than as disclosed elsewhere in this Circular, 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.

The Audit Committee over sees the accounting and financial reporting practices and procedures of the Company and the audits of the Company’s financial statements. The principal responsibilities of the Audit Committee include: (i) overseeing the quality, integrity and appropriateness of the internal controls and accounting procedures of the Company, including reviewing the Company’s procedures for internal control with the Company’s auditors and chief financial officer; (ii) reviewing and assessing the quality and integrity of the Company’s internal and external reporting processes, its annual and quarterly financial statements and related management discussion and analysis, and all other material continuous disclosure documents; (iii) establishing separate reviews with management and external auditors of significant changes in procedures or financial and accounting practices, difficulties encountered during auditing, and significant judgments made in management’s preparation of financial statements; (iv) monitoring compliance with legal and regulatory requirements related to financial reporting; (v) reviewing and pre-approving the engagement of the auditor of the Company and independent audit fees; and (vi) assessing the Company’s accounting policies, and considering, approving, and monitoring significant changes in accounting principles and practices recommended by management and the auditor.

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 members of the Audit Committee are Jessica Van Den Akker, Jay Sujir and Jamie Levy, all of whom are considered independent pursuant to NI 52-110. All members of the Audit Committee are considered to be financially literate.

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

A member of the audit committee is considered 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.

Relevant Education and Experience

The education and experience of each member of the Audit Committee relevant to the performance of his responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

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

Jessica Van Den Akker: Ms. Van Den Akker is a Chartered Professional Accountant (CA) with experience in the resource sector and has worked in a Canadian audit firm providing reporting and accounting assurance services to publicly traded companies, primarily in natural resources. Ms. Van Den Akker currently serves as a financial consultant and as director for a number of public companies listed on the Exchange. Ms. Van Den Akker is a graduate of Simon Fraser University where she received a Bachelor of Business Administration

Jay Sujir: Mr. Sujir is a lawyer and Partner in Farris LLP's Mining and Securities groups. He has experience acting for mining and other natural resource companies. Mr. Sujir has served as, and is currently, a director of several junior exploration and mining companies and has experience as an audit committee member of several of these companies. Mr. Sujir holds his LLB and a B.A (Economic and Philosophy) from the University of Victoria.

Jamie Levy: Mr. Levy has experience in public markets and the mining industry. Mr. Levy has held various positions in Canadian listed companies and financial institutions and has served on the audit committee of several companies. Mr. Levy holds a B.A. (Economic) from Concordia University.

Each of the audit committee members has experience in dealing with financial statements, accounting issues, internal controls and other matters relating to public companies as well as experience serving on the audit committee of a public company.

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; or
- (b) 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.

Audit Fees

The following table sets forth the fees paid by the Company and its subsidiaries to Davidson & Company LLP, Chartered Professional Accountants, for services rendered for the financial year ended December 31, 2022 and 2023:

	<u>December 31,</u> <u>2022</u>	<u>December 31,</u> <u>2023</u>
	(\$)	(\$)
Audit fees ⁽¹⁾	101,220	101,220
Audit related fees ⁽²⁾	Nil	Nil
Tax fees ⁽³⁾	Nil	4,850
All other fees ⁽⁴⁾	Nil	Nil
Total	<u>101,220</u>	<u>106,070</u>

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. The services provided include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (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 Policy 58-201 establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company’s practices comply with the guidelines; however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore such guidelines have not been adopted. National Instrument 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the shareholders of the Company. Corporate governance also takes into account the role of the individual members of management appointed by the Board who are charged with the day-to-day management of the Company. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

Composition of the Board

The Board facilitates its exercise of independent supervision over management by ensuring that the Board is composed of a majority of independent directors. Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. The Board has six directors, four of whom are considered to be independent. Messrs. Levy, Trotman, Sujir and Ms. Van Den Akker are considered to be independent directors for the purposes of NI 58-101. Mr. Flood is not considered to be independent due to his relationship to the Company as a senior officer and Mr. Yamato is not considered to be independent due to his relationship as an employee of Sumitomo Metal Mining Co. Ltd, the parent company of Sumitomo Metal Mining Canada Ltd., which holds 10% of the Company’s common shares and, among other things, the right to nominate a director of the Company pursuant to an investor rights agreement dated November 3, 2021 between the Company and Sumitomo Metal Mining Canada Ltd.

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

Mandate of the Board

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company’s business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company’s internal control and management information systems.

The Board sets long term goals and objectives for the Company and formulates the plans and strategies necessary to achieve those objectives and to supervise senior management in their implementation. The Board delegates the responsibility for managing the day-to-day affairs of the Company to senior management but retains a supervisory role in respect of, and ultimate responsibility for, all matters relating to the Company and its business. The Board is responsible for protecting shareholders' interests and ensuring that the incentives of the shareholders and of management are aligned.

As part of its ongoing review of business operations, the Board reviews, as frequently as required, the principal risks inherent in the Company's business including financial risks, through periodic reports from management of such risks, and assesses the systems established to manage those risks. Directly and through the Audit Committee, the Board also assesses the integrity of internal control over financial reporting and management information systems.

In addition to those matters that must, by law, be approved by the Board, the Board is required to approve any material dispositions, acquisitions and investments outside the ordinary course of business, long-term strategy, and organizational development plans. Management of the Company is authorized to act without board approval, on all ordinary course matters relating to the Company's business.

The Board also monitors the Company's compliance with timely disclosure obligations and reviews material disclosure documents prior to distribution. The Board is responsible for selecting the President and appointing senior management and for monitoring their performance.

Directorships

The following is a list of each director of the Company who is also a director of other reporting issuers (or equivalent) in a Canadian or foreign jurisdiction as of the date of this information circular:

Name of director	Other reporting issuer
Zachary Flood	N/A
Jamie Levy	Generation Mining Limited (TSX) Conquest Resources Ltd. (TSX-V) Montero Mining & Exploration Ltd. (TSX-V) Moon River Capital Ltd. (TSX-V)
Rick Trotman	Barksdale Resources Corp. (TSX-V) Kingfisher Metals Corp. (TSX-V)
Jay Sujir	Audrey Capital Corporation (TSX-V) Baltic I Acquisition Corp. (TSX-V) Collingwood Resources Corp. (TSX-V) EarthLabs Inc. (TSX-V) Golden Lake Exploration Inc. (CSE) Gotham Resource Corp. (TSX-V) Intrepid Metals Corp. (TSX-V) KORE Mining Ltd. (TSX-V) Kraken Energy Corp. (CSE)

	Kutcho Copper Corp. (TSX-V) Libero Copper Corporation (TSX-V) Outcrop Silver and Gold Corporation (TSX-V) Vanadian Energy Corp. (TSX-V) Zacapa Resources Ltd. (TSX-V)
Jessica Van Den Akker	Tristar Gold Inc. (TSX-V) JVR Ventures Inc. (TSX-V) Baltic I Acquisition Corp. (TSX-V)
Yu Yamato	Teck Resources Ltd. (TSX, NYSE)

Position Descriptions

The Board has not developed written position descriptions for the chair or the chair of any board committees or for the CEO. Given the size of the Company's infrastructure and the existence of only a small number of officers, the Board does not feel that it is necessary at this time to formalize position descriptions in order to delineate their respective responsibilities.

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business and industry and on the responsibilities of directors. New directors also receive historical public information about the Company and the mandates of the committees of the Board. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business. In addition, new directors are encouraged to visit and meet with management on a regular basis and to pursue continuing education opportunities where appropriate.

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. Further, the Company's auditor has full and unrestricted access to the Audit Committee at all times to discuss the audit of the Company's financial statements and any related findings as to the integrity of the financial reporting process.

Under applicable corporate legislation, a director is required to act honestly and in good faith with a view to the best interest of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction is a director or officer (or an individual acting in a similar capacity) of a party to the contract or voting on the contract or transaction, unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or

transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid, and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Nomination of Directors

The Board will consider its size each year when it considers the number of directors to recommend to the shareholders of the Company 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 views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current compensation arrangements adequately reflect the responsibilities and risks involved in being an effective director of the Company. As well, the number of options to be granted is determined by the Board as a whole, which allows any independent directors to have input into compensation decisions. The Company has approved the formation of a Corporate Governance and Compensation Committee of which the current members are Jay Sujir, Rick Trotman and Jessica Van Den Akker.

Assessments

The Board annually reviews its own performance and effectiveness as well as the effectiveness and performance of its committees. Effectiveness is subjectively measured by comparing actual corporate results with stated objectives. The contributions of individual directors are informally monitored by other Board members, bearing to mind the business strengths of the individual and the purpose of originally nominating the individual to the Board.

The Board monitors the adequacy of information given to directors, communication between the Board and Management and the strategic direction and processes of the Board and its committees.

The Board believes its corporate governance practices are appropriate and effective for the Company, given its size and operations. The Company's corporate governance practices allow the Company to operate efficiently, with checks and balances that control and monitor Management and corporate functions without excessive administration burden.

Other Board Committees

At the present time, in addition to the Audit Committee and the Corporate Governance and Compensation Committee, each as described above, the only other standing committee of the Board is the Environmental Social Governance Committee (the "ESG Committee"). The ESG Committee's mandate is to ensure that management develops and monitors standards for ensuring a safe, healthy work environment and sustainable development, encompassing both environmental matters and community relations with all stakeholders. The ESG Committee's function is one of oversight. The ESG Committee is currently comprised of Zachary Flood, Jessica Van Den Akker and Rick Trotman, the majority of whom are independent directors of the Company, and governed by an ESG Committee Charter.

The written charter of the Audit Committee, as required by NI 52-110, is contained in Schedule "A" to this Circular, the charter for the Corporate Governance and Compensation Committee is and the charter for the ESG Committee are available on the Company's website at www.kenorlandminerals.com.

PARTICULARS OF MATTERS TO BE ACTED UPON

Approval of Amendments to Share Incentive Plan

Current Share Incentive Plan

At the Company's last shareholder meeting held September 22, 2023, the Shareholders ratified a Share Incentive Plan (the "**Share Incentive Plan**") under which the Directors were authorized to grant options ("**Options**"), restricted share units ("**RSUs**"), performance share units ("**PSUs**" and together with the RSUs, "**Share Units**") and deferred share units ("**DSUs**" and together with the Options and Share Units "**Awards**"). The purpose of the Share Incentive Plan is to advance the interests of the Company and its affiliates by: (a) attracting, rewarding and retaining highly competent persons as directors, officers, employees and consultants of the Company; (b) providing additional incentives to such persons by aligning their interests with those of the Shareholders; and (c) promoting the success of the Company's business.

See "*Executive Compensation – Share Incentive Plan*" for further details concerning the Incentive Plan.

Proposed Amendments to Share Incentive Plan

The Board proposes to amend the Incentive Plan to incorporate the changes described below. The proposed amendments to the current Share Incentive Plan are subject to approval by the disinterested shareholders at the Meeting and by the Exchange.

At the Meeting, disinterested Shareholders will be asked to consider and, if deemed advisable, amend the current Share Incentive Plan to increase the maximum number of Common Shares in respect of which Awards may be outstanding under the Share Incentive Plan at 15,045,158, which together with the Common Shares reserved under the Share Incentive Plan is approximately 20% of the total number of Common Shares issued and outstanding as at the Record Date.

The full text of the Share Incentive Plan, which incorporates the proposed amendments set forth above is available for review by any Shareholder up until the day preceding the Meeting at the Company's registered and records offices at 2080 – 777 Hornby Street, Vancouver, British Columbia. Shareholders are urged to review the Incentive Plan in its entirety.

Shareholder Approval

At the Meeting, the disinterested shareholders of the Company will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Share Incentive Plan Resolution**") confirming and approving the amendments to the Incentive Plan. The text of the Share Incentive Plan Resolution is as follows:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION OF DISINTERESTED SHAREHOLDERS THAT:

1. the amendments to the Incentive Plan are hereby confirmed and approved;
2. the maximum number of Shares reserved for issuance, in the aggregate, pursuant to the exercise of Awards (as defined in the omnibus share incentive plan) granted under the Incentive Plan shall be equal to 15,045,158; and
3. any one officer or any one director of the Company be, and each of them hereby is, authorized and empowered, acting for, in the name of and on behalf of the Company, to execute or to cause to be executed, under the seal of the Company or otherwise, and to deliver or to cause to be delivered, all such agreements, instruments, certificates, undertakings and other documents, and to do or to cause to be done all such other acts and things, as any one of them shall consider necessary or desirable to give effect to the intent of this resolution."

In the absence of contrary instructions, the Management nominees named as proxyholders in the enclosed Proxy Instrument intend to vote FOR the Incentive Plan Resolution. The Incentive Plan Resolution must be approved by the affirmative vote of at least a majority of the disinterested votes cast by Shareholders present in person or represented by proxy at the Meeting.

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 audited annual financial statements for the year ended December 31, 2023, which is available on the Company's SEDAR profile at www.sedar.com. Additional financial information concerning the Company may be obtained by any securityholder of the Company free of charge by contacting the Company at 604-568-6005.

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 23rd day of August 2024.

ON BEHALF OF THE BOARD

(signed) "*Zachary Flood*"

Zachary Flood
President, CEO and Director

KENORLAND MINERALS LTD.

Schedule "A" Audit Committee Charter

1.0 Purpose of the Committee

1.1 The Audit Committee represents the Board in discharging its responsibility relating to the accounting, reporting and financial practices of the Company and its subsidiaries, and has general responsibility for oversight of internal controls, accounting and auditing activities and legal compliance of the Company and its subsidiaries.

2.0 Members of the Committee

2.1 The Audit Committee shall consist of no less than three Directors a majority of whom shall be "independent" as defined under NI 52-110, while the Company is in the developmental stage of its business. The members of the Committee shall be selected annually by the Board and shall serve at the pleasure of the Board.

2.2 At least one Member of the Audit Committee must be "financially literate" as defined under NI 52-110, having sufficient accounting or related financial management expertise to read and understand a set of financial statements, including the related notes, that present a breadth and level of complexity of the 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.

3.0 Meeting Requirements

3.1 The Audit Committee will, where possible, meet on a regular basis at least once every quarter, and will hold special meetings as it deems necessary or appropriate in its judgment. Meetings may be held in person or telephonically and shall be at such times and places as the Audit Committee determines. Without meeting, the Audit Committee may act by unanimous written consent of all members which shall constitute a meeting for the purposes of this charter.

3.2 A majority of the members of the Audit Committee shall constitute a quorum.

4.0 Duties and Responsibilities

4.1 The Audit Committee's function is one of oversight only and shall not relieve the Company's management of its responsibilities for preparing financial statements which accurately and fairly present the Company's financial results and conditions or the responsibilities of the external auditors relating to the audit or review of financial statements. Specifically, the Audit Committee will:

- (a) have the authority with respect to the appointment, retention or discharge of the independent public accountants as auditors of the Company (the "auditors") who perform the annual audit in accordance with applicable securities laws, and who shall be ultimately accountable to the Board through the Audit Committee;
- (b) review with the auditors the scope of the audit and the results of the annual audit examination by the auditors, including any reports of the auditors prepared in connection with the annual audit;
- (c) review information, including written statements from the auditors, concerning any relationships between the auditors and the Company or any other relationships that may adversely affect the independence of the auditors and assess the independence of the auditors;

- (d) review and discuss with management and the auditors the Company's audited financial statements and accompanying MD&A, including a discussion with the auditors of their judgments as to the quality of the Company's accounting principles and report on them to the Board;
- (e) review and discuss with management the Company's interim financial statements and interim MD&A and report on them to the Board;
- (f) pre-approve all auditing services and non-audit services provided to the Company by the auditors to the extent and in the manner required by applicable law or regulation. In no circumstances shall the auditors provide any non-audit services to the Company that are prohibited by applicable law or regulation;
- (g) evaluate the external auditor's performance for the preceding fiscal year, reviewing their fees and making recommendations to the Board;
- (h) periodically review the adequacy of the Company's internal controls and ensure that such internal controls are effective;
- (i) review changes in the accounting policies of the Company and accounting and financial reporting proposals that are provided by the auditors that may have a significant impact on the Company's financial reports, and report on them to the Board;
- (j) oversee and annually review the Company's Code of Business Conduct and Ethics;
- (k) approve material contracts where the Board of Directors determines that it has a conflict;
- (l) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding the audit or other accounting matters;
- (m) where unanimously considered necessary by the Audit Committee, engage independent counsel and/or other advisors at the Company's expense to advise on material issues affecting the Company which the Audit Committee considers are not appropriate for the full Board;
- (n) satisfy itself that management has put into place procedures that facilitate compliance with the provisions of applicable securities laws and regulation relating to insider trading, continuous disclosure and financial reporting;
- (o) review and monitor all related party transactions which may be entered into by the Company;
and
- (p) periodically review the adequacy of its charter and recommending any changes thereto to the Board.

5.0 Miscellaneous

5.1 Nothing contained in this Charter is intended to extend applicable standards of liability under statutory or regulatory requirements for the directors of the Company or members of the Audit Committee. The purposes and responsibilities outlined in this Charter are meant to serve as guidelines rather than as inflexible rules and the Audit Committee is encouraged to adopt such additional procedures and standards as it deems necessary from time to time to fulfill its responsibilities.

