

ANNUAL GENERAL MEETING OF SHAREHOLDERS

TO BE HELD ON FEBRUARY 26, 2026

**NOTICE OF MEETING AND
MANAGEMENT PROXY AND INFORMATION CIRCULAR**

TO BE HELD AT:

6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6

at 11:00 a.m. (Vancouver Time)

Dated: January 22, 2026

THIS NOTICE OF MEETING AND MANAGEMENT INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION BY THE MANAGEMENT OF GOLDEN GOOSE RESOURCES CORP. OF PROXIES TO BE VOTED AT THE ANNUAL GENERAL MEETING OF SHAREHOLDERS OF GOLDEN GOOSE RESOURCES CORP. TO BE HELD ON FEBRUARY 26, 2026

GOLDEN GOOSE RESOURCES CORP.

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON FEBRUARY 26, 2026**

NOTICE IS HEREBY GIVEN THAT AN ANNUAL GENERAL MEETING (the “**Meeting**”) of holders (“**Shareholders**”) of common shares (“**Common Shares**”) of Golden Goose Resources Corp. (the “**Company**”) will be held at the offices of GOLDEN GOOSE RESOURCES CORP. 6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6 at 11:00 a.m. (Vancouver Time), on February 26, 2026 for the following purposes:

1. to receive and consider the audited financial statements of the Company for the financial year ended February 28, 2025, and the report of the auditor thereon;
2. to fix the number of directors of the Company to be elected at the Meeting at five (5);
3. to elect directors for the ensuing year as described in the management information circular (the “**Circular**”) accompanying this notice of meeting (“**Notice**”);
4. to appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants., as the auditors of the Company for the ensuing year at a remuneration to be fixed by the board of directors of the Company;
5. to consider and, if thought fit, to pass an ordinary resolution to approve the Company’s 10% rolling Stock Option Plan, as more fully set forth in the Circular accompanying this Notice, and
6. to transact such other business as may be properly brought before the Meeting or any adjournment thereof.

The board of directors of the Company has fixed the record date for the Meeting at the close of business on January 22, 2026 (the “**Record Date**”). Only Shareholders of record as at the Record Date are entitled to receive notice of the Meeting. Shareholders of record will be entitled to vote those Common Shares owned as at the Record Date, unless any such Shareholder transfers such Shareholder’s Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not later than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such Common Shares at the Meeting.

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

In order to permit Shareholders and proxyholders to listen to the Meeting in real time, without having to attend in person, a conference call of the Meeting will be available as follows:

Conference call:

- Participation — North America Toll-Free: +1 778-655-9419, 846869346#

Shareholders will not be able to vote through the conference call; however, there will be a question and answer session following the termination of the formal business of the Meeting during which Shareholders attending the conference call can ask questions.

WE STRONGLY ENCOURAGE ALL SHAREHOLDERS TO VOTE ELECTRONICALLY BY PROXY RATHER THAN ATTENDING THE MEETING IN PERSON.

DATED this 22nd day of January, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(signed) “Dustin Nanos”

Dustin Nanos
Chief Executive Officer, President and Director

IMPORTANT

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Odyssey Trust Company ("Odyssey") by mail or hand delivery at Odyssey Trust Company, Trader's Bank Building, 1100, 67 Yonge Street, Toronto ON M5E 1J8; or by fax to 1-800-517-4553;
- (ii) using the internet through the website of Odyssey at <https://vote.odysseytrust.com>;
- (iii) Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's proxy control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays, and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used; provided that, if the Meeting is adjourned or postponed, the proxy must be received not later than 48 hours (excluding Saturdays, Sundays, and holidays) before the reconvened Meeting (or any adjournment thereof) at which the proxy is to be used.

CAUTIONARY STATEMENT REGARDING FORWARD-LOOKING STATEMENTS

The Circular includes certain statements and information that constitute “forward-looking statements”, and “forward-looking information” under applicable securities laws (“forward-looking statements” and “forward-looking information” are collectively referred to herein as “**forward-looking statements**”, unless otherwise stated). Forward-looking statements appear in a number of places in the Circular and include statements and information regarding the intent, beliefs or current expectations of the Company’s officers and directors. Such forward-looking statements involve known and unknown risks and uncertainties that may cause the Company’s actual results, performance or achievements to be materially different from any future results, performance or achievements expressed or implied by such forward-looking statements. When used in the Circular, words such as “believe”, “anticipate”, “estimate”, “project”, “intend”, “expect”, “may”, “will”, “plan”, “should”, “would”, “contemplate”, “possible”, “attempts”, “seeks” and similar expressions, are intended to identify these forward-looking statements. Forward-looking statements may relate to the Company’s future outlook and anticipated events or results and may include statements regarding the Company’s future business strategy, plans and objectives. The Company has based these forward-looking statements largely on its current expectations and projections about future events. These forward-looking statements were derived utilizing numerous assumptions, and while the Company considers these assumptions to be reasonable, based on information currently available, such assumptions may prove to be incorrect. Accordingly, you are cautioned to not put undue reliance on these forward-looking statements. Forward-looking statements should not be read as a guarantee of future events or results.

Forward-looking statements speak only as of the date such statements are made. Except as required by applicable law, the Company assumes no obligation to update or to publicly announce the results of any change to any forward-looking statement contained herein to reflect actual results, future events or developments, changes in assumptions or changes in other factors affecting the forward-looking statements. If the Company updates any one or more forward-looking statements, no inference should be drawn that it will make additional updates with respect to those or other forward-looking statements. You should not place undue importance on forward-looking statements and should not rely upon these statements as of any other date. All forward-looking statements contained in the Circular are expressly qualified in their entirety by this cautionary statement.

GOLDEN GOOSE RESOURCES CORP.

MANAGEMENT INFORMATION CIRCULAR

THIS MANAGEMENT INFORMATION CIRCULAR (“CIRCULAR”) IS PROVIDED IN CONNECTION WITH THE SOLICITATION BY MANAGEMENT OF GOLDEN GOOSE RESOURCES CORP. (the “Company”) of proxies from the holders (“Shareholders”) of common shares (“Common Shares”) for the meeting of the Shareholders of the Company (the “Meeting”) to be held on February 26, 2026 at 11:00 a.m. (Vancouver time) at the offices of the GOLDEN GOOSE RESOURCES CORP., 6th Floor, 905 West Pender Street, Vancouver, British Columbia, V6C 1L6, or at any adjournment thereof for the purposes set out in the notice of meeting (“Notice of Meeting”) accompanying this Circular. The information contained in this Circular is given as of January 22, 2026 (the “Effective Date”), unless otherwise stated.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone, facsimile, electronic transmission or other proxy solicitation services. The solicitation is made by and on behalf of the management of the Company, and the costs of solicitation will be borne by the Company. In accordance with National Instrument 54-101 — *Communication with Beneficial Owners of Securities of a Reporting Issuer*, arrangements have been made with brokerage houses and other intermediaries, clearing agencies, custodians, nominees and fiduciaries to forward solicitation materials to Beneficial Shareholders (as defined below) held of record by such persons and the Company may reimburse such persons for reasonable fees and disbursements incurred by them in doing so.

As of the date of this Circular, no director of the Company has informed management in writing that he or she intends to oppose any action intended to be taken by management at the Meeting.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named (the “Management Designees”) in the enclosed instrument of proxy (“Instrument of Proxy”) have been selected by the board of directors of the Company (the “Board”) and have indicated their willingness to represent as proxy the Shareholder who appoints them. A Shareholder has the right to designate a person (whom need not be a Shareholder) other than the Management Designees to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the Instrument of Proxy the name of the person to be designated and by striking out the names of the Management Designees, or by completing another proper form of proxy and delivering the same to the transfer agent of the Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee’s consent to act as proxy and should provide instructions on how the Shareholder’s shares are to be voted. The nominee should bring personal identification with him to the Meeting. In any case, the form of proxy should be dated and executed by the Shareholder or an attorney authorized in writing, with proof of such authorization attached (where an attorney executed the proxy form). In addition, a proxy may be revoked by a Shareholder personally attending at the Meeting and voting his shares.

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Odyssey Trust Company (“Odyssey”) by mail or hand delivery at Odyssey Trust Company, Trader’s Bank Building, 1100, 67 Yonge Street, Toronto ON M5E 1J8; or by fax to 1-800-517-4553;
- (ii) using the internet through the website of Odyssey at <https://vote.odysseytrust.com>;
- (iii) Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder’s proxy control number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays, and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. In this case, proxies must be received by 11:00 a.m. (Vancouver time), February 24, 2026.

A Shareholder who has given a proxy may revoke it as to any matter upon which a vote has not already been cast pursuant to the authority conferred by the proxy. In addition to revocation in any other manner permitted by law, a proxy may be revoked by depositing an instrument in writing executed by the Shareholder or by his authorized attorney in writing, or, if the Shareholder is a Company, executed by a duly authorized signing officer, at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof at which the

proxy is to be used, or by depositing the instrument in writing with the Chairman of such Meeting on the day of the Meeting, or any adjournment thereof. In addition, a proxy may be revoked by the Shareholder personally attending the Meeting and voting their shares.

ADVICE TO BENEFICIAL SHAREHOLDERS

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 in this Circular 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, 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 The Canadian Depository for Securities, which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) 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 Shareholders’ 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 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, Corp (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders and asks Beneficial Shareholders to return the forms 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 voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms 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.**

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. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder, should enter their own names in the blank space on the form of proxy provided to them and return the same to their broker (or the broker’s agent) in accordance with the instructions provided by such broker.**

The Company will be delivering proxy-related materials to non-objecting beneficial owners of the Common Shares directly with the assistance of Broadridge. The Company is sending proxy-related materials to non-objecting beneficial owners of the Common Shares directly under NI 54-101 with the assistance of Broadridge. The Company does not intend to pay for intermediaries to forward to objecting beneficial owners under NI 54-101 the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary.

The Company is not sending proxy-related materials to registered holders or beneficial owners using notice-and-access.

All references to Shareholders in this Circular and the accompanying Instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

VOTING OF PROXIES

Each Shareholder may instruct his proxy how to vote his Common Shares by completing the blanks on the Instrument of Proxy. All Common Shares represented at the Meeting by properly executed proxies will be voted or withheld from voting (including the voting on any ballot), and where a choice with respect to any matter to be acted upon has been specified in the Instrument of Proxy, the Common Shares represented by the proxy will be voted in accordance with such specification.

In the absence of any such specification as to voting on the Instrument of Proxy, the Management Designees, if named as proxy, will vote in favour of the matters set out therein. In the absence of any specification as to voting on any other form of proxy, the Common Shares represented by such form of proxy will be voted in favour of the matters set out therein.

The enclosed Instrument of Proxy confers discretionary authority upon the Management Designees, or other persons named as proxy, with respect to amendments to or variations of matters identified in the Notice of Meeting and any other matters which may properly come before the Meeting. As of the date hereof, the Company is not aware of any amendments to, variations of or other matters that may come before the Meeting. In the event that other matters come before the Meeting, the Management Designees intend to vote in accordance with the judgment of management of the Company.

QUORUM

The Articles of the Company provide that a quorum of Shareholders is present at a meeting of Shareholders of the Company if at least two (2) persons are present in person or by proxy, each of whom is entitled to vote at the meeting, and who holds or represents by proxy not less than 5% of the shares entitled to vote at the meeting.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Share. As at the Effective Date, which is January 22, 2026, the Company has 63,556,322 Common Shares issued and outstanding. The Common Shares are the only shares entitled to be voted at the Meeting, and holders of Common Shares are entitled to one vote for each Common Share held. There are no other voting securities of the Company outstanding as at the Effective Date.

Holders of Common Shares of record at the close of business on January 22, 2026 (the “**Record Date**”) are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held except to the extent that, (a) the holder has transferred the ownership of any of the holder’s Common Shares after the Record Date, and (b) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares, and demands not later than ten days before the day of the Meeting that his or her name be included in the list of persons entitled to vote at the Meeting, in which case the transferee will be entitled to vote such Common Shares at the Meeting.

To the knowledge of the Board and the executive officers of the Company, as at the Effective Date, no person or company beneficially owns, directly or indirectly, or controls or directs, voting securities carrying 10% or more of the voting rights attached to any class of voting securities of the Company.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Executive Compensation disclosure is provided in accordance with Form 51-102F6V – Statement of Executive Compensation - Venture Issuers.

The Company’s executive compensation objectives and processes and decisions relating to its Named Executive Officers (as defined below) are administered by the Board.

The Board administers all decisions in respect of the compensation matters relating to the Company’s executive officers, employees and directors, including the “Named Executive Officers” who are identified under the section “*Named Executive Officers*” and in the “*Summary Compensation Table of NEOs*”, below.

The Board establishes compensation policies and guidelines for supervisory management and personnel, corporate benefits, bonuses and other incentives, reviewing and approving corporate goals and objectives relevant to Chief Executive Officer compensation; officer and director compensation (other than the Chief Executive Officer); the review of executive compensation disclosure; succession plans for officers and for key employees; and material changes and trends in human resources policy, procedure, compensation and benefits, and, in particular, determines Named Executive Officer and director compensation and how and when it is determined, as contemplated by Section 2.6 of Form 51-102F6V.

Named Executive Officers

For the purposes of this Circular, “Named Executive Officer” or “NEO” has the meaning set out in Form 51-102F6V. Accordingly, the Company’s NEOs include (a) the individual who served as chief executive officer of the Company during any part of the most recently completed financial year, (b) the individual who served as chief financial officer of the Company during any part of the most recently completed financial year, and (c) any other individual who meets the definition of NEO in Form 51-102F6V.

For the financial year ended February 28, 2025, the NEOs of the Company were Dustin Nanos (Chief Executive Officer), Christina Blacker (Chief Financial Officer), and Grant Smith.

Elements of Compensation

The Company’s executive compensation program includes the option for base salary, annual cash bonuses and long-term share-based incentives comprised of Options awards. A significant portion of executive compensation is provided in variable performance-based compensation through the grant of “compensation securities” (as defined in Form 51-102F6V) under the Company’s equity compensation arrangements.

	Component	Form	Objective	Performance Period
Fixed compensation	<i>Salary</i>	Monthly cash	Compensate based on job requirements, market factors, experience and execution of responsibilities	One year
Variable Compensation	<i>Incentive Plan</i>	Stock options	Align compensation with long-term corporate performance and Shareholder interests	Board’s discretion

Each component of the executive compensation program has a separate objective, and together they offer a balanced approach. Base salary provides secure fixed compensation necessary to attract and retain executive talent. The incentive plan encourages Shareholder value creation over a longer horizon. The design or value of one element of the compensation program would not be altered without considering the impact on: each of the other elements, total compensation, and the proportion of fixed and at-risk pay.

Salary

The objective of base salary compensation is to reward and retain Named Executive Officers. In setting base salaries, consideration is given to such factors as level of responsibility, experience, expertise and the amount of time devoted to the affairs of the Company. Subjective factors such as leadership, commitment and attitude are also considered. Base salaries are intended to be market-competitive in order to attract and retain talent. This is the only element of the Company’s executive compensation plan that is not considered to be at-risk. Salaries are reviewed each year for market competitiveness.

Equity Incentive Plans

Incentives comprise a significant portion of pay for named executives. This weighting aligns with the Shareholder experience by deferring compensation over time and rewarding the pursuit of long-term strategic objectives that contribute to sustained enhancement of Shareholder value.

All long-term incentive compensation is in the form of Options granted under the Company's current stock option plan ("**Stock Option Plan**"). This form of compensation encourages a proprietary interest in the Company which further aligns management with interests of Shareholders. Long-term incentive grants are typically awarded once per year.

As used in this Circular, "**Share Based Compensation**" has the meaning ascribed to "security based compensation" in Policy 4.4 — *Security Based Compensation* of the CSE, as amended from time to time. Options meet the definition of Share Based Compensation because they involve the issuance or potential issuance of Common Shares from treasury.

The Board believes this established policy of granting Share Based Compensation (Options) meets the Company's business objectives provided the total number of Share Based Compensation outstanding at any time is limited to a maximum of 10% of the Company's issued and outstanding Common Shares. In no event shall the number of outstanding Share Based Compensation (Options) exceed 10% of the issued and outstanding Common Shares.

Stock Options

The Company has adopted an amended and restated stock option plan (the "**Amended Stock Option Plan**"), which was approved by the board of directors of the Company on January 22, 2026.

The Amended Stock Option Plan is a "rolling" 10% plan, pursuant to which the aggregate number of Common Shares reserved for issuance under the Amended Stock Option Plan (together with all Common Shares reserved for issuance under any other security-based compensation arrangements of the Company) will not exceed 10% of the issued and outstanding Common Shares of the Company on a non-diluted basis as constituted on the applicable grant date, subject to adjustment in accordance with the Amended Stock Option Plan and applicable Exchange policies.

Options are variable, equity-based compensation that rewards employees for creating long-term Shareholder value. They are granted in the form of options to purchase Common Shares which vest on terms determined by the Board at the time of granting. The realizable value is based on the increase in share price over the market price at the time of grant.

The Company adopted the Stock Option Plan to remain competitive in the industry, and the granting of reasonable levels of share-based incentive awards is used as part of the Company's overall compensation package. These share-based incentive awards provide an incentive for all of the Company's service providers to ensure they are striving to maximize Shareholder value. The Board believes this established policy of awarding Share Based Compensation meets the Company's business objectives provided the total number of Share Based Compensation outstanding at any time is limited to a maximum of 10% of the Company's outstanding Common Shares.

The Amended Stock Option Plan is described under "*Particulars of Matters to be Acted Upon – Approval of Rolling Stock Option Plan*" and "*Securities Authorized for Issuance Under Equity Compensation Plans*". The disclosure in this "Executive Compensation" section is intended to describe how equity incentives form part of the Company's overall compensation strategy, and should be read together with the Amended Stock Option Plan disclosure elsewhere in this Circular.

Summary Compensation Table

The following table sets forth all annual and long term compensation for the three most recently completed financial years for services in all capacities to the Company and its subsidiaries, if any, in respect of individual(s) who were acting as, or were acting in a capacity similar to, a chief executive officer or chief financial officer and the three most highly compensated individuals whose total compensation exceeded \$150,000 per annum (the "**Named Executive Officers**").

Name and Principal Position	Year Ended Feb 28	Salary (\$)	Share-Based Awards (\$) ⁽¹⁾	Option-Based Awards (\$) ⁽²⁾	Non-Equity Incentive Plan Compensation (\$)		Pension Value (\$)	All Other Compensation(\$)	Total Compensation(\$)
					Annual Incentive Plans ⁽³⁾	Long-Term Incentive Plans			
Dustin Nanos Chief Executive Officer	2025	\$96,000	n/a	Nil	n/a	n/a	n/a	Nil	\$96,000
	2024	\$96,000	n/a	\$882,000	n/a	n/a	n/a	Nil	\$978,000
Christina Blacker Chief Financial Officer	2025	\$24,142	n/a	Nil	n/a	n/a	n/a	Nil	\$24,142
	2024	\$30,000	n/a	Nil	n/a	n/a	n/a	Nil	\$30,000
Grant T. Smith Chief Financial Officer	2025	\$23,800	n/a	\$40,000	n/a	n/a	n/a	Nil	\$63,800
	2024	n/a	n/a	Nil	n/a	n/a	n/a	Nil	n/a
Sarah Busk Chief Financial Officer	2025	n/a	n/a	Nil	n/a	n/a	n/a	Nil	n/a

Notes:

- (1) **“Share-Based Award”** means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) **“Option-Based Award”** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features. The Company follows the fair value method of accounting for all stock-based compensation arrangements. The values reported represent an estimate of the grant date fair value of the Options calculated in accordance with the Black-Scholes option pricing model. Please see the audited annual financial statements of the Company for the year ended February 28th, 2025 for details regarding the assumptions underlying these Black-Scholes estimates. The Black-Scholes model is a pricing model that may or may not reflect the actual value of the Options. The Black-Scholes methodology was selected in order to maintain consistency with the Company’s prior practice and because it is widely used by Canadian public companies for estimated option-based compensation.
- (3) Receives no additional compensation for his role as director of the Company.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Named Executive Officer of the Company as of the most recent financial year end (February 28, 2025), including awards granted before the most recently completed financial year.

Name and Title	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Option (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Dustin Nanos Chief Executive Officer	2,000,000	\$0.15	March 10, 2028	\$882,000	n/a	n/a	n/a
Christina Blacker Chief Financial Officer	n/a	n/a	n/a	Nil	n/a	n/a	n/a

Grant T. Smith Chief Financial Officer	400,000	\$0.15	October 17, 2029	\$40,000	n/a	n/a	n/a
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None of the awards have been transferred at other than fair market value.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year for each Named Executive Officer.

Name and Title	Option-Based Awards - Value vested during the year (\$)	Share-Based Awards - Value vested during the year (\$)	Non-Equity Incentive Plan Compensation - Value earned during the year (\$)
Dustin Nanos Chief Executive Officer	Nil	n/a	n/a
Christina Blacker Chief Financial Officer	Nil	n/a	n/a
Grant T. Smith Chief Financial Officer	Nil	n/a	n/a

Exercise of Compensation Securities by Directors and NEOs

During the most recently completed financial year, the Company did not have any exercise of compensation securities by directors or NEOs required to be disclosed under Form 51-102F6V.

Pension Plan Benefits

The Company does not have in place any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

Termination and Change of Control Benefits

The Company does not have in place any contract, agreement, plan or arrangement that provides for payments or benefits to the 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 NEOs responsibilities.

DIRECTOR COMPENSATION

The Company currently has five directors.

Members of the Board of Directors are not paid any compensation in their capacity as directors of the Company or its subsidiaries, in their capacity as members of a committee of the Board or of a committee of the board of directors of its subsidiaries, or as consultants or experts. Directors are granted Options pursuant to the Amended Stock Option Plan from time to time.

Director Compensation Table

The following table sets forth all compensation provided to directors who are not also Named Executive Officers (the “**Outside Directors**”) of the Company for the financial year ended February 28, 2025.

Name	Fees Earned (\$)	Share-Based Awards (\$)⁽¹⁾	Option-Based Awards (\$)⁽²⁾	Non-Equity Incentive Plan Compensation (\$)	Pension Value (\$)	All Other Compensation (\$)	Total (\$)
Michelle DeCecco	Nil	n/a	\$22,000	Nil	Nil	Nil	\$22,000
Ken Booth	Nil	n/a	Nil	Nil	Nil	Nil	Nil

Richard Rosner	Nil	n/a	Nil	Nil	Nil	Nil	Nil
Troy Baker	Nil	n/a	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) **“Share-Based Award”** means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units and stock.
- (2) **“Option-Based Award”** means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights and similar instruments that have option-like features.

Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth details of all awards outstanding for each Outside Director of the Company as of the most recent financial year end (February 28, 2025), including awards granted before the most recently completed financial year.

Name	Option-Based Awards				Share-Based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised in-the-money Option (\$)	Number of Shares or Units of Shares that have not vested (#)	Market or Payout Value of Share-Based Awards that have not vested (\$)	Market or Payout Value of Vested Share-Based Awards Not Paid Out or Distributed (\$)
Michelle DeCecco	500,000	\$0.15	October 17, 2029	\$50,000	n/a	n/a	n/a
Ken Booth	500,000	\$0.10	May 5, 2028	\$50,000	n/a	n/a	n/a
Richard Rosner	300,000	\$0.10	May 5, 2028	\$30,000	n/a	n/a	n/a
Troy Baker	Nil	n/a	Nil	Nil	n/a	n/a	n/a

None of the awards disclosed in the table above have been transferred at other than fair market value.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth the value of option-based awards and share-based awards which vested or were earned during the most recently completed financial year (February 28, 2025) for the Outside Directors of the Company.

Name	Option-Based Awards - Value vested during the year (\$)	Share-Based Awards - Value vested during the year (\$)	Non-Equity Incentive Plan Compensation - Value earned during the year (\$)
Michelle DeCecco	\$22,000	n/a	n/a
Ken Booth	n/a	n/a	n/a
Richard Rosner	n/a	n/a	n/a
Troy Baker	n/a	n/a	n/a

Narrative Discussion

For information regarding the Amended Stock Option Plan please see *“Particulars of Matters to be Acted Upon - Approval of Rolling Stock Option Plan”* and *“Securities Authorized for Issuance Under Equity Compensation Plans”*.

Other Compensation

Other than as set forth herein, the Company did not pay any other compensation to executive officers or directors (including personal benefits and securities or properties paid or distributed which compensation was not offered on the same terms to all full-time employees) during the last completed financial year other than benefits and perquisites which did not amount to \$10,000 or greater per individual, except as required to be disclosed under Form 51-102F6V.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The Amended Stock Option Plan reserves for issuance, in the aggregate, a maximum 10% of the Company's issued and outstanding Common Shares from time to time. The Amended Stock Option Plan is a 'rolling' plan which reserves for issuance an aggregate maximum of 10% of the issued and outstanding Common Shares (less the number of Common Shares reserved for issuance under any other Share Based Compensation arrangement of the Company), in each case calculated on a non-diluted basis as constituted on the applicable grant date, and subject to adjustment in accordance with the Amended Stock Option Plan and applicable CSE policies.

As at January 22, 2026, the Company had granted 5,900,000 Stock Options.

The following table sets forth securities of the Company that are authorized for issuance under equity compensation plans as at the end of the Company's most recently completed financial year (February 28, 2025).

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted average exercise price of outstanding options, warrants and rights	Number of securities remaining available for issuance under equity compensation plans (excluding outstanding securities reflected in Column 1)
Equity compensation plans approved by securityholders	5,900,000	\$0.14	455,632
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	5,900,000		

MANAGEMENT CONTRACTS

During the most recently completed financial year, no management functions of the Company were to any substantial degree performed by a person or company other than the directors or executive officers (or private companies controlled by them, either directly or indirectly) of the Company.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee or former director, executive officer or employee of the Company or its subsidiaries nor any of their associates or affiliates, is, or has been at any time since the beginning of the last completed financial year, indebted to the Company or its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company except as disclosed in the audited financial statements.

INTERESTS OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth herein or as previously disclosed, the Company is not aware of any material interests, direct or indirect, by way of beneficial ownership or otherwise, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the

Company’s most recently completed financial year or any proposed or ongoing transaction of the Company which has or will materially affect the Company or any of its subsidiaries.

For greater certainty, this item does not apply to any interest arising from the ownership of securities of the Company where the securityholder receives no extra or special benefit or advantage not shared on a proportionate basis by all holders of the same class of securities.

APPOINTMENT OF AUDITOR

Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, is the auditor of the Company and was first appointed as auditor of the Company effective January 11, 2023. No action is being taken at the Meeting to replace the auditor.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth herein, or as previously disclosed, the Company is not aware of any material interests, direct or indirect, by way of beneficial ownership of securities or otherwise, of each person who has been a director or executive officer of the Company at any time since the beginning of the Company’s most recently completed financial year, each proposed nominee for election as a director of the Company, and each associate or affiliate of any such person, in any matter to be acted upon at the Meeting (other than the election of directors and the appointment of auditors).

Without limiting the generality of the foregoing, directors and executive officers of the Company (and, where applicable, their associates and affiliates) may be considered to have an interest in the approval of the Stock Option Plan because such persons are eligible to participate in the Stock Option Plan and may be granted options thereunder, subject to the terms of the Stock Option Plan and applicable law and CSE policies.

RESTRICTED SECURITIES

The matters to be acted upon at the Meeting do not involve a transaction that would have the effect of converting or subdividing, in whole or in part, existing securities into restricted securities or creating new restricted securities.

AUDIT COMMITTEE

The Audit Committee is a committee of the Board to which the Board delegates its responsibility for oversight of the financial reporting process. The Audit Committee is also responsible for managing, on behalf of the Shareholders, the relationship between the Company and the external auditor.

Pursuant to National Instrument 52-110 — *Audit Committees* (“NI 52-110”) the Company is required to disclose certain information with respect to its Audit Committee, as summarized below.

Audit Committee Terms of Reference

The Company must, pursuant to NI 52-110, have a written charter which sets out the duties and responsibilities of its Audit Committee. The terms of reference of the Audit Committee are attached hereto as Schedule “A”.

Audit Committee Composition

The following are the members of the Audit Committee as at the date hereof:

Ken Booth	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
Michelle DeCecco	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
Richard Rosner	Independent ⁽¹⁾	Financially Literate ⁽¹⁾

Note:

(1) As defined by NI 52-110.

The Board believes the composition of the Audit Committee reflects a high level of financial literacy and expertise.

The Board has determined that each member of the Audit Committee is ‘financially literate’ within the meaning set out in NI 52-110 based on each member’s education and experience, a description of which is set forth below.

Ken Booth, Michelle DeCecco, and Richard Rosner are each considered ‘independent’ under NI 52-110.

Relevant Education and Experience

All of the members of the Audit Committee have been either directly involved in the preparation of the financial statements, filing of quarterly and annual financial statements, dealing with auditors, or as a member of the Audit Committee. All members have the ability to read, analyze and understand the complexities surrounding the issuance of financial statements.

Ken Booth – Mr. Booth has an MBA and more than 40 years of experience in exploration, mining and corporate finance and public company administration. In mining corporate finance, he has worked for two of Canada’s largest investment banks executing numerous equity financings for both junior and senior companies and was involved in a variety of significant mergers and acquisitions. For over 25 years he has served as an officer and director of several public mining exploration companies including serving as an audit and compensation committee member.

Michelle DeCecco – Ms. DeCecco serves as the COO at Lithium Chile and CEO at Kairos Gold Inc, where she leads corporate strategies including acquisitions, joint ventures, and strategic partnerships across the mining industry. With over 20 years of experience in the public mining sector, she has built a career specializing in capital markets, strategic growth, and corporate development, contributing to the advancement and expansion of mining projects in the Oil, Gas and Lithium sectors. In addition to her professional roles, she sits on the boards of several public mining companies and serves as an advisor to private energy firms. Michelle holds an MBA with a specialization in International Business. She is an active member of the Rotary Club for over 10 years, where she has served as a Board, Chaired the Stay in School Program and continues to mentor youth in underserved Calgary communities.

Richard Rosner - Mr. Rosner was a managing partner of Bryan's Fashions Ltd, a 41 store ladies fashion chain across Western Canada from 1990 to 2009, where he oversaw purchasing of all product and leasing of all retail space. From 2009 to 2017, he was president of ILAH Clothing Inc, an importer, distributor and reseller of ladies clothing and accessories. He currently provides consulting services to small business. Mr. Rosner also served on the Board of Directors and Audit Committee of Pursuit Gold Corp.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Audit Committee had adopted specific policies and procedures for the engagement of non-audit services as described in the terms of reference of the Audit Committee attached hereto as Schedule “A” under the heading “External Auditors”.

External Auditor Service Fees

The aggregate fees billed by the Company’s external auditors in each of the last two (2) fiscal years for audit and other fees are as follows:

Financial Year Ending	Audit Fees (\$) ⁽¹⁾	Audit Related Fees (\$) ⁽²⁾	Tax Fees (\$) ⁽³⁾	All Other Fees (\$) ⁽⁴⁾
2025	\$52,634	Nil	Nil	Nil
2024	\$71,208	Nil	Nil	Nil

Notes:

- (1) Audit fees include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit fees include fees for review of tax provisions and for accounting consultations on matters reflected in the

financial statements. Audit fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

- (2) Audit-related fees include services that are traditionally performed by the auditor. These audit-related services 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 fees for all tax services other than those included in audit fees and audit-related fees. This category includes fees for tax compliance, tax planning and tax advice.
- (4) All other fees include fees for products and services provided by the Auditor, other than the services reported above.

CORPORATE GOVERNANCE

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and 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 the Shareholders and contribute to effective and efficient decision making.

Pursuant to National Instrument 58-101 — *Disclosure of Corporate Governance Practices* (“NI 58-101”), the Company is required to disclose its corporate governance practices as summarized below.

Board of Directors

The Board is currently comprised of five directors, Ken Booth, Dustin Nanos, Michelle DeCecco, Richard Rosner and Troy Baker.

Four are independent directors of the Company and have no ongoing interest or relationship with the Company other than their security holdings in the Company and serving as directors.

Dustin Nanos, the President and Chief Executive Officer of the Company, is a member of management and, as a result, is not an independent director. The Board is responsible for determining whether a director is an independent director.

The Company has not appointed a Chairman. The independent directors of the Board are encouraged by the President and Secretary to hold private sessions as such independent directors deem necessary in the circumstances.

National Policy 58-201 — *Corporate Governance Guidelines* suggests that the Board of a public Company should be constituted with a majority of individuals who qualify as “independent” directors. An “independent” director is a director who has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a director’s independent judgement. The Board is comprised of a majority of independent directors.

Directorships

Two of the five directors are currently directors of other issuers that are reporting issuers in a Canadian jurisdiction. Ken Booth is on the board of Lithium Chile Inc. and Angkor Resources Corp. Michelle DeCecco is on the board of Beyond Lithium Inc., Monumental Energy Corp.

Orientation and Continuing Education

New directors are provided with comprehensive information on the Company and its management and will be fully briefed by senior management on the corporate organization and key current issues. Visits to key operations may also be arranged for new directors.

Ongoing training and development of directors consists of similar components, including periodic updates of written corporate information and site visits. Individual directors may engage outside advisors with the authorization of the Board. The Board is responsible for overseeing and implementing continuing education programs to assist directors in maintaining

the skill and knowledge necessary to meet their obligations as directors, to ensure that their knowledge and understanding of the Company's business remains current, and to ensure their knowledge of legal, regulatory and ethical responsibilities remains up to date.

Nomination of Directors

The Company has not established a nominating committee. The Board is currently responsible for proposing new candidates for Board nomination. The Board will select individuals with the desired background and qualifications, taking into account the needs of the Board at the time. A majority of the independent directors on the Board must approve such new candidates to encourage an objective nomination process.

Compensation

The remuneration of the directors and the Chief Executive Officer of the Company will be set and periodically reviewed by the Board. The Board is responsible for reviewing and approving corporate goals and objectives relevant to Chief Executive Officer and director performance and will evaluate performance to determine compensation.

For information regarding how the Board determines the compensation for the Corporation's directors and officers please see "*Executive Compensation*" and "*Director Compensation*".

During fiscal year 2025, no compensation consultant or advisor was retained by the Corporation.

Other Board Committees

The Board of the Company has no committees other than the Audit Committee.

Assessments

The Board assesses its members and its committees with respect to effectiveness and contribution on an ongoing basis. This assessment process is informal. If an individual Board member is unable to contribute due to ability, lack of time or commitment, the individual would either resign or not be nominated for re-election.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Board, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting.

1. Report and Financial Statements

The Board has approved all of the information in the audited financial statements of the Company for the financial year ended February 28, 2025 and the report of the auditor thereon, copies of which are delivered herewith and are also available on www.sedarplus.ca under the Company's SEDAR+ profile. No vote by the Shareholders is required to be taken on the financial statements.

2. Fix Number of Directors to be Elected at the Meeting

Shareholders of the Company will be asked to consider and, if thought appropriate, to approve and adopt an ordinary resolution fixing the number of directors to be elected at the Meeting at five (5). In order to be effective, an ordinary resolution requires the approval of a majority of the votes cast by Shareholders who vote in respect of the resolution.

At the Meeting, it will be proposed that five (5) directors be elected to hold office until the next annual general meeting or until their successors are elected or appointed. **Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote in favour of the ordinary resolution fixing the number of directors to be elected at the Meeting at five (5).**

3. Election of Directors

The following table sets forth the name of each of the persons proposed to be nominated for election as a director, all positions and offices in the Company presently held by such nominee, the nominee’s municipality of residence, principal occupation at the present and during the preceding five years, the period during which the nominee has served as a director, and the number and percentage of Common Shares that the nominee has advised are beneficially owned by the nominee, directly or indirectly, or over which control or direction is exercised, as of the Effective Date.

Unless otherwise directed, it is the intention of the Management Designees, if named as proxy, to vote for the election of the persons named in the following table to the Board. Management does not contemplate that any of such nominees will be unable to serve as directors; however, if for any reason any of the proposed nominees do not stand for election or are unable to serve as such, proxies held by Management Designees will be voted for another nominee in their discretion unless the Shareholder has specified in his form of proxy that his Common Shares are to be withheld from voting in the election of directors; provided that the Company will, to the extent required by applicable securities laws, publicly disclose the identity of any replacement nominee and the circumstances giving rise to the replacement. Each director elected will hold office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the by-laws of the Company or the provisions of the BCBCA to which the Company is subject.

Name, Municipality of Residence, Office and Date Became a Director	Present Occupation and Positions Held During the Last Five Years	Number and Percentage of Common Shares beneficially owned, or controlled or directed, directly or indirectly, as at the Effective Date ⁽¹⁾⁽²⁾
Dustin Nanos – Director, CEO Alberta, Canada May 21, 2024	CEO, Golden Goose Resources Corp. Entrepreneur	8,000,000 (12.587%)
Ken Booth – Director Nova Scotia, Canada October 5, 2020	Self-employed financial consultant. Principal, Highwood Advisory Services Inc., since 1999.	1,207,500 (1.900%)
Michelle DeCecco - Director Alberta, Canada May 21, 2024	Vice President & COO of Lithium Chile Inc.	200,000 (0.315%)
Richard Rosner - Director British Columbia, Canada October 5, 2020	Retail consultant for small and medium businesses and an entrepreneur	700,000 (1.101%)
Troy Baker - Director Alberta, Canada July 2, 2025	Entrepreneur	3,666,666 (5.769%)

Notes:

- (1) Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at the Effective Date, based on information furnished to the Company by the above individuals.
- (2) Assumes a total of 63,556,322 Common Shares issued and outstanding as at the Effective Date.

Cease Trade Orders or Bankruptcies

To the best of the Company’s knowledge, no proposed director is, as at the Effective Date, or has been within the 10 years before the Effective Date, a director or executive officer of any company (including the Company), that:

- (a) was subject to: (i) a cease trade order, (ii) an order similar to a cease trade order, or (iii) an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days (collectively, an “Order”), that was issued while the director or executive officer was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No proposed director, within 10 years before the Effective Date, has been a director or executive officer of any company that, while the proposed director was acting in that capacity, or within a year of the proposed director ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Personal Bankruptcies

No proposed director has, within 10 years before the Effective Date, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such proposed director.

Penalties and Sanctions

To the best of the Company's knowledge, no proposed director has, as at the Effective Date, been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

4. Appointment of Auditor

The Shareholders will be asked to vote for the appointment of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company. **Unless directed otherwise by a proxy holder, or such authority is withheld, the Management Designees, if named as proxy, intend to vote the Common Shares represented by any such proxy in favor of a resolution appointing Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, as auditor of the Company for the next ensuing year**, to hold office until the close of the next annual general meeting of Shareholders or until the firm of Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants is removed from office or resigns as provided by the Company's by-laws, and the Management Designees also intend to vote the Common Shares represented by any such proxy in favor of a resolution authorizing the Board to fix the compensation of the auditor. Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants was appointed auditor of the Company effective January 11, 2023 as a result of an ordinary resolution at the previous Annual General Meeting.

5. Approval of Rolling Stock Option Plan

The Company has adopted the Amended Stock Option Plan on January 22, 2026.

Under the policies of the CSE, the Amended Stock Option Plan must be approved and, if and as required, reconfirmed on a yearly basis by an ordinary resolution of the Shareholders entitled to vote at the Meeting.

The Company's Amended Stock Option Plan is intended to strengthen the alignment of interests between the Company's directors, officers, employees and Shareholders by linking a portion of annual compensation for directors, officers and senior management to the future value of the Company's shares. Under the terms of the Company's existing Amended Stock Option Plan, the Company can grant Options to its executives, directors, officers and employees.

During the year ended February 28, 2025, there were 1,200,000 options granted under the Stock Option Plan.

The following is a summary of the principal provisions of the Amended Stock Option Plan. The summary is qualified in its entirety by the full text of the Amended Stock Option Plan.

1. **Purpose.** The purpose of the Amended Plan is to provide eligible persons with an opportunity to acquire an interest in the Company through the grant of options to purchase Common Shares, thereby aligning the interests of such persons with those of Shareholders.

2. **Eligible Person.** Options may be granted to directors, officers, employees, and consultants of the Company and its subsidiaries (each, an “**Optionee**”), in each case as determined by the Board in accordance with the Amended Plan and applicable CSE requirements.
3. **Plan Limit / Rolling Reserve.** The aggregate number of Common Shares reserved for issuance under the Amended Plan, together with all Common Shares reserved for issuance under any other security-based compensation arrangements of the Company, will not exceed ten percent (10%) of the issued and outstanding Common Shares of the Company (on a non-diluted basis) from time to time, as constituted on the relevant Grant Date (as defined in the Amended Plan), subject to adjustment in accordance with the Amended Plan and applicable CSE requirements.
4. **Option Price and Term.** The exercise price of an option will be not less than the Market Price (as defined in the Amended Plan) of the Common Shares on the Grant Date. The expiry date of an option will be set by the Board at the time of grant and will not be more than five (5) years after the Grant Date, subject to extension mechanics during Company-imposed blackout periods as provided in the Amended Plan.
5. **Vesting.** Unless otherwise determined by the Board at the time of grant, options will vest and become exercisable in full upon grant; provided that options granted to consultants performing Investor Relations Activities (as defined in the Amended Plan) must vest in stages over twelve (12) months with no more than one-quarter (1/4) vesting in any three (3) month period, and any applicable CSE approval requirements will apply.
6. **Termination / Cessation of Eligibility.** The Amended Plan contains detailed provisions governing the treatment of options upon cessation of eligibility (including death or disability; termination for cause; retirement; voluntary resignation or termination other than for cause), including applicable post-cessation exercise windows and cancellation mechanics, and includes an express provision that such treatment is determined without regard to any statutory or contractual notice period or salary in lieu of notice.
7. **Non-Transferability.** Options are not assignable or transferable by an Optionee.
8. **Adjustments.** The Amended Stock Option Plan contains anti-dilution adjustment provisions for share reorganization, special distributions and corporate reorganizations, subject to applicable regulatory approvals.
9. **Change of Control and Take-Over Bid Mechanics.** The Amended Stock Option Plan provides for acceleration of vesting upon a Change of Control (as defined in the Amended Stock Option Plan) and includes take-over bids mechanics (including a tendering facilitation framework and, where applicable, reinstatement/refund mechanics if an offer is not completed or shares tendered are not taken up), subject to applicable regulatory approvals.
10. **Participation Limits / Insider Protections.** The Amended Stock Option Plan includes limits within a one-year period on grants to (a) any one Optionee (5% unless Disinterested Shareholder Approval (as defined in the Amended Stock Option Plan) is obtained), (b) Insiders as a group (10%), (c) any Consultant (2%), and (d) all persons engaged in Invest Relations Activities (2% in the aggregate), in each case calculated on the issued and outstanding Common Shares on a non-diluted basis as constituted on the relevant Grant Date.

Shareholder Approval of the Amended Stock Option Plan

In accordance with the policies of the CSE, Shareholders will be asked to consider and, if thought fit, approve an ordinary resolution (the “**Stock Option Plan Resolution**”) approving the Amended Stock Option Plan as the Company’s rolling Stock Option Plan.

The text of the ordinary resolution to be considered at the Meeting will be substantially as follows. **Unless otherwise directed, it is the intention of the Management Designees to vote proxies in favour of the ordinary resolution.**”

BE IT RESOLVED THAT:

1. the Stock Option Plan of the Company, in substantially the form included in the Management Information Circular dated January 22, 2026 ("**Stock Option Plan**"), which amends, restates and combines the Company's existing stock option plan, be and is hereby ratified, approved and adopted as the Stock Option Plan of the Company;
2. the existing Corporation's existing stock options granted under its existing Stock Option Plan, will be continued under and will be subject to the terms of the Stock Option Plan;
3. the form of the Stock Option Plan may be amended, in the discretion of the board of directors of the Company, in order to satisfy the requirements or requests of any regulatory authorities without requiring further approval of the shareholders of the Company;
4. any one (or more) director or officer of the Company is hereby authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things (whether under corporate seal of the Company or otherwise) that may be necessary or desirable to give effect to this ordinary resolution; and
5. the Company is authorized to reserve and issue Common Shares in the capital of the Company for issuance upon exercise of awards granted pursuant to the Stock Option Plan."

The Board has reviewed the proposed resolution and concluded that it is fair and reasonable to the Shareholders and in the best interests of the Company and recommends that Shareholders vote FOR the Stock Option Plan Resolution.

OTHER BUSINESS

While there is no other business other than that business mentioned in the Notice of Meeting to be presented for action by the Shareholders at the Meeting, **it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment or adjournments thereof, in accordance with the discretion of the persons authorized to act thereunder.**

GENERAL

Unless otherwise directed, it is management's intention to vote proxies in favour of the resolutions set forth herein. All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the holders of Common Shares. No special resolutions are proposed to be considered at the Meeting. All approvals by disinterested Shareholders, if any, require the approval of the Shareholders not affected by, or interested in, the matter to be approved.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Financial information of the Company's most recently completed financial year is provided in the Company's comparative financial statements and management discussion and analysis available on SEDAR+. A Shareholder may contact the Company, Attn: Chief Financial Officer, to obtain a copy of the Company's most recent financial statements and management discussion and analysis.

BOARD APPROVAL

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

DATED this 22nd day of January, 2026.

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the audit committee (the "**Committee**") is to assist the Company's Board of Directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting and the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors; and
- provide an open avenue of communication among the Company's auditors, financial and senior management and the Board of Directors.

Composition

The Committee shall be comprised of a minimum three directors as determined by the Board of Directors. If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all of the members of the Committee shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

If the Company ceases to be a "venture issuer" (as that term is defined in National Instrument 51-102), then all members of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Company's Audit Committee Charter, the definition of "financially literate" is 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 presumably be expected to be raised by the Company's financial statements.

The members of the Committee shall be elected by the Board of Directors at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board of Directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- review and update this Audit Committee Charter annually; and

- review the Company's financial statements, MD&A, and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- review annually, the performance of the external auditors who shall be ultimately accountable to the Company's Board of Directors and the Committee as representatives of the shareholders of the Company;
- obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1;
- review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors;
- take, or recommend that the Company's full Board of Directors take appropriate action to oversee the independence of the external auditors, including the resolution of disagreements between management and the external auditor regarding financial reporting;
- recommend to the Company's Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
- recommend to the Company's Board of Directors the compensation to be paid to the external auditors;
- at each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements;
- review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company;
- review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements; and
- review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:
 - the aggregate amount of all such non-audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided,
 - such services were not recognized by the Company at the time of the engagement to be non-audit services, and
 - such services are promptly brought to the attention of the Committee by the Company and approved prior to the completion of the audit by the Committee or by one or more members of the Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Committee. Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- in consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external;

- consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting;
- consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management;
- review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments;
- following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
- review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements;
- review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented;
- review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters;
- review certification process;
- establish a procedure for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters; and
- establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- review any related-party transactions;
- engage independent counsel and other advisors as it determines necessary to carry out its duties; and
- to set and pay compensation for any independent counsel and other advisors employed by the Committee.