GALORE
RESOURCES INC.

INFORMATION CIRCULAR

SOLICITATION OF PROXIES BY MANAGEMENT

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of **Galore Resources Inc. (the "Company")** for use at the annual general meeting (the "**Meeting**") of the shareholders of the Company (the "**Shareholders**") to be held at the Suite 605, 1125 Howe Street, Vancouver, BC V6Z 2K8 and virtually via Zoom on **Thursday, October 22, 2026,** at **10:30 a.m., (Vancouver time)** and at any adjournments thereof for the purposes set out in the accompanying Notice of Meeting.

To register in advance or participate and submit questions during the Meeting, please refer to the following login instructions:

Link: https://us06web.zoom.us/j/81529113193?pwd=jbvEqvnyHg6arxunX3rnJEN2BCjvgD.1

➢ OR ➢

go to https://zoom.us | **Click Join and use** Meeting ID: **815 2911 3193** | Passcode: **492520**

➢ OR ➢

To connect by telephone (USA): 1-309-205-3325 | Meeting ID: **815 2911 3193#** | Passcode: **492520#**

Find your local number: https://us06web.zoom.us/u/kPVpwTjLO

The Zoom conference will allow shareholders to listen to the Meeting and ask questions regardless of their geographic location. ***Shareholders will not be able to vote via Zoom due to the Company's inability to verify and validate identity. Therefore voting is required either in person, or in advance of the Meeting by proxy.*** The Company strongly encourages shareholders to to read the information on the enclosed form of proxy or voting instruction form and vote in advance by telephone, on the internet or by completing and returning the enclosed form of proxy or voting instruction form in accordance with the instructions provided in this Circular.

Although it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited personally or by telephone by directors or officers of the Company. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company ("**Common Shares**") pursuant to the requirements of National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer*. The cost of any such solicitation will be borne by the Company.

The Company is not relying on the notice-and-access provisions of National Instrument 54-101 to send proxy related materials to registered shareholders or beneficial owners of shares in connection with the Meeting. However, the Company is electronically delivering proxy-related materials to Shareholders who have requested such delivery method and encourages Shareholders to sign up for electronic delivery (e-Delivery) of all future proxy materials. The proxy materials for the Meeting can be found on SEDAR+ that all market participants use for filings and disclosure, under the Company's profile at www.sedarplus.ca and on the Company's website at: www.galoreresources.com/agm-materials .

Unless otherwise stated, the information contained in this Information Circular is given as at September 14, 2026.

APPOINTMENT OF PROXYHOLDERS AND COMPLETION AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons named in the enclosed proxy (the "**Management Designees**") have been selected by the directors of the Company. **Shareholders will not be able to attend the Meeting in person and voting is required in advance of the Meeting by proxy.**

To be valid, the proxy must 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). The proxy must then be delivered to the Company's registrar and transfer agent, Odyssey Trust Company, Suite 1310 – 1140 West Pender Street, Vancouver, British Columbia, V6E 4G1, or over the internet by going to https://login.odysseytrust.com/pxlogin and following the online voting instructions given to you and referring to your control number provided on the form of proxy delivered to you, at least 48 hours, excluding Saturdays, Sundays and holidays, before the time of the Meeting or any adjournment thereof. Proxies received after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

Any registered Shareholder who has returned a proxy may revoke it at any time before it has been exercised. A Shareholder may also revoke their proxy in respect of any matter upon which a vote has not already been cast by depositing an instrument in writing, including a proxy bearing a later date executed by the registered Shareholder or by their authorized attorney in writing, or, if the Shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of the Company's registrar and transfer agent at the foregoing address or the mailing address of the Company, at 2701 Little Elm Parkway, Suite 100 #512, Little Elm, Texas, USA 75068, 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, or any adjournment thereof. **Only registered Shareholders have the right to revoke a proxy. Non-registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective nominees to revoke the proxy on their behalf.**

VOTING OF PROXIES

Voting and Discretion of Proxies

Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be conducted at the Meeting, or at any adjournment or postponement thereof, in accordance with the instructions of the Shareholder thereon. In the absence of instructions, such Common Shares will be voted in favour of each of the matters referred to in the Notice of Meeting as specified thereon

Registered Shareholders

You are a registered shareholder if you hold your shares in your own name and have a physical share certificate

Voting by Proxy

When you vote by proxy, you appoint the officers and/or directors of the Company named in the proxy form to vote according to your instructions, *or you can appoint someone else to attend the Meeting and vote for you*. You can submit your proxy by mail or online as follows:

- The completed proxy must be deposited at the office of Odyssey Trust Company, Suite 1310 – 1140 West Pender Street, Vancouver, British Columbia V6E 4G1, or over the internet by going to https://login.odysseytrust.com/pxlogin and following the online voting instructions given to you and referring to your control number provided on the form of proxy delivered to you, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time fixed for the meeting.

Your Voting Instructions

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the shareholders appointing them.

The enclosed proxy confers discretionary authority upon the Management Designees, or other person named as proxyholder, 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 which may come before the Meeting. **However, if any other matters which are not known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgement of the named persons.**

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast by proxy will be required (an "**ordinary resolution**"), unless the motion requires a "**special resolution**" in which case a majority of 66 $^{2}/_{3}$% of the votes cast by proxy will be required.

BENEFICIAL HOLDERS

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

Information Circular and the Proxy (collectively, the "Meeting Materials") to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

The Company's objecting beneficial owners ("**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.

Voting Instructions

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

(a) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Beneficial Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Beneficial Holder when submitting the proxy. In this case, the Beneficial Holder who wishes to submit a proxy should otherwise properly complete the form of proxy and **deposit it with the Company's transfer agent as provided above; or**

(b) more typically, be given a voting instruction form **which is not signed by the Intermediary,** and which, when properly completed and signed by the Beneficial Holder and **returned to the Intermediary or its service company,** will constitute voting instructions (often called a "proxy authorization form") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one-page pre-printed form. Sometimes, instead of the one-page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for the form of proxy to validly constitute a proxy authorization form, the Beneficial Holder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and return it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the shares which they beneficially own. **Beneficial Holders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or proxy authorization form is to be delivered.**

Every nominee has its own instructions on how to return your voting instruction form, but generally you can submit your form by: (i) mail by completing the enclosed voting instruction form, signing and returning it in the envelope provided; (ii) by fax to the number on the form; or (iii) online – please see the enclosed voting instructions form for details.

ELECTRONIC DELIVERY OF DOCUMENTS

Every year, as required by laws governing public companies, the Company delivers documentation to shareholders. In order to make this process more convenient, shareholders may choose to be notified by email when the Company's documentation, including the Meeting Materials, is posted on the Company's website (*www.galoreresources.com*) and accordingly, such documentation will not be sent in paper form by mail.

Delivery in electronic format, rather than paper, reduces costs to the Company and benefits the environment. Shareholders who do not consent to receive documentation through email notification will continue to receive such documentation by mail or otherwise, in accordance with securities laws.

By consenting to electronic delivery, shareholders: (i) agree to receive all documents to which they are entitled electronically, rather than by mail; and (ii) understand that access to the Internet is required to receive a document electronically and certain system requirements must be installed (currently Adobe Acrobat Reader to view Adobe's portable document format ("PDF")). Such documents may include the interim consolidated financial reports, the annual reports (including audited annual consolidated financial statements and MD&A), the notice of annual and/or special meeting and related management information circular and materials, and other corporate information about the Company.

At any time, the Company may elect to not send a document electronically, or a document may not be available electronically. In either case, a paper copy will be mailed to shareholders.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

For the purposes of this Information Circular, "informed person" means:

(a) a director or executive officer of the Company;

(b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;

(c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and

(d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of common shares, without nominal or par value, of which as at the date hereof **177,300,669** common shares are issued and outstanding.

The holders of common shares of record at the close of business on the record date, set by the directors of the Company to be September 14, 2026, are entitled to vote such common shares at the Meeting on the basis of one vote for each common share held.

The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, are shareholders who, in the aggregate, hold at least 5% of the shares entitled to vote at the meeting.

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

Shareholder	Number of Shares	Percentage of Issued Capital
Francisco Alberto Garza Vargas	21,685,371	12.231%
James Michael McMillan	21,430,219	12.087%

The directors have determined that all shareholders of record as of the 14th day of September, 2026 will be entitled to receive notice of and to vote at the Meeting. Those shareholders so desiring may be represented by proxy at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

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

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

I. FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended March 31, 2026 (the "**Financial Statements**"), together with the Auditors' Report thereon, will be presented to the shareholders at the Meeting. The Financial Statements, together with the Auditors' Report thereon, are available for review on SEDAR+ at www.sedarplus.ca.

II. ELECTION OF DIRECTORS

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

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

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board of Directors, unless the Shareholder has specified in its proxy that its Common Shares are to be withheld from voting on the election of directors. Management does not contemplate that any of the nominees will be unable to serve as a director.

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

NAME, PRESENT OFFICE HELD AND RESIDENCY	DIRECTOR SINCE	NUMBER OF SHARES BENEFICIALLY OWNED, DIRECTLY OR INDIRECTLY, OR OVER WHICH CONTROL OR DIRECTION IS EXERCISED AT THE DATE OF THIS INFORMATION CIRCULAR	PRINCIPAL OCCUPATION AND IF NOT AT PRESENT AN ELECTED DIRECTOR, OCCUPATION DURING THE PAST FIVE (5) YEARS
James Michael McMillan ② USA President, CEO & Director	September, 2011	21,430,219 (direct)	President of Equipment Marketing Solutions since 1998, President of J&M McMillan Properties Inc.
Kenneth Coe ①② B.C. Director	March, 2017	780,000 (direct)	Consultant. Former licensed security trader with Yorkton Securities Inc.; past director and President of the Vancouver Security Traders Association
Charles G. Troup ①② USA Director	April, 2012	12,556,350 (direct)	Retired. Former Controller for Chanoco Corporation, San Antonio, Texas. Private investor in the mining and oil and gas sectors.

(1) Member or proposed member of the compensation committee.
(2) Member or proposed member of the audit committee.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, except 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.

On August 6, 2014, the British Columbia Securities Commission (the "**Commission**") issued a Cease Trade Order as a result of the Company's failure to file its annual financial statements and management's discussion and analysis for the year ended March 31, 2014. On September 3, 2014, the Commission confirmed that the Company had filed all required records and revoked the Cease Trade Order to permit resumption of trading in the securities of Galore.

On September 17, 2020, the Commission issued a Cease Trade Order as a result of the Company's failure to file its annual financial statements and management's discussion and analysis for the year ended March 31, 2020. On September 28, 2020, the Commission confirmed that the Company had filed all required records and revoked the Cease Trade Order to permit resumption of trading in the securities of Galore.

On July 30, 2024, the Commission issued a Management Cease Trade Order ("MCTO") as a result of the Company's request to postpone the filing deadline to file its annual financial statements and management's discussion and analysis for the year ended March 31, 2024 due to the Company being recently needing to engage a new auditor and therefore having to provide the New Auditor with sufficient time to familiarize themselves with the Company's information and prepare the necessary Filings. On October 9, 2024, the Commission confirmed that the Company had filed all required records and the MCTO was lifted.

Individual Bankruptcies

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

Penalties or Sanctions

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

III APPOINTMENT OF AUDITOR

Shareholders will vote for the re-appointment of Davidson & Company, Chartered Accountants, of Suite 1200 - 609 Granville Street, Vancouver, B.C. V7Y 1G6, as Auditor of the Company for the ensuing year, until the next Annual General Meeting of the Shareholders, at a remuneration to be fixed by the Directors.

Management proposes the following resolution:

> "BE IT RESOLVED THAT Davidson & Company, Chartered Accountants be appointed Auditor for the Company for the ensuing year at a remuneration to be fixed by the Directors"

In the absence of instructions to the contrary, the shares represented by proxy will be voted in favour of the appointment of Davidson & Company, Chartered Accountants, as the new Auditor for the Company for the ensuing year, at a remuneration to be fixed by the Board of Directors, unless the Shareholder has specified in the Shareholder's proxy that the Shareholder's Common Shares are to be withheld from voting on the appointment of auditors.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION
(For the financial year ended March 31, 2026)

For purposes of this Information Circular, Named Executive Officer ("**NEO**") of the Company means each of the following individuals:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as Chief Executive Officer, including an individual performing functions similar to a Chief Executive Officer;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as Chief Financial Officer, including an individual performing functions similar to a Chief Financial Officer;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year;

(d) each individual who would be a Named Executive Officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

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

granted, given, or otherwise provided to the Named Executive Officer or director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company.

Table of compensation excluding compensation securities

Name and position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of prerequisites ($)	Value of all other compensation ($)	Total compensation ($)
J. Michael McMillan President, CEO & Director	2026	$298,519 (1)(2)	Nil	Nil	Nil	Nil	$298,519
	2025	$300,565 (2)(3)	Nil	Nil	Nil	Nil	$300,565
Andrew McMillan CFO	2026	$41,461 (2)(4)	Nil	Nil	Nil	Nil	$41,461
	2025	$41,745 (2)(5)	Nil	Nil	Nil	Nil	$41,745
Kenneth Coe Director	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	Nil	Nil	Nil	Nil	Nil	Nil
Charles G. Troup Director	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	Nil	Nil	Nil	Nil	Nil	Nil

(1) Canadian equivalent of USD $216,000 accrued for the year ended March 31, 2026, which remains owing.

(2) 2% interest per annum is being incurred on overdue amounts.

(3) Canadian equivalent of USD $216,000 accrued for the year ended March 31, 2025, which remains owing.

(4) Canadian equivalent of USD $30,000 accrued for the year ended March 31, 2026, which remains owing.

(5) Canadian equivalent of USD $30,000 accrued for the year ended March 31, 20254 which remains owing.

Stock options and other compensation securities

No compensation securities were granted or issued to any director and Named Executive Officer by the Company or one of its subsidiaries during the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries. Options held by directors and Named Executive Officers on the last day of the most recently completed financial year end are as set out below:

(1) As at March 31, 2026, Mr. James Michael McMillan held the following incentive stock options: 4,325,000 exercisable at $0.10 until May 26, 2026; and 5,300,000 exercisable at $0.10 until September 8, 2027. On May 26, 2026, the 4,325,000 options expired unexercised.

(2) As at March 31, 2026, Mr. Andrew McMillan held the following incentive stock options: 1,500,000 exercisable at $0.10 until May 26, 2026; and 1,000,000 exercisable at $0.10 until September 8, 2027. On May 26, 2026, the 1,500,000 options expired unexercised.

(3) As at March 31, 2026, Mr. Coe held the following incentive stock options: 500,000 exercisable at $0.10 until May 26, 2026; and 300,000 exercisable at $0.10 until September 8, 2027. On May 26, 2026, the 500,000 options expired unexercised.

(4) As at March 31, 2026, Mr. Troup held 1,000,000 options exercisable at $0.10 until May 26, 2026. On May 26, 2026, these options expired unexercised.

No compensation security has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms.

There are no vesting provisions of the compensation securities and there are no restrictions or conditions for converting, exercising or exchanging the compensation securities. Additionally, there were no compensation securities exercised by any director or Named Executive Officer of compensation securities during the most recently completed financial year.

External Management Companies

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

Stock option plans and other incentive plans

The Company adopted an incentive stock option plan ("**SOP**"), which provides that the Board of Directors of the Company may from time to time, in its discretion, and in accordance with Exchange policies, grant to directors, officers, employees and consultants of the Company, non-transferable stock options to purchase common shares, provided that the number of common shares reserved for issuance does not exceed a fixed total of 24,500,000, which equaled 20% of the Company's issued share capital at the time of approval of the most current SOP.

Such options are exercisable for a period of up to five years from the date of grant. There currently are no vesting provisions attached to any options granted, other than options issued to Investor Relations consultants and from time to time imposed on certain grants at the discretion of the board. The Company's most recent SOP was approved by the Company's shareholders at its Annual and Special General Meeting held November 8, 2018.

Employment, Consulting and Management Agreements

On September 1, 2016, the Company entered into a management services agreement with the company's Chief Financial Officer ("CFO") to provide services at a rate of CDN $5,000 per month. These fees shall be accrued until sufficient funds are available to the Company for payment and will be recorded on the Company's books as an account payable. Payment of accrued fees shall be upon the recommendation of the Compensation and Corporate Governance Committee, acting reasonably, to the Board of Directors. Effective September 1, 2017, the agreement with the CFO was amended such that the rate was increased to USD $7,000 per month. On January 1, 2022, the Compensation Committee approved a rate increase to USD $9,000 per month and the agreement was amended to reflect the change effective immediately.

Additionally, under the amended agreement, if there is a sale, lease or exchange of all or substantially all of the property of the Company to another person or entity, other than in the ordinary course of business of the Company, or there is deemed to be a change of control, which means acquiring an interest in the Company's shares conferring 50% or more of the votes entitling the purchaser to elect the board of directors of the Company, either of which constitutes a "Transaction", the CFO will be entitled to receive at the time of closing of the Transaction any accrued fees as well as the yearly amount (12 months equaling USD $84,000) of the fee for each year of service provided to the Company since January, 2015.

The CFO will also be entitled to receive at the time of closing of the Transaction, five-hundred thousand (500,000) common shares of the Company for every year (September 2015 to September 2016) that he did not receive any compensation for services performed due to the financial condition of the business.

On September 1, 2016, the Company entered into a management services agreement with the company's Chief Executive Officer ("CEO") to provide services at a rate of CDN $12,000 per month. These fees shall be accrued until sufficient funds are available to the Company for payment and will be recorded on the Company's books as an account payable. Payment of accrued fees shall be upon the recommendation of the Compensation and Corporate Governance Committee, acting reasonably, to the Board of Directors. Effective September 1, 2017, the agreement was amended and services will be provided to the Company at a rate of USD $12,000 per month. On January 1, 2022, the compensation committee approved a rate increase to USD $18,000 per month and the agreement was amended to reflect the change effective immediately.

Additionally, under the amended agreement, if there is a sale, lease or exchange of all or substantially all of the property of the Company to another person or entity, other than in the ordinary course of business of the Company, or there is deemed to be a change of control, which means acquiring an interest in the Company's shares conferring 50% or more of the votes entitling the purchaser to elect the board of directors of the Company, either of which constitutes a "Transaction", the CEO will be entitled to receive at the time of closing of the Transaction any accrued fees as well as the yearly amount (12 months equaling USD $144,000) of the fee for each year of service the CEO provided to the Company since July, 2012. The CEO will also be entitled to receive at the time of closing of the Transaction, one (1) million common shares of Galore for every year (July 2012 to July 2016) that he did not receive any compensation for services performed due to the financial condition of the business.

The Company has an agreement to pay consulting fees to a related party company owned by the Company's Corporate Secretary ("SEC"), billed at an hourly rate on an as needed basis. Three months' notice is required to terminate the applicable agreement, meaning the Company is committed to paying three months' fees at any time prior to giving notice of termination.

Additionally, if there is a sale, lease or exchange of all or substantially all of the property of the Company to another person or entity, other than in the ordinary course of business of the Company, or there is deemed to be a change of control, which means acquiring an interest in the Company's shares conferring 50% or more of the votes entitling the purchaser to elect the board of directors of the Company, either of which constitutes a "Transaction", SEC will be entitled to receive at the time of closing of the Transaction all outstanding amounts due and payable for past services, plus an amount of compensation equal to $2,500 for each year of service SEC provided to the Company since 2007.

Oversight and Description of Director and Named Executive Officer Compensation

As set out in the Corporate Governance section set out below, the Company has a Compensation and Corporate Governance Committee (the "CCGC") which, among other matters, is responsible for determining compensation for the Chief Executive Officer and directors of the Company to provide compensation which reflects the responsibilities and risks of public company oversight and management.

The CCGC is made up of Charles Troup and Kenneth Coe. Messrs. Troup and Coe are independent directors. See: "Corporate Governance – Compensation and Corporate Governance Committee" below.

Pension Disclosure

The Company does not provide any pensions to its directors or Named Executive Officers.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's most recently completed financial year.

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 future issuance under equity compensation plans
Equity compensation plans approved by security holders	24,500,000	$0.10	9,075,000 (1)
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	**24,500,000**	**$0.10**	**9,075,000**

(1) Subsequent to the year ended March 31, 2026, 8,325,000 incentive stock options expired unexercised, leaving a balance of 17,400,000 available for future grant.

The Company's equity compensation plan consists only of stock options.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

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

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No Insider of the Company, no proposed nominee for election as a director of the Company and no associate or affiliate of any of the foregoing, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

CORPORATE GOVERNANCE

General

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

Board of Directors

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

The Board is currently comprised of three (3) directors, of whom each of Kenneth Coe and Charles G. Troup are independent for the purposes of NI 58-101. James Michael McMillan is not independent since he serves as President and Chief Executive Officer of the Company.

Directorships

Directors of the Company are not directors of any other reporting issuers.

Orientation and Continuing Education

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

Other Board Committees

The Board has no other committees other than the Audit Committee and CCGC.

AUDIT COMMITTEE

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

The Audit Committee's Charter

Mandate

The primary function of the Audit Committee (the "Committee") is to assist the 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.

- 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 three Directors as determined by the Board of Directors, the majority of whom 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.

At least one member 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 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 a 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 Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

<u>Documents/Reports Review</u>

(a) Review and update this Charter annually.

(b) 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.

<u>External Auditors</u>

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Committee as representatives of the shareholders of the Company.

(b) 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.

(c) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) 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.

(g) 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.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) 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:

i. 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;

ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

iii. 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

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) 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.

(e) 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.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) 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.

Composition of Audit Committee

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

Charles G. Troup (Chairman)	Independent [(1)]	Financially literate [(2)]
Kenneth Coe	Independent [(1)]	Financially literate [(2)]
James Michael McMillan	Not Independent	Financially literate [(2)]

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

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

Relevant Education and Experience

The relevant education and/or experience of each member of the Audit Committee is as follows:

Mr. Charles G. Troup holds a Masters Degree in Business Administration from Texas A&M University and for 20 years was the Controller for Chanoco Corporation, San Antonio, Texas, an oil and gas exploration company. Mr. Troup has also been a private investor over the past 30 years, chiefly in the mining and oil and gas sectors. As a former Controller, it is necessary that he have detailed knowledge of the application of accounting principles, the ability to evaluate financial information, as well as understand internal controls and procedures for financial reporting.

Mr. Kenneth Coe is a former licensed securities trader at Yorktown Securities Inc. from 1981 to 2013. He has over 33 year’s experience in financial markets and sound knowledge of the Canadian Junior Mining Industry.

Mr. Michael McMillan is an entrepreneur and private investor. Mr. McMillan holds a degree in Business Administration from Texas Tech University. He has been a director of the Company since 2011, CEO since

2012 and President since 2017. He is President of Equipment Marketing Solutions since 1998, and is President of J&M McMillan Properties Inc., a property investment Company.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

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

Financial Year Ending March 31	Audit Fees	Audit Related Fees	Tax Fees	All other Fees
2026	$33,600.00	Nil	$1,050.00	Nil
2025	26,250.00	Nil	$1,050.00	Nil

(1) Fees related to the preparation of the Company's T-2 corporate income tax returns and the General Index of Financial Information required by CRA.

Exemption

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

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis ("**MD&A**") for the year ended March 31, 2026.

The 2026 audited financial statements and MD&A are available for review on SEDAR+ at www.sedarplus.ca.

Under National Instrument 51-102 – *Continuous Disclosure Obligations*, any person or company who wishes to receive interim financial statements from the Company may deliver a written request for such material to the Company or the Company's agent, together with a signed statement that the persons or company is the owner of securities of the Company. Shareholders who wish to receive interim financial statements are encouraged to send the enclosed mail card, together with the completed form of proxy, in the addressed envelope provided, to the Company's registrar and transfer agent, Odyssey Trust Company, Suite 1310 – 1140 West Pender Street, Vancouver, Vancouver, British Columbia, V6E 4G1. The Company will maintain a supplemental mailing list of persons or companies wishing to receive interim financial statements.

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca or may be obtained by contacting the Company at its mailing address, 2701 Little Elm Parkway, Suite 100 #512 , Little Elm, Texas, USA 75068 or by telephone at (210) 860-9212 to request copies of the Company's financial statements and related MD&A.

GENERAL

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

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

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

DATED at Vancouver, British Columbia as of the 14th day of September, 2026.

BY THE ORDER OF THE BOARD OF DIRECTORS OF **GALORE RESOURCES INC.**

"James Michael McMillan"

James Michael McMillan
President, CEO and Director