MANAGEMENT INFORMATION CIRCULAR

This management information circular (the "Information Circular") is furnished in connection with the solicitation of proxies by or on behalf of the management of Velox Energy Materials Inc. (the "Company") for use at the annual general and special meeting (the "Meeting") of the shareholders of the Company (the "Shareholders") to be held virtually on December 28, 2026 and at any adjournments or postponements thereof, for the purposes set out in the accompanying Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of November 13, 2026.

In this Information Circular, references to the "Company" and "we" refer to Velox Energy Materials Inc. "Common Shares" means common shares without par value in the capital of the Company. "Registered Shareholders" means Shareholders whose names appear on the records of the Company as the registered holders of Common Shares. "Non-Registered Shareholders" means Shareholders who do not hold Common Shares in their own name. "Intermediaries" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders. Unless otherwise indicated, all references to "$" or "dollars" in this Information Circular means Canadian Dollars.

The Company is conducting the Meeting in a virtual-only format that will allow Shareholders and duly appointed proxyholders to participate online in real time. The Company is providing the virtual-only format in order to provide Shareholders with an equal opportunity to attend and participate at the Meeting, regardless of the particular constraints, circumstances or risks that they may be facing. Shareholders will not be able to physically attend the Meeting.

Registered Shareholders ("**Registered Shareholders**") and duly appointed proxyholders will be able to virtually attend, ask questions and vote at the Meeting. Non-registered Shareholders (being shareholders who beneficially own Shares that are registered in the name of an intermediary (an "**Intermediary**") such as a bank, trust company, securities broker or other nominee, or in the name of a depositary of which the intermediary is a participant) ("**Beneficial Shareholders**") who have not duly appointed themselves as proxyholder will be able to virtually attend the Meeting as guests, but guests will not be able to vote or ask questions at the Meeting.

Changes to the Meeting, time, date or location and/or means of holding the Meeting may be announced by way of news release. Please monitor the Company's news releases as well as its website at https://veloxenergymaterials.com.au/ for updated information. The Company advises you to check its website one week prior to the Meeting date for the most current information. The Company does not intend to prepare an amended Circular in the event of changes to the Meeting format.

SOLICITATION OF PROXIES BY MANAGEMENT

The solicitation of proxies will be primarily by mail, but proxies may also be solicited personally, electronically or by telephone by directors, officers, employees or consultants of the Company. The Company will bear all costs of this solicitation. We have arranged to send Meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). We have not arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners). As a result, objecting beneficial owners will not receive the Information Circular and associated Meeting materials unless their Intermediary assumes the costs of delivery.

APPOINTMENT OF PROXYHOLDERS 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.

A Registered Shareholder has the right to designate a person (who need not be a Shareholder), other than the Management Designees to represent the Registered Shareholder at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the proxy the name of the person to be designated, and by deleting from the proxy the names of the Management Designees, or by completing another proper form of proxy and delivering the same to Company. Such Shareholder should notify the nominee of the appointment, obtain the nominee's consent to act as proxyholder and attend the Meeting, and provide instructions on how the Shareholder's shares are to be voted. The nominee should bring personal identification with them to the Meeting.

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 **Uplisting Advisory Services Inc**., the Company appointed meeting services provider, by email to voteproxy@uplistadvisory.com or by mail to Uplisting Advisory Services Inc., 100 King Street W. Suite 5700, Toronto, ON, M5X 1C7, and following the voting instructions provided 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 proxy may be revoked by a Registered Shareholder personally attending the Meeting and voting their shares. A Registered 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 Registered Shareholder is a Company, under its corporate seal by an officer or attorney thereof duly authorized, either at the office of Uplisting Advisory Services Inc., at foregoing address or the head office of the Company, at 1111 West Hastings, 15th Floor, Vancouver, British Columbia, V6E 2J3, 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 at the Meeting will be by a show of hands, each Registered Shareholder and each proxyholder (representing a Registered or Non-Registered Shareholder) having one vote, unless a poll is required or requested, whereupon each such Shareholder and proxyholder is entitled to one vote for each Common Share held or represented, respectively. Each Shareholder may instruct their proxyholder how to vote their Common Shares by completing the blanks on the proxy. All Common Shares represented at the

Meeting by properly executed proxies will be voted or withheld from voting when a poll is required or requested and, where a choice with respect to any matter to be acted upon has been specified in the form 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 proxy, the Management Designees, if named as proxyholder, will vote in favour of the matters set out therein.

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. If other matters properly come before the Meeting, then the Management Designees intend to vote in a manner which in their judgment is in the best interests of the Company.

NON-REGISTERED HOLDERS

The following information is of significant importance to Shareholders who do not hold Common Shares in their own name. Non-Registered Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. as nominee for The Canadian Depositary for Securities Limited (which acts as depositary for many Canadian brokerage firms and custodian banks), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many United States brokerage firms and custodian banks).

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from the Company. If you have declined to disclose your ownership information, you may receive a request for voting instructions from your Intermediary if they have assumed the cost of delivering the Information Circular and associated Meeting materials. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada.

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the proxy provided to the Registered Shareholders by the Company. However, its purpose is limited to

instructing the Intermediary on how to vote on your behalf. The voting instruction form will name the same persons as the Company's proxy to represent you at the Meeting. Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting

Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as proxyholder for your Intermediary and vote your Common Shares in that capacity. To exercise this right to attend the Meeting or appoint a proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form Broadridge or any other Intermediary, you cannot use it to vote Common Shares directly at the Meeting. The voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

Participating and Voting at the Meeting

Only Registered Shareholders and duly appointed proxyholders as of the close of business on the Record Date will be entitled to vote at the Meeting and any adjournment or postponement thereof. Just as they would be at an in-person meeting, Registered Shareholders and duly appointed proxyholders will be able to attend the virtual Meeting, submit questions online and vote, all in real time, provided they are connected to the internet and comply with all of the requirements set out in this Circular. A Registered Shareholder or a Beneficial Shareholder who has appointed themselves or a third-party proxyholder to represent them at the Meeting, will appear on a list of shareholders and appointed proxy holders. To have their Shares voted at the Meeting, each Registered Shareholder or duly appointed proxyholder will be required to enter their control number at **https://uplistadvisory.com/velox-energy-2026-agsm** prior to the start of the Meeting.

Beneficial Shareholders who have not duly appointed themselves as proxyholders may virtually attend the Meeting as guests. Guests will be able to listen to the Meeting but will not be able to vote or ask questions at the Meeting. This is because the Company does not have a record of Beneficial Shareholders of the Company and, as a result, will have no knowledge of such Beneficial Shareholder's shareholdings or entitlement to vote, unless the Beneficial Shareholder appoints itself as proxyholder.

In order to streamline the virtual Meeting process, the Company encourages Shareholders to vote in advance of the Meeting using the form of proxy or voting instruction form, as applicable, mailed to them.

Quorum and Approval

A quorum of Shareholders is required to transact business at the Meeting. A quorum is at least two persons who are, or who represent by proxy, two or more Shareholders who, in the aggregate, hold at least 5% of the issued Shares entitled to be voted at the Meeting.

To be effective, an ordinary resolution must be approved by a simple majority (50% plus 1) of the votes cast on the resolution by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting. To be effective, a special resolution must be approved by not less than two-thirds (66⅔%) of the votes cast on the resolution by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting.

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

Other than as set forth herein, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, other than the election of directors, of any person or company who has been: (a) a director or executive officer of the Company at any time since the beginning of the Company's last financial year; (b) any proposed nominee for election as a director of the Company; or (c) any associate or affiliate of any of the foregoing persons or companies.

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 178,592,571 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 **November 13, 2026**, are entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

To the knowledge of the directors and executive officers of the Company, as of the Record Date, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, voting securities carrying 10% or more of the voting rights attached to any class of outstanding voting securities of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the directors, the only matters to be placed before the Meeting are those referred to in the accompanying Notice of Meeting. Should any other matters properly come before the Meeting, the Common Shares represented by the proxies solicited hereby will be voted on such matters in accordance with the best judgment of the persons named in the proxy. Additional information regarding each of the matters to be acted upon at the Meeting is set out below.

Presentation of Financial Statements

The audited consolidated financial statements of the Company as at and for the year ended December 31, 2025 and the report of the auditor thereon will be tabled at the Meeting but no vote by the Shareholders with respect thereto is proposed to be taken. The audited consolidated financial statements and the related Management's Discussion and Analysis ("**MD&A**") are available under the Company's profile on SEDAR+ at www.sedarplus.ca as well as on the Company's website at https://veloxenergymaterials.com.au.

Election of Directors

The Board of Directors currently consists of three directors. The term of office for each of the present directors of the Company expires at the Meeting. All of the current directors of the Company will be standing for re-election. It is proposed that the number of directors for the ensuing year be fixed at three (3) subject to such increases as may be permitted by the Articles of the Company.

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.

Each of the Nominees has confirmed their willingness to serve on the Board for the ensuing year and management of the Company does not contemplate that any of the Nominees will be unable to serve as a director.

To be effective, the election of each Nominee requires the affirmative vote of not less than a majority of the votes cast by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting

The Board unanimously recommends that Shareholders vote in favour of the above resolution

Information Concerning the Nominees

The following provides information on the Nominees including: (i) their province and/or state and country of residence; (ii) the period during which each has served as a director; (iii) their membership on committees of the Board; (iv) their present principal occupation, business or employment and in the last five years; and (v) their current equity ownership consisting of Common Shares, stock options or any other share based compensation beneficially owned, controlled or directed, directly or indirectly.

Name, province or state and country of residence and position held in VLX	Principal occupation during the past five years	Period Served as a Director	Number of Shares beneficially owned, directly or indirectly, or controlled or directed at present[1]
Nicole Morcombe [1] *Western Australia, Australia* *Director, Interim CEO and President*	Self Employed, consultant (Feb 2011-Present)	June 16, 2023	15,601,828 Common Shares
Michael Griffiths [1] *Western Australia,* *Australia* *Director, VP Exploration*	VP Exploration of the Company (July 2023). Previously, President & CEO of the Company (July 2017-July 10, 2023)	March 7, 2005	7,655,519 Common Shares
Vincent Algar [1] *Western Australia, Australia* *Director*	Independent Consultant	March 31, 2025	4,000,000 Deferred Share Units

(1) Member or proposed member of the Audit Committee.

As at November 13, 2026, to the Company's knowledge, the Nominees and the executive officers of the Company, as a group, beneficially owned, directly or indirectly, or exercised control over, a total of 23,257,347 Common Shares,

representing approximately 13.02% of the issued and outstanding Common Shares on a non-diluted basis.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no director or proposed director of the Company is, or within the ten (10) years prior to the date of this Circular has been, a director or executive officer of any company, including the Company, that:

(a) while that person was acting in that capacity was the subject of a cease trade order or similar order or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days; or

(b) was subject to 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, that was issued after the person ceased to act in that capacity and which resulted from an event that occurred while the person was acting in that capacity; or

(c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

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

To the knowledge of the Company, 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 securityholder in deciding whether to vote for a proposed director.

Appointment and Remuneration of the Auditor

At the Meeting, Shareholders will be asked to approve the re-appointment of Jones & O'Connell LLP, Chartered Professional Accountants ("**Jones & O'Connell**") as the independent auditor of the Company to hold office until the close of the next annual meeting of Shareholders and to authorize the Board to fix their remuneration.

To be effective, the resolution approving the re-appointment of Jones & O'Connell LLP as auditor of the Company to hold office until the close of the next annual meeting of Shareholders and to authorize the Board to fix their remuneration requires the affirmative vote of not less than a majority of the votes cast by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the re-appointment of Jones & O'Connell LLP. Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Shares represented by such form of proxy, properly executed, FOR the appointment of Jones & O'Connell LLP as the Company's independent auditor to hold office until the next annual meeting of Shareholders with remuneration to be approved by the Board.

Approval of Long-Term Incentive Plan

At the Meeting, Shareholders will be asked to consider, and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Long Term Incentive Plan, in the form set out below (the "**LTIP Resolution**"), subject to such amendments, variations or additions as may be approved at the Meeting, approving the LTIP. To be effective, the LTIP Resolution requires the affirmative vote of not less than a majority of the votes cast by Shareholders present virtually or represented by proxy and entitled to vote at the Meeting.

The Board unanimously recommends that Shareholders vote in favour of the LTIP Resolution. Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Shares represented by such form of proxy, properly executed, FOR the LTIP Resolution.

The text of the LTIP Resolution to be submitted to Shareholders at the Meeting is set forth below:

"**BE IT RESOLVED THAT**,

1. The Company's Long Term Incentive Plan (the "**LTIP**") is hereby authorized and approved;

2. Any director or officer of the Company is hereby authorized and directed, acting for, in the name of, and on behalf of, the Company, to execute or cause to be executed, and to deliver or cause to be delivered, such other documents and instruments, and to do or cause to be done all such acts and things, as may in the opinion of such director or officer be necessary or desirable to carry out the intent of the foregoing resolution."

Summary of the Long-Term Incentive Plan

The following is a summary of the principal terms of the Company's Long-Term Incentive Plan (the "LTIP" or the "Plan").

Purpose and Administration

The purpose of the LTIP is to promote the long-term success of the Company and the creation of shareholder value by attracting, retaining and motivating directors, officers, employees, management company employees and consultants of the Company and its subsidiaries, and aligning their interests with those of shareholders.
The LTIP provides for the grant of stock options ("Options"), restricted share units ("RSUs"), performance share units ("PSUs"), deferred share units ("DSUs") and stock appreciation rights ("SARs") (collectively, "Awards") to eligible participants, as determined by the Board of Directors (the "Board").

The LTIP is administered by the Board or a committee designated by the Board. Subject to the terms of the Plan and applicable regulatory requirements, the Board has discretion to determine the eligibility of participants, the number and type of Awards to be granted, vesting conditions and other terms and conditions of Awards.

Shares Reserved for Issuance

The LTIP is a rolling 10% security-based compensation plan in accordance with TSX Venture Exchange ("TSXV") Policy 4.4 – Security Based Compensation (the "Policy"). The maximum aggregate number of common shares of the Company ("Common Shares") issuable pursuant to the LTIP, together with all other security-based compensation arrangements of the Company, shall not exceed 10% of the issued and outstanding Common Shares at any time, calculated on a non-diluted basis. Section 4.1.2 of the Plan also provides for a maximum of 22,920,585 Awards for the purposes of ASX Listing Rule 7.2 Exception 13. This limit does not override the TSXV limits.

As the LTIP is a rolling plan, the number of Common Shares available for issuance will fluctuate based on the number of Common Shares issued and outstanding from time to time. Awards that expire, are cancelled, forfeited or otherwise terminated without the issuance of Common Shares will generally become available for subsequent grants under the LTIP.

Participation Limits

The LTIP provides for the following limitations, subject to the requirements of the Policy:

- The aggregate number of Common Shares issuable to any one participant under all security-based compensation arrangements of the Company within any 12-month period shall not exceed 5% of the issued and outstanding Common Shares, unless the requisite disinterested shareholder approval has been obtained.
- The aggregate number of Common Shares issuable to any one consultant within any 12-month period shall not exceed 2% of the issued and outstanding Common Shares.
- The aggregate number of Common Shares issuable to insiders as a group at any time, or within any 12-month period, shall not exceed 10% of the issued and outstanding Common Shares, unless the requisite disinterested shareholder approval has been obtained.
- The aggregate number of Common Shares issuable to all investor relations service providers within any 12-month period shall not exceed 2% of the issued and outstanding Common Shares. Investor relations service providers may only receive Options under the LTIP.
- The aggregate number of Common Shares issuable to eligible charitable organizations shall not exceed 1% of the issued and outstanding Common Shares at any time, subject to the applicable provisions of the Plan and the Policy.

Types of Awards

Stock Options

Options entitle the holder to purchase Common Shares at an exercise price established by the Board, which shall not be less than the Discounted Market Price permitted under the Policy. The maximum term of an Option is 10 years from the date of grant. The Committee may, in its discretion, permit Options to be exercised by way of Cashless Exercise (through a broker who sells sufficient Common Shares to cover the exercise price) or Net Exercise (where no exercise price is paid and the holder receives Common Shares equal in value to the in-the-money amount of the Options, based on the five-day VWAP). Net Exercise is not available to investor relations service providers. In either case, the number of Options exercised, and not the number of Common Shares issued, is counted toward the Plan limits.

Options granted to investor relations service providers must vest in stages over a period of not less than 12 months, with no more than 25% vesting in any three-month period. Any acceleration of vesting of such Options is subject to prior acceptance of the TSXV.

Options granted to eligible charitable organizations expire on the earliest of 10 years from the date of grant, 90 days after the holder ceases to be an eligible charitable organization, and the applicable expiry date.

Restricted Share Units

RSUs represent the right to receive Common Shares upon satisfaction of applicable vesting conditions and restrictions established by the Board. RSUs generally vest following the expiry of a restriction period specified in the applicable Award agreement, subject to the terms of the Plan.

Performance Share Units

PSUs vest based on the achievement of performance criteria established by the Board over a specified performance period. Each vested PSU entitles the holder to receive one Common Share, unless otherwise specified in the applicable Award agreement. The Board may reduce, but may not increase, the amount payable under a PSU.

Deferred Share Units

DSUs represent the right to receive Common Shares on a deferred basis in accordance with the terms of the Plan. Directors may elect to receive all or a portion of their directors' fees in the form of DSUs. The conversion price applicable to DSUs granted in satisfaction of directors' fees shall not be less than the Discounted Market Price on the date of grant.
DSUs are generally settled following the participant ceasing to be an eligible person, subject to the settlement requirements and limitations prescribed by the Plan and the Policy.

Stock Appreciation Rights

SARs entitle the holder to receive, on exercise, Common Shares equal in value to the amount by which the market price of the Common Shares on the exercise date exceeds the SAR grant price, multiplied by the number of SARs exercised. The SAR grant price may not be less than the Discounted Market Price. If the applicable Award agreement so provides, the Company may settle SARs in cash instead of Common Shares. The maximum term of a SAR is 10 years.

Vesting and Termination of Awards

Except for Options, Awards granted under the LTIP are generally subject to a minimum vesting period of one year from the date of grant. The Board may accelerate vesting in certain circumstances permitted under the Policy, including the death of a participant or where a participant ceases to be an eligible person in connection with a change of control, takeover bid, reverse takeover or similar transaction.

In the event of a change of control, the Plan provides for the acceleration of vesting of certain outstanding Awards, subject to the minimum vesting requirements and applicable exceptions under the Policy.
Upon a participant ceasing to be an eligible person, outstanding Awards are subject to the applicable termination, forfeiture, exercise and settlement provisions of the LTIP. Any Award remaining outstanding following cessation must expire, be exercised or be settled, as applicable, no later than 12 months following the cessation date, subject to any earlier deadline prescribed by the Plan or the Policy.

The LTIP also provides for limited extensions of Award expiry or settlement dates during trading blackout periods imposed by the Company, subject to the conditions and restrictions prescribed by the Policy.
No participant has any rights as a shareholder, including voting or dividend rights, in respect of Common Shares underlying an Award until those Common Shares are issued.

Adjustments and Amendments

The LTIP provides for adjustments to outstanding Awards in the event of certain changes to the Company's share capital, including share subdivisions, consolidations, amalgamations, reorganizations and other corporate transactions, subject to applicable Exchange requirements.

The Board may amend, suspend or terminate the LTIP or amend outstanding Awards, subject to applicable regulatory requirements and any required shareholder or Exchange approval. Amendments to the LTIP generally require shareholder approval, except for corrections of typographical errors or clarifications that do not alter the scope of the Plan. Amendments to outstanding Awards may require disinterested shareholder approval in circumstances prescribed by the Policy.

Shareholder Approval

As a rolling security-based compensation plan, the LTIP is subject to annual shareholder approval in accordance with the Policy. At the Meeting, shareholders will be asked to approve the LTIP, as amended, in accordance with the requirements of the TSXV.

The foregoing summary is qualified in its entirety by the full text of the LTIP attached as Schedule "A" to this Circular.

AUDIT COMMITTEE

In accordance with applicable Canadian securities legislation and, in particular, National Instrument 52-110 – *Audit Committees* ("NI 52-110"), information with respect to the Company's Audit Committee is contained below.

Audit Committee Charter

The Audit Committee has adopted a written charter setting out its purpose, which is to assist the Board fulfill its oversight responsibilities relating to accounting and financial reporting process and internal controls. The Audit Committee is responsible for, among other things, (i) monitoring the performance and independence of the Company's external auditors; (ii) reviewing certain public disclosure documents; and (iii) monitoring the Company's systems and procedures for financial reporting and internal control. A copy of the Audit Committee Charter is attached hereto as **Schedule "B".**

Composition of the Audit Committee

The Audit Committee is currently comprised of the following three (3) directors: Michael Griffiths, Nicole Morcombe and Vincent Algar. The Board has determined that one (1) of the members of the Audit Committee is "independent" and "financially literate" within the meaning of National Instrument 52-110 – *Audit Committees* ("NI 52-110").

Given the size and stage of development of the Company, the Board has determined that it is appropriate for all members of the Board to serve on the Audit Committee. The Company believes that this structure is suitable and effective at this time and will be reviewed periodically as the Company grows.

Relevant Education and Experience

All of the Audit Committee members are businesspersons with experience in financial matters, each has an understanding of accounting principles used to prepare financial statements and varied experience as to general application of such accounting principles, internal controls and procedures necessary for financial reporting, which has been garnered from working in their individual fields of endeavor.

Michael Griffiths holds a BSc and a Dip. Ed. from Macquarie University in Sydney, Australia and is a Fellow of the AusIMM. Mr. Griffiths has been a director of several publicly listed ASX and TSX-V companies since 2000 and has held a number of executive and non-executive positions during this time including Audit committee membership. Mikei also completed the Company Directors Course (2008). Michael is a co-founder of Kotai Energy

Nicole Morcombe is a finance professional with a background in economics, finance and accounting. She has spent almost 20 years in the financial markets and has extensive advisory and capital markets experience specializing in the Global Materials and Energy sectors. She spent the bulk of her career identifying, advising and financing early-stage and pre-development companies. Nicole is a co-founder of Kotai Energy.

Vincent Algar is a seasoned mining and resources geologist with over 34 years of experience in the industry. He brings a strong combination of technical expertise, corporate strategy, and leadership to the Board. Vincent served as Managing Director of Australian Vanadium Ltd (ASX: AVL) for nine years, where he was instrumental in advancing key projects and delivering significant shareholder value. His extensive background spans project development, strategic planning, and market engagement, with a proven ability to drive growth and visibility for emerging resource companies**.**

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Company's external auditors not been adopted by the Board.

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 (*Exemptions*) of NI 52-110.

Exemption for Venture Issuers

The Company is relying on the exemption in Section 6.1 of NI 52-110 regarding the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

Pre-Approval Policies and Procedures

The charter adopted by the Audit Committee contains policies and procedures for the engagement of non- audit services. The Audit Committee is responsible for the pre-approval of all audit services and permissible non-audit services to be

provided to the Company by the external auditors, subject to any exceptions provided in NI 52-110.

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 Ended	Audit Fees ($)	Audit Related Fees ($)	Tax Fees ($)	All other Fees ($)
December 31, 2025	$25,000	Nil	$3,250	Nil
December 31, 2024	$28,500	$18,500	$4,000	Nil

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 for the most recently completed fiscal year.

Board of Directors

The Board of Directors (the "Board") is currently comprised of three (3) members, one (1) of whom is independent for the purposes of National Instrument 58-101 – Disclosure of Corporate Governance Practices ("NI 58-101"). The remaining two (2) directors are not considered independent as they serve in executive capacities as Interim President & Chief Executive Officer and Vice President, Exploration, respectively.

Given the Company's size, stage of development and current operational requirements, the Board believes that its present composition is appropriate and allows for effective oversight of the Company's business and affairs. The Board considers that the participation of its independent director provides a meaningful measure of independent judgment, and that potential conflicts of interest are properly managed through full disclosure, abstention where appropriate, and the exercise of fiduciary duties by all directors.

When deemed necessary or advisable, the independent director may hold discussions with the Company's auditors, legal counsel, or external advisors without management present, and may convene meetings of the independent director alone. The Board will continue to review its composition as the Company grows and may appoint additional independent directors as circumstances warrant.

Orientation and Continuing Education

While the Company does not currently have a formal orientation and education program for new recruits to the Board, the Company has historically provided such orientation and education on an informal basis. As new directors join the Board, management will provide these individuals with corporate policies, historical information about the Company, as well as information on the Company's performance and its strategic plan with an outline of the general duties and responsibilities entailed in carrying out their duties. The Board believes that these procedures will prove to be a practical and effective approach in light of the Company's particular circumstances, including the size of the Company, limited changes to members of the Board and the experience and expertise of the members of the Board.

Ethical Business Conduct

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

Nomination of Directors

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

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

Compensation Committee

The Company's Compensation Committee is responsible for assisting the Board of Directors (the "Board") in fulfilling its responsibilities relating to executive and director compensation. The Committee's mandate includes, among other things,

evaluating the performance of the Company's executive officers, reviewing and making recommendations with respect to the compensation of executive officers and directors, considering incentive compensation and equity-based plans, and ensuring that the Company complies with applicable legal and disclosure requirements concerning compensation matters.

The Compensation Committee currently consists of three (3) members, one (1) of whom is independent within the meaning of National Instrument 58-101 – Disclosure of Corporate Governance Practices. The remaining two (2) members serve as executive officers of the Company and are therefore not considered independent. Given the Company's size, development stage, and limited management depth, the Board believes that the composition of the Committee is appropriate and practical at this time and that executive and director compensation matters can be addressed objectively and in the best interests of shareholders.

The Board has not engaged independent compensation consultants to date. The Company does not maintain a formal benchmarking process, and compensation decisions are made by the Board upon the Committee's recommendation, having regard to the Company's performance, responsibilities of the individuals concerned, and market conditions applicable to similar issuers. For additional information, see "Executive Compensation" below.

Other Board Committees

The board has no other committees currently in place other than the Audit and Compensation Committees.

Assessments

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

EXECUTIVE COMPENSATION

The following information is being provided pursuant to National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, and sets forth the compensation paid, awarded, granted, given or otherwise provided to each named executive officer and director for the most recently completed financial year.

For purposes of this Statement of Executive Compensation:

"**compensation securities**" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries (if any) for services provided or to be provided, directly or indirectly to the Company or any of its subsidiaries (if any);
"**NEO**" or "**named executive officer**" means:

(a) each individual who served as the **CEO** of the Company, or who performed functions similar to a CEO, during any part of the most recently completed financial year,

(b) each individual who served as the **CFO** of the Company, or who performed functions similar to a CFO, during any part of the most recently completed financial year,

(c) the most highly compensated executive officer of the Company or any of its subsidiaries (if any) other than 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; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company or its subsidiaries (if any), nor acting in a similar capacity, at the end of that financial year;

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

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

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table sets forth all direct and indirect compensation paid, payable, awarded, granted, given or otherwise

provided, directly or indirectly, by the Company of any subsidiary thereof to each NEO and each director of the Company, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for services provided and for services to be provided, directly or indirectly, to the Company for the financial years ended **December 31, 2024 and December 31, 2025.**

Name and Position	Financial Year Ended	Salary, Consulting Fee Retainer or Commission ($)	Bonus ($)	Committee or Meeting Fees ($)	Value of Perquisites (1) ($)	Value of all other Compensation ($)	Total Compensation ($)
Nicole Morcombe(1) CEO, Interim, President & Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	182,507	Nil	Nil	Nil	42,000	224,507
Michael Griffiths(2) Vice President, Exploration & Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	113,463	Nil	Nil	Nil	Nil	113,463
Vincent Algar(3) Director	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024						
Kyle Nazareth(5)	2025	31,500	Nil	Nil	Nil	Nil	31,500
CFO	2024	Nil	Nil	Nil	Nil	Nil	Nil
Silfia Morton(4)	2025	27,441	Nil	Nil	Nil	Nil	27,441
Former CFO	2024	100,289	Nil	Nil	Nil	Nil	100,289
Simon Coyle (6) Former President and CEO	2025	51,794	Nil	Nil	Nil	Nil	51,794
	2024	232,934	Nil	Nil	Nil	Nil	232,934
Mark Connelly(7)	2025	11,261	Nil	Nil	Nil	Nil	11,261
Non-Executive Chairman	2024	45,175	Nil	Nil	Nil	Nil	45,175

(1) Nicole Morcombe invoiced and accrued total fees of $224,507 for services rendered during 2024. No cash payments were made in respect of these fees, which remained accrued at year end. In 2025, a portion of $107,052 of the accrued amount was reversed or forgiven, resulting in a remaining accrued balance of $117,455.
(2) Michael Griffiths invoiced and accrued total fees of $113,463 for services rendered during 2024. No cash payments were made in respect of these fees, which remained accrued at year end. In 2025, a portion of $30,080 of the accrued amount was reversed or forgiven, resulting in a remaining accrued balance of $83,383.
(3) Vincent Algar was appointed as a Director on March 31, 2025.
(4) Silfia Morton resigned as CFO on June 30, 2025
(5) Kyle Nazareth was appointed CFO June 30, 2025
(6) Simon Coyle resigned as President and CEO on March 31, 2025
(7) Mark Connelly resigned as non-executive chairman on March 17, 2025. On July 18, 2025, the Company issued 919,483 common shares for the full and final settlement of outstanding debts owing to Mark Connelly for director's fees

Stock Options and Other Compensation Securities

Compensation Securities							
Name and principal position	**Type of Compensation Security**	**Number of Compensation Securities**	**Date of Issue or Grant**	**Issue, Conversion or Exercise Price ($)**	**Closing price of security or underlying security on date of grant**	**Closing price of security or underlying security at year end**	**Expiry Date**
Nicole Morcombe Interim CEO, President & Director	Options DSUs	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
Michael Griffiths Director	Options DSUs	Nil Nil	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A
Vincent Algar Director	Options DSUs	Nil Nil	Nil Nil	N/A N/A	N/A 0.035	N/A N/A	N/A N/A
Kyle Nazareth CFO	Options DSUs	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
Silfia Morton Former CFO	Options DSUs	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A
Simon Coyle Former President and CEO	Options DSUs	Nil Nil	N/A N/A	N/A N/A	N/A N/A	N/A N/A	N/A N/A

Exercise of Compensation Securities by Directors and NEOs

There were no compensation securities exercised by directors and NEOs for the most recently completed financial year.

Employment, Consulting and Management Agreements

There are no formal, written employment or consulting or management agreements with any NEO or director.

Oversight and Description of Director and NEO Compensation

In assessing the compensation of its executive officers, the Company does not have in place any formal objectives, criteria or analysis; compensation payable is currently determined by the Board. The Company's executive compensation program is based on comparisons of similar type and size companies. Both individual and corporate performances are also taken into account. As of the date of this Information Circular, the Company's directors have not established any benchmark or performance goals to be achieved or met by the NEOs; however, such NEOs are expected to carry out their duties in an effective and efficient manner so as to advance the business objectives of the Company. Payments may be made from time to time to individuals or companies they control for the provision of consulting services. Such consulting services are paid for by the Company at competitive industry rates for work of a similar nature by reputable arm's length services providers

Pension Plan Benefits

The Company does not have any pension, defined benefit, defined contribution or deferred compensation plans in place.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth certain information pertaining to the Company's equity compensation plan as at December 31, 2025.

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by securityholders	N/A	N/A	N/A
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	N/A	N/A	N/A

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

Other than as disclosed herein, 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.

MANAGEMENT CONTRACTS

Management functions of the Company and its subsidiaries are substantially performed by the Company's directors and executive officers. Other than as set out herein under "Employment, Consulting and Management Contracts", the Company has not entered into any contracts, agreements or arrangements with parties other than its directors and executive officers for the provision of such management functions.

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited annual financial statements and accompanying management's discussion and analysis for December 31, 2025.

Under National Instrument 51-102, *Continuous Disclosure Obligations*, any person or company who wishes to receive 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 person or company is the owner of securities of the Company. Shareholders who wish to receive 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. The Company will maintain a supplemental mailing list of persons or companies wishing to receive financial statements.

Shareholders may obtain copies of the Company's financial statements and related MD&A by contacting the Company at 1111 West Hastings, 15th Floor, Vancouver, British Columbia, V6E 2J3. Additional information relating to the Company is available on SEDAR+ at *www.sedarplus.ca*.

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 as of the 13th day of November, 2026.

BY THE ORDER OF THE BOARD OF DIRECTORS OF VELOX ENERGY MATERIALS INC.

"Nicole Morcombe"

Nicole Morcombe
Interim President, CEO & Director