

GOLDQUEST MINING CORP.
NOTICE OF ANNUAL GENERAL MEETING
OF SHAREHOLDERS

TO BE HELD VIRTUALLY ON SEPTEMBER 27, 2024

NOTICE IS HEREBY GIVEN that the annual general meeting of shareholders (the "**Meeting**") of GoldQuest Mining Corp. (the "**Company**") will be held virtually via live webcast at <https://virtual-meetings.tsxtrust.com/1702> (case sensitive password: goldquest2024), on Friday, September 27, 2024 at 8:30 a.m. (Pacific Time) for the following purposes:

1. to receive the comparative financial statements of the Company and the auditors' report thereon for the fiscal year ended December 31, 2023;
2. to fix the number of directors at six (6);
3. to elect directors for the ensuing year;
4. to appoint auditors and authorize the directors to fix the remuneration of such auditors;
5. to consider and, if thought fit, approve by ordinary resolution the Company's amended and restated stock option plan, as more particularly described in the accompanying management information circular (the "**Circular**") attached hereto and as further set out in Schedule "C" to the Circular; and
6. to transact such further or other business as may properly come before the Meeting and any adjournment or adjournments thereof.

The board of directors of the Company (the "**Board**") has fixed the close of business on August 13, 2024 as the record date for the determination of shareholders entitled to notice of the Meeting or any adjournment or adjournments thereof and the right to vote thereat.

Accompanying this notice is the Circular and a form of proxy. Shareholders who are unable to attend the virtual Meeting are requested to complete, sign, date and return the enclosed form of proxy in accordance with the instructions provided on the form of proxy.

Virtual-only format

The Company will hold the Meeting in a virtual-only format, which will be conducted via live webcast at <https://virtual-meetings.tsxtrust.com/1702>. Shareholders will not be able to attend the Meeting in person. Eligible shareholders attending the Meeting may ask questions during the Meeting. You can find more information about voting and asking questions during the Meeting in the TSX Trust Company Virtual Meeting Guide attached as Schedule "D" to the Circular.

Registered shareholders and duly appointed proxyholders will be able to attend, submit questions and vote at the Meeting online at <https://virtual-meetings.tsxtrust.com/1702>. Non-registered (beneficial) shareholders who have not duly appointed themselves as proxyholder will be able to attend the Meeting as guests, but guests will not be

able to vote or ask questions at the Meeting. The Company encourages shareholders to vote their shares in advance of the Meeting via mail, facsimile or online.

Pursuant to an order made by the Supreme Court of British Columbia, the Company was permitted to hold its annual general meeting beyond the time prescribed by the *Canada Business Corporations Act*, which requires a corporation to hold its annual general meeting not later than six (6) months after the end of the last financial year.

DATED at Vancouver, British Columbia this 13rd day of August, 2024.

BY ORDER OF THE BOARD
GoldQuest Mining Corp.

(signed) "Luis Santana"

Luis Santana

Chief Executive Officer

GOLDQUEST MINING CORP.

INFORMATION CIRCULAR

(containing information as at August 13, 2024, unless otherwise stated)

This Information Circular (this "**Circular**") is furnished in connection with the solicitation of proxies by the Management of **GOLDQUEST MINING CORP.** (the "**Company**" or "**GoldQuest**"), for use at the Annual General Meeting (the "**Meeting**") of the shareholders (the "**Shareholders**") of the Company to be held on Friday, September 27, 2024, at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

The Company will hold the Meeting in a virtual-only format, which will be conducted via live webcast at <https://virtual-meetings.tsxtrust.com/1702>. Shareholders will not be able to attend the Meeting in person. Eligible Shareholders attending the Meeting may ask questions during the Meeting. **You can find more information about voting and asking questions during the Meeting in the TSX Trust Company Virtual Meeting Guide attached as Schedule "D" to this Circular.**

Unless otherwise specified, all dollar amounts are expressed in Canadian dollars.

SOLICITATION OF PROXIES

The solicitation will be primarily by mail; however, proxies may be solicited personally or by telephone by the regular officers and employees of the Company. The cost of solicitation will be borne by the Company.

ATTENDING AND VOTING AT THE VIRTUAL MEETING

The Company will hold the Meeting in a virtual-only format, which will be conducted via live webcast at <https://virtual-meetings.tsxtrust.com/1702>. Shareholders will not be able to attend the Meeting in person. Eligible Shareholders attending the Meeting may ask questions during the Meeting, as described in more detail in this Circular.

Registered Shareholders and duly appointed proxyholders will be able to attend, participate and vote at the Meeting online at <https://virtual-meetings.tsxtrust.com/1702>. Before the start of the Meeting, such persons may enter the Meeting by clicking "I have a control number" and entering a valid control number and the password: goldquest2024.

Registered Shareholders: The control number located on the form of proxy or in the email notification you received is your control number. If you are a registered Shareholder and choose to vote online at the Meeting, you do not need to complete or return your proxy form. You can login to the Meeting and complete a ballot online during the Meeting.

Duly appointed proxyholders: TSX Trust Company will provide the proxyholder with a meeting access number by e-mail after the proxy voting deadline has passed and the proxyholder has been duly appointed. See "*Appointment and Revocation of Proxies*" for further information.

Guests, including Beneficial Shareholders (as defined below) who have not duly appointed themselves as proxyholder, can login to the Meeting by clicking "I am a guest" and completing the online registration form. Guests will be able to listen to the Meeting but will not be able to vote or ask questions at the Meeting.

If you attend the Meeting, it is important that you are connected to the internet at all times during the Meeting in order to vote when balloting commences. You should ensure you have a strong, preferably high-speed internet connection wherever you intend to participate in the Meeting. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please do not use Internet Explorer. Online check-in will begin 30 minutes prior to the Meeting on September 27, 2024 at 8:00 a.m. (Pacific Time). The Meeting will begin promptly at 8:30 a.m. (Pacific Time) on September 27, 2024, unless otherwise adjourned or postponed. You should allow ample time to ensure your web browser and internet connection are working properly and for online check-in procedures. For any technical difficulties experienced during the check-in process or during the Meeting, please refer to the TSX Trust Virtual Meeting Guide mailed to Shareholders and attached hereto as Schedule "D", the Notice of Meeting, this Circular and the form of proxy or voting instruction form, as applicable.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy are directors and/or officers of the Company. **A Shareholder has the right to appoint a person (who need not be a Shareholder) to attend and act on the Shareholder's behalf at the Meeting other than the persons named in the accompanying form of proxy. To exercise this right, a Shareholder shall strike out the names of the persons named in the accompanying form of proxy and insert the name of the Shareholder's nominee in the blank space provided, or complete another instrument of proxy.**

Shareholders, including Beneficial Shareholders (as defined below), who wish to appoint a third-party proxyholder to represent them at the Meeting **must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder. Registering the proxyholder is an additional step once the Shareholder has submitted their proxy or voting instruction form.** To register a proxyholder, Shareholders must visit <https://virtual-meetings.tsxtrust.com/1702> and provide the TSX Trust Company with their proxyholder's contact information by 8:30 a.m. (Pacific Time) on Friday, September 27, 2024. The time limit for deposit of proxies may be waived or extended without notice by the Chairperson of the Meeting at his or her direction. In addition, late proxies may be accepted or rejected by the Chairperson of the Meeting at his or her discretion, and the Chairperson is under no obligation to accept to reject any particular late proxy.

A proxy will not be valid unless it is duly completed, signed and deposited with the Company's registrar and transfer agent, TSX Trust Company, 301 - 100 Adelaide Street West, Toronto ON M5H 4H1, not later than 48 hours, excluding Saturdays, Sundays and holidays, prior to the Meeting (i.e. prior to 8:30 a.m. (Pacific Time) on Wednesday, September 25, 2024) or any adjournment thereof. A proxy must be signed by the Shareholder or by his attorney in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer.

A Shareholder who has given a proxy may revoke it at any time before it is exercised. In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or by his attorney authorized in writing, or, if the Shareholder is a corporation, it must either be under its common seal or signed by a duly authorized officer and deposited by hand or mail with TSX Trust Company, 301 - 100 Adelaide Street West, Toronto ON M5H 4H1, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or to the Chairperson of the Meeting on the day of the Meeting or any adjournment thereof. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

If a registered Shareholder who has submitted a proxy attends the Meeting via live webcast using a control number or username and accepts the terms and conditions when entering the Meeting online, any votes cast by such Shareholder on a ballot will be counted and the submitted proxy will be disregarded.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the accompanying form of proxy will vote the shares in respect of which they are appointed. Where directions are given by the Shareholder in respect of voting for or against any resolution, the proxy holder will do so in accordance with such direction. **In the absence of any instruction in a proxy, it is intended that such shares will be voted in favour of the motions proposed to be made at the Meeting as stated under the headings in this Circular.**

The accompanying form of proxy, when properly signed, confers discretionary authority with respect to amendments or variations to the matters which may properly be brought before the Meeting. At the time of printing this Circular, the Management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any other matters which are not now known to the Management should properly come before the Meeting, the proxies hereby solicited will be exercised on such matters in accordance with the best judgment of the nominee.

In order to approve a motion proposed at the Meeting, a majority of greater than 50% of the votes cast will be required (an "**Ordinary Resolution**") unless the motion requires a special resolution, in which case a majority of not less than two-thirds of the votes cast will be required. In the event a motion proposed at the Meeting requires disinterested shareholder approval, shares held by Shareholders who are also "insiders", as such term is defined under applicable securities laws, will be excluded from the count of votes cast on such motion.

ADVICE TO BENEFICIAL SHAREHOLDERS

The information set forth in this section is of significant importance to many Shareholders as a substantial number of Shareholders do not hold shares in their own name. Shareholders who do not hold their shares in their own name (referred to in this Circular as "**Beneficial Shareholders**") should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting.

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are "non-registered" shareholders because the shares of the Company that they own are not registered in their own names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased their shares. A person is not a registered Shareholder (a "**Beneficial Holder**") in respect of shares which are held either (i) 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 RRSPs, RRIFFs, RESPs and similar plans), or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.), or its nominee, of which the Intermediary is a participant. In accordance with the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* of the Canadian Securities Administrators, the Company has distributed copies of the materials for the Meeting to the clearing agencies and Intermediaries for onward distribution to Beneficial Holders.

Intermediaries are required to forward the Meeting materials to Beneficial Holders other than Beneficial Holders that have waived the right to receive them. Management does not intend to pay for intermediaries to forward the meeting materials to objecting beneficial owners and therefore such objecting beneficial owners will not receive the materials unless the objecting beneficial owner's intermediary assumes the cost of delivery.

Intermediaries will frequently use service companies to forward the Meeting materials to Beneficial Holders. Generally, Beneficial Holders who have not waived the right to receive the 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 the Company's shares beneficially owned by the Beneficial Holder and is to be completed, but not signed, by the Beneficial Holder and deposited with TSX Trust Company, 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 which the Intermediary must follow.

In either case, the purpose of this procedure is to permit Beneficial Holders to direct the voting of the Company's shares which they beneficially own. Should a Beneficial Holder who receives one of the above forms wish to vote at the Meeting in person, the Beneficial Holder should strike out the names of the management proxyholders named in the form and insert the Beneficial Holder's name in the blank space provided. 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.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purpose of voting shares registered in the name of their broker, agent or nominee, a Beneficial Shareholder may attend the Meeting as a proxyholder for a shareholder and vote their shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxyholder for the registered shareholder should contact their broker, agent or nominee well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their shares as a proxyholder.

All references to shareholders in this Circular and the accompanying form of proxy are to registered Shareholders and duly appointed proxyholders unless specifically stated otherwise. Shareholders who wish to appoint a third-party proxyholder to represent them at the Meeting **must submit their proxy or voting instruction form (as applicable) prior to registering their proxyholder**. See "*Appointment and Revocation of Proxies*" above for further information.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise disclosed herein, none of:

- (a) the directors or executive officers of the Company at any time since the beginning of the last financial year of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting exclusive of the election of directors or the appointment of auditors.

RECORD DATE, VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

A Shareholder of record as at the close of business on August 13, 2024 (the "**Record Date**"), who either personally attends the Meeting or who has completed and delivered a proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have such Shareholder's shares voted at the Meeting.

The Company's authorized capital consists of an unlimited number of common shares ("**Common Shares**") without par value. As at the Record Date, the Company has 259,442,384 Common Shares issued and outstanding, with each Common Share carrying the right to one vote.

To the best of the knowledge of the directors and senior officers of the Company, as at the Record Date, no person holds, directly or indirectly, or exercises control or direction, over more than 10% of the issued and outstanding Common Shares save and except for CDS & Co., an intermediary which holds shares of the Company in electronic form for various brokerage houses and banks, and as follows:

Shareholder	Number of Shares	% of Outstanding Shares
Agnico Eagle Mines Ltd.	38,100,000	14.69%

As at August 13, 2024 the directors and officers of the Company own or control, or direct, directly or indirectly, in the aggregate, 7,515,000 Common Shares, representing approximately 2.90% of the issued and outstanding Common Shares.

EXECUTIVE COMPENSATION

In accordance with the provisions of applicable securities legislation, the Company had three (3) "named executive officers" during the financial year ended December 31, 2023, namely (i) Mr. William Fisher, non-executive Chairman, (ii) Mr. Luis Santana, CEO and director, and (iii) Mr. Paul Robertson, CFO.

Definitions

For the purpose of this Circular:

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

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

"**closing market price**" means the price at which the Company's security was last sold, on the applicable date,

- (a) in the security's principal marketplace in Canada, or
- (b) if the security is not listed or quoted on a marketplace in Canada, in the security's principal marketplace;

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

"**equity incentive plan**" means an incentive plan, or portion of an incentive plan, under which awards are granted and that falls within the scope of IFRS 2 *Share-based Payment* of International Financial Reporting Standard ("**IFRS**");

"**grant date**" means a date determined for financial statement reporting purposes under IFRS 2 of IFRS;

"**incentive plan**" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"**incentive plan award**" means compensation awarded, earned, paid, or payable under an incentive plan;

"**NEO**" or "**named executive officer**" means each of the following individuals:

- (a) a CEO;
- (b) a CFO;
- (c) each of the three most highly compensated executive officers of the Company, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 – *Statement of Executive Compensation*, 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, nor acting in a similar capacity, at the end of that financial year;

"**non-equity incentive plan**" means an incentive plan or portion of an incentive plan that is not an equity incentive plan;

"**option-based award**" means an award under an equity incentive plan of options, including, for greater certainty, share options, share appreciation rights, and similar instruments that have option-like features;

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

"**share-based award**" means an award under an equity incentive plan of equity-based instruments that do not have option-like features, including, for greater certainty, common shares, restricted shares, restricted share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock.

Compensation Discussion and Analysis

Discussion and Analysis

The objective of the Company's compensation strategy is to provide adequate levels of base compensation for its NEOs as well as discretionary bonuses to act as incentive mechanisms for achieving corporate goals and objectives and ensure compensation is competitive so as to enable the Company to continue to attract talented individuals. Each NEO receives a base salary in recognition of the position's day-to-day duties and responsibilities.

The Compensation & Nominating Committee, a committee of the board of directors of the Company (the "**Board**"), is responsible for establishing management compensation. The Board, and the Compensation & Nominating Committee

thereof, do not have a pre-determined, performance-based compensation plan, but rather review the performance of management at the end of each fiscal year. The Board reviews each NEO's base salary on an annual basis, and may also consider an NEO's qualifications, experience, length of service and past contributions in determining an NEO's base salary.

The Board may also set, throughout the year, discretionary bonuses to serve as incentive mechanisms for the meeting of particular corporate goals and objectives, or for the Company's financial performance. In arriving at a decision to award and in determining the amount of discretionary cash bonuses, the Compensation & Nominating Committee considers performance measures, including financial, budgetary, projects and other corporate initiatives.

Under the terms of the executive employment agreement dated May 30, 2022 between the Company and Luis Santana, the Chief Executive Officer of the Company, Mr. Santana is entitled to an annual salary of USD\$300,000 for his services as Chief Executive Officer. Mr. Santana is also eligible for a one-time bonus equal to 50% of his annual salary (or USD\$150,000), based on the Company receiving the exploitation license for its Romero Project located in the Dominican Republic (the "**Exploitation License**"). Following the receipt of the Exploitation License, Mr. Santana is also entitled to participate in an annual cash incentive bonus plan that provides him with the opportunity to receive a cash-based performance bonus with a target set at 50% of his annual salary (or USD\$150,000), based on criteria adopted by the Board.

Under the terms of the employment agreement dated May 20, 2020 between the Company and Paul Robertson, the Chief Financial Officer of the Company, Mr. Robertson is entitled to a monthly salary of \$3,000 for his services as Chief Financial Officer. Under a separate accounting services agreement dated March 1, 2019 between the Company and Quantum Advisory Partners LLP, a limited liability partnership that is licensed and registered with the Institute of Chartered Accountants of British Columbia through which Mr. Robertson practises accounting, Quantum Advisory Partners LLP provides the Company with accounting services.

NEOs are also eligible to participate in the Company's stock option plan (the "**Option Plan**") and receive grants of stock options thereunder.

Base salaries and bonuses are determined largely by reference to market conditions and salaries and bonuses paid for equivalent positions and roles. Benchmarking has not been utilized for setting base salaries or bonuses, rather the overall experience of the Board is used in determining appropriate and competitive compensation levels, taking into account the NEO's performance for the preceding fiscal year. In addition to performance, the members of the Compensation & Nominating Committee consider, among other things, the industry in which the Company operates, the competitive landscape for hiring executives within this industry, the public nature of the Company, the financial condition and market capitalization of the Company and the defined responsibilities of each individual. The Compensation & Nominating Committee believes that the salary and bonus paid to each NEO during the last fiscal year was commensurate with such NEO's position and experience.

The Board believes that the executive compensation program of the Company should not raise its overall risk profile. Accordingly, the Company's executive compensation programs include safeguards designed to mitigate compensation risks. The following measures impose appropriate limits to avoid excessive or inappropriate risk taking or payments:

- discretionary bonus payments are determined by the Compensation & Nominating Committee based on individual annual performance reviews;
- adoption of a stock option vesting policy pursuant to which incentive stock options granted to executive officers and management vest over time discourages excessive risk-taking to achieve short-term goals; and
- implementation of trading black-outs under the Company's Corporate Disclosure Policy limits the ability of executive officers to trade in securities of the Company.

Inappropriate and excessive risks by executives are also mitigated by regular meetings of the Board, at which, activity by the executives must be approved by the Board if such activity is outside previously Board-approved actions and/or as set out in a board-approved budget. Due to the fact that the Company is still an exploration stage mining company, and given the current composition of the Company's executive management team, the Board and the Compensation & Nominating Committee are able to closely monitor and consider any risks which may be associated with the Company's compensation

practices. Risks, if any, may be identified and mitigated through regular Board meetings during which financial and other information of the Company is reviewed, including executive compensation.

Risk management is not a primary consideration of the Compensation & Nominating Committee in designing or determining executive compensation. An NEO or director is not expressly prohibited from purchasing financial instruments, including for greater certainty, prepaid variable forward contracts, equity swaps, collars or units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Share-Based and Option-Based Awards

The Option Plan is used to attract, retain and incentivize qualified and experienced personnel. The Option Plan is an important part of the Company's long-term incentive strategy for its NEOs, as well as for its other directors, officers, other management, employees and consultants (collectively, "**eligible persons**"), permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Option Plan is designed to foster a proprietary interest in stock ownership, and to reinforce a commitment to the Company's long-term growth, performance and success as well as increasing shareholder value.

The Board reviews the grant of stock options to NEOs from time to time, based on various factors such as the NEO's level of responsibility and role and importance in the Company achieving its corporate goals, objectives and prospects. Previous grants of options are taken into account when considering new grants of stock options to NEOs.

The Board or the Compensation & Nominating Committee, as applicable, may determine the terms relating to each option, including the number of shares subject to each option, the exercise price, the expiration date of each option, and the extent to which each option is exercisable during the term of the option, based on the recommendation of the CEO of the Company.

The Company has no equity compensation plans other than the Option Plan.

Compensation Governance

The Compensation & Nominating Committee, as at December 31, 2023, was comprised of the following directors: Mr. Patrick Michaels (chair - independent), Mr. Florian Siegfried (independent) and Mr. Frank Balint (independent).

The members of the Compensation & Nominating Committee do not have direct experience that is relevant to their responsibilities in executive compensation. However, each of the Compensation & Nominating Committee members has skills and experiences that enable the member to make decisions on the suitability of the compensation policies and practices of the Company as set out below.

Patrick Michaels

Patrick Michaels is the Chairman of Zuri-Invest AG and the Chairman of Asty Capital AG in Zurich, Switzerland. Mr. Michaels has been involved in numerous financings of gold mines in North America and is a well-respected financial adviser and fund manager throughout Europe. Mr. Michaels has extensive experience in the fields of mining finance, fund management and asset allocation. Mr. Michaels has a background in law and economics, and did his training in the areas of private banking and investment research at UBS in Zurich. Additionally, he attended post-graduate courses at the Colorado School of Mines in Denver, Colorado. Mr. Michaels was previously on the board of Romarco Minerals Inc. and currently on the board of Steppe Gold Ltd.

Florian Siegfried

Florian Siegfried is CEO and Managing Partner of SSI Asset Management Ltd. based in Liechtenstein. Prior to that he served as Chief Executive Officer of Precious Capital AG, a Zurich-based fund manager specializing in global mining investments. Previously he was the CEO of Shape Capital Ltd., a SIX Swiss Exchange-listed private equity company. He is also an independent director of PPX Mining Corp. Mr. Siegfried holds a master's degree in finance and economics from the University of Zurich and a post-graduate degree in accounting from the University of Lucerne.

Frank Balint

Frank Balint is a seasoned mining executive with over 35 years of broad ranging practical experience in the mining industry. Mr. Balint has been involved in all aspects of the mining life cycle from exploration, through discovery, feasibility, financing, development and closure. Mr. Balint possesses strong technical skills backed up by a solid financial experience base that have resulted in a strong exploration and acquisition track record. As a senior member of the executive team at Inmet Mining Corp. ("Inmet") for nearly 20 years, he has had significant involvement with shaping, communicating, and executing a successful corporate strategy that saw Inmet grow from a market cap of less than \$200 million to over \$5 billion before it was acquired by First Quantum Minerals in March of 2013. Mr. Balint was also formerly a director of Wolfden Resources Inc., a TSX listed company that was sold to Zinifex Limited in 2007 for \$363 million. Mr. Balint is a licensed professional geologist (P. Geo) in Ontario and is currently a director of Doré Copper Mining Corp.

The Company has not adopted a formal policy on compensation risk management nor has it engaged an independent compensation consultant. The Company has a Compensation & Nominating Committee to assist the Board in discharging its duties relating to compensation of the Company's directors and executive officers.

NEO Summary Compensation Table

The following table sets out certain information respecting the compensation paid to the NEO's during the most recently completed financial years.

Name and principal position	Year	Salary (\$)	Grant date fair value of share-based awards (\$)	Grant date fair value of option-based awards ⁽¹⁾ (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
William Fisher ⁽²⁾ Non-Executive Chairman	2023	\$24,000	Nil	\$26,584 ⁽⁵⁾	Nil	Nil	Nil	Nil	\$50,584
	2022	\$24,000	Nil	Nil	Nil	Nil	Nil	Nil	\$24,000
	2021	\$24,000	Nil	\$173,531 ⁽⁶⁾	Nil	Nil	Nil	Nil	\$197,531
Luis Santana ⁽³⁾ CEO and Director	2023	\$368,768 ⁽⁷⁾	Nil	\$79,751 ⁽⁸⁾	Nil	Nil	Nil	Nil	\$448,519
	2022	\$135,651 ⁽⁷⁾	Nil	\$252,282 ⁽⁹⁾	Nil	Nil	Nil	Nil	\$387,933
Paul Robertson ⁽⁴⁾ CFO	2023	\$39,500	Nil	\$15,950 ⁽¹⁰⁾	Nil	Nil	Nil	\$80,500 ⁽¹²⁾	\$135,950
	2022	\$42,625	Nil	Nil	Nil	Nil	Nil	\$78,919 ⁽¹²⁾	\$121,544
	2021	\$36,000	Nil	\$58,599 ⁽¹¹⁾	Nil	Nil	Nil	\$75,240 ⁽¹²⁾	\$169,839

(1) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton model. The Company used the Black-Scholes-Merton model as the methodology to calculate the grant date fair value, and relied on the following key assumptions and estimates for the 2023 calculation: (a) risk-free interest rate: 4.12%; (b) life of option: 5 years; (c) expected volatility: 89%; and dividend yield: 0%. The Black-Scholes-Merton option valuation model is used because it provides a fair value widely accepted by the business community and is regarded as one of the best ways of determining fair prices of options.

(2) Mr. Fisher was appointed as CEO effective September 12, 2017. Mr. Fischer's employment as CEO ceased on January 15, 2019. Mr. Fisher has continued on with the Company as non-executive Chairman.

(3) Mr. Santana was appointed as CEO and director effective September 1, 2022.

(4) Mr. Robertson was appointed as CFO effective September 1, 2010.

(5) Mr. Fisher was granted 500,000 options exercisable at a price of \$0.11 until September 18, 2028.

(6) Mr. Fisher was granted 500,000 options exercisable at a price of \$0.36 until January 22, 2026 and also granted 750,000 options exercisable at a price of \$0.15 until December 17, 2026.

- (7) None of Mr. Santana's salary for the years ended December 31, 2023 and December 31, 2022 was paid as compensation for acting as a director. These amounts were paid only as compensation for acting as CEO.
- (8) Mr. Santana was granted 1,500,000 options exercisable at a price of \$0.11 until September 18, 2028.
- (9) Mr. Santana was granted 2,000,000 options exercisable at a price of \$0.18 until June 1, 2027.
- (10) Mr. Robertson was granted 300,000 options exercisable at a price of \$0.11 until September 18, 2028.
- (11) Mr. Robertson was granted 150,000 options exercisable at a price of \$0.36 until January 22, 2026 and also granted 300,000 options exercisable at a price of \$0.15 until December 17, 2026.
- (12) Fees paid to Quantum Advisory Partners LLP for CFO and non-CFO related services (including full-cycle accounting, tax compliance, and corporate secretarial), a registered limited liability partnership, of which Mr. Robertson is an incorporated partner.

NEO Incentive Plan Awards

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out certain information respecting each NEO's share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year.

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
William Fisher ⁽²⁾ Non-Executive Chairman	750,000	\$0.15	January 21, 2024	\$Nil	N/A	N/A	N/A
	500,000	\$0.20	April 30, 2025	\$Nil			
	500,000	\$0.36	January 22, 2026	\$Nil			
	750,000	\$0.15	December 17, 2026	\$Nil			
	500,000	\$0.11	September 18, 2028	\$Nil			
Luis Santana ⁽³⁾ CEO and Director	2,000,000	\$0.18	June 1, 2027	\$Nil	666,666	N/A	N/A
	1,500,000	\$0.11	September 18, 2028	\$Nil			
Paul Robertson CFO	500,000	\$0.15	March 6, 2024	\$Nil	N/A	N/A	N/A
	300,000	\$0.20	April 30, 2025	\$Nil			
	150,000	\$0.36	January 22, 2026	\$Nil			
	300,000	\$0.15	December 17, 2026	\$Nil			
	300,000	\$0.11	September 18, 2028	\$Nil			

- (1) Based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the TSX Venture Exchange (the "TSX-V") on the last day of the most recently completed financial year, being \$0.095.
- (2) Mr. Fisher was appointed as CEO effective September 12, 2017. Mr. Fischer's employment as CEO ceased on January 15, 2019. Mr. Fisher has continued on with the Company as non-executive Chairman.
- (3) Mr. Santana was appointed as CEO and director effective September 1, 2022.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out certain information respecting the value of each NEO's share-based and option-based awards that became vested or were earned during the most recently completed financial year.

Name	Option-based awards –Value vested during the year ⁽¹⁾ (\$)	Share-based awards –Value vested during the year (\$)	Non-equity incentive plan compensation –Value earned during the year (\$)
William Fisher ⁽²⁾	\$Nil	N/A	N/A
Luis Santana ⁽³⁾	\$Nil	N/A	N/A
Paul Robertson	\$Nil	N/A	N/A

- (1) Based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the TSX-V on the vesting date. The grant of stock options to NEO's pursuant to the Option Plan is discussed above under the heading "*Compensation Discussion and Analysis – Option-Based Awards*".
- (2) Mr. Fisher was appointed as CEO effective September 12, 2017. Mr. Fischer's employment as CEO ceased on January 15, 2019. Mr. Fisher continued on with the Company as non-executive Chairman.
- (3) Mr. Santana was appointed as CEO and director effective September 1, 2022.

Termination and Change of Control Benefits

Under the terms of the executive employment agreement dated May 30, 2022 between the Company and Luis Santana, the Chief Executive Officer of the Company, if the Company terminates Mr. Santana's employment, without cause and absent a change of control, an amount equal to the lesser of six months salary or the remaining salary payable for the duration of the term of the employment agreement with Mr. Santana and, in the sole discretion of the Board, any bonus on a *pro rata* basis, will be payable to Mr. Santana. If, within twelve months of a change of control, the Company terminates Mr. Santana's employment without cause or Mr. Santana terminates his employment agreement with good reason, a lump sum payment of USD\$600,000 will be payable to Mr. Santana. Additionally, any stock options that Mr. Santana has been granted will vest immediately. Based on the assumption that the triggering event occurred on December 31, 2023, the estimated incremental payment to Mr. Santana under the foregoing provision would have been either USD\$150,000 or USD\$600,000 respectively.

Under the terms of the employment agreement dated May 20, 2020 between the Company and Paul Robertson, the Chief Financial Officer of the Company, if the Company terminates Mr. Robertson's contract, without cause and absent a change of control, an amount equal to 12 months of his salary will be payable to Mr. Robertson and if the Company terminates Mr. Robertson's contract without cause and within 12 months of a change of control, a lump sum payment of \$144,000 will be payable to Mr. Robertson. Based on the assumption that the triggering event occurred on December 31, 2023, the estimated incremental payment to Mr. Robertson under the foregoing provisions would have been either \$36,000 or \$144,000 respectively.

Director Compensation

Director Compensation Table

The following table sets out certain information respecting the compensation paid to directors of the Company who were not NEO's during the Company's most recently completed financial year:

Name⁽¹⁾	Fees earned (\$)	Share-based awards (\$)	Option-based awards⁽²⁾ (\$)	Non-equity incentive plan compensation (\$)	Pension value (\$)	All other compensation (\$)	Total (\$)
Patrick Michaels	\$24,000	Nil	\$26,584 ⁽³⁾	Nil	Nil	Nil	\$50,584
Florian Siegfried	\$24,000	Nil	\$26,584 ⁽⁴⁾	Nil	Nil	Nil	\$50,584
Julio Espailat	\$24,000	Nil	\$26,584 ⁽⁵⁾	Nil	Nil	Nil	\$50,584
Frank Balint	\$24,000	Nil	\$26,584 ⁽⁶⁾	Nil	Nil	Nil	\$50,584

- (1) See the "*NEO Summary Compensation Table*" above for information regarding the NEOs.
- (2) Deemed fair value of options granted during the fiscal year, based on the Black-Scholes-Merton.
- (3) Mr. Michaels was granted 500,000 options exercisable at a price of \$0.11 until September 18, 2028.
- (4) Mr. Siegfried was granted 500,000 options exercisable at a price of \$0.11 until September 18, 2028.
- (5) Mr. Espailat was granted 500,000 options exercisable at a price of \$0.11 until September 18, 2028.
- (6) Mr. Balint was granted 500,000 options exercisable at a price of \$0.11 until September 18, 2028.

The Board reviews and determines directors' compensation once a year. The Board takes into account the types of compensation and the amounts paid to the directors of comparable publicly traded Canadian companies. The below noted annual retainers and fees apply to non-management directors in effect as at December 31, 2023.

Directors who are also officers and receive a salary from the Company do not receive any additional remuneration from the Company for serving as a director. All of the directors are entitled to reimbursement of any out-of-pocket expenses incurred in performing duties as a director and are entitled to participate in the Option Plan (see "*Outstanding Share-Based Awards and Option-Based Awards*" below).

Share-based Awards, Option-based Awards and Non-equity Incentive Plan Compensation

Outstanding Share-Based Awards and Option-Based Awards

The following table sets out certain information respecting share-based and option-based awards outstanding at the end of the most recently completed financial year, including awards granted before the most recently completed financial year, for the directors of the Company who were not NEOs:

Name	Option-based Awards				Share-based Awards		
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Patrick Michaels	750,000	\$0.15	January 21, 2024	\$Nil	N/A	N/A	N/A
	500,000	\$0.20	April 30, 2025	\$Nil			
	500,000	\$0.36	January 22, 2026	\$Nil			
	750,000	\$0.15	December 17, 2026	\$Nil			
	500,000	\$0.11	September 18, 2028	\$Nil			
Florian Siegfried	750,000	\$0.15	January 21, 2024	\$Nil	N/A	N/A	N/A
	500,000	\$0.20	April 30, 2025	\$Nil			
	500,000	\$0.36	January 22, 2026	\$Nil			
	750,000	\$0.15	December 17, 2026	\$Nil			
	500,000	\$0.11	September 18, 2028	\$Nil			
Julio Espailat	750,000	\$0.15	January 21, 2024	\$Nil	N/A	N/A	N/A
	500,000	\$0.20	April 30, 2025	\$Nil			
	500,000	\$0.36	January 22, 2026	\$Nil			
	750,000	\$0.15	December 17, 2026	\$Nil			
	500,000	\$0.11	September 18, 2028	\$Nil			
Frank Balint	750,000	\$0.15	January 21, 2024	\$Nil	N/A	N/A	N/A
	500,000	\$0.20	April 30, 2025	\$Nil			
	500,000	\$0.36	January 22, 2026	\$Nil			
	750,000	\$0.15	December 17, 2026	\$Nil			
	500,000	\$0.11	September 18, 2028	\$Nil			

(1) Based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the TSX-V on the last day of the most recently completed financial year, being \$0.095.

Incentive Plan Awards – Value Vested or Earned During the Year

The following table sets out certain information respecting the value of share-based and option-based awards that became vested or were earned during the most recently completed financial year for the directors of the Company who were not NEOs.

Name	Option-based awards –Value vested during the year ⁽¹⁾ (\$)	Share-based awards –Value vested during the year (\$)	Non-equity incentive plan compensation –Value earned during the year (\$)
Patrick Michaels	\$Nil	N/A	N/A
Florian Siegfried	\$Nil	N/A	N/A
Julio Espailat	\$Nil	N/A	N/A

Name	Option-based awards –Value vested during the year ⁽¹⁾ (\$)	Share-based awards –Value vested during the year (\$)	Non-equity incentive plan compensation –Value earned during the year (\$)
Frank Balint	\$Nil	N/A	N/A

(1) Based on the difference between the exercise price of the option and the closing market price of the Company's Common Shares on the TSX-V on the vesting date.

AUDIT COMMITTEE DISCLOSURE

The Charter of the Company's audit committee and other information required to be disclosed by National Instrument 52-110 – *Audit Committees* is attached to this Circular as Schedule "A".

CORPORATE GOVERNANCE AND DIVERSITY DISCLOSURE

The information required to be disclosed by (i) National Instrument 58-101 – *Disclosure of Corporate Governance Practices*, and (ii) section 172.1 of the *Canada Business Corporations Act* (the "Act"), is attached to this Circular as Schedule "B".

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION

The following table sets forth information with respect to all compensation plans under which equity securities are authorized for issuance as of December 31, 2023:

Equity Compensation Plan Information⁽¹⁾

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders ⁽²⁾	24,870,000	\$0.18	1,074,238
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
TOTAL	24,870,000	\$0.18	1,074,238

(1) The foregoing information is presented as of December 31, 2023.

(2) Represents the Option Plan of the Company, which reserves a number of Common Shares equal to 10% of the then outstanding Common Shares from time to time for issue of stock options (1,074,238 options available under the plan as at December 31, 2023).

Summary of the Option Plan

- The Option Plan reserves, for issue pursuant to stock options, a maximum number of Common Shares equal to 10% of the outstanding Common Shares of the Company from time to time.
- The total number of Common Shares reserved for issuance to any one person under the Option Plan may not exceed 5% of the outstanding Common Shares at the time of grant.
- Full or part-time employees, officers or directors of the Company or its subsidiaries, persons providing or employed by a person providing management services to the Company, persons engaged to provide ongoing consultation services to the Company or entity controlled by the Company, persons engaged to provide investor relations services to the Company, or registered retired savings plans of any of the foregoing persons, are eligible to participate under the Option Plan.
- The purchase price for the Common Shares (the "Price") under each stock option shall be determined by the Board or a committee established by the Board, as applicable, and shall not be less than the Discounted Market Price (as defined in the policies of the TSX-V), or such other price as may be required or permitted by the TSX-V from time to

time. If there is a reduction in the Price of the options of an insider of the Company, disinterested shareholder approval must be obtained.

- Options issued under the Option Plan may vest at the discretion of the Board, provided that (a) the number of shares which may be acquired pursuant to the Option Plan shall not exceed a specified number or percentage during the term of the optionee; and (b) options issued to Investor Relations Service Providers (as defined in TSX-V Policy 4.4 – *Security Based Compensation* (the "**Policy**")) must vest in stages over not less than 12 months with no more than one-quarter (1/4) of the options vesting in any three month period.
- Upon an Accelerated Event (as defined in the Option Plan), the Board may permit the optionee to exercise their options so that the optionee may participate in the transaction, offer or proposal, or may require the acceleration of the time for the exercise of the stock option and of the time for the fulfillment of any conditions or restrictions on such exercise. Any acceleration of vesting requirements applicable to stock option grants to an Investor Relations Service Provider (as defined in the Policy) must be approved by the TSX-V.
- If approved by the Board, a "net exercise" is permitted, whereby an optionee, other than an optionee who is an Investor Relations Service Provider (as defined in the Policy) may exercise vested stock options without payment, by electing to surrender such stock option in exchange for the issuance of the number of Common Shares equal to the number determined by dividing (a) the product of the number of stock options surrendered by the difference between the fair market value (calculated as at the date of settlement based on the volume weighted average trading price of the Common Shares for the five trading days immediately preceding the surrender) and the Price of such stock option by the (b) the fair market value (calculated as at the date of settlement).
- The number of Common Shares reserved for issue to any Consultant (as defined in the Policy) in any 12-month period under the Option Plan may not exceed 2% of the outstanding Common Shares at the time of grant.
- The aggregate number of Common Shares reserved for issue to Investor Relations Service Providers (as defined in the Policy) in any 12-month period under the Option Plan may not exceed 2% of the outstanding Common Shares at the time of grant.
- Stock options may have a term not exceeding five years.
- If the optionee ceases to be a director, officer, employee or consultant of the Company the options granted to such optionee may only be exercised within specified periods.
- Stock options are non-assignable and non-transferable.
- If an option issued under the Option Plan has been settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised, the shares issuable pursuant to such option shall be added back to the number of shares reserved for issuance under the Option Plan and such shares will again become available for grant under the Option Plan.
- In the event that the term of an option expires during a period in which insiders are prohibited from trading in the Company's securities by law, the policies of the TSX-V, or any insider trading policy of the Company (a "**Blackout Period**") or within 10 business days thereafter, the option shall expire on the date that is 10 business days following the conclusion of the Blackout Period.

Amended and Restated Option Plan

Under the policies of the TSX-V, the Option Plan must be re-approved on a yearly basis by Shareholders. The Option Plan was most recently approved by Shareholders on June 29, 2023 at the 2023 annual general meeting of shareholders of the Company. The Board has since made minor amendments to the Option Plan to ensure compliance with the policies of the TSX-V and the amendments were approved by the Board, subject to TSX-V and Shareholder approval.

The purpose of the Option Plan is to provide the Company with a share-related mechanism to attract, retain and motivate qualified directors, officers, employees and consultants, to reward those individuals from time to time for their contributions

toward the long-term goals of the Company and to enable and encourage those individuals to acquire Common Shares as long-term investments.

The blackline copy of the full text of the amended and restated Option Plan is attached hereto as Schedule "C".

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As of the date hereof, other than indebtedness that has been entirely repaid on or before the date of this Circular or "routine indebtedness" as defined in Form 51-102F5 of National Instrument 51-102 – *Continuous Disclosure Obligations*, none of:

- a) the individuals who are, or at any time since the beginning of the last financial year of the Company were, a director or executive officer of the Company;
- b) the proposed nominees for election as a director of the Company; or
- c) any associates of the foregoing persons,

is, or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or any subsidiary of the Company, or is a person whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any subsidiary of the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For purposes of the following discussion, "**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 a 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 percent of the voting rights attached to all outstanding voting securities of the Company, other than the voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Company itself if it has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

Except as disclosed below, elsewhere herein or in the Notes to the Company's financial statements for the financial year ended December 31, 2023, none of:

- (a) the Informed Persons of the Company;
- (b) the proposed nominees for election as a director of the Company; or
- (c) any associate or affiliate of the foregoing persons,

has any material interest, direct or indirect, in any transaction since the commencement of the last financial year of the Company or in a proposed transaction which has materially affected or would materially affect the Company or any subsidiary of the Company.

MANAGEMENT CONTRACTS

Management functions of the Company and any subsidiary thereof are not, to any substantial degree, performed other than by directors or executive officers of the Company or any subsidiary thereof.

FINANCIAL STATEMENTS AND COPIES OF MEETING MATERIALS

The audited financial statements of the Company as at and for the period ended December 31, 2023 (the "**Financial Statements**"), together with the Auditor's Report thereon, will be presented to Shareholders at the Meeting. The Financial Statements, together with the Auditor's Report thereon and the Company's management discussion and analysis ("**MD&A**"), are being mailed only to those Shareholders who are on the supplemental mailing list maintained by the Company's registrar

and transfer agent. Copies of the Financial Statements, together with the Auditor's Report thereon and the Company's MD&A, Notice of Meeting, Circular and form of proxy will be available on the SEDAR+ website at www.sedarplus.ca and at the Company's registered and records office at Blake, Cassels & Graydon LLP, 1133 Melville Street, Suite 3500, The Stack Vancouver, British Columbia, V6E 4E5.

ELECTION OF DIRECTORS

The persons named in the accompanying form of proxy intend to vote in favour of fixing the number of directors at six (6). Although management is nominating six (6) individuals to stand for election, other nominees may be put forward, provided that such nominations are made in accordance with the Company's advance notice provision in its by-laws (the "**Advance Notice Provision**").

At the Company's annual general meeting held on June 12, 2014, shareholders passed a resolution amending the Company's by-laws to include the Advance Notice Provision. The Advance Notice Provision provides shareholders, directors and management of the Company with direction on the process for the nomination of directors to the Board. The Advance Notice Provision establishes a deadline prior to any annual or special meeting of shareholders for a holder of record of Common Shares of the Company to submit notice to the Company of any director nominations by such registered shareholder (a "**Nominating Shareholder**") and sets forth the information that a Nominating Shareholder must include in the notice to the Company for the nomination to be in the proper form.

The Advance Notice Provision provides, in part, that in the case of an annual meeting of shareholders, notice of a nomination must be provided by a Nominating Shareholder not less than 30 nor more than 65 days prior to the date of the meeting; provided, however, that in the event that the meeting is to be held on a date that is less than 60 days after the date on which the first public announcement of the date of the meeting was made (the "**Notice Date**"), notice of a nomination by the Nominating Shareholder must be made not later than the close of business on the tenth (10th) day following the Notice Date. In the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), notice of a nomination by the Nominating Shareholder must be made not later than the close of business on the tenth (10th) day following the day on which the first public announcement of the date of the meeting was made. In no event shall any adjournment, postponement, or reconvening of a meeting, or the announcement thereof commence a new time period for the giving of a Nominating Shareholder's notice as described above.

To be in proper form, the Advance Notice Provision provides that the Nominating Shareholder's notice of nomination must set forth:

- i. as to each person whom the Nominating Shareholder proposes to nominate for election as a director, (A) the name, age, business address and residential address of the person, (B) the principal occupation or employment of the person (both present and within the five (5) years preceding the notice), (C) whether the person is a resident Canadian within the meaning of the Act, (D) the number of securities of each class of voting securities of the Company which are, directly or indirectly, controlled, directed or owned, beneficially or of record, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, and (E) any other information relating to the person that would be required to be disclosed in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act or any applicable securities laws; and
- ii. as to the Nominating Shareholder giving the notice, (A) the number of securities of each class of voting securities of the Company which are, directly or indirectly, controlled, directed or owned, beneficially or of record, by such person or any joint actors, as of the record date for the meeting (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice, (B) full particulars regarding any proxy, contract, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or to direct or to control the voting of any shares of the Company, and (C) any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and any applicable securities laws.

The Company may require any proposed nominee to furnish such other information as may reasonably be required by the Company to determine the eligibility of such proposed nominee to serve as an independent director of the Company or that could be material to a reasonable shareholder's understanding of the independence and/or qualifications, or lack thereof, of such proposed nominee.

Each director of the Company is elected annually and holds office until the next annual general meeting of Shareholders or until his successor is duly elected, unless his office is earlier vacated in accordance with the articles of incorporation of the Company.

In the absence of instructions to the contrary, the shares represented by proxy will be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

Majority Voting

The Act has a statutory majority voting requirement for uncontested director elections, where the number of nominees for director is not greater than the number of directors to be elected. Under the Act, shareholders are allowed to vote "for" or "against" (as opposed to "for" and "withhold") each director nominee. If a nominated director does not receive a majority of the votes cast for his or her election, such nominated director will not be elected, provided that in the case of an incumbent director who is not elected, such director may continue in office until the earliest of: (i) the 90th day after the election; and (ii) the day on which his or her successor is appointed or elected.

In addition, the Board is prohibited from appointing or re-appointing, as the case may be, any director nominee that failed to be elected except in limited circumstances to ensure that the Board is composed of the number of Canadian residents or the number of directors who are not officers or employees of the Company as is required by the Act. Any director nominee that fails to be elected may be nominated again at the next meeting of shareholders at which there is an election of directors.

Information Concerning Nominees Submitted By Management

The following table sets out required information regarding the persons nominated by management for election as a director. Each director will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. In the event that prior to the Meeting any vacancies occur in the list of nominees, it is intended that discretionary authority shall be exercised by the person named in the proxy as nominee to vote the shares represented by proxy for the election of any other person or persons as directors. No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity:

Name, Province and Country of ordinary residence⁽¹⁾, and positions held with the Company	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years⁽¹⁾	Date(s) serving as a Director	Common shares beneficially owned or controlled⁽²⁾
WILLIAM FISHER ⁽²⁾ Ontario, Canada <i>Non-Executive Chairman</i>	Non-Executive Chairman, GoldQuest (since January 2019); CEO, GoldQuest (September 2017 to January 2019); Executive Chairman, GoldQuest (March 2011 to January 2019); Chairman, Rame Energy PLC (March 2014 to August 2016); President and Chief Executive Officer; Director, Horizonte Minerals PLC (since June 2011); Director, Treasury Metals Inc. (since August 2008); Director, Churchill Resources Inc. (since 2016); Director, Great Republic Mining Corp. (since 2021).	July 5, 2010	3,355,500
JULIO ESPAILLAT ⁽²⁾ Santo Domingo, Dominican Republic <i>Director</i>	Director, GoldQuest, President and Chief Executive Officer, GoldQuest (from March 2011 to September 2017); Vice President, Exploration, Globestar Mining Corporation (August 2000 to February 2011).	April 18, 2011	300,000

Name, Province and Country of ordinary residence ⁽¹⁾ , and positions held with the Company	Principal occupation and, IF NOT an elected Director, principal occupation during the past five years ⁽¹⁾	Date(s) serving as a Director	Common shares beneficially owned or controlled ⁽¹⁾
PATRICK MICHAELS ⁽³⁾ ⁽⁴⁾ Zurich, Switzerland <i>Director</i>	Director, Steppe Gold Ltd. (since October 2017), Chairman, Zuri-Invest AG, an asset management company (since 2014) and Asty Capital AG, an independent investment company focusing on precious metals and mining (since 1998); Executive Vice President, Precious Capital AG (2005-2014); Portfolio Manager Zuri-Invest (2002-2014); Director, Romarco Minerals Inc. (2006-2015).	June 30, 2011	1,050,000 ⁽⁵⁾
FLORIAN SIEGFRIED ⁽³⁾ ⁽⁴⁾ Zurich, Switzerland <i>Director</i>	CEO of SSI Asset Management Ltd., previously CEO of Precious Capital AG, CEO of Shape Capital Ltd.	June 30, 2011	1,325,000
FRANK BALINT ⁽²⁾ ⁽³⁾ ⁽⁴⁾ Ontario, Canada <i>Director</i>	Vice President – Corporate Development, Inmet Mining Corporation, a metal and mining company (2000 to March 2013); Director, Doré Copper Mining Corp. (since 2019).	May 22, 2013	500,000
LUIS SANTANA Santo Domingo, Dominican Republic <i>CEO and Director</i>	CEO and Director, GoldQuest (since September 2021); CEO, Namdini Mining Limited (2021-2022); CEO, Minera Andina del Sol (2019-2020); Operations Manager, Barrick PV (2018-2019).	September 1, 2022	0

- (1) The information as to ordinary residence, principal occupation and number of Common Shares of the Company beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by the respective nominees.
- (2) Denotes member of Technical Committee.
- (3) Denotes member of Audit Committee.
- (4) Denotes member of Compensation & Nominating Committee.
- (5) Does not include 400,000 Common Shares beneficially owned by Zuri-Invest AG. Mr. Michaels does not beneficially own or control the 400,000 Common Shares, but is the Chairman of Zuri-Invest AG.

Cease Trade Orders, Corporate and Personal Bankruptcies, Penalties and Sanctions

For purposes of the disclosure in this section, an "order" means a cease trade order, an order similar to a cease trade order, or an order that denied the relevant company access to any exemption under securities legislation, in each case that was in effect for a period of more than 30 consecutive days; and for purposes of item (a)(i) below, specifically includes a management cease trade order which applies to the directors or executive officers of the relevant company that was in effect for a period of more than 30 consecutive days.

Other than as disclosed herein, none of the proposed directors, including any personal holding company of a proposed director:

- (a) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
 - (i) was subject to an order that was issued while the proposed director was acting in the capacity as a director, chief executive officer or chief financial officer of the company; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as a director, chief executive officer or chief financial officer of the company;
- (b) is, as at the date of this Circular, or has been, within the 10 years before the date of this Circular, a director or executive officer of any company (including the Company) that, 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;

- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) 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 since December 31, 2000, or before December 31, 2000 if the disclosure of which would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director, or
- (e) 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.

Mr. William (Bill) Fisher was non-executive Chairman of Rame Energy, an AIM listed renewables energy company, with operations in the UK and Chile. It listed in 2014. Following a failed attempt to raise new equity in the aftermath of the UK Brexit referendum, the directors of Rame Energy were unable to secure sufficient new working capital to allow the business to continue to trade solvently. On August 4, 2016, the directors applied to the court to have an administrator appointed to allow the business to seek a financing solution. On September 30, 2016, the main operations of the group were sold to a group of international investors. The court administration of the parent company, Rame Energy, is ongoing.

APPOINTMENT AND REMUNERATION OF AUDITORS

Davidson & Company LLP, Chartered Accountants is the Company's auditor, and was first appointed as the Company's auditor on January 30, 2014 by the Board, upon the recommendation of the Audit Committee of the Company.

Management recommends the re-appointment of Davidson & Company LLP, Chartered Accountants, as the auditor of the Company to hold office until the next annual general meeting of the Shareholders at remuneration to be fixed by the Board. The persons named in the accompanying form of proxy intend to vote in favour of such re-appointment.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Approval of Amended and Restated Option Plan

In accordance with the Policy, all issuers are required to adopt a stock option plan pursuant to which stock options may be granted. The Option Plan was most recently approved by the Shareholders on June 29, 2023. The Board has since made minor amendments to the Option Plan to ensure compliance with the policies of the TSX-V. The amended and restated Option Plan was approved by the Board subject to TSX-V and Shareholder approval and complies with the requirements of the Policy for Tier 2 issuers. The Option Plan provides for the issuance of options to acquire up to 10% of the Company's issued and outstanding Common Shares as at the date of grant. This is a "rolling" Option Plan as the number of Common Shares reserved for issuance pursuant to the grant of options will increase as the Company's issued and outstanding share capital increases.

The Policy requires that the Option Plan be approved by the Shareholders annually, at the Company's annual general meeting. Continuation of the Option Plan will be subject to the approval of the Shareholders and review and acceptance by the TSX-V. For the principal features of the Option Plan, see the heading "*Securities Authorized for Issuance under Equity Compensation Plan*".

A blackline copy of the amended and restated Option Plan is attached hereto as Schedule "C" and will be available at the Meeting for review by the Shareholders.

Accordingly, the Shareholders will be requested at the Meeting to pass an ordinary resolution in the following terms:

"BE IT RESOLVED AS AN ORDINARY RESOLUTION THAT:

1. the Company's amended and restated stock option plan (the "**Amended and Restated Option Plan**"), as described in the Information Circular of the Company dated August 13, 2024, be and is hereby ratified, confirmed and approved, subject to acceptance by the TSX Venture Exchange;

2. the Company be authorized to grant stock options pursuant and subject to the terms and conditions of the Amended and Restated Option Plan, entitling the option holders to purchase up to that number of common shares that is equal to 10% of the issued and outstanding capital of the Company at the time of the grant; and
3. any one director or officer of the Company is authorized and directed, on behalf of the Company, to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to this resolution."

The Board has determined that the approval of the Amended and Restated Option Plan is in the best interests of the Company and its Shareholders. The Board unanimously recommends that Shareholders vote in favour of the resolution approving the Amended and Restated Option Plan. The persons named in the enclosed proxy intend to vote for the approval of the foregoing resolutions at the Meeting unless otherwise directed by the shareholders appointing them. To be approved, this resolution must be approved by the majority of votes cast by Shareholders at the Meeting.

Other Matters

As of the date of this Circular, management knows of no other matters to be acted upon at this Meeting. 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.

SHAREHOLDER PROPOSALS

Shareholders should direct any proposals they plan to present at the next annual general meeting of Shareholders to the Company between 90 and 150 days before September 27, 2025.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca. Financial information is provided in the Company's annual financial statements and MD&A for its most recently completed financial year. Copies of the Company's Financial Statements and MD&A may also be obtained without charge upon request from the Company's head office, and such documents will be sent by mail or electronically by email as may be specified at the time of the request.

DIRECTOR APPROVAL

The contents of this Circular and the sending thereof to the Shareholders of the Company have been approved by the Board.

DATED at Vancouver, British Columbia this 13rd day of August, 2024.

BY ORDER OF THE BOARD
GoldQuest Mining Corp.

(signed) "*Luis Santana*" _____

Luis Santana
Chief Executive Officer

SCHEDULE "A"
FORM 52-110F2
AUDIT COMMITTEE DISCLOSURE

Item 1: The Audit Committee Charter

A. Part 1 – Purpose

The purpose of the Committee is to:

- (a) Improve the quality of the Company's financial reporting;
- (b) Assist the Board of Directors to properly and fully discharge its responsibilities;
- (c) Provide an avenue of enhanced communication between the directors and external auditors;
- (d) Enhance the external auditor's independence;
- (e) Increase the credibility and objectivity of financial reports; and
- (f) Strengthen the role of the directors by facilitating in-depth discussions between directors, management and the external auditor.

1. Definitions

"Accounting principles" has the meaning ascribed to it in National Instrument 52-107 Acceptable Accounting Principles, Auditing Standards and Reporting Currency;

"Affiliate" means a Company that is a subsidiary of another Company or companies that are controlled by the same entity;

"Audit services" means the professional services rendered by the Company's external auditor for the audit and review of the Company's financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements;

"Charter" means this Audit Committee charter;

"Committee" means the committee established by and among certain members of the Board of Directors for the purpose of overseeing the accounting and financial reporting processes of the Company and audits of the financial statements of the Company;

"Control Person" means any individual or Company that holds or is one of a combination of individuals or companies that holds a sufficient number of any of the securities of the Company so as to affect materially the control of the Company, or that holds more than 20% of the outstanding voting shares of the Company except where there is evidence showing that the holder of those securities does not materially affect the control of the Company;

"Financially literate" has the meaning set out in the Instrument;

"Immediate family member" means a person's spouse, parent, child, sibling, mother or father-in-law, son or daughter-in-law, brother or sister-in-law, and anyone (other than an employee of either the person or the person's immediate family member) who shares the individual's home;

"Instrument" means Multilateral Instrument 52-110;

"**MD&A**" has the meaning ascribed to it in National instrument 51-102;

"**Member**" means a member of the Committee;

"**National Instrument 51-102**" means National Instrument 51-102 – *Continuous Disclosure Obligations*; and

"**Non-audit services**" means services other than audit services.

B. Part 2 – Audit Committee

The Board of Directors has hereby established the Committee for, among other purposes, compliance with the Instrument.

1. Relationship with External Auditor

The Company will require its external auditor to report directly to the Committee and the Members shall ensure that such is the case.

2. Committee Responsibilities

- a) The Committee shall be responsible for making the following recommendations to the Board of Directors:
 - i) The external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and
 - ii) The compensation of the external auditor.
- b) The Committee shall be directly responsible for overseeing the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting. This responsibility shall include:
 - i) Reviewing the audit plan with management and the external auditor;
 - ii) Reviewing with management and the external auditor any proposed changes in major accounting policies, the presentation and impact of significant risks and uncertainties, and key estimates and judgements of management that may be material to financial reporting;
 - iii) Questioning management and the external auditor regarding significant financial reporting issues discussed during the fiscal period and the method of resolution;
 - iv) Reviewing any problems experienced by the external auditor in performing the audit, including any restrictions imposed by management or significant accounting issues on which there was a disagreement with management;
 - v) Reviewing audited annual financial statements, in conjunction with the report of the external auditor, and obtaining an explanation from management of all significant variances between comparative reporting periods;
 - vi) Reviewing the post-audit or management letter, containing the recommendations of the external auditor, and management's response and subsequent follow up to any identified weaknesses;
 - vii) Reviewing interim unaudited financial statements before release to the public;

- viii) Reviewing all public disclosure documents containing audited or unaudited financial information before release, including any prospectus, the annual report, the annual information form and management's discussion and analysis;
 - ix) Reviewing the evaluation of internal controls by the external auditor, together with management's response;
 - x) Reviewing the terms of reference of the internal auditor, if any;
 - xi) Reviewing the reports issued by the internal auditor, if any, and management's response and subsequent follow up to any identified weaknesses; and
 - xii) Reviewing the appointments of the chief financial officer and any key financial executives involved in the financial reporting process, as applicable.
- c) The Committee shall pre-approve all non-audit services to be provided to the Company or its subsidiary entities by the issuer's external auditor.
 - d) The Committee shall review the Company's financial statements, MD&A, and annual and interim earnings press releases before the Company publicly discloses this information.
 - e) The Committee shall ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements, and shall periodically assess the adequacy of those procedures.
 - f) When there is to be a change of auditor, the Committee shall review all issues related to the change, including the information to be included in the notice of change of auditor called for under National Instrument 51-102, and the planned steps for an orderly transition.
 - g) The Committee shall review all reportable events, including disagreements, unresolved issues and consultations, as defined in National Policy 31, on a routine basis, whether or not there is to be a change of auditor.
 - h) The Committee shall, as applicable, establish procedures for:
 - i) The receipt, retention and treatment of complaints received by the issuer regarding accounting, internal accounting controls, or auditing matters; and
 - ii) The confidential, anonymous submission by employees of the issuer of concerns regarding questionable accounting or auditing matters.
 - i) As applicable, the Committee shall establish, periodically review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the issuer.
 - j) The responsibilities outlined in this Charter are not intended to be exhaustive. Members should consider any additional areas which may require oversight when discharging their responsibilities.

3. De Minimis Non-Audit Services

The Committee shall satisfy the pre-approval requirement in subsection 2.3(4) of the Instrument if:

- a) The aggregate amount of all the non-audit services that were not pre-approved is reasonably expected to constitute no more than five per cent of the total amount of fees paid by the issuer and its subsidiary entities to the issuer's external auditor during the financial year in which the services are provided;

- b) The Company or the subsidiary of the Company, as the case may be, did not recognize the services as non-audit services at the time of the engagement; and
- c) The services are promptly brought to the attention of the Committee and approved by the Committee or by one or more of its members to whom authority to grant such approvals has been delegated by the Committee, prior to the completion of the audit.

4. Delegation of Pre-Approval Function

- a) The Committee may delegate to one or more independent Members the authority to pre-approve non-audit services in satisfaction of the requirement in subsection 2.3(3).
- b) The pre-approval of non-audit services by any Member to whom authority has been delegated pursuant to subsection 1 must be presented to the Committee at its first scheduled meeting following such pre-approval.

C. Part 3 – Composition

- a) The Committee shall be composed of a minimum of three Members.
- b) Every Member shall be a director of the issuer.
- c) The majority of Members shall not be employees, Control Persons or officers of the Company.
- d) If practicable, given the composition of the directors of the Company, each Audit Committee member shall be independent and financially literate.

D. Part 4 – Authority

Until the replacement of this Charter, the Committee shall have the authority to:

- a) Engage independent counsel and other advisors as it determines necessary to carry out its duties,
- b) Set and pay the compensation for any advisors employed by the Committee,
- c) Communicate directly with the internal and external auditors; and
- d) Recommend the amendment or approval of audited and interim financial statements to the Board of Directors.

E. Part 5 – Disclosure in Information Circular

If management of the Company solicits proxies from the security holders of the Company for the purpose of electing directors to the Board of Directors, the Company shall include in its management information circular the disclosure required by Form 52-110F2 (Disclosure by Venture Issuers).

F. Part 6 – Meetings

- a) Meetings of the Committee shall be scheduled to take place at regular intervals and, in any event, not less frequently than quarterly.
- b) Opportunities shall be afforded periodically to the external auditor, the internal auditor and to members of senior management to meet separately with the Members.
- c) Minutes shall be kept of all meetings of the Committee.

Item 2: Composition Of The Audit Committee

The current members of the Committee are Messrs. Siegfried (chair), Michaels and Balint. A member of the audit committee is considered financially literate if the member has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company. A member of the audit committee is considered independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the view of the Company's board of the directors, reasonably interfere with the exercise of a member's independent judgment.

All of the current members are considered financially literate. In the Board's view, all of the members of the Committee are considered to be independent.

Item 3: Relevant Education And Experience

The members of the Committee have acted as directors or officers of various public companies which has provided them with the experience relevant to their performance of their responsibilities as Committee members. All members have an understanding of the accounting principles used by the Company to prepare its financial statements and have an understanding of its internal controls and procedures for financial reporting.

Patrick Michaels

Patrick Michaels is the Chairman of Zuri-Invest AG and the Chairman of Asty Capital AG in Zurich, Switzerland. Mr. Michaels has been involved in numerous financings of gold mines in North America and is a well-respected financial adviser and fund manager throughout Europe. Mr. Michaels has extensive experience in the fields of mining finance, fund management and asset allocation. Mr. Michaels has a background in law and economics, and did his training in the areas of private banking and investment research at UBS in Zurich. Additionally, he attended post-graduate courses at the Colorado School of Mines in Denver, Colorado. Mr. Michaels was previously on the board of Romarco Minerals Inc. and currently on the board of Steppe Gold Ltd.

Florian Siegfried

Florian Siegfried is CEO and Managing Partner of SSI Asset Management Ltd. based in Liechtenstein. Prior to that he served as Chief Executive Officer of Precious Capital AG, a Zurich-based fund manager specializing in global mining investments. Previously he was the CEO of Shape Capital Ltd., a SIX Swiss Exchange-listed private equity company. He is also an independent director of PPX Mining Corp. Mr. Siegfried holds a master's degree in finance and economics from the University of Zurich and a post-graduate degree in accounting from the University of Lucerne.

Frank Balint

Frank Balint is a seasoned mining executive with over 35 years of broad ranging practical experience in the mining industry. Mr. Balint has been involved in all aspects of the mining life cycle from exploration, through discovery, ore reserves, feasibility, financing, acquisition, development and closure. Frank possesses strong technical skills backed up by a solid financial experience base that have resulted a strong exploration and acquisition track record. As a senior member of the executive team at Inmet for nearly 20 years, he has had significant involvement with shaping, communicating, winning board support and executing a successful corporate strategy that saw Inmet grow from a market cap of less than \$200 million to over \$5 billion when purchased by First Quantum Minerals Ltd. in March of 2013. Mr. Balint was also a former director of Wolfden Resources Inc., a TSX listed company who was sold to Zinifex in 2007 for \$363 million. Mr. Balint is a licensed professional geologist (P. Geo) in Ontario and is currently a director of Doré Copper Mining Corp.

Item 4: Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor (currently, Davidson & Company LLP, Chartered Accountants) not adopted by the Board.

Item 5: Reliance On Certain Exemptions

During the most recently completed financial year, the Company did not rely on the exemptions contained in sections 2.4 or 8 of the National Instrument 52-110 (the "**Instrument**"). Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of all the non-audit services not pre-approved is reasonably expected to be no more than 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided, the Company did not recognize the services as non-audit services at the time of engagement, and the services are promptly brought to the attention of the audit committee and approved prior to the completion of the audit by the audit committee. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of the Instrument, in whole or in part.

Item 6: Pre-Approval Policies And Procedures

Formal policies and procedures for the engagement of non-audit services have yet to be formulated and adopted. Subject to the requirements of the Instrument, the engagement of non-audit services is considered by, as applicable, the Board and the Audit Committee, on a case by case basis.

Item 7: External Auditor Service Fees (By Category)

The aggregate fees charged to the Company by the external auditor in each of the last two fiscal years are as follows:

	FYE 2023	FYE 2022
Audit fees for the year ended	\$43,019	\$37,958
Audit related fees	Nil	Nil
Tax fees ⁽¹⁾	\$5,500	\$6,000
All other fees (non-tax)	Nil	Nil
Total Fees:	\$48,519	\$43,958

(1) "Tax Fees" include fees for all tax services other than those included in "Audit Fees". This category includes fees for tax compliance, tax planning and general tax advice, including T2 tax filing.

Item 8: Exemption

In respect of the most recently completed financial year, the Company is relying on the exemption set out in section 6.1 of the Instrument with respect to compliance with the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of the Instrument.

SCHEDULE "B"

FORM 58-101F2 - CORPORATE GOVERNANCE DISCLOSURE (VENTURE ISSUERS) AND CBCA DIVERSITY DISCLOSURE

CORPORATE GOVERNANCE DISCLOSURE

Pursuant to National Instrument 58-101 – *Disclosure of Corporate Governance Practices* the Company is required to and hereby discloses its corporate governance practices as follows.

Item 1: Board of Directors

The Board of Directors of the Company (the "**Board**") facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. Should the Board believe it necessary, meetings of the Board may be held absent those directors who are not "independent" or non-independent directors may be excused from all or a portion of meetings where a potential conflict arises, may arise, or where otherwise appropriate.

Director	Independence
Frank Balint	Independent
Julio Espaillat	Not independent – former President and CEO of the Company
William Fisher	Not independent – former CEO of the Company
Patrick Michaels	Independent
Florian Siegfried	Independent
Luis Santana	Not independent – CEO of the Company

Each of Mr. Patrick Michaels, Mr. Florian Siegfried and Mr. Balint is "independent" in that he is independent and free from any interest and any business or other relationship which could, or could reasonably be perceived to, materially interfere with the director's ability to act with the best interests of the Company, other than the interests and relationships arising from shareholdings.

Mr. Julio Espaillat (former President and CEO of the Company), Mr. William Fisher (former CEO of the Company) and Luis Santana (current CEO of the Company) are each deemed not to be "independent".

Item 2: Directorships

The directors of the Company are currently directors of the following other reporting issuers:

Name	Other Reporting Issuer
William Fisher	Horizonte Minerals PLC Treasury Metals Inc. Churchill Resources Inc. Great Republic Mining Corp.
Julio Espaillat	Not applicable.

Name	Other Reporting Issuer
Florian Siegfried	PPX Mining Corp.
Patrick Michaels	Steppe Gold Ltd.
Frank Balint	Doré Copper Mining Corp.
Luis Santana	Not applicable.

Item 3. Orientation and Continuing Education

The Board does not currently have formal procedures or a program for the orientation of new board members, or for the continuing education of Board members. Inquiries are handled by the Board on a case by case basis with outside consultation, if required.

Item 4: 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. In addition to operating independently from management, the independent members of the board monitor on an ongoing basis the activities of management to ensure that the highest standard of ethical conduct is maintained.

Under the corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company, exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the Board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction. The director must then abstain from voting on the contract or transaction unless the contract or transaction (i) relates primarily to their remuneration as a director, officer, employee or agent of the Company or an affiliate of the Company, (ii) is for indemnity or insurance for the benefit of the director in connection with the Company, or (iii) is with an affiliate of the Company. If the director abstains from voting after disclosure of their interest, the directors approve the contract or transaction and the contract or transaction was reasonable and fair to the Company at the time it was entered into, the contract or transaction is not invalid and the director is not accountable to the Company for any profit realized from the contract or transaction. Otherwise, the director must have acted honestly and in good faith, the contract or transaction must have been reasonable and fair to the Company and the contract or transaction be approved by the shareholders by a special resolution after receiving full disclosure of its terms in order for the director to avoid such liability or the contract or transaction being invalid.

Item 5: Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

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

Item 6: Compensation

The compensation of the directors and the Chief Executive Officer (CEO) of the Company is determined by the Compensation & Nominating Committee. The compensation of the CEO of the Company is determined on the basis of the day-to-day duties and responsibilities associated with this position as well as the CEO's qualifications, experience, length of service and past contributions. In addition, the CEO may receive discretionary bonuses as incentive mechanisms for the meeting of particular

corporate goals and objectives, or for the Company's financial performance. The compensation of the directors is determined by comparison with the types of compensation and the amounts paid to directors of comparable publicly traded Canadian companies. The Board intends to conduct a review with regard to directors' compensation and thereafter review such compensation once a year.

Item 7: Other Board Committees

Technical Committee

The current members of the Technical Committee are Frank Balint (Chair), Bill Fisher and Julio Espailat.

The Technical Committee assists the Board in fulfilling its oversight responsibilities with respect to: (i) technical matters relating to exploration, development, permitting, construction and operation of GoldQuest's mining activities; (ii) resources and reserves on GoldQuest's mineral resource properties; (iii) operating and production plans for proposed and existing operating mines; (iv) due diligence in the development, implementation and monitoring of systems and programs for the management and compliance with applicable law related to health, safety, environment and social responsibility; and; (v) ensuring GoldQuest implements best-in-class property exploration, development and operating practices.

Item 8: Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management and the strategic direction and processes of the Board and committees, and through so doing, satisfies itself that the Board, the committees and the individual directors are performing effectively. This review process relates directly to the description of the duties and responsibilities of management, the Board and to the mandates of the Board's committees.

CBCA DIVERSITY DISCLOSURE

Pursuant to section 172.1 of the Act, the Company is required to and hereby discloses its diversity practices as follows.

Diversity on the Company's Board and Among Senior Management

The Company believes that ensuring diversity is not only fundamental to its future growth and progress but is an integral part of all its business activities. The Company recognizes and appreciates the benefits of having diversity on its Board and in its senior management. The Company respects and values, among other things, differences in gender, age, ethnic origin, religion, education, sexual orientation, political belief and disability. At the same time, the Company also recognizes that Board and senior management appointments must be based on performance, ability and potential.

The Board has not adopted a formal policy regarding the identification and nomination of directors who are women, Aboriginal peoples, persons with disabilities or members of visible minorities (collectively, the "**Designated Groups**"). The Company recognizes the benefits of diversity within its Board, at the executive level and at all levels of the organization, but does not believe that a formal policy would enhance the representation of Designated Groups on the Board beyond the current recruitment and selection process.

In assessing potential directors and members of senior management, the Company focuses on the skills, expertise, experience and independence that the Company requires to be effective, and includes diversity (including the level of representation of members of Designated Groups) as a factor in its decision-making when identifying and nominating candidates for election or re-election to the Board and for senior management positions.

As of the date of this Circular, the Company has not adopted a target number or percentage, or a range of target numbers or percentages, for the members of any Designated Group to hold positions on the Board or to be members of senior management by a specific date, as it believes that imposing targets based on specific selection criteria would limit the Company's ability to ensure that the overall composition of the Board and senior management meets the needs of the Company and its shareholders.

As of the date of this Circular, the Company has a total of 6 directors and 3 members of senior management. Currently, none of the Company's directors or members of senior management (0%) are female. None of the Company's directors or members

of senior management (0%) are members of a visible minority. To the knowledge of the Company, none of the Company's directors or members of senior management (0%) are Aboriginal peoples or persons with disabilities.

Director Term Limits

The Company has not adopted term limits for the directors on the Board or other mechanisms of board renewal. The Company does not impose term limits on its directors as it takes the view that term limits are an arbitrary mechanism for removing directors which can result in valuable, experienced directors being forced to leave the Board solely because of length of service. Instead, the Company believes that directors should be assessed based on their ability to continue to make a meaningful contribution. The Board's priorities continue to be ensuring the appropriate skill sets are present amongst the Board to optimize the benefit to the Company. The Company believes that annual elections by the shareholders are a more meaningful way to evaluate the performance of directors and to make determinations about whether a director should be removed due to under-performance.

SCHEDULE "C"

GOLDQUEST MINING CORP.

AMENDED AND RESTATED OPTION PLAN

(See attached)

GOLDQUEST MINING CORP.

STOCK OPTION PLAN **as amended on September 27, 2024**

1. Purpose

The purpose of this stock option plan (the “**Plan**”) is to authorize the grant to service providers for GoldQuest Mining Corp. (the “**Corporation**”) of options to purchase common shares (“**shares**”) of the Corporation’s capital and thus benefit the Corporation by enabling it to attract, retain and motivate service providers by providing them with the opportunity, through share options, to acquire an increased proprietary interest in the Corporation.

2. Administration

The Plan shall be administered by the board of directors of the Corporation or a committee established by the board of directors for that purpose (the “**Committee**”). Subject to approval of the granting of options by the board of directors or Committee, as applicable, the Corporation shall grant options under the Plan.

3. Shares Subject to Plan

Subject to adjustment under the provisions of paragraph 12 hereof, the aggregate number of shares of the Corporation which may be issued and sold under the Plan will not exceed 10% of the shares issued and outstanding of the Corporation at the time of the grant. The total number of shares which may be reserved for issuance to any one individual under the Plan shall not exceed 5% of the outstanding issue. If an option issued pursuant to the Plan has been settled in cash, cancelled, terminated, surrendered, forfeited or expired without being exercised, the shares issuable pursuant to such option shall be added back to the number of shares reserved for issuance under the Plan and such shares will again become available for grant under the Plan. The Corporation shall not, upon the exercise of any option, be required to issue or deliver any shares prior to (a) the admission of such shares to listing on any stock exchange on which the Corporation’s shares may then be listed, and (b) the completion of such registration or other qualification of such shares under any law, rules or regulation as the Corporation shall determine to be necessary or advisable. **If any shares cannot be issued to any optionee for whatever reason, the obligation of the Corporation to issue such shares shall terminate and any option exercise price paid to the Corporation shall be returned to the optionee.**

4. Limits with Respect to Insiders

- (a) The maximum aggregate number of shares that are issuable pursuant to the Plan and any other security based compensation arrangement, granted or issued to insiders (as a group) must not exceed 10% of the issued and outstanding shares of the Corporation at any point in time, unless the Corporation has obtained disinterested shareholder approval.
- (b) The maximum aggregate number of shares that are issuable pursuant to the Plan and any other security based compensation arrangement, granted or issued in any 12 month period to insiders (as a group) must not exceed 10% of the issued and outstanding shares of the Corporation, calculated as at the date any security based compensation arrangement is granted to or issued to any insider, unless the Corporation has obtained disinterested shareholder approval.

5. Eligibility

Options shall be granted only to service providers for the Corporation. The term “service providers for the Corporation” means (a) any full or part-time employee (“**Employee**”), Officer or Director of the Corporation or any of its subsidiaries; (b) any other person employed by a company or individual providing management services to the Corporation (“**Management Company Employee**”); (c) any other person or company engaged to provide ongoing consulting services for the Corporation or any entity controlled by the Corporation (“**Consultant**”) or (d) any individual engaged to provide services that promote the purchase or sale of the issued securities (“**Investor Relations Service Provider**”) (any person in (a), (b), (c) or (d) hereinafter referred to as an “**Eligible Person**”); and (e) any registered retirement savings plan established by such Eligible Person, or any corporation controlled by such Eligible Person, the issued and outstanding shares of which are, and will continue to be, beneficially owned, directly or indirectly, by such Eligible Person. For stock options to Employees, Consultants or Management Company Employees, the Corporation and the optionee are responsible for ensuring and confirming that the optionee is a bona fide Employee, Consultant or Management Company Employee, as the case may be. The terms “Director”, “Officer”, “insider”, “controlled” and “subsidiary” shall have the meanings ascribed thereto in the Securities Act (Ontario) from time to time. Subject to the foregoing, the board of directors or Committee, as applicable, shall have full and final authority to determine the persons who are to be granted options under the Plan and the number of shares subject to each option.

6. Limits with Respect to Consultants and Investor Relations Service Providers

- (a) The maximum number of shares which may be reserved for issuance to any one Consultant in any twelve month period, under the Plan, any other employer stock option plans or options for services, shall be no more than 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).
- (b) The maximum number of shares which may be reserved for issuance to Investor Relations Service Providers in any twelve month period, under the plan, any other employer stock option plans or options for services, shall be no more than an aggregate of 2% of the shares issued and outstanding at the time of the grant (on a non-diluted basis).

7. Price

The purchase price (the “**Price**”) for the shares of the Corporation under each option shall be determined by the board of directors or Committee, as applicable, and shall not be less than the Discounted Market Price (as defined in the policies of the TSX Venture Exchange (the “**Exchange**”)), or such other price as may be required or permitted by the Exchange from time to time.

8. Period of Option and Rights to Exercise

Subject to the provisions of this paragraph 8 and paragraphs 9, 10 and 19 below, options will be exercisable in whole or in part, and from time to time, during the currency thereof. Options shall not be granted for a term exceeding five years. Notwithstanding the foregoing, in the event that the term of an option expires during a period of time in which insiders are prohibited from trading in the Corporation’s securities by law, by the policies of any stock exchange on which the Corporation’s shares are listed, or as provided by the Corporation’s insider trading policy, as it may be implemented and amended from time to time (a “**Blackout Period**”) or within 10 business days thereafter, the option shall expire on the date that is 10 business days following the conclusion of the Blackout Period. The shares to be purchased upon each exercise of any option (the “**optioned shares**”) shall be paid for in full at the time of such exercise. Except as provided in

paragraphs 9, 10 and 19 below, no option which is held by a service provider may be exercised unless the optionee is then a service provider for the Corporation.

9. Cessation of Provision of Services

Subject to paragraph 10 below, if any optionee who is a service provider shall cease to be a service provider for the Corporation for any reason (whether or not for cause) the optionee may, but only within the period of ninety days, or thirty days, if the service provider is an Investor Relations Service Provider, next succeeding such cessation and in no event after the expiry date of the optionee's option, exercise the optionee's option unless such period is extended as provided in paragraph 10 below.

10. Death of Optionee

In the event of the death of an optionee during the currency of the optionee's option, the option theretofore granted to the optionee shall be exercisable within, but only within, the period of one year next succeeding the optionee's death. Before expiry of an option under this paragraph 10, the board of directors or Committee, as applicable, shall notify the optionee's representative in writing of such expiry.

11. Non-Assignability and Non-Transferability of Option

An option granted under the Plan shall be non-assignable and non-transferable by an optionee otherwise than by will or by laws of descent and distribution, and such option shall be exercisable during an optionee's lifetime, only by the optionee.

12. Adjustments in Shares Subject to Plan

The aggregate number and kind of shares available under the Plan shall be appropriately adjusted in the event of a reorganization, recapitalization, stock split, stock dividend, combination of shares, merger, consolidation, rights offering or any other change in the corporate structure or shares of the Corporation. The options granted under the Plan may contain such provisions as the board of directors, or Committee, as applicable, may determine with respect to adjustments to be made in the number and kind of shares covered by such options and in the option price in the event of any such change. Any adjustment to options granted or issued, other than in connection with a security consolidation or security split, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization, or acceleration of the vesting provisions of options issued to any Investor Relations Service Provider is subject to the prior acceptance of the Exchange. If there is a reduction in the exercise price or an extension of the term of the options of an insider of the Corporation, the Corporation will be required to obtain approval from the disinterested shareholders.

Notwithstanding the foregoing, (i) should the Corporation not have sufficient shares available to satisfy an increase in the number of shares of the Corporation, at a particular time, which have been reserved for issuance upon the exercise of an option but which have not been issued (the "unissued option shares"); or (ii) should the increase of the number of unissued option shares result in the Corporation breaching a limit on grants or issuances set out in paragraphs 3 and 4, then in lieu of increasing the number of unissued option shares, the Corporation may pay the holders of each option such amount in cash, if any, as is determined by the board of directors in its sole and unfettered discretion to be appropriate in order to properly satisfy the Corporation's obligations.

13. Exchange Hold Periods and Resale Restrictions

If required by the policies of the Exchange, the certificate representing the options and any certificate representing shares of the Corporation issued upon the exercise of such options (if exercised prior to the expiry of the Exchange Hold Period (as defined in the policies of the Exchange)) will bear the following Exchange Hold Period legend:

“Without prior written approval of TSX Venture Exchange and compliance with all applicable securities legislation, the securities represented by this certificate may not be sold, transferred, hypothecated or otherwise traded on or through the facilities of TSX Venture Exchange or otherwise in Canada or to or for the benefit of a Canadian resident until [insert date that is four months and a day after the distribution date].”

14. Amendment and Termination of the Plan

Subject to the requisite shareholder and regulatory approvals, the board of directors or the Committee may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time. If the optionee is an insider, any amendment reducing the exercise price of an option or extending an option period will require disinterested shareholder approval pursuant to the policies of the Exchange.

(a) Subject to the receipt of requisite shareholder and regulatory approval, the board of directors may make amendments to the Plan, including amendments to the following provisions of the Plan:

- (i) the persons eligible to be granted or issued options under the Plan;
- (ii) the maximum percentage of shares of the Corporation which may be issued and sold under the Plan;
- (iii) the maximum percentage of shares of the Corporation which may be issued to any one insider, Consultant and Investor Relations Service Provider;
- (iv) the maximum term of options;
- (v) the method for determining the exercise price of options; and
- (vi) the expiry and termination provisions applicable to options, including the addition of a blackout period.

(b) The board of directors may, subject to receipt of requisite regulatory approval, in its sole discretion, make the following amendments to the Plan:

- (i) amendments to fix typographical errors;
- (ii) amendments of a housekeeping nature;
- (iii) the addition of or a change to the vesting provision of an option or the Plan;
- (iv) a change to the termination provisions of an option or the Plan which does not entail an extension beyond the original expiry date; and

(v) amendments to clarify existing provisions of the Plan that do not have the effect of altering the scope, nature and intent of such provisions.

(c) Notwithstanding the provisions of subparagraph 14(b), the Corporation shall obtain requisite shareholder approval in respect of amendments to the Plan that are contemplated pursuant to subparagraph 14(b) to the extent such approval is required by any applicable law or regulations.

15. Effective Date of the Plan

The Plan becomes effective on the date of its approval by the shareholders of the Corporation.

16. Evidence of Options

Each option granted under the Plan shall be embodied in a written option agreement between the Corporation and the optionee which shall give effect to the provisions of the Plan.

17. Exercise of Option

Subject to the provisions of the Plan and the particular option, an option may be exercised from time to time by delivering to the Corporation at its registered office a written notice of exercise specifying the number of shares with respect to which the option is being exercised and accompanied by payment in cash or certified cheque for the full amount of the purchase price of the shares then being purchased.

Upon receipt of a certificate of an authorized officer directing the issue of shares purchased under the Plan, the transfer agent is authorized and directed to issue and countersign share certificates for the optioned shares in the name of such optionee or the optionee's legal personal representative or as may be directed in writing by the optionee's legal personal representative.

18. Net Exercise

Other than for an optionee who is an Investor Relations Service Provider, in lieu of paying the aggregate Price to purchase shares of the Corporation and subject to the provisions of the Plan and, upon prior approval of the board of directors or an administrator on the instructions of the board of directors or such committee of the board of directors formed in respect of matters relating to the Plan, in their sole and absolute discretion, once an option has vested and become exercisable, an optionee may elect, in lieu of exercising such option, to surrender such option in exchange for the issuance of the number of shares of the Corporation equal to the number determined by dividing (a) the product of the number of options surrendered by the difference between the fair market value (calculated, for purposes of this paragraph 18, as at the date of settlement based on the volume weighted average trading price of the shares for the five trading days immediately preceding the surrender) and the Price of such option by (b) the fair market value (calculated as at the date of settlement).

An option may be surrendered and disposed of pursuant to this paragraph 18 from time to time by delivery to the Corporation at its principal place of business: (a) an exercise notice specifying that the optionee has elected to effect such a net settlement of such option and the number of options to be exercised and (b) the payment of an amount for any tax withholding or remittance obligations of the optionee or the Corporation arising under applicable securities laws (or by entering into some other arrangement acceptable to the Corporation). The Corporation will not be required, upon the net settlement of any options pursuant to this paragraph 18, to issue fractions of shares of the Corporation or to distribute certificates which evidence fractional shares of the Corporation. In the event the number of shares of the Corporation to be issued upon the net settlement of an option is a fraction, the optionee will receive the next lowest whole number of

shares of the Corporation and will not receive any other form of compensation (cash or otherwise) for the fractional interest.

19. Withholding

The Corporation may withhold from any amount payable to an optionee, either under this Plan or otherwise, such amount as it reasonably believes is necessary to enable the Corporation to comply with the applicable requirements of any federal, provincial, local, or foreign law, or any administrative policy of any applicable tax authority, relating to the withholding of tax or any other required deductions with respect to options (“**Withholding Obligations**”). The Corporation may also satisfy any liability for any such Withholding Obligations, on such terms and conditions as the Corporation may determine in its discretion, by (a) requiring an optionee, as a condition to the exercise of any Options, to make such arrangements as the Corporation may require so that the Corporation can satisfy such Withholding Obligations including, without limitation, requiring the optionee to remit to the Corporation in advance, or reimburse the Corporation for, any such Withholding Obligations or (b) selling on the optionee’s behalf, or requiring the optionee to sell, any Shares acquired by the optionee under the Plan, or retaining any amount which would otherwise be payable to the optionee in connection with any such sale.

20. Vesting Restrictions

Options issued under the Plan may vest at the discretion of the board of directors or Committee, as applicable, provided that (a) the number of shares which may be acquired pursuant to the Plan shall not exceed a specified number or percentage during the term of the optionee; and (b) options issued to an Investor Relations Service Provider must vest in stages over not less than 12 months with no more than one-quarter (1/4) of the options vesting in any three month period.

21. Notice of Sale of all or Substantially all Shares or Assets

If at any time when an option granted under this Plan remains unexercised with respect to any optioned shares:

- (a) the Corporation seeks approval from its shareholders for a transaction which, if completed, would constitute an Accelerated Event (as defined below); or
- (b) a third party makes a bona fide formal offer or proposal to the Corporation or its shareholders which, if accepted, would constitute an Accelerated Event;

the Corporation shall notify the optionee in writing of such transaction, offer or proposal as soon as practicable and, provided that the board of directors or Committee, as applicable, has determined that no adjustment shall be made pursuant to paragraph 12 hereof, (i) the board of directors or Committee, as applicable, may permit the optionee to exercise the option granted under this Plan, as to all or any of the optioned shares in respect of which such option has not previously been exercised (regardless of any vesting restrictions), during the period specified in the notice (but in no event later than the expiry date of the option), so that the optionee may participate in such transaction, offer or proposal; and (ii) the board of directors or Committee, as applicable, may require the acceleration of the time for the exercise of the said option and of the time for the fulfillment of any conditions or restrictions on such exercise. For greater certainty, there can be no acceleration of the vesting requirements applicable to option grants to an Investor Relations Service Provider without the prior written approval of the Exchange.

For these purposes, an Accelerated Event means:

- (a) the acquisition by an “offeror” (as defined in Part XX of the Securities Act (Ontario)) of beneficial ownership or more than 50% of the outstanding voting securities of the Corporation, by means of a takeover bid or otherwise;
- (b) any consolidation or merger of the Corporation in which the Corporation is not the continuing or surviving corporation or pursuant to which shares of the Corporation would be converted into cash, securities or other property, other than a merger of the Corporation in which shareholders immediately prior to the merger have the same proportionate ownership of stock of the surviving corporation immediately after the merger;
- (c) any sale, lease exchange or other transfer (in one transaction or series of related transactions) of all or substantially all of the assets of the Corporation; or
- (d) the approval by the shareholders of the Corporation of any plan of liquidation or dissolution of the Corporation.

22. Rights Prior to Exercise

An optionee shall have no rights whatsoever as a shareholder in respect of any of the optioned shares (including any right to receive dividends or other distributions therefrom or thereon) other than in respect of optioned shares in respect of which the optionee shall have exercised the option to purchase hereunder and which the optionee shall have actually taken up and paid for.

23. Governing Law

This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and shall be deemed to have been made in said Province, and shall be in accordance with all applicable securities laws.

24. Expiry of Option

On the expiry date of any option granted under the Plan, and subject to any extension of such expiry date permitted in accordance with the Plan, such option hereby granted shall forthwith expire and terminate and be of no further force or effect whatsoever as to such of the optioned shares in respect of which the option has not been exercised.

SCHEDULE "D"

TSX TRUST COMPANY VIRTUAL MEETING GUIDE

(See attached)

Virtual Meeting Guide 1/2

Issuer Name	
Meeting Date	Time

This year we will be conducting a virtual meeting, giving you the opportunity to attend the meeting online, using your smartphone, tablet or computer.

You will be able to view a live webcast of the Meeting, ask questions and submit your votes in real time (where applicable).

APPOINTING SOMEONE TO BE YOUR PROXYHOLDER

An additional step is required, if you appoint someone to be your proxy, other than the individual(s) named on the form of proxy or voting instruction form, you or your proxy will be required to register with TSX Trust to receive a **Meeting Access Number**, in order to participate at the Meeting. To Register, please go the URL below.

NON-REGISTERED HOLDERS, holding securities through a broker or financial institution, should carefully follow the instructions set out on the voting instruction form and in the information circular. Please note that only registered securityholders and proxyholders are permitted to vote at the meeting. A non-registered securityholder wishing to vote at the meeting, should appoint themselves as a proxyholder, and will be required to register with TSX Trust to receive Meeting Access Number in order to participate at the Meeting.

NOTE: If you do not register with TSX Trust to receive your Meeting Access Number, you will NOT be able to participate at the Meeting.

To Register with TSX Trust go to:
tsxtrust.com/resource/en/75

ATTENDING THE MEETING VIRTUALLY

Simply go to the following website in your web browser (not a Google search) on your smartphone, tablet or computer. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible by logging in early.

URL

I HAVE A CONTROL NUMBER / MEETING ACCESS NUMBER

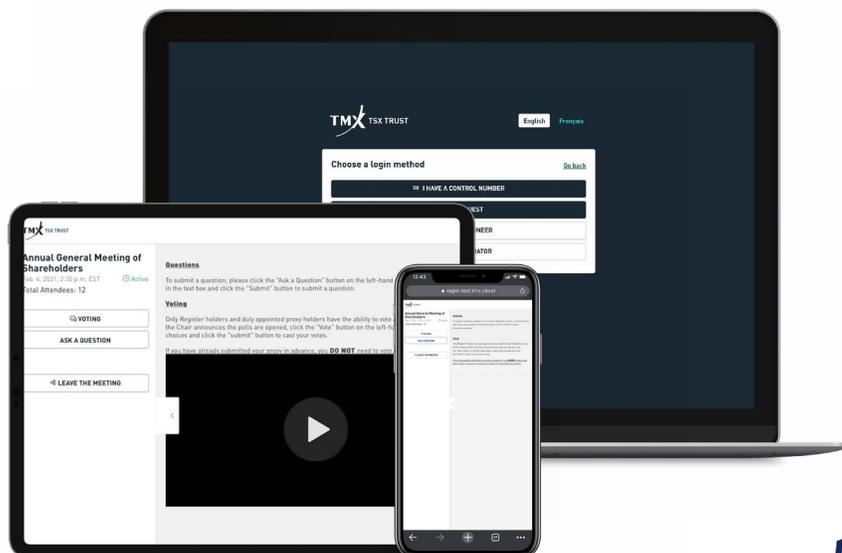
If you have received a form of proxy from our transfer agent, TSX Trust Company, with a control number, or you are a proxyholder with a Meeting Access Number, select "I have a Control Number / Meeting Access Number" and enter the numbers and the password below (case sensitive):

Meeting Password (case sensitive)

I AM A GUEST

If you do not have a control number select "I am a Guest" and fill in the required information.

Please login at least 15 minutes before the start of the meeting and ensure your web browser and internet connection are working properly.

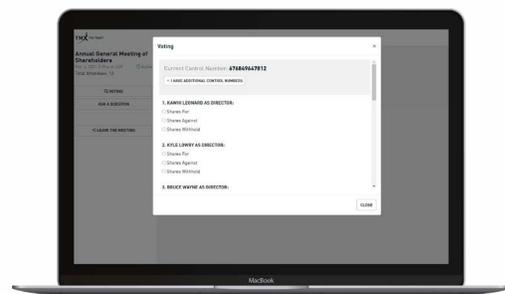


Virtual Meeting Guide 2/2

NAVIGATION

When successfully authenticated, the info screen will be displayed. You can view the company information, ask questions and watch the webcast.

If you would like to watch the webcast press the play icon. If viewing on a computer, the webcast will appear automatically once the meeting has started.



VOTING

Once the voting is announced, click the voting icon on the left hand side.



To vote, simply select your voting direction from the options shown on screen and click **SUBMIT**. A confirmation message will appear to show your vote has been received.

If you have additional control numbers to vote, click **+ I HAVE ADDITIONAL CONTROL NUMBERS** at the top to enter the additional credential.



To change your vote, simply click **REFRESH VOTING RESOLUTIONS**



Voting will remain open until the voting on the ballot is closed.



QUESTIONS

Eligible securityholders (registered securityholder and proxyholders) attending the meeting, with their control number / Meeting Access Number may ask questions during the meeting.

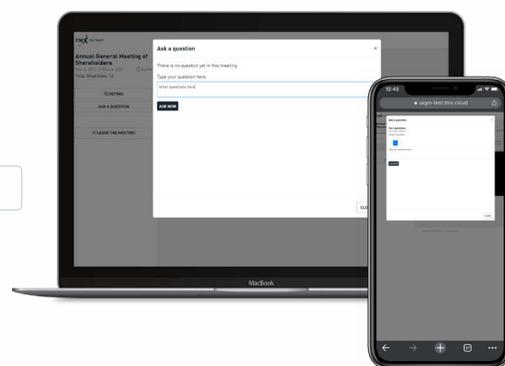
Messages can be submitted at any time during the Q&A session up until the Chair closes the session.

If you would like to ask a question, select the icon on the left.



Type your message within the chat box in the messaging screen. Once you are happy with your message click the "Ask Now" button

Questions sent via TSX Trust Virtual Meeting platform will be moderated before being sent to the Chair



ADDITIONAL NOTES

This document should be read in conjunction with the Information Circular. Registered and Non-registered securityholders should carefully follow the instructions on the Form of Proxy / Voting Instruction Form, and ensure that Votes / Proxy Appointments are submitted by the Proxy Filing Deadline.

It is important that you are connected to the internet at all times during the Meeting. It is your responsibility to ensure connectivity for the duration of the Meeting. We encourage you to log-in to the Meeting at least 15 minutes before the start of the Meeting to check your connectivity and audio settings.