

STRIKEPOINT GOLD INC.

(the "Company")
Suite 3123, 595 Burrard Street
PO Box 49139, Three Bentall Centre
Vancouver, British Columbia, V7X 1J1
Phone: 604.609.6110

Notice of 2023 Annual General and Special Meeting

NOTICE IS HEREBY GIVEN that the 2023 annual general and special meeting (the "Meeting") of shareholders of **StrikePoint Gold Inc.** (the "Company") will be held at, Suite 3123 – 595 Burrard Street, Vancouver, BC V7X 1J1, on Wednesday October 18, 2023, at the hour of 2:00 p.m. Pacific Time ("PT") for the following purposes:

- A. To receive and consider the report of the directors, the audited financial statements of the Company for the period ended December 31, 2022, and the report of the auditor thereon;
- B. To fix the number of directors at five (5);
- C. To elect directors for the ensuing year;
- D. To appoint an auditor for the ensuing year at a remuneration to be fixed by the directors;
- E. To approve by ordinary resolution the Company's stock option plan more particularly described in the accompanying Information Circular, (the "New Stock Option Plan"), including reserving for issuance under the Plan at any time of a maximum of 10% of the issued and outstanding shares of the Company;
- F. To transact such other business as may be properly transacted at the Meeting or at any adjournment thereof.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The board of directors of the Company have fixed September 6, 2023 as the record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such receive notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

Accompanying this Notice of Meeting are: (1) the Information Circular; (2) a form of proxy, which includes a reply card for use by shareholders who wish to receive the Company's interim and/or annual financial statements.

Shareholders who are unable to attend the Meeting in person and who wish to ensure that their shares will be voted at the Meeting, must complete, date and execute the enclosed form of proxy, or another suitable form of proxy, and deliver it in accordance with the instructions set out in the form of proxy and in the Information Circular.

Unregistered shareholders who plan to attend the Meeting must follow the instructions set out in the form of proxy and in the Information Circular to ensure that their shares will be voted at the Meeting. If you hold your shares in a brokerage account you are not a registered shareholder.

DATED at the City of Vancouver, in the Province of British Columbia, as of the 6th day of September, 2023.

BY ORDER OF THE BOARD OF DIRECTORS

"Michael G. Allen"

**Michael G. Allen,
Chief Executive Officer and Director**

STRIKEPOINT GOLD INC.

(the “Company”)

Suite 3123, 595 Burrard Street
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Vancouver, British Columbia, V7X 1J1
Phone: 604.609.6110

INFORMATION CIRCULAR

(containing information as at September 6, 2023 unless otherwise indicated)

**For the Annual General & Special Meeting
to be held on Wednesday, October 18, 2023**

This Information Circular is furnished in connection with the solicitation of proxies by the management of StrikePoint Gold Inc. (the “Company”) for use at the annual general and special meeting (the “Meeting”) of its shareholders to be held at 2:00 pm (Pacific Time) on Wednesday October 18, 2023 at Suite 3123 – 595 Burrard Street, Vancouver, British Columbia, V7X 1J1, Canada, or at any adjournment thereof.

In this Information Circular, references to the “Company”, “we” and “our” refer to StrikePoint Gold Inc. “Common Shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold Common Shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy (the “**Proxy**”) are officers of the Company. If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or Company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy.

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your Common Shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (i) each matter or group of matters identified therein for which a choice is not specified,
- (ii) any amendment to or variation of any matter identified therein, and
- (iii) any other matter that properly comes before the Meeting.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matter that could come before the Meeting.

Registered Shareholders

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

- (i) completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("Computershare"), by fax within North America at 1-866-249-7775, or from outside North America at (416) 263-9524, or by mail or hand delivery at **100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1**;
- (ii) using a touch-tone phone to transmit voting choices to the toll free number given in the proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed proxy form for the toll free number, the holder's account number and the proxy access number; or
- (iii) using the internet through the website of Computershare at (www.computershare.com/ca/proxy). Registered Shareholders who choose this option must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold Common Shares in their own name. Beneficial Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of Common Shares).

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

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

If you are a Beneficial Shareholder:

You should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The form of proxy supplied to you by your broker will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote on your behalf. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge mails a voting instruction form in lieu of a Proxy provided by the Company. The voting instruction form will name the same persons as the Company's Proxy to represent you at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company), other than the persons designated in the voting instruction form, to represent you at the Meeting. To exercise this right, you should insert the name of the desired representative in the blank space provided in the voting instruction form. The completed voting instruction form must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting - the voting instruction form must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have the Common Shares voted.**

Although as a Beneficial Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your broker, you, or a person designated by you, may attend at the Meeting as proxyholder for your broker and vote your Common Shares in that capacity. If you wish to attend at the Meeting and indirectly vote your Common Shares as proxyholder for your broker, or have a person designated by you do so, you should enter your own name, or the name of the person you wish to designate, in the blank space on the voting instruction form provided to you and return the same to your broker in accordance with the instructions provided by such broker, well in advance of the Meeting.

Alternatively, you can request in writing that your broker send you a legal proxy which would enable you, or a person designated by you, to attend at the Meeting and vote your Common Shares.

Non-Objecting Beneficial Owners

The Company is relying on the provisions of National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form (“VIF”) from the Company’s transfer agent, Computershare Investor Services Inc. (“**Computershare**”). The VIF is to be completed and returned to Computershare as set out in the instructions provided on the VIF. Computershare will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive.

These security holder materials are being sent to both registered and non-registered owners of the Common Shares of the Company. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of securities, were obtained in accordance with applicable securities regulatory requirements from the intermediary holding securities on your behalf.

By choosing to send these materials to you directly, the Company (and not the intermediary holding securities on your behalf) has assumed responsibility for: (a) delivering these materials to you; and (b) carrying out your voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

The Company will not pay for an intermediary to deliver proxy related materials and voting instruction forms to objecting beneficial owners (called OBOs for Objecting Beneficial Owners). OBOs have objected to their intermediary disclosing ownership information about themselves to the Company. Accordingly, OBOs will not receive the materials unless their intermediary assumes the costs of delivery.

The Company is not relying on the "notice-and-access" delivery procedures outlined in National Instrument 54-101 to distribute copies of the proxy related materials in connection with the Meeting.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a shareholder who has given a proxy may revoke it by:

- (i) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing, or, if the shareholder is a Company, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to **Computershare Investor Services Inc., or at the Company’s office, Suite 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1**, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (ii) personally attending the Meeting and voting the registered shareholder's Common Shares.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

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

No director or executive officer of the Company, or any person who has held such a position since the beginning of the last completed financial year of the Company, nor any nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the Meeting other than the election of directors.

RECORD DATE AND QUORUM

The board of directors (the “**Board**”) of the Company have fixed the record date for the Meeting at the close of business on September 6, 2023 (the “**Record Date**”). Shareholders of the Company of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, except to the extent that any such shareholder transfers any shares after the Record Date and the transferee of those shares establishes that the transferee owns the shares and demands, not less than ten days before the Meeting, that the transferee's name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee shall be entitled to vote such shares at the Meeting.

Under the Company's current Articles the quorum for the transaction of business at the Meeting consists of two persons who are, or represent by proxy, entitled to vote at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of September 6, 2023, there were 213,775,457 Common Shares issued and outstanding, each carrying the right to one vote. Common Shares of the Company are listed on the TSX Venture Exchange (the “TSXV”) under the trading symbol “SKP”.

As at September 6, 2023, to the knowledge of the directors and senior officers of the Company, and based on the Company's review of the records maintained by Computershare, electronic filings with System for Electronic Document Analysis and Retrieval (SEDAR+) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), the following person owns, directly or indirectly, or exercises control or direction over, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company:

Name	Number of Voting Securities	Percentage
2176423 Ontario Ltd. ⁽¹⁾	29,842,000	13.96%

Notes:

1. *Eric Sprott has control or direction over 2176423 Ontario Ltd.*

PARTICULARS OF MATTERS TO BE ACTED UPON

A. Financial Statements

The shareholders will receive and consider the audited financial statements of the Company for the fiscal year ended December 31, 2022 together with the auditor's report thereon. A copy of the financial statements is available for review on SEDAR+ (www.sedarplus.ca).

B. Fixing the Number of Directors

The directors of the Company are elected at each annual meeting and hold office until the next annual meeting, or until their successors are duly elected or appointed in accordance with the Company's Articles or until such director's earlier death, resignation or removal.

At the Meeting, Shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at five (5). The number of directors will be approved if the majority of Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of fixing the number of directors at five (5).

Management recommends Shareholders vote in favour of the resolution fixing the number of directors at five (5). Unless contrary instructions are indicated on the instrument of proxy or the voting information form, Management Proxyholders intend to vote FOR the resolution fixing the number of directors at five (5).

C. Election of Directors

The following table sets out the names of management's five (5) nominees for election as directors, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's principal occupation, business or employment for the five preceding years for new director nominees, the period of time during which each has been a director of the Company and the number of Common Shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at the date of this Information Circular.

Name of Nominee, Current Position with Company, Province and Country of Residence	Principal Occupation	Period From Which Nominee Has Been Director	Number of Approximate Voting Securities ⁽¹⁾
Michael G. Allen ⁽⁵⁾ President; Chief Executive Officer, and Director British Columbia, Canada	<p>Mr. Allen brings over 20 years of multifaceted work experience in the mineral exploration and development business. His experience has been from grassroots to advancing projects through feasibility studies, construction and operations, in a variety of geological systems and jurisdictions. In addition, Mr. Allen brings additional capital markets strength to StrikePoint having raised significant amounts of capital to advance projects. Most notably Mr. Allen was President, CEO and Director of Northern Empire Resources, where he was responsible for identifying, acquiring and advancing the Sterling Project in the Beatty district of South West Nevada. Northern Empire was sold to Coeur Mining at the all-time high of the share price for approximately \$120 million. Recently, Mr. Allen was President of Elevation Gold Mining Corporation, Arizona's largest precious metals producer.</p> <p>Mr. Allen is a Professional Geologist and QP under the definitions of NI43-101</p>	November 1, 2022	300,000
Shawn Khunkhun ⁽²⁾⁽³⁾ Director British Columbia, Canada	<p>Mr. Khunkhun has over 20 years of experience in the capital markets, mineral exploration and development sector with a focus on enhancing shareholder value. He has served in a variety of strategic roles including Investor Relations, Corporate Development, CEO, Director and Executive Chairman. Mr. Khunkhun has been instrumental in creating awareness for undervalued companies including grass root explorers, developers and producers. Mr. Khunkhun's experience in incubating and growing early stage companies through capital raises, acquisitions, joint ventures and spinouts, as well as long-standing relationships with an extensive global network of high net worth investors, private equity and institutional investors, analysts, brokers, and investment bankers, have been a valuable asset to growing mineral explorations and development companies. Mr. Khunkhun is a Director of Goldshore Resources Inc., Gladiator Metals and is Director & CEO of Dolly Varden Silver. Mr. Khunkhun has facilitated over \$1B in capital raises.</p>	November 23, 2011	1,169,850 ⁽⁶⁾
Ian Harris ⁽²⁾⁽⁴⁾⁽⁵⁾ Director Florida, USA	<p>Mr. Harris is a mining engineer with over 25 years of mining experience. He was most recently senior vice-president and country manager of Corriente Resources in Ecuador, and was directly involved in the operations and negotiations that led to the sale of Corriente for US\$690-million.</p>	May 14, 2013	280,000
Darryl Jones ⁽³⁾⁽⁴⁾⁽⁵⁾ Director British Columbia, Canada	<p>Mr. Jones has over 15 years of capital market experience and an established financial network. Prior to joining StrikePoint in 2015, Mr. Jones was an Investment advisor with PI Financial Corp Canada and Raymond James Ltd Canada. He was responsible for raising significant risk capital for growth companies in all sectors, with a particular focus on natural resources.</p>	February 17, 2015	Nil
Adrian Fleming ⁽²⁾⁽³⁾⁽⁴⁾ Director Auckland, New Zealand	<p>Mr. Fleming is a professional geologist with over 40 years of technical and executive experience with exploration and development stage mining companies</p>	May 16, 2017	81,818

Notes:

1. Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.
2. Member of Audit Committee.
3. Member of Compensation Committee
4. Member of Corporate Governance and Nominating Committee
5. Member of Health Safety and Environment Committee
6. Of these shares 1,000,000 are owned by S2K Capital Corp. for which Mr. Khunkhun has direction and control over.

The Board has an Audit Committee as well as a Compensation Committee, details of which are provided under the heading “Statement of Corporate Governance”. The board has a Corporate Governance and Nominating Committee and a Health, Safety and Environment Committee. The Company does not have an Executive Committee.

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the right to vote for another nominee in their discretion. **The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above.**

Except as noted below, as at the date of this Information Circular and within the ten years before the date of this Information Circular, no proposed director:

- (a) is or has been a director or executive officer of any Company (including the Company), that while that person was acting in that capacity:
 - i. was the subject of a cease-trade order or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - ii. was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the Company being the subject of a cease trade or similar order or an order that denied the relevant Company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
 - iii. 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; or
- (b) has within 10 years before the date of the Information Circular become 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 the assets of the director, officers or shareholders.

The persons designated as proxyholders in the accompanying Instrument of Proxy (absent contrary directions) intend to vote FOR all of the Nominees as set forth above and therein. The Company does not contemplate that any of such nominees will be unable to serve as directors.

D. Appointment of Auditor

Management recommends the re-appointment of Davidson & Company LLP, Chartered Professional Accountants, of Vancouver, British Columbia, the present auditor, as the auditor of the Company to hold office until the close of the next annual meeting of the shareholders.

Shares represented by proxies in favour of the management nominees will be voted in favour of the appointment of Davidson & Company LLP, Chartered Professional Accountants, as auditor of the Company and authorizing the Board to fix the auditor’s remuneration, unless a shareholder has specified in his proxy that his shares are to be withheld from voting on the appointment of auditor.

E. Adoption of New Stock Option Plan

At the Meeting, the Shareholders will be asked to approve the adoption of a new stock option plan of the Company (the “**New Stock Option Plan**”) to be implemented by the Company following the Meeting. If implemented by the Company, the New Stock Option Plan will replace the existing ten (10%) percent fixed stock option plan which was last approved by the Shareholders at the annual general meeting held on August 8, 2022 (the “**Existing Stock Option Plan**”).

The New Stock Option Plan is a ten (10%) percent rolling stock option plan. The following is a summary of certain provisions of the New Stock Option Plan and is subject to, and qualified in its entirety by, the full text of the New Stock Option Plan. Under the policies of the Exchange, a rolling stock option plan, such as the Company’s, must be approved by Shareholders on a yearly basis.

As of the Record Date, options to purchase 15,650,000 common shares were outstanding under the Existing Stock Option Plan.

On November 24, 2021, the Exchange adopted a new policy, Policy 4.4 – Security Based Compensation (the “**New Policy 4.4**”) governing security-based compensation. The changes to the policy relate to, among other things, the expansion of the policy to cover a number of types of security-based compensation in addition to stock options.

Accordingly, at the Meeting, Shareholders will be asked to pass an Ordinary Resolution approving the Company’s New Stock Option Plan, as proposed in accordance with the New Policy 4.4 (the “**New Stock Option Plan**”). A summary of the material provisions of the New Stock Option Plan are as follows:

- (a) the Stock Option Plan reserves, for issuance pursuant to the exercise of stock options, Common Shares of the Company equal to up to a maximum of 10% of the issued Common Shares of the Company at the time of any stock option grant;
- (b) under the Stock Option Plan, an optionee must either be an Eligible Charitable Organization or a Director, Officer, Employee, Consultant or Management Company Employee of the Company at the time the option is granted in order to be eligible for the grant of a stock option to the optionee;
- (c) the aggregate number of options granted to any one Person (and companies wholly owned by that Person) in a 12 month period under this Stock Option Plan and any other Security Based Compensation Plan must not exceed 5% of the issued Common Shares of the Company calculated on the date an option is granted to the Person (unless the Company has obtained the requisite Disinterested Shareholder Approval);
- (d) the aggregate number of options granted to any one Consultant in a 12 month period under this New Stock Option Plan and any other Security Based Compensation Plan must not exceed 2% of the issued Common Shares of the Company, calculated at the date an option is granted to the Consultant;
- (e) the aggregate number of options granted to all Investor Relations Service Providers must not exceed 2% of the issued shares of the Company in any 12 month period, calculated at the date an option is granted to any such Person;
- (f) the aggregate number of outstanding Charitable Stock Options must not exceed 1% of the issued shares of the Company, calculated at the date an option is granted to an Eligible Charitable Organization;
- (g) if the Common Shares are listed for trading on the Exchange, then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as a group) pursuant to Options granted under the Stock Option Plan and under any other Security Based Compensation Plan, must not exceed 10% of the outstanding Shares at any point in time, unless the Company has obtained the requisite Disinterested Shareholder Approval;
- (h) if the Common Shares are listed for trading on the Exchange then, notwithstanding anything in the Stock Option Plan to the contrary, the aggregate number of Common Shares that may be issued to Insiders (as a group) pursuant to Options granted under the plan and under any other Security Based Compensation Plan in any 12 month period shall not exceed 10% of the outstanding Shares at the time of the grant, unless the Company has obtained the requisite Disinterested Shareholder Approval;
- (i) options issued to Investor Relations Service Providers must vest in stages over a period of not less than 12 months with no more than 1/4 of the options vesting in any 3 month period;
- (j) the minimum exercise price per Common Share of a stock option must not be less than the Market Price of the Common Shares of the Company, subject to a minimum exercise price of \$0.05;
- (k) options can be exercisable for a maximum of 10 years from the date of grant (subject to extension where the expiry date falls within a "blackout period" (see (o) below);
- (l) a Charitable Stock Option must expire on or before the earlier of: (i) the date that is 10 years from the date of grant; and (ii) the 90th day following the date that the holder of the Charitable Stock Option ceases to be an Eligible Charitable Organization;
- (m) stock options (other than options held by Investor Relations Service Providers) will cease to be exercisable 90 days after the optionee ceases to be a Director (which term includes a senior officer), Employee, Consultant, Eligible Charitable Organization or Management Company Employee otherwise than by death, or for a "reasonable period" not exceeding 12 months after the optionee ceases to serve in such capacity, as determined

by the Board. Stock options granted to Investor Relations Service Providers will cease to be exercisable 30 days after the optionee ceases to serve in such capacity otherwise than by death, or for a "reasonable period" after the optionee ceases to serve in such capacity, as determined by the Board;

- (n) all options are non-assignable and non-transferable;
- (o) Disinterested Shareholder Approval will be obtained for any reduction in the exercise price of a stock option, or the extension of the term of a stock option, if the optionee is an Insider of the Company at the time of the proposed amendment;
- (p) the Stock Option Plan contains provisions for adjustment in the number of Common Shares or other property issuable on exercise of a stock option, subject to prior acceptance of the Exchange, in the event of an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization, other than in connection with a share consolidation or split;
- (q) upon the occurrence of an Accelerated Vesting Event (as defined in the Stock Option Plan), the Board will have the power, at its sole discretion and subject to the prior acceptance of the Exchange, to make such changes to the terms of stock options as it considers fair and appropriate in the circumstances, including but not limited to: (a) accelerating the vesting of stock options, conditionally or unconditionally, except in the case of stock options held by Investor Relations Service Providers; (b) terminating every stock option if under the transaction giving rise to the Accelerated Vesting Event, options in replacement of the stock options are proposed to be granted to or exchanged with the holders of stock options, which replacement options treat the holders of stock options in a manner which the Board considers fair and appropriate in the circumstances having regard to the treatment of holders of Common Shares under such transaction; (c) otherwise modifying the terms of any stock option to assist the holder to tender into any take-over bid or other transaction constituting an Accelerated Vesting Event; or (d) following the successful completion of such Accelerated Vesting Event, terminating any stock option to the extent it has not been exercised prior to successful completion of the Accelerated Vesting Event. The determination of the Board in respect of any such Accelerated Vesting Event shall for the purposes of the Stock Option Plan be final, conclusive and binding;
- (r) in connection with the exercise of an option, as a condition to such exercise the Company shall require the optionee to pay to the Company an amount as necessary so as to ensure that the Company is in compliance with the applicable provisions of any federal, provincial or local laws relating to the withholding of tax or other required deductions relating to the exercise of such option; and
- (s) a stock option will be automatically extended past its expiry date if such expiry date falls within a blackout period during which the Company prohibits optionees from exercising their options, provided that any extension will not exceed ten business days after the expiry of the applicable blackout period and subject to the following requirements: (a) the blackout period must (i) be formally imposed by the Company pursuant to its internal trading policies; and (ii) must expire following the general disclosure of undisclosed Material Information; (b) the automatic extension of an optionee's stock option will not be permitted where the optionee or the Company is subject to a cease trade order (or similar order under Securities Laws) in respect of the Company's securities; and (d) the automatic extension is available to all Eligible Persons under the same terms and conditions.

"Consultant", "Charitable Stock Option", "Director", "Disinterested Shareholder Approval", "Eligible Charitable Organization", "Employee", "Investor Relations Activities", "Investor Relations Service Provider", "Management Company Employee", "Market Price", "Material Information", "Person", "Securities Laws" and "Security Based Compensation Plan" all have the same definition as in the policies of the Exchange.

Pursuant to the Board's authority to govern the implementation and administration of the Stock Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Stock Option Plan.

A copy of the Stock Option Plan is available on request from the Company and a copy will be available for viewing at the Meeting.

The text of the resolution to be passed is as follows. In order to be passed, a majority of the votes cast at the Meeting or in person or by proxy must be voted in favour of the resolution.

Management recommends and, unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR such resolution:

“BE IT RESOLVED THAT the Company's New Stock Option Plan be and is hereby ratified, confirmed and approved with such additional provisions and amendments, provided that such are not inconsistent with the Policies of the TSX Venture Exchange, as the directors of the Company may deem necessary or advisable.”

F. Other Matters

Management of the Company is not aware of any other matter to come before the Meeting other than as set forth in the notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the shares represented thereby in accordance with their best judgment on such matter.

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this information circular:

"Chief Executive Officer" or **"CEO"** of the Company means an individual who served as chief executive officer of the Company or performed functions similar to a chief executive officer for any part of the fiscal period ended December 31, 2022.

"Chief Financial Officer" or **"CFO"** of the Company means an individual who served as chief financial officer of the Company or performed functions similar to a chief financial officer for any part of the fiscal period ended December 31, 2022.

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

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the Company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

"external management company" includes a subsidiary, affiliate or associate of the external management company.

"Named Executive Officers" or **"NEOs"** means each of the following individuals:

- (a) each CEO;
- (b) each CFO;
- (c) the most highly compensated executive officer, other than the CEO and CFO, at the end of the fiscal period ended December 31, 2022 whose total compensation was more than \$150,000 for that fiscal period; and
- (d) each individual who would be a NEO under (c) above, but for the fact that the individual was not an executive officer of the Company, nor acting in a similar capacity, at the end of the fiscal period ended December 31, 2022.

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

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

Director and Named Executive Officer Compensation

The following information is presented in accordance with Form 51-102F6V: Statement of Executive Compensation – Venture Issuers, and provides details of all compensation for each of the directors and named executive officers of the Company for the fiscal year ended December 31, 2022.

During the fiscal period ended December 31, 2022, the Company had three (3) Named Executive Officers, namely Michael G. Allen, (CEO), Shawn Khunkhun (Former CEO), Mark Gelmon (CFO). There were five (5) individuals who served as a director of the Company for all or part of the fiscal year, two of which were also a Named Executive Officer of the Company, Michael G. Allen and Shawn Khunkhun.

Oversight and Description of Director and Executive Officer Compensation

Compensation Objectives and Principles

The compensation of the Company's NEOs and directors has been established with a view of attracting and retaining executives critical to the Company's short and long-term success and to continue providing executives with compensation that is in accordance with existing market standards. Compensation provided to the Company's NEOs and directors is determined and reviewed by the Company's board of directors (the "**Board of Directors**" or "**Board**").

Compensation Elements

Compensation of the Company's NEOs and directors may be comprised of a base salary (or director fees) and the granting of options to purchase common shares under the Company's stock option plan (as more particularly described below under the heading *Stock Option Plans and Other Incentive Plans*.) Through its executive compensation practices, the Company seeks to provide value to its shareholders by employing a strong executive leadership team. Specifically, the Company's executive compensation structure seeks to attract and retain talented and experienced executives necessary to achieve the Company's strategic objectives, motivate and reward executives whose knowledge, skills and performance are critical to the Company's success, and align the interests of the Company's executives and shareholders by motivating executives to increase shareholder value.

a) Base Salary

The Company believes that a competitive base salary is a necessary element of any compensation program that is designed to attract and retain talented and experienced executives. The Company also believes that attractive base salaries can motivate and reward executives for their overall performance.

The Company paid base salaries and or fees to its executives or directors in the fiscal period ended December 31, 2022. Going forward the Company may determine that payment of a base salary is appropriate for its executives or Directors and may enter into management or employment agreements providing for payment of a base salary or other compensation.

b) Stock Options

The Company grants stock options to NEOs and directors from time to time to help enable the Company to attract and retain experienced and qualified individuals in those positions by permitting such individuals to directly participate in an increase in per share value created for the Company's Shareholders. In determining option grants, the Board together with management takes into consideration factors that include the amount and exercise price of previous option grants, the individual's experience, level of expertise and responsibilities, and the contributions of each individual towards the completion of corporate transactions in any given fiscal year.

The Company granted stock no options to its executives and directors in the fiscal period ended December 31, 2022.

Director and Named Executive Officer Compensation – Excluding Compensation Securities

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each NEO and director, in any capacity, for all or portion of the fiscal periods ended December 31, 2022 and December 31, 2021.

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Michael G. Allen (1) President, CEO and Director	2022	41,667	25,000	Nil	Nil	Nil	66,667
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Shawn Khunkhun (2) Director, Former President, CEO	2022	180,000	Nil	Nil	Nil	Nil	180,000
	2021	230,000	Nil	Nil	Nil	Nil	230,000
Mark Gelmon (3) CFO	2022	120,000	Nil	Nil	Nil	Nil	120,000
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Adrian Fleming (4) Director	2022	36,000	Nil	Nil	Nil	Nil	36,000
	2021	36,000	Nil	Nil	Nil	Nil	36,000
Ian Harris (5) Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Darryl Jones (6) Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Carol Li (7) Former Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	3,000	Nil	Nil	Nil	Nil	3,000

Notes:

- (1) Michael G. Allen has served as Chief Executive Officer and director since November 1, 2022.
- (2) Shawn Khunkhun has served as a director since December 5, 2011. Mr. Khunkhun served as Chief Executive Officer from May 13, 2013 until November 1, 2022.
- (3) Mark Gelmon served as Chief Financial Officer from December 1, 2015 to March 1, 2023. Mr. Gelmon does not receive any compensation directly from the Company. All compensation paid by the Company in connection with the services of Mr. Gelmon are paid to iO Corporate Services Ltd., a corporation which provides secretarial and accounting services. On March 1, 2023, Mr. Paulo Santos was appointed as the Company's new Chief Financial Officer.
- (4) Adrian Fleming has served as a director since May 16, 2017.
- (5) Ian Harris has served as a director since May 14, 2013.
- (6) Darryl Jones has served as a director since February 17, 2015.
- (7) Carol Li served as a director from February 17, 2015 until August 31, 2021.

External Management Companies

None of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly, other than Mark Gelmon, Chief Financial Officer (*for further information, refer to "Employment, Consulting and Management Agreements" below.*

Stock Options and Other Compensation Securities

The following table sets out all compensation securities granted or issued to each NEO and director by the Company during the fiscal year ended December 31, 2022 for services provided or to be provided, directly or indirectly, to the Company.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry date
Michael G. Allen (1) President, CEO and Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Shawn Khunkhun (2) Director, Former President, CEO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Mark Gelmon (3) CFO	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Adrian Fleming (4) Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Ian Harris (5) Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Darryl Jones (6) Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A
Carol Li (7) Former Director	Stock Options	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) As at December 31, 2022, Michael G. Allen held no stock options.
- (2) As at December 31, 2022, Shawn Khunkhun held a total of 4,700,000 stock options to acquire 4,700,000 common shares. The stock options held by Mr. Khunkhun represent 27.81% of the outstanding stock options of the Company. 2,200,000 stock options were granted in the fiscal year ended December 31, 2021, 1,500,000 were granted in the fiscal year ended December 31, 2020, 400,000 were granted in the fiscal year ended December 31, 2019, 600,000 were granted in the fiscal year ended December 31, 2018.
- (3) As at December 31, 2022, Mark Gelmon held a total of 525,000 stock options to acquire 525,000 common shares. The stock options held by Mr. Gelmon represent 3.11% of the outstanding stock options of the Company. 200,000 stock options were granted in the fiscal year ended December 31, 2021, 250,000 were granted in the fiscal year ended December 31, 2020, 75,000 were granted in the fiscal year ended December 31, 2018.
- (4) As at December 31, 2022, Adrian Fleming held a total of 1,300,000 stock options to acquire 1,300,000 common shares. The stock options held by Mr. Fleming represent 7.69% of the outstanding stock options of the Company. 300,000 stock options were granted in the fiscal year ended December 31, 2021, 500,000 were granted in the fiscal year ended December 31, 2020, 100,000 were granted in the fiscal year ended December 31, 2019, 400,000 were granted in the fiscal year ended December 31, 2018.
- (5) As at December 31, 2022, Ian Harris held a total of 875,000 stock options to acquire 875,000 common shares. The stock options held by Mr. Harris represent 5.18% of the outstanding stock options of the Company. 200,000 stock options were granted in the fiscal year ended December 31, 2021, 325,000 were granted in the fiscal year ended December 31, 2020, 100,000 were granted in the fiscal year ended December 31, 2019, 250,000 were granted in the fiscal year ended December 31, 2018.
- (6) As at December 31, 2022, Darryl Jones held a total of 875,000 stock options to acquire 875,000 common shares. The stock options held by Mr. Jones represent 5.18% of the outstanding stock options of the Company. 200,000 stock options were granted in the fiscal year ended December 31, 2021, 325,000 were granted in the fiscal year ended December 31, 2020, 100,000 were granted in the fiscal year ended December 31, 2019, 250,000 were granted in the fiscal year ended December 31, 2018.
- (7) As at December 31, 2022, Carol Li held nil stock options. Ms. Li served as a Director of the Company February 17, 2015 until August 31, 2021. Ms. Li's options were cancelled on November 29, 2021.

Exercise of Compensation Securities by NEO's

No compensation securities were exercised by the NEO's or directors for the year ended December 31, 2022.

Stock Option Plans and Other Incentive Plans

The Company has in place the Existing Stock Option Plan which was approved at the Company's annual general and special meeting held on August 8, 2022, pursuant to which its directors, officers, employees, consultants and eligible charitable organizations may be granted options to acquire common shares of the Company, subject to shareholder and regulatory approval. The maximum aggregate number of Common Shares reserved for issuance pursuant to the exercise of stock options under the Existing Stock Option Plan shall not be greater than 20,713,950 or such other number as may

be approved by the Exchange and the disinterested shareholders of the Company from time to time (the “Existing Stock Option Plan”). The Company has no other Security Based Compensation Plan other than Stock Option Plan.

For details of the New Plan made in accordance with the Exchange New Policy. 4.4 governing security-based compensation, see “Particulars of Matters to be Acted Upon – Adoption of New Stock Option Plan”.

A copy of the New Stock Option Plan is available on request and will be available for review at the Meeting.

Employment, Consulting and Management Agreements

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

iO Corporate Services Ltd.

The Company had an arrangement with iO Corporate Services Ltd. (“iO Corporate”) whereby iO Corporate performs management and administrative services at a rate of \$10,000 per month. The services provided by iO Corporate include those services performed by Mark Gelmon, Chief Financial Officer of the Company, and Marion McGrath, Corporate Secretary of the Company. Mark Gelmon and Marion McGrath are both employees of iO Corporate and iO Corporate is owned and controlled by Marion McGrath. The arrangement with iO Corporate was terminated effective April 30, 2023.

Mr. Michael G. Allen

The Company entered into an executive employment agreement with Mr. Allen effective November 1, 2022. The agreement is for an indefinite term until terminated in accordance with the terms of the agreement. The agreement provides for an annual base salary of \$250,000 and benefits such as vacation, health and insurance, directors’ and officers’ liability insurance and reimbursement of business expenses. Additional compensation is awarded at the discretion of the Board. If Mr. Allen wishes to resign, he is required to provide at least 30 days notice, unless waived by the Company. The Company may at any time, without notice or payment in lieu thereof or termination or severance pay of any kind, terminate Mr. Allen’s employment for cause. In addition, the Company may, at any time and for any reason, terminate Mr. Allen’s employment without cause by paying a lump sum payment equal to six (6) months base salary. In the event of a change of control (as defined in Mr. Allen’s employment agreement) and within twelve (12) months of such change of control a triggering event (as defined in Mr. Allen’s employment agreement) occurs, including an adverse change in his duties, a diminution of title, or other similar events, Mr. Allen will be entitled to a lump sum payment equal to two (2) years base salary from the Company.

Mr. Paulo Santos

The Company entered into an executive employment agreement with Mr. Santos effective February 28, 2023. The agreement is for an indefinite term until terminated in accordance with the terms of the agreement. The agreement provides for an annual base salary of \$125,000 and benefits such as vacation, health and insurance, directors’ and officers’ liability insurance and reimbursement of business expenses. Additional compensation is awarded at the discretion of the Board. If Mr. Santos wishes to resign, he is required to provide at least 30 days notice, unless waived by the Company. The Company may at any time, without notice or payment in lieu thereof or termination or severance pay of any kind, terminate Mr. Santos’ employment for cause. In addition, the Company may, at any time and for any reason, terminate Mr. Santos’ employment without cause by paying a lump sum payment equal to six (6) months base salary. In the event of a change of control (as defined in Mr. Santos’ employment agreement) and within twelve (12) months of such change of control a triggering event (as defined in Mr. Santos’ employment agreement) occurs, including an adverse change in his duties, a diminution of title, or other similar events, Mr. Santos will be entitled to a lump sum payment equal to eighteen (18) months of the annual base salary from the Company.

Pension Disclosure

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

Securities Authorized For Issuance under Equity Compensation Plans

The following table sets out equity compensation plan information as at the end of the financial year ended December 31, 2022:

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (the Option Plan)	16,900,000	\$0.21	3,813,950
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	16,900,000	\$0.21	3,813,950

INDEBTEDNESS OF DIRECTORS, EXECUTIVE OFFICERS AND SENIOR OFFICERS

No person who is or at any time during the most recently completed financial year was a director, executive officer or senior officer of the Company, no proposed nominee for election as a director of the Company, and no associate of any of the foregoing persons has been indebted to the Company at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as previously disclosed in this Information Circular, to the knowledge of management of the Company, no informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Company or any of its subsidiaries during the most recently completed financial year end, or has any interest in any material transaction in the current year.

The directors and officers of the Company have an interest in the resolutions concerning the election of directors and stock options. Otherwise no director or senior officer of the Company or any associate of the foregoing has any substantial interest, direct or indirect, by way of beneficial ownership of shares or otherwise in the matters to be acted upon at the Meeting, except for any interest arising from the ownership of shares of the Company where the shareholder will receive no extra or special benefit or advantage not shared on a pro rata basis by all holders of shares in the capital of the Company.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board of Directors (the “**Board**”), the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day-to-day management of the Company. National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines which apply to all public companies. These guidelines are not intended to be prescriptive but to be used by issuers in developing their own corporate governance practices. The Board is committed to sound corporate governance practices, which are both in the interest of its shareholders and contribute to effective and efficient decision making.

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

monitor such practices on an ongoing basis and, when necessary, implement such additional practices as it deems appropriate.

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A “material relationship” is a relationship which could, in the view of the Company’s board of directors, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Company’s Board facilitates its exercise of independent judgement in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The Company’s Board requires management to provide complete and accurate information with respect to the Company’s activities and to provide relevant information concerning the industry in which the Company operates in order to identify and manage risks. The Company’s Board is responsible for monitoring the Company’s officers, who in turn are responsible for the maintenance of internal controls and management information systems.

Currently, the Company’s board has three independent members, being Ian Harris, Adrian Fleming and Darryl Jones. The non-independent members are Michael G. Allen, CEO and Shawn Khunkhun.

Directorships

The following table sets forth the directors of the Company who currently hold directorships in other reporting issuers:

Name of Director	Other Issuer
Michael G. Allen	None
Shawn Khunkhun	Dolly Varden Silver Corp. Gladiator Metals Inc. Goldshore Resources Inc.
Darryl Jones	Alpha Copper Corp. Alpha Lithium, Corporation Beta Energy Corp.
Ian Harris	Libero Copper & Gold Corporation Emperor Metals Inc. Gladiator Metals Corp. (formerly Cairo Resources Inc.) Universal Copper Ltd. (formerly Tasca Resources Ltd.) PEZM Gold Inc. Outcrop Silver & Gold Corp.
Adrian Fleming	Precipitate Gold Corp. Reunion Gold Corporation

Orientation and Continuing Education

Each new director is given an outline of the nature of the Company's business, its corporate strategy and current issues within the Company. New directors are also required to meet with management of the Company to discuss and better understand the Company's business and are given the opportunity to meet with counsel to the Company to discuss their legal obligations as director of the Company.

In addition, management of the Company takes steps to ensure that its directors and officers are continually updated as to the latest corporate and securities policies which may affect the directors, officers and committee members of the Company as a whole. The Company continually reviews the latest securities rules and policies and is on the mailing list of the TSX Venture Exchange (the “TSXV”) to receive updates to any of those policies. Any such changes or new requirements are then brought to the attention of the Company's directors either by way of director or committee meetings or by direct communications from management to the directors.

Ethical Business Conduct

The Company’s 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 directors’ participation in decisions of the board in which the director has an interest have been sufficient to ensure that

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

Nomination of Directors

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

The Company's Board has a Corporate Governance and Nominating Committee comprised of Adrian Fleming (Chair), Darryl Jones and Ian Harris.

The Compensation Committee is comprised of Shawn Khunkhun (Chair) who is not independent, Adrian Fleming and Darryl Jones, both of whom have been determined by the Board to be independent under NI 58-101. The Compensation Committee assists the Board in fulfilling its oversight responsibilities with respect to each of the areas discussed below.

As discussed above, responsibility for matters relating to the overall compensation philosophy and guidelines for the directors and officers of the Company lies with the Compensation Committee. The Compensation Committee annually reviews and recommends to the Board, the adequacy and form of compensation of the directors of the Company in light of the responsibilities and risks involved in being such a director. The Compensation Committee is also responsible for annually evaluating the performance of the Chief Executive Officer of the Company and recommending to the Board his or her annual compensation package.

Other Board Committees

The Company's Board has a Health Safety and Environment Committee comprised of Michael G. Allen (Chair), Ian Harris and Darryl Jones.

Assessments

The Company's 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.

Diversity on the Board of Directors and among Executive Officers

The Company does not currently have a formal diversity policy in place regarding gender representation on the Board or in executive officer positions. The Company believes in retaining the most qualified candidate for any position irrespective of gender, and recruitment efforts will continue to be governed by the principles set forth below.

The Company does not discriminate on the basis of race, national or ethnic origin, colour, religion, sex, age or mental or physical disability, or any other prohibited grounds of discrimination set forth in applicable federal or provincial law or guidelines. Directors, officers, contractors, consultants and employees are retained on the basis of their background, skills, relevant experience, education and potential to contribute to the success of the Company. In addition, candidates for Board membership are evaluated based upon their independence, qualifications to act as directors and other qualities which the board as a whole feels are appropriate to assist it in operating in an effective manner, with due regard for the benefits of diversity. Taken together, these diverse skills and backgrounds help to create a business environment that encourages a range of perspectives and fosters excellence in corporate governance, including the creation of shareholder value. Candidates for Board membership who are selected for nomination by the Board (or any committee of the Board established for such purpose from time to time) based on the foregoing criteria will be presented to shareholders for consideration without discrimination.

Audit Committee Disclosure

Pursuant to section 224(1) of the *British Columbia Business Corporations Act*, the policies of the TSXV and National Instrument 52-110 *Audit Committees* ("NI 52-110"), the Company is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor. The Charter of the Company's Audit Committee is attached as Schedule "A".

Composition of the Audit Committee

The following are the members of the Committee:

Adrian Fleming (Chair)	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Ian Harris	Independent ⁽¹⁾	Financially literate ⁽¹⁾
Shawn Khunkhun	Non Independent ⁽¹⁾	Financially literate ⁽¹⁾

1. As defined in NI 52-110.

Relevant Education and Experience

Shawn Khunkhun has over 20 years of experience in the capital markets, mineral exploration and development sector with a focus on enhancing shareholder value. He has served in a variety of strategic roles including Investor Relations, Corporate Development, CEO, Director and Executive Chairman. Mr. Khunkhun has been instrumental in creating awareness for undervalued companies including grass root explorers, developers and producers. Mr. Khunkhun's experience in incubating and growing early stage companies through capital raises, acquisitions, joint ventures and spinouts, as well as long-standing relationships with an extensive global network of high net worth investors, private equity and institutional investors, analysts, brokers, and investment bankers, have been a valuable asset to growing mineral explorations and development companies. Mr. Khunkhun is a Director of Goldshore Resources Inc., Gladiator Metals Inc. and is Director & CEO of Dolly Varden Silver Corp. Mr. Khunkhun has facilitated over \$1-billion in capital raises.

Ian Harris is a mining engineer with over 25 years of mining experience. He was most recently senior vice-president and country manager of Corriente Resources in Ecuador, and was directly involved in the operations and negotiations that led to the sale of Corriente for US \$690-million. Mr. Harris brings a strong background of project management, strategic management and technical skills to the board of StrikePoint.

Adrian Fleming is a professional geologist with over 40 years of technical and executive experience with exploration and development stage mining companies. He was the co-founder and president of Underworld Resources from 2006-2010. In 2007, Mr. Fleming, together with colleague Robert McLeod, acquired a Shawn Ryan project with interesting soil geochemistry results. Mr. Fleming led the team which made the discovery and defined the maiden resource of the million-ounce White Gold deposit, located in the White Gold district, Yukon. The project was subsequently acquired by Kinross in 2010 for \$138-million. Mr. Fleming was a founding Director of Northern Empire Resources which was acquired in 2018 by Coeur Mining for \$117-million. Mr. Fleming was also involved with gold discoveries and/or developments at Porgera in PNG, Big Bell in Western Australia, Gross Rosebel in Suriname and Hope Bay in Nunavut.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

External Auditor Service Fees (By Category)

Aggregate fees paid to the Auditor during the financial years ended December 31, 2022 and 2021 were as follows:

Financial Ended	Year	Audit Fees	Audit Related Fees ¹	Tax Fees ²	All Other Fees ³
	2022	\$35,427	\$Nil	\$11,500	\$Nil
	2021	\$30,366	\$Nil	\$3,500	\$Nil

Notes:

1. Fees charged for assurance and related services reasonably related to the performance of an audit, and not included under "Audit Fees".
2. Fees charged (or estimated charges) for tax compliance, tax advice and tax planning services.
3. Fees for services other than disclosed in any other column.

The contents of this Information Circular and its distribution to shareholders have been approved by the Board of the Company.

DATED at Vancouver, British Columbia, September 6, 2023.

BY ORDER OF THE BOARD OF STRIKEPOINT GOLD INC.

/s/ "Michael G. Allen"

Michael G. Allen, Chief Executive Officer and Director

SCHEDULE "A"

**STRIKEPOINT GOLD INC.
AUDIT COMMITTEE CHARTER**

[See attached]

STRIKEPOINT GOLD INC.

CHARTER OF THE AUDIT COMMITTEE

1. Mandate

The primary function of the audit committee (the “**Committee**”) is to assist the Board of Directors (the “**Board**”) in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company’s systems of internal controls regarding finance and accounting and the Company’s auditing, accounting and financial reporting processes. The Committee’s primary duties and responsibilities are to:

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

2. Composition

The Board will appoint from among their membership an audit committee after each annual meeting of the shareholders of the Company. The audit committee will consist of a minimum of three directors.

2.1 Independence

A majority of the members of the audit committee must be “independent” (as defined in Sec. 1.4 of National Instrument 52-110 (Audit Committees)) (“**NI 52-110**”).

2.2 Expertise of Committee Members

A majority of the members of the audit committee must be “financially literate” (as defined in Sec. 1.6 of NI 52-110) or must become financially literate within a reasonable period of time after his or her appointment to the committee. At least one member of the committee must have accounting or related financial management expertise.

3. Meetings

The audit committee shall meet in accordance with a schedule established each year by the Board, and at other times that the audit committee may determine. The audit committee shall meet at least annually with the Company’s Chief Financial Officer and external auditors in separate executive sessions.

4. Roles and Responsibilities

The audit committee shall fulfil the following roles and discharge the following responsibilities:

4.1 External Audit

The audit committee shall be directly responsible for overseeing the work of the external auditors in preparing or issuing the auditor’s report, or performing other audit, review or attest services, including the resolution of disagreements between management and the external auditors regarding financial reporting.

Charter of the Audit Committee

In carrying out this duty, the audit committee shall:

- (a) recommend to the Board 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;
- (b) review (by discussion and enquiry) the external auditors' proposed audit scope and approach;
- (c) review the performance of the external auditors and recommend to the Board the appointment or discharge of the external auditors;
- (d) review and recommend to the Board the compensation to be paid to the external auditors;
- (e) review and confirm the independence of the external auditors by reviewing the non-audit services provided and the external auditors' assertion of their independence in accordance with professional standards; and
- (f) an audit committee must 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 Company.

4.2 Internal Control

The audit committee shall consider whether adequate controls are in place over annual and interim financial reporting as well as controls over assets, transactions and the creation of obligations, commitments and liabilities of the Company. In carrying out this duty, the audit committee shall:

- (a) evaluate the adequacy and effectiveness of management's system of internal controls over the accounting and financial reporting system within the Company; and
- (b) ensure that the external auditors discuss with the audit committee any event or matter which suggests the possibility of fraud, illegal acts or deficiencies in internal controls.

4.3 Financial Reporting

The audit committee shall review the financial statements and financial information prior to its release to the public. In carrying out this duty, the audit committee shall:

General

- (a) review significant accounting and financial reporting issues, especially complex, unusual and related party transactions; and
- (b) review and ensure that the accounting principles selected by management in preparing financial statements are appropriate.

Annual Financial Statements

- (a) review the draft annual financial statements and provide a recommendation to the Board with respect to the approval of the financial statements;
- (b) meet with management and the external auditors to review the financial statements and the results of the audit, including any difficulties encountered; and

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- (c) review management's discussion & analysis respecting the annual reporting period prior to its release to the public.

Interim Financial Statements

- (a) review and approve the interim financial statements prior to their release to the public; and
- (b) review management's discussion & analysis respecting the interim reporting period prior to its release to the public.

Release of Financial Information

- (a) where reasonably possible, review and approve all public disclosure, including news releases, containing financial information, prior to its release to the public. An audit committee must be satisfied 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 must periodically assess the adequacy of those procedures

4.4 Non-Audit Services

All non-audit services (being services other than services rendered for the audit and review of the financial statements or services that are normally provided by the external auditor in connection with statutory and regulatory filings or engagements) which are proposed to be provided by the external auditors to the Company or any subsidiary of the Company shall be subject to the prior approval of the audit committee.

Delegation of Authority

- (a) The audit committee may delegate to one or more independent members of the audit committee the authority to approve non-audit services, provided any non-audit services approved in this manner must be presented to the audit committee at its next scheduled meeting.

De-Minimis Non-Audit Services

- (a) The audit committee may satisfy the requirement for the pre-approval of non-audit services if:
 - (i) the aggregate amount of all 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 Company and its subsidiaries to the external auditor during the fiscal year in which the services are provided; or
 - (ii) the services are brought to the attention of the audit committee and approved, prior to the completion of the audit, by the audit committee or by one or more of its members to whom authority to grant such approvals has been delegated.

Pre-Approval Policies and Procedures

- (a) The audit committee may also satisfy the requirement for the pre-approval of non-audit services by adopting specific policies and procedures for the engagement of non-audit services, if:

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- (i) the pre-approval policies and procedures are detailed as to the particular service;
- (ii) the audit committee is informed of each non-audit service; and
- (iii) the procedures do not include delegation of the audit committee's responsibilities to management.

4.5 Other Responsibilities

The audit committee shall:

- (a) establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters;
- (b) establish procedures for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;
- (c) ensure that significant findings and recommendations made by management and external auditor are received and discussed on a timely basis;
- (d) review the policies and procedures in effect for considering officers' expenses and perquisites;
- (e) perform other oversight functions as requested by the Board; and
- (f) review and update this Charter and receive approval of changes to this Charter from the Board.

4.6 Reporting Responsibilities

The audit committee shall regularly update the Board about committee activities and make appropriate recommendations.

5. Resources and Authority of the Audit Committee

The audit committee shall have the resources and the authority appropriate to discharge its responsibilities, including 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 audit committee; and
- (c) communicate directly with the internal and external auditors.

6. Guidance – Roles & Responsibilities

The following guidance is intended to provide the Audit Committee members with additional guidance on fulfilment of their roles and responsibilities on the committee:

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6.1 Internal Control

- (a) evaluate whether management is setting the goal of high standards by communicating the importance of internal control and ensuring that all individuals possess an understanding of their roles and responsibilities;
- (b) focus on the extent to which external auditors review computer systems and applications, the security of such systems and applications, and the contingency plan for processing financial information in the event of an IT systems breakdown; and
- (c) gain an understanding of whether internal control recommendations made by external auditors have been implemented by management.

6.2 Financial Reporting

General

- (a) review significant accounting and reporting issues, including recent professional and regulatory pronouncements, and understand their impact on the financial statements; and
- (b) ask management and the external auditors about significant risks and exposures and the plans to minimize such risks; and
- (c) understand industry best practices and the Company's adoption of them.

Annual Financial Statements

- (a) review the annual financial statements and determine whether they are complete and consistent with the information known to committee members, and assess whether the financial statements reflect appropriate accounting principles in light of the jurisdictions in which the Company reports or trades its shares;
- (b) pay attention to complex and/or unusual transactions such as restructuring charges and derivative disclosures;
- (c) focus on judgmental areas such as those involving valuation of assets and liabilities, including, for example, the accounting for and disclosure of loan losses; warranty, professional liability; litigation reserves; and other commitments and contingencies;
- (d) consider management's handling of proposed audit adjustments identified by the external auditors; and
- (e) ensure that the external auditors communicate all required matters to the committee.

Interim Financial Statements

- (a) be briefed on how management develops and summarizes interim financial information, the extent to which the external auditors review interim financial information;
- (b) meet with management and the auditors, either telephonically or in person, to review the interim financial statements; and
- (c) to gain insight into the fairness of the interim statements and disclosures, obtain explanations from management on whether:

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- (i) actual financial results for the quarter or interim period varied significantly from budgeted or projected results;
- (ii) changes in financial ratios and relationships of various balance sheet and operating statement figures in the interim financial statements are consistent with changes in the Company's operations and financing practices;
- (iii) generally accepted accounting principles have been consistently applied;
- (iv) there are any actual or proposed changes in accounting or financial reporting practices;
- (v) there are any significant or unusual events or transactions;
- (vi) the Company's financial and operating controls are functioning effectively;
- (vii) the Company has complied with the terms of loan agreements, security indentures or other financial position or results dependent agreement; and
- (viii) the interim financial statements contain adequate and appropriate disclosures.

6.3 Compliance with Laws and Regulations

- (a) periodically obtain updates from management regarding compliance with this policy and industry "best practices";
- (b) be satisfied that all regulatory compliance matters have been considered in the preparation of the financial statements; and
- (c) review the findings of any examinations by securities regulatory authorities and stock exchanges.

6.4 Other Responsibilities

- (a) review, with the Company's counsel, any legal matters that could have a significant impact on the Company's financial statements.