

CHAKANA COPPER CORP.

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INFORMATION CIRCULAR

as at July 11, 2025 *(except as otherwise indicated)*

This Information Circular is furnished in connection with the solicitation of proxies by the management of Chakana Copper Corp. for use at the annual general meeting (the “Meeting”) of its shareholders to be held on August 19, 2025 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

In this Information Circular, references to “the Company”, “we” and “our” refer to Chakana Copper Corp. “Common Shares” means common shares 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 that 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 and/or directors 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:

- a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- b) any amendment to or variation of any matter identified therein, and
- c) 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.

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 one of the following methods:

- a) complete, date and sign the Proxy and return it to the Company's transfer agent, TSX Trust Company ("TSX Trust"), by mail to 100 Adelaide Street, Suite 301, Toronto, Ontario, M5H 1S3, or by fax at 1-416-595-9593; or
- b) log on to the TSX Trust website at www.voteproxyonline.com. Registered shareholders must follow the instructions provided on the website and refer to the enclosed proxy form for the holder's account number and the proxy access number.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the chairman of the meeting at the chairman's discretion without notice. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

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 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) or as set out in the following disclosure.

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 name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered 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), and in the United States of America (the "U.S." or 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).

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.

There are two kinds of Beneficial Shareholders - those who object to their name being made known to the issuers of securities which they own (called "OBOs" for "*Objecting Beneficial Owners*") and those who do not object to the issuers of the securities they own knowing who they are (called "NOBOs" for "*Non-Objecting Beneficial Owners*").

The Company is taking advantage of 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 our transfer agent, TSX Trust Company. The VIF is to be completed and returned to TSX Trust Company as set out in the instructions provided on the VIF. TSX Trust Company 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 securityholder materials are being sent to both registered and non-registered owners of the securities 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 (i) delivering these materials to you and (ii) executing your proper voting instructions. Please return your VIF as specified in the request for voting instructions that was sent to you.

These securityholder materials are sent to both registered and non-registered (beneficial) owners of the securities of the Company. If you are a non-registered owner, and the Company or its agent 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.

Beneficial Shareholders who are OBOs should follow the instructions of their intermediary carefully to ensure that their Common Shares are voted at the Meeting.

The form of proxy supplied to you (as a beneficial owner) 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 Canada and in the United States. Broadridge mails a Voting Instruction Form (“VIF”) in lieu of the proxy provided by the Company. The VIF 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 Beneficial Shareholder of the Company), different from the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of your desired representative (which may be you) in the blank space provided in the VIF. Once you have completed and signed your VIF return it to Broadridge by mail or facsimile, or deliver your voting instructions to Broadridge by phone or via the internet, in accordance with Broadridge’s instructions. Broadridge 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 VIF from Broadridge, it must be completed and returned to Broadridge, in accordance with Broadridge’s instructions, well in advance of the Meeting in order to: (a) have your Common Shares voted at the Meeting as per your instructions; or (b) have an alternate representative chosen by you duly appointed to attend and vote your Common Shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies involves securities of an issuer located in Canada and is being affected in accordance with the corporate laws of the Province of British Columbia, Canada and securities laws of the provinces of Canada. The proxy solicitation rules under the United States *Securities Exchange Act of 1934*, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared

in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and its executive officers are residents of Canada and a substantial portion of its assets and the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

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

- a) 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 corporation, under its corporate seal by an officer or duly authorized attorney, and by delivering the proxy bearing a later date to TSX Trust or at the address of the registered office of the Company at 1500-1055 West Georgia Street, Vancouver, British Columbia, V6E 4N7, 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
- b) 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, the appointment of the auditor and as may be set out herein.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company's board of directors (the "**Board**") has fixed July 11, 2025 as the record date (the "**Record Date**") for determining persons entitled to receive notice of the Meeting. Only shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Company is authorized to issue an unlimited number of Common Shares.

As of July 11, 2025, there were 26,700,844 Common Shares without par value issued and outstanding, each carrying the right to one vote. No group of shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

To the knowledge of the directors and executive officers of the Company, only the following person beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company as at July 11, 2025:

Shareholder Name ^(*)	Number of Common Shares Held ^(*)	Percentage of Issued Common Shares
Gold Fields Nazca Holdings Inc.	4,586,169	17.17%

Note:

(*) The above information has been furnished by the Company and from the insider reports available at www.sedi.ca.

The following documents filed with the securities commissions or similar regulatory authority in British Columbia and Alberta are specifically incorporated by reference into, and form an integral part of, this information circular:

- the Company's audited consolidated financial statements for the year ended May 31, 2024, and related management discussion and analysis as filed under the Company's profile on September 26, 2024 at www.sedarplus.ca.

Copies of documents incorporated herein by reference may be obtained by a shareholder upon request without charge from the Company at 1012 - 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3, email: info@chakanacopper.com. These documents are also available via the internet under the Company's profile at www.sedarplus.ca.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment of the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The size of the Board was last set at five and the Board has determined to propose the number of directors to be elected to the Board at the Meeting be set at five (5) directors. At the Meeting shareholders will be asked to approve an ordinary resolution to set the number of Board positions at five (5).

The Board will nominate the five (5) individuals set out below to be elected to the Board at the Meeting.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless a director's office is vacated earlier in accordance with the provisions of the *Business Corporations Act* (British Columbia) ("BCA"), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Company, or if no director is then elected, until a successor is elected.

Advance Notice Provisions

On December 11, 2018, the shareholders of the Company approved the alteration of the Company's Articles include advance notice provisions (the "Advance Notice Provision"). The Advance Notice Provision

provides for advance notice to the Company in circumstances where nominations of persons for election to the Board are made by shareholders of the Company other than pursuant to (i) a requisition of a meeting made pursuant to the provisions of the BCA or (ii) a shareholder proposal made pursuant to the provisions of the BCA.

The Advance Notice Provision is the framework by which the Company seeks to fix a deadline by which holders of record of Common Shares of the Company must submit director nominations to the Company prior to any annual or special meeting of shareholders, and sets forth the information that a shareholder must include in the notice to the Company for the notice to be in proper written form.

The foregoing is merely a summary of the Advance Notice Provision, is not comprehensive and is qualified by the full text of such provision which is available in Schedule A of the Company's Information Circular filed on November 15, 2018 under the Company's profile on SEDAR at www.sedarplus.ca.

The Company did not receive notice of a nomination in compliance with the Advance Notice Provision, and as such, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

Management Director Nominees

The following table sets out the names of management's nominees for election as director, all major offices and positions with the Company and any of its significant affiliates each now holds, each nominee's current principal occupation, business or employment (for the five preceding years for each new nominee), 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 July 11, 2025.

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾⁽²⁾
David Kelley ⁽⁴⁾⁽⁶⁾⁽⁷⁾ CEO, President and Director Colorado, U.S.A.	CEO and President of the Company (Dec 2016 – present); General Manager Exploration – Americas for MMG Limited and predecessor companies (May 2007 to November 2016)	Since January 2018	634,927 ⁽³⁾
Douglas Silver ⁽⁶⁾⁽⁷⁾ Chairman of the Board Colorado, U.S.A.	Mr. Silver was previously a portfolio manager of Orion Resource Partners January 2011 to December 2020.	Since April 2021	216,747 ⁽³⁾
John Black ⁽⁵⁾⁽⁷⁾ Director Colorado, U.S.A.	Self-employed economic geologist (Jan 2011 to present) CEO and Director of Regulus Resources Inc. (May 2012 to present), CEO and Director of Aldebaran Resources Inc. (October 2018 to present)	Since January 2018	160,522 ⁽³⁾
Darren Devine ⁽⁴⁾⁽⁵⁾⁽⁶⁾ Director British Columbia, Canada	Principal of CDM Capital Partners (2011 to present); President of Chelmer Consulting Corp. (2005 to present)	Since January 2018	Nil ⁽³⁾

Nominee Position with the Company and Province or State and Country of Residence	Occupation, Business or Employment ⁽¹⁾	Period as a Director of the Company	Common Shares Beneficially Owned or Controlled ⁽¹⁾⁽²⁾
Thomas E. Wharton, Jr. ⁽⁴⁾⁽⁵⁾⁽⁶⁾ Director Nebraska, U.S.A.	President of Wharton Consulting (August 2007 to present)	Since January 2018	1,110,787 ⁽³⁾

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees, or obtained from information available on SEDI.
- (2) On an undiluted basis.
- (3) This director also holds options to purchase additional Common Shares: Kelley as to 187,500; Silver as to 120,00; Black as to 95,000; Devine as to 95,000; and Wharton as to 95,000.
- (4) Member of the Audit Committee.
- (5) Member of the Compensation Committee.
- (6) Member of the Nominating and Corporate Governance Committee.
- (7) Member of the Technical Committee.

Biographies of Director Nominees

David Kelley – Director / Chief Executive Officer /President

Mr. Kelley is an economic geologist and exploration geochemist with more than 35 years of international exploration experience throughout the Americas, Central Asia and Australasia. Prior to Chakana, David was responsible for developing the exploration program at Las Bambas, Peru for MMG as the General Manager Exploration - Americas. Prior to this he worked for Oz Minerals, Zinifex, Newmont, WMC, BHP, Westmont Mining, and Gold Standard. He obtained a B.Sc. degree in geology from Colorado State University in 1985 and an M.Sc. degree in geology/geochemistry from the Colorado School of Mines in 1989. He is a past President of both the Society of Economic Geologists Foundation and the Association of Applied Geochemists.

Douglas Silver– Director / Chairman of the Board

Mr. Silver was previously a portfolio manager of Orion Resource Partners, one of the world's largest mining private equity firms (managing approximately US\$6B in assets) and directly managed the \$1.1B sale of Orion's royalty streaming portfolio to Osisko Gold Royalties. Mr. Silver retired from Orion in December 2020. In 2018, Mr. Silver was inducted into the U.S. National Mining Hall of Fame, and in 2023 he was inducted into the Canadian Mining Hall of Fame. He holds an M.Sc. in Economic Geology from the University of Arizona and a B.A. in Geology and Zoology from the University of Vermont. He is also known for his philanthropic work with educators, women's issues and industry non-profits. Mr. Silver is the founder of the Denver Gold Group, today the world's most prestigious gold investment conference.

John Black – Director

Mr. Black is an economic geologist with more than 35 years of exploration experience in the Americas, Central Asia, the SW Pacific, and Eastern Europe/Western Asia. He first worked in South America in 1993 and has been actively involved in mineral exploration throughout the continent for several companies since that time. Mr. Black was the founding President/CEO of Antares Minerals Inc. and was instrumental in that company acquiring the Haquira project in Peru. He was the key driver in negotiating the sale of Antares Minerals Inc. to First Quantum Minerals for C\$650 million. He subsequently became CEO and Director of Regulus Resources which is currently advancing the AntaKori copper-gold discovery in Peru. Mr. Black is

also CEO and Director of Aldebaran Resources, which has recently earned a 60% interest in the Altar copper-gold project in Argentina.

Mr. Black's early career included work with Bear Creek Mining Company, Kennecott Minerals Corporation, Rio Tinto and Western Mining Corporation.

His professional credentials include a B.Sc. degree in Geology from Stanford University in 1983 and an M.S. degree in Geology – Ore Deposits Exploration from Stanford University in 1988.

Darren Devine – Director

Mr. Devine is the principal of CDM Capital Partners a leading Vancouver based corporate finance advisory services to private and public companies. In this role, Mr. Devine acts as founder, board member and management advisor with respect to direct and indirect listings on Canadian and international stock exchanges, public and private financings, corporate governance, and the structuring of mergers, acquisitions and dispositions.

Mr. Devine is a past member of the TSX Venture Exchange's Advisory Committee, advising the stock exchange on policy decisions in relation to listing requirements for public and going public transactions.

Mr. Devine is qualified as a barrister and solicitor in British Columbia and in England & Wales and prior to founding CDM Capital Partners, practiced exclusively in the areas of corporate finance and securities law.

Thomas E. Wharton, Jr. – Director

Mr. Wharton has over 35 years of experience in the development, marketing, management, financing, and the sale of early-stage companies. Since January 2011 Mr. Wharton has been the Investment Manager for Saint Thomas Capital Partners, evaluating and managing investments in the areas of junior mining, oil & gas, and business to business technology services. Mr. Wharton has had integral experience working with all aspects of public and private companies in both junior exploration and mining.

Mr. Wharton received a Bachelor's degree in Business Administration from Creighton University in 1983 and began his career at Bozell & Jacob's Advertising. In 1988 Tom was promoted to Bozell's Business to Business New York Advertising division Poppe Tyson where he advanced to CFO and CIO in 1992. While CIO at Poppe Tyson, Mr. Wharton co-founded, managed, and was a Director for Poppe's ad sales network, Doubleclick Inc. where he assisted in its early management and initial financing. DoubleClick is now owned by Google.

Penalties, Sanctions and Cease Trade Orders

Except as set out below, no proposed director is, as at the date of this information circular, or has been, within ten (10) years before the date of this information circular, a director, chief executive officer or chief financial officer of any company (including the Company, in respect of which the information circular is being prepared) that:

- a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- b) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or

- c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- d) has, within the ten (10) years before the date of this information 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.

The British Columbia Securities Commission, as principal regulator, issued a management cease trade order (the “**Chakana MCTO**”) against the Company on October 1, 2019 in connection with the late filing of the Company’s annual financial statements, management’s discussion and analysis and officer’s certifications for the year ended May 31, 2019. The Chakana MCTO was revoked on November 19, 2019 in connection with the completion of the annual filings. Each of the proposed directors, other than Douglas Silver, was a director of the Company at the time of issuance of the Chakana MCTO.

The British Columbia Securities Commission, as principal regulator, issued a management cease trade order (the “**TrackX MCTO**”) against TrackX Holdings Inc., a Company of which Darren Devine was acting as a director, on January 29, 2020 in connection with the late filing of the Company’s financial statements, management’s discussion and analysis and officer’s certifications for the year ended September 30, 2019, the quarter ended December 31, 2019 and the quarter ended March 31, 2020. The TrackX MCTO was revoked on May 7, 2020 in connection with the completion of the filing of the financial statements.

APPOINTMENT OF AUDITOR

Smythe LLP, Chartered Professional Accountants, of Suite 1700 – 475 Howe St., Vancouver, British Columbia, Canada V6C 2B3 will be nominated at the meeting for re-appointment as auditor for the ensuing year.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Smythe LLP, Chartered Professional Accountants, as auditor of the Company until the close of the next annual general meeting, and the authorization of the directors of the Company to fix the remuneration to be paid to the auditors.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The Company is a venture issuer as defined under National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) and each venture issuer is required to disclose annually in its information circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth below.

The Audit Committee’s Charter

A copy of the Company’s Audit Committee Charter was attached as Schedule A to the Company’s information circular dated November 6, 2018 and filed on SEDAR at www.sedarplus.ca on November 15, 2018. The Audit Committee Charter was adopted by the Board on March 15, 2018 and the actions and decisions of the Audit Committee have been governed by the Charter since then, and continue to be so.

Composition of the Audit Committee

The current Audit Committee members are Thomas E. Wharton, Jr. (chair), David Kelley and Darren Devine. Messrs. Wharton and Devine are independent. Mr. Kelley is not independent as he is an officer of the Company. All Audit Committee members are considered to be financially literate.

A member of the Audit Committee is independent if the member has no direct or indirect material relationship with the Company. A material relationship means a relationship which could, in the Board's reasonable opinion, interfere with the exercise of a member's independent judgement.

A member of the Audit Committee is considered financially literate if he or she has the ability to read and understand a set of financial statements presenting a breadth and level of complexity of accounting issues generally comparable to the breadth and complexity of issues one can reasonably expect to be raised by the Company.

Relevant Education and Experience

Each member of the Company's Audit Committee has adequate education and experience relevant to their performance as an Audit Committee member and, in particular, the requisite education and experience that provides the member with:

- a) an understanding of the accounting principles used by the Company to prepare its financial statements and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements or experience actively supervising individuals engaged in such activities; and
- c) an understanding of internal controls and procedures for financial reporting.

See *Biographies of Director Nominees* above, in particular the biographies of each Audit Committee member, for more information concerning each Audit Committee member's education and experience.

Audit Committee Oversight

The Audit Committee has not made any recommendations to the Board to nominate or compensate any auditor other than Smythe LLP.

Reliance on Certain Exemptions

The Company's auditor, Smythe LLP, Chartered Professional Accountants has not provided any material non-audit services. At no time since the commencement of the Company's two most recently completed fiscal periods has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-Audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*).

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The Audit Committee has reviewed the nature and amount of the non-audit services provided by Smythe LLP to the Company to ensure auditor independence in the financial year ended May 31, 2024. Fees incurred with Smythe LLP for audit and non-audit services in the last two fiscal periods are outlined in the following table:

Nature of Services	Fees Paid to Auditor in Year Ended May 31, 2024 (C\$)	Fees Paid to Auditor in Year Ended May 31, 2023 (C\$)
Audit Fees ⁽¹⁾	43,000	39,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	5,000	4,500
All Other Fees ⁽⁴⁾	Nil	Nil
Total	48,000	43,500

Notes:

- (1) “Audit Fees” include fees necessary to perform the annual audit and quarterly reviews of the Company’s consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) “Audit-Related Fees” include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) “Tax Fees” include fees for all tax services other than those included in “Audit Fees” and “Audit-Related Fees”. This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) “All Other Fees” include all other non-audit services.

Exemption

The Company is a “venture issuer” as defined in NI 52-110 and relies on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

CORPORATE GOVERNANCE

General

National Instrument 58-101 - Disclosure of Corporate Governance Practices (“NI 58-101”) requires issuers to disclose their corporate governance practices and National Policy 58-201 – Corporate Governance Guidelines (“NP 58-201”) provides guidance on corporate governance practices. This section sets out the Company’s approach to corporate governance and addresses the Company’s compliance with NI 58-101.

Corporate governance refers to the policies and structure of the board of directors of a company, whose members are elected by and are accountable to the company’s shareholders. Corporate governance encourages establishing a reasonable degree of independence of the board of directors from executive management and the adoption of policies to ensure the board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices as such practices are both in the interests of shareholders and help to contribute to effective and efficient decision-making.

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 Board’s opinion, be reasonably expected to interfere with the exercise of a director’s independent judgment.

The Board facilitates its independent supervision over management of the Company through frequent meetings of the Board at which members of management or non-independent directors are not in attendance and by retaining independent consultants where it deems necessary.

Management is delegated the responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Company’s business in the ordinary course, managing cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board facilitates its independent supervision over management by reviewing and approving long-term strategic, business and capital plans, material contracts and business transactions,

and all debt and equity financing transactions. Through its Audit Committee, the Board examines the effectiveness of the Company's internal control processes and management information systems. The Board reviews executive compensation and recommends stock option grants.

The independent members of the Board are John Black, Darren Devine and Thomas E. Wharton Jr. Douglas Silver (Chairman) and David Kelley (CEO) are not independent as they are officers of the Company.

Directorships

Certain members of the Board are currently serving on boards of directors of other reporting companies (or equivalent) as set out below:

Name of Director	Name of Reporting Issuer	Exchange
David Kelley	Westward Gold Inc.	CSE
Darren Devine	Dolly Varden Silver Corp. Gladiator Metals Corp. TooGood Gold Corp.	TSXV TSXV TSXV
John Black	Regulus Resources Inc. Aldebaran Resources Inc.	TSXV TSXV

Orientation and Continuing Education

When new directors are appointed, they receive orientation, commensurate with their previous experience, on the Company's properties, business, technology and industry and on the responsibilities of directors.

Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

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 are sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend 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 nominating and corporate governance committee (the "NCG Committee") has responsibility for identifying potential Board candidates. There is no set process for identifying new candidates, but a pool of candidates may be generated using the existing network of the Company Board members, a search firm, or any other method that the Board may choose. Two of the three members of the NCG Committee are independent.

Compensation

The Board acting through its Compensation Committee determines compensation for the directors and compensation paid to the Chief Executive Officer. The procedures for this determination are described under Statement of Executive Compensation below.

Other Board Committees

The Board has the following committees: Audit Committee, described above, the Compensation Committee, the Nominating and Corporate Governance Committee, the Technical Committee and the Disclosure Committee.

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 the Audit Committee on an ongoing basis.

STATEMENT OF EXECUTIVE COMPENSATION

General

The following compensation information is provided as required under *Form 51-102F6V – Statement of Executive Compensation – Venture Issuers*, (the “F6V”) as such is defined in NI 51-102.

For the purposes of this form F6V:

“**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; and

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

- i. each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief executive officer (“**CEO**”), including an individual performing functions similar to a CEO;
- ii. each individual who, in respect of the company, during any part of the most recently completed financial year, served as chief financial officer (“**CFO**”), including an individual performing functions similar to a CFO;
- iii. in respect of the company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5), for that financial year;
- iv. each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the company, requirements and was not acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation

The following executive compensation disclosure is in respect of David Kelley, CEO, and Xavier Wenzel, CFO, as the Company’s NEOs; and David Kelley, Douglas Silver, John Black, Darren Devine and Thomas E. Wharton Jr. as directors.

The following compensation table, excluding options and compensation securities, provides a summary of the compensation paid by the Company to the Company’s NEOs and members of the Board for the financial years ended May 31, 2024 and May 31, 2023. Options and compensation securities are disclosed under the heading “*Share Options and Other Compensation Securities*” below.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
David Kelley CEO and Director	2024	228,670	Nil	Nil	Nil	Nil	228,670
	2023	202,903	Nil	Nil	Nil	Nil	202,903
Xavier Wenzel ⁽¹⁾ CFO	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
John Black, Director	2024	12,000	Nil	Nil	Nil	Nil	12,000
	2023	12,000	Nil	Nil	Nil	Nil	12,000
Darren Devine, Director	2024	48,000	Nil	Nil	Nil	Nil	48,000
	2023	52,500	Nil	Nil	Nil	Nil	52,500
Douglas Silver, Director	2024	81,393	Nil	Nil	Nil	Nil	81,393
	2023	66,971	Nil	Nil	Nil	Nil	66,971
Thomas E. Wharton, Jr., Director	2024	12,000	Nil	Nil	Nil	Nil	12,000
	2023	12,000	Nil	Nil	Nil	Nil	12,000

Notes:

- (1) The Corporation is party to a consulting agreement with Fehr & Associates, Chartered Professional Accountants (“Fehr”), of which Mr. Wenzel is an associate, to provide the services of Mr. Wenzel as the Corporation’s CFO as well as financial consulting, accounting and bookkeeping services. Under the agreement with Fehr, the Corporation pays a monthly fee of \$8,500 to Fehr for such services including Mr. Wenzel’s services as CFO on behalf of the Corporation. Mr. Wenzel receives his remuneration through Fehr and is not paid directly by the Corporation for his services as CFO.

Stock Options and Other Compensation Securities

The Company has a Share Option Plan dated for reference October 12, 2023 (the “**Option Plan**”). The principal purpose of the Option Plan is to advance the interests of the Company by encouraging the directors, employees and consultants of the Company and of its subsidiaries or affiliates, if any, by providing them with the opportunity, through Options, to acquire Common Shares in the share capital of the Company, thereby increasing their proprietary interest in the Company, encouraging them to remain associated with the Company and furnishing them with additional incentive in their efforts on behalf of the Company in the conduct of its affairs.

The Option Plan provides that the aggregate number of securities reserved for issuance under the Option Plan will be 10% of the number of Common Shares of the Company issued and outstanding from time to time.

The Option Plan is administered by the Board of Directors of the Company, which has full and final authority with respect to the granting of all Options thereunder.

Options may be granted under the Option Plan to such service providers of the Company and its affiliates, if any, as the Board of Directors may from time to time designate. The exercise prices will be determined by the Board of Directors, but will, in no event, be less than the Discounted Market Price, as such defined by the policies of the TSX Venture Exchange (“TSXV”). All Options granted under the Option Plan will expire not later than the date that is ten years from the date that such Options are granted. Options granted under the Option Plan are not transferable or assignable other than by testamentary instrument or pursuant to the laws of succession.

As at July 11, 2025 there were 912,500 options outstanding under the Option Plan. As at July 11, 2025 there were 26,700,844 issued and outstanding Common Shares and accordingly, there are a further 1,757,584 Common Shares available for reserve for grant of Options. At the May 31, 2024 financial year end there were 1,025,000 options outstanding pursuant to the Option Plan.

The Board is of the view that the Option Plan permits the Company to attract and maintain the services of executives, employees and other service providers with other companies in the industry, and therefore will seek Shareholder approval at the Meeting of the Plan.

Material Terms of the Plan

The following is a summary of the material terms of the Option Plan. All terms capitalized but not defined below shall have the meanings ascribed to such terms in the Option Plan.

- (a) Persons who are Service Providers to the Company or its affiliates, or who are providing services to the Company or its affiliates, are eligible to receive grants of options under the Plan;
- (b) Investor Relations Service Providers may not receive any Security Based Compensation other than Options.
- (c) Options granted under the Plan are non-assignable, and non-transferable;
- (d) For options granted to Service Providers, the Company must ensure that the proposed Option holder (an “**Optionee**”) is a bona fide Service Provider of the Company or its affiliates;
- (e) An Option granted to any Service Provider will expire within 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option), after the date the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option was vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (f) If an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee’s lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such option;
- (g) In the case of an Optionee being dismissed from employment or service for cause, such Optionee’s options, whether or not vested at the date of dismissal, will immediately terminate without right to exercise same;
- (h) Vesting of options shall be at the discretion of the Board, and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which

may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a Director of the Company or its affiliates during the vesting period;

- (i) Subject to approval from the TSXV, the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Plan shares in respect of options which have not yet been granted under the Plan;
- (j) Disinterested shareholder approval will be required to approve any extensions or reductions of exercise price to stock options granted to individuals that are Insiders at the time of the proposed amendment;
- (k) The Plan includes specific restrictions with respect to adjustments to security based compensation. Any adjustment to stock options granted or issued (except in relation to a consolidation or share split) is subject to the prior acceptance of the TSXV; and
- (l) The Plan provides for the following limits on grants, unless otherwise permitted pursuant to the policies of the TSXV:
 - i. unless Disinterested Shareholder Approval is obtained, the maximum aggregate number of Common Shares that may be issuable to any one Participant (and where permitted pursuant to the policies of the TSX Venture, any company that is wholly-owned by the Participant) pursuant to all Security Based Compensation of the Company granted or issued within any twelve (12) month period may not exceed 5% of the Outstanding Shares calculated on the date of grant of any Security Based Compensation;
 - ii. unless Disinterested Shareholder Approval is obtained, the maximum aggregate number of Common Shares that may be issuable to Insiders of the Company (as a group) pursuant to all Security Based Compensation of the Company granted or issued within any twelve (12) month period may not exceed 10% of the Outstanding Shares calculated on the date of grant of any Security Based Compensation;
 - iii. unless Disinterested Shareholder Approval is obtained, the maximum aggregate number of Common Shares that may be issuable to Insiders of the Company (as a group) pursuant to all Security Based Compensation of the Company may not exceed 10% of the Outstanding Shares at any point in time;
 - iv. the maximum aggregate number of Common Shares that may be issuable to any Consultant of the Company pursuant to all Security Based Compensation of the Company granted or issued within any twelve (12) month period may not exceed 2% of the Outstanding Shares calculated on the date of grant of any Security Based Compensation; and
 - v. the maximum aggregate number of Common Shares that may be issuable to all Investor Relations Services Providers pursuant to Options granted or issued within any twelve (12) month period may not exceed 2% of the Outstanding Shares calculated on the date of grant of any Options and Investor Relations Services Providers may not received any Security Based Compensation other than Options.

The Option Plan also allows for option holders to exercise options on a “Cashless Exercise” or “Net Exercise” basis. “Cashless Exercise” is a method of exercising Options in which a securities dealer loans funds to the Optionee or sells the same shares as those underlying the Option, prior to or in conjunction with the exercise of Options, to allow the Optionee to fund the exercise of some or all of their Options. “Net Exercise” is a method of Option exercise under which the Optionee does not make any payment to the issuer for the exercise of their Options and receives on exercise a number of Common Shares equal to the intrinsic value (current market price less the exercise price) of the Option valued at the current market price. Pursuant to the policies of the TSXV, the current market price must be the 5-day volume weighted average trading price prior to Option exercise. “Net Exercise” may not be utilized by persons performing investor relations services.

Refer to heading below - ***“Particulars of Matters to be Acted Upon – Continuation of the Option Plan”***

The following table discloses all compensation securities granted or issued to each director and NEO by the Company, or a subsidiary of the Company, in the most recently completed financial year ended May 31, 2024 for services provided or to be provided, directly or indirectly, to the Company, or a subsidiary of the Company.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, underlying securities and percentage of class (#)	Date of Grant or Issue (mm/dd/yy)	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 (mm/dd/yy)
David Kelley ⁽¹⁾ Director and CEO	Share Options	Nil	N/A	N/A	N/A	N/A	N/A
Xavier Wenzel CFO	Share Options	Nil	N/A	N/A	N/A	N/A	N/A
Douglas Silver Director	Share Options	Nil	N/A	N/A	N/A	N/A	N/A
John Black ⁽²⁾ Director	Share Options	Nil	N/A	N/A	N/A	N/A	N/A
Darren Devine ⁽³⁾ Director	Share Options	Nil	N/A	N/A	N/A	N/A	N/A
Thomas Wharton, Jr. ⁽⁴⁾ Director	Share Options	Nil	N/A	N/A	N/A	N/A	N/A

Notes:

- (1) as of May 31, 2024, David Kelley held 40,000 options exercisable at \$4.00 until July 10, 2025, 25,000 options exercisable at \$5.00 until April 22, 2026, and 122,500 options exercisable at \$0.75 until September 29, 2027.
- (2) as of May 31, 2024, John Black 25,000 options exercisable at \$4.00 until July 10, 2025 and 25,000 options exercisable at \$5.00 until April 22, 2026, and 45,000 options exercisable at \$0.75 until September 29, 2027.
- (3) as of May 31, 2024, Darren Devine held 25,000 options exercisable at \$4.00 until July 10, 2025 and 25,000 options exercisable at \$5.00 until April 22, 2026, and 45,000 options exercisable at \$0.75 until September 29, 2027.
- (4) as of May 31, 2024, Thomas Wharton, Jr. held 25,000 options exercisable at \$4.00 until July 10, 2025 and 25,000 options exercisable at \$5.00 until April 22, 2026, and 45,000 options exercisable at \$0.75 until September 29, 2027.
- (5) as of May 31, 2024, Douglas Silver held 75,000 options exercisable at \$5.00 until April 22, 2026 and 45,000 options exercisable at \$0.75 until September 29, 2027.

Exercise of Compensation Securities by NEOs and Directors

There were no compensation securities exercised by any of the NEOs or directors of the Company during the financial year ended May 31, 2024.

Employment, Consulting and Management Agreements

Executive Employment Agreement with David Kelley

The Company entered into an Executive Employment Agreement dated December 3, 2018, as amended November 23, 2023, with David Kelley in respect to Mr. Kelley's position as the Company's Chief Executive Officer (the "Kelley Agreement").

Under the Kelley Agreement, Mr. Kelley is paid an annual salary in the amount of US\$200,000 per year. In the event Company terminates the Kelley Agreement without cause, or Mr. Kelley resigns for good reason, Company will provide Mr. Kelley with:

- a) a lump sum cash payment equal to the greater of (A) USD\$200,000, and (B) one (1) year's salary as in effect immediately prior to the date of termination;
- b) a pro-rated lump sum cash payment equal to the greater of (A) the average performance bonus that Mr. Kelley received for each of the two preceding fiscal years; and (B) the performance bonus that Mr. Kelley received during the preceding fiscal year (provided, however, that if Mr. Kelley is not employed for a sufficient time to have received a performance bonus, such calculation will assume that a target performance bonus, if any, was paid) pro-rated for the period of time Mr. Kelley was employed by the Company in the current fiscal period (for greater clarity, if Mr. Kelley's date of termination was six months following the beginning of a fiscal period the cash payment would be reduced by 50%);
- c) the continuation of Mr. Kelley's benefits for a period of twelve (12) months following the date of termination (provided, however, that if the Company cannot provide, for any reason, Mr. Kelley or his dependents with the opportunity to participate in the benefits, the Company shall pay Mr. Kelley a lump sum cash payment, payable within 60 days following the date the Company determines it cannot provide such benefits, in an amount equal to the fair market value of such benefits);
- d) the acceleration of the vesting of all equity awards that would otherwise vest during the twelve (12) month period following the date of termination, and payment of all amounts owed, and satisfaction of all other obligations related to, all equity awards that are so vested in accordance with the foregoing;
- e) accrued obligations being (i) earned but unpaid base salary through the date of termination; (ii) payment of any annual, long-term, or other cash incentive award (including performance bonuses) earned in respect to any period ending on or before the date of termination, or payable (but not yet paid) on or before the date of termination; (iii) a lump sum payment in respect of accrued but unused vacation days; and (iv) any unpaid expense or other reimbursements due; and
- f) to the extent permitted by applicable law, Company shall extend the expiry date of any options Mr. Kelley holds to the date that is 12 months after the date of termination.

In the event (i) Company terminates Mr. Kelley's employment without Cause within nine (9) months of a Change of Control, or (ii) Mr. Kelley resigns for Good Reason within nine (9) months of a Change of Control, then, in addition to any payment that may be due to Mr. Kelley under Section 4.4, Company shall pay Mr. Kelley a lump sum cash payment equal to the greater of (A) USD\$200,000, and (B) one (1) year's of salary as in effect immediately prior to the Date of

Termination (the “**Change of Control Payment**”). In such event, if the Date of Termination occurs prior to the Change of Control, then Company shall pay Mr. Kelley the Change of Control Payment within 20 business days after the Change of Control. If the Change of Control occurs prior to the Date of Termination, then Company shall pay Mr. Kelley the Change of Control Payment within 20 business days after Date of Termination. In the event Mr. Kelley resigns without Good Reason within nine (9) months after a Change of Control, then Company shall pay Mr. Kelley a lump sum cash payment equal to the greater of (A) USD\$200,000, and (B) one (1) year’s salary as in effect immediately prior to the Date of Termination.

Notwithstanding the foregoing, if the Change of Control results from the sale, merger or other business combination of the Company (a “Transaction Change of Control”) then the amount of the Change of Control Payment shall be calculated based upon the market capitalization of the Company at the time of the announcement of such an event, as follows:

(a) where the Transaction Change of Control is undertaken at a deemed value (deemed value calculated as the total value of the Transaction Change of Control and the value of any retained interest of the Company including but not limited to royalty interests or assets including cash and receivable) of the Company greater than or equal to 100% of the Company’s issued market capitalization at the time of announcement of such an event (the “Market Capitalization Value Percentage”) a Change of Control Payment of the greater of (A) USD\$200,000 and (B) eighteen (18) months salary as in effect immediately prior to the Date of Termination;

(b) where the deemed value of Transaction Change of Control is less than or equal to 50% of the Market Capitalization Value Percentage, a Change of Control Payment equal to nine (9) months salary as in effect immediately prior to the Date of Termination; and

(b) where the deemed value of the Transaction Change of Control is greater than 50% and less than 100% of the Market Capitalization Value Percentage, a termination payment equal to eighteen (18) months of salary as in effect immediately prior to the Date of Termination multiple by the Market Capitalization Percentage (for example if the deeded value of the Transaction Change of Control is 60% of Market Capitalization Percentage than the termination payment would be $18 \times 60\% = 10.8$ months of salary as in effect immediately prior to the Date of the Change of Control.

Oversight and Description of Director and Named Executive Officer Compensation

Elements of the Compensation Program

The responsibilities relating to executive and director compensation, including reviewing and recommending compensation of the Company’s officers and employees and overseeing the Company’s base compensation structure and equity-based compensation program is performed by the Board as a whole. The Board also assumes responsibility for reviewing and monitoring the long-range compensation strategy for the Company’s senior management. The Board generally reviews the compensation of senior management on an annual basis taking into account compensation paid by other issuers of similar size and activity and the performance of officers generally and in light of the Company’s goals and objectives.

The Company is a junior resource company with limited resources. The compensation for senior management of the Company is designed to ensure that the level and form of compensation achieves certain objectives, including: (a) attracting and retaining talented, qualified and effective executives; (b) motivating the short and long-term performance of executives; and (c) better aligning the interests of executive officers with those of the Company’s shareholders. In the Board’s view, paying salaries which are competitive in the markets in which the Company operates is a first step to attracting and retaining talented, qualified and

effective executives. Competitive salary information on comparable companies is compiled from a variety of sources, including national and international publications.

The Board determines the compensation for the CEO and compensation of the Company's executives is also determined by the Board. In each case, the Board takes into consideration the prior experience of the executive, industry standards, competitive salary information on comparable companies of similar size and stage of development, the degree of responsibility and participation of the executive in the day-to-day affairs of the Company, and the Company's available cash resources.

In the Board's view, to attract and retain qualified and effective executives, the Company must pay base salaries which are reasonable in relation to the level of service expected while remaining competitive in the markets in which the Company operates.

The Board has assessed the Company's compensation plans and programs for its executive officers to ensure alignment with the Company's business plan and to evaluate the potential risks associated with those plans and programs. The Board has concluded that the compensation policies and practices do not create any risks that are reasonably likely to have a material adverse effect on the Company. The Board considers the risks associated with executive compensation and corporate incentive plans when designing and reviewing such plans and programs.

The Company has not adopted a policy restricting its executive officers or directors from purchasing financial instruments designated to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by its executive officers or directors. To the knowledge of the Company, none of the executive officers or directors has purchased such financial instruments.

Pension Disclosure

The Company does not have a pension plan that provides for payments or benefits to the NEOs at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan the Company has in place is the Option Plan. The following table sets out equity compensation plan information as at May 31, 2024:

	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))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - the Option Plan	1,002,500	\$2.80	1,667,584
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	1,002,500		1,667,584

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Company were indebted to the Company as at the closing of the Company's most recently completed financial year ended May 31, 2024, or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

In addition to the disclosure below, this Information Circular, briefly describes (and, where practicable, states the approximate amount) of any material interest, direct or indirect, of any informed person of the Company, any proposed director of the Company, or any associate or affiliate of any informed person or proposed director, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

There are no management functions of the Company, which are to any substantial degree performed by a person or company other than the directors or senior officers of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

Continuation of 10% Rolling Share Option Plan

The Option Plan is described above in this information circular under "Statement of Executive Compensation – Stock Options and Other Incentive Plans".

To comply with the policies of the TSXV covering "rolling" option plans, rolling plans, such as the Option Plan must be approved annually by the shareholders of the Company. At the Meeting Shareholders will be asked to approve the Option Plan for continuation until the next annual general meeting of the Company.

The Option Plan is described in more detail, including the material terms of the Plan, above; see *Statement of Executive Compensation – Share Options and Other Compensation Securities*.

Shareholder Approval

To comply with the policies of the TSXV regarding security based compensation, the ordinary resolution to approve the continuation of the Option Plan must be passed by a simple majority of the votes of Shareholders of the Company. The text of the resolution is set out below.

The Board is of the view that the Option Plan provides the Company with the flexibility to attract and maintain the services of executives, employees and other service providers in competition with other companies in the industry. At the Meeting, this ordinary resolution must be approved by a majority of the votes of Shareholders of the Company:

"RESOLVED as an ordinary resolution of Shareholders of the Company, that the Company's Option Plan dated for reference October 12, 2023, be and is hereby approved for continuation until the next annual general meeting of the Company."

A copy of the Option Plan will be available for inspection by any Shareholder at the Meeting and is attached to this Information Circular as Schedule "B".

THE BOARD UNANIMOUSLY RECOMMENDS SHAREHOLDERS VOTE IN FAVOUR OF THE ABOVE RESOLUTION APPROVING THE CONTINUATION OF THE OPTION PLAN.

In the absence of a contrary instruction, the persons named in the enclosed form of proxy intend to vote in favour of the above ordinary resolution.

ADDITIONAL INFORMATION

Financial information is provided in the Company's audited financial statements for the year ended May 31, 2024, together with the related management's discussion and analysis (the "**Financial Statements**"). The Financial Statements will be placed before the Meeting.

Additional information relating to the Company and a copy of the Financial Statements may be obtained under the Company's profile at www.sedarplus.ca or upon request from the Company at Suite 1012, 1030 West Georgia Street, Vancouver, British Columbia, V6E 2Y3, Email: info@chakanacopper.com. The Company may require payment of a reasonable charge from any person or company who is not a securityholder of the Company, requesting a copy of any such document.

OTHER MATTERS

The Board is not aware of any other matters which it anticipates will come before the Meeting as of the date of mailing of this information circular.

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 this 11th day of July, 2025.

BY ORDER OF THE BOARD

"David Kelley"

David Kelley
Chief Executive Officer

SCHEDULE “A”

Stock Option Plan dated for Reference
October 12, 2023