

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS OF**

**GOLD'N FUTURES MINERAL CORP.**

**to be held on**

**Thursday August 15, 2024**

**Dated: July 5, 2024**

**GOLD'N FUTURES MINERAL CORP.**  
409 - 22 Leader Lane  
Toronto, ON M5E 0B2

**NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS**

NOTICE IS GIVEN THAT an annual general and special meeting (the "**Meeting**") of the holders of common shares (the "**Shareholders**") of Gold'n Futures Mineral Corp. (the "**Company**") will be held at 1890 – 1075 West Georgia Street, Vancouver BC V6E 3C9 or by teleconference, dial toll free at **1-877-407-8816**, Participation Code: **18707**, followed by the # key, on Thursday, August 15, 2024 at 11:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Company's audited financial statements for the fiscal years ended December 31, 2023 and December 31, 2022;
2. to fix the number of directors at five (5);
3. to elect directors of the Company to holder office until the next annual meeting of Shareholders;
4. to appoint the auditors of the Company for the ensuing year and to authorize the directors to fix the remuneration to be paid to the auditors;
5. to consider and, if deemed appropriate, to pass, with or without variation, a special resolution approving the continuance of the Company out of the provincial jurisdiction of Ontario under the Business Corporations Act (Ontario), which currently governs its affairs, into the provincial jurisdiction of British Columbia under the Business Corporations Act (British Columbia) (the "**Continuance**") as more fully described in the Circular (as defined below);
6. to transact such further or other business as may properly come before the Meeting or any adjournment(s) thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Company dated July 5, 2024 (the "**Circular**"). Shareholders are directed to read the Circular carefully and in full to evaluate the matters for consideration at the Meeting. Pursuant to the Business Corporations Act (Ontario) (the "**OBCA**"), registered shareholders of the Company have the right to dissent to the Continuance pursuant to Section 185 of the OBCA. Additional information about dissent rights is included in the Circular.

The accompanying 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.

The Company has elected to use the notice-and-access provisions under National Instrument 54-101 and National Instrument 51-102 (the "Notice-and-Access Provisions") for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators that reduce the volume of materials that must be physically mailed to Shareholders by allowing the Company to post the Circular, the Company's audited financial statements and related management's discussion and analysis, and any additional materials (collectively, the "Meeting Materials") online. Shareholders will still receive this Notice of Meeting, a form of proxy and request for financial information form and may choose to receive a paper copy of the Meeting Materials.

The Company will not use the procedure known as 'stratification' in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Meeting Materials.

PLEASE REVIEW THE CIRCULAR CAREFULLY IN FULL PRIOR TO VOTING IN RELATION TO THE RESOLUTIONS BEING PRESENTED, AS THE CIRCULAR HAS BEEN PREPARED TO HELP YOU MAKE AN INFORMED DECISION ON THE MATTERS. THE CIRCULAR IS AVAILABLE AT

[WWW.EPROXY.CA/GOLDNFUTURES/2024AGSM/](http://WWW.EPROXY.CA/GOLDNFUTURES/2024AGSM/) AND UNDER THE COMPANY'S PROFILE ON SEDAR+ AT [WWW.SEDARPLUS.CA](http://WWW.SEDARPLUS.CA). ANY SHAREHOLDER WHO WISHES TO RECEIVE A PAPER COPY OF THE MEETING MATERIALS (INCLUDING THE CIRCULAR) SHOULD CONTACT THE COMPANY'S TRANSFER AGENT, ENDEAVOR TRUST CORPORATION, 702 – 777 HORNBY STREET, VANCOUVER, BRITISH COLUMBIA, V6Z 1S4, BY TELEPHONE TOLL FREE AT 1-888-787-0888 OR BY EMAIL AT [PROXY@ENDEAVORTRUST.COM](mailto:PROXY@ENDEAVORTRUST.COM) SHAREHOLDERS MAY ALSO USE THE TOLL-FREE NUMBER NOTED ABOVE TO OBTAIN ADDITIONAL INFORMATION ABOUT THE NOTICE-AND-ACCESS PROVISIONS.

The Company's board of directors (the "**Board**") has fixed on July 2, 2024 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 receive such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered Shareholder of the Company and are unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Endeavor Trust Corporation, 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, no later than 11:00 a.m. (Vancouver Time) on August 13, 2024 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

If you are a non-registered Shareholder and received this notice ("**Notice**") of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your securities on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

**As always, the Company encourages shareholders to vote prior to the Meeting. Shareholders are encouraged to vote on the matters before the Meeting by proxy and to join the Meeting in person. To access the Meeting by teleconference, dial toll-free at 1-877-407-8816, Participation Code: 18707, followed by the # key.**

Dated at Vancouver, British Columbia, July 5, 2024.

#### **BY ORDER OF THE BOARD OF DIRECTORS**

Signed: "**Vicki Rosenthal**"

Vicki Rosenthal  
Chief Financial Officer and Director

## **GOLD'N FUTURES MINERAL CORP.**

Suite 409 - 22 Leader Lane  
Toronto, ON M5E 0B2

### **INFORMATION CIRCULAR**

This Information Circular (the “**Circular**”) accompanies the Notice of the annual general and special meeting (the “**Meeting**”) of the Shareholders of Gold'n Futures Mineral Corp. (the “**Company**”), and is furnished to Shareholders holding shares of the Company (the “**Shares**”), in connection with the solicitation by the Company's management of proxies to be voted at the Meeting to be held at **11:00 am** (Vancouver Time) on Thursday, **August 15, 2024** at **Suite 1890 – 1075 West Georgia Street, Vancouver, British Columbia V6E 3C9** and **by teleconference, dial toll free at 1-877-407-8816, Participation Code: 18707, followed by the # key** or at any adjournment or postponement thereof.

Unless the context otherwise requires, capitalized terms used herein and not otherwise defined shall have the meanings set forth in the Glossary of Terms in this Circular.

### **INFORMATION CONTAINED IN THIS INFORMATION CIRCULAR**

The date of this Circular is **July 5, 2024**. Unless otherwise stated, all amounts herein are in Canadian dollars. The following documents filed by the Company on SEDAR at [www.sedar.com](http://www.sedar.com) are specifically incorporated by reference into, and form an integral part of, this Circular: the audited consolidated financial statements of the Company for the fiscal years ended December 31, 2023 and December 31, 2022 and related notes thereto; the report of the Company's auditor thereon; (the “**Financial Statements**”); and management's discussion and analysis related to the Financial Statements.

No person has been authorized to give any information or to make any representation in connection with any matters described herein other than those contained in this Circular and, if given or made, any such information or representation should be considered not to have been authorized by the Company.

This Circular does not constitute the solicitation of an offer to purchase any securities or the solicitation of a proxy by any person in any jurisdiction in which such solicitation is not authorized or in which the person making such solicitation is not qualified to do so or to any person to whom it is unlawful to make such solicitation.

Information contained in this Circular should not be construed as legal, tax or financial advice and Shareholders are urged to consult their own professional advisers in connection therewith.

### **PROXIES AND VOTING RIGHTS**

#### **Management Solicitation**

The solicitation of proxies by management of the Company will be conducted by mail and may be supplemented by telephone or other personal contact to be made without special compensation by the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining from their principal's authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish the proxy-related materials to their customers, and the Company will reimburse such brokers and nominees for their related out of pocket expenses. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies.

If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

The Company has arranged for intermediaries to forward the Meeting materials to beneficial owners of Shares (the “**Beneficial Shareholders**”) held of record by those intermediaries. The Company has distributed or made available for distribution, copies of the Notice, this Circular and form of proxy to clearing agencies, securities dealers, banks and trust companies or their nominees (collectively, the “**Intermediaries**”) for distribution to Beneficial Shareholders held of record by those Intermediaries. Such Intermediaries are required to forward such documents to the Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. The solicitation of proxies from Beneficial Shareholders will be carried out by the Intermediaries or by the Company if the names and addresses of the Beneficial Shareholders are provided by Intermediaries. The Company will pay the permitted fees and costs of the Intermediaries for reasonable fees and disbursements incurred in connection with the distribution of these materials.

The Company does not intend to pay for Intermediaries to forward to objecting Beneficial Shareholders under NI 54-101 the proxy-related materials and Form 54-101F7 *Request for Voting Instructions Made by Intermediary*. An objecting Beneficial Shareholder will not receive such materials unless the objecting Beneficial Shareholder’s Intermediary assumes the cost of delivery.

These proxy-related materials are being sent to both registered and non-registered Shareholders. If you are a non-registered Shareholder, and the Company or its agent has sent these materials directly to you, your name and address and information about your Shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

### **Appointment of Proxy**

Registered Shareholders are entitled to vote at the Meeting. On a show of hands, every Shareholder is entitled to one vote for each Share that such Shareholder holds on the record date of **July 2, 2024** on the resolutions to be voted upon at the Meeting, and any other matter to come before the Meeting. The list of Registered Shareholders is available for inspection during normal business hours at the offices of Endeavor Trust Corporation (“**Endeavor**”) and will be available at the Meeting.

The persons named as proxyholders (the “**Designated Persons**”) in the enclosed form of proxy are directors and/or officers of the Company.

**A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR COMPANY (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR OR ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

**TO EXERCISE THE RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON, IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE’S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTION TO THE NOMINEE ON HOW THE SHAREHOLDER’S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

In order to be voted, the completed form of proxy must be received by the Company’s registrar and transfer agent, Endeavor Trust Corporation at their offices located at 702 – 777 Hornby Street, Vancouver, British Columbia, V6Z 1S4, by mail, or by fax at 604-559-8908, or by email at [proxy@endeavourtrust.com](mailto:proxy@endeavourtrust.com), no later than 11:00 am (Vancouver Time) on August 13, 2024 or at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of any adjournment or postponement of the Meeting.

A proxy may not be valid unless it is dated and signed by the Shareholder who is giving it or by that Shareholder’s attorney-in-fact duly authorized by that Shareholder in writing or, in the case of a corporation, dated and executed by a duly authorized officer or attorney-in-fact for the corporation. If a form of proxy is executed by an attorney-in-fact for an individual Shareholder or joint Shareholders or by an officer or attorney-in-fact for a corporate Shareholder, the instrument so empowering the officer or attorney-in-fact, as the case may be, or a notarially certified copy thereof, must accompany the form of proxy.

The persons named in the enclosed form of proxy will vote the shares in respect of which they are appointed in accordance with the direction of the Shareholders appointing them. In the absence of such direction, such shares will be voted in the discretion of the person named in the proxy. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to other matters which may properly come before the Meeting. At the time of printing of this information circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters which are not now known to management should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

### **Revocation of Proxy**

A Shareholder who has given a proxy may revoke it at any time before it is exercised by an instrument in writing: (a) executed by that Shareholder or by that Shareholder's attorney-in-fact authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer of, or attorney-in-fact for, the corporation; and (b) delivered either: (i) to the Company at the address set forth above, at any time up to and including the last Business Day preceding the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (ii) to the Chairman of the Meeting prior to the vote on matters covered by the proxy on the day of the Meeting or, if adjourned or postponed, any reconvening thereof, or (iii) in any other manner provided by law.

Also, a proxy will automatically be revoked by either: (a) attendance at the Meeting and participation in a poll (ballot) by a Shareholder, or (b) submission of a subsequent proxy in accordance with the foregoing procedures. A revocation of a proxy does not affect any matter on which a vote has been taken prior to any such revocation.

### **Voting of Common Shares and Proxies and Exercise of Discretion by Designated Persons**

A Shareholder may indicate the manner in which the Designated Persons are to vote with respect to a matter to be voted upon at the Meeting by marking the appropriate space. If the instructions as to voting indicated in the proxy are certain, the Shares represented by the proxy will be voted or withheld from voting in accordance with the instructions given in the proxy. If the Shareholder specifies a choice in the proxy with respect to a matter to be acted upon, then the Shares represented will be voted or withheld from the vote on that matter accordingly. **The Shares represented by a proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Shares will be voted accordingly.**

**IF NO CHOICE IS SPECIFIED IN THE PROXY WITH RESPECT TO A MATTER TO BE ACTED UPON, THE PROXY CONFERS DISCRETIONARY AUTHORITY WITH RESPECT TO THAT MATTER UPON THE DESIGNATED PERSONS NAMED IN THE FORM OF PROXY. IT IS INTENDED THAT THE DESIGNATED PERSONS WILL VOTE THE SHARES REPRESENTED BY THE PROXY IN FAVOUR OF EACH MATTER IDENTIFIED IN THE PROXY AND FOR THE NOMINEES OF THE BOARD FOR DIRECTORS AND AUDITOR.**

The enclosed form of proxy confers discretionary authority upon the Designated Persons with respect to other matters which may properly come before the Meeting, including any amendments or variations to any matters identified in the Notice, and with respect to other matters which may properly come before the Meeting. At the date of this Circular, management of the Company is not aware of any such amendments, variations, or other matters to come before the Meeting.

In the case of abstentions from, or withholding of, the voting of the Shares on any matter, the Shares that are the subject of the abstention or withholding will be counted for determination of a quorum, but will not be counted as affirmative or negative on the matter to be voted upon.

### **ADVICE TO BENEFICIAL SHAREHOLDERS**

**The information set out in this section is of significant importance to those Shareholders who do not hold shares in their own name. Beneficial Shareholders who do not hold their shares in their**

**own name should note that only proxies deposited by Shareholders whose names appear on the records of the Company as the registered holders of Shares can be recognized and acted upon at the Meeting.**

If Shares are listed in an account statement provided to a Shareholder by a broker, then in almost all cases those Shares will not be registered in the Shareholder's name on the records of the Company. Such 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 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). **Beneficial Shareholders should ensure that instructions respecting the voting of their Shares are communicated to the appropriate person well in advance of the Meeting.**

The Company does not have access to names of Beneficial Shareholders. Applicable regulatory policy requires intermediaries/brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every intermediary/broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Shares are voted at the Meeting. The form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is similar to the Form of Proxy provided to Registered Shareholders by the Company. However, its purpose is limited to instructing the Registered Shareholder (the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada. Broadridge typically prepares a special voting instruction form, mails this form to the Beneficial Shareholders and asks for appropriate instructions regarding the voting of Shares to be voted at the Meeting. Beneficial Shareholders are requested to complete and return the voting instructions to Broadridge by mail or facsimile. Alternatively, Beneficial Shareholders can call a toll-free number and access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and to vote the Shares held by them. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting. **A Beneficial Shareholder receiving a Broadridge voting instruction form cannot use that form as a proxy to vote Shares directly at the Meeting – the voting instruction form must be returned to Broadridge well in advance of the Meeting in order to have its Shares voted at the Meeting.**

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Shares registered in the name of his broker (or agent of the broker), a Beneficial Shareholder may attend at the Meeting as proxyholder for a Registered Shareholder and vote the Shares in that capacity. Beneficial Shareholders who wish to attend at the Meeting and indirectly vote their Shares as proxyholder for the Registered Shareholder should enter their own names in the blank space on the instrument of proxy provided to them and return the proxy well in advance of the Meeting to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or agent).

Alternatively, a Beneficial Shareholder may request in writing that his, her or its broker send to the Beneficial Shareholder a legal proxy which would enable the Beneficial Shareholder to attend the Meeting and vote his, her or its Shares.

## **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 the record date, determined by the Board to be the close of business on July 2, 2024, a total of **224,500,209** common shares were issued and outstanding. Each common share carries the right to one vote at the Meeting.

Only Registered Shareholders as of the record date July 2, 2024, are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the directors and senior officers of the Company, no person or company beneficially owns, directly or indirectly, or exercises control or direction over, common shares carrying more than 10%

of the voting rights attached to the outstanding common shares of the Company.

## **FORWARD-LOOKING INFORMATION**

This Circular contains certain forward-looking statements and forward-looking information (collectively referred to herein as "forward-looking statements") within the meaning of Canadian securities laws. All statements other than statements of historical fact are forward-looking statements. Undue reliance should not be placed on forward-looking statements, which are inherently uncertain, are based on estimates and assumptions, and are subject to known and unknown risks and uncertainties (both general and specific) that contribute to the possibility that the future events or circumstances contemplated by the forward-looking statements will not occur. Forward-looking information presented in such statements may, among other things, relate to: the steps, timing and effects of the Continuance (as defined below); the Company's business outlook; plans and objectives of management for future operations; forecast business results; and anticipated financial performance. Although the Company believes that the expectations reflected in the forward-looking statements contained in this Circular, and the assumptions on which such forward-looking statements are made, are reasonable, there can be no assurance that such expectations will prove to be correct. Readers are cautioned not to place undue reliance on forward-looking statements included in this document, as there can be no assurance that the plans, intentions or expectations upon which the forward-looking statements are based will occur. By their nature, forward-looking statements involve numerous assumptions, known and unknown risks and uncertainties that contribute to the possibility that the predictions, forecasts, projections and other forward-looking statements will not occur, which may cause the Company's actual performance and results in future periods to differ materially from any estimates or projections of future performance or results expressed or implied by such forward-looking statements. The forward-looking statements contained in this Circular are made as of the date hereof and the Company does not undertake any obligation to update publicly or to revise any of the included forward-looking statements, except as required by applicable law. The forward-looking statements contained herein are expressly qualified by this cautionary statement.

## **AUDITED FINANCIAL STATEMENTS**

The Company's audited financial statements for the fiscal period ended December 31, 2023, and December 31, 2022, together with the report of the auditors on those statements (the "**Financial Statements**") will be placed before the Meeting. Receipt at the Meeting of the Financial Statements of the Company will not constitute approval or disapproval of any matters referred to in those Financial Statements. No vote will be taken on the Financial Statements. The Financial Statements are available at [www.sedarplus.ca](http://www.sedarplus.ca).

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* and National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer*, both of the Canadian Securities Administrators, a person or corporation who in the future wishes to receive annual and interim financial statements from the Company must deliver a written request for such material to the Company. Shareholders who wish to receive annual and interim financial statements are encouraged to complete the appropriate section on the Request form attached to this Circular and send it to the transfer agent, Endeavor Trust Corporation

## **NUMBER OF DIRECTORS**

At the Meeting, Shareholders will be asked to pass a 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 affirmative vote of the majority of common shares present or represented by proxy at the Meeting and entitled to vote, are voted in favour to set the number of directors at five (5).

**Management recommends the approval of the resolution to set the number of directors of the Company at five (5).**



## ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed. Management of the Company proposes to nominate the persons listed below for election as directors to hold office until the next annual meeting or until their successors are elected or appointed, unless his office is earlier vacated in accordance with the Business Corporations Act (Ontario) (the “**OBCA**”) and the By-laws. In the event the Continuance (as defined hereinafter) is approved at the Meeting and subsequently completed, the Business Corporations Act (British Columbia) the “**BCBCA**”) each Director will hold office until the conclusion of the next annual meeting of the Company or, if no Director is then elected, until a successor is elected.

All of the nominees are currently members of the Board and have been since the dates indicated below. 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 if they are permitted to do so by applicable law. 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 below unless otherwise instructed to withhold from voting thereon on a properly executed and validly deposited proxy.**

The following table sets forth certain information concerning management’s nominees for election as directors, including the approximate number of common shares beneficially owned, directly or indirectly, by each of them, or over which they exercise control or direction.

| Name, Province, Country of Residence & Position(s) <sup>(1)</sup>                           | Principal Occupation Business or Employment for Last Five Years | Served as director of the Company since | Number of Common Shares Owned <sup>(2)</sup> |
|---|---|---|--|
| <b>Vicki Rosenthal</b><br>Ontario, Canada<br><i>Director, CFO &amp; Corporate Secretary</i> | CFO of the Company  | February 24, 2014                       | 1,620,000                                    |
| <b>Maciej Lis</b> <sup>(3)</sup><br>Ontario, Canada<br><i>Director</i>                      | Corporate advisor/business consultant in Toronto, Ontario.      | May 24, 2018                            | Nil  |
| <b>Michael Hudson</b> <sup>(3)</sup><br>ON, Canada<br><i>Director</i>                       | Chartered Professional Accountant.                              | June 22, 2020                           | Nil  |
| <b>Matthew Fish</b> <sup>(3)(4)</sup><br>Ontario, Canada<br><i>Director &amp; Treasurer</i> | Practicing corporate securities lawyer in Toronto, Ontario.     | January 22, 2022                        | 4,716,981 <sup>(4)</sup>                     |
| <b>Walter Hanych</b><br>Ontario, Canada<br><i>Director</i>                                  | Professional Geologist.   | March 24, 2022                          | Nil  |

Notes:

- (1) The information as to the province or state, and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) Shares beneficially held, directly or indirectly owned or over which control or direction is exercised, at the date of this Circular, based upon information furnished to the Company by the individual directors. These numbers do not include outstanding stock options or warrants available for exercise.
- (3) Member of the Audit Committee.
- (4) Chair of the Audit Committee.
- (5) These Shares are owned or controlled by Fish Purdy LLP, a private company controlled by Matthew Fish.

**Management recommends the approval of each of the nominees listed above for election as a director of the Company for the ensuing year.**

### **Cease Trade Orders and Conflicts of Interest**

Other than as set out below, to the knowledge of the Company, as of the date hereof, no Nominee is, or

has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) was subject to a cease trade order or similar order or an order that denied the corporation access to any statutory exemptions for a period of more than 30 consecutive days (an “**Order**”), which was issued while the proposed director or executive officer was acting in the capacity as director, CEO or CFO; or
- (b) was subject to an Order that was issued after the director or executive officer 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, CEO or CFO.

The directors are required by law to act honestly and in good faith with a view to the best interests of the Company and to disclose any interests that they may have in any project or opportunity of the Company. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter.

To the best of the Company’s knowledge, and other than disclosed herein, there are no known existing or potential conflicts of interest among the Company, its promoters, directors and officers or other members of management of the Company or of any proposed promoter, director, officer or other member of management as a result of their outside business interests, except that certain of the directors and officers serve as directors and officers of other companies, and therefore it is possible that a conflict may arise between their duties to the Company and their duties as a director or officer of such other companies. All related party transactions during each reporting period are detailed in the Company’s Management Discussion & Analysis for the fiscal year ended December 31, 2022.

#### Disclosure

Vicki Rosenthal was CEO, CFO and a Director when the Company was subject to a cease trade order on May 5, 2016 pursuant to section 144 of the Securities Act (Ontario) issued by the Director of the Ontario Securities Commission as well as a cease trade order dated May 12, 2016 issued by the British Columbia Securities Commission (together with a reciprocal cease trade order issued by the Alberta Securities Commission) (all three cease trade orders together, the “CTOs”). The CTOs were made on the basis that the Company was in default of certain filing requirements. The Company has remedied all filing defaults and is up-to-date with all continuous disclosure obligation and the CTOs were revoked on March 29, 2018 by order of the Director of the Ontario Securities Commission.

Maciej Lis served as an independent director of Cleantech Power Corp. which on June 2, 2023 was subject to a cease trade order. The cease trade order is for failure to file financial statements and is still in effect, it was issued by the British Columbia Securities Commission along with corresponding failure to file cease trade orders from any reciprocal provincial securities commission that the company was reporting to on the same date.

Matthew Fish served as an independent director of Cleantech Power Corp. which on June 2, 2023 was subject to a cease trade order. The cease trade order is for failure to file financial statements and is still in effect, it was issued by the British Columbia Securities Commission along with corresponding failure to file cease trade orders from any reciprocal provincial securities commission that the company was reporting to on the same date.

#### **Bankruptcies**

To the best of the Company’s knowledge, no proposed director of the Company is, or within ten (10) years before the date of this Circular, has been a director or an executive officer of any company that, while the person was acting in that capacity, or within a year of that person ceasing to act in the 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 made a proposal under any legislation relating to bankruptcies or insolvency.

### ***Personal Bankruptcies***

To the best of the Company's knowledge, no proposed director of the Company has, within ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

### ***Penalties and Sanctions***

To the best of the Company's knowledge, no proposed director has been subject to, or entered into a settlement agreement resulting from:

- (a) a court order relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **STATEMENT OF EXECUTIVE COMPENSATION**

### **Definitions**

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

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

**"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;

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

- (a) a CEO;
- (b) a CFO;
- (c) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of National Instrument 51-102, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year;

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

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

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

share units, deferred share units, phantom shares, phantom share units, common share equivalent units, and stock; and

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

### Named Executive Officer and Director Compensation Table

The following table summarizes the compensation paid to the directors and NEOs of the Company for the last two completed financial years:

| Table of compensation excluding compensation securities                          |                        |   |            |                                |                           |                                      |                         |
|--|------------------------|---|------------|--------------------------------|---------------------------|--------------------------------------|-------------------------|
| Name and position  | Year Ended December 31 | Salary, consulting fee, retainer or commission (\$) | Bonus (\$) | Committee or meeting fees (\$) | Value of perquisites (\$) | Value of all other compensation (\$) | Total compensation (\$) |
| Stephen Wilkinson <sup>(1)</sup><br><i>Former CEO</i>                            | 2023                   | 210,000   | -          | -                              | -                         | -                                    | 210,000                 |
|  | 2022                   | 180,000   | -          | -                              | -                         | -                                    | 180,000                 |
| Vicki Rosenthal <sup>(2)</sup><br><i>CFO, Corporate Secretary &amp; Director</i> | 2023                   | -   | -          | -                              | -                         | -                                    | -                       |
|  | 2022                   | -   | -          | -                              | -                         | -                                    | -                       |
| Maciej Lis <sup>(3)</sup><br><i>Director</i>                                     | 2023                   | -   | -          | -                              | -                         | -                                    | -                       |
|  | 2022                   | -   | -          | -                              | -                         | 49,994-                              | 49,994-                 |
| Michael Hudson <sup>(4)</sup><br><i>Director</i>                                 | 2023                   | -   | -          | -                              | -                         | -                                    | -                       |
|  | 2022                   | -   | -          | -                              | -                         | 2,500                                | 2,500                   |
| Matthew Fish <sup>(5)</sup><br><i>Director, Treasurer</i>                        | 2023                   | -   | -          | -                              | -                         | -                                    | -                       |
|  | 2022                   | -   | -          | -                              | -                         | -                                    | -                       |
| Walter Hanych <sup>(6)</sup><br><i>Director</i>                                  | 2023                   | -   | -          | -                              | -                         | 37,495                               | -                       |
|  | 2022                   | -   | -          | -                              | -                         | -                                    | 37,495                  |

(1) Ms. Stephen was appointed as a director on March 24, 2021 and terminated on March 27, 2024.

(2) Ms. Rosenthal was appointed CFO and a Director on February 24, 2014 and Corporate Secretary on June 22, 2020.

(3) Mr. Lis was appointed as a director on May 24, 2018.

(4) Mr. Hudson was appointed as a director on June 22, 2020.

(5) Mr. Fish is the legal counsel to the Company and receives fees for his services. Mr. Fish was appointed to the board of directors on January 22, 2021 and as Treasurer on March 24, 2021.

(6) Mr. Hanych was appointed as a director on March 24, 2021.

Other than as set forth in the foregoing table, the named executive officers and directors have not received, during the most recently completed financial year, compensation pursuant to any standard arrangement for the compensation of directors for their services in their capacity as directors, including any additional amounts payable for committee participation or special assignments, any other arrangement, in addition to, or in lieu of, any standard arrangement, for the compensation of directors in their capacity as directors, or any arrangement for the compensation of directors for services as consultants or experts.

### Stock Options and Other Compensation Securities

The Company did not grant or issue compensation securities to named executive officers or directors during the year ended December 31, 2023.

During the year ended December 31, 2022, the following compensation securities were granted or issued to named executive officers or directors:

| 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 securities or underlying security on date of grant (\$) | Closing price of security or underlying security at year end (\$) | Expiry date    |
| <b>Michael Hudson</b><br><i>Director</i>               | Stock Options                 | 50,000 options representing 50,000 common shares<br>0.48%                                   | April 12, 2022         | \$0.05                                   | \$0.05   | \$0.04  | April 12, 2027 |
| <b>Maciej Lis</b><br><i>Director</i>                   | Stock Options                 | 1,000,000 options representing 1,000,000 common shares<br>6.08%                             | April 12, 2022         | \$0.05                                   | \$0.05   | \$0.04  | April 12, 2027 |
| <b>Walter Hanych</b><br><i>Director</i>                | Stock Options                 | 750,000 options representing 750,000 common shares<br>4.56%                                 | April 12, 2022         | \$0.05                                   | \$0.05   | \$0.04  | April 12, 2027 |
| <b>Matthew Fish</b><br><i>Director &amp; Treasurer</i> | RSUs                          | 1,000,000 RSUs representing 1,000,000 common shares<br>6.08%                                | April 12, 2022         | N/A                                      | \$0.05   | \$0.04  | April 12, 2027 |
| <b>Stephen Wilkinson</b><br><i>Former CEO</i>          | RSUs                          | 1,000,000 RSUs representing 1,000,000 common shares<br>6.08%                                | April 12, 2022         | N/A                                      | \$0.05   | \$0.04  | April 12, 2027 |

### Exercise of Compensation Securities by Directors and NEO's

No named executive officer or director of the Company exercised any outstanding compensation securities during the years ended December 31, 2023 or December 31, 2022.

### Stock Option Plans and Other Incentive Plans

On September 9, 2021 the Shareholders approved a restricted share unit plan (the “**2021 RSU Plan**”) and a 20% rolling stock option plan (the “**2021 Option Plan**”) (together the “**2021 Plans**”) to grant restricted share units (“**RSUs**”) and incentive stock options (“**Options**”) to directors, officers, key employees and consultants of the Company. Pursuant to the 2021 Plans, the Company may reserve up to a maximum of 20% of the issued and outstanding Shares at the time of grant pursuant to awards granted under the 2021 Plans.

### 2021 Option Plan

The 2021 Option Plan of the Company is designed to give each Option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability and to reward individuals for current performance and expected future performance. The Board considers Option grants when reviewing executive officer compensation packages as a whole.

The Board has sole discretion to determine the key employees to whom it recommends that grants be made and to determine the terms and conditions of the Options forming part of such grants. The Board approves

ranges of Option grants for each level of executive officer. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position to the Company.

### 2021 RSU Plan

The 2021 RSU Plan provides for granting of RSU's for the purposes of advancing the interests of the Company through motivation, attraction and retention of employees, officers, consultants and directors by granting equity-based compensation incentives, in addition to the Company's 2021 Option Plan.

RSUs granted pursuant to the 2021 RSU Plan will be used to compensate participants for their individual performance-based achievements and are intended to supplement stock option awards in this respect, the goal of such grants is to more closely tie awards to individual performance based on established performance criteria.

The 2021 Plans has been used to provide stock options and RSU's which are granted in consideration of the level of responsibility of the executive as well as his or her impact or contribution to the longer-term operating performance of the Company. In determining the number of Options or RSU's to be granted to the executive officers, the Compensation Committee with consultation of the Board takes into account the number of Options or RSU's, if any, previously granted to each executive officer, and the exercise price of any outstanding Options to ensure that such grants are in accordance with the policies of the CSE and closely align the interests of the executive officers with the interests of shareholders.

The Compensation Committee with consultation of the Board has the responsibility to administer the compensation policies related to the executive management of the Company, including option-based and share-based awards.

### EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans, as at the end of the most recently completed financial year:

| <b>Plan Category</b>  | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights</b> | <b>Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))</b> |
|---|--|--|--|
| Equity compensation plans approved by the securityholders     | 11,400,000   | \$0.08   | 31,014,721   |
| Equity compensation plans not approved by the securityholders | Nil  | n/a  | Nil  |
| <b>Total</b>  | <b>11,400,000</b>  | <b>-</b>   | <b>31,014,721</b>  |

## Outstanding Share-Based Awards and Option-Based Awards

The Company does not have any share-based awards held by NEOs or directors. The following table sets forth the outstanding option-based awards held by the NEOs and directors of the Company at the end of the most recently completed financial year:

| Name  | Option-based Awards                                     |   |                        |  |
|---|---|---|------------------------|--|
|   | Number of securities underlying unexercised options (#) | Option exercise price <sup>(1)</sup> \$ | Option expiration date | Value of unexercised in-the-money options <sup>(1)</sup> |
| Stephen Wilkinson<br><i>Former CEO</i>          | 500,000   | \$0.15                                  | March 24, 2026         | Nil  |
| Walter Hanych<br><i>Director</i>                | 500,000   | \$0.25                                  | August 27, 2025        | Nil  |
|   | 250,000   | \$0.15                                  | March 23, 2024         |  |
|   | 750,000   | \$0.05                                  | April 12, 2027         |  |
| Maciej Lis<br><i>Director</i>                   | 50,000  | \$0.25                                  | August 27, 2025        | Nil  |
|   | 1,000,000   | \$0.295                                 | October 9, 2025        |  |
|   | 1,000,000   | \$0.05                                  | April 12, 2027         |  |
| Michael Hudson<br><i>Director</i>               | 50,000  | \$0.25                                  | August 27, 2025        | Nil  |
|   | 50,000  | \$0.05                                  | April 12, 2027         |  |
| Matthew Fish<br><i>Treasurer &amp; Director</i> | 750,000   | \$0.25                                  | August 27, 2025        | Nil  |
| Vicki Rosenthal<br><i>Director &amp; CFO</i>    | 1,000,000 <sup>(2)</sup>                                | n/a                                     | February 26, 2029      | \$5,000  |

Notes:

- (1) "In-the-Money Options" means the excess of the market value of the Company's shares on December 31, 2023 over the exercise price of the options. The market price for the Company's common shares on December 31, 2023 was \$0.010, and at the date of this Circular the market price was \$0.005.
- (2) 1,000,000 are Restricted Share Units.

## Employment, Consulting and Management Agreements

The Company entered into a consulting agreement with the former CEO of the Company, Stephen Wilkinson, dated effective March 22, 2021 (the "**Consulting Agreement**"). Under the terms of the Consulting Agreement, the Company agreed to pay Mr. Wilkinson \$12,000 per month and grant up to 500,000 incentive stock options for consulting services. The Consulting Agreement was for an initial one year with yearly renewals by mutual agreement. The Consulting Agreement terminated on March 27, 2024.

## Oversight and Description of Named Executive Officer and Director Compensation

The Board is responsible for determining, by way of discussions at board meetings, the compensation to be paid to the Company's executive officers. The Company at this time does not have a formal compensation program with specific performance goals; however, the performance of each executive is considered along with the Company's ability to pay compensation and its results of operation for the period.

The Company's executive compensation is currently comprised of a base fee or salary. Base fees or salaries are intended to provide current compensation and a short-term incentive for the NEO to meet the Company's goals, as well as to remain competitive with the industry. Base fees or salaries are compensation for job responsibilities and reflect the level of skills, expertise and capabilities demonstrated by the NEO.

Compensation is designed to achieve the following key objectives:

1. to support our overall business strategy and objectives;
2. to provide market competitive compensation that is substantially performance-based;
3. to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees; and
4. to align executive compensation with corporate performance and therefore Shareholders' interests.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No person who is, or at any time during the two most recently completed financial years was, a director or executive officer of the Company, a proposed nominee for election as a director of the Company, or an associate of any of the foregoing individuals, has been indebted to the Company at any time since the commencement of the Company's last completed financial year.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed in this Circular, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, directly or indirectly, Shares or who exercises control or direction of Shares, or a combination of both carrying more than ten percent of the voting rights attached to the outstanding Shares (an "Insider"); (c) director or executive officer of an Insider; or (d) associate or affiliate of any of the directors, executive officers or Insiders, has had any material interest, direct or indirect, 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, except with an interest arising from the ownership of Shares where such person or company will receive no extra or special benefit or advantage not shared on a pro rata basis by all Shareholders.

## AUDIT COMMITTEE DISCLOSURE

National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") requires the Company, as a venture issuer, to disclose annually in its Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor.

### The Audit Committee Charter

The text of the Audit Committee's charter is attached as Schedule "C" to this Circular.

### Composition of the Audit Committee

As of the date of this Circular, the following are the members of the Audit Committee:

| Audit Committee Members |                 |                      |
|-------------------------|-----------------|----------------------|
| Matthew Fish            | Not independent | Financially literate |
| Michael Hudson          | Independent     | Financially literate |
| Maciej Lis              | Independent     | Financially literate |

### Relevant Education and Experience

In addition to each member's general business experience, the education and experience of each member that is relevant to the performance of his responsibilities as a member of the Audit Committee is as follows:

**Mike Hudson** has over 30 years of experience in public practice with Grant Thornton LLP, an accounting and business advisory firm. Michael was an assurance and business advisory partner providing services to various sectors including Oil and Gas, Property Management, Manufacturing, Retail, Federal and



Municipal Government, and Owner Managed Business. Services to clients included, but not limited to, corporate structure to minimize risk and optimize tax strategies, forecasting and capital budgeting, acquisition and sale of businesses, governance issues and assisting clients with public offerings on both the TSX and NYSE.

**Maciej Lis** currently holds interests in various predominately sales, distribution and logistics companies that he helped build over the preceding decade. Mr. Lis has also previously acted in a number of business development roles for both public and private small-cap and mid-cap natural resource and technology sector companies, operating globally. Mr. Lis holds an honors degree in economics from the University of Toronto and is fluent in three languages. Mr. Lis is an active patron of the arts and theatre, to which he contributes not only financial support but also resources, skills and his time.

**Matthew Fish**, Mr. Fish is a practicing securities and corporate litigation lawyer focused on technology and resource issuers. He has extensive experience with respect to public companies, capital markets, reverse takeovers and other facets fundamental to the natural resources sector. He acts as director and general counsel for other privately held companies and was called to the Ontario Bar in 2012.

### **Audit Committee Oversight**

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in sections 2.4 (De Minimis Non-audit Services), 3.2 (Initial Public Offerings), 3.4 (Events Outside Control of Member), 3.5 (Death, Disability or Resignation of Audit Committee Member) of NI 52-110, or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

### **Reliance on the Exemption in Subsection 3.3(2) or Section 3.6**

At no time since the commencement of our most recently completed financial year, have we relied on the exemption in subsection 3.3(2) (Controlled Companies) or section 3.6 (Temporary Exemption for Limited and Exception Circumstances) of NI 52-110.

### **Reliance on Section 3.8**

At no time since the commencement of our most recently completed financial year, have we relied on section 3.8 (Acquisition of Financial Literacy) of NI 52-110.

### **Reliance on Section 6.1**

Pursuant to section 6.1 of NI 52-110, as a venture issuer we are relying on the exemption from the audit committee composition requirements and certain reporting obligations found in Parts 3 and 5 of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter under the heading "External Auditors".

### **External Auditor Service Fees**

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-Related Fees" are fees not included in audit fees that are billed by the Auditor for assurance and related services that are reasonably related to the performance of the audit review of the Company's financial statements. "Tax Fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the Auditor for products and services not included in the foregoing categories.

The aggregate fees billed by the Auditor in the last two fiscal years, by category, are as set out in the table below.

| Financial Year Ended December 31 | Audit Fees (\$) | Audit-Related Fees (\$) | Tax Fees (\$) | All Other Fees (\$) |
|----------------------------------|-----------------|-------------------------|---------------|---------------------|
| 2023                             | 21,000          | -                       | -             | -                   |
| 2022                             | 18,000          | -                       | -             | -                   |

## CORPORATE GOVERNANCE

Maintaining a high standard of corporate governance is a priority for the Board and the Company's management believes that effective corporate governance will help create and maintain shareholder value in the long term. A description of the Company's corporate governance practices, which addresses the matters set out in National Instrument 58-101 *Disclosure of Corporate Governance Practices*, is set out below.

### Board of Directors

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

### Independence of Directors

As a venture issuer, the Company is exempt from the independence requirements of NI 52-110, Part 3. Mike Hudson and Maciej Lis are not officers or employees of the Company or of an affiliate of the Company and therefore considered to be independent.

Matthew Fish is the Treasurer of the Company and therefore is not considered to be independent.

### Directorships

The current directors of the Company and each of the individuals to be nominated for election as a director of the Company at the Meeting may serve as a director or officer of one or more other reporting issuers as at the date of this Notice of Meeting and Circular. However, our directors are required by law to act honestly and in good faith with a view to our best interests and to disclose any interests which they may have in any of our projects or opportunities. If a conflict of interest arises at a meeting of the Board, any director in a conflict will disclose his interest and abstain from voting on such matter. In determining whether or not we will participate in any project or opportunity, that director will primarily consider the degree of risk to which we may be exposed and our financial position at that time.

To the best of our knowledge, there are no known existing or potential conflicts of interest among the Company and its promoters, directors, officers or other members of management as a result of their outside business interests except that certain of the directors, officers, promoters and other members of management serve as directors, officers, promoters and members of management of other public companies, and therefore it is possible that a conflict may arise between their duties as a director, officer, promoter or member of management of such other companies.

### Directorships in Other Public Companies

Certain of the board nominees are also directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

| Name of Director | Other reporting issuer (or equivalent in a foreign jurisdiction) |
|------------------|--|
| Matthew Fish     | Rotonda Ventures Corp.<br>Eat Well Investment Group Inc.         |
| Maciej Lis       | Canadian GoldCamps Corp.<br>Musk Ventures Inc.                   |

## **Orientation and Continuing Education**

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Board does not provide any continuing education, but does encourage directors to individually and as a group keep themselves informed on changing corporate governance and legal issues. Directors are individually responsible for updating their skills as required to meet their obligations as directors. In addition, the Board undertakes strategic planning sessions with management.

## **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 of Canada and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

## **Nomination of Directors**

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

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

## **Compensation**

The Board conducts reviews with regard to the compensation of the directors and CEO once a year. To make its recommendations on such compensation, the Board informally takes into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

At present, no compensation is paid to the directors of the Company in their capacity as directors. The Board does not currently have a compensation committee.

## **Other Board Committees**

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

## **Assessments**

The Board regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board and its committees. The Board is currently responsible for assessing its own effectiveness, the effectiveness of individual directors and the effectiveness of the Audit Committee.

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

Except as disclosed elsewhere in this Circular, no director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, each proposed nominee for election as a director of the Company, or any associate or affiliates of any such directors, officers or nominees, has any material interest, direct or indirect, by way of beneficial ownership of Shares or other securities in the Company or otherwise, in any matter to be acted upon at the Meeting other than the election of directors.

## **APPOINTMENT OF AUDITOR**

At the Meeting, Shareholders will be asked to pass an ordinary resolution re-appointing Stern & Lovrics LLP, Chartered Accountants as the auditor to hold office until the next annual meeting of the Shareholders or until such firm is removed from office or resigns as provided by law and to authorize the Board to fix the remuneration to be paid to the auditor.

**Management recommends that Shareholders vote for the approval of the re-appointment of Stern & Lovrics LLP as the auditor for the Company for the ensuing year at a remuneration to be fixed by the Board.**

## **ADDITIONAL INFORMATION**

Additional information relating to the Company is available at [www.sedarplus.ca](http://www.sedarplus.ca) under the Company's profile. Shareholders may contact the Company at its head office by mail at Suite 409 - 22 Leader Lane Toronto, ON M5E 0B2, to request copies of the Company's financial statements and related Management's Discussion and Analysis (the "**MD&A**"). Financial information is provided in the audited financial statements and MD&A of the Company for its fiscal years ended December 31, 2023 and December 31, 2022.

## **MATTERS TO BE ACTED UPON**

### **Continuance Resolution**

The Company is currently a corporation governed by the laws of the province of Ontario and is subject to the provisions of the OBCA. At the Meeting, Shareholders will be asked to consider and, if thought appropriate, to pass a special resolution (the "**Continuance Resolution**") authorizing the Board, in its sole discretion to apply for the discontinuance of the Company from the provincial jurisdiction of Ontario under the OBCA and continue the Company into the provincial jurisdiction of British Columbia under the BCBCA (the "**Continuance**"). For corporate and administrative reasons, the Board is of the view that it would be appropriate to complete the Continuance. The Board believes that the BCBCA provides the Company with increased flexibility with respect to capital management, resulting from more flexible rules relating to dividends, share purchases, redemption and consolidations of capital.

In conjunction with the Continuance, Shareholders are also requested to authorize and approve the amendment of the Articles under the OBCA by replacing the current articles of the Company (the "**Articles**") in their entirety by new articles under the BCBCA in substantially the form attached hereto as Schedule "A" (the "**New Articles**") to occur upon completion of the Continuance.

The Continuance will affect certain of the rights of shareholders as they currently exist under the OBCA. Shareholders should consult their legal advisors regarding implications of the Continuance, which may be of particular importance to them.

The BCBCA permits companies incorporated outside of British Columbia to be continued into British Columbia. On Continuance, the OBCA will cease to apply to the Company and the Company will thereupon become subject to the BCBCA, as if it had been originally incorporated under the BCBCA. The Continuance will not create a new legal entity, affect the continuity of the Company or result in a change to its business, or affect the share capital of the Company or the number of Shares held by each of the Shareholders. The persons elected as directors by the Shareholders at the Meeting will continue to constitute the Board upon the Continuance becoming effective.

The BCBCA provides that when a foreign corporation continues under the BCBCA as a company:

- (a) the property, rights and interests of the foreign corporation continue to be the property, rights and interests of the company;
- (b) the company continues to be liable for the obligations of the foreign corporation;
- (c) an existing cause of action, claim or liability to prosecution is unaffected;
- (d) a legal proceeding being prosecuted or pending by or against the foreign corporation may be prosecuted or its prosecution may be continued, as the case may be, by or against the company; and

- (e) a conviction against, or a ruling, order or judgement in favour of or against the foreign corporation may be enforced by or against the company.

### *Continuance Process*

In order to effect the Continuance:

- (1) the Continuance Resolution must be approved by special resolution of at least two-thirds (2/3) of the votes cast at the Meeting in person or by proxy in favour of the Continuance;
- (2) the Company must make an application to the Director under the OBCA for consent to continue to continue (the "Letter of Satisfaction") under the BCBCA, such application to establish to the satisfaction of the Director that the proposed Continuance will not adversely affect the Company and creditors or Shareholders;
- (3) once the Continuance Resolution is passed and the Company has obtained the Letter of Satisfaction, the Company must file a continuation application and the Letter of Satisfaction, along with prescribed documents under the BCBCA, with the British Columbia Registrar of Companies to obtain a Certificate of Continuation;
- (4) on the date shown on the Certificate of Continuation issued by the British Columbia Registrar of Companies, the Company will become a company registered under the laws of the Province of British Columbia as if it had been incorporated under the laws of the Province of British Columbia; and
- (5) the Company must then file a copy of the Certificate of Continuation with the Director under the OBCA and receive a Certificate of Discontinuance under the OBCA.

### *Effect of Continuance*

Upon completion of the Continuance, the OBCA will cease to apply to the Company and the Company will thereupon become subject to the BCBCA, as if it had been originally incorporated as a British Columbia company. Each previously outstanding Share will continue to be a Share of the Company as a company governed by the BCBCA.

The Continuance will not create a new legal entity, affect the continuity of the Company or result in a change in its business. The persons elected as Directors by the Shareholders at the Meeting will continue to constitute the Board upon the Continuance becoming effective. Nor will the Continuance affect the Company's status as a listed company on the CSE or as a reporting issuer under applicable securities laws of any jurisdiction in Canada. The Company will remain subject to the requirements of all applicable securities legislation. As of the effective date of the Continuance, the Company's current constating documents will be replaced with a notice of articles and the New Articles under the BCBCA that are proposed to be adopted in connection with the Continuance in substantially the form attached hereto as Schedule "A"

If approved and implemented, the Continuance will be completed as soon as reasonably practical following the Meeting.

### *Corporate Governance Differences*

In general terms, the BCBCA provides to the Shareholders substantively the same rights as are available to the Shareholders under the OBCA, including rights of dissent and appraisal and rights to bring derivative actions and oppression actions, and is consistent with corporate legislation in most other Canadian jurisdictions; there are, however, some important differences between the two. The following is a summary

comparison of certain provisions of the BCBCA and the OBCA which pertain to rights of the Shareholders. This summary is not intended to be exhaustive and the Shareholders should consult their legal advisers regarding all of the implications of the Continuance.

#### *Charter Documents*

Under the BCBCA, the charter documents will consist of a notice of articles, which sets forth, among other things, the name of the corporation and the amount and type of authorized capital, and indicates if there are any rights and restrictions attached to the issued shares, and the New Articles, which will set the rules for the Company's conduct following the Continuance. The continuation application (with a form of the notice of articles) is filed with the British Columbia Registrar of Companies, and the New Articles will be filed only with the Company's records office.

In connection with the Continuance, it is necessary that the Company adopt notice of articles and New Articles under the BCBCA. Accordingly, as part of the Continuance Resolution, Shareholders will also be asked to approve the adoption by the Company of the notice of articles and the New Articles, which comply with the requirements of the BCBCA, in substitution for the Articles and the existing by-laws of the Company and any amendments thereto to date. The Continuance to British Columbia and the adoption of the notice of articles and the New Articles will not result in any material changes to the constitution, powers or management of the Company, except as otherwise described herein.

A copy of the New Articles are attached hereto as Schedule "A". The New Articles will also be available for review at the Meeting. If the Continuance is approved at the Meeting and subsequently completed, a copy of the New Articles can be obtained on SEDAR+ at [www.sedarplus.com](http://www.sedarplus.com) and the notice of articles will be available from the British Columbia Registrar of Companies.

#### *Amendments to Charter Documents*

Under both the BCBCA and OBCA, certain fundamental changes such as a proposed amalgamation or continuation of a corporation out of the jurisdiction require a special resolution passed by two-thirds (2/3) of the votes cast on the resolution by holders of shares of each class entitled to vote at a meeting of shareholders of the corporation.

#### *Sale of Undertaking*

Under both the BCBCA and OBCA, a corporation may sell, lease or otherwise dispose of all or substantially all of the undertaking of the corporation if it does so in the ordinary course of its business or if it has been authorized to do so by a special resolution passed by the majority of votes that the articles of the corporation specify is required or, if the articles of the corporation do not contain such a provision, a special resolution passed by at least two-thirds (2/3) of the votes cast on the resolution.

Under the OBCA, if a sale, lease or exchange of all or substantially all of the property of a corporation would affect a particular class or series of shares in a manner that is different than the shares of another class or series entitled to vote, then such class or series of shares are entitled to a separate class or series vote, regardless of whether or not such shares otherwise carry the right to vote. Under the BCBCA, there is no similar requirement for non-voting shareholders affected by such transaction to approve the disposition of the corporation's undertaking.

While the shareholder approval thresholds will be the same under the BCBCA and the OBCA, there are differences in the nature of the sale which requires such approval, i.e., a sale of all or substantially all of the "undertaking" under the BCBCA and sale of all or substantially all the "property" under the OBCA.

#### *Rights of Dissent and Appraisal*

The BCBCA provides that shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at

the fair value of such shares. The dissent right is applicable in respect of:

- (a) a resolution to alter the articles to alter restrictions on the powers of the company or on the business the company is permitted to carry on;
- (b) a resolution to adopt an amalgamation agreement;
- (c) a resolution to approve an amalgamation into a foreign jurisdiction;
- (d) a resolution to approve an arrangement, the terms of which arrangement permit dissent;
- (e) a resolution to authorize or ratify the sale, lease or other disposition of all or substantially all of the company's undertaking;
- (f) a resolution to authorize the continuation of the company into a jurisdiction other than British Columbia;
- (g) any other resolution, if dissent is authorized by the resolution; or
- (h) any court order that permits dissent.

The OBCA contains a similar dissent remedy, subject to certain qualifications and provides that shareholders who dissent to certain actions being taken by a corporation may exercise a right of dissent and require the corporation to purchase the shares held by such shareholder at the fair value of such shares. The dissent right under the OBCA is applicable in the event that the Company proposes to:

- (a) amend its articles to add, remove or change restrictions on the issue, transfer or ownership of shares of a class or series of the shares of the corporation;
- (b) amend its articles to add, remove or change any restriction upon the business or businesses that the corporation may carry on or upon the powers that the corporation may exercise;
- (c) amalgamate with another corporation;
- (d) be continued under the laws of another jurisdiction; or
- (e) sell, lease or exchange all or substantially all its property.

#### *Oppression Remedies*

Under the BCBCA, a shareholder of a company has the right to apply to the court on the grounds that:

- (a) the affairs of the company are being or have been conducted, or that the powers of the directors are being or have been exercised, in a manner oppressive to one or more of the shareholders, including the applicant; or
- (b) some act of the company has been done or is threatened, or that some resolution of the shareholders or of the shareholders holding shares of a class or series of shares has been passed or is proposed, that is unfairly prejudicial to one or more of the shareholders, including the applicant.

On such an application, the court may make any interim or final order it considers appropriate including an order to prohibit any act proposed by the company.

Under the OBCA a registered shareholder, beneficial shareholder, former registered shareholder or

beneficial shareholder, director, former director, officer, former officer of a corporation or any of its affiliates, or any other person who, in the discretion of a court, is a proper person to seek an oppression remedy, and in the case of an offering corporation, the Ontario Securities Commission, may apply to a court for an order to rectify the matters complained of where in respect of a corporation or any of its affiliates: (a) any act or omission of a corporation or its affiliates effects or threatens to effect a result; (b) the business or affairs of a corporation or its affiliates are or have been or are threatened to be carried on or conducted in a manner; or (c) the powers of the directors of the corporation or any of its affiliates are, have been or are threatened to be exercised in a manner, that is oppressive or unfairly prejudicial to, or that unfairly disregards the interests of, any security holder, creditor, director or officer.

### *Shareholder Derivative Actions*

Under the BCBCA, a shareholder or director of a company may, with leave of the court, prosecute or defend a legal proceeding in the name and on behalf of a company to enforce a right, duty or obligation owed to the company that could be enforced by the company itself or to obtain damages for any breach of such a right, duty or obligation.

Similarly, under the OBCA, a complainant, defined under Section 245 of the OBCA as including a registered or beneficial shareholder or a current or former director or officer of a company, or any other person who the court considers to be a proper person to make an application under Section 246 of the OBCA, may with leave of the court, bring an action in the name and on behalf of the company or any of its subsidiaries or intervene in an action to which any such body corporate is a party, for the purpose of prosecuting, defending or discontinuing the action on behalf of the company.

### *Requisition of Meetings*

The BCBCA provides that shareholders who, at the date on which the requisition is received by the company, hold in the aggregate not less than 5% of the issued shares of the company that carry the right to vote at general meetings may give notice to the directors requiring them to call and hold a general meeting within four months, subject to certain exceptions. No business, other than the election of a chair of the meeting and the adjournment of the meeting, may be transacted at any meeting of shareholders unless a quorum of shareholders entitled to vote is present at the commencement of the meeting, but such quorum need not be present throughout the meeting.

The OBCA permits the holders of not less than 5% of the issued shares that carry the right to vote at a meeting sought to be held to require the directors to call and hold a meeting of shareholders of a corporation for the purposes stated in the requisition. If the directors do not call a meeting within 21 days on receiving the requisition, any shareholder who signed the requisition may call the meeting.

### *Place of Meetings*

Under the BCBCA, meetings of Shareholders may be held in the Province of British Columbia or at a location outside of British Columbia if that location is approved by resolution of the directors or in writing by the British Columbia Registrar of Companies before the meeting is held.

The OBCA provides that meetings of shareholders may be held at a place either inside or outside Ontario, as the directors may determine appropriate, subject to the articles, by-laws and any unanimous shareholders' agreement of the Company.

### *Directors*

Both the BCBCA and OBCA provide that a public corporation must have a minimum of three directors. Each director's term of office expires immediately before the election or appointment of directors at the annual general meeting or when he or she ceases to hold office under the BCBCA. The Company may remove any director before the expiration of his or her term of office by special resolution of Shareholders and may elect by ordinary resolution of Shareholders a director to fill the resulting vacancy. Additionally,



neither the BCBCA nor the OBCA provide any Canadian or provincial residency requirements for directors.

#### Capital Structure

Currently, the Company's authorized capital consists of an unlimited number of Shares. If the Shareholders approve the Continuance, the Company will continue to have authorized capital of an unlimited number of Shares.

As an OBCA corporation, the Company's charter documents consist of the Articles and the existing by-laws and any amendments thereto to date. On completion of the Continuance, the Company will cease to be governed by the OBCA and will thereafter be deemed to have been formed under the BCBCA. There are some differences in shareholder rights under the BCBCA and OBCA and under the charter documents proposed to be adopted by the Company upon the Continuance.

#### Rights of Dissent in Respect of Continuance

Under the provisions of Section 185 of the OBCA, a registered Shareholder is entitled to send a written objection to the Continuance Resolution. In addition to any other right a Shareholder may have, when the action authorized by the Continuance Resolution becomes effective, a registered Shareholder who complies with the dissent procedure under Section 185 of the OBCA is entitled to be paid the fair value of his or her Shares in respect of which he or she dissents, determined as at the close of business on the day before the Continuance Resolution is adopted.

Persons who are beneficial owners of Shares registered in the name of a broker, custodian, nominee, other intermediary or in some other name who wish to dissent, should be aware that only the registered owner of such securities is entitled to dissent.

A Shareholder is not entitled to dissent if such Shareholder votes any of the Shares beneficially held by him, her or it in favour of the Continuance Resolution. The execution or exercise of a proxy does not constitute a written objection for the purposes of Section 185 of the OBCA.

A registered Shareholder who wishes to exercise the dissent right in respect of the Continuance Resolution pursuant to section 185 of the OBCA must provide a written objection to the Continuance Resolution (a "**Dissent Notice**") to the Company at:

Gold'n Future Minerals Corp.  
409 - 22 Leader Lane  
Toronto, ON M5E 0B2

The filing of a Dissent Notice does not deprive a registered Shareholder of the right to vote at the Meeting; however, a registered Shareholder who has submitted a Dissent Notice and who votes in favour of the Continuance Resolution will no longer be considered a dissenting Shareholder with respect to the Shares voted in favour of the Continuance Resolution. A vote against the Continuance Resolution or an abstention will not constitute a Dissent Notice, but a registered Shareholder need not vote its Shares against the Continuance Resolution in order to dissent.

Failure to adhere strictly to the requirements of Section 185 of the OBCA and the time frames specified therein may result in the loss or unavailability of rights under that Section.

The above is only a summary of the dissenting shareholder provisions of the OBCA, which are technical and complex. The full text of the dissent procedures provided by Section 185 of the OBCA is set out at Schedule "B" attached hereto. Shareholders who may wish to dissent should read Schedule "B" carefully and in its entirety. It is suggested that a Shareholder wishing to exercise a right to dissent should seek legal advice, as failure to comply strictly with the provisions of the OBCA may result in the loss or unavailability of the right to dissent.

The complete text of the Continuance Resolution which management intends to place before the Meeting authorizing the Continuance of the Company into the provincial jurisdiction of British Columbia is as follows:

“BE IT HEREBY RESOLVED as a special resolution of the Company that:

- (1) the Company be authorized to undertake and complete the continuance from the Province of Ontario to the Province of British Columbia, pursuant to Section 181 of the Business Corporations Act (*Ontario*) (“**OBCA**”) and Section 302 of the Business Corporations Act (British Columbia) (the “**BCBCA**”);
- (2) the Company be authorized to prepare a Continuation Application, including a form of notice of articles, respecting the proposed continuance of the Company to British Columbia and that any one director or officer be authorized to do all that is required to complete the continuance to British Columbia and any one director or officer be authorized to determine the form of such documents required in respect thereof, including any supplements or amendments thereto, including, without limitation, the documents referred to below;
- (3) the Company be authorized and directed to apply pursuant to section 181 of the OBCA to the Director appointed under the OBCA for his authorization to permit the Continuance;
- (4) The Company apply to the Registrar of Companies of British Columbia (the “**BC Registrar**”) to permit such continuance in accordance with section 302 of the BCBCA.
- (5) subject to the issuance by the BC Registrar of a Certificate of Continuation and without affecting the validity of the Company and the existence of the Company by or under its new articles and by-laws and any act done thereunder, effective upon issuance of the Certificate of Continuation, the Company adopt the notice of articles attached to the Continuation Application and the articles in the form approved by the directors of the Company pursuant to the BCBCA, in substitution for the existing articles and by-laws of the Company pursuant to the OBCA, and all amendments reflected therein, are approved and adopted;
- (6) legal counsel licensed to practice in the Province of British Columbia, as selected by any director or officer or the Company, be appointed as the Company’s agent to electronically file the Continuation Application with the BC Registrar and to apply to the Federal Registrar for authorization permitting the continuance and to request a Certificate of Discontinuation under the OBCA;
- (7) effective on the date of the Continuance, the Company adopt the notice of articles, authorizing an unlimited number of Shares, without par value, and articles substantially in the form presented at the Meeting in substitution, respectively, for the existing articles and by-laws of the Company;
- (8) notwithstanding the passage of this special resolution by the Shareholders, the board of directors of the Company, in its sole discretion and without further notice to or approval of the Shareholders, may decide not to proceed with the continuance or otherwise give effect to this special resolution, at any time prior to the continuance becoming effective; and
- (9) any one officer or director of the Company is authorized, for and on behalf of the Company, to execute and deliver such documents and instruments and to take such other actions as such officer or director may determine to be necessary or advisable to implement this resolution and the matters authorized hereby including, without limitation, the execution and filing of the Continuation Application and any forms prescribed by or contemplated under the BCBCA.

The Continuance and the notice of articles shall take effect immediately on the date and time the Notice of Continuation Application and notice of articles are filed with the British Columbia Registrar of Companies. The New Articles shall have effect immediately upon completion of the Continuance.

Notwithstanding the approval of the Continuance by the Shareholders, the Directors may abandon the Continuance without further approval from the Shareholders. If the Continuance is abandoned, the Company's jurisdiction of incorporation will remain under the OBCA and the Continuance will not be completed.

For the Continuance to be approved, the Continuance Resolution must be passed by at least a two-thirds (2/3) majority of the votes cast with respect to the Continuance Resolution by the Shareholders of the Company present in person or by proxy at the Meeting.

Management of the Company recommends that Shareholders vote in favor of the Continuance Resolution. Unless you give other instructions, the persons named in the enclosed form of proxy intend to vote FOR the Continuance Resolution.

## **OTHER MATTERS**

Management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice of Meeting included at the beginning of this Circular. However, if any other matters that are not known to management should properly come before the Meeting, the accompanying form of proxy confers discretionary authority upon the persons named in the proxy to vote on such matters in accordance with their best judgment.

## **APPROVAL OF THE BOARD OF DIRECTORS**

The Board has authorized and approved the content of this Circular has been approved and the delivery of it to each Shareholder of the Company entitled to receive it and to the appropriate regulatory agencies.

Dated at Vancouver, British Columbia as of the 5<sup>th</sup> day of July, 2024.

**ON BEHALF OF THE BOARD**

**GOLD'N FUTURES MINERAL CORP.**

***Signed: "Vicki Rosenthal"***

Vicki Rosenthal  
Chief Financial Officer, Corporate Secretary and Director

**SCHEDULE "A"**

**NEW ARTICLES OF THE CORPORATION**

**Please see attached.**

**SCHEDULE "B"**

**BUSINESS CORPORATIONS ACT (ONTARIO) – SECTION 185**

**Please see attached.**

**SCHEDULE "C"**

**AUDIT COMMITTEE CHARTER**

**Please see attached.**

## AUDIT COMMITTEE CHARTER

The Audit Committee's mandate and charter can be described as follows:

1. Each member of the Audit Committee shall be a member of the Board of Directors, in good standing, and the majority of the members of the audit committee shall be independent in order to serve on this committee.
2. At least **one** of the members of the Audit Committee shall be **financially literate**.
3. Review the Audit Committee's charter annually, reassess the adequacy of this charter, and recommend any proposed changes to the Board of Directors. Consider changes that are necessary as a result of new laws or regulations.
4. The Audit Committee shall meet at least four times per year, and each time the Company proposes to issue a press release with its quarterly or annual earnings information. These meetings may be combined with regularly scheduled meetings, or more frequently as circumstances may require. The Audit Committee may ask members of management or others to attend the meetings and provide pertinent information as necessary.
5. Conduct executive sessions with the outside auditors, outside counsel, and anyone else as desired by the committee.
6. The Audit Committee shall be authorized to hire outside counsel or other consultants as necessary (this may take place any time during the year).
7. Appoint the independent auditors to be engaged by the Company, establish the audit fees of the independent auditors, pre-approve any non-audit services provided by the independent auditors, including tax services, before the services are rendered. Review and evaluate the performance of the independent auditors and review the full board of directors any proposed discharge of the independent auditors.
8. Review with management the policies and procedures with respect to officers' expense accounts and perquisites, including their use of corporate assets, and consider the results of any review of these areas by the independent auditor.
9. Consider, with management, the rationale for employing audit firms rather than the principal independent auditors.
10. Review with management and the independent auditors, all significant risks or exposures facing the Company; assess the steps the Management has taken or proposes to take to minimize such risks to the Company; and periodically review compliance with such steps.
11. Review with the independent auditor, the audit scope and plan of the independent auditors. Address the coordination of the audit efforts to assure the completeness of coverage, reduction of redundant efforts, and the effective use of audit resources.
12. Inquire regarding the "quality of earnings" of the Company from a subjective as well as an objective standpoint.
13. Review with the independent accountants: (a) the adequacy of the Company's internal controls including computerized information systems controls and security; and (b) any related significant findings and recommendations of the independent auditors together with management's responses thereto.
14. Review with management and the independent auditor the effect of any regulatory and accounting initiatives, as well as off-balance-sheet structures, if any.



15. Review with management and the independent auditors, the interim annual financial report before it is filed with the regulatory authorities.
16. Review with each public accounting firm that performs an audit: (a) all critical accounting policies and practices used by the Company; and (b) all alternative treatments of financial information within generally accepted accounting principles that have been discussed with management of the Company, the ramifications of each alternative and the treatment preferred by the Company.
17. Review all material written communications between the independent auditors and management, such as any management letter or schedule of unadjusted differences.
18. Review with management and the independent auditors: (a) the Company's annual financial statements and related footnotes; (b) the independent auditors' audit of the financial statements and their report thereon; (c) the independent auditor's judgments about the quality, not just the acceptability, of the Company's accounting principles as applied in its financial reporting; (d) any significant changes required in the independent auditors' audit plan; and (e) any serious difficulties or disputes with management encountered during the audit.
19. Periodically review the Company's code of conduct to ensure that it is adequate and up-to-date.
20. Review the procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters that may be submitted by any party internal or external to the organization. Review any complaints that might have been received, current status, and resolution if one has been reached.
21. Review procedures for the confidential, anonymous submission by employees of the organization of concerns regarding questionable accounting or auditing matters. Review any submissions that have been received, the current status, and resolution if one has been reached.
22. The Audit Committee will perform such other functions as assigned by law, the Company's charter or bylaws, or the board of directors.
23. The Audit Committee will evaluate the independent auditors.