



MANAGEMENT INFORMATION CIRCULAR AS AT FEBRUARY 23, 2023

This Management Information Circular (“Information Circular”) is furnished in connection with the solicitation of proxies by management of Highlander Silver Corp. for use at the annual general meeting (the “Meeting”) of the shareholders of Highlander Silver Corp. (the “Shareholders”) to be held on March 31, 2023 and any adjournment or postponement thereof, for the purposes set forth in the attached Notice of Annual General Meeting. Except where otherwise indicated, the information contained herein is stated as of February 23, 2023.

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

GENERAL PROXY INFORMATION

Solicitation of Proxies

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

Appointment and Revocation of Proxies

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

If you are a Registered Shareholder you may wish to vote by proxy whether or not you are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed Proxy and returning it to the Company’s transfer agent, National Securities Administrators Ltd. (“NSA”), in accordance with the instructions on the Proxy. Alternatively, Registered Shareholders may vote their shares via the internet or by telephone as per the instructions provided on the Proxy.

In all cases you should ensure that the Proxy is received at least two business days before the Meeting or the adjournment or postponement thereof at which the Proxy is to be used.

Every Proxy may be revoked by an instrument in writing:

- (i) executed by the Shareholder or by his/her attorney authorized in writing or, where the Shareholder is a company, by a duly

authorized officer or attorney of the company; and

- (ii) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof,

or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see “Voting by Non-Registered Shareholders” below for further information on how to vote your Common Shares.

Exercise of Discretion by Proxyholder

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

- (a) each matter or group of matters identified therein for which a choice is not specified;
- (b) any amendment to or variation of any matter identified therein;
- (c) any other matter that properly comes before the Meeting; and
- (d) exercise of discretion of the Proxyholder.

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

Voting by Non-Registered Shareholders

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

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

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

If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from NSA or Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Company. However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent by NSA or Broadridge will name the same persons as the Company’s proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who**

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

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

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

No person or company has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors, the appointment of auditors or the approval of the stock option plan. For the purpose of this paragraph, “person” shall include each of the following persons or companies: (a) if the solicitation is made by or on behalf of management of the Company, each person who has been a director, senior officer or insider of the Company at any time since the beginning of the Company’s last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, each person or company by whom, or on whose behalf, directly or indirectly, the solicitation is made; (c) each proposed nominee for election as a director of the Company; and (d) each associate or affiliate of any of the persons or companies included in (a) to (c).

RECORD DATE AND QUORUM

The board of directors of the Company (the “**Board**”) has fixed the record date for the Meeting as the close of business on February 23, 2023 (the “**Record Date**”). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee’s name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Articles of the Company, the quorum for the transaction of business at a meeting of Shareholders is one or more persons, present in person or by proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company’s authorized capital consists of an unlimited number of Common Shares without par value. On the Record Date there were 60,845,867 Common Shares issued and outstanding, with each Common Share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by proxy at the Meeting or any adjournment or postponement thereof.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, the Shareholders who beneficially own, or exercise control or direction over, directly or indirectly, Common Shares carrying 10% or more of the votes attached to Common Shares are:

Name	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly ⁽¹⁾	Approximate Percentage of Total Outstanding Common Shares of the Company
Philip Wells Anderson	11,518,176	19.0%
Daniel Earle	10,000,004	16.5%
Richard William Warke	10,000,000	16.5%

Note:

(1) The above information was derived from the shareholder list maintained by the Company’s registrar and transfer agent, or from insider and beneficial ownership reports available at www.sedi.com and www.sedar.com.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Company's directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and discussed below.

Presentation of Financial Statements

The audited consolidated financial statements of the Company for period ended September 30, 2022, together with the auditor's report thereon, will be placed before the Meeting. The Company's financial statements are available on the System of Electronic Document Analysis and Retrieval (SEDAR) website at www.sedar.com.

Election of Directors

The Company proposes to fix the number of directors of the Company at four and to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his or her successor is elected or appointed, unless his or her office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of the director nominees; their positions and offices in the Company; their principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares that each beneficially owns or over which control or direction is exercised, directly or indirectly.

Name, Residence and Present Position within the Company	Director Since	Number of Shares Beneficially Owned, or Over Which Control or Direction is Exercised, Directly or Indirectly ⁽¹⁾	Principal Occupation ⁽¹⁾
David Fincham ⁽²⁾ Bogota, Colombia <i>President, CEO, and Director</i>	Sept. 19, 2022	100,000	President, CEO and a director of the Company. 2015 - 2019 Regional Head of Discovery Americas, January 2020 – January 2021 Regional Head of Discovery Africa, Europe and Australasia with Anglo American plc. January 2021 – September 2022 Independent Geologist.
Fabian Baker ⁽²⁾ St Clement, Jersey <i>Director</i>	Aug. 12, 2021	1,033,333	Professional Geologist. CEO of ASX-listed Kingsrose Mining Ltd. Director of CAPPEX Minerals Ventures Inc. from August 5, 2020 until the close of its reverse takeover transaction with the Company on August 12, 2021. Founder and CEO of Tethyan Resource Corp. until its acquisition by Adriatic Metals plc in October 2020.
Philip Anderson ⁽²⁾ Lima, Peru <i>Director</i>	Aug. 12, 2021	11,518,176	Founder and President of CAPPEX Minerals Ventures Inc. from September 2017 to close of its reverse takeover transaction with the Company on August 12, 2021.
Graeme Lyall Santiago Chile <i>Director</i>	February 17, 2023	Nil	August 2012 – July 2019 Regional New Opportunities Principal Geologist with Barrick Gold. August 2019 – present, independent consultant providing specialist services in Mineral Resources and Exploration.

Notes:

- (1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above have held the principal occupation or employment indicated for at least the five preceding years.
- (2) Member of the audit committee of the Company.

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

- (a) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued while that person was acting in that capacity;
- (b) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days, that was issued after the proposed director ceased to act in that capacity, and which resulted from an event that occurred while that person was acting in that capacity; or
- (c) while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company is, or has been, within the 10 years prior to the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

No proposed director of the Company has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

The Company recommends that Davidson & Company LLP, Chartered Professional Accountants (“**Davidson**”) of #1200 - 609 Granville Street, Vancouver, British Columbia, be appointed as auditor of the Company for the ensuing year until the next annual meeting of Shareholders. Davidson was appointed as auditors of the Company on March 31, 2022.

Approval of Stock Option Plan

At the Meeting, Shareholders of the Company will be asked to approve the continuation of the Company’s stock option plan (the “**Plan**”). The purpose of the Plan is to provide the Company with a Common Share-related mechanism to attract, retain and motivate directors, employees and consultants, to reward such of those persons by the grant of options under the Plan by the Board from time to time for their contributions toward the long term goals of the Company and to enable and encourage such persons to acquire Shares as long term investments.

The following summary of the Plan does not purport to be complete and is qualified in its entirety by reference to the Plan.

Eligible Participants. Options may be granted under the Plan to directors, senior officers and Management Company Employees (defined below) of the Company, (collectively, the “**Directors**”), employees of the Company (the “**Employees**”) or consultants of the Company (collectively, the “**Consultants**”). Management Company Employee means an individual employed by a company providing management services to the Company, which are required for the ongoing successful operation of the business enterprise of the Company, but excluding a person engaged in investor relations activities. The Board, in its discretion, determines which of the Directors, Employees or Consultants will be awarded options under the Plan.

Number of Shares Reserved. The number of Common Shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding Common Shares at the date of granting of options (including all Common Shares presently reserved for issuance pursuant to previously granted stock options). Options that are exercised, cancelled or expired prior to exercise continue to be issuable under the Plan.

Exercise Price. The exercise price of any stock options granted under the Option Plan shall be determined by the Board, but may not be less than the greater of the closing market price of the Common Shares on (a) the trading day prior to the date of grant

of the stock options; and (b) the date of grant of the stock options, pursuant to the policies of the Canadian Securities Exchange.

Termination. Any options granted pursuant to the Plan will terminate upon the earliest of:

- (a) the end of the term of the option;
- (b) on the date the holder ceases to be eligible to hold the option (the “**Cessation Date**”), if the Cessation Date is as a result of dismissal for cause or regulatory sanction;
- (c) one year from the date of death for a Director or Employee, or 30 days from the date of death for a Consultant or Employee performing investor relations activities, if the Cessation Date is as a result of death;
- (d) on such other date as fixed by the Board, provided that the date is no more than 30 days from the Cessation Date, if the Cessation Date is as a result of a reason other than death or cause.

Shareholders will be asked at the Meeting to approve, with or without variation, the following ordinary resolution:

“BE IT RESOLVED as an ordinary resolution THAT:

- (a) the Company’s stock option plan be approved, and that in connection therewith a maximum of 10% of the Company’s issued and outstanding Common Shares at the time of each grant be approved for granting as options;
- (b) the Board of the Company be authorized in its absolute discretion to administer the stock option plan and amend or modify the stock option plan in accordance with its terms and conditions and with the policies of the Canadian Securities Exchange; and
- (c) any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution.”

A copy of the Plan is available at the records office of the Company at Suite 1200 – 750 West Pender Street, Vancouver, British Columbia, Canada until the business day immediately preceding the date of the Meeting.

OTHER BUSINESS

As of the date of this Information Circular, management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

EXECUTIVE COMPENSATION

For the purposes set out below a “**Named Executive Officer**” or “**NEO**” means:

- (a) each individual who, during any part of the Company’s most recently completed financial year, served as the Company’s chief executive officer (“**CEO**”), including an individual performing functions similar to a chief executive officer;
- (b) each individual who, during any part of the Company’s most recently completed financial year, served as the Company’s chief financial officer (“**CFO**”), including an individual performing functions similar to a chief financial officer;
- (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) above, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) above but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

As at September 30, 2022, the end of the most recently completed financial year of the Company, the Company had two NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

A NEO or director of the Company is not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly by the NEO or director.

Director and Named Executive Officer Compensation

The following table is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director, for services provided and for services to be provided, directly or indirectly to the Company or a subsidiary of the Company, for each of the Company's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	Year Ended September 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
David Fincham ⁽¹⁾ <i>President, CEO and Director</i>	2022	\$18,333	Nil	Nil	Nil	Nil	\$18,333
	2021	N/A	N/A	N/A	N/A	N/A	N/A
Stephen Brohman <i>CFO and Corporate Secretary</i>	2022	\$92,770	Nil	Nil	Nil	Nil	\$92,770
	2021	\$18,000	Nil	Nil	Nil	Nil	\$18,000
Fabian Baker ⁽²⁾ <i>Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Philip Anderson ⁽³⁾ <i>Director</i>	2022	\$95,717	Nil	Nil	Nil	Nil	Nil
	2021	\$35,959	Nil	Nil	Nil	Nil	\$35,959
Ronald Stewart ⁽⁴⁾ <i>Former CEO, President, and Director</i>	2022	\$89,500	Nil	Nil	Nil	Nil	Nil
	2021	\$10,000	Nil	Nil	Nil	Nil	\$10,000
Hannah Jin ⁽⁵⁾ <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	\$3,000	Nil	Nil	Nil	Nil	\$3,000
Nate Brewer ⁽⁶⁾ <i>Former Director</i>	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil
Paul Teniere ⁽⁷⁾ <i>Former CEO, former President and former Director</i>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	\$41,650	Nil	Nil	Nil	Nil	\$41,650
Patrick O'Flaherty ⁽⁸⁾ <i>Former Director</i>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	\$6,000	Nil	Nil	Nil	Nil	\$6,000
Wayne Soo ⁽⁹⁾ <i>Former Director</i>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	\$44,000	Nil	Nil	Nil	Nil	\$44,000
Carl Chow ⁽¹⁰⁾ <i>Former Director</i>	2022	N/A	N/A	N/A	N/A	N/A	N/A
	2021	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

1. Mr. Fincham was appointed as the President and CEO of the Company on September 1, 2022, and was appointed as a director of the Company on September 19, 2022.
2. Mr. Baker was appointed as a director of the Company on August 12, 2021.
3. Mr. Anderson was appointed as a director of the Company on August 12, 2021.
4. Mr. Stewart was appointed as the CEO of the Company on August 12, 2021, and was appointed as the President and a director of the Company on September 2, 2021. Mr. Stewart resigned as CEO and President on May 12, 2022 and resigned as a director on June 30, 2022.
5. Ms. Jin was appointed as a director of the Company on February 5, 2021. Ms. Jin resigned as a director on August 23, 2022.
6. Mr. Brewer was appointed as a director of the Company on August 12, 2021. Mr. Brewer will resign as a director on February 28, 2023.
7. Mr. Teniere served as the CEO from June 30, 2020 to August 12, 2021, a director of the Company from July 23, 2021 to August 12, 2021 and the President of the Company from August 12, 2021 to September 2, 2021.
8. Mr. O'Flaherty served as a director of the Company from January 21, 2019 to September 2, 2021.
9. Mr. Soo served as a director of the Company from October 10, 2018 to August 12, 2021.
10. Mr. Chow served as a director of the Company from April 5, 2018 to February 5, 2021.

Stock Options and Other Compensation Securities

The following table provides information on all compensation securities granted or issued to each director and NEO by the Company or one of its subsidiaries in the Company's most recently completed financial year ended September 30, 2022 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Stephen Brohman⁽¹⁾ <i>CFO and Corporate Secretary</i>	Options	170,000	Nov. 3, 2021	\$0.30	\$0.23	\$0.17	Nov. 3, 2026
Fabian Baker⁽²⁾ <i>Director</i>	Options	350,000	Nov. 3, 2021	\$0.30	\$0.23	\$0.17	Nov. 3, 2026
Philip Anderson⁽³⁾ <i>Director</i>	Options	325,000	Nov. 3, 2021	\$0.30	\$0.23	\$0.17	Nov. 3, 2026
Ronald Stewart⁽⁴⁾ <i>Former President, CEO and Director</i>	Option	500,000	Nov. 3, 2021	\$0.30	\$0.23	\$0.17	Nov. 3, 2026
Nate Brewer⁽⁵⁾ <i>Director</i>	Options	350,000	Nov. 3, 2021	\$0.30	\$0.23	\$0.17	Nov. 3, 2026
Hanna Jin⁽⁶⁾ <i>Former Director</i>	Options	325,000	Nov. 3, 2021	\$0.30	\$0.23	\$0.17	Nov. 3, 2026

Notes:

1. As at the Company's most recently completed financial year ended September 30, 2022, Mr. Brohman held options to acquire 30,000 Common Shares exercisable at a price of \$0.27 per share until August 10, 2025 and 170,000 Common Shares exercisable at a price of \$0.30 until November 3, 2026, which are subject to the following vesting provisions: 25% immediately on the date of grant, and 25% every 6 months thereafter.
2. As at the Company's most recently completed financial year ended September 30, 2022, Mr. Baker held options to acquire 350,000 Common Shares exercisable at a price of \$0.30 per share until November 3, 2026, which are subject to the following vesting provisions: 25% immediately on the date of grant, and 25% every 6 months thereafter.
3. As at the Company's most recently completed financial year ended September 30, 2022, Mr. Anderson held options to acquire 325,000 Common Shares exercisable at a price of \$0.30 per share until November 3, 2026, which are subject to the following vesting provisions: 25% immediately on the date of grant, and 25% every 6 months thereafter.
4. As at the Company's most recently completed financial year ended September 30, 2022, all of Mr. Stewart's granted options have expired.
5. As at the Company's most recently completed financial year ended September 30, 2022, Mr. Brewer held options to acquire 350,000 Common Shares exercisable at a price of \$0.30 per share until November 3, 2026, which are subject to the following vesting provisions: 25% immediately on the date of grant, and 25% every 6 months thereafter.
6. As at the Company's most recently completed financial year ended September 30, 2022, Ms. Jin held options to acquire 25,000 Common Shares exercisable at a price of \$0.18 per share until March 1, 2025 and 325,000 Common Shares exercisable at a price of \$0.30 per share until November 3, 2026, which are subject to the following vesting provisions: 25% immediately on the date of grant, and 25% every 6 months thereafter.

thereafter. Ms. Jin resigned as a director of the Company on August 23, 2022 and all of Ms. Jin's granted options expired on November 23, 2022.

The following table provides information on all compensation securities exercised by a director and NEO by the Company during the Company's most recently completed financial year ended September 30, 2022:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Paul Teniere <i>Former President, CEO and Director</i>	Options	50,000	\$0.215	Nov. 23, 2021	\$0.245	\$0.03	\$1,500

Stock option plans and other incentive plans

See "Approval of Stock Option Plan" above for the material terms of the Company's Plan. The Plan was last approved by the Shareholders at the annual general and special meeting of the Shareholders held on March 31, 2022, and will be placed before the Meeting for Shareholder approval.

Employment, consulting and management agreements

Other than as set out below, the Company does not have any agreement or arrangement under which compensation was provided during the Company's most recently completed financial year or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or NEO, or performed by any other party but are services typically provided by a director or a NEO.

The Company entered into a services agreement (the "**DBM Agreement**") with Donaldson Brohman Martin, CPA, Inc. ("**DBA**") dated April 29, 2020, which was amended and restated on October 1, 2021, pursuant to which DBA agreed to provide certain CFO consulting services to the Company for a monthly fee of \$5,000 to \$7,000 per month. The DBM Agreement can be terminated by three month's written notice to the other party. The Company may terminate the DBM Agreement prior to the three month notice by paying DBM an amount of \$5,000 per month, calculated on a pro-rata basis.

The Company entered into a corporate management agreement (the "**Partum Agreement**") dated July 1, 2020 with Partum Advisory Services Corp. ("**Partum**") which was replaced by an agreement dated March 25, 2021, whereby Partum agreed to provide corporate administrative and accounting services to the Company in consideration for a monthly fee of \$5,000 plus applicable taxes. The Partum Agreement was terminated effective October 31, 2021.

The Company entered into a management consulting agreement (the "**Stewart Agreement**") dated November 30, 2021 with Ronald Stewart (the "**Consultant**"), pursuant to which the Consultant agreed to provide the services of a President and Chief Executive Officer of the Company in consideration for a monthly fee of \$10,000 plus applicable taxes, and reimbursement of reasonable expenses, effective as of August 12, 2021. The Stewart Agreement provides for a lump sum payment equivalent to 12 months' of consulting fees in the event of a change of control. The Stewart Agreement can be terminated by the Consultant on 90 days' written notice and by the Company on 30 days' written notice. It can also be terminated by the Company for cause without prior notice. Mr. Stewart resigned as the President and Chief Executive Officer on May 12, 2022, terminating the Stewart Agreement.

Oversight and Description of Director and Named Executive Officer 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:

- (a) to support our overall business strategy and objectives;
- (b) to provide market competitive compensation that is substantially performance-based;
- (c) to provide incentives that encourage superior corporate performance and retention of highly skilled and talented employees; and
- (d) to align executive compensation with corporate performance and therefore Shareholders' interests.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as at the end of the Company's most recently completed financial year with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by Shareholders (Stock Option Plan)	2,125,000	\$0.27	3,949,586
Equity compensation plans not approved by Shareholders	-	-	-
Total:	2,125,000	\$0.27	3,949,586

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Since the beginning of the Company's most recently completed financial year, none of the directors, executive officers, employees, proposed nominees for election as directors or their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, have been indebted to the Company.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company or any associate or affiliate of any informed person or proposed director has had any interest in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

MANAGEMENT CONTRACTS

Management functions of the Company or any of its subsidiaries are not to any substantial degree performed by anyone other than the directors or executive officers of the Company or its subsidiary.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders, and takes into account the role of the individual members of management who are appointed by the Board and charged with the day to day management of the Company. The Canadian Securities Administrators (“CSA”) have adopted National Policy 58-201 Corporate Governance Guidelines, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA has implemented National Instrument 58-101 Disclosure of Corporate Governance Practices (“NI 58-101”), which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The Board currently consists of five members, David Fincham, Fabian Baker, Philip Anderson, Nate Brewer, and Graeme Lyall. The Board has concluded that four directors, Fabian Baker, Philip Anderson, Nate Brewer, and Graeme Lyall are “independent” for purposes of membership on the Board, as provided in NI 58-101. David Fincham, President and CEO, is not “independent” for the purposes of membership on the Board, as provided in NI 58-101.

The independent directors do not hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. The Board facilitates open and candid discussion among its independent directors through collective communication among its directors and management.

Other Directorships

The following table sets forth the directors of the Company who are directors of other reporting issuers:

Name	Name of other reporting issuer
David Fincham	None
Fabian Baker	Kingrose Mining Ltd.
Philip Anderson	None
Nate Brewer	Western Alaska Minerals Corp.
Graeme Lyall	None

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 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.

AUDIT COMMITTEE

Audit Committee Disclosure

Pursuant to Section 224(1) of the *Business Corporations Act* (British Columbia) and National Instrument 52-110 of the Canadian Securities Administrators ("NI 52-110") the Company is required to have an audit committee (the "**Committee**") comprising not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

The primary function of the Committee is to assist the Board in fulfilling its financial oversight responsibilities by: (i) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (ii) reviewing the systems for internal corporate controls which have been established by the Board and management; and (iii) overseeing the Company's financial reporting processes generally. In meeting these responsibilities, the Committee monitors the financial reporting process and internal control system; reviews and appraises the work of external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Committee is also mandated to review and approve all material related party transactions.

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board a copy of which is annexed hereto as Schedule "A".

Composition of the Audit Committee

The Committee comprises of the following members: Fabian Baker, Philip Anderson and David Fincham. Fabian Baker Philip Anderson are considered to be independent. David Fincham is considered non-independent under NI 52-110, as he is the President and the CEO of the Company. In addition, each member of the Committee is considered to be financially literate as defined by NI 52-110 in that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee are elected by the Board at its first meeting following the annual Shareholders' meeting. Unless a chair is elected by the full Board, the members of the Committee designate a chair by a majority vote of the full Committee membership.

Relevant Education and Experience

Fabian Baker - Mr. Baker is a Professional Geologist and currently the CEO of ASX-listed Kingsrose Mining Ltd. Mr. Baker was the founder and CEO of Tethyan Resource Corp., a mineral exploration company that was listed on the TSX Venture Exchange. Under his leadership, Tethyan identified and negotiated the acquisition of significant gold, copper, and base metal exploration assets in Serbia. In October 2020, Tethyan was acquired by ASX and LSE-listed mining company Adriatic Metals plc. Prior to Tethyan, Mr. Baker was Chief Geologist at Lydian International where he played a key role in the growth and advancement of the 5 million-ounce Amulsar gold deposit to completion of a feasibility study.

Philip Anderson – Mr. Anderson is an exploration geologist with 40 years in exploration and mining in 13 countries including 25 years in Latin America serving as VP Exploration for Canadian Shield Resources and founder of two private Peruvian exploration companies. Founder of CAPPEX, financing the acquisition and initial exploration of Alta Victoria. Early work by Philip lead to the discovery of the Pallancata mine.

David Fincham – Mr. Fincham is an economic geologist with over 25 years experience across 5 continents. He has deep knowledge of Andean geology having spent 19 years working in Peru, Bolivia, Argentina, Ecuador, Colombia and Chile with Apex Silver and Anglo American plc. where he was Regional Head of Discovery, Americas. His experience spans all project stages from generative programs through to feasibility studies, in both greenfields and brownfields environments. Mr. Fincham has led successful exploration programs across a wide range of base and precious metal deposit styles, and has spearheaded negotiations for exploration agreements with junior and major companies. He holds a BSc (Hons) in Geology and an MSc in International Business.

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 Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company’s most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 (De Minimis Non-Audit Services), subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), subsection 6.1.1(5) (Events Outside Control of Member), subsection 6.1.1(6) (Death, Incapacity or Resignation), or under Part 8 (Exemption) of NI 52-110.

Pre-approval Policies and Procedures

The Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Committee, on a case-by-case basis.

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 or 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 fees paid by the Company to its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
2022	\$47,500	\$5,850	\$23,950	Nil
2021	\$17,517	\$3,800	1,900	Nil

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR website at www.sedar.com. Financial information is provided in the Company's comparative annual financial statements and management's discussion and analysis for its most recently completed financial year, and available online at www.sedar.com. Shareholders may request additional copies by mail to #605 - 130 Brew Street, Port Moody, BC, V3H 0E3 or email to info@highlandersilver.com.

DIRECTORS' APPROVAL

The contents and the sending of the Notice of Meeting and this Information Circular have been approved by the Board.

ON BEHALF OF THE BOARD OF DIRECTORS

"David Fincham"

David Fincham

President and Chief Executive Officer

Schedule "A"

Charter of the Audit Committee of the Board of Directors of Highlander Silver Corp. (the "Company")

AUDIT COMMITTEE CHARTER

PURPOSE

The overall purpose of the Audit Committee (the "**Committee**") of **Highlander Silver Corp.** (formerly Lido Minerals Ltd. Corp.) (the "**Company**") is to ensure that the Company's management has designed and implemented an effective system of internal financial controls to review and report on the integrity of the financial statements and related financial disclosure of the Company and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Committee, the external audit will be conducted independently of the Company's Management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of Management of the Company. The Committee will act as a liaison to provide better communication between the Board and the external auditors. The Committee will monitor the independence and performance of the Company's independent auditors.

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the "**Board**").
2. At least two (2) members of the Committee shall be independent and the Committee shall endeavour to appoint a majority of independent directors to the Committee who, in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may, at any time, remove or replace any member of the Committee and may fill any vacancy in the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee, present in person, by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company, to the Company's external auditors and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - (a) The Committee shall meet at least four times annually at such times and at such locations as may be requested by the

chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;

- (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

9. The overall duties and responsibilities of the Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly financial statements and related financial disclosure;
 - (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) to review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review and/ or discuss with the external auditors, upon completion of their audit:
 - (i) the non-audit services provided by the external auditors;
 - (ii) the quality and not just the acceptability of the Company's accounting principles; and
 - (iii) the implementation of structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
11. duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or

internal controls of the Company; and

- (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.

12. The Committee is also charged with the responsibility to:

- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
- (b) review and approve the financial sections of:
 - (i) the annual report to Shareholders;
 - (ii) the annual information form, if required;
 - (iii) annual and interim MD&A;
 - (iv) prospectuses;
 - (v) news releases discussing financial results of the Company; and
 - (vi) other public reports of a financial nature requiring approval by the Board,
 - (vii) and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's financial statements and other required disclosure documents and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the financial statements;
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board of Directors following each annual general meeting of shareholders.

13. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditors.