

CORCEL EXPLORATION INC.
335 - 1632 Dickson Avenue
Kelowna, BC V1Y 7T2

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of Corcel Exploration Inc. (the “**Corporation**”) will be held at Suite 1500, 1055 West Georgia Street, Vancouver, British Columbia, Canada on October 17, 2023 at 11:00 a.m. Pacific Time.

The Meeting is being held for the following purposes:

1. to receive the audited financial statements of the Corporation for the periods ended June 30, 2022, and June 30, 2023 together with the auditor’s report thereon and related management’s discussion and analysis;
2. to elect the directors to serve until the next annual general meeting of the shareholders of the Corporation or until their successors are duly elected or appointed;
3. to consider and, if thought appropriate, to pass an ordinary resolution to appoint Clearhouse LLP, Chartered Professional Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to ratify and approve the continuation of the Corporation’s Stock Option Plan (the “**Option Plan**”), for a period of three years, as such Option Plan is more particularly described in the accompanying management information circular (the “**Circular**”); and
5. to transact such other business, including amendments to the foregoing, as may properly come before the Meeting or any adjournment or adjournments thereof.

The Meeting will also consider any permitted amendment to or variation of any matter identified in this Notice, and transact such other business as may properly come before the Meeting or any adjournment thereof. An Information Circular accompanies this Notice and contains details of the matters to be considered at the Meeting.

A copy of the audited financial statements of the Corporation for the period ended June 30, 2022, and June 30, 2023 report of the auditor and related management’s discussion and analysis will be made available at the Meeting, and copies are available on SEDAR at www.sedarplus.ca.

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

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

DATED at Vancouver, this 11th day of September 2023.

BY ORDER OF THE BOARD

“Stephen Dunn”

Stephen Dunn
Chief Executive Officer

Corcel Exploration Inc.
335 - 1632 Dickson Avenue
Kelowna, BC V1Y 7T2

MANAGEMENT PROXY CIRCULAR
as at September 11, 2023 *except as otherwise indicated*

This Management Proxy Circular (“Circular”) is furnished in connection with the solicitation of proxies by the management of Corcel Exploration Inc. (the “Corporation”) for use at the annual general meeting (the “Meeting”) of its shareholders to be held on October 17, 2023 at the time and place and for the purposes set forth in the accompanying notice of the Meeting.

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

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 and officers of the Corporation. The Corporation will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial owners of the Common Shares held of record by those intermediaries and we may reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

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

Voting by Proxyholder

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

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

In respect of a matter for which a choice is not specified in the Proxy, the management appointee acting as a proxyholder will vote in favour of each matter identified on the Proxy and, if applicable, for the nominees of management for directors and auditors as identified in the Proxy.

Registered Shareholders

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

- (a) By Email to proxy@odysseytrust.com; or
- (b) By mail or personal delivery to Odyssey Trust Company, Attn: Proxy Department, Suite 702, 67 Yonge St., Toronto, ON M5E 1J8; or
- (c) By internet and follow the online voting instructions given to you. To vote your proxy online please visit: <https://login.odysseytrust.com/pxlogin> and click on VOTE. You will require the CONTROL NUMBER printed with your address to the right on your proxy form. If you vote by Internet, do not mail this proxy.

In either case you must ensure the proxy is received at least 48 hours (excluding Saturdays, Sundays and statutory holidays) before the Meeting or the adjournment thereof. Failure to complete or deposit a proxy properly may result in its invalidation. The time limit for the deposit of proxies may be waived by the Chair of the Meeting. **Please note that in order to vote your Common Shares in person at the Meeting, you must attend the Meeting and register with the Scrutineer before the Meeting. If you have already submitted a Proxy, but choose to change your method of voting and attend the Meeting to vote, then you should register with the Scrutineer before the Meeting and inform them that your previously submitted proxy is revoked and that you personally will vote your Common Shares at the Meeting.**

Beneficial Shareholders

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

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

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

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

Pursuant to National Instrument 54-101 - *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) the Corporation distributes copies of the Notice of Meeting, this Circular and the Proxy (collectively, the “**Meeting materials**”) to the depository and intermediaries for onward distribution to Beneficial Shareholders. The Corporation does not send Meeting materials directly to Beneficial Shareholders. Intermediaries are required to forward the Meeting materials to all Beneficial

Shareholders for whom they hold Common Shares unless such Beneficial Shareholders have waived the right to receive them.

These securityholder materials are being sent to both registered and non-registered (beneficial) owners of Common Shares. If you are a Beneficial Shareholder, and the Corporation or its agent sent these materials to you directly, your name, address and information about your holdings of securities were obtained in accordance with applicable securities regulatory requirements by the intermediary holding securities on your behalf. Management of the Corporation does not intend to pay for intermediaries to forward the Meeting materials to OBOs, so OBOs will not receive the Meeting materials unless their intermediary assumes the cost of delivery.

If you are a Beneficial Shareholder:

If you are a Beneficial Shareholder you should carefully follow the instructions of your broker or intermediary in order to ensure that your Common Shares are voted at the Meeting.

The proxy form supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the intermediary on how to vote your Common Shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada and in the United States. Broadridge mails a Voting Instruction Form (“**VIF**”) in lieu of the proxy provided by the Corporation. The VIF will name the same persons as are named on the Proxy to represent your Common Shares at the Meeting. You have the right to appoint a person (who need not be a Beneficial Shareholder of the Corporation), who is different from any of the persons designated in the VIF, to represent your Common Shares at the Meeting, and that person may be you. To exercise this right, insert the name of the desired representative, which may be you, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge in accordance with Broadridge’s instructions. Broadridge will then tabulate the results of all instructions received and provide appropriate instructions respecting the voting of Common Shares to be represented at the Meeting and the appointment of any Shareholder’s representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your Common Shares voted or to have an alternate representative duly appointed to attend the Meeting to vote your Common Shares.**

Revocation of Proxies

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

- (a) executing a proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the Registered Shareholder or the Registered Shareholder’s authorized attorney in writing, or, if the Registered Shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the proxy bearing a later date to Computershare, or at the address of the registered office of the Corporation at Suite 1500 - 1055 West Georgia Street, Vancouver, BC V6E 4N7 at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairman of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law, or
- (b) personally attending the Meeting and voting the Registered Shareholder’s Common Shares.

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

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The board of directors (the “**Board**”) of the Corporation has fixed September 11, 2023 as the record date (the “**Record Date**”) for determination of persons entitled to receive notice of the Meeting. Only Shareholders of record at the close of business on the Record Date who either attend the Meeting personally or complete, sign and deliver a form of proxy in the manner and subject to the provisions described above will be entitled to vote or to have their Common Shares voted at the Meeting.

The Corporation is authorized to issue an unlimited number of Common Shares, which Common Shares are listed for trading on the Canadian Securities Exchange (the “**CSE**”). As of September 11, 2023, there were 22,750,000 Common Shares issued and outstanding, each carrying the right to one vote. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

No Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Corporation, no persons or corporations beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares as at September 11, 2023.

FINANCIAL STATEMENTS

The audited consolidated financial statements of the Corporation for the financial periods ended June 30, 2022 and June 30, 2023 with the report of the auditor thereon, and the related management’s discussion and analysis will be tabled at the Meeting. These documents are also available on the Corporation’s SEDAR website at www.sedarplus.ca. Additional information relating to these documents may be obtained by the Shareholder upon request without charge by contacting the Corporation’s Chief Executive Officer at 335 - 1632 Dickson Avenue, Kelowna, BC V1Y 7T2.

VOTES NECESSARY TO PASS RESOLUTIONS

A simple majority of affirmative votes cast at the Meeting is required to pass the ordinary resolutions described herein.

If there are more nominees for election as directors or appointment of the Corporation’s auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

ELECTION OF DIRECTORS

The Board has set the number of directors of the Corporation at three. As of the date of this information circular, the current directors of the Corporation are: Oliver Friesen, Stephen Dunn and Patrick Morton.

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director’s office is vacated earlier in accordance with the provisions of the *Business Corporations Act*

(British Columbia), each director elected at the Meeting will hold office until the conclusion of the next annual general meeting of the Corporation, or if no director is then elected, until a successor is elected.

The following table sets out the names of management’s three nominees for election as director, all major offices and positions with the Corporation and any of its significant affiliates each now holds, each nominee’s principal occupation, business or employment (for the last five years for each director nominee), the period of time during which each has been a director of the Corporation and the number of Common Shares beneficially owned by each, directly or indirectly, or over which each exercised control or direction, at September 11, 2023:

Name of Nominee; Current Position with the Corporation and Province and Country of Residence	Period as a Director of the Corporation	Principal Occupations in Past Five Years⁽¹⁾	Common Shares Beneficially Owned or Controlled⁽¹⁾
Oliver Friesen⁽³⁾ Vice President of Exploration and Director London, United Kingdom	Since August 13, 2020	CEO of Golden Metal Resources plc, 2021 – present; CEO of Gold Lion Resources Inc., 2019 – 2021; Senior Geological Consultant with Ridgeline Exploration Services Inc., 2016 - present	1,000,000 Common Shares
Stephen Dunn^{(2) (3)} Director Ontario, Canada	Since July 21, 2020	Chief Executive Officer of Western Troy Capital Resources Inc., 2019 – present; President, CEO and Director of US Copper Corp., 2007 – present	750,000 Common Shares
Patrick Morton⁽³⁾ Director London, United Kingdom	Since December 1, 2020	Director of PMA Life Sciences Ltd, 2021 – present; Director of Cougar Mountain Capital Limited, 2018-present; CEO of Supreme Heights Limited, 2019; Senior Analyst, Macquarie Securities, 2014-2017	750,000 Common Shares

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 Corporation and has been furnished by the respective nominees.
2. Mr. Dunn holds the 750,000 Common Shares through 834669 Ontario Limited, a corporation controlled by Mr. Dunn.
3. Member of Audit Committee.

None of the nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the directors and senior officers of the Corporation acting solely in such capacity.

Penalties, Sanctions, Cease Trade Orders, Bankruptcies Etc.

No proposed director is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation, in respect of which this Circular is being prepared) that:

- a. was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or

- b. was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer; or
- c. while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- d. has, within the ten (10) years before the date of this 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.

Unless otherwise directed, the persons named in the enclosed Proxy intend to vote FOR the election of the nominees named herein as directors of the Corporation until the close of the next annual general meeting.

APPOINTMENT OF AUDITOR

Clearhouse LLP, Chartered Professional Accountants (“Clearhouse”), of Suite 527 – 2560 Matheson Blvd E, Mississauga, ON L4W 4Y9 will be nominated at the Meeting for re-appointment as auditor for the ensuing year.

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Clearhouse as auditor of the Corporation until the close of the next annual general meeting or until their successors are sooner appointed.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The provisions of National Instrument 52-110 – *Audit Committees* (“NI 52-110”) requires the Corporation, 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, as set forth below.

The Audit Committee’s Charter

The audit committee has a charter, a copy of which was attached as Appendix “C” to the Corporation’s final prospectus dated October 13, 2021 and filed on www.sedarplus.ca on October 14, 2021.

Composition of the Audit Committee

Pursuant to Section 6.1.1(3) of NI 52-110, a majority of the audit committee must not be executive officers, employees or control persons of the Corporation.

The following directors comprise the Audit Committee:

Name	Independence	Financial Literacy⁽¹⁾
Oliver Friesen	Non-Independent	Financially literate
Stephen Dunn	Non-Independent	Financially literate
Patrick Morton	Independent	Financially literate

Notes:

(1) Section 1.6 of NI 52-110 provides that “[A]n 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 issuer’s financial statements.”

Relevant Education and Experience

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

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

See further information for each audit committee member below.

Oliver Friesen

Oliver Friesen has spent over a decade in the mining and oil & gas sectors as a geological consultant. Mr. Friesen recently served as CEO of Gold Lion Resources Inc. (CSE:GL), a Vancouver-based junior mining company focused on gold exploration in Idaho, USA. During his time as CEO he has led multiple equity raises as well as executed on several property deals within the State. He is also a Senior Geological Consultant with Ridgeline Exploration Services Inc., out of Kelowna, B.C., where he has overseen several grassroots and advanced stage exploration projects throughout Canada and the United States. He holds a B.Sc (Hons.) degree in geology from the University of British Columbia, as well as a M.Sc. degree focused on sedimentology from Simon Fraser University. He has been actively involved in mineral exploration since 2010, primarily working in British Columbia, Newfoundland and Labrador, Alberta, Quebec, Nevada, Idaho, and the Yukon Territory.

Stephen Dunn

Stephen Dunn is currently President, CEO and Director of US Copper Corp. ("USCU"), a TSXV-listed junior exploration company. He founded USCU in 2007 and has also been a director and officer of numerous other public companies. Prior to USCU, Mr. Dunn held portfolio management, sales and trading positions at a large Canadian insurance company, a Canadian Schedule A bank, and two Canadian investment dealers. He has earned a BA in Economics and an MBA from the University of Western Ontario.

Patrick Morton

Patrick Morton has 17 years' capital markets experience primarily as an equity research analyst on top-ranked mining teams with RBC Capital Markets and Macquarie, with global coverage including precious metals, base and bulk materials. Prior to this he was involved in over \$2 billion of equity transactions and M&A advisory as an investment banking analyst with Haywood Securities. He is currently a director of Cougar Mountain Capital Limited, a UK based private investment company, and a director of PMA Life Sciences Ltd, a UK-focused investment company in the life sciences sector. He has been CEO of Supreme Heights Limited, a venture capital fund focused on the health & wellness sector. Patrick is a CFA Charterholder and holds a BComm in Finance with Distinction from McGill University.

Audit Committee Oversight

The audit committee has not made any recommendations to the Board to nominate or compensate any auditor other than Clearhouse.

Reliance on Certain Exemptions

At no time has the Corporation relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis* Non-audit Services), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

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

Pre-Approval Policies and Procedures

See the Audit Committee Charter filed on the Corporation’s SEDAR profile for specific policies and procedures for the engagement of non-audit services.

External Auditor Service Fees

The audit committee has reviewed the nature and amount of the non-audit services provided by the Corporation’s auditor, Clearhouse, to the Corporation to ensure auditor independence. Fees incurred with Clearhouse for audit and non-audit services in the last two fiscal years are outlined in the following table:

Nature of Services	Fees Paid to Auditor for the period ended June 30, 2022	Fees Paid to Auditor for the period ended June 30, 2023
Audit Fees ⁽¹⁾	\$15,750	\$16,000
Audit-Related Fees ⁽²⁾	\$1,500	\$1,600
Tax Fees ⁽³⁾	\$1,500	Nil
All Other Fees ⁽⁴⁾	\$259	\$352
Total	\$19,009	\$17,952

Notes:

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

CORPORATE GOVERNANCE

General

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

Board of Directors

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

The Board facilitates its exercise of independent judgment in carrying out its responsibilities by carefully examining issues and consulting with outside counsel and other advisors in appropriate circumstances. The

Board requires management to provide complete and accurate information with respect to the Corporation's activities and to provide relevant information concerning the mineral exploration industry in order to identify and manage risks. The Board is responsible for monitoring the Corporation's senior officers, who in turn are responsible for the maintenance of internal controls and management information systems.

The independent members of the Board is Patrick Morton. The non-independent director are Stephen Dunn (Interim Chief Executive Officer) and Oliver Friesen (Vice-President of Exploration).

Directorships

The current directors are directors of other reporting issuers as follows:

Name of Director	Name of Reporting Issuer	Exchange
Stephen Dunn	US Copper Mining Corp.	TSXV: USCU
	Li3 Lithium Corp. (formerly Western Troy Capital Resources Inc.)	TSXV: LILI

Orientation and Continuing Education

New directors participate in an informal orientation program regarding the role of the Board, the Audit Committee, and its directors, and the nature and operations of the Corporation's business. Members of the Board are encouraged to communicate with management of the Corporation, external legal counsel and auditors, and other external consultants to educate themselves about the Corporation's business, the mineral exploration industry, and applicable legal and regulatory developments.

Ethical Business Conduct

The Corporation has not adopted formal guidelines to encourage and promote a culture of ethical business conduct, but does so by nominating board members it considers ethical, by avoiding or minimizing conflicts of interest and by having at least one independent director. It is not anticipated that the Board will adopt formal guidelines in the 12 months following the date of this Circular.

Nomination of Directors

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

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. However, if there is a change in the number of directors required by the Corporation, this practice may be reviewed.

Compensation

Directors of the Corporation will be reimbursed for any out-of-pocket travel expenses incurred in order to attend meetings of the Board, committees of the Board or meetings of the Shareholders. The Corporation has not obtained directors' and officers' liability insurance or indemnification agreements for the benefit of its directors.

Other Board Committees

The Corporation does not have any committees of the Board other than the Audit Committee. When necessary, the Board will strike a special committee of independent directors to deal with matters requiring independent oversight.

Assessments

The Board monitors the adequacy of information given to directors, communication between the Board and management, and the strategic direction and processes of the Board and its committees.

No formal policy has been established to monitor the effectiveness of the directors, the Board and its committees. However, the Corporation believes that its corporate governance practices are appropriate and effective given the Corporation's developmental stage.

STATEMENT OF EXECUTIVE COMPENSATION

The following information is provided as required under *Statement of Executive Compensation – Venture Issuer*, Form 51-102F6V (the “**F6V**”), as such form is defined in National Instrument 51-102 (“**NI 51-102**”) and relates to the years ended June 30, 2022 and June 30, 2023.

References in the F6V to “**compensation securities**” includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, all share compensation units granted or issued by the Corporation for services provided or to be provided, directly or indirectly, to the Corporation.

All currency references in this section are expressed in Canadian dollars unless otherwise specified.

Named Executive Officer

In this section “Named Executive Officer” (“**NEO**”) means any individual who, during the periods ended June 30, 2022 and June 30, 2023:

- (a) the chief executive officer (“**CEO**”) (or an individual who acted in a similar capacity) of the Corporation;
- (b) the chief financial officer (“**CFO**”) (or an individual who acted in a similar capacity) of the Corporation;
- (c) each of the three other most highly compensated executive officers of the Corporation or the three most highly compensated individuals acting in a similar capacity (except those whose total salary and bonus does not exceed C\$150,000); and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer nor a director of the Corporation, nor acting in a similar capacity.

For the purposes of this section, the following are the NEOs: Keith Li (CFO and Corporate Secretary), Stephen Dunn (Interim CEO and Director), and Joel Freudman (Former President, CEO, and Director).

During the years ended June 30, 2022 and June 30, 2023, the following persons were directors of the Corporation who were not also NEOs: Oliver Friesen (Vice-President of Exploration and Director) and Patrick Morton (Director).

Director and NEO compensation, excluding compensation securities

The following table sets forth all annual and long term compensation for services paid to or earned by each of the NEOs and directors during the years ended June 30, 2022 and June 30, 2023.

Table of compensation excluding compensation securities							
Name and Principal Position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of Perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Joel Freudman ⁽¹⁾ Former CEO, President and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Keith Li ⁽²⁾ CFO and Corporate Secretary	2022	30,000	Nil	Nil	Nil	Nil	30,000
	2023	36,000	Nil	Nil	Nil	Nil	36,000
Oliver Friesen ⁽³⁾ Vice-President of Exploration and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2023	1,800	Nil	Nil	Nil	Nil	1,800
Stephen Dunn ⁽⁴⁾ Interim CEO and Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Patrick Morton ⁽⁵⁾ Director	2022	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Mr. Freudman was appointed to these positions on July 21, 2020 and resigned from these positions on July 18, 2022.
- (2) Mr. Li was appointed to these positions on May 10, 2021. The salary for Mr. Li is paid by Branson Corporate Services Ltd. ("Branson") and is attributable to the services Mr. Li provides to the Corporation pursuant to a Management Services Agreement between Branson and the Corporation.
- (3) Mr. Friesen was appointed to these positions on August 13, 2020.
- (4) Mr. Dunn was appointed as a director on July 21, 2020 and was appointed interim CEO July 18, 2022.
- (5) Mr. Morton was appointed as a director on December 1, 2020.

Stock Options and Other Compensation Securities

Stock Option Plan (Option-based Awards)

The Corporation has adopted a "rolling" stock option plan (the "Stock Option Plan"), pursuant to which the Board may from time to time, in its discretion, and in accordance with the Exchange Requirements, grant to directors, officers, employees and consultants, non-assignable and non-transferable options to purchase Common Shares, provided that the number of Common Shares reserved for issuance will not exceed 10% of the then issued and outstanding shares.

Material terms of the Plan

Eligible Optionees

To be eligible to receive a grant of options under the Plan an optionee must be an executive, or an employee, or a consultant of the Corporation providing services to the Corporation or a subsidiary at the time the option is granted.

Restrictions

The Plan is subject to the following restrictions, with capitalized terms as defined in the Plan:

- (a) The maximum number of Options granted to any one Option Holder within any 12 month period shall be 5% of the outstanding Common Shares issued, unless the Corporation has obtained disinterested shareholder approval if required under regulations, to do so;
- (b) If required under regulations to do so, the Corporation must obtain disinterested shareholder approval, in order to grant to Insiders under the Plan within a 12 month period, a number of Options which, when added to the number of outstanding Options granted to Insiders within the previous 12 months, will exceed 10% of the issued Common Shares;
- (c) The maximum number of Options which may be granted to any one Consultant within any 12 month period must not exceed 2% of the issued Common Shares;
- (d) The maximum number of Options that may be granted within any 12 month period to Employees or Consultants engaged in investor relations activities must not exceed 2% of the issued Common Shares.

Administration and Terms of the Plan

- (a) The Plan is administered by the Board or its appointed committee.
- (b) The expiry date of an Option shall be no later than the tenth anniversary of the date of grant of the Option.
- (c) Grant and expiry dates, the exercise price, the vesting schedule and the number of Common Shares which may be purchased pursuant to an Option shall be fixed by the Board or its committee appointed to grant options.
- (d) The Corporation may implement such procedures and conditions as the Board or its committee deems appropriate with respect to withholding and remitting taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law.
- (e) All options granted under the Plan expire on a date not later than 10 years after the issuance of such options. However, should the expiry date for an option fall within a trading Black-Out (as defined in the Plan, generally meaning circumstances where sensitive negotiations or other like information is not yet public), options may not be exercised during a Black-Out unless the Board or its appointed committee determines otherwise.
- (f) An Option granted to any Option Holder will continue intact during any military or sick leave or other bona fide leave of absence if the period of such leave does not exceed 90 days (or, if longer, for so long as the Option Holder's right to re-employment or re-engagement by the Corporation is guaranteed either by statute or by contract.) If the period of such leave exceeds 90 days and the Option Holder's re-employment or re-engagement is not so guaranteed, then his or her employment or engagement shall be deemed to have terminated on the 91st day of such leave.
- (g) An Option may be exercised only by the Option Holder or the Personal Representative of any Option Holder, who may exercise an Option in whole or in part at any time and from time to time following vesting and up to the expiry of the Option by delivering the required notice and payment pursuant to the terms of the Plan. Options may not be exercised during a Black-Out unless the Board or its appointed committee determines otherwise.
- (h) The Board reserves the right, subject to regulatory requirements, in its absolute discretion to amend, suspend, terminate or discontinue the Plan with respect to all Common Shares in respect of options which have not yet been granted under the Plan. Where any amendment relates to an existing Option, if the amendment would:

- materially decrease the rights or benefits accruing to an Option Holder; or
- materially increase the obligations of an Option Holder;

then, unless otherwise excepted out by the Plan, the Board or committee must also obtain the written consent of the Option Holder in question to such amendment. If at the time the exercise price of an Option is reduced the Option Holder is an Insider of the Corporation, the Insider must not exercise the option at the reduced exercise price until the reduction in exercise price has been approved by the disinterested shareholders of the Corporation, if such disinterested shareholder approval is required by the CSE.

- (i) A copy of any amendment to the Plan shall be promptly provided by the Administrator to each Option Holder.

A copy of the Stock Option Plan is available under the Corporation's profile at www.sedarplus.ca.

As at September 11, 2023, there were 22,750,000 Common Shares issued and outstanding. Accordingly, under the Stock Option Plan the Corporation has the authority to grant options to purchase up to 2,275,000 Common Shares. At the date of this Circular, no options to purchase Common Shares have been granted or are outstanding under the Stock Option Plan.

Stock Option Grants

There were no Options granted to NEOs and directors of the Corporation during the years ended June 30, 2022 and June 30, 2023.

Exercise of Compensation Securities by NEOs and Directors

There were no Options exercised by NEOs and directors of the Corporation during the years ended June 30, 2022 and June 30, 2023.

Employment, consulting and management agreements

Except as disclosed below, the Corporation has no agreements or arrangements under which compensation was provided during the most recently completed financial year or is payable in respect of services provided to the Corporation that were performed by a director or NEO. There are no management functions of the Corporation, which are to any substantial degree performed by a person or company other than the directors or executive officers of the Corporation.

On May 10, 2021, Keith Li was appointed the Chief Financial Officer and the Corporate Secretary of the Corporation, as the designated consultant to provide services of a Chief Financial Officer and a Corporate Secretary through an agreement with Branson (the "**Branson Agreement**"). Pursuant to the Branson Agreement, Branson has agreed to provide a Chief Financial Officer, controllership and bookkeeping services, administrative services and general bank and back-office services for a monthly fee of \$2,000 plus applicable taxes. On January 20, 2022, the Branson Agreement was amended, whereby Branson increased the monthly fee to \$3,000 per month plus applicable taxes, effective retroactively to January 1, 2022. Mr. Li is employed by Branson and is compensated by Branson. The Branson Agreement provides for a confidentiality clause and a non-competition clause.

Oversight and description of director and NEO compensation

Due to the Corporation's early stage of development and limited financial resources, its directors and NEOs do not receive any cash compensation for their services, except as described above under "Director and NEO compensation, excluding compensation securities" and under "Employment, consulting and

management agreements”. The Corporation’s only equity compensation mechanism is its Stock Option Plan as described above under “Summary of Stock Option Plan”.

Pension Disclosure

The Corporation does not have any deferred compensation plan or pension plan in place that provides for payments or benefits at, following or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

See disclosure under “Stock Options and Other Compensation Securities” under “Statement of Executive Compensation” above for disclosure on the Corporation’s equity compensation regime.

The following table sets out equity compensation plan information as at the end of the financial years ended June 30, 2022 and June 30, 2023 and the date hereof, when there were 21,750,000 Common Shares outstanding. Accordingly, there was an aggregate maximum of 2,175,000 Common Shares available for exercise of Options pursuant to the Stock Option Plan. As of the date of this Circular, no Options were outstanding, leaving 2,275,000 available for grant.

Equity Compensation Plan Information

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders - (Stock Option Plan)	Nil	N/A	2,175,000
Equity compensation plans not approved by securityholders -	Nil	N/A	Nil
Total June 30, 2022	Nil	N/A	2,175,000
Equity compensation plans approved by securityholders - (Stock Option Plan)	Nil	N/A	2,175,000
Equity compensation plans not approved by securityholders -	Nil	N/A	Nil
Total June 30, 2023	Nil	N/A	2,175,000

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No directors, proposed nominees for election as directors, executive officers or their respective associates or affiliates, or other management of the Corporation were indebted to the Corporation or have any indebtedness that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation, as of the end of the most recently completed financial year or as at the date hereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of management of the Corporation, 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 Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation during the years ended June 30, 2022 or June 30, 2023, or has any interest in any material transaction in the current year or as of the date hereof.

PARTICULARS OF MATTERS TO BE ACTED UPON

Items of Business

1. Financial Statements – see page 4 above;
2. Election of Directors – see pages 5 above; and
3. Appointment of Auditor – see page 6 above.
4. Ratification of the Option Plan – see below.

Ratification of the Option Plan

The Option Plan is designed to promote the long-term success of the Corporation by strengthening the ability of the Corporation to attract and retain highly competent employees and by promoting greater alignment of interests between executives and shareholders in the creation of long-term shareholder value.

Shareholder Approval

The Option Plan is considered an “evergreen” plan pursuant to the rules of the CSE and consequently, the Corporation must obtain Shareholder approval of the unallocated awards under the Option Plan every three years. At the Meeting, Shareholders will be asked to consider and vote on an ordinary resolution, with or without variation, to ratify, confirm and approve the continuation of the Option Plan for a three year period ending October 17, 2026, as follows:

“**RESOLVED** as an ordinary resolution, that:

1. the Stock Option Plan dated for reference April 19, 2021 (the “**Option Plan**”) be ratified, confirmed and approved for continuation until October 17, 2026 and the reserve of and allowance for the issuance of up to 10% of the aggregate issued and outstanding Common Shares of the Corporation, from time-to time, from treasury is hereby authorized, ratified and approved;
2. the unallocated Options under the Option Plan be and are hereby approved and authorized and the Corporation will continue to have the ability to grant awards under the Option Plan and to satisfy such awards through issuance of Common Shares from the treasury of the Corporation and such approval and authorization shall be effective until October 17, 2026, which is the date that is three years from the date of the shareholder meeting at which this approval is being sought; and
3. any one or more of the directors or officers of the Corporation be authorized to perform all such acts, deeds and things and execute all such documents and make all such filings with the CSE that may be required to give effect to this resolution.”

Unless otherwise directed, the persons named in the enclosed form of proxy intend to vote FOR the continuation of the Option Plan.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Corporation for the years ended June 30, 2022 and June 30, 2023 and in the related management’s discussion and analysis (together, the “**Financial Statements**”). Copies of the Financial Statements are available on www.sedarplus.ca and will be available at the Meeting.

Additional information relating to the Corporation is available as filed on www.sedarplus.ca and upon request from the Corporation’s Chief Executive Officer at 335 - 1632 Dickson Avenue, Kelowna, BC V1Y

7T2. Copies of documents will be provided free of charge to security holders of the Corporation. The Corporation may require the payment of a reasonable charge from any person or company who is not a security holder of the Corporation, who requests a copy of any such document.

OTHER MATTERS

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

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

APPROVED by the Board at Vancouver, British Columbia, this 11th day of September 2023.

BY ORDER OF THE BOARD

“Stephen Dunn”

Stephen Dunn
Chief Executive Officer