615 – 625 Howe Street
Vancouver, British Columbia V6C 2T6
(604) 290-4647

2024 ANNUAL GENERAL MEETING	2024 Notice of Annual General Meeting of Shareholders Forms of Proxy and Notes Thereto Financial Statement Request Form
2025 ANNUAL GENERAL MEETING	2025 Notice of Annual General Meeting of Shareholders Forms of Proxy and Notes Thereto Financial Statement Request Form
PLACE	Boardroom Rokmaster Resources Corp. 615 – 625 Howe Street Vancouver, British Columbia V6C 2T6
TIME	3:00 p.m. (Vancouver time) for the 2024 Annual General Meeting 3:15 p.m. (Vancouver time) for the 2025 Annual General Meeting
DATE	March 12, 2026

ROKMASTER RESOURCES CORP.

HEAD OFFICE	615 – 625 Howe Street Vancouver, British Columbia V6C 2T6 Tel No. (604) 290-4647
DIRECTORS AND OFFICERS	Michael Cowin, Director and Chairman of the Board; John Mirko, President, Chief Executive Officer and Director; Adam Pankratz, Director; Michael Malana, Chief Financial Officer and Corporate Secretary; and Connor Malek, Vice-President of Exploration.
REGISTRAR AND TRANSFER AGENT	Computershare Investor Services Inc. 510 Burrard Street, 3rd Floor Vancouver, British Columbia V6C 3B9
LEGAL COUNSEL	Gowling WLG (Canada) LLP Suite 2300, 550 Burrard Street Vancouver, British Columbia V6C 2B5
AUDITOR	DeVisser Gray LLP, Chartered Professional Accountants 401-905 West Pender Street Vancouver, British Columbia V6C 1L6
LISTINGS	TSX Venture Exchange - Symbol “RKR”; OTCQB – Symbol “RKMSF”; and Frankfurt Stock Exchange – Symbol “1RR1”.

ROKMASTER RESOURCES CORP.

NOTICE OF 2024 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the 2024 annual general meeting (the "**2024 Meeting**") of the shareholders (the "**Shareholders**") of Rokmaster Resources Corp. (the "**Company**") will be held at 3:00 p.m. (Vancouver time) on March 12, 2026 for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2023 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at three (3);
3. To elect the directors;
4. To ratify, confirm, and approve the re-appointment of DeVisser Gray LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the directors to fix their remuneration;
5. To consider, and if thought fit, pass an ordinary resolution providing for the required annual re-approval of the Company's rolling 10% incentive stock option plan, as more particularly described in the accompanying Information Circular; and
6. To transact such further or other business, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the 2024 Meeting and any postponement or adjournment thereof.

The Company's audited financial statements, report of the auditor and related management's discussion & analysis will be made available at the 2024 Meeting, and were mailed to those registered and beneficial Shareholders of the Company who requested them. The audited financial statements are available on the System for Electronic Document Analysis and Retrieval+ ("**SEDAR+**") website under "Documents" on the profile of "Rokmaster Resources Corp." located at www.sedarplus.ca.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the 2024 Meeting and is deemed to form part of this notice. Also accompanying this notice are:

(i) a form of proxy or voting instruction form (as applicable); and
(ii) a financial statement request form.

Registered Shareholders

Every registered Shareholder ("**Registered Shareholder**") at the close of business on February 2, 2026 is entitled to receive notice of, and to vote such common shares at, the 2024 Meeting.

Registered Shareholders who are unable to attend the 2024 Meeting in person and who wish to ensure that their common shares will be voted at the 2024 Meeting are requested to complete, sign and deliver the enclosed form of proxy. In order to be valid and acted upon at the 2024 Meeting, the form of proxy must be returned to Computershare Investor Services Inc. at 320 Bay Street, Toronto, Ontario M5H 4A6 no later than 3:00 p.m. (Vancouver time), on March 10, 2026. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by Computershare Investor Services Inc., your broker, intermediary or its agent be returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.

DATED at Vancouver, British Columbia, as of February 2, 2026.

By Order of the Board
"John Mirko"
John Mirko
President, Chief Executive Officer and Director

ROKMASTER RESOURCES CORP.

NOTICE OF 2025 ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT the 2025 annual general meeting (the "**2025 Meeting**") of the shareholders (the "**Shareholders**") of Rokmaster Resources Corp. (the "**Company**") will be held at 3:15 p.m. (Vancouver time) on March 12, 2026 for the following purposes:

1. To receive the audited financial statements of the Company for the year ended December 31, 2024 (with comparative statements relating to the preceding fiscal period) together with the report of the auditors therein;
2. To fix the number of directors at three (3);
3. To elect the directors;
4. To ratify, confirm, and approve the re-appointment of DeVisser Gray LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the directors to fix their remuneration;
5. To consider, and if thought fit, pass an ordinary resolution providing for the required annual re-approval of the Company's rolling 10% incentive stock option plan, as more particularly described in the accompanying Information Circular; and
6. To transact such further or other business, including without limitation such amendments or variations to any of the foregoing resolutions, as may properly come before the 2025 Meeting and any postponement or adjournment thereof.

The Company's audited financial statements, report of the auditor and related management's discussion & analysis will be made available at the 2025 Meeting, and were mailed to those registered and beneficial Shareholders of the Company who requested them. The audited financial statements are available on the System for Electronic Document Analysis and Retrieval+ ("**SEDAR+**") website under "Documents" on the profile of "Rokmaster Resources Corp." located at www.sedarplus.ca.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the 2025 Meeting and is deemed to form part of this notice. Also accompanying this notice are:

(i) a form of proxy or voting instruction form (as applicable); and
(ii) a financial statement request form.

Registered Shareholders

Every registered Shareholder ("**Registered Shareholder**") at the close of business on February 2, 2026 is entitled to receive notice of, and to vote such common shares at, the 2025 Meeting.

Registered Shareholders who are unable to attend the 2025 Meeting in person and who wish to ensure that their common shares will be voted at the 2025 Meeting are requested to complete, sign and deliver the enclosed form of proxy. In order to be valid and acted upon at the 2025 Meeting, the form of proxy must be returned to Computershare Investor Services Inc. at 320 Bay Street, Toronto, Ontario M5H 4A6, no later than 3:15 p.m. (Vancouver time), on March 10, 2026. Further instructions with respect to the voting by proxy are provided in the form of proxy and in the Information Circular accompanying this Notice.

Non-Registered Shareholders

Shareholders may beneficially own common shares that are registered in the name of a broker, another intermediary or an agent of that broker or intermediary ("**Non-Registered Shareholders**"). Without specific instructions, intermediaries are prohibited from voting shares for their clients. If you are a Non-Registered Shareholder, it is vital that the voting instruction form provided to you by Computershare Investor Services Inc., your broker, intermediary or its agent be returned according to their instructions, sufficiently in advance of the deadline specified by the broker, intermediary or its agent, to ensure that they are able to provide voting instructions on your behalf.

DATED at Vancouver, British Columbia, as of February 2, 2026.

By Order of the Board
"John Mirko"
John Mirko
President, Chief Executive Officer and Director

ROKMASTER RESOURCES CORP.

INFORMATION CIRCULAR

(containing information as at February 2, 2026 unless indicated otherwise)

This Information Circular is furnished in connection with the solicitation of proxies by the management of Rokmaster Resources Corp. (the "**Company**") for use at the 2024 Annual General Meeting (the "**2024 Meeting**") and the 2025 Annual General Meeting (the "**2025 Meeting**", and together with the 2024 Meeting, the "**Meetings**") of its Shareholders (and any adjournment thereof) to be held on March 12, 2026, at the time and place and for the purposes set forth in the accompanying 2024 Notice of Meeting and 2025 Notice of Meeting (together, the "**Notices of Meeting**").

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

GENERAL PROXY INFORMATION

Solicitation of Proxies

This Information Circular is furnished in connection with the solicitation of proxies by the management of the Company for use at the Meetings (and any adjournments thereof) to be held on March 12, 2026 at the time and place and for the purposes respectively set forth in the accompanying Notices of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors, officers and regular employees of the Company at nominal cost. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

Appointment Of Proxyholder

The individuals named in the accompanying form of proxy are John Mirko, the President, Chief Executive Officer and a director of the Company and Michael Malana, Chief Financial Officer and Corporate Secretary of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM, HER OR THEM AT THE MEETINGS HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by Computershare Investor Services Inc. (the "**Transfer Agent**"), of 320 Bay Street, Toronto, Ontario M5H 4A6, no later than 3:00 p.m. (Vancouver time) for the 2024 Meeting and 3:15 p.m. (Vancouver time) for the 2025 Meeting, on March 10, 2026 not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the respective Meetings or any respective adjournment(s) thereof.

Notice-and-Access

The Company has elected to use the "notice-and-access" provisions ("**Notice-and-Access**") under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), and National Instrument 51-102 - *Continuous Disclosure Obligations* of the Canadian Securities Administrators, for distribution of this Information Circular and other meeting materials, including the Form of Proxy, voting instruction form ("**VIF**") and the Notice of Meeting (collectively, the "**Meeting Materials**") to Registered Shareholders and Beneficial Shareholders holding Common Shares beneficially through an intermediary, other than those Beneficial Shareholders with existing instructions on their accounts to receive printed materials or those Shareholders that request printed Meeting Materials.

Notice-and-Access allows issuers to post electronic versions of the Meeting Materials online, via SEDAR+ and one other website, rather than mailing paper copies of such Meeting Materials to Shareholders. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

The Company will post the Meeting Materials and its audited financial statements and management discussion & analysis for the year ended December 31, 2024 under its profile at www.sedarplus.ca and also on its website at www.rokmaster.com.

Although the Meeting Materials will be posted electronically online, Registered Shareholders and Beneficial Shareholders (subject to the provisions set out below under the heading "Advice to Beneficial Shareholders") will receive a "notice package" (the "**Notice-and-Access Notification**") by prepaid mail, which includes the information prescribed by NI 54-101, and a Form of Proxy (in the case of Registered Shareholders) or VIF (in the case of Beneficial Shareholders) enabling them to vote at the Meetings.

Shareholders should follow the instructions for completion and delivery contained in the Form of Proxy or VIF, as the case may be, and are reminded to review the Information Circular before voting.

Shareholders may request to receive a paper copy of the Meeting Materials by mail at no cost. Requests for a paper copy may be made using your Control Number as it appears on your Form of Proxy (in the case of Registered Shareholders) or VIF (in the case of Beneficial Shareholders). To ensure you receive the materials in advance of the voting deadline and meeting date, all requests must be received no later than February 26, 2026. If you do not request the Meeting Materials, please note that another Form of Proxy or VIF will not be sent; please retain your current one for voting purposes.

<u>For Shareholders with a 15-digit Control Number:</u>

Request Meeting Materials by calling toll-free, within North America 1-866-962-0498 or direct from outside of North America 1-514-982-8716 and entering your control number as indicated on your Form of Proxy or VIF.

<u>For Shareholders with a 16-digit Control Number:</u>

Request Meeting Materials by calling toll-free, within North America 1-877-907-7643 or direct from outside of North America 1-303-562-9305 and entering your control number as indicated on your Form of Proxy or VIF.

Information for Non-Registered Shareholders

Only Registered Shareholders or duly appointed proxyholders are permitted to vote at the Meetings. Most Shareholders of the Company are "non-registered" Shareholders because the shares they own are not registered in their names but are instead registered in the names of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their shares in their own name (referred to herein as "Beneficial Shareholders") should note that only Registered Shareholders may vote at the Meetings. 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 such Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities, which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meetings.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of a Shareholders' meeting. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meetings. Often the form of

proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Company to the Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meetings. A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meetings. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge) well in advance of the Meetings in order to have the Common Shares voted.

This Information Circular and accompanying materials are being sent to both Registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provisions of NI 54-101 issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf.

Management of the Company does not intend to pay for intermediaries to forward to OBOs (who have not otherwise waived their right to receive proxy-related materials) under NI 54-101 the Notice-and-Access Notification. Accordingly, an OBO will not receive the Notice-and-Access Notification unless the OBO's intermediary assumes the costs of delivery.

The Company has decided to take advantage of the provisions of NI 54-101 that permit it to deliver proxy-related materials directly to its NOBOs. By choosing to send these materials to you directly, the Company (and not the intermediary holding Common Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. As a result if you are a NOBO of the Company, you can expect to receive a scannable Voting Instruction Form ("**VIF**") from the Transfer Agent. Please complete and return the VIF to the Transfer Agent in the envelope provided or by facsimile. The Transfer Agent will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at each of the Meetings with respect to the shares represented by the VIFs they receive.

The Company's OBOs can expect to be contacted by Broadridge or their brokers or their broker's agents as set out above.

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

All references to Shareholders in this Information Circular and the accompanying form of Proxy and Notices of Meeting are to Shareholders of record unless specifically stated otherwise.

Revocation Of Proxies

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered either to the registered office of the Company, at Suite 2300, 550 Burrard Street, Vancouver, British Columbia, V6C 2B5 at any time up to and including the last business day preceding the day of

each of the Meetings, or if adjourned, any reconvening thereof, or to the Chairman of the Meetings on the day of each of the Meetings or, if adjourned, any reconvening thereof or in any other manner provided by law. **A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.**

Voting of Proxies

The shares represented by a properly executed proxy in favour of persons proposed by management as proxyholders in the accompanying form of proxy will:

(a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken; and

(b) where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL SUCH SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notices of Meeting, and with respect to other matters which may properly come before the Meetings. In the event that amendments or variations to matters identified in the Notices of Meeting are properly brought before the Meetings or any further or other business is properly brought before the Meetings, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meetings.

Principal Holders of Voting Securities

Authorized Capital:	unlimited number of Common Shares without par value
Issued and Outstanding as at February 2, 2026:	198,340,478 Common Shares without par value

Only Shareholders of record at the close of business on the Record Date who either personally attend the Meetings or who have completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have their shares voted at the Meetings.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders, or who is holding a proxy on behalf of a Shareholder who is not present at the Meetings, will have one vote, and on a poll every Shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate Shareholders, will have one vote for each Common Share registered in that Shareholder's name on the list of Shareholders as at the Record Date, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meetings. Shareholders represented by proxy holders are not entitled to vote on a show of hands.

To the knowledge of the directors and executive officers of the Company, the following persons beneficially own, directly or indirectly or exercise control or direction over Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares as at the Record Date:

Name of Shareholder	Number of Common Shares	Percentage of Issued and Outstanding[(1)]
DELPHI Unternehmensberatung AG	26,051,666[(2)]	13.13%
John Mirko	21,264,828[(3)]	10.72%

Notes:
(1) Based on the Company's issued and outstanding Common Shares as at February 2, 2026.

(2) These Common Shares are held by DELPHI Unternehmensberatung AG ("**DU**"), whose principal business is to invest in its own funds. Wilhelm Konrad Thomas Zours, an individual and the sole member of the board of management of DU, owns a majority interest in DU.

(3) John Mirko is a director of and the Company's President and CEO. Of the total above, 2,178,430 Common Shares are held by Canam Mining Corp., a private consulting company controlled and beneficially owned by Mr. Mirko.

ANNUAL GENERAL MEETING MATTERS

Election of Directors

The board of directors of the Company (the "**Board**") presently consists of three (3) directors and it is intended to determine the number of directors at three (3) and to elect three (3) directors for the ensuing year.

The term of office of each of the present directors expires at the annual general meeting. If the Company fails to hold an annual general meeting, and all the Shareholders who are entitled to vote at an annual general meeting fail to pass a unanimous resolution on or before the date by which the annual general meeting is required to be held under the *Business Corporations Act* (British Columbia) (the "**BCBCA**"), or the Shareholders fail, at the annual general meeting or in a unanimous resolution, to elect or appoint any directors, then each director then in office continues to hold office until the earlier of when his, her or their successor is elected or appointed and when he, she or they otherwise cease(s) to hold office under the provisions of the BCBCA or in accordance with the Articles of the Company.

The persons named below will be presented for election at the Meetings as management's nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director.

The following table and notes thereto sets out the names of each person proposed to be nominated by management for election as a director (a "**proposed director**"), the province or state, as applicable, and country of residence, all offices of the Company now held by him, his principal occupation, the period of time for which he has been a director of the Company, and the number of Common Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at the date hereof.

Name, Province or State, and Country of Residence and Position[(1)]	Principal Occupation and, If Not at Present an Elected Director, Occupation During the Past 5 Years [(1)]	Previous Service as a Director	Number of Common Shares beneficially owned or directly or indirectly controlled[(2)]
Michael Cowin [(3)] New South Wales, Australia *Chairman of the Board*	Director of Corom Funds Management; a Director of Rzolv Technologies since November 2025; a Director of Queen's Road Capital Investment Ltd. since February 2020; and formerly a Director of Northcape Capital Pty Ltd. ,Walcott Resources Ltd. And Gold Bull Resources Corp.	November 16, 2016	5,557,000
John Mirko [(3)] British Columbia, Canada *President, Chief Executive Officer and Director*	President and CEO of the Company; Mining Contractor; President of Canam Mining Corporation since 1990; and formerly a Director of Stevens Gold Nevada Inc. and Walcott Resources Ltd.	December 21, 2010	21,264,828
Adam Pankratz [(3)] British Columbia, Canada *Director*	Lecturer in Strategy and Business Economics at the University of British Columbia's Sauder School of Business since 2016; a Director of Apex Resources Inc. since April 2022 and formerly manager of small business banking and payment and cash management with Coast Capital Savings from 2014 to 2017.	March 25, 2019	500,000

Notes:
(1) The information as to the province or state, as applicable country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
(2) The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.
(3) Denotes member of the Audit Committee.

Corporate Cease Trade Orders or Bankruptcies

No proposed director of the Company (or any of their personal holding companies):

(a) is, as at the date of this circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that:

(i) was the subject of an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer, or

(ii) 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;

(b) is, as at the date of this circular, or has been, within the preceding 10 years, a director or executive officer of any company (including the Company) that, 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;

(c) has, within the preceding 10 years, 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 that proposed director; and

(d) has been subject to:

(i) 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

(ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable security holder in deciding whether to vote for a proposed director.

Executive Compensation

Compensation Discussion and Analysis

Background

The Company is primarily engaged in the acquisition, exploration and development of precious, base and industrial mineral properties.

The Company's principal exploration areas of interest are in British Columbia, Canada. The Company currently has an option to acquire a 100% interest on the Revel Ridge Project (formerly the J&L Property) located approximately 45 kms by all-weather road from the City of Revelstoke in British Columbia, Canada and owns 100% of the Duncan Lake Zinc-Lead Property and a 55% interest in the Big Copper Project both located in the Slocan Mining Division in southeast British Columbia, Canada.

In order to achieve its objective, the Company has assembled a mineral exploration and management team with extensive experience in exploring, developing and bringing mines into production in various countries around the world.

Compensation Philosophy and Objectives

The primary goal of the Company's executive compensation process is to attract and retain the key executives necessary for the Company's long term success, to encourage executives to further the development of the Company and its operations and to motivate top quality and experienced executives.

The Company has, as of yet, no significant revenues from operations and may operate from time to time, with limited financial resources and under cost controls to ensure the funds are available to complete planned exploration and development programs. As a result, the Board has to consider not only the financial situation of the Company in the mid- and long-term. An important element of executive compensation is that of stock options, which do not require cash disbursement by the Company (see "**Option-Based Awards**" below).

Compensation Process

The Company does not have a compensation committee and the Board is responsible for determining all forms of compensation, including incentive stock options, granted to the officers and directors of the Company, and for reviewing recommendations respecting compensation, to ensure such arrangements reflect the responsibilities and risks associated with each position.

When determining the compensation of its officers, the Board considers: (i) recruiting and retaining executives critical to the success of the Company and the enhancement of Shareholder value; (ii) providing fair and competitive compensation; (iii) balancing the interests of management and the Shareholders; and (iv) rewarding performance, both on an individual basis and with respect to operations in general.

With respect to forms of compensation, the Company pays compensation to its executive officers consulting fees in cash and grants incentive stock options. The Company does not have any form of non-equity incentive plan and does not have any form of pension plan. The Board has the discretion to pay bonuses to the executive officers; however, there is no formal bonus plan or other formal arrangements pursuant to which bonuses may be earned.

The Company's process for determining executive compensation is done on a case-by-case basis and involves discussion by the Board of the factors the Board deems relevant to each case. Given the early stage of the Company's development, there are no formally defined objectives, benchmarks criteria and analysis that are used in all cases.

The Board has not concluded a formal evaluation of the implications of the risks associated with the Company's compensation policies. Risk management is a consideration of the Board when implementing its compensation policies and the Board does not believe that the Company's compensation policies result in unnecessary or inappropriate risk taking including risks that are likely to have a material adverse effect on the Company.

The Company has not placed a restriction on the purchase by its NEOs or other employees of financial instruments (including pre-paid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEO or employee. To the Company's knowledge, none of the NEOs have purchased such financial instruments.

Elements of Compensation

The elements of compensation awarded to, earned by, paid to, or payable to Named Executive Officers (as hereinafter defined) include: consulting fees, annual incentives (such as bonuses), option-based awards, perquisites and benefits and termination and change of control benefits.

- ***Consulting Fees***

The Company pays consulting fees pursuant to each of the Company's Named Executive Officer's consulting agreements. See "Summary Compensation Table" below.

- ***Annual Incentives***

The Company awards annual incentives in the form of bonuses. Bonuses, if awarded, recognize extraordinary contributions to achieving the Company's objectives. Bonus payments are not determined by a precise formula but are based on Company performance and the achievement and contributions of individual employees and officers. Bonus payments are recommended and approved by the Board to that such remuneration is appropriate, equitable and commensurate with the Company's performance and achievement of goals and objectives.

The Company did not pay any bonuses to its executive officers for the financial years ended December 31, 2022, 2023 and 2024.

- ***Option-Based Awards***

The Board believes that option based awards align the interests of the Company's employees, directors and its senior officers with those of the Shareholders, to provide a long-term incentive that rewards these individuals for their contribution to the creation of Shareholder value, and to reduce the cash compensation the Company would otherwise have to pay. The stock option plan of the Company (the "**Plan**") is administered by the Board.

The Plan is designed to give each Option holder an interest in preserving and maximizing Shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance. Stock option awards are considered when reviewing executive officer compensation packages as a whole.

In establishing the number of incentive stock options to be granted to the NEOs, the Board considers previous awards of Options and the overall number of Options that are outstanding relative to the number of outstanding Common Shares in determining whether to grant any new options and the size and term of any such grants, as well as the level of effort, time, responsibility, ability, experience, and level of commitment of the Named Executive Officer in determining the level of incentive stock option compensation.

- ***Perquisites and Benefits***

Except as otherwise disclosed herein, the Named Executive Officers of the Company do not receive benefits or perquisites that are not generally available to all employees of the Company. See "Summary Compensation Table" below.

- ***Termination and Change of Control Benefits***

The Company pays termination and change of control benefits pursuant to each of the Company's Named Executive Officer's consulting agreements. See "Termination and Change of Control Benefits" below.

Summary Compensation Table

"Named Executive Officers" (each an "**NEO**") means the CEO and the CFO of the Company, or if the Company does not have a CFO, an individual which acted in a similar capacity, regardless of the amount of compensation of that individual, each of the Company's three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers at the end of the most recent financial year and whose total salary and bonus amounted to $150,000 or more. In addition, disclosure is also required for any individuals whose total salary and bonus during the most recent financial year was $150,000 whether or not they are an executive officer at the end of the financial year.

As of the most recently completed financial year ended December 31, 2024, the Company had two (2) Named Executive Officers, namely John Mirko, President and CEO and Dennis Cojuco, the CFO and Corporate Secretary.

The following table sets forth all direct and indirect compensation for, or in connection with, services provided to the Company for the financial years ended December 31, 2022, 2023 and 2024 in respect of the CEO and the CFO and Corporate Secretary of the Company. The amounts presented in the table below are in Canadian dollars.

Name and Principal Position	Year	Fee ($)	Share-Based Awards ($)	Option-Based Awards ($)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
John Mirko *President & CEO*[1] [2]	2024	112,800	Nil	Nil	Nil	Nil	Nil	Nil	112,800
	2023	181,700	Nil	Nil	Nil	Nil	Nil	Nil	181,700
	2022	189,450	Nil	80,966[5]	Nil	Nil	Nil	Nil	270,416
Dennis Cojuco *CFO & Corporate Secretary*[3] [4]	2024	70,500	Nil	Nil	Nil	Nil	Nil	Nil	70,500
	2023	180,000	Nil	Nil	Nil	Nil	Nil	Nil	180,000
	2022	180,000	Nil	80,966[5]	Nil	Nil	Nil	Nil	260,966

Notes:

(1) Mr. Mirko has been the Company's President and CEO since the Company's inception. Mr. Mirko is also a director of the Company and no fees are paid to Mr. Mirko for his role as a director.

(2) Consulting fees paid or accrued to Mr. Mirko and/or Canam Mining Corporation ("**Canam**"), a private company controlled by Mr. Mirko, in accordance with the terms of a Contract Consulting Agreement dated January 1, 2011, between the Company and Canam, pursuant to which Mr. Mirko provides the Company exploration and mining consulting services and for services as are customarily provided by a President and CEO.

(3) Mr. Cojuco was appointed Chief Financial Officer and Corporate Secretary on April 18, 2011 and resigned on December 12, 2025.

(4) Consulting fees paid or accrued to 0909074 B.C. Ltd. ("**0909074**"), a private company controlled by Mr. Cojuco, in accordance with the terms of a Contract Consulting Agreement dated April 18, 2011, between the Company and 0909074, pursuant to which Mr. Cojuco provides services to the Company as are customarily provided by a CFO and Corporate Secretary.

(5) The Company uses the Black-Scholes Option Pricing model to calculate the grant date fair value of option-based awards. The model requires six key inputs: risk-free rate, exercise price of the option, market price of the Common Shares at the date of grant, expected dividend yield, expected life of the option and share price volatility, all of which, except for the exercise price of the option and market price of the Common Shares at the date of grant, are estimates of management. Such estimates are for awards made during the year ended December 31, 2022 (please refer to Note 10(f) and Note 9(f) of the Company's consolidated financial statements for the year ended December 31, 2022 and December 31, 2021, respectively, for the assumptions and estimates used in valuing the option-based awards for the years presented).

Consulting Agreements

The Company entered into contract consulting agreements to each of John Mirko and Dennis Cojuco (see "Summary Compensation Table" above and "Termination and Change of Control Benefits" below).

Incentive Plan Awards

Outstanding Option-Based Awards

The following table sets forth all option-based awards granted to the NEOs, pursuant to the Plan, that were outstanding as at December 31, 2024. These incentive stock options vested at the time of grant. No other share-based awards have been granted to the NEOs.

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised options ($)[1] [2]
John Mirko	200,000	0.15	April 20, 2025[3]	Nil
	200,000	0.45	December 28, 2025[3]	Nil
	600,000	0.20	June 21, 2027	Nil
	200,000	0.10	January 2, 2030	Nil

Name	Option-based Awards			
	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised options ($)[1] [2]
Dennis Cojuco	175,000	0.15	April 20, 2025[3]	Nil
	200,000	0.45	December 28, 2025[3]	Nil
	600,000	0.20	June 21, 2027	Nil
	150,000	0.10	January 2, 2030	Nil

Note:

(1) This amount is calculated as the difference between the market value of the securities underlying the options as at December 31, 2024, and the exercise price of the option. The closing price of the Common Shares on the TSXV was $0.04 as at December 31, 2024.

(2) These options were not "in-the-money" as at December 31, 2024.

(3) These options expired without exercise.

Incentive Plan Awards – Value Vested or Earning During the Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date; i.e., the difference between the market price of the underlying shares and the option exercise price on the vesting date. All options granted by the Company to its NEOs vested on the date of grant and were fully exercisable by December 31, 2024, and the option exercise prices on the dates of grant and/or vesting dates were either equal to or greater than the market price of the Common Shares on the dates of grant. As such, no value vested in favour of the NEOs during the fiscal year ended December 31, 2024 as a result of options vesting, if any.

Termination and Change of Control Benefits

Other than as set forth below, the Company has no contracts, agreements, plans or arrangements that provide for payments to a Named Executive Officer at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the Company or change in a Named Executive Officer's responsibilities.

John Mirko, President and CEO

The Company entered into a Contract Consulting Agreement dated January 1, 2011 ("**Canam Agreement**") with Canam, a private company controlled by Mr. Mirko. The Canam Agreement is for an indefinite term, unless terminated by either the Company or Canam upon two (2) days' prior written notice of termination to the other party. The Company may terminate the Canam Agreement where termination notice is delivered by either Canam or the Company within twelve (12) months following a "change of control", as defined below (the "**Change of Control**"), whereupon the Company will pay Canam as severance, an amount equal to two times the aggregate compensation received by Canam from the Company within the 12 months prior to the date upon which the Change of Control occurs, payable in a lump sum or in instalments, as directed by Canam.

"**Change of Control**" is defined in the Canam Agreement as:

(a) the acquisition, directly or indirectly, by any person or group of persons acting jointly or in concert, as such terms are defined in the *Securities Act* (British Columbia), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting jointly or in concert, constitutes for the first time in the aggregate 30% or more of the outstanding Common Shares and such shareholding exceeds the collective shareholding of the current directors of the Company, excluding any directors acting in concert with the acquiring party; or

(b) the removal, by extraordinary resolution of the Shareholders, of more than 51% of the then incumbent board of the Company, or the election of a majority of board members to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election; or

(c) consummation of a sale of all or substantially all of the assets of the Company; or

(d) the consummation of a reorganization, plan of arrangement, merger or other transaction which has substantially the same effect as (a) to (c) above.

The Canam Agreement also contains standard confidentiality provisions.

Dennis Cojuco, CFO and Corporate Secretary

The Company entered into a Contract Consulting Agreement dated April 18, 2011 ("**0909074 Agreement**") with 0909074, a private company controlled by Mr. Cojuco, to provide CFO and Corporate Secretary related services. Pursuant to the 0909074 Agreement, Mr. Cojuco may terminate the agreement by giving the Company one (1) month's written notice. Pursuant to the 0909074 Agreement, the Company may terminate the agreement without cause by giving written notice to Mr. Cojuco at any time, and Mr. Cojuco may resign on one (1) month's written notice for "Good Cause" as defined below, whereupon the Company will pay Mr. Cojuco, on the fifth day following the termination date, reimbursable expenses and the full amount of fees falling due through to the termination date. In addition, the Company will pay Mr. Cojuco, an additional lump sum amount equivalent to six (6) months' fees, calculated on the fee at the highest rate invoiced in effect during the 6-month period immediately preceding the termination date, exclusive of any bonuses, and other amounts, and if Mr. Cojuco is eligible for other cash incentives under incentive plans, an additional amount equal to the average annual cash incentive received by Mr. Cojuco during the preceding three years, provided that all such amounts shall only be payable by the Company to Mr. Cojuco to the extent the Company has, as of the fifth day following the termination date, sufficient working capital (calculated as cash and short-term investments less any current liabilities) to pay such amounts; and further provided that the directors of the Company will not be responsible to pay any such amounts in the event of the bankruptcy or insolvency of the Company.

Pursuant to the 0909074 Agreement, the Company or Mr. Cojuco may terminate the 0909074 Agreement where termination notice is delivered at least one (1) month's notice and not more than two (2) months' notice by either Mr. Cojuco or the Company within six (6) months following a "Change of Control" as defined below, whereupon the Company will pay Mr. Cojuco reimbursable expenses and the full amount of fees falling due through to the termination date. In addition, the Company will pay Mr. Cojuco, an additional lump sum amount equivalent to six (6) months' fees, calculated on the fee at the highest rate invoiced in effect during the 6-month period immediately preceding the termination date, exclusive of any bonuses, and other amounts, and if Mr. Cojuco is eligible for other cash incentives under incentive plans, an additional amount equal to the average annual cash incentive received by Mr. Cojuco during the preceding three years, provided that all such amounts shall only be payable by the Company to Mr. Cojuco to the extent the Company has, as of the fifth day following the termination date, sufficient working capital (calculated as cash and short-term investments less any current liabilities) to pay such amounts; and further provided that the directors of the Company will not be responsible to pay any such amounts in the event of the bankruptcy or insolvency of the Company.

"**Change of Control**" is defined in the 0909074 Agreement as:

(a) the acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (British Columbia), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 50% of the outstanding Common Shares; or

(b) the removal, by extraordinary resolution of the Shareholders, of more than 51% of the then incumbent directors of the Company, or the election of a majority of directors to the Company's board who were not nominees of the Company's incumbent board at the time immediately preceding such election;

(c) consummation of a sale of all or substantially all of the assets of the Company, or the consummation of a reorganization, merger or other transaction which has substantially the same effect, except where such sale or transaction is for the purpose of financing the construction of a mine.

"**Good Cause**" is defined in the 0909074 Agreement as:

(a) the assignment by the Company of any substantial additional new and material work inconsistent with the consulting job; or

(b) a reduction by the Company in the consultant's fees, which reduction is not by mutual consent.

The 0909074 Agreement also contains standard confidentiality provisions.

For illustrative purposes, if a severance payment triggering event had occurred on December 31, 2024, the severance payments that would be payable to each of the current NEOs would have been approximately as follows:

Name	Termination by the Company for any reason other than cause and unrelated to "Change of Control" of the Company (estimated)	Termination by the Company without cause after a "Change of Control" of the Company (estimated) ($)
John Mirko (Canam)	Nil	208,000 (1)
Dennis Cojuco (0909074)	36,000 (1)	36,000 (1)

Note:
(1) plus applicable taxes

Director Compensation

Directors who are also officers and receive executive compensation from the Company do not receive any remuneration for serving as a director, except for reimbursement of any out-of-pocket expenses incurred in serving as a director and entitlement to participate in the Plan. Effective May 1, 2021 up to December 31, 2024, the Company had put in place a remuneration of $2,000 per month to directors who are not officers of the Company.

Amounts reported in the table below are stated in Canadian dollars and represent compensation provided to the Company's directors for the years ended December 31, 2022, 2023 and 2024, except compensation for John Mirko, the Company's President and CEO, whose compensation is disclosed above – see "Executive Compensation – Summary Compensation Table"

Name and Principal Position	Year	Fees Earned(1)	Share-Based Awards ($)	Option-Based Awards ($)(3)	Non-Equity Incentive Plan Compensation ($)		Pension Value ($)	All Other Compensation ($)	Total Compensation ($)
					Annual Incentive Plans	Long-term Incentive Plans			
Michael Cowin	2024	24,000	Nil	Nil	Nil	Nil	Nil	Nil	24,000
Chairman of the	2023	24,000	Nil	Nil	Nil	Nil	Nil	Nil	24,000
Board	2022	24,000	Nil	80,966	Nil	Nil	Nil	Nil	104,966
Adam Pankratz (2)	2024	24,000	Nil	Nil	Nil	Nil	Nil	Nil	24,000
Director	2023	18,000	Nil	Nil	Nil	Nil	Nil	Nil	18,000
	2022	24,000	Nil	60,725	Nil	Nil	Nil	Nil	84,725

Notes:
(1) Represents directors' fees paid or accrued.
(2) Mr. Pankratz was appointed to the board on March 25, 2019.
(3) The Company uses the Black-Scholes Option Pricing model to calculate the grant date fair value of option-based awards. The model requires six key inputs: risk-free rate, exercise price of the option, market price of the Common Shares at the date of grant, expected dividend yield, expected life of the option and share price volatility, all of which except for the exercise price of the option and market price of the Common Shares at the date of grant, are estimates of management. Such estimates are for awards made during the year ended December 31, 2022 (please refer to Note 10(f) and Note 9(f) of the Company's consolidated financial statements for the year ended December 31, 2022 and December 31, 2021, respectively, for the assumptions and estimates used in valuing the option-based awards for the years presented).

Outstanding Option-Based Awards

The following table sets forth, for each director, all awards outstanding at the end of the most recently completed financial year, including, if any, awards granted before the most recently completed financial year, except for John Mirko, the Company's President and CEO, whose option-based awards are disclosed above – see "Executive

Compensation – Outstanding Option-Based Awards." As at December 31, 2024, these option-based awards have vested. No other share-based awards have been granted to the Company's directors.

	Option-based Awards			
Name	Number of securities underlying unexercised options (#)	Option Exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[1] [2]
Michael Cowin	150,000	0.15	April 20, 2025[3]	Nil
	200,000	0.45	December 28, 2025[3]	Nil
	600,000	0.20	June 2, 2027	Nil
	150,000	0.10	January 2, 2030	Nil
Adam Pankratz	200,000	0.45	December 28, 2025[3]	Nil
	450,000	0.20	June 21, 2027	Nil

Note:

(1) This amount is calculated as the difference between the market value of the securities underlying the options on December 31, 2024 and the exercise price of the options. The closing price of the Common Shares on the TSXV as at December 31, 2024 was $0.04.

(2) These options were not "in-the-money" as at December 31, 2024.

(3) These options expired without exercise.

Incentive Plan Awards – Value Vested or Earning During The Year

The value of options vested is represented by the aggregate dollar value that would have been realized if options had been exercised on the vesting date; i.e., the difference between the market price of the underlying shares and the option exercise price on the vesting date. All options granted by the Company to its directors vested on the date of grant and were fully exercisable by December 31, 2024, and the option exercise prices on the dates of grant and/or vesting dates were either equal to or greater than the market price of the Common Shares on the dates of grant. As such, no value vested in favour of the directors during the fiscal year ended December 31, 2024 as a result of options vesting, if any.

Termination and Change of Control Benefits

The Company has no contracts, agreements, plans or arrangements that provide for payments to a director of the Company, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, change in control of the company or change in a director's responsibilities.

Securities Authorized For Issuance Under Equity Compensation Plans

The following table provides information regarding compensation plans under which equity securities of the Company are authorized for issuance in effect as of the end of the Company's most recently completed financial year ended December 31, 2024:

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 Plans (Excluding Securities Reflected in Column (a))
Equity Compensation Plans Approved By Shareholders [1]	9,180,000	$0.26	7,144,048
Equity Compensation Plans Not Approved By Shareholders	N/A	N/A	N/A
Total:	9,180,000	N/A	7,144,048

(1) On January 12, 2024, the Company adopted the Plan, being a "rolling" incentive stock option plan which provides that the Board may grant up to ten percent (10%) of the total number of Common Shares issued and outstanding at the date

of the stock option grant. For significant terms of the plan see "Particulars of Matters to be Acted Upon – Approval of Stock Option Plan".

Indebtedness of Directors and Executive Officers

At any time during the Company's last completed financial year, no director, executive officer, employee, proposed management nominee for election as a director of the Company nor any associate of any such director, executive officer, or proposed management nominee of the Company or any former director, executive officer or employee of the Company or any of its subsidiaries is or has been indebted to the Company or any of its subsidiaries or is or has been indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

Interest of Informed Persons in Material Transactions

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of the Company, no proposed nominee for election as a director, none of the directors or executive officers of the Company, a director or executive officer of a person or company that is itself an informed person, nor any Shareholder beneficially owning, directly or indirectly, Common Shares, or exercising control or direction over Common Shares, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding shares of the Company nor an associate or affiliate of any of the foregoing persons has since January 1, 2024 (being the commencement of the Company's last completed financial year) had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Company.

Disclosure of Corporate Governance Practices

National Instrument 58-101, Disclosure of Corporate Governance Practices ("**NI 58-101**") requires reporting issuers to disclose the corporate governance practices, on an annual basis, that they have adopted. The Company's approach to corporate governance is provided in **Error! Reference source not found.**.

Audit Committee

Under National Instrument 52-110 – *Audit Committees* ("**NI 52-110**"), companies are required to provide certain disclosure with respect to their audit committee including the text of the audit committee's charter, composition of the audit committee and the fees paid to the external auditor. Accordingly, the Company provides the following disclosure with respect to its audit committee:

Composition of the Audit Committee

Following the election of the directors pursuant to this Information Circular, the following will be the members of the Audit Committee:

John Mirko	Not independent	Financially literate (2)
Michael Cowin	Independent (1)(3)	Financially literate (2)
Adam Pankratz	Independent (1)	Financially literate (2)

Notes:

(1) A member of an audit committee is independent if the member has no direct or indirect material relationship with the Company which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment.

(2) An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth 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) Mr. Cowin serves as Chairman of the Audit Committee.

Relevant Education and Experience

The following is a summary of the audit committee members' education and experience which is relevant to the performance of their responsibilities as an audit committee member:

John Mirko: Mr. Mirko is currently the President, CEO and director of the Company and has over 40 years of extensive experience as a mining contractor and areas of corporate finance, acquisitions, financial reporting, and serving as a director for public companies. Mr. Mirko is currently a self-employed mining consultant and provides financial and management consulting services to public and private companies. Mr. Mirko was formerly a director of Stevens Gold Nevada Inc., Walcott Resources Ltd., Roca Mines Inc. and Stikine Energy Corp., and formerly President of both Frontier Pacific Mining Corp. and Pacific Rim Mining Corp.

Michael Cowin: Mr. Cowin was a former director of Northcape Capital, a boutique investment fund based in Australia which manages over A$8.0 billion. Over that period he has been the portfolio manager/analyst for the Emerging Companies Fund. Prior to Northcape, Mr. Cowin was a senior portfolio manager at AMP from 2004-2007. From 2003-2004, he managed the Small Companies Fund at UBS and was an industrial analyst with sector responsibility for the basic industries, healthcare, media and diversified industries. While at UBS from 1999-2003, he also held the position of Head of Research and Deputy Portfolio Manager for the UBS Australian Share Fund. Between 1996-1999, he was a research analyst with BZW Equities. Mr. Cowin holds a Master of Business Administration from the Australian Graduate School of Management and a Bachelor of Chemical Engineering (Honors) from the University of NSW.

Adam Pankratz: Mr. Pankratz is a lecturer at the Sauder School of Business. He is a UBC alumnus having completed his MBA from the Sauder School of Business. Mr. Pankratz also has a Master's degree in Foreign Language Linguistics from the University of Potsdam in Germany, and a BA in French Linguistics from Simon Fraser University.

The Audit Committee's Charter

The following is the text of the Audit Committee's Charter, as adopted by the Board on June 6, 2011.

1. Purpose and Objectives

1.1 The Audit Committee will assist the board of directors (the "**Board**") in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company's process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company's business, operations and risks.

2. Authority

2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.

2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

3. Composition, Procedures and Organization

<u>Membership</u>

3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.

3.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.

3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.

3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company's corporate secretary, unless otherwise determined by the Audit Committee.

3.5 The Audit Committee shall have access to such officers and employees of the Company and 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.

Meetings

3.6 The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.

3.7 Meetings of the Audit Committee shall be conducted as follows:

(a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special meetings shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;

(b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;

(c) the Audit Committee may invite such other persons (e.g., the President or Chief Financial Officer) to its meetings, as it deems appropriate; and

(d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.

3.8 The proceedings of all meetings of the Audit Committee will be minuted.

Procedures

3.9 The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may directly contact any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.

3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

4. Roles and Responsibilities

4.1 The overall duties and responsibilities of the Audit 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 consolidated financial statements;

(b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance; and

(c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls.

4.2 The duties and responsibilities of the Audit 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 and ensure no unjustifiable restrictions or limitations have been placed on the scope;

(c) to review the audit plan of the external auditors prior to the commencement of the audit;

(d) to approve in advance the provision of non-audit services provided by the external auditors;

(e) to review with the external auditors, upon completion of their audit:

(i) the content of their report;

(ii) scope and quality of the audit work performed;

(iii) adequacy of the Company's financial and auditing personnel;

(iv) internal resources used;

(v) significant transactions outside of the normal business of the Company;

(vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and

(f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.

4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:

(a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department; and

(b) to review significant internal audit findings and recommendations, and management's response thereto.

4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:

(a) to 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) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and

(c) to 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.

4.5 The Audit Committee is also charged with the responsibility to:

(a) review the annual and quarterly financial statements, including management's discussion & analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;

(b) evaluate the fairness of the interim financial statements and related disclosures including the associated management's discussion & analysis, and obtain explanations from management on whether:

(i) actual financial results for the interim period varied significantly from budgeted or projected results;

(ii) generally accepted accounting principles have been consistently applied;

(iii) there are any actual or proposed changes in accounting or financial reporting practices; and

(iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure.

(c) review and approve the financial sections of:

(i) the annual report to shareholders;

(ii) the annual information form (if any);

(iii) prospectuses (if any); and

(iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;

(d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;

(e) review the minutes of any Audit Committee meeting;

(f) 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 consolidated financial statements;

(g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;

(h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and

(i) establish a procedure for:

(i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and

(ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Audit Committee Oversight

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

Reliance on Certain Exemptions

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

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Company's external auditors and approve in advance provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve any non-audit services or additional work which the Chairman of the Audit Committee deems as necessary who will notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category)

The aggregate fees billed by the Company's external auditors in each of the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
2024	$27,000	Nil	Nil	Nil
2023	$23,000	$35,000	Nil	Nil

Notes:

(1) The aggregate audit fees billed.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements which are not included under the heading "Audit Fees."

(3) The aggregate fees billed for professional services rendered for tax compliance, tax advice and tax planning.

(4) The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees."

Exemption

The Company has relied upon the exemption provided by section 6.1 of NI 52-110 which exempts venture issuers from the requirement to comply with the restrictions on the composition of its audit committee and the disclosure requirements of its audit committee in an annual information form as prescribed by NI 52-110.

Management Contracts

Except as otherwise disclosed herein, the management functions of the Company are performed by its directors and executive officers and the Company does not have management agreements or arrangements under which

such management functions are performed by persons other than the directors and executive officers of the Company.

Appointment of Auditors

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the reappointment of DeVisser Gray LLP, Chartered Professional Accountants, as auditors of the Company and to authorize the directors to fix their remuneration.

PARTICULARS OF MATTERS TO BE ACTED UPON

APPROVAL OF STOCK OPTION PLAN

The Company adopted the Plan dated for reference November 28, 2023, which amended and restated the Company's stock option plan originally effective June 30, 2011, and is a "rolling" incentive stock option plan. The Plan was last approved by the Shareholders on January 12, 2024 and provides that the Board may reserve for issuance under the Plan up to ten percent (10%) of the total number of Common Shares issued and outstanding at the date of a grant of options. The policies of the TSXV require the Shareholders to approve the Plan on an annual basis at the annual meeting. Therefore, Shareholders will be asked at each of the 2024 Meeting and 2025 Meeting to vote on a resolution affirming and approving the Plan. Pursuant to the Plan, the Board may, from time to time, authorize the issue of options to directors, officers, employees and consultants of the Company and its subsidiaries or employees of companies providing management or consulting services to the Company or its subsidiaries ("**Optionees**").

The purpose of the Plan is to allow the Company to grant options to Optionees, as an incentive to dedicate their efforts to advance the success of the Company. The granting of options is intended to align the interests of such persons with those of the Shareholders. Options will be exercisable over periods up to ten years as determined by the Board of the Company and are required to have an exercise price no lower than the Discounted Market Price as defined by the policies of the TSXV.

The maximum aggregate number of Common Shares reserved for issuance pursuant to the exercise of options granted under the Plan shall be 10% of the issued and outstanding Common Shares as at the date of a stock option grant, provided that: (a) if any option subject to the Plan is forfeited, expires, is terminated or is cancelled for any reason whatsoever (other than by reason of exercise), then the maximum number of Common Shares for which options may be granted under the Plan shall be increased by the number of Common Shares which were the subject of such forfeited, expired, terminated or cancelled option; and (b) such maximum number of Common Shares shall be appropriately adjusted in the event of any subdivision or consolidation of the Common Shares

Also, if and for so long as the Common Shares are listed on the TSXV:

(a) the maximum aggregate number of Common Shares that may be reserved for issuance to insiders pursuant to the Plan together with any other Security Based Compensation (as this term is defined under the policies of the TSXV) may not exceed 10% of the issued and outstanding Common Shares at the time of grant, unless the Company has obtained disinterested Shareholder approval in accordance with the policies of the TSXV;

(b) the maximum aggregate number of options granted to insiders under the Plan together with any other Security Based Compensation within a 12 month period may not exceed 10% of the issued and outstanding Common Shares at the time of grant, unless the Company has obtained disinterested Shareholder approval in accordance with the policies of the TSXV;

(c) the maximum aggregate number of Common Shares that may be reserved for issuance under options pursuant to the Plan together with any other Security Based Compensation to any one individual within a 12 month period shall not exceed 5% of the issued and outstanding Common Shares at the time of grant, unless the Company has obtained disinterested Shareholder approval in accordance with the policies of the TSXV;

(d) the maximum aggregate number of Common Shares that may be reserved under the Plan or any other Security Based Compensation for issuance to any one Consultant within a 12 month period shall not exceed 2% of the issued and outstanding Common Shares at the time of grant;

(e) the maximum aggregate number of Common Shares that may be reserved within any 12 month period under the Plan for issuance to all investor relations service providers shall not exceed 2% of the issued and outstanding Common Shares at the time of grant; and

(f) investor relations service providers cannot receive any Security Based Compensation other than options.

An outstanding option shall remain in full force and effect and exercisable according to its terms for the option period until the Optionee ceases to be a director, senior officer, employee, management company employee, or consultant of the Company (including investor relations service providers) for any reason, excluding termination for cause, death or on account of disability, after which time the option will expire on the earlier of ninety (90) days following the date the Optionee ceases to be in such role and the original expiry date of such option.

In the event that the Optionee ceases to be a director, senior officer, employee, management company employee, or consultant of the Company on account of termination for cause, the option shall terminate and shall cease to be exercisable upon such termination for cause.

In the event that the Optionee shall cease to be a director, senior officer, employee, management company employee, or consultant of the Company on account of disability, the option will terminate and cease to be exercisable for a period not exceeding one year from the date the Optionee ceases to be in such role on account of disability.

In the event of the death of an Optionee, an option which remains exercisable may be exercised in accordance with its terms by the person or persons to whom such Optionee's rights under the option shall have passed under the Optionee's will or pursuant to law, for a period not exceeding the earlier of one year from the Optionee's death and the original expiry date of such option.

If the outstanding Common Shares are changed into or exchanged for a different number of shares or into or for other securities of the Company or securities of another company or entity, whether through an arrangement, amalgamation, merger, business combination, sale or other similar procedure or otherwise, or a share recapitalization, subdivision or consolidation, then on each exercise of the option which occurs following such events and with the prior written approval of the TSXV when required under the policies of the TSXV, for each Common Share for which the option is exercised, the Optionee shall instead receive the number and kind of shares or other securities of the Company or other company into which such Common Share would have been changed or for which such Common Share would have been exchanged if it had been outstanding on the date of such event and the exercise price will be similarly adjusted so that the aggregate price to exercise the option is preserved, and if the Company undertakes an arrangement or is amalgamated, merged or combined with another company, the Board shall make such other provision for the protection of the rights of Optionees as it shall deem advisable. If the outstanding Common Shares are changed into or exchanged for a different number of shares or into or for other securities of the Company or securities of another company or entity, in a manner other than through an arrangement, amalgamation, merger, business combination, sale or other similar procedure or otherwise, or a share recapitalization, subdivision or consolidation, then the Board, with the prior written approval of the TSXV when required under the policies of the TSXV, may make such adjustment to the securities to be issued pursuant to any exercise of the option and the exercise price to be paid for each such security following such event as the Board in its discretion determines to be equitable.

The Board may, at its sole discretion at the time of any grant, impose a schedule over which period of time the option will vest and become exercisable by the Optionee, subject to the policies of the TSXV. Notwithstanding the foregoing, options issued to investor relations service providers shall vest in stages over a period of not less than 12 months with no more than 25% of the options vesting in any three-month period. The vesting date of options issued to investor relations service providers cannot accelerate without the prior written consent of the TSXV.

If there is a takeover bid made for all or any of the issued and outstanding Common Shares, then all outstanding options, whether fully vested and exercisable or remaining subject to vesting provisions or other limitations on

exercise, shall be exercisable in full to enable the Common Shares subject to such options to be issued and tendered to such bid except for options granted to investor relations service providers which shall only fully vest and become exercisable in full if the Company receives prior written consent from the TSXV.

In addition, the Plan also provides that the Company may, subject to the policies of the TSXV, withhold from any amount payable to a participant, either under the Plan or otherwise, such amount as may be necessary to enable the Company to comply with the applicable requirements of any federal, provincial, state or local law ("**Withholding Obligations**"). The Company shall also have the right in its discretion to satisfy any liability for any Withholding Obligations by withholding and selling, or causing a broker to sell, on behalf of any Optionee such number of Common Shares issued to the Optionee pursuant to an exercise of options as is sufficient to fund the Withholding Obligations (after deducting commissions payable to the broker and other costs and expenses), or retaining any amount or consideration which would otherwise be paid, delivered or provided to the Participant hereunder. However, the foregoing shall not allow the Company to force an Optionee to conduct a "Net Exercise" (as this term is defined under the policies of the TSXV), nor allow the Company to alter the exercise price of any option without the prior written consent of the TSXV.

If required by the policies of the TSXV, all options and any Common Shares issued on the exercise of options will be subject to the Exchange Hold Period (as defined under the policies of the TSXV) and shall be legended with the four-month Exchange Hold Period commencing on the date the Options are granted, in addition to any resale restrictions under the Securities Acts. The Board may cause a legend or legends to be placed upon any certificates for the Common Shares to make appropriate reference to applicable resale restrictions, and the Optionee or recipient shall be bound by such restrictions.

Any amendment to the Plan is subject to TSXV acceptance and, where required by the TSXV, Shareholder approval, but no amendment will adversely affect outstanding options without the Optionee's consent.

Accordingly, Shareholders will be asked at each of the 2024 Meeting and 2025 Meeting to pass an ordinary resolution (the "**Annual Option Plan Approval Resolution**"), in substantially the following form, to approve the Plan:

> "**RESOLVED**, as an ordinary resolution of the shareholders of the Company, that:
>
> 1. the stock option plan of the Company (the "**Stock Option Plan**"), as more particularly described in the Information Circular of the Company dated February 2, 2026, is hereby confirmed, ratified and approved, and the grant of options thereunder in accordance therewith, be approved;
>
> 2. the number of Common Shares reserved for issuance under the Stock Option Plan shall be no more than 10% of the Company's issued and outstanding share capital at the time of any stock option grant;
>
> 3. the Board of Directors of the Company be authorized to make any changes to the Stock Option Plan as may be required or permitted by the TSX Venture Exchange; and
>
> 4. any director or officer of the Company is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things, as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing."

The Board recommends that Shareholders vote in favour of the above Annual Option Plan Approval Resolution. In the absence of a contrary instruction, the persons named in the enclosed 2024 Proxy and 2025 Proxy intend to vote in favour of the Annual Option Plan Approval Resolution.

To be effective, the Annual Option Plan Approval Resolution must be approved by at least a majority of the votes cast thereon at each of the 2024 Meeting and 2025 Meeting.

The Plan may be inspected at the offices of the Company, during normal business hours and at the Meetings. In addition, copies of the RKR Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy, in writing, mailed to “The Corporate Secretary, Rokmaster Resources Corp.” at 615 – 625 Howe Street, Vancouver, British Columbia V6C 2T6.