OROCO RESOURCE CORP.

#1201 – 1166 Alberni Street
Vancouver, British Columbia
Canada V6E 3Z3

MANAGEMENT INFORMATION CIRCULAR

as at **November 13, 2026**

This management information circular ("Information Circular") is furnished in connection with the solicitation of proxies by management of Oroco Resource Corp. (the "Company") for use at the annual general meeting (the "Meeting") of shareholders of the Company (the "Shareholders") to be held on December 18, 2026 and any adjournment or postponement thereof, for the purposes set forth in the attached Notice of Meeting. Except where otherwise indicated, the information contained herein is stated as of November 13, 2026.

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

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company. The Company will bear all costs of this solicitation. We have arranged to send meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners). We have not arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners) under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"). As a result, objecting beneficial owners will not receive the Information Circular and associated meeting materials unless their Intermediary assumes the costs of delivery.

Appointment and Revocation of Proxies

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

If you are a Registered Shareholder you may wish to vote by proxy whether or not you are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by completing, dating and signing the enclosed form of proxy and returning it to the Company's transfer agent, Computershare Investor Services Inc. ("**Computershare**"), in accordance with the instructions on the Proxy.

In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the Proxy is to be used.

Registered Shareholders electing to submit a Proxy may do so by:

(i) **Internet:** Vote online at www.investorvote.com using the Proxy Control Number found in the enclosed Proxy;

(ii) **Mail:** Completing, dating and signing the enclosed Proxy and returning it to the Company's transfer agent, Computershare, by fax within North America at 1-866-249-7775, or by mail or hand delivery at 320 Bay Street, 14th Floor, Toronto, Ontario, M5H 4A6, Canada; or

(iii) **Telephone:** Using a touch-tone phone to transmit voting choices to the toll-free number given in the Proxy. Registered Shareholders who choose this option must follow the instructions of the voice response system and refer to the enclosed Proxy for the toll-free number, the holder's account number and the Proxy Control Number.

Every Proxy may be revoked by an instrument in writing:

(i) executed by the Registered Shareholder or by his/her attorney authorized in writing or, where the Registered Shareholder is a company, by a duly authorized officer or attorney of the company; and

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

or in any other manner provided by law.

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

Exercise of Discretion by Proxyholder

If you vote by proxy, the persons named in the Proxy (the "**Proxyholder**") 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:

(i) each matter or group of matters identified therein for which a choice is not specified,

(ii) any amendment to or variation of any matter identified therein,

(iii) any other matter that properly comes before the Meeting, and

(iv) the exercise of discretion of the Proxyholder.

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

Voting by Non-Registered Shareholders

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

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

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

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

The voting instruction form sent by Computershare or Broadridge will name the same persons as the Company's proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as Proxyholder for your Intermediary and vote your Common Shares in that capacity. To exercise this right to attend the Meeting or appoint a Proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form.** Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as Proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

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

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

Except as disclosed herein, no person or company has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors. For the purpose of this paragraph, "person" shall include each person: (a) who has been a director, senior officer or insider of the Company at any time since the commencement of the Company's last financial year; (b) who is a proposed nominee for election as a director of the Company; or (c) who is an associate or affiliate of a person or company included in subparagraph (a) or (b) above.

RECORD DATE AND QUORUM

The board of directors (the "**Board**") of the Company has fixed the record date for the Meeting as the close of business on November 9, 2026 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Company's articles, the quorum for the transaction of business at a meeting of Shareholders is one person who is a shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of shareholders, present in person or by proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On the Record Date, there were 325,954,143 Common Shares issued and outstanding, with each Common Share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote in person or by Proxy at the Meeting or any adjournment or postponement thereof.

To the knowledge of the directors and executive officers of the Company, as of the Record Date, no person or company beneficially owns, directly or indirectly or exercises control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

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

Presentation of Financial Statements

The annual financial statements of the Company for the financial year ended May 31, 2026, together with the auditor's reports thereon, will be placed before the Meeting. The Company's financial statements are available on the System of Electronic Document Analysis and Retrieval ("**SEDAR+**") website at www.sedarplus.com.

Election of Directors

The Company proposes to fix the number of directors of the Company at eight and to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director. If, prior to the Meeting, any vacancies occur in the slate of nominees herein listed, it is intended that discretionary authority shall be exercised by the person named in the Proxy as nominee to vote the Common Shares represented by Proxy for the election of any other person or persons as directors.

Pursuant to the advance notice provisions contained in the Company's Articles (the "**Advance Notice Provisions**"), the Board has determined that notice of nominations of persons for election to the Board at the Meeting must be made following the requirements of such Advance Notice Provisions. To the date of this Information Circular, the Company has not received notice of a nomination in compliance with the Articles and, subject to the timely receipt of any such nomination, any nominations other than nominations by or at the direction of the Board or an authorized officer of the Company will be disregarded at the Meeting.

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

Name, Residence and Present Position within the Company	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised[1]	Principal Occupation[1]
Craig Dalziel[2] British Columbia, Canada *Director & Executive Chairman*	August 7, 2009	17,531,308[5]	Director and Executive Chairman of the Company.
Charles Cryer London, Great Britain *Director & CEO*	June 16, 2026	Nil	Director and Chief Executive Officer of the Company. Head of London for RFC Ambrian Limited until 2023. Independent industry consultant in 2024. Retired between 2025 and his appointment as CEO and director of the Company.

Name, Residence and Present Position within the Company	Director Since	Number of Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised[1]	Principal Occupation[1]
Steven Vanry[3] British Columbia, Canada *Director & CFO*	December 23, 2020	45,000[6]	Director and Chief Financial Officer of the Company; Capital markets consultant; Director and/or Senior Officer of several other listed and private issuers.
Ian Graham British Columbia, Canada *Director & President*	February 25, 2020	933,975	Director and President of the Company; Director and/or Senior Officer of several other listed and private issuers.
Stephen Leahy[3][4] British Columbia, Canada *Director*	November 8, 2006	1,563,000	Director and President of the Company; Director and/or Senior Officer of several other listed and private issuers.
Robert Friesen[2][3][4] British Columbia, Canada *Director*	November 9, 2007	358,800	Retired. Director of the Company
Ian Rice[2] London, Great Britain *Director*	July 9, 2020	Nil	Director of the Company. On the Advisory Board of Bean Capital, a London Private Equity firm. Consultant to Larsan Limited, a London Private Equity firm.
Faysal Rodriguez Los Mochis, Mexico *Director*	September 23, 2025	5,000,000	Director of the Company, Senior Vice President, Mexico, of Torex Gold Resources Inc. since June 2020.

Notes:

(1) The information as to principal occupation, business or employment, and Common Shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above not elected at the last annual general meeting have held the principal occupation or employment indicated for at least the five preceding years.
(2) Denotes a member of the audit committee (the "**Audit Committee**").
(3) Denotes a member of the compensation committee (the "**Compensation Committee**").
(4) Denotes a member of the governance committee (the "**Governance Committee**").
(5) Mr. Dalziel controls or directs, directly or indirectly, 1,050,000 Common Shares through a private company called ATM Holdings Ltd., 15,650,308 Common Shares through a private company called ATM Mining Corp., and 831,000 Common Shares through a private company called Sunda Mining Corporation.
(6) Mr. Vanry controls or directs, directly or indirectly, 45,000 Common Shares registered through a private company called 677185 B.C. Ltd.

Except as otherwise disclosed below, to the knowledge of the Company, no proposed director of the Company is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) 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.

For the purposes of subsection (a) above, "**order**" means:

(i) a cease trade order;
(ii) an order similar to a cease trade order; or
(iii) an order that denied the relevant company access to any exemption under securities legislation;

that was in effect for more than 30 consecutive days.

Mr. Graham previously served as a director of Spey Resources Corp. ("**Spey**") from until April 2, 2024. On August 27, 2021, the British Columbia Securities Commission ("**BCSC**") issued a cease trade order to Spey, for failing to file: (a) the Candela II Report; (b) a business acquisition report in respect of the Tech One Acquisition; (c) the material contracts in respect of the Tech One Acquisition; (d) a material change report in respect of the Tech One Acquisition and (e) the management discussion and analysis for the three and six months ended May 31, 2021. The cease trade order was revoked on August 12, 2022.

Mr. Graham previously served as a director of Cache Exploration Inc. ("**Cache**") from January 2020 to April 2022. The BCSC issued a management cease trade order against insiders of Cache for failure to file annual audited financial statements and management's discussion and analysis for the year ended September 30, 2020. Cache then failed to file the audited annual financial statements by the new deadline of March 29, 2021. Consequently, the BCSC issued a cease trade order against Cache for the failure to file the audited annual financial statements. The cease trade order and management cease trade order were both revoked on April 7, 2021. On June 4, 2021, while Mr. Graham was still in office, the BCSC issued another cease trade order against Cache for failing to file its interim financial statements and MDA for the period ending March 31, 2021. The order remains in effect.

Mr. Graham has served as a director of Pantera Silver Corp. ("**Pantera**") since 15 May, 2015. The BCSC issued a failure-to-file cease trade order against Pantera on October 5, 2026 for failure to file annual audited financial statements and management's discussion and analysis for the year ended May 31, 2026. On October 13, 2026, the British Columbia Securities Commission revoked the cease trade order.

On May 2, 2019, at the request of Bolt Metals Corp. ("**Bolt**"), of which Mr. Steve Vanry was the CFO and a director, Bolt was granted a temporary management cease trade order from the BCSC in connection with Bolt's filing of its audited annual financial statements and management's discussion and analysis for the financial year ended December 31, 2018 (the "**Bolt Annual Report**") and its unaudited interim financial statements and management's discussion and analysis for the financial period ended March 31, 2019 (the "**Bolt Q1 Report**"). On June 27, 2019, Bolt announced that the Bolt Annual Report and the Bolt Q1 Report had been filed and the management cease trade order was subsequently lifted on July 2, 2019.

On November 28, 2024, at the request of Wedgemount Resources Corp. ("**Wedgemount**"), of which Mr. Steve Vanry was CFO at the time, Wedgemount was granted a temporary management cease trade order from the BCSC in connection with Wedgemount's filing of its audited annual financial statements and management's discussion and analysis for the financial year ended July 31, 2024 (the "**Wedgemount Annual Report**") and its unaudited interim financial statements and management's discussion and analysis for the three months ended October 31, 2024 ("**the Wedgemount Q1 Report**"). On January 27, 2025, the Wedgemount Annual Report and the Wedgemount Q1 Report were filed and the management cease trade order was lifted.

Except as otherwise disclosed below, to the knowledge of the Company, no proposed director of the Company:

(a) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in the 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;

(b) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director or executive officer;

(c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(d) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Appointment of Auditor

At the Meeting, Shareholders will be asked to vote for the appointment of Davidson & Company LLP, Chartered Accountants, of 1200 – 609 Granville Street, Vancouver, British Columbia, V7Y 1G6, for the ensuing fiscal year, and to hold such position until the next annual general meeting of the shareholders or until they are removed by the Board or resign as provided by law, and to authorize the directors to fix their remuneration.

Approval of Stock Option Plan

At the Meeting, Shareholders will be asked to approve the continuation of the Company's 2022 stock option plan (the "**Plan**"). The purpose of the Plan is to provide an incentive to directors, officers, employees and consultants to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company, to increase their efforts on behalf of the Company, and to reward or compensate their contributions towards the long-term goals of the Company.

The following summary of the material terms of the Plan does not purport to be complete and is qualified in its entirety by reference to the Plan. Shareholders may obtain a copy of the Plan from the Company prior to the Meeting on written request.

Eligible Participants. Options may be granted under the Plan to directors and senior officers of the Company or its subsidiaries, management company employees (collectively, the "**Directors**"), employees of the Company or its subsidiaries (collectively, the "**Employees**") or consultants of the Company or its subsidiaries (collectively, the "**Consultants**"). The Board, in its discretion, determines which of the Directors, Employees or Consultants will be awarded options under the Plan.

Number of Common Shares Reserved. The number of Common Shares which may be issued pursuant to options granted under the Plan may not exceed 10% of the issued and outstanding Common Shares at the date of granting of options. Options that are exercised, cancelled or expire prior to exercise continue to be issuable under the Plan.

Limitations. Under the Plan, the aggregate number of options granted to any one person (including companies wholly-owned by that person) in a 12-month period must not exceed 5% of the issued and outstanding Common Shares of the Company, calculated on the date the option is granted. The aggregate number of options granted to any one Consultant in a 12-month period must not exceed 2% of the issued and outstanding Common Shares of the Company, calculated at the date the option is granted. The aggregate number of options granted to all persons retained to provide investor relations services to the Company (including Consultants and Employees or Directors whose role and duties primarily consist of providing investor relations services) must not exceed 2% of the issued and outstanding Common Shares of the Company in any 12-month period, calculated at the date an option is granted to any such person. Disinterested shareholder approval will be required for any grant of options which will result in the number of options granted to Insiders (as defined in the *Securities Act* (British Columbia)) as a group at any point in time or within a 12-month period exceeding 10% of the issued and outstanding Common Shares of the Company.

Exercise Price. The exercise price of options granted under the Plan is determined by the Board, provided that it is not less than the discounted market price, as that term is defined in the TSX Venture Exchange (the "**Exchange**") policy manual, or such other minimum price as is permitted by the Exchange in accordance with the policies in effect at the time of the grant, or, if the Common Shares are no longer listed on the Exchange, then such other exchange or quotation system on which the Common Shares are listed or quoted for trading. The exercise price of stock options granted to Insiders may not be decreased without disinterested Shareholder approval at the time of the proposed amendment.

Term of Options. Subject to the termination and change of control provisions noted below, the term of any options granted under the Plan is determined by the Board and may not exceed ten (10) years from the date of grant. Disinterested Shareholder approval will be required for any extension to stock options granted to individuals that are Insiders at the time of the proposed amendment.

Vesting. All options granted pursuant to the Plan will be subject to such vesting requirements as may be prescribed by the Exchange, if applicable, or as may be imposed by the Board. Options issued to persons retained to provide investor relations activities must vest in stages over 12 months with no more than one-quarter of the options vesting in any three-

month period. The acceleration of options held by persons retained to provide investor relations services to the Company will be subject to prior Exchange acceptance. In the event of a Change of Control, as defined in the Plan, all unvested options will vest immediately.

Dividend entitlement. The Plan does not include any dividend entitlement to participants. If participants were entitled to receive options in lieu of dividends declared by the Company, and if the Company did not have sufficient unallocated options available to satisfy the obligation, then the Company may settle those entitlements with cash.

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

(a) the end of the term of the option;

(b) on the date the holder ceases to be eligible to hold the option (the "**Cessation Date**"), if the Cessation Date is as a result of dismissal for cause;

(c) one year from the date of death or disability, if the Cessation Date is as a result of death or disability;

(d) 90 days from the Cessation Date, if the Cessation Date is as a result of a reason other than death, disability or cause; or

(e) on such other date as fixed by the Board, provided that the date is no more than one year from the Cessation Date, if the Cessation Date is as a result of a reason other than death, disability or cause.

Exercise of Options. The exercise price of an option must be paid in cash, other than as described below as determined by the Board:

(a) Net Exercise. The Company may accept the exercise of options by optionees other than those who provide investor relations services without the optionee making any cash payment so the Company does not receive any cash from the exercise of the subject options, and instead the optionee receives only the number of Common Shares that is the equal to the quotient obtained by dividing:

(i) the product of the number of options being exercised multiplied by the difference between the volume weighted average price ("**VWAP**") of the Common Shares and the exercise price of the options; by

(ii) the VWAP of the Common Shares.

In the event of a Net Exercise, the number of Options exercised, surrendered or converted, and not the number of Option Shares actually issued by the Company, must be included in calculating the limits set forth in Section 5(a) and Sections 6(f)(i)-(iii) of the Plan.

Adjustments. Any adjustment to stock options granted or issued (except in relation to a consolidation or share split) will be subject to the prior acceptance of the Exchange.

Disinterested Shareholder approval will be sought in respect of any material amendment to the Plan. The proposed Plan is subject to Exchange acceptance and if the Exchange finds the disclosure to Shareholders to be inadequate, Shareholder approval may not be accepted by the Exchange.

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

"BE IT RESOLVED THAT:

(a) the Company's 2022 stock option plan (the "**Plan**") is hereby confirmed, ratified, and approved, and in connection therewith a maximum of 10% of the issued and outstanding common shares at the time of each grant be approved for granting as options;

(b) the board of directors of the Company be authorized in its absolute discretion to administer the Plan, and amend or modify the Plan in accordance with its terms and conditions and with the policies of the TSX Venture Exchange; and

(c) any director or officer of the Company be authorized and directed to do all acts and things and to execute and deliver all documents required, as in the opinion of such director or officer may be necessary or appropriate in order to give effect to this resolution."

A copy of the Plan is available at the records office of the Company at Suite 1201 – 1166 Alberni Street, Vancouver, British Columbia, Canada until the business day immediately preceding the date of the Meeting, and a copy will also be made available at the Meeting.

Proxies received in favour of management will be voted in favour of the approval of the Plan, unless the Shareholder has specified in their Proxy that their Shares are to be voted against such resolution.

OTHER BUSINESS

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

STATEMENT OF EXECUTIVE COMPENSATION

For the purpose of this Information Circular:

"**CEO**" means the Company's chief executive officer;

"**CFO**" means the Company's chief financial officer;

"**Named Executive Officer**" or "**NEO**" means:

(a) the CEO;

(b) the CFO;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer, other than the CEO and the CFO, at the end of the most recently completed financial year whose total compensation was more than $150,000 for that financial year; and

(d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

As at May 31, 2026, the end of the most recently completed financial year of the Company, the Company had two (2) NEOs, whose name and positions held within the Company are set out in the summary compensation table below.

Director and Named Executive Officer Compensation

The following table is a summary of compensation awarded to, earned by, paid to, or payable to the NEO and directors of the Company for the two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	**Year Ended[1]**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Craig Dalziel[2]	2026	$226,000			-	$10,000[5]	$236,000
Director and Executive Chairman	2025	$96,000	-	$4,500	-	$5,000[5]	$105,500
Richard Lock	2026	$162,354	-	-	-	$7,583	$169,937
Director and CEO	2025	$279,694	-	$3,000	-	$5,000[5]	$287,694
Ian Graham[3]	2026	$180,000			-	10,000[5]	$190,000
Director and President	2025	$168,000	-	$4,000	-	$5,000[5]	$177,000
Steven Vanry[4]	2026	$72,000			-	$9,000[5]	$81,000
Director and CFO	2025	$72,000	-	$4,000	-	$5,000[5]	$81,000
Stephen Leahy	2026	-	-	-	-	$10,000[5]	$10,000
Director	2025	-	-	$4,000	-	$5,000[5]	$9,000
Robert Friesen	2026	-	-	-	-	$10,000[5]	$10,000
Director	2025	-	-	$4,500	-	$5,000[5]	$9,500
Ian Rice	2026	-		-	-	$9,000[5]	$9,000
Director	2025	-	-	$4,500	-	$5,000[5]	$9,500
Faysal Rodriguez	2026	-	-	-	-	$6,333[5]	$6,333
Director	2025	-	-	-	-	-	-

Notes:

(1) Year ended May 31.

(2) Mr. Dalziel's fees for acting as Executive Chairman of the Company were paid under management contract to ATM Mining Corp., a private company controlled by Mr. Dalziel.

(3) Mr. Graham's fees are paid under management contract to nKwazi Resource Management Inc., a private company controlled by Mr. Graham.

(4) Mr. Vanry's fees for acting as the Chief Financial Officer of the Company were paid to 677185 B.C. Ltd., a private company controlled by Mr. Vanry.

(5) Director's fees.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to each director and NEO by the Company in the most recently completed financial year for services provided or to be provided, directly or indirectly, to the Company, and outstanding compensation securities held by each director and NEO.

Compensation Securities							
Name and position	**Type of compen-sation security**	**Number of compensation securities, number of underlying securities and percentage of class**	**Date of issue or grant**	**Issue, conver-sion or exercise price**	**Closing price of security or underlying security on date of grant**	**Closing price of security or underlying security at year end**	**Expiry Date**
Craig Dalziel[(1)] *Director and Executive Chairman*	Stock Options	750,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Richard Lock[(2)] *Director and CEO*	Stock Options	750,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Ian Graham[(3)] *Director and President*	Stock Options	375,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Steven Vanry[(4)] *Director and CFO*	Stock Options	275,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Stephen Leahy[(5)] *Director*	Stock Options	200,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Robert Friesen[(6)] *Director*	Stock Options	200,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Ian Rice[(7)] *Director*	Stock Options	100,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029
Faysal Rodriguez[(8)] *Director*	Stock Options	500,000	January 29, 2026	$0.85	$0.83	$0.42	January 29, 2029

Notes:

(1) Mr. Dalziel held a total of 1,050,000 compensation securities as of the last day of the most recently completed financial year.
(2) Mr. Lock held a total of nil compensation securities as of the last day of the most recently completed financial year.
(3) Mr. Graham, held a total of 825,000 compensation securities as of the last day of the most recently completed financial year.
(4) Mr. Vanry held a total of 575,000 compensation securities as of the last day of the most recently completed financial year.
(5) Mr. Leahy held a total of 425,000 compensation securities as of the last day of the most recently completed financial year.
(6) Mr. Friesen held a total of 425,000 compensation securities as of the last day of the most recently completed financial year.
(7) Mr. Rice held a total of 400,000 compensation securities as of the last day of the most recently completed financial year.
(8) Mr. Rodriguez held a total of 5,000 compensation securities as of the last day of the most recently completed financial year.

Exercise of Compensation Securities by Directors and NEOs

The following table is a summary of compensation securities exercised by directors or NEOs of the Company or its subsidiary in the most recently completed financial year ended May 31, 2026.

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
Craig Dalziel *Director and Executive Chairman*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Richard Lock *Director and CEO*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ian Graham *Director and President*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Steven Vanry *Director and CFO*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Stephen Leahy *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Robert Friesen *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Ian Rice *Director*	Nil	Nil	Nil	Nil	Nil	Nil	Nil

Stock Option Plans and Other Incentive Plans

See "Approval of Stock Option Plan" above for the material terms of the Plan. The Company's current stock option plan was previously approved by Shareholders on December 19, 2025. The Plan will be placed before the Meeting for Shareholder approval.

Employment, Consulting and Management Agreements

The Company entered into a management contract dated October 10, 2011, as amended, with ATM Mining Corp. ("**ATM Mining**)" and Craig Dalziel pursuant to which it has agreed to pay ATM Mining $15,000 per month for management and other consulting services to be provided to the Company (the "**ATM Agreement**"). ATM Mining is a private company controlled by Craig Dalziel, Executive Chairman and a director of the Company. Pursuant to the ATM Agreement, the Company may terminate the agreement in its discretion upon paying ATM Mining a total of thirty (30) months termination pay in lieu of notice. In the event there is a change of control of the Company, ATM Mining may give thirty (30) days' notice of termination within the following six-month period and the Company shall pay ATM Mining the equivalent of thirty (30) months fees plus the value of thirty months employee benefits at the end of such notice period.

The Company entered into a management contract dated March 29, 2022 with Silver Creek Mineral Services LLC. ("**Silver Creek**") and Richard Lock pursuant to which it agreed to pay Silver Creek $12,500 USD per month for management and other consulting services to be provided to the Company (the "**Silver Creek Agreement**") for the first 12 months, and US$16,667 USD per month thereafter. Silver Creek is a private company controlled by Richard Lock, CEO and a director of the Company. Pursuant to the Silver Creek Agreement, upon a transaction which is intended to be a direct or indirect final sale of the Company's Santo Tomas Project, the Company will pay Silver Creek a completion fee equal to 0.1% of the total deemed value of the consideration for such sale, with a minimum of $300,000 USD, to a maximum of $600,000 USD. The Company may terminate the agreement in its discretion upon giving Silver Creek sixty days' notice. Silver Creek terminated the Silver Creek Agreement, and Mr. Lock resigned

as a director of the Company effective April 30, 2026.

The Company entered into a management contract dated May 8, 2026, with a services commencement date of June 16, 2026, with Charles Cryer ("**Cryer**") pursuant to which it has agreed to pay Mr. Cryer $16,500 USD per month for his services as Chief Executive Officer of the Company. Pursuant to the agreement, the Company may terminate the agreement in its discretion upon giving Mr. Cryer sixty days' notice

The Company entered into a management contract dated May 28, 2019, as amended, with nKwazi Resource Management Inc. ("**nKwazi**") and Ian Graham pursuant to which it has agreed to pay nKwazi $18,000 per month for management and other consulting services to be provided to the Company (the "**nKwazi Agreement**"). nKwazi is a private company controlled by Ian Graham, President and a director of the Company. Pursuant to the nKwazi Agreement, the Company may terminate the agreement in its discretion upon giving nKwazi thirty days' notice.

Except as disclosed in this Information Circular, the Company does not have any agreement or arrangement under which compensation was provided during the most recently completed financial year (May 31, 2026), or is payable in respect of services provided to the Company that were performed by a director or NEO.

Oversight and description of director and named executive officer compensation

The objective of the Company's compensation program is to compensate the executive officers for their services to the Company at a level that is both in line with the Company's fiscal resources and competitive with companies at a similar stage of development.

The Company compensates its executive officers based on their skill, qualifications, experience level, level of responsibility involved in their position, the existing stage of development of the Company, the Company's resources, industry practice and regulatory guidelines regarding executive compensation levels.

The Board has implemented three levels of compensation to align the interests of the executive officers with those of the Shareholders. First, executive officers may be paid a monthly consulting fee or salary. Second, the Board may award executive officers long term incentives in the form of stock options. Finally, and only in special circumstances, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in Shareholder value. The Company provides medical and dental benefits but it does not provide pension or other benefits to the executive officers.

The base compensation of the executive officers is reviewed and set annually by the Board. The CEO has substantial input in setting annual compensation levels. The CEO is directly responsible for the financial resources and operations of the Company. In addition, the CEO and Board from time to time determine the stock option grants to be made pursuant to the Company's stock option plan. Previous grants of stock options are taken into account when considering new grants. The Board awards bonuses at its sole discretion. The Board does not have pre-existing performance criteria or objectives.

Compensation for the most recently completed financial year should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

Pension Disclosure

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of the end of the Company's most recently completed financial year (ended May 31, 2026) with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (stock option plan)	56,420,491	$0.56	19,810,414
Equity compensation plans not approved by security holders	N/A	N/A	N/A
TOTAL:	56,420,491	$0.56	19,860,414

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, proposed nominees for election as directors and their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, is, as at the date of this Information Circular, or has been at any time during the most recently completed financial year, indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

MANAGEMENT CONTRACTS

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

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

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

Board of Directors

The composition of the Board currently consists of the following eight members: Richard Lock, Stephen Leahy, Robert Friesen, Craig Dalziel, Ian Graham, Ian Rice, Steve Vanry and Faysal Rodriguez. It is proposed that all eight individuals will be nominated at the Meeting.

A director is independent if he or she has no direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of the director's independent judgment. The Board has concluded that Stephen Leahy, Ian Rice and Robert Friesen are "independent" for purposes of membership of the Board, as provided in NI 58-101. Of the proposed nominees, Richard Lock, CEO, Craig Dalziel, Executive Chairman, Steven Vanry, CFO, and Ian Graham, President, are considered to be non-independent directors by virtue of their positions.

Other Directorships

The following table sets forth the directors and proposed directors of the Company who are directors of other reporting issuers as at November 13, 2026:

Name	***Name of other reporting issuer***
Craig Dalziel	None
Charles Cryer	None
Ian Graham	Commerce Resource Corp. First Canadian Graphite Inc. Pantera Silver Corp. Fidelity Minerals Corp.
Steven Vanry	American Critical Minerals Corp. DeepMarkit Corp. Pender Street Capital Corp. Cult Food Services Corp.
Stephen Leahy	Golden Dawn Minerals Inc. Winshear Gold Corp. Mineral Road Discovery Inc.
Robert Friesen	None
Ian Rice	None
Faysal Rodriguez	None

Orientation and Continuing Education

Orientation of new members of the Board is conducted informally by Management and members of the Board. The Company has not adopted formal policies respecting continuing education for Board members.

Ethical Business Conduct

The Board has not adopted a formal code of business conduct and ethics. The Board is of the view that the fiduciary duties placed on individual directors by the Company's governing legislation and common law together with corporate statutory restrictions on an individual director's participation in Board decisions in which the director has an interest are sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board considers its size each year when it considers the number of directors to recommend to the shareholders for election at the annual general meeting. The Board takes into account the number of directors required to carry out the Board's duties effectively and to maintain diversity of views and experience. The Board has not established a nominating committee and this function is currently performed by the Board as a whole.

Compensation

The Board has established a formal Compensation Committee, which is composed of Stephen Leahy (independent director), Robert Friesen (independent director) and Steven Vanry (not an independent director). The Compensation Committee is responsible for reviewing and determining the adequacy and form of compensation paid to the

Company's directors and executives. The Compensation Committee evaluates the performance of the Chief Executive Officer and other senior management measured against the Company's business goals and industry compensation levels. All members of the Compensation Committee have direct experience which is relevant to their responsibilities as committee members and all members are or have held senior executive roles within public companies, and therefore have a good understanding of compensation programs. The members of the Compensation Committee also have good financial understanding which allows them to assess the costs versus benefits of compensation plans. The members' combined experience in the resource sector provides them with the understanding of the Company's success factors and risks, which is very important when determining metrics for measuring success.

Board Committees

The Board has no committees other than the following: Audit Committee, Compensation Committee and Governance Committee. The members of the Audit Committee are Robert Friesen, Craig Dalziel and Ian Rice. The members of the Compensation Committee are Stephen Leahy, Robert Friesen, and Steven Vanry. The members of the Governance Committee are Stephen Leahy and Robert Friesen.

Assessments

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors and receives reports from each committee respecting its own effectiveness. As part of the assessments, the Board or the individual committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

AUDIT COMMITTEE

Audit Committee Disclosure

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

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

The Audit Committee's Charter

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

Composition of the Audit Committee

The Audit Committee is currently comprised of the following members: Robert Friesen, Craig Dalziel and Ian Rice. Each member of the Audit Committee is considered to be financially literate, as defined by NI 52-110, in that they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

Two members of the Audit Committee, Ian Rice and Robert Friesen, are considered to be independent. Craig Dalziel, Executive Chairman of the Company, is considered not to be independent. An audit committee member is independent if he has no direct or indirect "material relationship" with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgement. As the Company is a venture issuer, it is not subject to the requirement that all audit committee members be independent. As a venture issuer, a majority of the members of the Company's audit committee must not be executive officers, employees or control persons of the Company or of an affiliate of the Company.

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

Relevant Education and Experience

All three Audit Committee members have the ability to read and understand financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements and are therefore considered "financially literate".

Robert Friesen – Mr. Friesen is a Professional Geologist, has over 45 years mining and exploration experience. He held senior management and directorship roles of public companies for many years, including previously being a director and sitting on the audit committee of Network Explorations Ltd. Mr. Friesen has a solid understanding of financial statements, their preparation, analysis, and interpretation. He has completed an in-house financial analysis course with Noranda Inc.

Craig Dalziel – Mr. Dalziel is a self-employed businessman with over 35 years of experience in public companies and corporate finance. He has been a business development and finance consultant to several reporting issuers as well as having been a director and a chief executive officer for reporting issuers. This experience has provided Mr. Dalziel with an understanding of the accounting principles used by the Company to prepare its financial statements and to analyze or evaluate the Company's financial statements.

Ian Rice – Mr. Rice has over 40 years of experience in senior management in public and private companies, with a focus on the mining and renewable energy sectors, including as a director of Navan Resources PLC., as well as being Chairman of the General-Purpose Committee of the Melbourne City Counsil overseeing allocation of the city's budget. Mr. Rice has extensive experience in operations, business development and strategy and finance.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4, 6.1.1(4), 6.1.1(5), 6.1.1(6) or Part 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Sections 6.1.1(4), (5) and (6) provide exemptions in certain circumstances from the requirement that a majority of the members of the Audit Committee must not be executive officers, employees or control persons of the venture issuer. Part 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-Approval Policies and Procedures

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

External Auditor Service Fees

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

The aggregate fees billed by the Company's external auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
May 31, 2026	$70,854	$59,700	$Nil	$Nil
May 31, 2025	$85,000	$15,000	$Nil	$5,000

Exemption

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

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.com.

Financial information is provided in the Company's comparative annual audited financial statements and management's discussion and analysis ("**MD&A**") for its most recently completed financial year, and are available online at www.sedarplus.com. Shareholders may request additional copies by: (i) mail to 1201 – 1166 Alberni Street, Vancouver, B.C. V6E 3Z3, Canada; or (ii) telephone to: +1-604-688-6200.

DIRECTORS' APPROVAL

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

DATED at Vancouver, British Columbia, this 13th day of November, 2026

ON BEHALF OF THE BOARD OF DIRECTORS

"Craig Dalziel"

_____

Craig Dalziel
Executive Chairman

Schedule "A"

Charter of the Audit Committee of the Board of Directors of Oroco Resource Corp. (the "Company")

The Audit Committee is a committee of the board of directors (the "**Board**") of the Company to which the Board delegates its responsibilities for the oversight of the accounting and financial reporting process and financial statement audits.

The Audit Committee will:

(a) review and report to the Board of the Company on the following before they are published:

(i) the financial statements and MD&A (management discussion and analysis) (as defined in National Instrument 51-102) of The Company; and

(ii) the auditor's report, if any, prepared in relation to those financial statements;

(b) review the Company's annual and interim earnings press releases before the Company publicly discloses this information;

(c) satisfy itself that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial statements and periodically assess the adequacy of those procedures;

(d) recommend to the Board:

(i) the external auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company; and

(ii) the compensation of the external auditor;

(e) oversee the work of the external auditor engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, including the resolution of disagreements between management and the external auditor regarding financial reporting;

(f) monitor, evaluate and report to the Board on the integrity of the financial reporting process and the system of internal controls that management and the Board have established;

(g) monitor the management of the principal risks that could impact the financial reporting of the Company;

(h) establish procedures for:

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

(ii) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting matters;

(i) pre-approve all non-audit services to be provided to the Company or its subsidiary entitles by the Company's external auditor;

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

(k) with respect to ensuring the integrity of disclosure controls and internal controls over financial reporting, understand the process utilized by the Chief Executive Officer and the Chief Financial Officer to comply with Multilateral Instrument 52-109;

(l) review and recommend to the Board any changes to accounting policies;

(m) review the opportunities and risks inherent in the Company's financial management and the effectiveness of the controls thereon; and

(n) review all major transactions (acquisitions, divestitures and funding).

Composition of the Committee

The committee will be composed of three directors from the Board, the majority of whom will be Independent. Independence of the Board members will be as defined by applicable legislation and, as a minimum, each committee member will have no direct or indirect relationship with the Company which, in the view of the Board, could reasonably interfere with the exercise of a member's independent judgment.

All members of the committee will be financially literate as defined by applicable legislation. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

Authority

The committee has the authority to engage independent counsel and other advisors as it deems necessary to carry out its duties, and the committee will set the compensation for such advisors.

The committee has the authority to communicate directly with and to meet with the external auditors and the internal auditor, without management involvement. This extends to requiring the external auditor to report directly to the committee.

Reporting

The reporting obligations of the committee will include:

1. reporting to the Board on the proceedings of each committee meeting and on the committee's recommendations at the next regularly scheduled directors meeting; and
2. reviewing and reporting to the Board on its concurrence with the disclosure required by Form 52-110F2 in any management information circular prepared by the Company.