



Suite 202, Yale Court Plaza, 2526 Yale Court, Abbotsford, British Columbia V2S 8G9 | 604 870 4988

NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual and Special Meeting (the “**Meeting**”) of the shareholders of Carlton Precious Inc. (“**Carlton**” or the “**Company**”) will be held at Suite 3680, 130 King Street West, Toronto, Ontario, M5X 1B1, on Thursday, June 25, 2026 at 10:00 a.m. (Eastern time), for the following purposes:

1. to receive the audited financial statements of the Company for its financial years ended July 31, 2025 and the report of the auditors thereon;
2. to set the number of directors of the Company to be elected at five (5);
3. to elect directors of the Company for the ensuing year;
4. to appoint auditors of the Company for the ensuing year and to authorize the directors to fix their remuneration for the ensuing year;
5. to consider and, if deemed advisable, pass an ordinary resolution approving the Company’s stock option plan; and
6. to transact such further or other business as may properly come before the Meeting or any adjournment thereof. Management is not currently aware of any other matters that could come before the Meeting.

Accompanying this Notice of Annual and Special Meeting are: (1) an Information Circular, which provides additional information relating to the matters to be dealt with at the Meeting; (2) a Form of Proxy or Voting Instruction Form; (3) a return envelope for use by the shareholders to send in their Proxy or Voting Instruction Form; and (4) a financial statement request form for use by shareholders who wish to receive the Company’s future audited financial statements and/or interim financial statements together with related Management’s Discussion and Analysis. The report of the auditor and the audited financial statements of the Company for the financial year ended July 31, 2025 together with the related Management’s Discussion and Analysis can be accessed through the Internet on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca.

The record date for the determination of the shareholders entitled to receive this Notice and to vote at the Meeting has been established as May 21, 2026.

Shareholders may vote by proxy if a Registered Shareholder or provide voting instructions if a Non-Registered Shareholder. Instructions for voting by Registered Shareholders or providing voting instructions by Non-Registered Shareholders by mail, fax, or telephone and over the internet are included in the Information Circular. To be valid, proxies must be received by Olympia Trust Company, the Company’s transfer agent, by mail at PO Box 128, Station M, Calgary, Alberta, T2P 2H6, Attention: Proxy Department, by email to proxy@olympiustrust.com or by facsimile at (403) 668 8307, no later than forty-eight (48) hours (excluding Saturdays, Sundays and holidays) prior to the time of the Meeting, or adjournment thereof. The Chair of the Meeting has the discretion to accept late proxies.

DATED at Abbotsford, British Columbia, this 22nd day of May, 2026.

BY ORDER OF THE BOARD

(Signed) “Marc Henderson”

Marc Henderson, Chair



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MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation by management of Carlton Precious Inc. (the “**Company**”) of proxies to be used at the annual and special meeting of shareholders of the Company (the “**Meeting**”) referred to in the accompanying Notice of Annual and Special Meeting of Shareholders (the “**Notice**”) to be held on Thursday, June 25, 2026, at the time and place and for the purposes set forth in the Notice. **The solicitation is made by the management of the Company and will be made primarily by mail, but proxies may also be solicited personally or by telephone by regular employees of the Company at nominal cost. The cost of solicitation by management will be borne by the Company. The information contained herein is given as of May 25, 2026, unless indicated otherwise.**

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the enclosed form of proxy are directors and/or officers of the Company. **Each shareholder has the right to appoint a person or company, who need not be a shareholder of the Company, other than the persons named in the enclosed form of proxy, to represent such shareholder at the Meeting or any adjournment thereof. Such right may be exercised by inserting such person’s name in the blank space provided and striking out the names of management’s nominees in the enclosed form of proxy or by completing another proper form of proxy. All proxies must be executed by the shareholder or his or her attorney duly authorized in writing or, if the shareholder is a company, by an officer or attorney thereof duly authorized. The completed form of proxy must be deposited at the office of Olympia Trust Company, PO Box 128, Station M, Calgary, Alberta, T2P 2H6, Attention: Proxy Department, before 2:00 p.m. (Toronto time) on Friday, June 19, 2026.**

A shareholder who has given a proxy has the power to revoke it as to any matter on which a vote has not already been cast pursuant to the authority conferred by such proxy and may do so either:

1. not later than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the Meeting or adjournment thereof at which the proxy is to be used, by delivering another properly executed form of proxy bearing a later date and depositing it as aforesaid;
2. by depositing an instrument in writing revoking the proxy executed by him or her with Olympia Trust Company at its office denoted herein at any time up to and including 2:00 p.m. (Toronto time) on the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used; or
3. in any other manner permitted by law.

EXERCISE OF DISCRETION BY PROXIES

Shares represented by properly executed proxies in favour of the persons named in the enclosed form of proxy **will be voted or withheld from voting in accordance with the instructions of the securityholder on any ballot that may be called for** and, where the person whose proxy is solicited specifies a choice with respect to the matters identified in the proxy, **the shares will be voted or withheld from voting in accordance with the specifications so made. Where shareholders have properly executed proxies in favour of the persons named in the enclosed form of proxy and have not specified in the form of proxy the manner in which the named proxies are required to vote the shares represented thereby, such shares will be voted in favour of the passing of the matters set forth in the Notice.** The enclosed form of proxy confers discretionary authority with respect to amendments or variations to the matters identified in the Notice and with respect to other matters that may properly come before the Meeting. At the date hereof, management of the Company knows of no such amendments, variations or other matters to come

before the Meeting. However, if any other matters which at present are not known to management of the Company should properly come before the Meeting, the proxy will be voted on such matters in accordance with the best judgment of the named proxies.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Each holder of common shares in the capital of the Company (“**Common Shares**”) of record at the close of business on May 21, 2026 (the “**record date**”) will be entitled to vote at the Meeting or at any adjournment thereof, either in person or by proxy. As of May 25, 2026, the Company had 86,863,845 issued and outstanding Common Shares. Each Common Share carries the right to one vote per share. The outstanding Common Shares are listed on the TSX Venture Exchange (the “**TSXV**”) under the symbol “**CPI**”.

To the knowledge of the directors and executive officers of the Company, as at May 25, 2026, there are no persons or corporations that beneficially owned, directly or indirectly, or exercised control or direction over, Common Shares carrying more than 10% of the voting rights attached to all outstanding Common Shares of the Company.

The directors and officers of the Company collectively own or control, directly or indirectly, in the aggregate, 18,182,935 Common Shares of the Company, representing approximately 20.9% of the outstanding Common Shares as at May 25, 2026.

NON-REGISTERED HOLDERS AND DELIVERY MATTERS

Only registered shareholders, or the persons they appoint as their proxies, are permitted to vote at the Meeting.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary (“**Intermediary**”) holding on your behalf.

If you have received the Company’s form of proxy, you may return it to Olympia Trust Company (i) by regular mail in the return envelope provided, (ii) by email to proxy@olympiatrust.com; or (iii) by fax at (403) 668 8307.

Objecting Beneficial Owners (“**OBOs**”) and other beneficial holders receive a Voting Instruction Form (“**VIF**”) from an Intermediary by way of instruction of their financial institution. Detailed instructions of how to submit your vote will be on the VIF.

In either case, the purpose of this procedure is to permit non-registered holders to direct the voting of the Common Shares they beneficially own. Should a non-registered holder who receives either form of proxy wish to vote at the Meeting in person, the non-registered holder should strike out the persons named in the form of proxy and insert the non-registered holder’s name in the blank space provided. Non-registered holders should carefully follow the instructions of their Intermediary including those regarding when and where the form of proxy or VIF is to be delivered.

The Company is not using the “notice-and-access” provisions of National Instrument 54-101 (“**NI 54-101**”) in connection with the delivery of the meeting materials in respect of the Meeting. The Company is not sending such meeting materials directly to “non-objecting beneficial owners” in accordance with NI 54-101, and intends to pay for intermediaries to deliver such meeting materials to “objecting beneficial owners” as defined in NI 54-101.

COMPENSATION OF EXECUTIVE OFFICERS

The following table provides a summary of compensation for services rendered in all capacities to the Company for the fiscal years ended July 31, 2025 and 2024 in respect of the individuals who served as (i) the Chief Executive Officer (“CEO”) and Chief Financial Officer (“CFO”) of the Company during the fiscal year ended July 31, 2025 (the “**Named Executive Officers**”); and (ii) the directors of the Company for the fiscal year ended July 31, 2025. See also “Stock Options and Other Compensation Securities” below. The Company had no other executive officers whose total compensation during the fiscal year ended July 31, 2025 exceeded \$150,000.

Table of Compensation Excluding Compensation Securities

Name and Position	Fiscal Year	Salary, Consulting Fee, Retainer or Commission	Bonus	Committee or Meeting Fees	Value of Perquisites	Value of All Other Compensation⁽¹⁾	Total Compensation
Martin Walter <i>Director, CEO</i>	2025	\$108,000	Nil	Nil	Nil	Nil	\$108,000
	2024	\$72,000	Nil	Nil	Nil	Nil	\$72,000
David Fynn <i>CFO</i>	2025	\$42,000	Nil	Nil	Nil	Nil	\$42,000
	2024	\$36,000	Nil	Nil	Nil	Nil	\$36,000
Matthew Andrews <i>Director</i>	2025	Nil	Nil	\$15,167	Nil	Nil	\$15,167
	2024	Nil	Nil	\$13,000	Nil	Nil	\$13,000
Marc Henderson <i>Director</i>	2025	Nil	Nil	\$18,667	Nil	Nil	\$18,667
	2024	Nil	Nil	\$16,000	Nil	Nil	\$16,000
Markus Janser <i>Director</i>	2025	Nil	Nil	\$15,167	Nil	Nil	\$15,167
	2024	Nil	Nil	\$13,000	Nil	Nil	\$13,000
Campbell Smyth <i>Director</i>	2025	Nil	Nil	\$15,167	Nil	Nil	\$15,167
	2024	Nil	Nil	\$13,000	Nil	Nil	\$13,000

Notes:

(1) This table does not include any amount paid as reimbursement for expenses.

Stock Options and Other Compensation Securities

Set forth in the table below is a summary of all compensation securities granted or issued to each Named Executive Officer and directors of the Company during the fiscal year ended July 31, 2025.

Compensation Securities							
Name and Position	Type of Compensation Security	Number of Compensation Securities, Number of Underlying Securities, and Percentage of Class	Date of Issue or Grant	Issue, Conversion or Exercise Price	Closing Price of Security or Underlying Security on Date of Grant	Closing Price of Security or Underlying Security at Year End	Expiry of Vesting Date
Martin Walter ⁽¹⁾ <i>Director, CEO</i>	Options	600,000	Oct 29, 2024	\$0.10	\$0.07	\$0.13	Oct 29, 2027
		500,000	Jun 17, 2025	\$0.12	\$0.155		Jun 17, 2028
David Fynn ⁽²⁾ <i>CFO</i>	Options	150,000	Oct 29, 2024	\$0.10	\$0.07	\$0.13	Oct 29, 2027
		100,000	Jun 17, 2025	\$0.12	\$0.155		Jun 17, 2028
Matthew Andrews ⁽³⁾ <i>Director</i>	N/A	200,000	Oct 29, 2024	\$0.10	\$0.07	\$0.13	Oct 29, 2027
		200,000	Jun 17, 2025	\$0.12	\$0.155		Jun 17, 2028
Marc Henderson ⁽⁴⁾ <i>Director</i>	N/A	250,000	Oct 29, 2024	\$0.10	\$0.07	\$0.13	Oct 29, 2027
		350,000	Jun 17, 2025	\$0.12	\$0.155		Jun 17, 2028
Markus Janser ⁽⁵⁾ <i>Director</i>	N/A	200,000	Oct 29, 2024	\$0.10	\$0.07	\$0.13	Oct 29, 2027
		200,000	Jun 17, 2025	\$0.12	\$0.155		Jun 17, 2028
Campbell Smyth ⁽⁶⁾ <i>Director</i>	N/A	200,000	Oct 29, 2024	\$0.10	\$0.07	\$0.13	Oct 29, 2027
		200,000	Jun 17, 2025	\$0.12	\$0.155		Jun 17, 2028

Notes:

- (1) As of July 31, 2025, Martin Walter held an aggregate of 1,100,000 stock options.
- (2) As of July 31, 2025, David Fynn held an aggregate of 250,000 stock options.
- (3) As of July 31, 2025, Matthew Andrews held an aggregate of 400,000 stock options.
- (4) As of July 31, 2025, Marc Henderson held an aggregate of 600,000 stock options.
- (5) As of July 31, 2025, Markus Janser held an aggregate of 400,000 stock options.
- (6) As of July 31, 2025, Campbell Smyth held an aggregate of 400,000 stock options.

Exercise of Compensation Securities by Directors and Named Executive Officers

Set forth below is a summary of all compensation securities exercised by Named Executive Officers and directors of the Company during the fiscal year ended July 31, 2025.

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
Martin Walter <i>Director, CEO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
David Fynn <i>CFO</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Matthew Andrews <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Marc Henderson <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Markus Janser <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A
Campbell Smyth <i>Director</i>	N/A	N/A	N/A	N/A	N/A	N/A	N/A

For further details on the stock option plan (the “**Plan**”) of the Company, please refer to “Summary of Stock Option Plan” below.

Named Executive Officer Employment and Consulting Agreements

The Company has not entered into employment or consulting agreements with its Named Executive Officers. During previous fiscal years, the CEO and CFO were paid monthly fees of \$12,000 and \$6,000, respectively. From October 1, 2022, these amounts were reduced by 50% to \$6,000 and \$3,000, respectively. From August 1, 2025 and as of the date of this Information Circular, the amounts have been re-instated to \$12,000 and \$6,000 respectively.

Other than outlined above, the Company has no other arrangements that provide for payments to its Named Executive Officers.

COMPENSATION DISCUSSION AND ANALYSIS

The Company’s approach to executive compensation has been to provide suitable compensation for executives that is internally equitable, externally competitive and reflects individual achievement. The Company attempts to maintain compensation arrangements that will attract and retain highly qualified individuals who are able and capable of carrying out the objectives of the Company.

The Company’s compensation arrangements for the Named Executive Officers may, in addition to salary, include compensation in the form of bonuses and, over a longer term, benefits arising from the grant of stock options. Given the stage of development of the Company, compensation of the Named Executive Officers currently emphasizes option awards with a reduced reliance on base salaries and bonuses. This policy may be re-evaluated in the future depending upon the future development of the Company and other factors which may be considered relevant by the board of directors (the “**Board**”) from time to time.

The Company’s Compensation Committee (the “**Compensation Committee**”) is comprised of three independent directors, Matthew Andrews, Markus Janser and Campbell Smyth (Chair). The Compensation Committee establishes and reviews the Company’s overall compensation philosophy and its general compensation policies with respect to executive officers, including the corporate goals and objectives and the annual performance objectives relevant to such officers. The Compensation Committee evaluates each officer’s performance in light these goals and objectives

and, based on its evaluation, determines and makes recommendations to the Board with respect to the salary, bonus, options and other benefits for such officers. In determining compensation matters, the Compensation Committee and the Board may consider a number of factors, including the Company's performance, the value of similar incentive awards to officers performing similar functions at comparable companies, the awards given in past years and other factors it considers relevant. The current overall objective of the Company's compensation strategy is to reward management for their efforts, while seeking to conserve cash given current market conditions. With respect to any bonuses or incentive plan grants which may be awarded to executive officers in the future, the Company has not currently set any objective criteria and will instead rely upon any recommendations and discussion at the Board level with respect to the above-noted considerations and any other matters which the Board may consider relevant on a going-forward basis, including the cash position of the Company.

Any existing options held by the Named Executive Officers at the time of subsequent option grants are taken into consideration in determining the quantum or terms of any such subsequent option grants. Options have been granted to directors, management, employees and certain service providers as long-term incentives to align the individual's interests with those of the Company. The size of the option awards is in proportion to the deemed ability of the individual to make an impact on the Company's success. See "Summary of Stock Option Plan" below.

COMPENSATION OF DIRECTORS

The Compensation Committee has the responsibility of determining the compensation for directors having regard to, among other things, the responsibilities and risks associated with each director's position, the Company's overall performance and shareholder returns.

The Company pays its non-executive directors a monthly fee of \$2,000 for their services with the Chair receiving an additional fee of \$500 per month. In addition, committee chairs receive an additional \$2,000 per annum. From October 1, 2022, these fees were reduced by 50%. From August 1, 2025 and as of the date of this Information Circular, the amounts have been increased to the previous 100% level. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors, and the Company may, from time to time, grant incentive stock options to purchase Common Shares to its directors. In addition, non-executive Directors of the Company are entitled to receive compensation to the extent that they provide services (other than in their capacity as a Director) to the Company at rates that would be charged by such Directors for such services to arm's length parties.

In addition to cash compensation, Directors are eligible to participate in the Company's Plan. As of July 31, 2025, the Company had an aggregate of 5,050,000 outstanding options, of which 1,800,000 were issued to directors. See "Summary of Stock Option Plan".

Directors may also be compensated for services provided to the Company as consultants or experts on the same basis and at the same rate as would be payable if such services were provided by a third party, arm's length service provider. No such services were provided to the Company by any of its directors other than Named Executive Officers during fiscal 2025.

AUDIT COMMITTEE

Multilateral Instrument 52-110 - *Audit Committees* ("MI 52-110") requires the Company to disclose annually in its management information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor, as set forth below.

Audit Committee Charter

The Company's audit committee is governed by an audit committee charter, the text of which is attached as Schedule "A" to this Information Circular.

Composition of the Audit Committee

The Company's audit committee is comprised of three independent directors, Matthew Andrews, Markus Janser and Campbell Smyth (Chair). Each member of the audit committee is considered to be "independent", as defined in NI 52-110. Each member of the audit committee is also considered to be "financially literate" which includes the ability

to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues of the Company.

Relevant Education and Experience

Mark Henderson, BSc (Economics), CFA

Mr. Henderson is a chartered financial analyst with more than 20 years at the helm of public mineral exploration companies. He is the current President and CEO of Laramide Resources Ltd., a TSXV listed company since 1995 and the former President and CEO of Aquiline Resources Inc. which was sold in 2009 to Pan American Silver Corp., and former President of MineFinders. Mr. Henderson holds an economics degree from the University of Colorado.

Markus Janser, MCom - Chair

Mr. Janser has over 20 years' experience as a business consultant and manager in private and offshore banking. During his career he headed up international desks for a multinational bank in London, Zurich and Johannesburg, was founding partner of a private equity fund, a private asset management company, a retail clothing company and property development company. He has developed and implemented trading strategies for derivatives instruments, set-up and executed distribution and co-operation agreements with multinational companies and started venture companies and brought them into profitability. His experience covers on and offshore private banking, private and institutional asset management, trading, compliance and financial regulations, project management and strategic development. He graduated with a MCom from University of Fribourg in Switzerland in 1994.

Campbell Smyth

Mr. Smyth has extensive experience in the investment banking industry in both fund management and capital raising. After graduating from the University of Western Australia in Finance, Campbell commenced his finance career in London, UK in derivative trading before moving to Lion Resource Management to co-manage their mining funds, which encompassed mutual and specialist portfolios in the equity and commodity sectors, that grew to be among the top performing sector funds in their class in 1996 and 1997. Specializing in small cap TSXV and ASX listed companies, the funds were substantial investors in notable growth stocks which led to M&A or mine construction in many situations. In 2000, Campbell established Cornerstone Advisors, a corporate finance, market development and asset acquisition consultancy firm located in Australia with clients including TNG Ltd., Aquiline Resources, Exeter Resources, and Paramount Gold. Subsequently, he joined Phoenix Gold Fund, a specialty precious metals fund and key investor in many growth companies in the precious metals sector, most notably Bolnisi Gold, Avoca Resources and Wesdome Gold Mines.

Pre-Approval Policies and Procedures

All services to be performed by the Company's independent auditor must be approved in advance by the Audit Committee. The Audit Committee has considered whether the provision of services other than audit services is compatible with maintaining the auditors' independence and has adopted a policy governing the provision of these services. This policy requires the pre-approval by the Audit Committee of all audit and non-audit services provided by the external auditor, other than any de minimus non-audit services allowed by applicable law or regulation.

Audit Fees

The following chart summarizes the aggregate fees billed by the external auditors of the Company for professional services rendered to the Company for audit and non-audit related services for the fiscal years ended July 31, 2025 and 2024:

Type of Work	Fiscal Year Ended July 31, 2025	Fiscal Year Ended July 31, 2024
Audit fees ⁽¹⁾	\$30,000	\$39,000
Audit-related fees ⁽²⁾	-	-
Tax advisory fees ⁽³⁾	7,299	6,543
All other fees	-	-
Total	\$37,299	\$45,543

Notes:

- (1) Aggregate fees billed for the Company's annual financial statements and services normally provided by the auditor in connection with the Company's statutory and regulatory filings.
- (2) 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 and are not reported as "Audit fees", including: assistance with aspects of tax accounting, attest services not required by state or regulation and consultation regarding financial accounting and reporting standards.
- (3) Aggregate fees billed for tax compliance, advice, planning and assistance with tax for specific transactions.

Exemption

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

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

Set forth below is a summary of securities issued and issuable under all equity compensation plans of the Company as at July 31, 2025. See also "Summary of Stock Option Plan".

Equity Compensation Plan Information

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	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))
Equity compensation plans approved by securityholders	5,050,000	\$0.39	3,636,385
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	5,050,000	\$0.39	3,636,385

SUMMARY OF STOCK OPTION PLAN

The Company has adopted the Plan to provide for stock option grants to its service providers from time to time. Up to such number of Common Shares as is equal to 10% of the aggregate number of issued and outstanding Common Shares from time to time may be reserved for issue upon the exercise of options granted pursuant to the Plan.

The purpose of the Plan is to provide certain directors, officers and key employees of, and certain other persons who provide services to the Company and any subsidiaries with an opportunity to purchase Common Shares of the Company and benefit from any appreciation in the value of the Company's Common Shares. This will provide an increased incentive for these individuals to contribute to the future success and prosperity of the Company, thus enhancing the value of the Common Shares for the benefit of all the shareholders and increasing the ability of the Company and its subsidiaries to attract and retain skilled and motivated individuals in the service of the Company.

The material terms of the Plan are as follows:

- the Plan is administered by the Board or a committee of the Board duly appointed for this purpose and consisting of not less than three directors;
- the Board may determine the time during which any stock options may vest and the method of vesting or that no vesting restriction shall exist except for stock options granted to persons performing Investor Relations Activities, which will vest in stages over 12 months with no more than one-quarter of the stock options vesting in any three-month period;
- the exercise price of any stock options granted under the Plan will be determined by the Board, in its sole discretion, but shall not be less than the closing price of the Company's Common Shares on the day preceding the day on which the directors grant such stock options, less any discount permitted by the TSXV, subject to a minimum of \$0.05 per share;
- where the exercise price of the stock option is based on a discounted market price, a four month hold period will apply to all Common Shares issued under each option, commencing from the date of grant; stock option grants to directors and officers, regardless of the exercise price, are subject to an initial hold period of four months from the date of grant;
- stock options are non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death;
- stock options may be exercisable for a maximum of ten years from the date of grant (subject to extension where the expiry date falls within a "blackout period", as disclosed below);
- the aggregate number of stock options granted to any one option holder (including companies wholly owned by that Optionee) in a 12-month period must not exceed 5% of the issued shares of the Company, calculated on the date a stock option is granted to the Optionee;
- the aggregate number of stock options granted to any one consultant in a 12-month period must not exceed 2% of the issued shares of the Company, calculated at the date a stock option is granted to the consultant;
- the aggregate number of stock options granted to all persons retained to provide Investor Relations Activities (as defined in TSXV Policy 1.1) must not exceed 2% of the issued shares of the Company in any 12-month period, calculated at the date a stock option is granted to any such Optionee;
- at no time will stock options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares of the Company;
- at no time will stock options be issued which could permit at any time the grant to insiders (as a group), within a 12-month period, of an aggregate number of options exceeding 10% of the issued shares of the Company calculated at the date a stock option is granted to any insider;
- stock options held by an Optionee who is a director, employee, consultant or management company employee must expire within one year after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Company will determine as reasonable. Stock options will expire immediately in the event an Optionee is dismissed from employment or service for cause, such Optionee's stock options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same;
- stock options held by an Optionee who is engaged in Investor Relations Activities must expire within 30 days after the Optionee ceases to be employed by the Company to provide Investor Relations Activities;
- in the event of an Optionee's death, the option holder's personal representative may exercise any portion of the Optionee's vested outstanding options for a period of one year following the option holder's death;

- stock options cannot be granted to directors, employees, consultants or management company employees that are not bona fide directors, employees, consultants or management company employees, as the case may be; and
- stock options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the Company's Common Shares.

Should the expiry date for a stock option fall within a Blackout Period of the Company (as such time period may be determined by the Board where one or more Optionee may not trade any securities of the Company because they may be in possession of undisclosed material information pertaining to the Company), or within nine (9) business days following the expiration of a Blackout Period, such expiry date shall, subject to approval of the TSXV, be automatically extended without any further act or formality to that day which is the tenth (10th) business day after the end of the Blackout Period, such tenth business day to be considered the expiry date for such stock option for all purposes under the Plan.

The full text of the Plan will be available at the Meeting. The Plan is available on the Company's issuer profile on SEDAR+ at www.sedarplus.ca and may also be obtained by a Shareholder, without charge, upon request by contacting the Company at info@carltonprecious.com.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Policy 58-201 of the Canadian Securities Administrators has set out a series of guidelines for effective corporate governance (the “Guidelines”). The Guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. NI 58-101 requires the disclosure by each listed corporation of its approach to corporate governance with reference to the Guidelines as it is recognized that the unique characteristics of individual corporations will result in varying degrees of compliance.

Set out below is a description of the Company's approach to corporate governance in relation to the Guidelines.

The Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect material relationship with the Company. A “material relationship” is in turn defined as a relationship which could, in the view of the Board, be reasonably expected to interfere with such member's independent judgement. The Board is currently comprised of five members, four of whom are considered “independent directors” within the meaning of NI 58-101.

As at May 25, 2026, Martin Walter is not considered an independent director as he also serves as CEO of the Company. Messrs. Andrews, Henderson, Janser and Smyth are each considered independent directors since they are independent of management and free from any material relationship with the Company. The basis for this determination is that, since the beginning of the fiscal year ended July 31, 2025, none of Messrs. Andrews, Henderson, Janser nor Smyth has worked for the Company, received material remuneration from the Company or had material contracts with or material interests in the Company which could interfere with his ability to act with a view to the best interests of the Company. The Board believes that it functions independently of management.

During the year ended July 31, 2025, the Board held three Board meetings and all members of the Board were in attendance at each meeting. The members of the Audit Committee held one meeting with all members present at each meeting and two informal meetings. No Compensation Committee meetings were held during the year ended July 31, 2025.

Directorships

The table below sets out the Company's directors that currently also serve as directors of other reporting issuers (or equivalent).

Director	Other Reporting Issuer(s)
Marc Henderson	Getchell Gold Corp., Laramide Resources Ltd.
Campbell Smyth	Buzz Capital Inc., Grafton Resources Inc., Fitzroy Minerals Inc.

Orientation and Continuing Education

While the Company currently has no formal orientation and education program for new Board members, sufficient information (such as recent financial statements, proxy solicitation materials, technical reports and various other operating, property and budget reports as well as governance policies) is provided to any new Board member to ensure that new directors are familiarized with the Company's business and the procedures of the Board. In addition, new directors are encouraged to visit and meet with management on a regular basis. The Company also encourages continuing education of its directors and officers where appropriate in order to ensure that they have the necessary skills and knowledge to meet their respective obligations to the Company.

Ethical Business

Given the small size of the Board and stage of development of the Company, the Board has determined that the fiduciary obligations placed on directors pursuant to applicable corporate laws are effective in ensuring ethical business conduct on the part of its directors.

Nomination of Directors

The Board as a whole is responsible for identifying individuals qualified to become new directors. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the time required, show support for the Company's mission and strategic objectives, and a willingness to serve. While there are no specific criteria for Board membership, the Company attempts to attract and maintain directors with business knowledge and a particular knowledge of mineral exploration and development or other areas which provide knowledge which would assist in guiding the officers of the Company. As such, nominations tend to be the result of recruitment efforts by management of the Company and discussions among the directors prior to the consideration of the Board as a whole.

Compensation

The Compensation Committee is responsible for reviewing the compensation paid for executive officers of companies of similar business, size and stage of development and determining an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. See also "Compensation Discussion and Analysis".

The Compensation Committee also reviews the adequacy and form of compensation of the Company's directors, with a view to ensuring it realistically reflects the responsibilities and risks involved in being a director of the Company.

Other Board Committees

Other than the Audit Committee and the Compensation Committee described above, the Company has also formed a Technical Committee whose members include Matthew Andrews (Chair) and Martin Walter. No meetings of the Technical Committee were held in the year ended July 31, 2025.

Assessments

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

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

Except as otherwise disclosed in this Information Circular, none of the directors or executive officers of the Company, no nominee for election as a director of the Company ("**Nominee**"), none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter of business to be acted upon at the Meeting.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS TO THE COMPANY

No individual who is, or at any time during the most recently completed financial year of the Company was, a director, executive officer, employee or former director, executive officer or employee of the Company, a Nominee, or any of their associates, is indebted to the Company or any subsidiary of the Company as of May 21, 2026 or was so indebted at any time during the last completed fiscal year of the Company, nor have any such individuals been or are they currently 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 provided by the Company or any subsidiary of the Company.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The Company maintains liability insurance for the directors and officers of the Company. The Company's policy of insurance is currently in effect until June 25, 2026. An annual premium of \$12,500 has been paid by the Company. No portion of the premium is directly paid by any of the directors or officers of the Company. The aggregate insurance coverage under the policy for both directors and officers is limited to \$5,000,000 with a \$25,000 deductible (which is paid by the Company). No claims have been made or paid to date under such policy.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth below, no director, executive officer, shareholder beneficially owning or exercising control or direction over (directly or indirectly) more than 10% of the Common Shares, or Nominee, and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the beginning of the Company's last completed fiscal year or in any proposed transaction which, in either such case, has materially affected or will materially affect the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

The shareholders will receive and consider the audited consolidated financial statements of the Company for the fiscal year ended July 31, 2025 together with the auditor's report thereon.

2. Election of Directors

(a) Setting Number of Directors

At the Meeting, shareholders will be asked to pass an ordinary resolution to set the number of directors of the Company for the ensuing year at five. The number of directors will be approved if the affirmative vote of the majority of Common Shares present or represented by proxy at the Meeting and entitled to vote are voted in favour of setting the number of directors at five.

MANAGEMENT RECOMMENDS THE APPROVAL OF THE RESOLUTION TO SET THE NUMBER OF DIRECTORS OF THE COMPANY AT FIVE. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION SETTING THE NUMBER OF DIRECTORS AT FIVE.

(b) Election of Directors

The term of office of each of the current directors will end at the conclusion of the Meeting. Unless the director's office is earlier vacated in accordance with the provisions of the British Columbia *Business Corporations Act* or the Articles of the Company, each director elected will hold office until the conclusion of the next annual general meeting of the Company, or, if no director is then elected, until a successor is elected.

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the name of each of the Nominees, all positions and offices in the Company held by each of them, the principal occupation or employment of each of them for the past five years, the year in which each was first elected a director of the Company and the approximate number of Common Shares that each has advised are beneficially owned or subject to his or her control or direction (directly or indirectly):

Name, Province or State and Country of Residence, and Current Position with the Company	Occupation, Business or Employment⁽¹⁾	Director of Company Since	Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised⁽¹⁾⁽²⁾
Matthew Andrews ⁽⁴⁾⁽⁵⁾ New South Wales, Australia	25 years of professional experience in the mining industry managing environmental and sustainability issues throughout Latin America and Australia; former Vice President, Environment, Pan American Silver Corp. since 2009.	2020	1,392,902
Marc Henderson ⁽³⁾ Ontario, Canada	Chair of the Company since January 26, 2021; 25+ years experience as a senior executive and board member of publicly traded development stage resource companies. Current President and CEO, Laramide Resources Ltd. since 1995; current director Gatchell Gold Corp. since September 2025; and former Chair, Treasury Metals Inc. (2008 to 2022).	2021	6,023,000
Markus Janser ⁽³⁾⁽⁴⁾ Gurmels, Switzerland	Self-employed businessman with expertise in financial services, asset management and private banking.	2009	4,551,000
Campbell Smyth ⁽³⁾⁽⁴⁾ Western Australia, Australia	Self-employed businessman and former investment banking executive in both fund management and capital raising. Founder, Cornerstone Advisors, a corporate finance, market development and asset acquisition consultancy firm. Current director Fitzroy Minerals Inc. since February 2018, Grafton Resources Inc. since July 2025 and Buzz Capital Inc. since March 2026.	2020	1,058,533
Martin Walter ⁽⁵⁾ Ontario, Canada	Current CEO of the Company since May 25, 2017; former CEO and Director, Vanadium One Energy Corp. (October 2018 to January 2021); former President, CEO and Director, Forrester Metals Inc. (July 2014 to June 2017) when it was acquired by Zinc One Resources Inc..	2017	5,157,500

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. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years unless otherwise indicated.
- (2) The number of Common Shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by insider reports filed on SEDI and by the nominees themselves.
- (3) Member of Audit Committee.
- (4) Member of Compensation Committee.
- (5) Member of Technical Committee.

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

Corporate Cease Trade Orders and Bankruptcies

Except as outlined below, no proposed director (including any personal holding company of a proposed director):

- (a) is, as at the date of this Information 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 a cease trade or similar order (including a management cease trade order whether or not such person was named in the order) or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, (an “**Order**”) 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, 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 Information 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; or
- (c) 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
- (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 within the preceding 10 years, the disclosure of which would likely be important to a reasonable securityholder in deciding whether to vote for a proposed director;
 - (ii) 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.

MANAGEMENT RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE ABOVE LISTED NOMINEES. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.

3. Appointment of Auditors

Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to appoint the firm of DeVisser Gray LLP, Chartered Accountants, (“DeVisser Gray”), to serve as the auditor of the Company until the next annual meeting of shareholders and to authorize the directors of the Company to fix the auditor’s remuneration as such. DeVisser Gray was appointed as the auditor of the Company effective October 4, 2022.

IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPOINTING DEVISSER GRAY LLP, CHARTERED PROFESSIONAL ACCOUNTANTS,

AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AT A REMUNERATION TO BE FIXED BY THE DIRECTORS.

4. Confirmation of Stock Option Plan

The shareholders of the Company most recently approved the Plan on July 3, 2025. Options may be granted in respect of authorized and unissued Common Shares, provided that the aggregate number of Common Shares reserved for issuance upon the exercise of all options granted under the Plan shall not exceed 10% of the total number of Common Shares issued and outstanding from time to time. Underlying Common Shares in respect of which options are not exercised because the relevant options expire or are cancelled, shall be available for issue upon the exercise of subsequent grants of options. An aggregate of 5,050,000 Common Shares (representing approximately 5.8% of the issued and outstanding Common Shares as of May 25, 2026) are currently reserved for issuance pursuant to options granted under the Plan and the Company may grant an additional 3,636,385 options under the Plan (representing approximately 4.2% of the issued and outstanding Common Shares as of May 21, 2026). See also “Summary of Stock Option Plan” above.

Due to the fact that the Plan is a “rolling” Plan, the regulations of the TSXV mandate that the Company seek shareholder confirmation of the Plan annually. The Plan resolution will be approved upon the affirmative vote of a majority of the votes cast at the Meeting.

If the Plan resolution is approved, (i) the 5,050,000 options currently outstanding under the Plan will remain outstanding, without amendment to their terms; and (ii) the Company will be able to issue up to an additional 3,636,385 options (representing approximately 4.2% of the issued and outstanding Common Shares as of the date hereof) under the Plan (as calculated based upon 10% of the 86,863,845 Common Shares issued and outstanding as of the date hereof, less the number of options previously granted which are to remain outstanding under the Plan). If the Stock Option Plan Resolution is not approved, (i) the 5,050,000 options currently outstanding under the Plan will remain outstanding under the Plan, without amendment to their terms; (ii) the Plan will convert to a fixed plan based upon 10% of the number of issued and outstanding Common Shares as of the date of the Meeting; and (iii) the Company will be able to issue an additional 3,636,385 options under the Plan. At the Meeting, Shareholders of the Company will be asked to authorize and approve the following resolution:

“BE IT RESOLVED THAT the Stock Option Plan of the Company approved by the shareholders of the Company on June 25, 2026, and the reservation for issuance thereunder of up to 10% of the aggregate number of Common Shares of the Company as are issued and outstanding from time to time, is hereby approved, ratified and confirmed.”

MANAGEMENT RECOMMENDS THAT SHAREHOLDERS APPROVE THE COMPANY’S STOCK OPTION PLAN. IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. IN THE ABSENCE OF CONTRARY INSTRUCTIONS, THE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY INTEND TO VOTE ANY COMMON SHARES REPRESENTED BY PROXIES HELD BY THEM IN FAVOUR OF THE RESOLUTION APPROVING THE STOCK OPTION PLAN.

ADDITIONAL INFORMATION

Financial information is provided in the audited financial statements of the Company for the year ended July 31, 2025 and in the related management discussion and analysis and filed on the Company’s issuer profile on SEDAR+ at www.sedarplus.ca.

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca and is available upon request from the Company’s Secretary, Charlotte May at charlotte@carltonprecious.com. To request copies of the Company’s financial statements and management’s discussion and analysis, shareholders may also contact the Company at its principal office address at Suite 202, Yale Court Plaza, 2526 Yale Court, Abbotsford, British Columbia V2S 8G9. Copies of documents will be provided free of charge to security holders of the Company.

APPROVAL

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

DATED: May 25, 2026.

(Signed) "Marc Henderson"

Marc Henderson

Chair

SCHEDULE A
CARLTON PRECIOUS INC.
CHARTER OF THE AUDIT COMMITTEE

GENERAL

1. Purpose and Responsibilities of the Committee

1.1 Purpose

The primary purpose of the Committee is to assist Board oversight of:

- (a) the integrity of the Corporation's financial statements;
- (b) the Corporation's compliance with legal and regulatory requirements;
- (c) the External Auditor's qualifications and independence; and
- (d) the performance of the Corporation's internal audit function and the External Auditor.

2. Definitions and Interpretation

2.1 Definitions

In this Charter:

- (a) "Board" means the board of directors of the Corporation;
- (b) "Chair" means the chair of the Committee;
- (c) "Committee" means the audit committee of the Board;
- (d) "Corporation" means Carlton Precious Inc.
- (e) "Director" means a member of the Board; and
- (f) "External Auditor" means the Corporation's independent auditor.

2.2 Interpretation

The provisions of this Charter are subject to the articles and by-laws of the Corporation and to the applicable provisions of the *Business Corporations Act* (Ontario), and any other applicable legislation.

CONSTITUTION AND FUNCTIONING OF THE COMMITTEE

3. Establishment and Composition of the Committee

3.1 Establishment of the Audit Committee

The Committee is hereby continued with the constitution, function and responsibilities herein set forth.

3.2 Appointment and Removal of Members of the Committee

- (a) *Board Appoints Members.* The members of the Committee shall be appointed by the Board.
- (b) *Annual Appointments.* The appointment of members of the Committee shall take place annually at the first meeting of the Board after a meeting of the shareholders at which Directors are elected, provided that if the appointment of members of the Committee is not so made, the Directors who are then serving as members of the Committee shall continue as members of the Committee until their successors are appointed.
- (c) *Vacancies.* The Board may appoint a member to fill a vacancy which occurs in the Committee between annual elections of Directors. If a vacancy exists on the Committee, the remaining members shall exercise all of their powers so long as a quorum remains in office.
- (d) *Removal of Member.* Any member of the Committee may be removed from the Committee by a resolution of the Board.

3.3 Number of Members

The Committee shall consist of three or more Directors.

3.4 Independence of Members

A majority of the members of the Committee shall be independent for the purposes of all applicable regulatory and stock exchange requirements.

3.5 Financial Literacy

- (a) *Financial Literacy Requirement.* Each member of the Committee shall be financially literate or must become financially literate within a reasonable period of time after his or her appointment to the Committee.
- (b) *Definition of Financial Literacy.* "Financially literate" means the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.

4. **Committee Chair**

4.1 Board to Appoint Chair

The Board shall appoint the Chair from the members of the Committee who are unrelated directors (or, if it fails to do so, the members of the Committee shall appoint the Chair from among its members).

4.2 Chair to be Appointed Annually

The designation of the Committee's Chair shall take place annually at the first meeting of the Board after a meeting of the members at which Directors are elected, provided that if the designation of Chair is not so made, the Director who is then serving as Chair shall continue as Chair until his or her successor is appointed.

5. **Committee Meetings**

5.1 Quorum

A quorum of the Committee shall be two members.

5.2 Secretary

The Chair shall designate from time to time a person who may, but need not, be a member of the Committee, to be Secretary of the Committee.

5.3 Time and Place of Meetings

The time and place of the meetings of the Committee and the calling of meetings and the procedure in all things at such meetings shall be determined by the Committee; provided, however, the Committee shall meet at least four times per year on a quarterly basis.

5.4 In Camera Meetings

On at least an annual basis, the Committee shall meet separately with each of:

- (a) management; and
- (b) the External Auditor

5.5 Right to Vote

Each member of the Committee shall have the right to vote on matters that come before the Committee.

5.6 Voting

Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose; actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose.

5.7 Invitees

The Committee may invite Directors, officers, employees and consultants of the Corporation or any other person to attend meetings of the Committee to assist in the discussion and examination of the matters under consideration by the Committee. The External Auditor shall receive notice of each meeting of the Committee and shall be entitled to attend any such meeting at the Corporation's expense.

5.8 Regular Reporting

The Committee shall report to the Board at the Board's next meeting the proceedings at the meetings of the Committee and all recommendations made by the Committee at such meetings.

6. **Authority of Committee**

6.1 Retaining and Compensating Advisors

The Committee shall have the sole authority to engage independent counsel and any other advisors as the Committee may deem appropriate in its sole discretion and to set the compensation for any advisors employed by the audit committee. The Committee shall not be required to obtain the approval of the Board in order to retain or compensate such consultants or advisors.

6.2 Funding

The Committee shall have the authority to authorize the payment of:

- (a) compensation to any external auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation (National Instrument 52-110 – *Audit Committees* requires disclosure of fees by category paid to the External Auditor).
- (b) compensation for any advisors employed by the audit committee under Section 6.1 hereof; and
- (c) ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties.

6.3 Subcommittees

The Committee may form and delegate authority to subcommittees if deemed appropriate by the Committee.

6.4 Recommendations to the Board

The Committee shall have the authority to make recommendations to the Board, but shall have no decision-making authority other than as specifically contemplated in this Charter.

6.5 Compensation

The Committee has the authority to communicate directly with External Auditors and the internal auditors.

7. **Remuneration of Committee Members**

7.1 Remuneration of Committee Members

Members of the Committee and the Chair shall receive such remuneration for their service on the Committee as the Board may determine from time to time.

7.2 Directors' Fees

No member of the Committee may earn fees from the Corporation or any of its subsidiaries other than directors' fees (which fees may include cash and/or shares or options or other in-kind consideration ordinarily available to directors, as well as all of the regular benefits that other directors receive). For greater certainty, no member of the Committee shall accept, directly or indirectly, any consulting, advisory or other compensatory fee from the Corporation.

SPECIFIC DUTIES AND RESPONSIBILITIES

8. Integrity of Financial Statements

8.1 Review and Approval of Financial Information

- (a) *Annual Financial Statements.* The Committee shall review and discuss with management and the External Auditor the Corporation's audited annual financial statements and related management's discussion and analysis ("MD&A") together with the report of the External Auditor thereon and, if appropriate, recommend to the Board that it approve the audited annual financial statements.
- (b) *Interim Financial Statements.* The Committee shall review and discuss with management and the External Auditor and, if appropriate, approve the Corporation's interim unaudited financial statements and related MD&A.
- (c) *Material Public Financial Disclosure.* The Committee shall discuss with management and the External Auditor:
 - (i) the types of information to be disclosed and the type of presentation to be made in connection with profit or loss or earnings press releases; and
 - (ii) financial information and earnings guidance (if any) provided to analysts and rating agencies.
- (d) *Procedures for Review.* The Committee shall be satisfied that adequate procedures are in place for the review of the Corporation's disclosure of financial information extracted or derived from the Corporation's financial statements (other than financial statements, MD&A and profit or loss or earnings press releases, which are dealt with elsewhere in this Charter) and shall periodically assess the adequacy of those procedures.
- (e) *General.* To the extent the Committee deems it necessary or appropriate, the Committee may review and discuss with management and the External Auditor:
 - (i) major issues regarding accounting principles and financial statement presentations, including any significant changes in the Corporation's selection or application of accounting principles;
 - (ii) major issues as to the adequacy of the Corporation's internal controls over financial reporting and any special audit steps adopted in light of material control deficiencies;
 - (iii) analyses prepared by management and/or the External Auditor setting forth significant financial reporting issues and judgments made in connection with the preparation of the financial statements, including analyses of the effects of alternative accounting methods on the financial statements;
 - (iv) the effect on the financial statements of the Corporation of regulatory and accounting initiatives, as well as off-balance sheet transaction structures, obligations (including contingent obligations) and other relationships of the Corporation with unconsolidated entities or other persons that have a material current or future effect on the financial condition, changes in financial condition, results of operations, liquidity, capital resources, capital reserves or significant components of revenues or expenses of the Corporation;
 - (v) the extent to which changes or improvements in financial or accounting practices, as approved by the Committee, have been implemented;

- (vi) any financial information or financial statements in prospectuses and other offering documents;
- (vii) the management certifications of the financial statements as required under applicable securities laws in Canada or otherwise; and
- (viii) any other relevant reports or financial information submitted by the Corporation to any governmental body or the public.

9. **External Auditor**

9.1 External Auditor

- (a) *Authority with Respect to External Auditor.* As a representative of the Corporation's shareholders, the Committee shall be directly responsible for the appointment, compensation and oversight of the work of the External Auditor engaged for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation. In the discharge of this responsibility, the Committee shall:
 - (i) have sole responsibility for recommending to the Board the person to be proposed to the Corporation's shareholders for appointment as External Auditor for the above-described purposes and recommending such External Auditor's compensation;
 - (ii) determine at any time whether the Board should recommend to the Corporation's shareholders that the incumbent External Auditor should be removed from office;
 - (iii) review the terms of the External Auditor's engagement, discuss the audit fees with the External Auditor and be solely responsible for approving such audit fees; and
 - (iv) require the External Auditor to confirm in its engagement letter each year that the External Auditor is accountable to the Board and the Committee as representatives of shareholders.
- (b) *Independence.* The Committee shall satisfy itself as to the independence of the External Auditor. As part of this process the Committee shall:
 - (i) require the External Auditor to submit on a periodic basis to the Committee a formal written statement delineating all relationships between the External Auditor and the Corporation and engage in a dialogue with the External Auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the External Auditor and recommend that the Board take appropriate action in response to the External Auditor's report to satisfy itself of the External Auditor's independence;
 - (ii) unless the Committee adopts pre-approval policies and procedures, approve any non-audit services provided by the External Auditor, provided the Committee may delegate such approval authority to one or more of its independent members who shall report promptly to the Committee concerning their exercise of such delegated authority; and
 - (iii) review and approve the policy setting out the restrictions on the Corporation partners, employees and former partners and employees of the Corporation's current or former External Auditor.

- (c) *Issues Between External Auditor and Management.* The Committee shall:
 - (i) review any problems experienced by the External Auditor in conducting the audit, including any restrictions on the scope of the External Auditor's activities or access to requested information; and
 - (ii) review any significant disagreements with management and, to the extent possible, resolve any disagreements between management and the External Auditor.
- (d) *Non-Audit Services.*
 - (i) The Committee shall either:
 - (A) approve any non-audit services provided by the External Auditor or the external auditor of any subsidiary of the Corporation to the Corporation (including its subsidiaries); or
 - (B) adopt specific policies and procedures for the engagement of non-audit services, provided that such pre-approval policies and procedures are detailed as to the particular service, the audit committee is informed of each non-audit service and the procedures do not include delegation of the audit committee's responsibilities to management.
 - (ii) The Committee may delegate to one or more independent members of the Committee the authority to pre-approve non-audit services in satisfaction of the requirement in the previous section, provided that such member or members must present any non-audit services so approved to the full Committee at its first scheduled meeting following such pre-approval.
 - (iii) The Committee shall instruct management to promptly bring to its attention any services performed by the External Auditor which were not recognized by the Corporation at the time of the engagement as being non-audit services.

10. **Other**

10.1 Related Party Transactions

The Committee shall review and approve all related party transactions in which the Corporation is involved or which the Corporation proposes to enter into.

10.2 Expense Accounts

The Committee shall review and make recommendations with respect to:

- (a) the expense account summaries submitted by the President and Chief Executive Officer on an annual basis;
- (b) the Corporation's expense account policy, and rules relating to the standardization of the reporting on expense accounts

10.3 Whistle Blowing

The Committee shall put in place procedures for:

- (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and
- (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

11. **Performance Evaluation**

On a regular basis, the Committee shall follow the process established by the Board for assessing the performance and effectiveness of the Committee.

12. **Charter Review**

The Committee shall review and assess the adequacy of this Charter on a regular basis and recommend to the Board any changes it deems appropriate.

Re-approved and adopted by the Board of Directors on May 30, 2025.

