GOLDEN HARP RESOURCES INC.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Shareholders (the "Meeting") of Golden Harp Resources Inc. (the "Company") will be held at Suite 320, 440 West Hastings Street, Vancouver, British Columbia, V6B 1L1, **on Monday, July 18, 2022, at 10:00 a.m. (Pacific Time)** for the following purposes:

1. To receive the audited consolidated financial statements of the Company for the fiscal year ended June 30, 2021, and the auditors' report thereon;
2. To fix the number of directors to be elected for the ensuing year at four;
3. To elect directors of the Company for the ensuing year;
4. To appoint the auditors for the Company for the ensuing year and authorize the Directors to fix the auditors' remuneration;
5. To approve the Stock Option Plan of the Company, as more particularly set out in the Management Information Circular; and
6. To transact such other business as may properly come before the Meeting or any adjournment thereof;

all as more particularly set out in the attached Management Information Circular. The form of proxy accompanies this Notice.

The Directors have fixed the close of business on June 10, 2022, as the record date for determination of shareholders entitled to notice of and the right to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Management Information Circular.

The Company has determined to hold the Meeting virtually, as permitted by the *Business Corporations Act* (Business Corporations Act). As a result, there will be no in person attendance at the Meeting, which will be held electronically. Shareholders are urged to vote on the matters before the Meeting by proxy and to listen to the Meeting online. Registered shareholders or proxyholders representing registered shareholders participating in the Meeting will be considered to be present in person at the Meeting for the purposes of determining quorum. Non-registered shareholders who have not duly appointed themselves as a proxyholder will be able to attend the Meeting as a guest, but will not be able to vote at the Meeting.

All shareholders are entitled to attend the Meeting virtually and vote, either at the Meeting, if the shareholder is a registered shareholder, or by proxy.

Shareholders will have two options to access the Meeting, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application, but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Passcode noted below. Additional dial in numbers in a shareholder's local area may be available within the Zoom application.

In order to access the Meeting through Zoom, shareholders will need to download the application onto their computer or smartphone and then once the application is loaded, enter the Meeting ID and Passcode below or open the following link

https://us02web.zoom.us/j/82507758056?pwd=WnczNEZMazdyZWlYbzcyRW1ZeUphdz09

Meeting ID: 825 0775 8056

Passcode: 387487

Shareholders will have the option through the application to join the video and audio or simply view and listen.

If you are a registered shareholder of the Company and unable to attend the Meeting, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Computershare Investor Services Inc. Attn: Proxy Department, 100 University Avenue, 9th Floor, Toronto, Ontario, M5J 2Y1 (by mail, fax, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

BY ORDER OF THE BOARD OF DIRECTORS

"*Shaun Maskerine"*

Director

June 10, 2022
Vancouver, British Columbia

GOLDEN HARP RESOURCES INC.

INFORMATION CIRCULAR FOR THE ANNUAL GENERAL MEETING OF SHAREHOLDERS TO BE HELD ON JULY 18, 2022

SOLICITATION OF PROXIES

This Information Circular (the "Circular") is provided in connection with the solicitation of proxies by the management of Golden Harp Resources Inc. (the "Company"). The form of proxy which accompanies this Circular (the "Proxy") is for use at the annual general and of the shareholders of the Company to be held on July 18, 2022 (the "Meeting"), at the time and place set out in the accompanying notice of meeting. The Company will bear the cost of this solicitation. The solicitation will be made by mail and may also be supplemented by telephone or other personal contact to be made without special compensation by directors, officers and employees of the Company. The Company will bear the cost of this solicitation. The Company will not reimburse shareholders, nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy.

VIRTUAL MEETING

The Company will be holding its meeting in a virtual only format as permitted by the *Business Corporations Act* (British Columbia). Shareholders will have an equal opportunity to participate at the Meeting online regardless of geographic location. Registered shareholders and proxyholders will be able to attend the virtual meeting and vote. Non-registered shareholders who have not duly appointed themselves as proxyholder will be able to attend the virtual Meeting as a guest, but will not be able to vote at the Meeting. This is because the Company and its transfer agent, do not have a record of the non-registered shareholders, and, as a result, will have no knowledge of their shareholdings or entitlement to vote unless they appoint themselves as proxyholder. Please see *"Appointment and Revocation of Proxy"* below.

The Meeting will be held via the Zoom meeting platform. In order to access the Meeting, shareholders will have two options, being via teleconference or through the Zoom application, which requires internet connectivity. Registered shareholders wishing to vote in person and any shareholders wishing to view materials that may be presented by the Company's management will need to utilize the Zoom application, but any shareholder may listen to the Meeting via teleconference. Registered shareholders participating via teleconference will not be able to vote in person at the Meeting as the Company's scrutineer must take steps to verify the identity of registered shareholders using the video features.

In order to dial into the Meeting, shareholders will phone 1 778 907 2071 and enter the Meeting ID and Passcode noted below.

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Meeting ID: 825 0775 8056

Passcode: 387487

Shareholders will have the option through the application to join the video and audio or simply view and listen.

It is the shareholders responsibility to ensure connectivity during the meeting and the Company encourages its shareholders to allow sufficient time to log in to the Meeting before it begins.

APPOINTMENT AND REVOCATION OF PROXY

Registered Shareholders

Registered shareholders may vote their common shares ("Shares") of the Company by attending the Meeting in person or by completing the enclosed proxy. Registered shareholders should deliver their completed proxies to Computershare Investor Services Inc., 100 University Avenue, 9th Floor, Toronto ON, M5J 2Y1 (by mail, fax, telephone or internet according to the instructions on the proxy), not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, otherwise the shareholder will not be entitled to vote at the Meeting by proxy. The persons named in the proxy are directors and officers of the Company. **A SHAREHOLDER HAS THE RIGHT TO APPOINT A PERSON OR CORPORATION (WHO NEED NOT BE A SHAREHOLDER) TO ATTEND AND ACT FOR AND ON BEHALF OF THAT SHAREHOLDER AT THE MEETING, OTHER THAN THE DESIGNATED PERSONS IN THE ENCLOSED FORM OF PROXY. TO EXERCISE THIS RIGHT, THE SHAREHOLDER MAY DO SO BY STRIKING OUT THE PRINTED NAMES AND INSERTING THE NAME OF SUCH OTHER PERSON AND, IF DESIRED, AN ALTERNATE TO SUCH PERSON IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY. SUCH SHAREHOLDER SHOULD NOTIFY THE NOMINEE OF THE APPOINTMENT, OBTAIN THE NOMINEE'S CONSENT TO ACT AS PROXY AND SHOULD PROVIDE INSTRUCTIONS TO THE NOMINEE ON HOW THE SHAREHOLDER'S SHARES SHOULD BE VOTED. THE NOMINEE SHOULD BRING PERSONAL IDENTIFICATION TO THE MEETING.**

A registered shareholder may revoke a proxy by:

(a) signing a proxy with a later date and delivering it at the time and place noted above;

(b) signing and dating a written notice of revocation and delivering it to the business office of the Company, 3123 – 595 Burrard Street, Vancouver, BC, V7X 1J1, at any time up to and including the last business day preceding the day of the Meeting or to the Chairman of the Meeting on the day of the Meeting or in any other manner provided by law; or

(c) attending the Meeting or any adjournment of the Meeting and registering with the scrutineer as a shareholder present in person.

Non-Registered Shareholders

In many cases common shares of the Company beneficially owned by a holder (a "Non-Registered Holder") are registered either:

(a) in the name of an intermediary (an "Intermediary") that the Non-Registered Holder deals with in respect of the shares, such as, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans; or

(b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited) of which the Intermediary is a participant.

Intermediaries are required to forward meeting materials to Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Very often Intermediaries will use service companies to forward the meeting materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive meeting materials will *either*:

(a) be given a proxy which has been signed by an Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the Non-Registered Holder but which is otherwise uncompleted. This form of proxy need not be signed by the Non-Registered Holder. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly compete the form of proxy and return it in accordance with the instructions provided in the form; or

(b) more typically, be given a voting instruction form which must be completed and signed by the Non-Registered Holder in accordance with the directions on the voting instruction form. In this case, the Non-Registered Holder should return it in accordance with the instructions provided in the form.

The purpose of these procedures is to permit Non-Registered Holders to direct the voting of the shares they beneficially own. Should a Non-Registered Holder who receives either a proxy or a voting instruction form wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Non-Registered Holder), the Non-Registered Holder should strike out the names of the persons named in the proxy and insert the Non-Registered Holder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form. ***In either case, Non-Registered Holders should carefully follow the instructions of their Intermediaries and their service companies. If Non-Registered Holders do not follow such instructions and attend the Meeting, they will not be entitled to vote at the Meeting.***

A Non-Registered Holder may revoke a voting instruction form or a waiver of the right to receive meeting materials and to vote given to an Intermediary at any time by written notice to the Intermediary, except that an Intermediary is not required to act on a revocation of a voting instruction form or a waiver of the right to receive materials and to vote that is not received by the Intermediary at least seven days prior to the Meeting.

PROVISIONS RELATING TO VOTING OF PROXIES

The Shares represented by proxy in the enclosed form will be voted by the designated holder in accordance with the direction of the shareholder appointing him. *If there is no direction by the shareholder, those Shares will be voted for all proposals set out in the Proxy and for the election of directors and the appointment of the auditor as set out in this Circular*.

The Proxy or voting instruction form gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the notice of meeting, or any other matters which may properly come before the Meeting. At the time of printing this Circular, the management of the Company knows of no other matters which may come before the Meeting other than those referred to in the notice of meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On June 10, 2022, the Company had 29,967,486 Shares outstanding. All shares in the capital of the Company are of the same class and each carries the right to one vote.

Shareholders registered on June 10, 2022 (the "Record Date"), are entitled to attend and vote at the Meeting. Shareholders who wish to be represented by proxy at the Meeting must, to entitle the person appointed by the Proxy or voting instruction form to attend and vote, deliver their proxies or voting instruction forms at the place and within the time set forth in the notes to the Proxy or voting instruction form.

To the knowledge of the Company's directors or executive officers, only the following persons or companies beneficially own, directly or indirectly, or exercise control or direction over, Shares carrying more than 10% of the voting rights attached to all outstanding Shares of the Company:

Names of Shareholder	Number of Shares beneficially owned, or controlled or directed, directly or indirectly	Percentage of Issued and Outstanding Shares(1)
Timothy Young	22,680,828	75.68%(2)

(1) Based on 29,967,486 Common Shares issued and outstanding as of June 10, 2022.
(2) Percentage rounded to two decimal places.

APPROVAL OF FINANCIAL STATEMENTS

The audited financial statements of the Company for the financial year ended June 30, 2021 (the "Financial Statements"), together with the Auditor's Report thereon, will be presented to the shareholders at the Meeting. The Financial Statements, together with the Auditor's Report thereon, are available for review under the Company's profile on SEDAR at www.sedar.com.

ELECTION OF DIRECTORS

The directors of the Company are elected annually to hold office until the next annual general meeting of the shareholders or until their successors are elected or appointed, unless otherwise sooner terminated. The management of the Company proposes to nominate the persons listed below for election as directors of the Company to serve until their successors are elected or appointed. In the absence of instructions to the contrary, proxies given pursuant to the solicitation by the management of the Company will be voted for the nominees listed in this Circular. Management does not contemplate that any of the nominees will be unable to serve as a director.

The number of directors of the Company as of the Record Date is set at four. Shareholders will be asked at the meeting to pass an ordinary resolution to fix the number of directors at four.

The following table sets out the names of the nominees for election as directors, the offices they hold within the Company, their occupations, the length of time they have served as directors of the Company and the number of Shares of the Company and its subsidiaries which each beneficially owns directly or indirectly or over which control or direction is exercised as of the date of the notice of Meeting.

Name, Present Office Held and Province and Country of Residence(1)	Principal Occupation or Employment and, if not and Elected Director, Occupation during the Past Five Years(1)	Date of Becoming a Director	Number of Voting Securities of Company Beneficially Owned or Controlled or Directed, Directly or Indirectly(2)
Freddie Leigh(3) (4), Director, British Columbia, Canada	Principal of a private British Columbia company that provides advisory services to publicly listed companies; director of XIB Capital Corp.; director K2 Gold Corp.; director of ESV Resources.	August 23, 2016	240,000
Shaun Maskerine President, Chief Executive Officer and Director, British Columbia, Canada	VP, Corporate Finance of Market One Media Group; Corporate Secretary of Strata-X Energy Ltd.	December 29, 2009	2,705,039

Name, Present Office Held and Province and Country of Residence(1)	Principal Occupation or Employment and, if not and Elected Director, Occupation during the Past Five Years(1)	Date of Becoming a Director	Number of Voting Securities of Company Beneficially Owned or Controlled or Directed, Directly or Indirectly(2)
Kyle Takeuchi (3)(4) Chief Financial Officer and Director, British Columbia, Canada	Principal of a private British Columbia company that provides accounting services to publicly listed companies.	February 15, 2018	1,330,106
Shauna Hartman (3)(4) Director, British Columbia, Canada	Solicitor at S. Paul Simpson Law Corp; Corporate Secretary of Doxa Energy Ltd.; Corporate Secretary of NexOptic Technology Corp.	July 9, 2018	100,000

(1) The information as to province and country of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective nominees.

(2) The information as to Shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective director.

(3) Member of the audit committee of the Company.

(4) Member of the compensation committee of the Company.

EXECUTIVE COMPENSATION

For the purpose of this Circular, as of June 30, 2021:

"Company" means Golden Harp Resources Inc.;

"compensation securities" includes stock options, convertible securities, exchangeable securities and similar instruments including stock appreciation rights, deferred share units and restricted stock units granted or issued by the company or one of its subsidiaries for services provided or to be provided, directly or indirectly, to the company or any of its subsidiaries;

"**NEO**" or "**named executive officer**" means each of the following individuals:

(a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer ("**CEO**"), including an individual performing functions similar to a CEO;

(b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer ("**CFO**"), including an individual performing functions similar to a CFO;

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

(d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

Based on the foregoing definitions, Golden Harp had two NEOs, namely Shaun Maskerine, CEO and Kyle Takeuchi, CFO.

Director and Named Executive Officer Compensation

The following table (presented in accordance with National Instrument Form 51-102F6V, as prescribed by NI 51-102), is a summary compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Company's two most recently completed financial years.

Table of compensation excluding compensation securities							
Name and position	**Year**	**Salary, consulting fee, retainer or commission ($)**	**Bonus ($)**	**Committee or meeting fees ($)**	**Value of perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Shaun Maskerine, Chief Executive Officer	2021	30,000	Nil	Nil	Nil	Nil	30,000
	2020	30,000	Nil	Nil	Nil	Nil	30,000
Kyle Takeuchi, Chief Financial Officer[(1)]	2021	30,000	Nil	Nil	Nil	Nil	24,000
	2020	30,000	Nil	Nil	Nil	Nil	15,000
Freddie Leigh, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil
Shauna Hartman, Director	2021	Nil	Nil	Nil	Nil	Nil	Nil
	2020	Nil	Nil	Nil	Nil	Nil	Nil

Notes:
1. Mr. Takeuchi provides services through Takeuchi Consulting Corp.

External Management Companies

With the exception of Kyle Takeuchi, who provides services through Takeuchi Consulting Corp. (a company controlled by Mr. Takeuchi) pursuant to a services agreement described below, none of the NEOs or directors of the Company have been retained or employed by an external management company which has entered into an understanding, arrangement or agreement with the Company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to any NEO or director by the Company or its subsidiaries for the financial years ended June 30, 2021 or 2020 for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

The Company had no compensation securities outstanding at the end of the financial year ended June 30, 2021.

No compensation securities were re-priced, cancelled and replaced, had their term extended, or otherwise materially modified in the Company's financial year ended June 30, 2021.

There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.

No compensation securities were exercised by a director or NEO during the Company's most recently completed financial year.

Stock Option Plans and other incentive plans

Compensation Program Objectives

The Board has established a Compensation Committee, the members of which are Kyle Takeuchi, Freddie Leigh, and Shauna Hartman. The function of the Compensation Committee is to review, on an annual basis, the compensation paid to the Company's executive officers and to the directors, to review the performance and compensation paid to the Company's executive officers and to make recommendations on compensation to the Board.

The primary goal of the Company's executive compensation process is to attract and retain the key executives necessary for its long term success, to encourage executives to further the development of the Company and operations, and to motivate top quality and experienced executives. The Company does not have a formal compensation program. The Company has not paid material compensation to either of its NEOs for the past three years due to the recent challenges in the resource sector. The Company's CFO provides services on a part time basis which is evidenced by his fees. The Company's CEO is not paid a salary of fees. Each NEO has been granted stock options to align the personal interest of these individuals with that of the Company's shareholders.

Stock Options

The Company has established a formal stock option plan (the "Stock Option Plan") under which stock options are granted to directors, officers, employees and consultants as an incentive to serve the Company in attaining its goal of improved shareholder value. The board of directors of the Company (the "Board"), based on recommendations of the Compensation Committee where appropriate, determines which NEOs (and other persons) are entitled to participate in the Company's stock option plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding exercise price. Previous grants of option-based awards are taken into account when considering new grants.

The Board makes these determinations subject to the provisions of the existing Stock Option Plan and, where applicable, the policies of the TSX Venture Exchange.

As stated above, the Company has implemented the Stock Option Plan and the Board regards the strategic use of incentive stock options as a cornerstone of the Company's compensation plan. It applies to employees at all levels and continues to be one of the Company's primary tools for attracting, motivating and retaining qualified employees, which is critical to the Company's success. The Company is committed to long-term incentive programs that promote the continuity of an excellent management team and, therefore, the long-term success of the Company.

The Board is responsible for administering the stock option plan. The Board, based on recommendations of the Compensation Committee where appropriate, is charged with responsibility to determine the type and amount of compensation to be paid to directors, officers, employees and consultants of the Company including the awards of any stock options under the stock option plan.

All grants of stock options to the NEOs are reviewed and approved by the Board, and by the Compensation Committee where appropriate. In evaluating option grants to an NEO, the Board evaluates a number of factors including, but not limited to: (i) the number of options already held by such NEO; (ii) a fair balance between the number of options held by the NEO concerned and the other executives of the Company, in light of their responsibilities and objectives; and (iii) the value of the options (generally determined using a Black-Scholes analysis) as a component in the NEO's overall compensation package.

Employment, consulting and management agreements

The Company does not have any contracts, agreements, plans or arrangements that provides for payments to a director or NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change in control of the Company or a change in an NEO's responsibilities.

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 base compensation of the executive officers is reviewed and set annually by the Compensation Committee. The members of the Compensation Committee are Kyle Takeuchi, Freddie Leigh, and Shauna Hartman of which Mr. Leigh and Ms. Hartman are considered independent members. Each of the independent members of the Compensation Committee has direct experience relating to executive compensation matters (having served on compensation committees) of publicly traded companies

The Compensation Committee 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, the Board may award cash or share bonuses for exceptional performance that results in a significant increase in Shareholder value. The Company does not provide pension or other benefits to the executive officers. The Company does not have pre-existing performance criteria or objectives. All significant elements of compensation awarded to, earned by, paid or payable to NEOs are determined by the Company on a subjective basis. The Company has not used any peer group to determine compensation for its directors and NEO.

The Compensation Committee has the responsibility to administer compensation policies related to executive management of the Company, including option-based awards. The Shareholders have approved a stock option plan pursuant to which the Board has granted stock options to executive officers. The stock option plan provides compensation to participants and an additional incentive to work toward long-term company performance. The stock option plan has been and will be used to provide share purchase options which are granted in consideration of the level of responsibility of the executive as well as his or her impact and/or contribution to the longer-term operating performance of the Company. In determining the number of options to be granted to the executive officers, the Board takes into account the number of options, if any, previously granted to each executive officer and the exercise price of any outstanding options to ensure that such grants are in accordance with the policies of the Exchange, and closely align the interests of the executive officers with the interests of the Company's shareholders.

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 any pension or retirement plan which is applicable to the NEOs or directors. The Company has not provided compensation, monetary or otherwise, to any person who now or previously has acted as a NEO of the Company, in connection with or related to the retirement, termination or resignation of such person, and the Company has provided no compensation to any such person as a result of a change of control of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the most recently completed financial year, all required information 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	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by security holders	Nil	N/A	2,996,748 (1)
Equity compensation plans not approved by security holders	Nil	N/A	Nil
Total	Nil	N/A	2,996,748

(1) Represents the number of Shares available for issuance under the Stock Option Plan, which reserves a number of Shares for issuance, pursuant to the exercise of stock options, that is equal to 10% of the issued and outstanding Shares at the date of grant. At the Record Date June 10, 2022, being a total of 2,996,748 stock options that can be granted.

Corporate Governance

Board of Directors

The Guidelines recommend that the board of directors of every listed company should be constituted with a majority of individuals who qualify as "independent" directors. National Instrument 52-110 *Audit Committees* ("NI 52-110") provides that a director is "independent" if that person has no direct or indirect "material relationship" with the issuer. A "material relationship" means a relationship which could, in the view of Board, reasonably interfere with the exercise of a member's independent judgement.

The Board is currently composed of four directors, two of whom (Freddie Leigh and Shauna Hartman) are "independent", as such term is defined in NI 52-110. The remaining directors are not considered to be "independent" since they serve as executive officers of the Company.

Directorships

No current directors are presently directors of the other reporting issuers.

Orientation and Continuing Education

The Board has adopted a Corporate Governance Manual, which provides for organizing, reviewing and recommending education policies relating to the directors and management of the Company.

Ethical Business Conduct

The Board has adopted a Corporate Governance Manual, which includes a Code of Business Conduct and Ethics which applies to all directors, officers, employees and consultants, and prescribes a high standard ethical conduct in all dealings related to the affairs of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of shareholders. The Corporate Governance Manual includes Terms of Reference for a Nominating Committee, but the Company has not yet appointed members to this committee.

New nominees must have a track record in general business management, special expertise in an area of strategic interest to the Company, the ability to devote the required time, show support for the Company's mission and strategic objectives, and a willingness to serve.

Compensation

The Board has formed the Compensation Committee, which is comprised of Kyle Takeuchi, Freddie Leigh, and Shauna Hartman, two of which (Freddie Leigh and Shauna Hartman) are independent directors. The Compensation Committee is responsible for, among other things, undertaking an annual review of compensation for management and for directors who serve on committees, developing compensation guidelines for management, administration of the Stock Option Plan and reporting to the Board on its activities and recommendations.

Other Board Committees

Other than the audit committee described in this Circular under the heading "Audit Committee Disclosure" and the Compensation Committee, as described above, the Company has no other committees.

Assessments

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

AUDIT COMMITTEE DISCLOSURE

A summary of the responsibilities and activities and the membership of the Company's audit committee (the "Audit Committee") is set out below, as required by Form 52-110F2. The Charter of the Audit Committee is attached as Schedule "A".

Composition of the Audit Committee

The following are the members of the Audit Committee:

Kyle Takeuchi, Chairman	Not independent(1)	Financially literate(1)
Freddie Leigh	Independent(1)	Financially literate(1)
Shauna Hartman	Independent(1)	Financially literate(1)

(1) As defined in NI 52-110.

Relevant Education and Experience

As a result of their education and experience, each member of the Audit Committee has familiarity with, an understanding of, or experience in:

- the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;

- reviewing or evaluating financial statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and

- an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

The Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110 at any time since the commencement of the Company's most recently completed financial year. 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. Section 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 any specific policies and procedures for the engagement of non-audit services as described below under the heading "External Auditors".

External Auditor Service Fees (By Category)

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 auditors for audit fees and non-audit services are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
June 30, 2021	$11,134.20	Nil	Nil	Nil
June 30, 2020	$10,628.10	Nil	Nil	Nil

Exemption

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

INDEBTEDNESS OF DIRECTORS AND SENIOR OFFICERS

Since the beginning of the last completed financial year there has been no indebtedness to the Company by any director, senior officer, and proposed nominee for election as a director or associate of any such person.

INTEREST OF INSIDERS IN MATERIAL TRANSACTIONS

Except as otherwise set out herein, none of the persons who were directors or officers of the Company at any time during the Company's last financial year, the proposed nominees for election to the board of directors of the Company, the insiders of the Company or the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction or proposed transaction which has materially affected or would materially affect the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as otherwise set out herein, no director or senior officer of the Company or any proposed nominee of management of the Company for election as a director of the Company, nor any associate or affiliate of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

MANAGEMENT CONTRACTS

There are no management functions of the Company or its subsidiaries which are to any substantial degree performed by a person or company other than the directors or senior officers (or private companies controlled by them, either directly or indirectly) of the Company.

APPOINTMENT OF AUDITORS

The Company will move to re-appoint Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants, of Vancouver, British Columbia as auditors of the Company, at a remuneration to be negotiated between the auditors and the Board. The Company initially engaged Dale Matheson Carr-Hilton LaBonte LLP on January 10, 2007.

STOCK OPTION PLAN

The Company wishes to renew the Stock Option Plan (the "Plan") which provides for the grant of options to purchase Shares to certain eligible persons, including directors, officers, employees and consultants of the Company.

Pursuant to the Plan, the Company may grant stock options to purchase Shares equal to an amount of up to 10% of the issued and outstanding Shares on the date of grant. Some of the significant terms of the Plan are summarized below and are qualified by reference to the Plan in its entirety, which is available for inspection at the Company's registered and records office during business hours.

1. Options may be granted on authorized but unissued Shares up to but not exceeding 10% of the issued and outstanding Shares at the time of any such grant of options.
2. The exercise price of each option will not be less than eighty-five percent (85%) of the fair market value per Share on the option grant date.
3. No option will have a term in excess of ten (10) years measured from the option grant date.
4. The following provisions will govern the exercise of any options held by an optionee at the time of cessation of service, death or disability:
    (a) should an optionee cease to remain in service for any reason other than death, disability or misconduct, then the optionee will have a period of thirty (30) days

following the date of such cessation of service during which to exercise each outstanding option held by such optionee;

(b) should an optionee's service terminate by reason of disability, then the optionee will have a period of twelve (12) months following the date of such cessation of service during which to exercise each outstanding option held by such optionee; and

(c) if an optionee dies while holding an outstanding option, then the personal representative of his or her estate or the person or persons to whom the option is transferred pursuant to the optionee's will or the laws of inheritance or the optionee's designated beneficiary or beneficiaries of that option will have a twelve (12)-month period following the date of the optionee's death to exercise such option.

5. The Board or a committee appointed by the Board to administer the Plan will have full authority to determine which eligible persons are to receive grants, the time or times when those grants are to be made, the number of shares to be covered by each such grant, the time or times when each option is to become exercisable, the vesting schedule (if any) applicable to the option shares and the maximum term for which the option is to remain outstanding.

6. All options granted pursuant to the Plan will be non-assignable and non-transferable.

Accordingly, the shareholders will be asked at the Meeting to pass an ordinary resolution in substantially the following terms:

"WHEREAS the shareholders of the Company will be requested to approve the Company's existing stock option plan (the "Plan");

AND WHEREAS the directors and officers wish to secure such general and specific approvals for the adoption of the stock option plan as may be required by the TSX Venture Exchange;

RESOLVED, AS AN ORDINARY RESOLUTION, THAT:

1. the Plan, in substantially the form presented to this Meeting, be and is approved;

2. the Board of Directors or any committee created by the Board of Directors pursuant to the Plan be authorized to make such amendments to the Plan from time to time, as may be required by the applicable regulatory authorities, or may, in its discretion, be considered appropriate by the Board or committee, in its sole discretion, provided always that such amendments be subject to approval of all applicable regulatory authorities, if applicable, and in certain cases, in accordance with the terms of the Plan, the approval of shareholders;

3. the approval of the Plan by the Board of Directors be ratified and any one director of the Company is hereby authorized to execute any other documents as the director deems necessary to give effect to the transactions contemplated in the Plan;

4. the Company be and is authorized to grant stock options and, subject to the terms and conditions of the Plan, entitling all of the option holders in aggregate to purchase up to such number of common shares of the Company that is equal to 10% of the number of common shares of the Company issued and outstanding on the applicable grant date;

5. the directors be authorized to amend incentive stock options held by insiders of the Company during the ensuing year;

6. the Company be authorized to abandon or terminate all or any part of the adoption of a new stock option plan if the Board of the Company deems it appropriate and in the best interest of the Company to do so; and

7. any one or more of the directors and officers of the Company be authorized and directed to perform all such acts, deeds and things and execute, under the seal of the Company or otherwise, all such documents and other writings, including treasury orders, stock exchange and securities commissions forms, as may be required to give effect to the true intent of this resolution."

An ordinary resolution requires the approval of a simple majority (50% plus one vote) of the votes cast by those shareholders of the Company, who, being entitled to, vote in person or by proxy at a general meeting of the Company.

OTHER MATTERS TO BE ACTED UPON

In addition to the appointment of directors and auditors and acceptance of financial statements, the Meeting will be asked to consider the following items.

BOARD APPROVAL

The contents of this Circular have been approved and its mailing authorized by the directors of the Company.

DATED at Vancouver, BC this 10^{th} day of June 2022.

ON BEHALF OF THE BOARD

"Shaun Maskerine"

Shaun Maskerine, Director

SCHEDULE A

GOLDEN HARP RESOURCES INC.

Audit Committee Charter (the "Charter")

Mandate

The primary function of the audit committee is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting, and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the audit committee will encourage continuous improvement of and should foster adherence to the Corporation's policies, procedures and practices at all levels. The audit committee's primary duties and responsibilities are to:

(1) serve as an independent and objective party to monitor the Corporation's financial reporting and internal control systems and review the Corporation's financial statements;
(2) review and appraise the performance of the Corporation's external auditors; and
(3) provide an open avenue of communication among the Corporation's auditors, financial and senior management and the board of directors.

Authority

The audit committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

(1) With the consent of the board, retain outside counsel, accountants or others to advise the committee or assist in the conduct of an investigation;
(2) Seek any information it requires from employees-all of whom are directed to cooperate with the committee's requests-or external parties;
(3) Meet with company officers, external auditors, or outside counsel, as necessary.

Composition

The audit committee shall be comprised of at least three directors as determined by the board of directors, the majority of whom shall meet the legal requirements applicable to the composition of the audit committee. At least one member of the audit committee shall have accounting or related financial management expertise. All members of the audit committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Charter, the definition of "Financially Literate" is the ability to read and understand a set of financial statements that present a breath and level of complexity of accounting issues that are generally comparable to the breath and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements. The members of the audit committee shall be elected annually by the board of directors at its first meeting following the annual shareholders' meeting.

Meetings

The audit committee shall meet with the frequency that the audit committee determines appropriate.

Responsibilities and Duties

To fulfill its responsibilities and duties, the audit committee shall:

Documents/Reports Review

(1) Review and, if necessary, update the Charter annually;
(2) Review the Corporation's financial statements, MD&A and any annual and interim earnings, press releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, or review rendered by the external auditors;
(3) Confirm that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements;

External Auditors

(1) Review annually, the performance of the external auditors who shall be ultimately accountable to the board of directors and the audit committee as representatives of the shareholders of the Corporation;
(2) Obtain annually, a formal written statement of the external auditors setting forth all relationships between the external auditors and the Corporation, consistent with the Independence Standards Board Standard 1 or succeeding policy;
(3) Review and discuss with the external auditors any disclosed relationships or services that may impact the objectively and independence of the external auditors;
(4) Take, or recommend that the full board of directors take, appropriate action to oversee the independence of the external auditors;
(5) Recommend to the board of directors the selection and compensation and, where applicable, the replacement of the external auditors nominated annually for shareholder approval;
(6) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Corporation's accounting principles, internal controls and the completeness and accuracy of the Corporation's financial statements;
(7) Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees and former partners and employees of the present and former external auditors of the Corporation; and
(8) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Corporation's external auditors. The pre-approval requirement is waived with respect to the portion of non-audit services if:
    (a) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
    (b) such services were not recognized by the Corporation at the time of the engagement to be non-audit services; and
    (c) such services are promptly brought to the attention of the audit committee by the Corporation and approved prior to the completion of the audit by the audit committee or by one or more members of the audit committee who are members of the board of directors to whom authority to grant such approvals has been delegated by the audit committee. Provided the pre-approval of the non-audit services is presented to the audit committee's first scheduled meeting following such approval, such authority may be delegated by the audit committee to one or more independent members of the audit committee.

Financial Reporting Process

(1) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external;
(2) Consider the external auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting;
(3) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management;
(4) Review significant judgments made by management in the preparation of the financial statements and the review of the external auditors as to the appropriateness of such judgments;
(5) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information;
(6) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements
(7) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implement;
(8) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.