



GOLDEN HARP

R E S O U R C E S I N C

MANAGEMENT INFORMATION CIRCULAR FOR THE ANNUAL AND SPECIAL MEETING OF THE SHAREHOLDERS TO BE HELD ON TUESDAY, NOVEMBER 26, 2024

This Information Circular is furnished in connection with the solicitation of proxies by or on behalf of the management ("Management") of Golden Harp Resources Inc. (the "Company") for use at the annual and special meeting of the holders ("Shareholders") of the common shares of the Company ("Common Shares") to be held at Suite 3123, 595 Burrard Street, Vancouver, British Columbia, Canada, on Tuesday, November 26, 2024, at 11:00 a.m. (Vancouver time) any adjournment or postponement thereof (the "Meeting") for the purposes set forth in the accompanying Notice of Meeting. Unless otherwise noted, information in this Information Circular is given as of October 28, 2024.

SOLICITATION OF PROXIES

It is expected that the solicitation of proxies for the Meeting will be primarily by mail, but proxies may be solicited personally, by telephone or by other means of communication by the directors, officers and regular employees of the Company, who will not be specifically remunerated therefore. All costs of such solicitation of proxies by or on behalf of management of the Company will be borne by the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy are directors or officers of the Company. A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent that Shareholder at the Meeting has the right to do so, either by inserting the desired person's name in the blank space provided in the form of proxy or by completing another proper form of proxy.

A form of proxy must be in writing executed by the Shareholder or by the Shareholder's agent or attorney. If the form of proxy is executed by an agent or attorney, evidence of the agent's or attorney's written authority must accompany the form of proxy. A proxy will not be valid unless the completed form of proxy is received by the Company's registrar and transfer agent, Computershare Investor Services Inc. ("Computershare"), 100 University Avenue, 8th Floor, Toronto, Ontario M5J 2Y1, no later than 11:00 a.m. (Vancouver time) on November 22, 2024 or if the Meeting is adjourned or postponed, no later than 48 hours, excluding Saturdays, Sundays and statutory holidays, prior to the time and date on which the Meeting is adjourned or postponed. Proxies received by Computershare after this time will not be accepted; however, the Chairman of the Meeting may determine, in his sole discretion, to accept a proxy that is delivered in person to the Chairman at the Meeting as to any matter in respect of which a vote has not already been cast.

A Shareholder who has given a proxy may revoke that proxy by delivering to Computershare a duly completed proxy with a later date within the time period set forth above. Alternatively, Shareholders may revoke their proxy and vote in person by delivering a form of revocation of proxy to the Chairman of the Meeting at the Meeting or any adjournments or postponements thereof before the taking of a vote in respect of which the proxy is to be used. Shareholders may also revoke their proxy in any other manner permitted by law.

VOTING OF PROXIES

The management representatives designated in the accompanying form of proxy will vote or withhold from voting the Common Shares in respect of which they are appointed proxy on any ballot that may be called for in accordance with the instructions of the Shareholder as indicated on the form of proxy and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly. Where no choice is specified in the form of proxy, such Common Shares will be voted “for” the matters described therein and in this Information Circular.

The accompanying form of proxy confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting and with respect to other matters that may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any other business is properly brought before the Meeting, it is the intention of the management representatives designated in the accompanying form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, management knows of no such amendment, variation or other matter which may be presented to the Meeting.

BENEFICIAL SHAREHOLDERS

Only Shareholders (“Registered Shareholders”) whose Common Shares were registered directly with Computershare on October 22, 2024, the record date for the Meeting established by the directors, or their duly appointed proxyholders, are entitled to vote at the Meeting. Shareholders whose Common Shares were held in an account with an intermediary, such as a brokerage firm, bank, dealer or similar organization on October 22, 2024 are beneficial shareholders (“Beneficial Shareholders”). Such intermediaries, or a clearing agency such as The Canadian Depository for Securities Limited, of which the intermediary is a participant, is considered the Registered Shareholder for the purposes of voting at the Meeting. Beneficial Shareholders have the right to direct the intermediary or clearing agency on how to vote the Common Shares beneficially held by them; without specific instructions from a Beneficial Shareholder, intermediaries and clearing agencies are prohibited from voting Common Shares held by such Beneficial Shareholder.

There are two kinds of Beneficial Shareholders: those who have not objected (called “NOBOs” for Non-Objecting Beneficial Owners), and those who have objected (called “OBOs” for Objecting Beneficial Owners), to their name being made known to the Company.

NOBOs can expect to receive a voting instruction form from Computershare. NOBOs are requested to complete and return the voting instruction forms to Computershare by mail. Alternatively, NOBOs can call a toll-free number or access Computershare’s dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Computershare will tabulate the results of the voting instruction forms received from NOBOs and will provide appropriate instructions at the Meeting with respect to the Common Shares represented by voting instruction forms they receive. By choosing to send these materials directly to the NOBOs, the Company (and not the intermediary holding on their behalf) has assumed responsibility for: (i) delivering these materials to the them; and (ii) executing their proper voting instructions. NOBOs are requested to return their instructions as specified in the request for voting instructions. NOBOs who wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such NOBOs’ behalf) can appoint themselves (or someone else) as a proxyholder by following the applicable instructions on the voting instruction form.

With respect to OBOs, the Company does not intend to pay for intermediaries to deliver to OBOs meeting materials for the Meeting. Accordingly, an OBO will not receive meeting materials unless the OBO’s intermediary assumes the cost of delivery. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed by OBOs in order to ensure that their Common

Shares are voted at the Meeting. Often, the form of proxy supplied to an OBO by its intermediary is identical to that provided to Registered Shareholders. However, its purpose is limited to instructing the Registered Shareholder how to vote on behalf of the OBO. The majority of intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"). Broadridge typically prepares a special voting instruction form, mails those forms to the OBOs and asks for appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. OBOs are requested to complete and return the voting instruction form to Broadridge by mail. Alternatively, OBOs can call a toll-free telephone number or access Broadridge's dedicated voting website (each as noted on the voting instruction form) to deliver their voting instructions and vote the Common Shares held by them. Broadridge then tabulates the results of all voting instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. The voting instruction form must be returned as directed by Broadridge well in advance of the Meeting in order to have the Common Shares voted. OBOs who receive a form of proxy or voting materials from organizations other than Broadridge should complete and return such form of proxy or voting materials in accordance with the instructions on such materials in order to properly vote their Common Shares at the Meeting. OBOs who wish to attend the Meeting and vote in person (or appoint someone else to attend the Meeting and vote on such OBOs' behalf) can appoint themselves (or someone else) as proxyholder by following the applicable voting instructions.

Beneficial Shareholders are not entitled, as such, to vote at the Meeting in person or to deliver a form of proxy. A Beneficial Shareholder who wishes to appoint themselves as proxyholder to vote in person at the Meeting, or to appoint someone else to attend the Meeting and vote on their behalf, should refer to the voting instructions they received or contact their intermediary well in advance of the Meeting to determine how they can do so.

Beneficial Shareholders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Common Shares voted at the Meeting.

All references to Shareholders in this Information Circular and the accompanying Notice of Meeting and form of proxy are to Registered Shareholders, unless specifically stated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

There are 29,967,486 Common Shares of the Company issued and outstanding, each of which entitles the holder to one vote on a ballot. There are no other voting securities of the Company issued and outstanding. On a show of hands, every person present and entitled to vote at the Meeting will be entitled to one vote.

Only Registered Shareholders at the close of business on October 22, 2024, the record date for the Meeting, or their duly appointed proxyholders, are entitled to vote at the Meeting.

To the knowledge of the directors and executive officers of the Company, there are no persons or companies who beneficially own, directly or indirectly, or control or direct Common Shares carrying 10% or more of the voting rights attached to all of the Common Shares, except as set forth below:

Name	Number of Common Shares ⁽¹⁾	Percentage of Common Shares Held
TIMOTHY A. YOUNG	23,297,828	78%

Notes:

- (1) The information as to the class and number of voting securities beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.

APPROVAL OF RESOLUTIONS

Unless otherwise specified, a simple majority of affirmative votes cast in person or by proxy at the Meeting is required to pass the resolutions described herein. If there are more nominees for election as directors or appointment as the Company's auditor than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election or appointment is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

PRESENTATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Company for its most recently completed financial year ended June 30, 2024, including the auditors' report thereon, will be presented at the Meeting. Such financial statements and auditors' report, together with management's discussion and analysis, were made available to Shareholders in advance of the Meeting and are available for review on SEDAR at www.sedar.com.

APPOINTMENT OF AUDITOR

At the Meeting, the Shareholders will be called upon to re-appoint Dale Matheson Carr-Hilton Labonte LLP Chartered Accountants as the auditor of the Company, to hold office until the next annual meeting of Shareholders, and to authorize the board of directors of the Company (the "Board") to fix their remuneration. Dale Matheson Carr-Hilton Labonte LLP Chartered Accountants has acted as the auditor of the Company since January 10, 2007.

The Board recommends that the Shareholders vote for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP Chartered Accountants, as the auditor of the Company, at a remuneration to be fixed by the Board.

Unless such authority is withheld, the management representatives named in the accompanying form of proxy intend to vote for the re-appointment of Dale Matheson Carr-Hilton Labonte LLP Chartered Accountants, as the auditor of the Company, to hold office until the next annual meeting of Shareholders, at a remuneration to be fixed by the Board.

FIXING NUMBER OF DIRECTORS

The Board presently consists of three directors. Shareholders will be asked at the Meeting to pass an ordinary resolution to fix the number of directors at three.

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote to fix the number of directors at three.

The Board recommends that the Shareholders vote to fix the number of directors at three.

ELECTION OF DIRECTORS

The term of office of each of the present directors expires at the close of the Meeting. All directors elected at the Meeting will hold office for a term expiring at the close of the next annual meeting of Shareholders or until their successors are appointed, unless his or her office is vacated earlier in accordance with the articles of the Company or the *Business Corporations Act* (British Columbia).

In the following table, for each person proposed to be nominated for election as a director, is stated his name, province or state, and country of residence, the period or periods during which he has served as a director, his principal occupation, and the number of Common Shares beneficially owned or controlled or directed by him, directly or indirectly, as at the date hereof:

Name, Residence and Positions held with the Company⁽¹⁾	Principal Occupation(s)⁽¹⁾	Director Since	Common Shares Beneficially Owned or Controlled⁽²⁾
ERINN B. BROSHKO ⁽³⁾ Vancouver, BC, Canada Chief Executive Officer	Chief Executive Officer of the Company since September 2024; Managing Director of Rand Investments Inc., a British Columbia private equity firm, since 2012; CEO and then Executive Chairman of Med BioGene Inc., a public biotechnology company, from 2006 to 2014; corporate and securities lawyer at Farris, Vaughan, Wills & Murphy LLP, from 2000 to 2006.	September 2024	Nil
Freddie Leigh ⁽³⁾⁽⁴⁾ North Vancouver, BC, Canada	Principal of Siwash Corporate Services Inc., a British Columbia company providing advisory services to publicly listed companies.	August 2016	240,000
KYLE TAKEUCHI ⁽³⁾⁽⁴⁾ Vancouver, BC, Canada Chief Financial Officer	Principal of Takeuchi Consulting Corp., a British Columbia company providing accounting services to publicly listed companies, since 2013.	February 2018	1,330,106

Notes:

- (1) The information as to residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.
- (2) The information as to the number of Common Shares beneficially owned, or controlled or directed, directly or indirectly, not being within the knowledge of the Company, has been based solely upon reports filed on the System for Electronic Disclosure by Insiders (SEDI) at www.sedi.ca.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote for the election of the nominees whose names are set forth above.

The Board recommends that the Shareholders vote for the election of the nominees whose names are set forth above.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

To the knowledge of management, other than as set forth herein, no proposed director: (a) is, or within the ten years prior to the date hereof, has been, a director or executive officer of any other company that, while that person was acting in that capacity: (1) was the subject of a cease trade order or similar order, or an order that denied the relevant company access to any exemption under Canadian securities legislation, for a period of more than 30 consecutive days; (2) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or (3) or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; (b) has, during the ten years prior to the date hereof, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold assets of the proposed director; or (c) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority, or has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable Shareholder in deciding whether to vote for a proposed director.

EXECUTIVE COMPENSATION

General

The following information is as of October 28, 2024 and is provided as required under Form 51-102F6V for Venture Issuers, as such term is defined in National Instrument 51-102 – Continuous Disclosure Obligations.

For the purposes of Form 51-102F6V, a “Named Executive Officer”, or “NEO”, 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, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;
- (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, as determined in accordance with subsection 1.3(5) of Form 51-102F6V, for that financial year; and
- (d) each individual who would be a NEO 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.

Director and NEO Compensation, Excluding Options and Compensation Securities

The following table of compensation, excluding options and compensation securities, provides a summary of the compensation paid by the Company or a subsidiary to each NEO and director of the Company for the two most recently completed financial years ended June 30, 2024 and 2023.

Table of Compensation, Excluding Compensation Securities

Name and position	Period Ending June 30	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
FREDDIE LEIGH	2024	Nil	Nil	Nil	Nil	Nil	Nil
Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
SHAUNA HARTMAN ⁽¹⁾	2024	Nil	Nil	Nil	Nil	Nil	Nil
Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
SHAUNE MASKERINE ⁽¹⁾	2024	30,000 ⁽³⁾	Nil	Nil	Nil	Nil	30,000
Chief Executive Officer and Director	2023	30,000 ⁽³⁾	Nil	Nil	Nil	Nil	30,000
KYLE TAKEUCHI ⁽²⁾	2024	24,000 ⁽³⁾	Nil	Nil	Nil	Nil	24,000
Chief Financial Officer and Director	2023	24,000 ⁽³⁾	Nil	Nil	Nil	Nil	24,000

Notes:

- (1) Resigned effective August 31, 2024.
- (2) Compensation in respect of services provided by Mr. Takeuchi are paid to a company owned and controlled by Mr. Takeuchi.
- (3) This amount is owing and has been accrued by the Company.

Stock Options and Other Compensation Securities and Instruments

No compensation securities were granted or issued by the Company to any NEO or director of the Company for the most recently completed financial year ended June 30, 2024, for services provided or to be provided, directly or indirectly, to the Company.

The Company had no compensation securities outstanding at the end of the most recently completed financial year ended June 30, 2024.

Stock Option Plans and Other Incentive Plans

The Company has no incentive plans other than its stock option plan (the "Option Plan") pursuant to which the Company may, at the discretion of the Board, grant to employees, directors, officers or consultants of the Company, or any parent or subsidiary of the Company, (the "Optionees") options ("Options") to purchase Common Shares. The purpose of the Option Plan is to promote the interests of the Company by providing eligible persons in the Company's employ or service with the opportunity to acquire a proprietary interest, or otherwise increase their proprietary interest, in the Company as an incentive for them to continue in such employ or service.

Under the Option Plan:

- 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;
- the exercise price of each option will not be less than eighty-five percent (85%) of the fair market value per Common Share on the option grant date;
- no option will have a term in excess of ten years measured from the option grant date;
- the following provisions will govern the exercise of any Options held by an Optionee at the time of cessation of service, death or disability:
 - 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 days following the date of such cessation of service during which to exercise each outstanding option held by such optionee;
 - should an optionee's service terminate by reason of disability, then the optionee will have a period of twelve months following the date of such cessation of service during which to exercise each outstanding option held by such optionee; and
 - 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-month period following the date of the optionee's death to exercise such option;
- The Board or a committee appointed by the Board to administer the Option 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; and

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

As of June 30, 2024, 29,967,486 Common Shares were outstanding, which means that 2,996,748 Common Shares could have been reserved for issuance upon the exercise of Options. As of June 30, 2024, there were no Options outstanding. The Option Plan is subject to yearly approval by the Shareholders and was last approved on November 14, 2023. At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the Options Plan. See “Annual Approval of “Rolling” Stock Option Plan” below.

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 NEO Compensation

The Board determines the compensation to be provided to its non-executive directors. The Board does not have a pre-determined compensation plan and does not engage in formal benchmarking practices.

The Board does not have any formula nor does it have any objective criteria or analysis to determine an exact amount of compensation to provide to its non-executive directors, but uses subjective criteria aimed at:

- providing cash compensation that:
 - takes into consideration the financial position of the Company;
 - is commensurate with the risks and responsibilities assumed in Board and committee membership; and
 - is competitive with other companies comparable to the Company; and
- issuing Options to align the interests of the directors with those of the Shareholders.

The Company did not provide any compensation to its non-executive directors during the Company’s last completed financial year ended June 30, 2024. The Company compensated Mr. Shaun Maskerine as Chief Executive Officer, and Mr. Kyle Takeuchi as Chief Financial Officer, but not in their capacity as a director. All such compensation was owing and accrued as of June 30, 2024.

The Company did not grant Options to any of its directors or officers during the Company’s most recently completed financial year ended June 30, 2024. See “Stock Options and Other Compensation Securities and Instruments” above.

NEO Compensation

The Board determines the compensation to be granted to the NEOs. Neither the Board nor the Compensation Committee has a pre-determined compensation plan and does not engage in formal benchmarking practices.

Compensation for the NEOs is dependent upon the Company’s available cash and composed of three components: base salary, performance bonuses and stock options. Performance bonuses may be considered from time to time. Neither the Board nor the Compensation Committee relies on any formula, or objective criteria and analysis to determine an exact amount of compensation to pay. The establishment of base salary,

award of stock options and performance bonuses is based on subjective criteria including individual performance, level of responsibility, length of service and available market data.

The Company does not have any form of pension plan that provides for payments or benefits to the NEO at, following, or in connection with retirement. The Company does not have any form of deferred compensation plan.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the compensation plans under which equity securities of the Company are authorized for issuance, as of the Company's most recently completed financial year ended June 30, 2024:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (\$) (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders	Nil	N/A	2,996,748
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	Nil	N/A	Nil

CORPORATE GOVERNANCE

Disclosure of the Company's corporate governance practices as required by National Instrument 58-101 – Disclosure of Corporate Governance Practices is attached as Schedule A to this Information Circular.

AUDIT COMMITTEE INFORMATION

Charter of the Audit Committee

The Charter of the Audit Committee is attached as Schedule B to this Information Circular.

Composition of the Audit Committee

The Audit Committee presently consists of Erinn B. Broshko, Freddie Leigh and Kyle Takeuchi, of which Mr. Leigh is independent, as such term is defined in National Instrument 52-110 – Audit Committees ("NI 52-110").

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of their responsibilities as a member of the Audit Committee is described below:

Erinn B. Broshko—Mr. Broshko is a corporate and securities lawyer who holds an MBA and has worked with publicly traded companies for over twenty-five years.

Freddie Leigh – Mr. Leigh has over 15 years' experience providing advisory services to public companies in the mining and technology sectors worldwide.

Kyle Takeuchi – Mr. Takeuchi is a professional accountant who holds a CPA designation and has worked with publicly traded companies for over ten years.

Each of the above committee members are considered by the Board to be “financially literate” as defined in NI 52-110 as they have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company’s financial statements.

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.

Reliance on Certain Exemptions

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.

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

The following table provides a summary the fees billed to the Company by its auditor for audit and other professional services rendered during the Company’s two most recently completed financial years ended June 30, 2024 and 2023.

Fee	Twelve Months Ended June 30, 2024 (\$)	Twelve Months Ended June 30, 2023 (\$)
Audit Fees ⁽¹⁾	13,000	13,000
Audit-Related Fees ⁽²⁾	Nil	Nil
Tax Fees ⁽³⁾	Nil	Nil
All Other Fees	Nil	Nil
Total ⁽⁵⁾	13,000	13,000

Notes:

- (1) Audit fees were for professional services rendered by the auditor for the audit of the Company’s annual financial statements as well as services provided in connection with statutory and regulatory filings.
- (2) Audit-related fees are for services related to performance of limited procedures performed by the Company’s auditor related to interim reports.
- (3) Tax fees relating to tax compliance.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No director, executive officer, employee and no former director, executive officer and employee of the Company is indebted to the Company or indebted to another entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company or any of its subsidiaries, other than routine indebtedness.

No individual who is, or at any time during the Company’s most recently completed financial year ended June 30, 2024, was, a director or executive officer of the Company, proposed nominee for election as a director

of the Company or an associate of any such director, executive officer or proposed nominee is, or at any time since July 1, 2024 has been, indebted to the Company or any of its subsidiaries or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company, other than routine indebtedness.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as described elsewhere in this Information Circular, no person who has been a director or executive officer of the Company at any time since January 1, 2018, the commencement of the Company's last financial year ended December 31, 2018, 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 to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

To the knowledge of the Company, no informed person of the Company, nor any proposed director, nor any associate or affiliate of any informed person or proposed director, has any material interest, direct or indirect, in any transaction since July 1, 2023, the commencement of the Company's most recently completed financial year ended June 30, 2024 or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries and that, directly or indirectly, involves remuneration for services.

ANNUAL APPROVAL OF "ROLLING" STOCK OPTION PLAN

The Option Plan is a "rolling" stock option plan as described in Policy 4.4 – *Incentive Stock Option* of the TSXV Corporate Finance Manual and must receive Shareholder approval yearly at the Company's annual meetings of Shareholders. Accordingly, at the Meeting, Shareholders will be asked to pass the ordinary resolution set forth below.

BE IT RESOLVED THAT:

1. The "rolling" stock option plan of the Company be and is hereby affirmed, ratified and approved; and
2. Any one director or officer of the Company is authorized to make all such arrangements, to do all acts and things and to sign and execute all documents and instruments in writing, whether under the corporate seal of the Company or otherwise, as may be considered necessary or advisable to give full force and effect to the foregoing."

For a description of the Option Plan, see above "*Executive Compensation - Stock Option Plans and Other Incentive Plans*".

Unless such authority is withheld, the persons named in the accompanying form of proxy intend to vote for the Company's "rolling" stock option plan.

The Board recommends that the Shareholders vote for the "rolling" stock option plan.

ADDITIONAL INFORMATION

Additional information relating to the Company may be found on SEDAR at www.sedar.com. Additional financial information is provided in the Company's audited consolidated financial statements and management's discussion and analysis for the Company's most recently completed financial year. A copy of the Company's financial statements and management's discussion and analysis is available upon written request to Mr. Erinn B. Broshko, Chief Executive Officer of the Company at 1323, 595 Burrard Street, Vancouver, British Columbia, Canada.

APPROVAL OF CIRCULAR

The undersigned hereby certifies that the contents and the sending of this Information Circular have been approved by the Board.

DATED at Vancouver, British Columbia, October 28, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

A handwritten signature in dark ink, appearing to read "Erinn B. Broshko". The signature is fluid and cursive, with a large initial "E" and "B".

Erinn B. Broshko
Chief Executive Officer

SCHEDULE A

CORPORATE GOVERNANCE DISCLOSURE

CORPORATE GOVERNANCE DISCLOSURECORPORATE GOVERNANCE DISCLOSURE REQUIREMENT	GOLDEN HARP RESOURCES INC. CORPORATE GOVERNANCE PRACTICES
1. Board of Directors – Disclose how the board of directors (the “Board”) facilitates its exercise of independent supervision over management, including: (i) the identity of directors that are independent, and (ii) the identity of directors who are not independent, and the basis for that determination.	The Board facilitates its exercise of independent supervision over management by virtue of: one of its three current directors, being Freddie Leigh, being “independent” as that term is defined in NI 52-110. Freddie Leigh is “independent” as that term is defined in NI 52-110. Erinn B. Broshko and Kyle Takeuchi are not “independent” as that term is defined in NI 52-110 by virtue of them being the Chief Executive Officer and Chief Financial Officer, respectively, of the Company.
2. Directorships – If a director is presently a director of any other issuer that is a reporting issuer (or the equivalent) in a jurisdiction or a foreign jurisdiction, identify both the director and the other issuer.	No director is presently a director of any other issuer that is a reporting issuer.
3. Orientation and Continuing Education – Describe what steps, if any, the Board takes to orient new board members, and describe any measures the Board takes to provide continuing education for directors.	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.
4. Ethical Business Conduct – Describe what steps, if any, the Board takes to encourage and promote a culture of 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.
5. Nomination of Directors – Disclose what steps, if any, are taken to identify new candidates for board nomination, including: (i) who identifies new candidates; and	The Board is responsible for recommending changes in the size and composition of the Board and proposing new director candidates where appropriate.

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(ii) the process of identifying new candidates.	In identifying new candidates, the Board considers the competencies and skills that it considers to be necessary for the Board, as a whole, to possess, the competencies and skills that it considers each existing director to possess and the competencies and skills each new candidate will bring to the Board. The Board also considers whether or not each new candidate can devote sufficient time and resources to his or her duties as a director.
6. Compensation – Disclose what steps, if any, are taken to determine compensation for the directors and Chief Executive Officer, including: (i) who determines compensation; and (ii) the process of determining compensation.	See “Executive Compensation – Oversight and Description of Director and NEO Compensation” in this Information Circular.
7. Other Board Committees - If the Board has standing committees other than the audit, compensation and nominating committees, identify the committees and describe their function.	There are no committees of the Board other than the Audit and Compensation Committees.
8. Assessments – Disclose what steps, if any, the Board takes to satisfy itself that the Board, its committees, and its individual directors are performing effectively.	The Board 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.

SCHEDULE B

AUDIT COMMITTEE 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 breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the 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; and
- (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 objectivity 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.
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