

**KINGSVIEW MINERALS LTD.**

**NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON JULY 27, 2026**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**Dated as of June 23, 2026**

**KINGSVIEW MINERALS LTD.**  
**1 Adelaide St. East, Suite 801**  
**Toronto, Ontario, Canada, M5C 2V9**

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (the "**Meeting**") of the shareholders of Kingsview Minerals Ltd. (the "**Company**") will be held at 1 Adelaide St. East, Suite 801, Toronto, ON M5C 2V9 on July 27, 2026, at 11:00 a.m. (Toronto time).

At the Meeting, the shareholders of the Company (the "**Shareholders**") will consider resolutions, for the following purposes:

1. to receive and consider the report of the directors and the financial statements of the Company, together with the auditors' report thereon, for the fiscal years ended December 31, 2025 and 2024;
2. to consider and, if thought advisable, approve with or without variation, an ordinary resolution to fix the number of directors of the Company at three;
3. to elect the directors of the Company to hold office until the next annual meeting of the Company, or until their earlier resignation or such time as their successors are duly elected or appointed;
4. to appoint Clearhouse LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year and authorize the directors to fix the remuneration to be paid to the auditor; and
5. to transact such further or other business as may properly come before the Meeting and any adjournment(s) thereof.

The specific details of the foregoing matters to be put before the Meeting are set forth in the accompanying management information circular dated June 23, 2026 (the "**Circular**"). The audited consolidated financial statements and related management's discussions and analysis for the Company for the fiscal years ended December 31, 2025 and 2024, are available upon request to the Company and they can be found on the Company's SEDAR+ (as defined in the Circular) profile at <https://www.sedarplus.ca>.

Unless otherwise indicated, capitalized terms used in this Notice have the meanings ascribed thereto in the Circular.

**This notice is accompanied by the Circular, a form of proxy and a supplemental mailing list return card.**

The board of directors of the Company (the "**Board**") has by resolution fixed the close of business on June 9, 2026, as the record date, being the date for the determination of the registered holders of common shares of the Company (the "**Common Shares**") entitled to notice of and to vote at the Meeting and any adjournment(s) thereof.

Shareholders are encouraged to vote on the matters BEFORE the Meeting by proxy to ensure that their votes are properly counted. Those Shareholders who are unable to attend the Meeting are requested to read the notes to the enclosed form of proxy and then to complete, sign and mail the enclosed form of proxy in accordance with the instructions set out in the proxy and in the Circular accompanying this notice.

Shareholders who are registered will be able to attend, participate and vote at the Meeting or may be represented by proxy. A registered holder of Common Shares wishing to be represented by proxy at the Meeting or any adjournment thereof must deposit his / her / their / its duly completed and executed form of proxy with the Company's registrar and transfer agent, **Integral Transfer Agency Inc., located at 600 Annette St., Toronto, Ontario, M6S 2C4**, not later than 5:00 p.m. (Toronto time) on July 24, 2026, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the adjourned or postponed Meeting.

Shareholders who receive these materials through their broker or other intermediary are requested to follow the instructions for voting provided by their broker or intermediary, which may include the completion and delivery of a voting instruction form ("**VIF**").

## **Notice-and-Access**

This year, the Company has elected to use for the Meeting the notice-and-access provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (together with NI 54-101, the “**Notice-and-Access Provisions**”) of the Canadian Securities Administrators (the “**CSA**”). The Notice-and-Access Provisions are a set of rules developed by the CSA that reduce the volume of materials that must be physically mailed to the Shareholders by allowing the Company to post its Circular and any additional materials online. Shareholders who would like more information about the Notice-and-Access Provisions may contact the Company’s transfer agent, Integral Transfer Agency Inc., at 1-416-623-8028 or over e-mail at [support@integraltransfer.com](mailto:support@integraltransfer.com). **Please see the section entitled “Notice-and-Access” in the accompanying Circular.**

The Circular and all additional materials have been posted under the Company’s SEDAR+ profile at <https://www.sedarplus.ca> and <https://kingsviewminerals.ca/>. All Shareholders of record as of the Record Date, will receive a notice and access notification containing instructions on how to access the Circular and all additional materials.

**Shareholders are reminded to carefully review the Circular and any additional materials prior to voting on the matters being transacted at the Meeting.** Copies of: (i) this Notice of Meeting; (ii) the Circular; (iii) the Form of Proxy or VIF; and (iv) the Financial Statements and accompanying management discussion and analysis, may be obtained free of charge by emailing [support@integraltransfer.com](mailto:support@integraltransfer.com). In order to ensure that a paper copy of the Circular and additional materials can be delivered to a Shareholder in time for such Shareholder to review the Circular and return a Form of Proxy (or a VIF) prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received not later than 5:00 p.m. (Toronto time) on July 24, 2026, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the adjourned or postponed Meeting.

If you are not a Registered Shareholder and receive these materials through your broker or through another intermediary, please complete and return the VIF in accordance with the instructions provided to you by your broker or by the other intermediary.

## **Electronic Delivery of Materials**

### **You can receive future mailings of Kingsview Minerals Ltd. ELECTRONICALLY**

How does that benefit you?

- Vote Electronically in future shareholder meetings
- Receive Updates
- Access your account at Integral Transfer Agency Inc. online

Send an email to: [support@integraltransfer.com](mailto:support@integraltransfer.com) and include your name and physical address

**DATED** at Toronto, Ontario this 23<sup>rd</sup> day of June, 2026.

### **BY ORDER OF THE BOARD**

(Signed) “Brian Morales”  
Brian Morales  
Director and Chief Financial Officer

## GLOSSARY OF TERMS

For the purposes of this section, the following terms shall have the meanings ascribed thereto:

“**Act**” or “**BCBCA**” means the Business Corporations Act (British Columbia), S.B.C. 2002, c. 57, as amended;

“**Audit Committee**” means the audit committee of the Board;

“**Beneficial Shareholder**” means a shareholder who is not a Registered Shareholder;

“**Board**” means the board of directors of the Company;

“**Business Day**” means a day which is not a Saturday, Sunday or statutory holiday in Toronto, Ontario;

“**CEO**” means the Chief Executive Officer;

“**CFO**” means the Chief Financial Officer;

“**Common Shares**” means the common shares in the capital of the Company, having the rights, privileges, restrictions and conditions set out in the Company’s articles;

“**CSE**” means the Canadian Securities Exchange;

“**Director**” means a director of the Company;

“**Intermediary**” has the meaning ascribed thereto under “Beneficial Shareholders”;

“**Management Proxyholders**” has the meaning ascribed thereto under “Appointment of Proxyholder”;

“**Named Executive Officer**” or “**NEO**” has the meaning ascribed thereto under “Statement of Executive Compensation”;

“**NI 52-110**” means *National Instrument 52-110 – Audit Committees*;

“**NI 58-101**” means *National Instrument 58-101 – Disclosure of Corporate Governance Practices*;

“**NOBO**” has the meaning ascribed thereto under “Beneficial Shareholders”;

“**Notice of Meeting**” means the notice of meeting to be sent to Shareholders, in connection with the Meeting;

“**OBO**” has the meaning ascribed thereto under “Beneficial Shareholders”;

“**Record Date**” has the meaning ascribed thereto under “Voting Securities and Principal Holders Thereof”;

“**Registered Shareholder**” means a registered holder of the Common Shares of the Company;

“**SEDAR+**” means the System for Electronic Document Analysis and Retrieval Plus; and

“**Transfer Agent**” means Integral Transfer Agency Inc.

**KINGSVIEW MINERALS LTD.**  
**1 Adelaide St. East, Suite 801,**  
**Toronto, Ontario, M5C 2V9**

**INFORMATION CIRCULAR**

**Kingsview Minerals Ltd.** (the "**Company**") is incorporated under the Act and is providing this Information Circular (the "**Circular**") and a form of proxy in connection with management's solicitation of proxies for use at the Annual General Meeting (the "**Meeting**") of Shareholders of the Company (the "**Shareholders**") to be held at 1 Adelaide St. East, Suite 801, Toronto, ON at 11:00 a.m. (Toronto time) on July 27, 2026, and at any adjournment(s) or postponement(s) thereof. The Company will conduct its solicitation by mail and officers and employees of the Company may, without receiving special compensation, also telephone or make other personal contact. The Company will pay the cost of solicitation.

All dollar amounts referenced herein are expressed in Canadian Dollars unless otherwise stated.

**NOTICE-AND-ACCESS**

The Company has elected to deliver the materials in respect of the Meeting pursuant to the notice-and-access provisions (the "**Notice-and-Access Provisions**") concerning the delivery of proxy-related materials to Shareholders, found in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations*, in the case of registered Shareholders ("**Registered Shareholders**"), and section 2.7.1 of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("**NI 54-101**"), in the case of Shareholders who do not hold Common Shares in their own name ("**Beneficial Shareholders**"). The Notice-and-Access Provisions are a set of rules that reduce the volume of proxy-related materials that must be physically mailed to Shareholders by allowing issuers to deliver meeting materials to Shareholders electronically by providing Shareholders with access to these materials online.

The use of the Notice-and-Access Provisions reduces paper waste and mailing costs to the Company. In order for the Company to utilize the Notice-and-Access Provisions to deliver proxy-related materials by posting this Circular and other related materials electronically on a website that is not SEDAR+ the Company must send the accompanying notice of meeting ("**Notice of Meeting**") to Shareholders, including Beneficial Shareholders, indicating that the proxy-related materials have been posted and explaining how a Shareholder can access them or obtain a paper copy of those materials from the Company.

In accordance with the Notice-and-Access Provisions, the Notice of Meeting and the Form of Proxy or VIF, as applicable, have been sent to all Shareholders informing them that this Circular, the Notice of Meeting, annual audited consolidated financial statements of the Company for the years ended December 31, 2025 and 2024 (the "**Annual Financial Statements**") and management's discussion and analysis of the Company's results of operations and financial condition for the years ended December 31, 2025 and 2024 (the "**MD&A**") are available online and explaining how this Circular may be accessed, in addition to outlining relevant dates and matters to be discussed at the Meeting. The Circular, the Notice of Meeting, Annual Financial Statements and MD&A have been posted under the Company's SEDAR+ profile at <https://www.sedarplus.ca>.

Shareholders who would like more information about the Notice-and-Access Provisions should review the "Notice-and-Access" section included in this Circular or may contact the Transfer Agent at: [support@integraltransfer.com](mailto:support@integraltransfer.com) up to and including the date of the Meeting, including any adjournment thereof.

The Company will deliver copies of the proxy-related materials to the Intermediaries for onward distribution to the NOBOs (as defined herein). The Company will assume costs for the Intermediaries to deliver to OBOs (as defined herein) the proxy-related materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* of NI 54-101.

Any Shareholder who wishes to receive a paper copy of this Circular free of charge must contact the Transfer Agent and provide your Voter ID, or you may electronically submit a request by emailing [support@integraltransfer.com](mailto:support@integraltransfer.com) up to the date of the Meeting or any adjournment thereof, or thereafter by contacting Integral Transfer Agency Inc., c/o [support@integraltransfer.com](mailto:support@integraltransfer.com) at **600 Annette St., Toronto,**

**Ontario, M6S 2C4.** In order to ensure that paper copies of the materials can be delivered to a requesting Shareholder in time for such Shareholder to review materials and return Form of Proxy or VIF prior to the deadline to receive proxies, it is strongly suggested that Shareholders ensure their request is received not later than 5:00 p.m. (Toronto time) on July 24, 2026, or, if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of holding the adjourned or postponed Meeting.

### **APPOINTMENT OF PROXYHOLDER**

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

**A Shareholder has the right to appoint a person other than a Management Proxyholder to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a Shareholder.**

### **VOTING BY PROXY**

**Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting.** Common Shares represented by a properly executed proxy will be voted for or against or withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

**The enclosed form of proxy also gives discretionary authority to the person named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters which may properly come before the Meeting.** As at the date of this Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

## **COMPLETION AND RETURN OF PROXY**

A proxy will not be valid unless the completed, dated and signed proxy is received by Integral Transfer Agency Inc., located at 600 Annette St., Toronto, Ontario, M6S 2C4 by 5:00 p.m. (Toronto time) on July 24, 2026, or if the Meeting is adjourned or postponed, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the date to which the Meeting is adjourned or postponed.

Late proxies may be accepted or rejected by the Chairman of the Meeting at their discretion and the Chairman of the Meeting is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive or extend the proxy cut-off without notice.

## **REVOCABILITY OF PROXY**

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, by a duly authorized officer or attorney of the Shareholder, and delivered either to the Company, at 1 Adelaide St. East, Suite 801, Toronto, Ontario, M5C 2V9, Canada at any time up to and including the last business day preceding the day of the Meeting or any adjournment of it or to the Chairman of the Meeting on the day of the Meeting or any adjournment of it. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

If you are a Beneficial Shareholder, please follow the instructions from your bank, broker or other financial intermediary for instructions on how to revoke your voting instructions.

## **BENEFICIAL SHAREHOLDERS**

**Only registered Shareholders of the Company or the persons they appoint as their proxies are permitted to vote at the Meeting.** Registered Shareholders are holders of Common Shares whose names appear on the share register of the Company and are not held in the name of a brokerage firm, bank or trust company through which they purchased Common Shares. Whether or not you are able to attend the Meeting, Shareholders are requested to vote their proxy in accordance with the instructions on the proxy. Most Shareholders are Beneficial Shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. The Common Shares beneficially owned by a Beneficial Shareholder are registered either: (i) in the name of an intermediary (an "**Intermediary**") that the Beneficial Shareholder deals with in respect of their Common Shares of the Company (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans), or (ii) in the name of a clearing agency (such as The Canadian Depository for Securities Limited or The Depository Trust & Clearing Corporation) of which the Intermediary is a participant.

There are two kinds of beneficial owners: those who object to their name being made known to the issuers of securities which they own (called "**OBOs**" for Objecting Beneficial Owners) and those who do not object (called "**NOBOs**" for Non-Objecting Beneficial Owners).

Intermediaries are required to forward the Meeting materials to Beneficial Shareholders unless a Beneficial Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting materials to Beneficial Shareholders. Generally, Beneficial Shareholders who have not waived the right to receive Meeting materials will either:

- (a) be given a VIF which is not signed by the Intermediary and which, when properly completed and signed by the Beneficial Shareholder and returned to the Intermediary or its service company, will constitute voting instructions which the Intermediary must follow, or
- (b) be given a form of proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature), which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required

to be signed by the Beneficial Shareholder when submitting the proxy. In this case, the Beneficial Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it in accordance with the instructions under "Completion and Return of Proxy" above.

In either case, the purpose of these procedures is to permit Beneficial Shareholders to direct the voting of their Common Shares which they beneficially own. Should a Beneficial Shareholder who receives one of the above forms wish to vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the persons named in the form of proxy and insert their own name or such other person's name in the blank space provided. **Beneficial Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the proxy or VIF is to be delivered.**

A Beneficial Shareholder may revoke a VIF or a waiver of the right to receive Meeting materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive Meeting materials and to vote which is not received by the Intermediary at least seven days prior to the Meeting.

In accordance with applicable securities laws requirements, the Company has elected to send the Meeting materials to NOBOs. If you are a NOBO, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary on your behalf. The Company does not intend to pay for Intermediaries to forward the Meeting materials, including proxies or voting information forms, to OBOs and therefore an OBO will not receive the materials with respect to the Meeting unless that OBO's Intermediary assumes the cost of delivery.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

The Company is authorized to issue an unlimited number of Common Shares, each without par value, of which 5,380,129 Common Shares were issued and outstanding as at June 9, 2026, (the "**Record Date**"). Persons who are registered Shareholders at the close of business on the Record Date will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Common Share held. The Company has only one class of shares outstanding, being the Common Shares.

Under the Company's articles, the quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, Shareholders entitled to vote at the meeting who hold, in the aggregate, at least 5% of the issued Common Shares entitled to be voted at the meeting.

To the knowledge of the Board and management of the Company, no person beneficially owns, controls or directs, directly or indirectly, voting securities of the Company carrying 10% or more of the voting rights attached to all shares of the Company.

#### **FINANCIAL STATEMENTS AND AUDITORS' REPORT**

The audited financial statements of the Company for the fiscal years ended December 31, 2025 and 2024, and the auditors' report thereon will be tabled before the Shareholders at the Meeting. The audited financial statements have been approved by the audit committee and the Board. The financial statements can also be found under the Company's profile on SEDAR+ at <https://www.sedarplus.ca>. No vote by the Shareholders is required to be taken with respect to the financial statements.

#### **OTHER BUSINESS**

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

#### **STATEMENT OF EXECUTIVE COMPENSATION**

The following disclosure of compensation earned by certain executive officers and directors of the Company in connection with their office or employment with the Company is made in accordance with the requirements of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) and Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers* (“**Form 51-102F6V**”). Disclosure is required to be made in relation to “**Named Executive Officers**” (as defined below).

For the purposes of this Form, a “**Named Executive Officer**” or “**NEO**” means:

- (i) the Chief Executive Officer (CEO), the Chief Financial Officer (CFO), and each individual who acted in such capacity (or a similar capacity) for all or any part of the most recently completed financial year;
- (ii) the most highly compensated executive officers, or the most highly compensated individual acting in a similar capacity (other than those identified in paragraph (i)), as at the end of the most recently completed financial year, whose total compensation was, individually, more than \$150,000 for that financial year; and
- (iii) any individual who would have been an NEO under paragraph (ii) but for the fact that the individual was not an executive officer of the Company, nor acting in a similar capacity, at the end of the most recently completed financial year.

During the financial year ended December 31, 2025, the Company had four individuals who were NEOs, namely Edward Yew, Chief Executive Officer, Brian Morales, Chief Financial Officer, James Macintosh, former Chief Executive Officer, and Julio DiGirolamo, former Chief Financial Officer.

#### **Director and Named Executive Officer Compensation, Excluding Compensation Securities**

The following table sets out all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company and its subsidiaries, excluding compensation securities, to each NEO and director, in any capacity, including, for greater certainty, all plan and non-plan compensation, direct and indirect pay, remuneration, economic or financial award, reward, benefit, gift or perquisite paid, payable, awarded, granted, given or otherwise provided to the NEO or director for service provided and for services to be provided, directly or indirectly, to the Company or any subsidiary thereof, for the periods indicated:

| <b>Table of compensation excluding compensation securities</b>                    |             |  |                   |                                       |                                  |   |                                |
|---|-------------|--|-------------------|---------------------------------------|----------------------------------|---|--------------------------------|
| <b>Name and position</b>  | <b>Year</b> | <b>Salary, consulting fee, retainer or commission (\$)</b> | <b>Bonus (\$)</b> | <b>Committee or meeting fees (\$)</b> | <b>Value of perquisites (\$)</b> | <b>Value of all other compensation (\$)</b> | <b>Total compensation (\$)</b> |
| Edward Yew<br><i>Chief Executive Officer &amp; Director</i>                       | 2025        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
|   | 2024        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
| Brian Morales<br><i>Chief Financial Officer &amp; Director</i>                    | 2025        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
|   | 2024        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
| Sophie Galper-Komet<br><i>Director</i>  | 2025        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
|   | 2024        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
| James Macintosh<br><i>Former President, Chief Executive Officer, and Director</i> | 2025        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |
|   | 2024        | Nil  | Nil               | Nil                                   | Nil                              | Nil   | Nil                            |

|   |      |     |     |     |     |     |     |
|---|------|-----|-----|-----|-----|-----|-----|
| Julio DiGirolamo<br>Former Chief Financial<br>Officer, Corporate<br>Secretary, and Director | 2025 | Nil | Nil | Nil | Nil | Nil | Nil |
|   | 2024 | Nil | Nil | Nil | Nil | Nil | Nil |

**Notes:**

- (1) Mr. Macintosh served as Chief Executive Officer of the Company until February 2025.
- (2) Mr. DiGirolamo served as Chief Financial Officer of the Company until February 2025.

**Options and Other Compensation Securities**

No compensation securities were granted to the NEOs or directors during the financial year ended December 31, 2025.

**Exercise of Compensation Securities by Directors and NEOs**

No director or NEO exercised or redeemed any compensation securities during the Company's financial year ended December 31, 2025.

**Termination and Change of Control Benefits**

There are no contracts, agreements, plans or arrangements in place that provide for payments to any NEO or director in connection with any termination, resignation, retirement, change of control of the Company or change in a NEO's responsibilities.

**Stock Option Plans and Other Incentive Plans**

The Company created a stock option plan that was approved by the Board on April 30, 2021 (the "**Stock Option Plan**"). The purpose of the Stock Option Plan is to assist the Company in attracting, retaining and motivating directors, officers, employees and consultants (together, "**service providers**") of the Company and of its affiliates and to closely align the personal interests of such service providers with the interests of the Company and its Shareholders.

The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of Common Shares reserved for issuance pursuant to options granted under the Stock Option Plan will not exceed 10% of the number of Common Shares of the Company issued and outstanding from time to time. The Stock Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder subject to the express provisions of the Stock Option Plan. Options may be granted under the Stock Option Plan to such directors, employees, consultants or management Company employees of the Company and its subsidiaries, if any, as the Board may from time to time designate. The exercise prices are determined by the Board, but may not, in any event, be less than the closing market price of the Common Shares on the CSE on the trading day prior to the earlier of dissemination of a news release disclosing the issuance of the option grant, or the posting of notice of the proposed option grant with the CSE. The Stock Option Plan complies with section 2.25 of National Instrument 45-106 *Prospectus Exemptions* and provides that the number of Common Shares which may be reserved for issuance on a yearly basis to any one related person upon exercise of all stock options held by such individual may not exceed 5% of the issued Common Shares calculated at the time of grant. Moreover, the Company cannot issue grants to related persons if in the aggregate their grants would, on a fully diluted basis, exceed 10% of the issued and outstanding Common Shares of the Company.

The Stock Option Plan is the Company's only equity compensation plan. As of the date of this Circular, the Company has granted 90,000 options to purchase Common Shares.

**Employment, Consulting and Management Agreements**

Management of the Company is performed by the directors and officers of the Company and not by any other person.

There are no plans in place with respect to compensation of the NEOs in the event of a termination of employment without cause or upon the occurrence of a change of control.

The Company has not entered into any consulting agreements.

## Oversight and Description of Director and Named Executive Officer Compensation

Given the Company's size and stage of operations, it has not appointed a compensation Committee or formalized any guidelines with respect to compensation at this time. The amounts paid to the NEOs are determined by the independent Board members. The Board determines the appropriate level of compensation reflecting the need to provide incentives and compensation for the time and effort expended by the Company's executives, while taking into account the financial and other resources of the Company.

The Company's executive compensation program consists of two principal elements: (i) cash compensation in the form of consulting fees paid to Named Executive Officers in respect of services rendered; and (ii) long-term incentive compensation in the form of stock options granted under the Stock Option Plan. The objective of the Stock Option Plan is to attract, retain and motivate directors, officers, employees and consultants by aligning their interests with those of Shareholders through equity ownership.

Given the Company's stage of development and limited financial resources, the Board has determined that a mix of modest cash compensation and equity-based incentives is appropriate. In determining the compensation paid for the financial year ended December 31, 2025, the Board considered each individual's level of responsibility and time commitment, the financial resources of the Company, and comparable compensation paid by other Canadian venture issuers in the mineral exploration sector at a similar stage of development.

No bonuses or perquisites were paid to NEOs or directors during the year.

### Pension Plan Benefits for NEOs

As of the date of this Circular, the Company does not maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial years ended December 31, 2025:

| <b>Plan Category</b>                                       | <b>Number of securities to be issued upon exercise of outstanding options, warrants and rights</b><br><b>(a)</b> | <b>Weighted-average exercise price of outstanding options, warrants and rights</b><br><b>(b)</b> | <b>Number of securities remaining available for future issuance under equity compensation plans, excluding securities reflected in column (a)</b><br><b>(c)</b> |
|--|--|--|---|
| Equity compensation plans approved by security holders     | 90,000   | \$1.00   | 448,013   |
| Equity compensation plans not approved by security holders | Nil  | Nil  | Nil   |
| <b>TOTAL</b>   | <b>90,000</b>  | <b>\$1.00</b>  | <b>448,013</b>  |

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the Record Date, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company which is owing to the Company or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

- (i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company, or
- (ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company,

in relation to a securities purchase program or other program.

#### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

No (a) director or executive officer of the Company who has held such position at any time since the beginning of the Company's last financial year; (b) person by or on behalf of management of the Company; (c) proposed nominee for election as director of the Company; or (d) associate or affiliate of any of the persons or companies listed in (a) to (c) have any material interest, direct or indirect, in any matter to be acted upon at the Meeting other than the election of directors or the appointment of auditors.

#### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Except as disclosed below, no informed person (as defined in National Instrument 51-102 – Continuous Disclosure Obligations) or proposed director of the Company, and no associate or affiliate of any of the foregoing persons, has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or its subsidiaries.

Subsequent to December 31, 2025, the Company completed a debt settlement pursuant to which 1,663,523 Common Shares were issued in settlement of indebtedness in the aggregate amount of \$365,975, and a non-brokered private placement pursuant to which 300,000 Common Shares were issued for gross proceeds of \$198,000. No directors, officers or insiders of the Company participated in these transactions.

#### **MANAGEMENT CONTRACTS**

No management functions of the Company are performed to any substantial degree by a person other than the Directors or executive officers of the Company.

#### **CORPORATE GOVERNANCE DISCLOSURE**

National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") establishes corporate governance guidelines, which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and, therefore, these guidelines have not been adopted. NI 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

##### **Board of Directors**

The Board has responsibility for the stewardship of the Company including responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring

senior management), approving and monitoring the Company's significant policies and procedures, including with respect to communications with investors and the financial community, and the integrity of the Company's internal control and management information systems.

As at the date of this Circular, the Board is comprised of three (3) directors, of which one (1) is "independent", as defined by NI 52-110. Accordingly, the Board is not comprised of a majority of independent members. A director is "independent" if the director has no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgement. In determining whether a particular director is an "independent director" or a "non-independent director", the Board considers the factual circumstances of each director in the context of applicable securities laws.

The current independent member of the Board is Sophie Galper-Komet. Brian Morales is not independent as he is the Chief Financial Officer of the Company and Edward Yew is not independent as he is the Chief Executive Officer of the Company. Accordingly, only one of three directors is independent and the Board is not comprised of a majority of independent members.

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board. The independent directors hold in camera meetings without the non-independent directors and management present.

When a matter being considered involves a director, that director does not vote on the matter. As well, the directors regularly and independently confer amongst themselves and thereby keep apprised of all operational and strategic aspects of the Company's business.

At this time, the Board does not have a Chairman. In the absence of a Chairman, the Board may appoint a chairman for each meeting in accordance with the articles of the Company. The independent directors have significant experience as directors and officers of publicly traded companies or as members of the financial investment community and, accordingly, do not consider it necessary to appoint an independent Chairman of the Board at this time.

### Descriptions of Roles

The Board of Directors has not established specific written descriptions of the positions of the Chief Executive Officer or Chair of any of the committees of the Board (except as may be set out in a charter applicable to a committee) as it feels they are unnecessary and would not improve the function and performance of the Board, Chief Executive Officer or any committee. The role of Committee Chair is delineated by the nature of the overall responsibilities of that committee.

### Participation of Directors in Other Reporting Issuers

The following table sets out the directors of the Company who are currently directors of other reporting issuers:

| Name          | Reporting Issuer and Stock Exchange          | Position  | Term                     |
|---------------|--|---|--------------------------|
| Brian Morales | Waverley Resources Ltd., Unlisted            | Chief Financial Officer                                 | September 2011 – Present |
|               | Talmine Resources Ltd., Unlisted             | Director  | June 2021 – Present      |
|               | Woodbridge Resources Ltd., Unlisted          | Director  | June 2021 – Present      |
|               | Tiger International Resources Inc., Unlisted | Director  | November 2024 – Present  |
|               | Kingsview Minerals Ltd., CSE                 | Director, Chief Financial Officer & Corporate Secretary | February 2025 – Present  |
|               | Great Red Lake Gold Corp., CSE               | Director and Chief Financial Officer                    | July 2025 - Present      |
|               | Highland Critical Minerals Corp., CSE        | Director and Chief Financial Officer                    | January 2024 - Present   |

| Name                | Reporting Issuer and Stock Exchange      | Position                             | Term                        |
|---------------------|--|--------------------------------------|-----------------------------|
| Edward Yew          | Impact Development Group Inc., TSXV      | Director                             | January 2020 – January 2021 |
|                     | Rockex Mining Corp., CSE                 | Director                             | June 2012 – November 2014   |
|                     | Highland Critical Mineral Corp., CSE     | Director                             | October 2024 - Present      |
|                     | Tiger International Resources Inc., TSXV | Director                             | November 2024 - Present     |
|                     | Great Red Lake Gold Corp., CSE           | Chief Executive Officer              | July 2025 - Present         |
| Sophie Galper-Komet | Kingsview Minerals Ltd., CSE             | Director                             | February 2025 – Present     |
|                     | Impact Development Group Inc., TSXV      | Director                             | November 2023 – Present     |
|                     | Stickit Technologies Inc., CSE           | Chief Financial Officer and Director | October 2023 – Present      |
|                     | Great Red Lake Gold Corp., CSE           | Director                             | December 2025 - Present     |
|                     | Highland Critical Minerals Corp., CSE    | Director                             | January 2025 - Present      |
|                     | VVT Med Inc., TSXV                       | Director                             | July 2025 - Present         |

### Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

- (a) information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies,
- (b) access to recent and historical, publicly filed documents of the Company, management reports and the Company's internal financial information, and
- (c) access to management, technical experts and consultants.

Board members are encouraged to communicate with management, auditors and technical consultants, to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

### Ethical Business Conduct

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

### Compensation

The Board does not have a separate compensation committee; the responsibilities of determining compensation for the directors, the Chief Executive Officer and other executive officers of the Company are carried out by the Board as a whole. In determining compensation, the Board considers a variety of factors, including the overall financial and operating performance of the Company, each individual's level of responsibility, experience and contribution to the Company, the time and effort required of each individual, comparable compensation paid by other publicly traded venture issuers of similar size and stage of development, and the Company's financial resources. The Board does not engage compensation consultants or benchmark against a formally established peer group, but may from time to time reference publicly available information regarding compensation paid by other comparable Canadian venture issuers in the mineral exploration sector to inform its determinations.

## Assessments

The Board does not have a formal process for assessing the effectiveness of the Board as a whole, its committees or individual directors. Given the size of the Board and the Company's current stage of development, the Board is of the view that a formal assessment process is not necessary at this time. The Board satisfies itself as to the effectiveness of the Board, its committees and individual directors through ongoing informal discussions among the directors, regular interaction between the directors and management, and consideration of the contributions made by each director at Board and committee meetings throughout the year.

## **AUDIT COMMITTEE DISCLOSURE**

NI 52-110 of the Canadian Securities Administrators requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Circular certain information regarding the Audit Committee. That information is disclosed below.

### Overview

The primary function of the audit committee (the "**Audit Committee**") is to assist the Board in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders, the Company's systems of internal controls regarding finance and accounting and the Company'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 Company's policies, procedures and practices at all levels. The Audit Committee is also mandated to review and approve all related party transactions which may be entered into by the Company.

### The Audit Committee's Charter

The Company has adopted an Audit Committee Charter, the full text of which is attached as Schedule "A" to this Circular.

### Composition of the Audit Committee

The following are the members of the Audit Committee:

|                             |                                |                                     |
|-----------------------------|--------------------------------|-------------------------------------|
| Sophie Galper-Komet (Chair) | Independent <sup>(1)</sup>     | Financially literate <sup>(1)</sup> |
| Edward Yew                  | Not Independent <sup>(1)</sup> | Financially literate <sup>(1)</sup> |
| Brian Morales               | Not Independent <sup>(1)</sup> | Financially literate <sup>(1)</sup> |

#### Notes:

(1) As defined by NI 52-110.

### Relevant Education and Experience

In addition to each member's general business experience set out directly below, each of the Audit Committee members has the ability to read and understand financial statements and have held director and/or officer positions with other reporting issuers in the mineral exploration and mining sector where they have been actively involved in financing and fundraising activities.

Mr. Morales is a CPA, CA and has served as Chief Financial Officer and Corporate Secretary of several publicly listed mining exploration and development and financial technology companies. His principal and primary occupation is being a finance consultant, corporate director, and officer. He has consulted for companies in a variety of industries, focusing on operational finance, financings and various go-public strategies. Most recently he served as a director of Yubba Capital Corp. until its completion of its qualifying transaction and he continues to serve as a director of several reporting issuers. He has been involved with taking companies public on various exchanges including markets in Canada, the US and in England. Mr. Morales has had an over twenty-year finance career beginning his career with Ernst & Young LLP and has

held finance positions of increasing seniority and complexity including as an equity research analyst with Credit Suisse.

*Sophie Galper-Komet - Director*

Sophie Galper-Komet is a seasoned and highly motivated executive, financial expert and strategy consultant, with broad experience in the corporate, public, and start-up arenas. Ms. Galper-Komet possesses over 20 years of experience working in various capacities in the capital markets and private equity sectors, and has expertise in developing diverse funding solutions for corporations, including initial public offerings, bond offerings, mergers and acquisitions and private equity solutions. Ms. Galper-Komet has been intimately involved with several mature and public companies as well as high-tech start-up ventures. Since the beginning of 2019, Ms. Galper-Komet has served as Chief Operating Officer of a private real estate investment company. Prior to this role, she served as the principal and owner of Business Scope International, a private consultancy firm focused on corporate strategy, funding solutions, business development, investment relations, and corporate governance services for an array of corporate clients. In addition, Ms. Galper-Komet's experience and past activities range from financial research through investor relations to business development and investment banking in a variety of industries. She has served on the board of directors of numerous public companies and financial institutions, both on the TSX and Tel Aviv Stock exchanges, including serving several stints as the chair of several board committees. Ms. Galper-Komet is a current director of the Company. In addition to the foregoing, Ms. Galper-Komet has served on the advisory boards of numerous technology companies.

Throughout her career, Ms. Galper-Komet has served on the boards of 14 publicly traded companies and financial institutions. In her capacity as a C-suite executive, investment banker, and financial analyst, she has been actively involved in numerous corporate valuations and market value appraisals in accordance with International Financial Reporting Standards (IFRS). With over 20 years of experience working with IFRS disclosure standards in both Israel and Canada, she brings a deep understanding of global financial reporting and governance practices.

*Edward Yew – Director*

Mr. Yew is a capital markets professional and corporate executive with experience in public company management, corporate finance and business development. Mr. Yew has served as Chief Executive Officer and a director of several Canadian public companies in the mineral exploration and junior resource sector. He is currently the Chief Executive Officer and a director of the Company and also serves as Chief Executive Officer and Corporate Secretary of Highland Critical Minerals Corp. and Chief Executive Officer of Great Red Lake Gold Corp.

Mr. Yew has experience in capital raising, strategic planning, and corporate development initiatives, including mergers and acquisitions and public market financings. Through his roles as an officer and director of publicly listed issuers, Mr. Yew has gained experience reviewing financial statements and participating in audit committee oversight functions.

**Audit Committee Oversight**

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

**Reliance on Certain Exemptions**

At no time since the commencement of the most recently completed financial year has the Company relied on any exemption from NI 52-110 granted under Part 8 in whole or in part.

**Pre-Approval Policies and Procedures**

Pursuant to the Audit Committee Charter, the Audit Committee shall pre-approve all non-audit services to

be provided to the Company by the Company's external auditor.

### External Auditor Service Fees

The following table sets out the fees paid by the Company to its auditors during the past two financial years:

| <i>Financial Year Ending</i> | <i>Audit Fees</i> | <i>Audit Related Fees</i> | <i>Tax Fees</i> | <i>All Other Fees</i> |
|------------------------------|-------------------|---------------------------|-----------------|-----------------------|
| December 31, 2025            | \$22,250          | Nil                       | \$1,250         | Nil                   |
| December 31, 2024            | \$22,250          | Nil                       | \$1,250         | Nil                   |

### Venture Issuer Exemption

Since the Company is a "venture issuer" it relies on the exemption contained in Section 6.1 of NI 52-110 (*Venture Issuers*) from the requirements of Part 5 (*Reporting Obligations*) of NI 52-110 (which requires certain prescribed disclosure about the Audit Committee in the Company's Annual Information Form, if any, and this Circular).

## PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

### A. FIXING THE NUMBER OF DIRECTORS

At the Meeting, Shareholders will be asked to pass an ordinary resolution fixing the number of directors of the Company at three.

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of Proxy will vote the Common Shares represented by such form of Proxy FOR the resolution fixing the number of directors at three. If you do not specify how you want your Common Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the resolution fixing the number of directors at three.**

**The Board unanimously recommends that Shareholders vote FOR the resolution at the Meeting.**

### B. ELECTION OF DIRECTORS

At the Meeting, Shareholders will be asked to elect Brian Morales, Sophie Galper-Komet, and Edward Yew; (collectively, the "**Board Nominees**"). Shareholders have the option to (i) vote for all of the directors of the Company listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. Unless expressly directed to the contrary in the proxy, the persons named in the enclosed proxy intend to vote FOR the election of each of the three proposed Board Nominees whose names appear below as directors or proposed directors of the Company.

Management of the Company does not contemplate that any of the Board Nominees will be unable to serve as a director. Each director will hold office until the next annual meeting of the Shareholders, or his or her successor is duly elected unless his or her office is earlier vacated in accordance with applicable laws and the articles and by-laws of the Company.

**Unless otherwise directed, it is the intention of the persons designated in the accompanying form of proxy to vote FOR the appointment of the Board Nominees. If you do not specify how you want your Common Shares to be voted at the Meeting, the persons designated as proxyholders in the accompanying form of proxy will cast the votes represented by your proxy at the Meeting FOR the Board Nominees.**

**IF ANY OF THE ABOVE BOARD NOMINEES ARE FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR ANOTHER**

**NOMINEE IN THEIR DISCRETION UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THEIR COMMON SHARES ARE TO BE WITHHELD**

Management of the Company proposes to nominate each of the following persons for election as a Director. Information concerning such persons, as furnished by the individual nominees, is as follows:

| Name, province or state and country of residence and positions, current and former, if any, held in the Company | Principal occupation during past five years <sup>(1)</sup>  | Date became a Director | Number of Common Shares beneficially owned or controlled or directed, directly or indirectly <sup>(1)</sup> |
|---|---|------------------------|---|
| Brian Morales <sup>(2)</sup><br>Ontario, Canada<br>Chief Financial Officer of the Company                       | Finance consultant  | February 2025          | Nil   |
| Sophie Galper-Komet <sup>(2)</sup><br>Ontario, Canada   | Chief Operating Officer of BST Canada Ltd.  | February 2025          | Nil   |
| Edward Yew <sup>(2)</sup><br>Ontario, Canada<br>Chief Executive Officer and director of the Company             | Chief Executive Officer at FinX Solutions, Inc.; Chief Executive Officer & Director at Kingsview Minerals Ltd. starting in 2025; Chief Executive Officer & Secretary at Highland Critical Minerals Corp.; Chief Executive Officer & Secretary at Great Red Lake Gold Corp. starting in 2025; Director at BETT Capital Corp. since 2018; and Senior Partner at Blocktech Capital since 2017. | February 2025          | Nil   |

**Notes:**

(1) Information has been furnished by the respective Board Nominees individually. For the Board Nominees' biographies, see the heading titled "Audit Committee Disclosure – Relevant Education and Experience."

(2) Member of the Audit Committee of the Board. For more information, please see the heading titled "Audit Committee Disclosure."

**Cease Trade Orders or Bankruptcies**

To the knowledge of the Company, no proposed director other than disclosed herein:

- (a) is, as at the date of the Circular, or has been, within 10 years before the date of the Circular, a Director, CEO or CFO of any company (including the Company) that:
  - (i) was the subject, while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, or
  - (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed Director ceased to be a Director, CEO or CFO but which resulted from an event that occurred while the proposed Director was acting in the capacity as Director, CEO or CFO of such company, or
- (b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a Director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets, or
- (c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any

- proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed Director, or
- (d) has been subject to 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
  - (e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed Director.

Mr. Brian Morales has served as the Chief Financial Officer of Waverley Resources Ltd. since September 2011. While serving as Chief Financial Officer of Angus Mining Inc., that company was subject to cease trade orders issued by the Ontario Securities Commission on May 8, 2015 and the British Columbia Securities Commission on May 11, 2015 for failure to file audited financial statements, the related management's discussion and analysis and certifications for the year ended December 31, 2014. The cease trade orders were fully revoked on September 18, 2020.

### **C. AUDITOR APPOINTMENT**

At the Meeting, Shareholders will be asked to approve the appointment of Clearhouse LLP, Chartered Professional Accountants, of 2560 Matheson Blvd E #527, Mississauga, Ontario, L4W 4Y9, Canada, as auditor of the Company to hold office until the next annual general meeting of the Shareholders, or until their successors are duly appointed, at a remuneration to be fixed by the Board (the "**Auditor Resolution**").

**Unless otherwise indicated, the persons designated as proxyholders in the accompanying form of proxy will vote the Common Shares represented by such form of proxy FOR the Auditor Resolution. If you do not specify how you want your Common Shares voted at the Meeting, the persons designated as proxyholders in the accompanying form of Proxy will cast the votes represented by your proxy at the Meeting FOR the Auditor Resolution.**

**The Board unanimously recommends that Shareholders vote FOR the Auditor Resolution at the Meeting.**

### **ADDITIONAL INFORMATION**

Additional information relating to the Company is available under the Company's profile on SEDAR+ at <https://www.sedarplus.ca>. Financial information is provided in the Company's audited financial statements and MD&A for the fiscal years ended December 31, 2025 and 2024.

### **DIRECTORS' APPROVAL**

The contents and the sending of the Notice and this Circular to Shareholders have been approved by the Board. The most recent annual financial report of the Company for the fiscal years ended December 31, 2025 and 2024 is available on SEDAR+ at <https://www.sedarplus.ca>, and a copy will be sent without charge to any security holder upon request.

### **ON BEHALF OF THE BOARD OF DIRECTORS**

*"Brian Morales"*

Brian Morales, Chief Financial Officer and Director

**SCHEDULE "A"**

**Audit Committee Charter**

**(attached)**

## **KINGSVIEW MINERALS LTD.**

**(the “Company”)**

### **AUDIT COMMITTEE CHARTER**

#### **I. MANDATE**

The Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Kingsview Minerals Ltd. (the “**Company**”) shall assist the Board in fulfilling its financial oversight responsibilities. The Committee’s primary duties and responsibilities under this mandate are to serve as an independent and objective party to monitor:

1. The quality and integrity of the Company’s financial statements and other financial information;
2. The compliance of such statements and information with legal and regulatory requirements;
3. The qualifications and independence of the Company’s independent external auditor (the “**Auditor**”); and
4. The performance of the Company’s internal accounting procedures and Auditor.

#### **II. STRUCTURE AND OPERATIONS**

##### **A. Composition**

The Committee shall be comprised of three or more members.

##### **B. Qualifications**

Each member of the Committee must be a member of the Board.

Each member of the Committee must be able to read and understand fundamental financial statements, including the Company’s balance sheet, income statement and cash flow statement.

##### **C. Appointment and Removal**

In accordance with the Articles of the Company, the members of the Committee shall be appointed by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. Any member of the Committee may be removed, with or without cause, by a majority vote of the Board.

##### **D. Chair**

Unless the Board shall select a Chair, the members of the Committee shall designate a Chair by the majority vote of all of the members of the Committee. The Chair shall call, set the agendas for and chair all Meetings of the Committee.

##### **E. Meetings**

The Committee shall meet as frequently as circumstances dictate. The Auditor shall be given reasonable notice of, and be entitled to attend and speak at, each Meeting of the Committee concerning the Company’s annual financial statements and, if the Committee feels it is necessary or appropriate, at every other Meeting. On request by the Auditor, the Chair shall call a Meeting of the Committee to consider any matter that the Auditor believes should be brought to the attention of the Committee, the Board or the Shareholders of the Company.

At each Meeting, a quorum shall consist of a majority of members that are not officers or employees of the Company or of an affiliate of the Company.

As part of its goal to foster open communication, the Committee may periodically meet separately with each of management and the Auditor to discuss any matters that the Committee or any of these groups believes would be appropriate to discuss privately. In addition, the Committee should meet with the Auditor and management annually to review the Company's financial statements in a manner consistent with Section III of this Charter.

The Committee may invite to its Meetings any director, any manager of the Company, and any other person whom it deems appropriate to consult in order to carry out its responsibilities. The Committee may also exclude from its Meetings any person it deems appropriate to exclude in order to carry out its responsibilities.

### **III. DUTIES**

#### **A. Introduction**

The following functions shall be the common recurring duties of the Committee in carrying out its purposes outlined in Section I of this Charter. These duties should serve as a guide with the understanding that the Committee may fulfill additional duties and adopt additional policies and procedures as may be appropriate in light of changing business, legislative, regulatory or other conditions. The Committee shall also carry out any other responsibilities and duties delegated to it by the Board from time to time related to the purposes of the Committee outlined in Section I of this Charter.

The Committee, in discharging its oversight role, is empowered to study or investigate any matter of interest or concern which the Committee in its sole discretion deems appropriate for study or investigation by the Committee.

The Committee shall be given full access to the Company's internal accounting staff, managers, other staff and Auditor as necessary to carry out these duties. While acting within the scope of its stated purpose, the Committee shall have all the authority of, but shall remain subject to, the Board.

#### **B. Powers and Responsibilities**

The Committee will have the following responsibilities and, in order to perform and discharge these responsibilities, will be vested with the powers and authorities set forth below, namely, the Committee shall:

##### *Independence of Auditor*

1. Review and discuss with the Auditor any disclosed relationships or services that may impact the objectivity and independence of the Auditor and, if necessary, obtain a formal written statement from the Auditor setting forth all relationships between the Auditor and the Company.
2. Take, or recommend that the Board take, appropriate action to oversee the independence of the Auditor.
3. Require the Auditor to report directly to the Committee.
4. Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the Auditor and former independent external Auditor of the Company.

##### *Performance and Completion by Auditor of its Work*

1. Be directly responsible for the oversight of the work by the Auditor (including resolution of disagreements between management and the Auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or performing other audit, review or

attest services for the Company, including resolution of disagreements between management and the Auditor regarding financial reporting.

2. Review annually the performance of the Auditor and recommend the appointment by the Board of a new, or re-election by the Company's Shareholders of the existing, Auditor for the purpose of preparing or issuing an Auditor's report or performing other audit, review or attest services for the Company.
3. Recommend to the Board the compensation of the Auditor.
4. Pre-approve all non-audit services, including the fees and terms thereof, to be performed for the Company by the Auditor.

#### *Internal Financial Controls and Operations of the Company*

1. Establish procedures for the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and (b) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

#### *Preparation of Financial Statements*

1. Discuss with management and the Auditor significant financial reporting issues and judgments made in connection with the preparation of the Company's financial statements, including any significant changes in the Company's selection or application of accounting principles, any major issues as to the adequacy of the Company's internal controls and any special steps adopted in light of material control deficiencies.
2. Discuss with management and the Auditor any correspondence with regulators or governmental agencies and any employee complaints or published reports which raise material issues regarding the Company's financial statements or accounting policies.
3. Discuss with management and the Auditor the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Company's financial statements.
4. Discuss with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies.
5. Discuss with the Auditor the matters required to be discussed relating to the conduct of any audit, in particular:
  - (a) The adoption of, or changes to, the Company's significant auditing and accounting principles and practices as suggested by the Auditor, internal Auditor or management.
  - (b) The management inquiry letter provided by the Auditor and the Company's response to that letter.
  - (c) Any difficulties encountered in the course of the audit work, including any restrictions on the scope of activities or access to requested information, and any significant disagreements with management.

#### *Public Disclosure by the Company*

1. Review the Company's annual and interim financial statements, management's discussion and analysis (MD&A) and earnings press releases before the Board approves and the Company publicly discloses this information.

2. Review the Company's financial reporting procedures and internal controls to be satisfied that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from its financial statements, other than disclosure described in the previous paragraph, and periodically assessing the adequacy of those procedures.
3. Review disclosures made to the Committee by the Company's Chief Executive Officer and Chief Financial Officer during their certification process of the Company's financial statements about any significant deficiencies in the design or operation of internal controls or material weaknesses therein and any fraud involving management or other employees who have a significant role in the Company's internal controls.

#### *Manner of Carrying Out its Mandate*

1. Consult, to the extent it deems necessary or appropriate, with the Auditor, but without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.
2. Request any officer or employee of the Company or the Company's outside counsel or Auditor to attend a Meeting of the Committee or to meet with any members of, or consultants to, the Committee.
3. Meet, to the extent it deems necessary or appropriate, with management, any internal Auditor and the Auditor in separate executive sessions.
4. Have the authority, to the extent it deems necessary or appropriate, to retain special independent legal, accounting or other consultants to advise the Committee advisors.
5. Make regular reports to the Board.
6. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
7. Annually review the Committee's own performance.
8. Provide an open avenue of communication among the Auditor, the Company's financial and senior management and the Board.
9. Not delegate these responsibilities.

#### **C. Limitation of Audit Committee's Role**

While the Committee has the responsibilities and powers set forth in this Charter, it is not the duty of the Committee to plan or conduct audits or to determine that the Company's financial statements and disclosures are complete and accurate and are in accordance with generally accepted accounting principles and applicable rules and regulations. These are the responsibilities of management and the Auditor.