



MANAGEMENT PROXY CIRCULAR

As at and Dated May 15, 2024

(Unless otherwise noted)

MANAGEMENT SOLICITATION OF PROXIES

This Management Proxy Circular ("**Circular**") accompanies the Notice of the 2024 Annual General Meeting ("**Notice of Meeting**") of holders of common shares (the "**Shareholders**") of SRQ Resources Inc. (the "**Corporation**" or "**Company**") scheduled to be held in the **Boardroom at Suite 132, 1320 Graham, Ville Mont-Royal, Quebec, Canada H3P 3C8, Wednesday, June 19, 2024 at 10:00 A.M. EDT** (the "**Meeting**"). This Circular is furnished in connection with the solicitation by management of the Corporation of proxies to be used at that Meeting and all adjournments or postponements thereof.

The solicitation of proxies will be made primarily by mail, but proxies may also be solicited by telephone or other electronic means of communication by officers, directors or regular employees of the Corporation at nominal cost. Employees of the Corporation will not receive any extra compensation for such activities. The Corporation may also retain, and pay a fee to, one or more professional proxy solicitation firms to solicit proxies from the Shareholders of the Corporation in favour of the matters set forth in the Notice of the Meeting. The Corporation may pay brokers or other persons holding common shares of the Corporation ("**Common Shares**") in their own names, or in the names of nominees, for their reasonable expenses for sending proxies and this Circular to beneficial owners of Common Shares and obtaining proxies therefor. The cost of the solicitation of proxies will be borne by the Corporation.

The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy accompanying this Circular are officers and/or directors of the Corporation. ***A registered shareholder of the Corporation has the right to appoint a person or company (who need not be a shareholder of the Corporation) to represent the registered shareholder at the meeting other than the persons designated in the form of proxy accompanying this Circular. A registered shareholder may exercise this right either by inserting the name of that person or company in the blank space provided in the form of proxy and striking out the other names or by completing another proper form of proxy.*** To be effective, proxies must be deposited at the office of the Corporation's registrar and transfer agent, Computershare Investor Services Inc. ("**Computershare**"), Proxy Dept., 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Canada, no later than **10:00 A.M. EDT Monday, June 17, 2024**. Proxies delivered after that time will not be accepted.

Proxies given by registered Shareholders for use at the Meeting may be revoked at any time before their use. In addition to revocation, if any, or other matters permitted by law, a proxy may be revoked by depositing an instrument in writing, including another completed form of proxy, executed by the registered Shareholder, or by the registered Shareholder's attorney duly authorized in writing or where the registered Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the Computershare, by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1,

Canada, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, or with the chair of the Meeting on the day of the Meeting, or any adjournment or postponement thereof, or in any other manner permitted by law. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING AND DISCRETION OF PROXIES

The Common Shares represented by the proxies solicited by management of the Corporation pursuant to this Circular will be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be taken and where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made in such proxy.

ON A POLL, SUCH COMMON SHARES WILL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED OR WHERE BOTH CHOICES HAVE BEEN SPECIFIED BY THE SHAREHOLDER.

The form of proxy accompanying this Circular confers discretionary authority on the persons named therein in respect of amendments or variations to the matters referred to in the Notice of Meeting and in respect of other matters that may properly come before the Meeting, or any adjournment or postponement thereof.

As at the date of this Circular, management knows of no such amendments or variations or other matters that may properly come before the Meeting but, if any such amendments, variations or other matters are properly brought before the Meeting, the persons named in the proxies will vote thereon in accordance with their best judgment.

INFORMATION FOR REGISTERED SHAREHOLDERS

Registered Shareholders may wish to vote by proxy whether or not they are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed proxy and returning it to the Corporation's transfer agent, Computershare, by mail or by hand to the 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, Canada;
- (b) using a touch-tone phone to transmit voting choices to the toll-free number indicated in the proxy. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy form for the Shareholder's account number and the proxy control number;

using the Internet through the website of the Corporation's transfer agent at www.investorvote.com. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the Shareholder's account number and the proxy control number.

In all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or any adjournment or postponement thereof at which the proxy is to be used.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders of the Corporation are "non-registered" 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 Corporation through which they purchased the Common Shares. More particularly, a person is not a registered Shareholder in respect of Common Shares which are held on behalf of that person (the "**Beneficial Shareholder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Beneficial Shareholder deals with in respect of the Common Shares (Intermediaries include, among other things, banks, trust companies, securities dealers or brokers,

and trustees or administrators of self-administered RRSPs, RRIAs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the Intermediary is a participant.

Existing regulatory policy requires brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. The various Intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to its registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e., the Intermediary) how to vote on behalf of the Beneficial Shareholder. The majority of Intermediaries now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form ("**VIF**"), mails the VIFs to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. A Beneficial Shareholder who receives a Broadridge VIF cannot use that form to vote Common Shares directly at the Meeting. The VIF must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge), well in advance of the Meeting in order to have the Common Shares voted.

These securityholders' materials are being sent to both registered and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name and address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding Common Shares on your behalf.

By choosing to send these materials to you directly, the Corporation (and not the Intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**", or "**NOBOs**"). Subject to the provisions of National Instrument 54-101, Communication with Beneficial Owners of Securities of a Reporting Issuer ("**NI 54-101**"), issuers may request and obtain a list of their NOBOs from Intermediaries via their transfer agents. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs.

The Corporation's OBOs can expect to be contacted by Broadridge or their Intermediary as set out above.

The Corporation has not adopted the notice and access procedure described in NI 54-101 and National Instrument 51-102, *Continuous Disclosure Obligations* to distribute its proxy-related materials to the registered and Beneficial Shareholders. In addition, the Corporation has not agreed to pay to distribute the proxy-related materials to the OBOs.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of his Intermediary, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. ***Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the proxy provided to them and return the same to the Intermediary in accordance with the instructions provided by such Intermediary.***

All references to Shareholders in this Circular and the accompanying form of proxy and Notice of Meeting are to shareholders of record, unless specifically stated otherwise. *Interest of Certain Persons or Companies In Matters To Be Acted Upon*

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since the beginning of the last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon other than the election of directors or the appointment of external auditors. Directors and executive officers may, however, be interested in the annual approval of the Corporation's Omnibus Plan (the "**Omnibus Plan**") as detailed below.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The record date for the determination of Shareholders entitled to receive notice of and vote at the Meeting has been fixed as May 15, 2024 (the "**Record Date**").

To the knowledge of the directors and senior officers of the Corporation, as of May 15, 2024, the following shareholders beneficially own or control or direct, directly or indirectly, Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Corporation:

Name of Shareholder	Number of Shares	Percentage of Issued and Outstanding
Ivanhoe Electric Inc. through its subsidiary IVNE Ivory Coast Inc. (formerly known as HPX Ivory Coast Holdings Inc.).	5,000,000	17.86%

This information provided by Ivanhoe Electric Inc. IVNE Ivory Coast Holdings Inc. ("IVNE") is the registered holder of these Common Shares. IVNE is a subsidiary of Ivanhoe Electric Inc

Shares

The authorized capital of the Corporation consists of an unlimited number of Common Shares

As at the Record Date, **27,992,251** Common Shares are issued and outstanding.

Only Shareholders of record holding Common Shares at the close of business on the Record Date, who either personally attend the Meeting or who have duly completed and delivered a form of proxy in the manner and subject to the provisions described above, shall be entitled to vote or to have their Common Shares voted at the Meeting. The holders of Preferred Shares shall, however, be entitled to notice of meetings of the Shareholders called for the purpose of authorizing voluntary liquidation and dissolution of the Corporation or the sale of its undertaking or a substantial part thereof.

Each Common Share entitles the holder thereof to one vote on all matters to come before the Meeting. Other than disclosed below, no shareholder has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares.

On a show of hands, every individual who is present and is entitled to vote as a Shareholder or as a representative of one or more corporate Shareholders will have one vote, and on a poll every Shareholder present in person or represented by a proxy, and every person who is a representative of one or more corporate Shareholders, will have one vote for each Common Share registered in that Shareholder's name on the list of Shareholders as at the Record Date, which is available for inspection during normal business

hours at Computershare and will be available at the Meeting. Shareholders represented by proxyholders are not entitled to vote on a show of hands.

ELECTION OF DIRECTORS

The board of directors (the “**Board**”) presently consists of six (6) directors and it is intended to determine the number of directors at six (6) for the ensuing year. Shareholders of the Corporation will be asked to elect six (6) directors for the ensuing year. The term of office of each of the present directors expires at the Meeting. The persons named in the form of proxy accompanying this Circular intend to vote for the election of the director nominees whose names are set forth below, each of whom is now a director of the Corporation and has been a director of the Corporation since the date indicated, unless the Shareholder who has given such proxy has directed otherwise. Management of the Corporation does not contemplate that any of such nominees will be unable to serve as a director of the Corporation for the ensuing year but if that should occur for any reason prior to the Meeting or any adjournment or postponement thereof, the persons named in the form of proxy accompanying this Circular have the right to vote for the election of the remaining nominees and may vote for the election of a substitute nominee in their discretion. Each director of the Corporation elected at the Meeting will hold office until the next annual general meeting of the Shareholders of the Corporation held following his election, unless he resigns or is removed as a director of the Corporation in accordance with the By-Laws of the Corporation or the provisions of the Canada Business Corporations Act (the “**CBCA**”).

The name, province or state and country of residence of each nominee, their position with the Corporation, their principal occupation during the last five years, the date upon which they became a director of the Corporation and the number of Common Shares beneficially owned, directly or indirectly, by them, or over which control or direction is exercised by them, as of the Record Date, is as follows:

Name, Province or State and Country of Residence and Position with Company ⁽¹⁾	Principal Occupation During the Last Five Years ⁽¹⁾	Director Since	Number of Common Shares Owned or Over Which Control or Direction is Exercised ⁽²⁾
MARC-ANTOINE AUDET Québec, Canada Non-Independent Director President and CEO	President, CEO and Director of Sama Resources Inc.(March 2010 to date) Director of SRG Mining Inc. (January 2017 to September 2022); Management Consultant at Marc-Antoine Audet Géologue Consultant Inc. (“ MCI ”) from 2009 to date.	2021	920,980 ⁽³⁾ 3.29%
MATTHIEU BOS^(4/5) Chilmark, United Kingdom Independent Director Chairman of the Board	President and CEO of SRG Mining Inc.(from February 2022 to date). Executive Vice- President, Africa of Ivanhoe Mines (from March 2013 to June 2021); Non-executive director of Shanta Gold Ltd. from May 2023 to date.	2023	NIL
STEPHANIE GOURDE⁽⁵⁾ Quebec, Canada Independent Director	Vice-President, Talent, Culture, Strategy and Communications of Norda Stelo Inc. (December 2018 to date); Director of Fonderie Poitras Ltée. (December 2020 to date).	2023	NIL
UGO LANDRY-TOLSZCZUK⁽⁴⁾ Mont-Royal, Quebec Independent Director	CFO of Aya Gold & Silver Inc. (May 2020 to date); President and Chief Operating Officer (January 2018 to February 2021); and Chief Financial Officer (February 2021 to date) of SRG Mining Inc.	2023	105,263 0.38%
JEAN-CHRISTOPHE PARISIEN-LA SALLE⁽⁴⁾ Montreal, Canada Independent Director	Vice-President, Operations (August 2016 to August 2022); President of Les Eaux Saint-Léger Inc. (August 2022 to present)	2023	21,425 0.07%
MICHEL RIOUX⁽⁵⁾ Rivière Héva, Canada Independent Director	Manager, Aboriginal Partnerships and Northern Mining Projects at Norda Stelo Inc.(2012 to 2020); Consultant, Community Relations & CSR (March 2022 to date).	2023	NIL

Notes:

- (1) *The information as to province or state, country of residence and principal occupation, not being within the knowledge of the Corporation, has been furnished by the respective nominee.*
- (2) *The information as to Common Shares beneficially owned, directly or indirectly, or over which a director exercises control or direction, not being within the knowledge of the Corporation, has been furnished by the respective nominee.*
- (3) *370,522 of these Common Shares are held by MCI, a wholly-owned company of Mr. Audet.*
- (4) *Member of the Audit Committee.*
- (5) *Member of the Corporate Governance Nomination and Compensation Committee ("**Compensation Committee**").*

The Corporation does not have any other committees, other than the Audit and the Compensation Committee.

Corporate Cease Trade Orders or Bankruptcies

Except as disclosed herein, no proposed director (or any of such director's personal holding companies) of the Corporation:

- (a) is, as at the date of this Circular, or has been within 10 years before the date of this Circular, a director, chief executive officer or chief financial officer of any corporation, including the Corporation, that was subject to a cease trade order 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:
 - (i) that was issued while the proposed director was acting in the capacity as director, executive officer or chief financial officer; or
 - (ii) that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, executive officer or chief financial officer; or
- (a) is as at the date of this Circular or has been within the 10 years before the date of this Circular, a director or executive officer of any corporation, including the Corporation, 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
- (b) 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, arrangements or compromise with creditors, or had a receiver, receiver manager as trustee appointed to hold the assets of that individual.

No proposed director (or any of such director's personal holding companies) has been subject to:

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

The foregoing information, not being within the knowledge of the Corporation, has been furnished by the respective directors.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Circular, “**Named Executive Officers**” or “**NEOs**” means each of the following individuals:

- (a) a chief executive officer (“**Chief Executive Officer**” or “**CEO**”) of the Corporation;
- (b) a chief financial officer (“**Chief Financial Officer**” or “**CFO**”) of the Corporation;
- (c) each of the three most highly compensated executive officers of the Corporation, including any of its subsidiaries, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and the CFO, at the end of the most recently completed financial period ended December 31, 2023, whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6 Statement of Executive Compensation; and
- (d) each individual who would be an NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Corporation or its subsidiaries, nor acting in a similar capacity, as at December 31, 2023.

During the year ended December 31, 2023, the Corporation’s Named Executive Officers were: Marc-Antoine Audet, President and CEO and Jean-Daniel Joly, CFO.

DIRECTOR AND NEO COMPENSATION

Director and NEO Compensation, excluding Compensation Securities

The compensation, excluding compensation securities, for the NEOs and directors for the Company’s most recently completed financial year is as set out below.

During the Company’s year ended December 31, 2023 there were no arrangements under which directors were compensated in cash by the Company and its subsidiaries for their services in their capacity as directors.

Table of Compensation excluding compensation securities							
Name and Position	Year (1)	Salary, Consulting Fee, retainer or Commission (\$) ⁽²⁾	Bonus (\$)	Committee Or meeting Fees (\$)	Value of Perquisites (\$)	Value of all other Compensation (\$) ⁽³⁾⁽⁴⁾	Total Compensation (\$)
MARC-ANTOINE AUDET President, Chief Executive Officer and Director	2023 ⁽⁶⁾	50,000	15,000	NIL	NIL	NIL	65,000
JEAN-DANIEL JOLY CFO	2023	30,000	6,000	NIL	NIL	NIL	36,000
MATTHIEU BOS Director and Chairman of the Board	2023	NIL	NIL	NIL	NIL	NIL	NIL
STEPHANIE GOURDE Director	2023	NIL	NIL	NIL	NIL	NIL	NIL
UGO LANDRY-TOLSZCZUK Director	2023	NIL	NIL	NIL	NIL	NIL	NIL

JEAN-CHRISTOPHE PARISIEN-LA SALLE Director	2023	NIL	NIL	NIL	NIL	NIL	NIL
MICHEL RIOUX Director	2023	NIL	NIL	NIL	NIL	NIL	NIL

Notes:

- (1) All amounts shown were paid in Canadian currency, the reporting currency of the Company.
- (2) The Company does not currently have a non-equity incentive plan or a long-term incentive plan for any of its executive officers, including its NEOs, but may award discretionary payments from time to time.
- (3) The Company does not have any pension or retirement plan. The Corporation does have deferred compensation plans, including defined contribution plans.
- (4) The Company does have a performance bonus plan payable in certain circumstances. Please see "Employment, Consulting and Management Agreements".
- (5) The Board of Directors of the Company have not received compensation for their services as a member of the Board.
- (6) Mr. Audet's services as CEO are provided pursuant to a management services agreement between the Company and MCI management consulting company of which Mr. Audet is the principal. Please see "Employment, Consulting and Management Agreements" for more information on this arrangement.

Options and other compensation securities

During the year ended December 31, 2023, the table below discloses all compensation securities granted to each NEO and the directors by the Company for services provided, directly or indirectly, to the Company:

Name and position	Type of compensation security (1)(2)(3)(4)	Number of compensation securities, number of underlying securities ⁽¹⁾ , and percentage of class	Date of issue or grant	Issue, conversion or exercise price (\$)	Closing price of security or underlying security on date of grant (\$)	Closing price of security or underlying security as at December 31, 2023 (\$)	Expiry Date
MARC-ANTOINE AUDET ⁽⁵⁾ President, Chief Executive Officer and Director	Stock Options	400,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033
MATTHIEU BOS ⁽⁶⁾ Chairman of the Board	Stock Options	150,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033
JEAN-DANIEL JOLY , ⁽⁷⁾ CFO	Stock Options	250,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033
UGO LANDRY-TOLSZCZUK ⁽⁸⁾ Director	Stock Options	250,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033
JEAN-CHRISTOPHE PARISIEN-LA SALLE ⁽⁹⁾ Director	Stock Options	125,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033
MICHEL RIOUX ⁽¹⁰⁾ Director	Stock Options	125,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033
STEPHANIE GOURDE ⁽¹¹⁾ Director	Stock Options	150,000	September 18, 2023	0.27	0.27	0.21	September 18, 2033

Notes:

- (1) Each outstanding stock option of the Company entitles the holder thereof to acquire, upon exercise, one common share in the capital of the Company.
- (2) There has been no compensation security that has been re-priced, cancelled and replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year, including the original and modified terms, the effective date, the reason for the modification, and the name of the holder.
- (3) The stock options granted vested 25% on the date of grant and 25% on each of the dates that is 6, 12, and 18 months after the date of grant.
- (4) There are no restrictions or conditions for converting, exercising or exchanging the compensation securities.
- (5) As at December 31, 2023, Mr. Audet held 400,000 stock options of the Corporation entitling him to acquire, upon exercise 400,000 common shares in the capital of the Corporation (300,000 stock options not vested as at December 31, 2023).
- (6) As at December 31, 2023, Mr. Bos held 150,000 stock options of the Corporation entitling him to acquire, upon exercise 150,000 common shares in the capital of the Corporation (112,500 stock options not vested as at December 31, 2023).
- (7) As at December 31, 2023, Mr. Joly held 250,000 stock options of the Corporation entitling him to acquire, upon exercise 250,000 common shares in the capital of the Corporation (187,500 stock options not vested as at December 31, 2023).
- (8) As at December 31, 2023, Mr. Landry-Tolszczuk held 250,000 stock options of the Corporation entitling him to acquire, upon exercise 250,000 common shares in the capital of the Corporation (187,500 stock options not vested as at December 31, 2023).
- (9) As at December 31, 2023, Mr. Parisien-La Salle held 125,000 stock options of the Corporation entitling him to acquire, upon exercise 125,000 common shares in the capital of the Corporation (93,750 stock options not vested as at December 31, 2023).
- (10) As at December 31, 2023, Mr. Rioux held 125,000 stock options of the Corporation entitling him to acquire, upon exercise 125,000 common shares in the capital of the Corporation (93,750 stock options not vested as at December 31, 2023).
- (11) As at December 31, 2023, Ms. Gourde held 150,000 stock options of the Corporation entitling her to acquire, upon exercise 150,000 common shares in the capital of the Corporation (112,500 stock options not vested as at December 31, 2023).
- (12) The Board of Directors have not received any compensation relating to their roles as a director of the Company.

Exercises of Compensation Securities by Named Executive Officers and Directors

During the year ended December 31, 2023 there were no exercises by a director or NEO of compensation securities.

Omnibus Plan

The Corporation adopted the Omnibus Plan ("Omnibus Plan") and was approved by the TSX Venture Exchange (the "Exchange") on July 9, 2023. The Omnibus Plan is a "fixed" plan under which the number of shares that are issuable pursuant to all awards other than Options granted under the Omnibus Plan and under any other Security Based Compensation Plan of the Company, in aggregate is a maximum of 20% of the issued shares as at the effective date of implementation of the Omnibus Plan, which shall be the first date, if any, on which the shares commence trading on the Exchange. The maximum number of shares reserved for issuance pursuant to the Omnibus Plan is 4,395,368 ("**Awards**"). The Awards mean, individually or collectively, a grant under the Omnibus Plan of Options, Deferred Share Units, Restricted Share Units, Performance Shares, Performance Units or Share-Based Awards, in each case are subject to the terms of the Omnibus Plans.

The material terms of the Omnibus Plan are as follows:

1. Only a Director, Officer, Employee, Management Company Employee or Consultant of the Corporation or of any of its subsidiaries is eligible to participate in the Omnibus Plan. Except in relation to Consultant Companies, Awards may be granted only to an individual or to a Company that is wholly owned by individuals eligible to receive Awards.
2. The Omnibus Plan is a "fixed up to 20%" Security Based Compensation, as defined in Policy 4.4 - *Security Based Compensation* of the TSXV. The Omnibus Plan is a "fixed" plan under which the number of shares of the Corporation that are issuable pursuant to all Awards other than Options granted under the Omnibus Plan and under any other Security Based Compensation Plan of SRQ, in aggregate is a maximum of 20% of the issued Shares.
3. The Compensation Committee ("Committee") shall have full and exclusive discretionary power to interpret the terms and the intent of the Omnibus Plan and any Award Agreement or other agreement ancillary to or in connection with the Omnibus Plan, to determine eligibility for Awards, and to adopt such rules, regulations and guidelines for administering the Omnibus Plan as the Committee may deem necessary or proper.

4. Unless the Corporation has obtained the requisite disinterested shareholder approval pursuant to Policy 4.4, the maximum aggregate number of shares that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one Person must not exceed 5% of the issued shares, calculated as at the date any Security Based Compensation is granted or issued to the Person, except as expressly permitted and accepted by the Exchange for filing under Part 6 of Policy 4.4 shall not be included in calculating this 5% limit.
5. The maximum aggregate number of shares that are issuable pursuant to all Security Based Compensation granted or issued in any 12 month period to any one consultant must not exceed 2% of the issued shares, calculated as at the date any Security Based Compensation is granted or issued to the consultant, except that securities that are expressly permitted and accepted for filing under Part 6 of Policy 4.4 shall not be included in calculating this 2% limit.
6. The maximum aggregate number of shares that are issuable pursuant to all options granted in any 12 month period to all Investor Relations Service Providers in aggregate shall not exceed 2% of the Issued shares, calculated as at the date any option is granted to any such Investor Relations Service Provider.
7. All Awards and shares issuable thereunder are subject to any applicable resale restrictions under Securities Laws and the Exchange Hold Period (as defined in the policies of the TSXV), and shall have affixed thereto any legends required under Securities Laws and the policies of the Exchange.
8. Notwithstanding the expiry date, redemption date or settlement date of any Award, such expiry date, redemption date or settlement date, as applicable, of the Award shall be extended to the tenth Business Day following the last day of a Blackout Period if the expiry date would otherwise occur in a Blackout Period.
9. Options can be exercisable for a maximum of 10 years from the date of grant, subject to extension where the expiry date falls within a Blackout Period.
10. The Option Price for each grant of a Option under the Omnibus Plan shall be determined by the Committee and shall be specified in the Award Agreement. The minimum exercise price of an Option shall not be less than the Discounted Market Price (as defined in the policies of the TSXV), provided that, if the Corporation does not issue a news release to announce the grant and the exercise price of an Option, the Discounted Market Price is the last closing price of the shares before the date of grant of the Option less the applicable discount.
11. If a Participant dies while an Employee, Director of, or Consultant to, the Corporation or an Affiliate then the right to exercise such Options terminates on the earlier of: (i) the date that is 12 months after the Termination Date; and (ii) the date on which the exercise period of the particular Option expires. Any Options held by the Participant that are not yet vested at the Termination Date immediately expire and are cancelled and forfeited to the Corporation on the Termination Date.
12. Except as may otherwise be set out in a Participant's employment agreement (which shall have paramountcy), where a Participant's employment or term of office or engagement terminates (for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice)) then (i) any Options held by the Participant that are exercisable at the Termination Date continue to be exercisable by the Participant until the earlier of: (A) the date that is three months after the Termination Date; and (B) the date on which the exercise period of the particular Option expires; and (ii) any Options held by the Participant that are not yet vested at the Termination Date immediately expire and are cancelled and forfeited to the Corporation on the Termination Date.
13. Each Restricted Share Unit grant shall be evidenced by an Award Agreement that shall specify the Period(s) of Restriction, the number of Restricted Share Units granted, the settlement date for Restricted Share Units, and any such other provisions as the Committee shall determine, provided that

no SRQ Restricted Share Unit shall vest (i) earlier than one year, or (ii) later than three years, after the date of grant, except that the Committee may in its sole discretion accelerate the vesting for a Participant who dies or who ceases to be an eligible Participant under the Omnibus Plan in connection with a Change of Control.

14. A Participant shall have no voting rights with respect to any Restricted Share Units granted hereunder.
15. If a Participant dies while an Employee, Director of, or Consultant to, the Corporation or an Affiliate then (i) any Restricted Share Units held by the Participant that have not vested as at the Termination Date shall vest immediately; and (ii) any Restricted Share Units held by the Participant that have vested as at the Termination Date shall be paid to the Participant's estate in accordance with the terms of the Omnibus Plan and Award Agreement.
16. Unless determined otherwise by the Committee, or as may otherwise be set out in a Participant's employment agreement (which shall have paramountcy), where a Participant's employment or term of office or engagement terminates for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice), then any Restricted Share Units held by the Participant that have vested before the Termination Date shall be paid to the Participant, and any Restricted Share Units held by the Participant that are not yet vested at the Termination Date will be immediately cancelled and forfeited to the Corporation on the Termination Date.
17. Each Deferred Share Unit grant shall be evidenced by an Award Agreement that shall specify the number of Deferred Share Units granted, the settlement date for Deferred Share Units, and any other provisions as the Committee shall determine, including, but not limited to a requirement that Participants pay a stipulated purchase price for each Deferred Share Unit, restrictions based upon the achievement of specific performance criteria, time-based restrictions, restrictions under applicable laws or under the requirements of any stock exchange or market upon which the shares are listed or traded, or holding requirements or sale restrictions placed on the shares by upon vesting of such Deferred Share Units.
18. Each Award Agreement shall set forth the extent to which the Participant shall have the right to retain Deferred Share Units following termination of the Participant's employment or other relationship with the Corporation or Affiliates. Such provisions shall be determined in the sole discretion of the Committee, need not be uniform among all Deferred Share Units issued pursuant to the Omnibus Plan, and may reflect distinctions based on the reasons for termination. Any settlement or redemption of any Deferred Share Units shall occur within one year following the Termination Date.
19. The Committee, at any time and from time to time, may grant Performance Shares and/or Performance Units to Participants in such amounts and upon such terms as the Committee shall determine, provided that, no Performance Shares and/or Performance Units shall vest earlier than one year after the date of grant, except that the Committee may in its sole discretion accelerate the vesting required for a Participant who dies or who ceases to be an eligible Participant under the Omnibus Plan in connection with a Change of Control.
20. Each Performance Share and Performance Unit shall have an initial value equal to the FMV of a share on the date of grant. The Committee shall set performance criteria for a Performance Period in its discretion, which, depending on the extent to which they are met, will determine, in the manner determined by the Committee and set forth in the Award Agreement, the value and/or number of each Performance Share or Performance Unit that will be paid to the Participant.
21. Subject to the terms of the Omnibus Plan and the applicable Award Agreement, after the applicable Performance Period has ended, the holder of Performance Shares/ Performance Units shall be entitled to receive payout on the value and number of Performance Shares/ Performance Units, determined

as a function of the extent to which the corresponding performance criteria have been achieved.

22. If a Participant dies while an Employee, Director of, or Consultant to, the Corporation or an Affiliate, then (i) the number of Performance Shares or Performance Units held by the Participant that have not vested shall be adjusted as set out in the applicable Award Agreement (the “**Deemed Awards**”); (ii) any Deemed Awards shall vest immediately; (iii) any Performance Shares and Performance Units held by the Participant that have vested shall be paid to the Participant’s estate in accordance with the terms of the Omnibus Plan and Award Agreement; and (iv) any settlement or redemption of any Performance Units or Performance Shares shall occur within one year following the Termination Date.
23. Unless determined otherwise by the Committee, or as may otherwise be set out in a Participant’s employment agreement (which shall have paramountcy), where a Participant’s employment or term of office or engagement terminates for any reason other than death (whether such termination occurs with or without any or adequate notice or reasonable notice, or with or without any or adequate compensation in lieu of such notice), then (i) any Performance Units or Performance Shares held by the Participant that have vested before the Termination Date shall be paid to the Participant in accordance with the terms of the Omnibus Plan and Award Agreement; (ii) any Performance Units or Performance Shares held by the Participant that are not yet vested at the Termination Date will be immediately cancelled and forfeited to on the Termination Date; and (iii) any settlement or redemption of any Performance Units or Performance Shares shall occur within one year following the Termination Date.
24. Subject to the provisions of Omnibus Plan or the Award Agreement, in the event of a Change of Control, the Committee shall have the discretion to unilaterally determine that all outstanding Awards shall be cancelled upon a Change of Control, and that the value of such Awards, as determined by the Committee in accordance with the terms of the Omnibus Plan and the Award Agreements, shall be paid out in cash in an amount based on the Change of Control Price within a reasonable time subsequent to the Change of Control, subject to the approval of the Exchange.
25. Subject to certain exceptions set out in the Omnibus Plan, and as otherwise provided by law, or Exchange rules, the Committee or Board may, at any time and from time to time, alter, amend, modify, suspend or terminate the Omnibus Plan or any Award in whole or in part without notice to, or approval from, shareholders, including, but not limited to for the purposes of: (i) making any amendments not inconsistent with the Omnibus Plan as may be necessary or desirable with respect to matters or questions which, in the good faith opinion of the Board, it may be expedient to make, including amendments that are desirable as a result of changes in law or as a “housekeeping” matter; or (ii) making such changes or corrections which are required for the purpose of curing or correcting any ambiguity or defect or inconsistent provision or clerical omission or mistake or manifest error.

Employment, Consulting and Management Agreements

Management services are provided to the Company by companies controlled by the respective NEOs. Other than as set forth below, the Company does not have any contract, agreement, plan or arrangement that provides for payments to an NEO at, following or in connection with any termination (whether voluntary, involuntary or constructive), resignation, retirement, a change of control of the Company or a change in the NEO’s responsibilities.

MCI Agreement

Effective July 1 2023, the Corporation entered into a management services agreement (the “**MCI Agreement**”) with MCI, a corporation controlled by Marc-Antoine Audet (“**Audet**”). Pursuant to the MCI Agreement, MCI agreed to pay to Audet for his services as the Corporation’s CEO and President, total annual fees of \$100,000 (“**Consulting Fees**”) payable in equal monthly installments, including reimbursement of expenses, subject to periodic revision by the Corporation and MCI (the “**CEO Annual Remuneration**”). In addition to the CEO Annual Remuneration, Audet shall have an opportunity to earn an

annual cash bonus (the “**Bonus**”) in respect of each fiscal year in accordance with the terms of the Company’s annual cash bonus program for executive officers, such bonus opportunity shall not be less than 30% of CEO Annual Remuneration for any given year (the “**Target Bonus**”). The actual Bonus payable may be greater or lesser than the Target Bonus and shall be determined consistent with the criteria set for other senior management executives of the Company based on such factors as shall be determined by the Company’s Compensation.

The term of the MCI Agreement is indefinite, but the engagement of MCI and the MCI Agreement may be terminated by either party. The MCI Agreement provides for certain payments and benefits to MCI on its termination, without cause, resignation for Good Cause and a Change of Control of the Corporation as such terms are defined below. The Corporation may terminate the MCI Agreement without cause at any time by notice in writing stating the last day of engagement and MCI may resign for Good Cause under the MCI Agreement on two weeks’ written notice (the end of such notice being the “**Termination Date**”). The Corporation will be obligated to provide compensation in the form of a termination payment on the 5th day following the Termination Date, as follows:

- (a) the full amount of the instalments of the Consulting Fee through to the Termination Date, plus the amount, if any, of any accrued unpaid expenses reimbursable, and the amount, if any, of any other Consulting Fee actually accrued and then payable to the MCI which has not been paid; and
- (b) an additional lump sum amount equivalent to 24 months of the CEO Annual Remuneration, calculated as the CEO Annual Remuneration at the highest rate in effect during the 24-month period immediately preceding the effective date of such termination (the “**COC Termination Date**”), exclusive of any other amounts.

The Corporation may at any time terminate the MCI Agreement for any just cause that would in law permit the Corporation to, without notice, terminate the engagement of MCI.

“**Change of Control**” in the MCI Agreement is defined as:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (Quebec), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 50% of the outstanding Common Shares of the Corporation; or
- (b) the removal, by extraordinary resolution of the Shareholders of the Corporation, of more than fifty-one percent (51%) of the then incumbent directors of the Corporation, or the election of a majority of directors to the Corporation’s board who were not nominees of the Corporation’s incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Corporation, or the consummation of a reorganization, merger, plan or arrangement or other transaction which has substantially the same effect except where such sale or transaction is for the purposes of financing the construction of a mine.

“**Good Cause**” in the MCI Agreement means the occurrence of one of the following events without the MCI’s express written consent:

- (a) a material reduction in the MCI’s responsibilities, except as a result of Audet’s death, disability or retirement;
- (b) a reduction by the Corporation in the CEO Annual Remuneration, without the prior written consent of MCI; and
- (c) any material breach by the Corporation of the MCI Agreement.

Joly Agreement

Effective July 1, 2023, the Corporation entered into a management services agreement (the “**Joly Agreement**”) with Jean-Daniel Joly (“**Joly**”). Pursuant to the Joly Agreement, the Corporation agreed to pay Joly total annual fees of \$60,000 payable in equal monthly installments, including reimbursement of expenses (“**Consulting Fees**”), for his services as the Corporation’s Chief Financial Officer, subject to periodic revision by the Corporation and Joly (the “**CFO Annual Remuneration**”). In addition to the CFO Annual Remuneration, Joly shall have an opportunity to earn an annual cash bonus (the “**Bonus**”) in respect of each fiscal year in accordance with the terms of the Company’s annual cash bonus program for executive officers, such bonus opportunity shall not be less than 20% of CFO Annual Remuneration for any given year (the “**Target Bonus**”). The actual Bonus payable may be greater or lesser than the Target Bonus and shall be determined consistent with the criteria set for other senior management executives of the Company based on such factors as shall be determined by the Company’s Compensation Committee.

The term of the Joly Agreement is indefinite, but the engagement of Joly and the Joly Agreement may be terminated by either party. The Joly Agreement provides for certain payments and benefits to Joly on its termination, without cause, resignation for Good Cause and a Change of Control of the Corporation as such terms are defined below. The Corporation may terminate the Joly Agreement without cause at any time by notice in writing stating the last day of engagement and Joly may resign for Good Cause under the Joly Agreement on two weeks’ written notice (the end of such notice being the “**Termination Date**”). The Corporation will be obligated to provide compensation in the form of a termination payment on the 5th day following the Termination Date, as follows:

- (a) the full amount of the instalments of the Consulting Fee through to the Termination Date, plus the amount, if any, of any accrued unpaid expenses reimbursable, and the amount, if any, of any other Consulting Fee actually accrued and then payable to the Joly which has not been paid; and
- (b) an additional lump sum amount equivalent to 24 months of the Annual Remuneration, calculated as the CFO Annual Remuneration at the highest rate in effect during the 24-month period immediately preceding the effective date of such termination (the “**COC Termination Date**”), exclusive of any other amounts,

The Corporation may at any time terminate the Joly Agreement for any just cause that would in law permit the Corporation to, without notice, terminate the engagement of Joly.

“**Change of Control**” in the MCI Agreement is defined as:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (Quebec), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 50% of the outstanding Common Shares of the Corporation; or
- (b) the removal, by extraordinary resolution of the Shareholders of the Corporation, of more than fifty-one percent (51%) of the then incumbent directors of the Corporation, or the election of a majority of directors to the Corporation’s board who were not nominees of the Corporation’s incumbent board at the time immediately preceding such election; or
- (c) consummation of a sale of all or substantially all of the assets of the Corporation, or the consummation of a reorganization, merger, plan or arrangement or other transaction which has substantially the same effect except where such sale or transaction is for the purposes of financing the construction of a mine.

“**Good Cause**” in the Joly Agreement means the occurrence of one of the following events without the Joly’s express written consent:

- (a) a material reduction in the Joly's responsibilities, except as a result of Joly's death, disability or retirement;
- (b) a reduction by the Corporation in the CFO Annual Remuneration, without the prior written consent of Joly; and
- (c) any material breach by the Corporation of the Joly Agreement.

TMR Agreement

Effective July 1 2023, the Corporation entered into a management services agreement (the "**TMR Agreement**") with TMR Advisory Inc. ("TMR"), a corporation controlled by Elias J. Elias ("**Elias**"). Pursuant to the TMR Agreement, TMR agreed to pay to Elias for his services as the Corporation's VP Corporate and Legal Affairs and Corporate Secretary, total annual fees of \$60,000 ("**Consulting Fees**") payable in equal monthly installments, including reimbursement of expenses, subject to periodic revision by the Corporation and TMR ("**TMR Annual Remuneration**"). In addition to the TMR Annual Remuneration, Elias shall have an opportunity to earn an annual cash bonus (the "**Bonus**") in respect of each fiscal year in accordance with the terms of the Company's annual cash bonus program for executive officers, such bonus opportunity shall not be less than 20% of TMR Annual Remuneration for any given year (the "**Target Bonus**"). The actual Bonus payable may be greater or lesser than the Target Bonus and shall be determined consistent with the criteria set for other senior management executives of the Company based on such factors as shall be determined by the Company's Compensation.

The term of the TMR Agreement is indefinite, but the engagement of TMR and the TMR Agreement may be terminated by either party. The TMR Agreement provides for certain payments and benefits to TMR on its termination, without cause, resignation for Good Cause and a Change of Control of the Corporation as such terms are defined below. The Corporation may terminate the TMR Agreement without cause at any time by notice in writing stating the last day of engagement and TMR may resign for Good Cause under the TMR Agreement on two weeks' written notice (the end of such notice being the "**Termination Date**"). The Corporation will be obligated to provide compensation in the form of a termination payment on the 5th day following the Termination Date, as follows:

- (a) the full amount of the instalments of the Consulting Fees through to the Termination Date, plus the amount, if any, of any accrued unpaid expenses reimbursable, and the amount, if any, of any other Consulting Fees actually accrued and then payable to the TMR which has not been paid; and
- (b) an additional lump sum amount equivalent to 24 months of the TMR Annual Remuneration, calculated as the TMR Annual Remuneration at the highest rate in effect during the 24-month period immediately preceding the effective date of such termination (the "**COC Termination Date**"), exclusive of any other amounts,

The Corporation may at any time terminate the TMR Agreement for any just cause that would in law permit the Corporation to, without notice, terminate the engagement of TMR.

"**Change of Control**" in the MCI Agreement is defined as:

- (a) the acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (Quebec), of Common Shares which, when added to all other Common Shares at the time held directly or indirectly by such person or persons acting in concert, totals for the first time 50% of the outstanding Common Shares of the Corporation; or
- (b) the removal, by extraordinary resolution of the Shareholders of the Corporation, of more than fifty-one percent (51%) of the then incumbent directors of the Corporation, or the election of a majority of directors to the Corporation's board who were not nominees of the Corporation's incumbent board at the time immediately preceding such election; or

- (c) consummation of a sale of all or substantially all of the assets of the Corporation, or the consummation of a reorganization, merger, plan or arrangement or other transaction which has substantially the same effect except where such sale or transaction is for the purposes of financing the construction of a mine.

“**Good Cause**” in the MCI Agreement means the occurrence of one of the following events without the TMR’s express written consent:

- (a) a material reduction in the TMR’s responsibilities, except as a result of Elias’ death, disability or retirement;
- (b) a reduction by the Corporation in the TMR Annual Remuneration, without the prior written consent of TMR; and
- (c) any material breach by the Corporation of the TMR Agreement.

Triggering Event

If a severance payment triggering event had occurred on December 31, 2023, the severance payments would have been as follows:

NEO	Triggering Event			
	Resignation	Retirement	Termination Without Cause and Resignation for Good Cause	Change of Control
MCI (<i>Marc-Antoine Audet</i>)	Nil	N/A	200,000	200,000
Jean-Daniel Joly	Nil	N/A	120,000	120,000
TMR Advisory Inc. (<i>Elias J. Elias</i>)	NIL	N/A	120,000	120,000

The Corporation believes that the arrangements with the Named Executive Officers are an important component of the overall compensation package it offers to its NEOs and is necessary in order to attract and retain its key executives. As with the other elements of compensation, when negotiating the termination and optioned share arrangements, the Compensation Committee and the Board consider all elements of compensation in total rather than one element in isolation.

Oversight and Description of Director and Named Executive Officer Compensation

Compensation Discussion and Analysis

The Compensation Committee of the Board of the Corporation consists of Stéphanie Gourde (Chairman), Michel Rioux and Matthieu Bos . Pursuant to its mandate, the Compensation Committee is responsible for implementing and overseeing human resources and compensation philosophy of the Corporation and making recommendations to the Board with respect to the compensation of all officers of the Corporation. The Board ensures that total compensation paid to officers is fair and reasonable and is consistent with the Corporation’s compensation philosophy.

The Corporation does not generate operating cash flow and relies on equity financings to fund its exploration and corporate activities. Therefore, as the Corporation seeks to attract, retain and motivate highly skilled and experienced officers it must, at the same time, consider current market and industry circumstances and the Corporation’s liquidity and ability to raise further capital. Each of the current NEOs

is a consultant of the Corporation or the principal of a corporation that provides consulting services to the Corporation.

Elements of Executive Compensation

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For year ended December 31, 2023, the two basic components of the executive officer compensation program were fixed cash remuneration and option-based compensation pursuant to the Corporation's Plan. The Corporation does not have any formal annual discretionary cash bonuses, perquisites or personal benefits programs.

Fixed cash remuneration comprises the total cash-based compensation. Option-based compensation represents compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on the market performance of the Common Shares. To date, no specific formula has been developed to assign a specific weighting to this component. Instead, the Board considers the factors discussed below and the Corporation's performance and assigns compensation based on this assessment and the recommendations of the Governance Committee. In determining the total compensation of any NEO, the Board considers all elements of compensation in total rather than one element in isolation.

The Board approves the cash remuneration ranges for the NEOs. The base remuneration review for each NEO is based on an assessment of factors such as current competitive market conditions and particular skills, such as leadership ability, management effectiveness, experience, responsibility and proven or expected performance of the particular individual. The Board, using budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all compensation levels for its officers.

During the year ended December 31, 2023 the Company did not award annual consulting fees of the NEOs in response to the subjective assessment of their respective performance, analysis of external market conditions and competitive needs to retain its qualified personnel.

Executive Compensation Philosophy and Objectives

The Corporation's principal goal is to create value for its Shareholders. The Corporation's compensation philosophy reflects this goal and is based on the following fundamental principles:

1. compensation programs align with Shareholders' interests – the Corporation aligns the goals of executives with maximizing long-term Shareholder value;
2. performance sensitive – compensation for executive officers should be linked to operating and market performance of the Corporation and fluctuate with the performance; and
3. offer market competitive compensation to attract and retain talent – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing executive officers who are performing according to their objectives and to attract new individuals of the highest calibre.

The objectives of the Corporation in compensating all NEOs were developed based on the above mentioned compensation philosophy and are as follows: to attract, motivate and retain highly qualified executive officers; to align the interests of executive officers with Shareholders' interests by making long-term, equity-based incentives through the granting of stock options and evaluating executive performance on the basis of key measurements that correlate to long-term Shareholder value; and to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Competitive Compensation

The Corporation is dependent on individuals with specialized skills and knowledge related to the exploration for, and the development of, mineral prospects, corporate finance, corporate secretarial and management. The Corporation seeks to attract, retain and motivate highly skilled and experienced officers by providing competitive compensation. The Compensation Committee reviews compensation practices of similarly situated companies and from time to time may consult external, independent advisors who specialize in the area of compensation prior to making its recommendations to the Board. Although the Compensation Committee reviews each element of compensation for market competitiveness, and it may weigh

a particular element more heavily based on the NEO's role within the Corporation, it is primarily focused on remaining competitive in the marketplace with respect to total compensation.

Awards

The Corporation has no long-term incentive plan other than the Omnibus Plan. The Omnibus Plan provides for the grant of Options, Deferred Share Units, Restricted Share Units, Performance Shares, Performance Units to directors, officers, employees and consultants of the Corporation and its subsidiaries. The purpose of the Omnibus Plan is to provide an incentive for directors, officers, employees and consultants of the Corporation and its subsidiaries to directly participate in the Corporation's growth and development by providing them with the opportunity through Options to purchase common shares. The grant of such Awards advances the interests of the Corporation and its shareholders through the motivation, attraction and retention of these individuals.

The Compensation Committee determines the ranges of stock option grants for each level of officers, employees, directors and consultants to whom it recommends that grants be made. The Compensation Committee makes recommendations to the Board regarding the amounts and terms of stock option grants for the directors, officers, employees and consultants. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Corporation.

In addition to determining the number of options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- parties who are entitled to participate in the Omnibus Plan;
- the exercise price for each stock option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the Exchange from the market price of the common shares on the date of grant;
- the date on which each stock option is granted;
- the vesting period, if any, for each stock option;
- the other material terms and conditions of each Award grant; and
- any re-pricing or amendment to a stock option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Plan. The Board reviews and approves grants of options on an annual basis and periodically during a financial year. Previous grants are taken into account when considering new grants.

Compensation Governance

The Compensation Committee consists of three (3) directors, being Stephanie Gourde, Michel Rioux and Matthieu Bos. Ms. Gourde and Mr. Rioux are independent within the meaning of National Instrument

52-110, *Audit Committees* (“**NI 52-110**”). Stephanie Gourde is the Chairman of the Compensation Committee.

On November 6, 2023, the Board adopted the Corporate Governance, Nomination and Compensation Committee Mandate. The Compensation Committee has responsibility for determining the appropriate levels of compensation for management and for determining related compensatory matters such as the granting of incentive stock options and cash remuneration paid to the non-management independent directors. The Compensation Committee makes its determination on such matters for recommendation to the Board.

To determine an objective process for compensation, the Compensation Committee reviews the adequacy and form of compensation in comparison to other companies of similar size and stage of development. The Compensation Committee meets at least annually. None of the Compensation Committee members has any direct experience that is relevant to his responsibilities in executive compensation, however, the independence of the majority of its members and their knowledge of the market through experience and peer comparison enable the Compensation Committee to make decisions on the suitability of the Corporation’s compensation practices.

The Compensation Committee has not formally considered the implications of the risks associated with the Corporation’s compensation policies and practices.

The Corporation has not placed a restriction on NEOs or directors concerning the purchase of financial instruments (including prepaid variable forward contracts, equity swaps, collars or units of exchange funds) that are designed to hedge or offset a decrease in the market value of equity securities granted as compensation or held, directly or indirectly by the NEOs or employees.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out equity securities of the Corporation which have been authorized for issuance under the Plan, as of the end of the Corporation’s most recently completed financial period ended December 31, 2023:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options (a)	Weighted Average Exercise Price of Outstanding Options (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 Shareholders ⁽¹⁾	1,945,000	0.27	2,450,368

Note:

- (1) *The stock options are governed by the Corporation’s Omnibus Plan, as more particularly described under “Stock Options and other Compensation Securities”.*
- (2) *Based on the issued and outstanding shares of the Corporation on December 31, 2023.*

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS/EMPLOYEES

The following table sets out the aggregate indebtedness outstanding of all current and former executive officers, directors and employees of the Corporation and its subsidiaries as of the Record Date:

Aggregate Indebtedness (\$)		
Purpose	To the Corporation or its Subsidiaries	To Another Entity
Share purchases	NIL	NIL

Aggregate Indebtedness (\$)		
Purpose	To the Corporation or its Subsidiaries	To Another Entity
Other	NIL	NIL

Except as disclosed above, at no time during the Corporation's last completed financial period or as of the Record Date, was any director, executive officer, employee, proposed director nominee for election as a director of the Corporation nor any associate of any such director, executive officer, or proposed director nominee of the Corporation or any former director, executive officer or employee of the Corporation or any of its subsidiaries indebted to the Corporation or any of its subsidiaries 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 Corporation or any of its subsidiaries, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set out above and elsewhere in this Circular, and other than transactions carried out in the ordinary course of business of the Corporation or any of its subsidiaries, none of the directors or executive officers of the Corporation, a director or executive officer of a person or Corporation that is itself an informed person or subsidiary of the Corporation, nor any Shareholder beneficially owning, directly or indirectly, Common Shares, or exercising control or direction over Common Shares of the Corporation, or a combination of both, carrying more than 10% of the voting rights attached to the outstanding Common Shares of the Corporation nor an associate or affiliate of any of the foregoing persons has since January 1, 2023 (being the commencement of the Corporation's last completed financial year) any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation or any of its subsidiaries.

APPOINTMENT AND REMUNERATION OF AUDITOR

Management of the Corporation proposes to nominate as the external auditor of the Corporation, PricewaterhouseCoopers LLP ("**PwC**"), a partnership of Chartered Professional Accountants, to serve until the close of the next annual general meeting of the Corporation, and to authorize the directors to fix the remuneration of the auditor so appointed. See "*Particulars of Matters To Be Acted Upon – Appointment of Auditor*" for further particulars.

Audit Committee

Pursuant to National Policy 52-110 – Audit Committees, the Corporation is required to provide disclosure with respect to its Audit Committee, including the text of the Audit Committee's charter, composition of the Audit Committee and fees paid to the external auditors. Attached hereto as "Schedule A" is the text of the Audit Committee's Charter.

Composition of the Audit Committee

The following directors are currently members of the Audit Committee of the Corporation:

Name	Independent ⁽¹⁾	Financially Literate ⁽²⁾
Ugo Landry-Tolszczuk (Chairman)	Yes	Yes
Jean-Christophe Parisien-LaSalle	Yes	Yes
Matthieu Bos	Yes	Yes

Notes:

(1) Pursuant to National Policy 58-201, *Corporate Governance Guidelines* ("**NP 58-201**") and section 1.4 of NI 52-110, a member of an audit committee is independent if the member has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation's Board, reasonably interfere with the exercise of a member's

independent judgment. Exchange issuers such as the Corporation, are exempt from such independency requirements pursuant to section 21(b) of Exchange Policy 3.1, Directors, Officers, Other Insiders & Personnel and Corporate Governance, which states that the Corporation must have an audit committee comprised of at least three directors, the majority of whom are not officers, employees or control persons of the Corporation or any of its associates or affiliates. The Corporation's Audit Committee is in compliance with these requirements. See "Statement of Corporate Governance Practices" for further particulars.

- (2) *An individual is financially literate if he has the ability to read and understand a set of financial statements that present a breadth of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Corporation's financial statements.*

Relevant Education and Experience

The following is a summary of the Audit Committee members' education and experience which is relevant to the performance of their responsibilities as an Audit Committee member:

Ugo Landry-Tolszczuk

Mr. Landry-Tolszczuk took up the position of Chief Financial Officer of Aya Gold & Silver Inc. in May 2020. His involvement with Africa spans 10 years of his 15-year professional experience. Previously, Ugo was President and Chief Operating Officer of TSXV-listed SRG Mining Inc. During this period, he headed up the company's largest financing and advanced the company's graphite project in Guinea from PEA to bankable feasibility study. Prior to joining SRG Mining Inc., Mr. Landry-Tolszczuk served as director of operations for Windiga Energy, which develops, owns, and operates renewable energy power plants in Africa. Ugo also brings experience from the technology industry, having previously worked at Research in Motion (today BlackBerry), ATI Technologies (today AMD) and Distech Controls (today Acuity Brands). A CFA charter holder, Mr. Landry-Tolszczuk also holds a bachelor's degree of applied science in computer engineering, management science option, from the University of Waterloo.

Jean-Christophe Parisien-La Salle

Mr. Parisien-La Salle has over 15 years of operational, financial and managerial experience in the mining, banking and pharmaceutical sectors. He has held various roles in the metallurgy and project development fields, notably for Canadian Royalties Inc. in Quebec, Kinross Gold Corp. in Chile, and Semafo Inc. in West Africa. Mr. Parisien-La Salle further worked as a research associate for Raymond James Ltd. covering TSX listed base metals explorers, developers and producers. Currently, he is the President of Les Eaux Saint-Léger Inc., a privately held pharmaceutical company. In addition to earning an MBA, majoring in finance from HEC Montreal, Mr. Parisien-La Salle holds a Masters degree in Materials Science, specializing in hydrometallurgy of gold and copper ores from McGill University.

Matthieu Bos

Mr. Bos' career spans over 15 years in investment banking and mining in Europe and Africa. He is currently President and CEO of SRG Mining, a graphite development company backed by La Mancha Fund that is focused on fully supplying the European lithium-ion and fuel cell markets. During his role as Executive Vice-President Africa with Ivanhoe Mines, Matthieu was a key member of the team that delivered the world-class Kamoakakula Copper Project in the Democratic Republic of the Congo. Prior to Ivanhoe, Matthieu was employed by BMO Capital Markets in London. In addition to a BSc majoring in applied earth sciences, Matthieu holds an MSc in metallurgical engineering from Delft University of Technology, the Netherlands.

In their positions with the Corporation and other mineral resource companies, members of the Audit Committee have been responsible for receiving information relating to other companies and obtaining an understanding of the balance sheet, income statements and statements of cash flows and how these statements are integral in assessing the financial conditions of companies and their operating results.

Each member has an understanding of the mineral exploration and mining business in which the Corporation is engaged and has an appreciation of the financial issues and accounting principles that are relevant in assessing the Corporation's financial disclosures and internal control systems.

Audit Committee Oversight

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

Reliance on Certain Exemptions

At no time since the commencement of the Corporation's most recently completed financial year has the Corporation relied on the exemption in section 2.4 of NI 52-110 (De Minimis Non-audit Services) or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

The Corporation is relying on the exemption in Section 6.1 of NI 52-110 which exempts ventures issuers from the requirements of Part 3 Section 3.1 (3) – (Composition of the Audit Committee) as defined in NI 52-110 and Part 5 (Reporting Obligations) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee is authorized by the Board to review the performance of the Corporation's external auditors and approve in advance of the provision of services other than auditing and to consider the independence of the external auditors, including reviewing the range of services provided in the context of all consulting services bought by the Corporation. The Audit Committee is authorized to approve any non-audit services or additional work which the chair of the Audit Committee deems as necessary, who will notify the other members of the Audit Committee of such non-audit or additional work.

External Auditor Service Fees (By Category).

The following table provides information about the fees billed to the Corporation for professional services rendered by the Corporation's external auditor, for fiscal periods ended 2023

Financial Year Ended	Audit Fees ⁽¹⁾	Audit-Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2023	63,500	-	2,625	74,015

Notes:

- (1) *Audit fees consist of fees for the audit of the Corporation's annual financial statements or services that are normally provided in connection with statutory and regulatory filings or engagements.*
- (2) *Audit-related fees consist of fees for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not reported as Audit Fees.*
- (3) *Tax fees consist of fees for tax compliance services, tax advice and tax planning.*
- (4) *The aggregate fees billed for products and services other than as set out under the headings "Audit Fees", "Audit Related Fees" and "Tax Fees".*

MANAGEMENT CONTRACTS

Except as described herein, no management functions of the Corporation or its subsidiaries are to any substantial degree performed by a person or Corporation other than the directors or executive officers of the Corporation or its subsidiaries.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

Corporate governance relates to the activities of the Board, the members of which are elected by and are accountable to the Shareholders and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Corporation. The Board is committed to sound corporate governance practices which are both in the interest of its Shareholders and contribute to effective and efficient decision making. NP 58-201 establishes corporate governance guidelines which apply to all public companies. The Corporation has reviewed its own

corporate governance practices in light of these guidelines. In certain cases, the Corporation's practices comply with the guidelines, however, the Board considers that some of the guidelines are not suitable for the Corporation at its current stage of development and therefore these guidelines have not been adopted. National Instrument 58-101, Disclosure of Corporate Governance Practices ("**NI 58-101**"), mandates disclosure of corporate governance practices for venture issuers in Form 58-101F2, Corporate Governance Disclosure (Venture Issuers), which disclosure is set out below.

Board of Directors

Structure and Compensation

The Board is currently composed of six (6) directors. A director is "independent" if the individual has no direct or indirect material relationship with the Corporation which could, in the view of the Corporation's Board, be reasonably expected to interfere with the exercise of a director's independent judgment, whether on the Board or a committee of the Board.

The Board has determined that four (4) directors are independent for purposes of the Board members as provided in NI 58-101. There are two (2) who are not independent for purposes of the Board members as provided in NI 58-101. See Composition of the Board below.

Director Nominees	Independent	Non-Independent	Reason for Non-Independence
Marc-Antoine Audet		✓	President and CEO of the Corporation
Matthieu Bos	✓		
Ugo Landry-Tolszczuk	✓		
Jean-Christophe Parisien-La Salle	✓		
Michel Rioux	✓		
Stephanie Gourde	✓		

The non-independent directors actively seek out the views of independent directors on all Board matters. The independent directors exercise their responsibilities for independent oversight of management and are provided with leadership through their ability to meet independently of management whenever deemed necessary.

The quantity and quality of the Board compensation is reviewed on an annual basis. At present, the Board is satisfied that the current Board compensation arrangements, which include the payment of cash compensation to non-management independent directors and the grant of incentive stock options for all directors, adequately reflect the responsibilities and risks involved in being an effective director of the Corporation.

The number of options to be granted is determined by the Board as a whole, thereby providing the independent directors with significant input into compensation decisions. The Governance Committee of the Corporation, of which the majority of members are independent, is responsible for making recommendations to the Board with respect to the compensation of all officers of the Corporation. See "Director and NEO Compensation" for further particulars.

Participation of Directors in Other Reporting Issuers

Certain of the Corporation's directors are directors of other reporting issuers, as set out in the following table:

Director	Reporting Issuer
Marc-Antoine Audet	Sama Resources Inc.
Matthieu Bos	Shanta Gold Ltd.
Ugo Landry-Tolszczuk	Aya Gold & Silver Inc.

Mandates of the Board

On February 8, 2024, the Board adopted a Board of Directors Mandate (the “**Board Mandate**”). The Board Mandate is to manage or supervise the management of the business and affairs of the Corporation and to act with a view to the best interests of the Corporation. In doing so, the Board oversees the management of the Corporation’s affairs directly and through the Audit Committee and the Governance Committee. In fulfilling its mandate, the Board, among other matters, is responsible for reviewing and approving the Corporation’s overall business strategies and its annual business plan, reviewing and approving the annual corporate budget and forecast, reviewing and approving significant capital investments outside the approved budget; reviewing major strategic initiatives to ensure that the Corporation’s proposed actions accord with Shareholder objectives; reviewing succession planning; assessing management’s performance against approved business plans and industry standards; reviewing and approving the reports and other disclosure issued to Shareholders; ensuring the effective operation of the Board; and safeguarding Shareholders’ equity interests through the optimum utilization of the Corporation’s capital resources. The Board also takes responsibility for identifying the principal risks of the Corporation’s business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable.

In keeping with its overall responsibility for the stewardship of the Corporation, the Board is responsible for the integrity of the Corporation’s internal control and management information systems and for the Corporation’s policies respecting corporate disclosure and communications.

Each member of the Board understands that he is entitled to seek the advice of an independent expert if he reasonably considers it warranted under the circumstances.

The position of Chairman of the Board of the Corporation was created on July 11, 2023 when Matthieu Bos, was appointed a director of the Board and Chairman of the Board. On February 8, 2024, the Board adopted the Chairman of a Board Mandate.

The positions of President and CEO are combined. On September 8, 2024, the Board adopted a President and CEO Mandate. The Board believes the Corporation is well serviced and the independence of the Board from management is not compromised by the combined role of President and CEO. The Board does not, and does not consider it necessary to, have any formal structures or procedures in place to ensure that the Board can function independently of management. The Board believes that its current composition is sufficient to ensure that the Board can function independently of management.

Copies of the respective mandates are available at

<https://www.srqexploration.com/about/governance-policies>

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members and the Governance Committee, including both formal and informal discussions among Board members and the President and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Corporation’s size, its stage of development and the limited number

of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The Board plans to continue evaluating its own effectiveness on an *ad hoc* basis. The current size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed in advance of a Board meeting with one or more members of the Board prior to the proposed director's nomination.

Orientation and Continuing Education

New directors are briefed on strategic plans, short, medium and long-term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing Corporation policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Corporation's size and current limited operations.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies. Board members are encouraged to communicate with management, the auditor and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the Corporation's Board.

Expectations of Management and Ethical Business Conduct

The Board expects management to operate the business of the Corporation in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives. The Board has adopted a formal Code of Business Conduct and Ethics Policy, which may be viewed at <http://www.srgexploration.com/about/governance.policies> or on the Corporation's profile on SEDAR+ at www.sedarplus.ca.

Committee Responsibilities and Activities

Committees of the Board are an integral part of the Corporation's governance structure. At the present time, the only standing committees are the Audit Committee and the Governance Committee. Disclosure with respect to the Audit Committee, as required by NI 52-110, is contained elsewhere in this Circular under the heading "Audit Committee". Disclosure with respect to the Governance Committee is contained elsewhere in this Circular under the heading "Director and NEO Compensation".

Compensation

For a discussion of the process taken to determine compensation for the directors and the CEO, see the disclosure in this Circular under "Director and NEO Compensation".

PARTICULARS OF MATTERS TO BE ACTED ON

To the knowledge of the Corporation's directors, the matters to be brought before the Meeting are those set forth in the accompanying Notice of Meeting and as described herein.

1. Financial Statements and Auditor's Report

Pursuant to the provisions of the CBCA and the Corporation's By-Laws, the directors of the Corporation will submit to the Shareholders at the Meeting the audited financial statements of the Corporation and the Auditor's Report thereon for the financial years ended December 31, 2023, but no vote by the Shareholders with respect thereto is required or proposed to be taken.

2. Determination of the Number of Directors

In accordance with the By-Laws of the Corporation, the Shareholders will be asked to determine the number of directors at six (6) for the ensuing year.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES WILL BE VOTED IN FAVOUR OF THE ORDINARY RESOLUTION TO DETERMINE THE NUMBER OF DIRECTORS OF THE CORPORATION. AN AFFIRMATIVE VOTE OF A SIMPLE MAJORITY (50% + 1) OF THE VOTES CAST AT THE MEETING IS SUFFICIENT TO PASS THE ORDINARY RESOLUTION.

3. Election of Directors

Information regarding the six (6) director nominees can be found under the heading "Election of Directors" above.

4. Appointment of External Auditor

Shareholders will be requested to appoint PricewaterhouseCoopers LLP as external auditor of the Corporation to hold office until the next annual meeting of Shareholders, or until a successor is appointed and to authorize the Board of Directors to fix the external auditors' remuneration.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES WILL BE VOTED IN FAVOUR OF THE ORDINARY RESOLUTION TO APPOINT PRICEWATERHOUSECOOPERS LLP, A PARTNERSHIP OF CHARTERED ACCOUNTANTS, AS EXTERNAL AUDITOR OF THE CORPORATION AND TO AUTHORIZE THE DIRECTORS TO FIX THE AUDITOR'S REMUNERATION. AN AFFIRMATIVE VOTE OF A SIMPLE MAJORITY (50% + 1) OF THE VOTES CAST AT THE MEETING IS SUFFICIENT TO PASS THE ORDINARY RESOLUTION.

OTHER MATTERS

The enclosed form of proxy conveys discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of the Meeting, and with respect to other matters that may properly come before the Meeting. While management of the Corporation knows of no such amendments, variations or other matters, which may properly be presented at the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote such proxy according to their best judgment.

ADDITIONAL INFORMATION

Additional financial and other information relating to the Corporation may be found on the Corporation's website at www.srgexploration.com and on the Corporation's profile on SEDAR+ at www.sedarplus.ca.

Shareholders of the Corporation may request copies of the Corporation's financial statements and management discussion and analysis by contacting the Corporate Secretary of SRQ Resources Inc. at Suite 132 – 1320 Graham Blvd., Mont Royal, Quebec, H3P 3C8.

Approval by the Board of Directors

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

BY ORDER OF THE BOARD OF DIRECTORS

"Marc-Antoine Audet"

Marc-Antoine Audet,
President & Chief Executive Officer

SRQ RESOURCES INC.
(the “Company”)

AUDIT COMMITTEE CHARTER

1. Purpose and Objectives

- 1.1 The Audit Committee will assist the board of directors (the “Board”) in fulfilling its responsibilities. The Audit Committee will review the financial reporting process, the system of internal control and management of financial risks, the audit process, and the Company’s process for monitoring compliance with laws and regulations. In performing its duties, the Audit Committee will maintain effective working relationships with the Board, management, and the external auditors and monitor the independence of those auditors. To perform his or her role effectively, each Audit Committee member will obtain an understanding of the responsibilities of Audit Committee membership as well as the Company’s business, operations and risks.

2. Authority

- 2.1 The Board authorizes the Audit Committee, within the scope of its responsibilities, to seek any information it requires from any employee and from external parties, to obtain outside legal or professional advice and to ensure the attendance of Company officers at meetings as appropriate.
- 2.2 The Board will instruct its external auditors to report directly to the Audit Committee.

3. Composition, Procedures and Organization

Membership

- 3.1 The Audit Committee shall consist of at least three members of the Board, a majority of which are not officers, employees or control persons of the Company or any associates or affiliates of the Company.
- 3.2 The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Audit Committee for the ensuing year. The Board may at any time remove or replace any member of the Audit Committee and may fill any vacancy in the Audit Committee.
- 3.3 Unless the Board shall have appointed a chair of the Audit Committee or in the event of the absence of the chair, the members of the Audit Committee shall elect a chair from among their number.
- 3.4 The secretary of the Audit Committee shall be designated from time to time from one of the members of the Audit Committee or, failing that, shall be the Company’s corporate secretary, unless otherwise determined by the Audit Committee.
- 3.5 The Audit Committee shall have access to such officers and employees of the Company and to the Company’s external auditors, and to such information respecting the Company, as it considers to be necessary or advisable in order to perform its duties and responsibilities.

Meetings

- 3.6 The quorum for meetings shall be a majority of the members of the Audit Committee, present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
- 3.7 Meetings of the Audit Committee shall be conducted as follows:
- (a) the Audit Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Audit Committee. Special meetings shall be convened as required. The external auditors or any member of the Audit Committee may request a meeting of the Audit Committee;
 - (b) the chair of the Audit Committee shall be responsible for developing and setting the agenda for Audit Committee meetings and determining the time and place of such meetings;
 - (c) the Audit Committee may invite such other persons (e.g. the President or Chief Financial Officer) to its meetings, as it deems appropriate; and
 - (d) notice of the time and place of every meeting of the Audit Committee shall be given in writing to each member of the Audit Committee a reasonable time before the meeting.
- 3.8 The proceedings of all meetings of the Audit Committee will be minuted.

Procedures

- 3.9 The internal auditors and the external auditors shall have a direct line of communication to the Audit Committee through its chair and may bypass management if deemed necessary. The Audit Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Audit Committee any matter involving questionable, illegal or improper financial practices or transactions.
- 3.10 The Audit Committee shall have authority to engage independent counsel and other advisors as it determines necessary to carry out its duties, to set and pay the compensation for any advisors employed by the Audit Committee and to communicate directly with the internal and external auditors.

4. Roles and Responsibilities

- 4.1 The overall duties and responsibilities of the Audit Committee shall be as follows:
- (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements;
 - (b) to establish and maintain a direct line of communication with the Company's internal auditors, if any, and external auditors and assess their performance; and
 - (c) to ensure that the management of the Company's has designed, implemented and is maintaining an effective system of internal financial controls.

4.2 The duties and responsibilities of the Audit Committee as they relate to the external auditors shall be as follows:

- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
- (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors and ensure no unjustifiable restrictions or limitations have been placed on the scope;
- (c) to review the audit plan of the external auditors prior to the commencement of the audit;
- (d) to approve in advance the provision of non-audit services provided by the external auditors;
- (e) to review with the external auditors, upon completion of their audit:
 - (i) the content of their report;
 - (ii) scope and quality of the audit work performed;
 - (iii) adequacy of the Company's financial and auditing personnel;
 - (iv) internal resources used;
 - (v) significant transactions outside of the normal business of the Company;
 - (vi) significant proposed adjustments and recommendations for improving internal accounting controls, accounting principles or management systems; and
- (f) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles.

4.3 The duties and responsibilities of the Audit Committee as they relate to the Company's internal auditors, as and when applicable, shall be as follows:

- (a) to periodically review the internal audit function with respect to the organization, staffing and effectiveness of the internal audit department; and
- (b) to review significant internal audit findings and recommendations.

4.4 The duties and responsibilities of the Audit Committee as they relate to the internal control procedures of the Company shall be as follows:

- (a) to review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
- (b) to review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
- (c) to periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have

been implemented.

4.5 The Audit Committee is also charged with the responsibility to:

- (a) review the annual and quarterly financial statements, including Management's Discussion and Analysis with respect thereto, and all annual and interim earnings press releases, prior to public dissemination, including any certification, report, opinion or review rendered by the external auditors and determine whether they are completed and consistent with the information known to the Audit Committee;
- (b) evaluate the fairness of the interim financial statements and related disclosures including the associated Management's Discussion and Analysis, and obtain explanations from management on whether:
 - (i) actual financial results for the interim period varied significantly from budgeted or projected results;
 - (ii) generally accepted accounting principles have been consistently applied;
 - (iii) there are any actual or proposed changes in accounting or financial reporting practices; and
 - (iv) there are any significant or unusual events or transactions which require disclosure and, if so, consider adequacy of that disclosure;
- (c) review and approve the financial sections of:
 - (i) the annual report to shareholders;
 - (ii) the annual information form (if any);
 - (iii) prospectuses (if any); and
 - (iv) other public reports requiring approval by the Board; and report to the Board with respect thereto;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review the minutes of any Audit Committee meeting;
- (f) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (g) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of material facts;

- (h) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company; and
- (i) establish a procedure for:
 - (i) the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters; and
 - (ii) the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls or auditing matters.

Approved by the Board of Directors on February 8, 2024