



**AVIDIAN GOLD CORP.**

**NOTICE OF MEETING**

**AND**

**MANAGEMENT INFORMATION CIRCULAR**

**WITH RESPECT TO**

**THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS  
TO BE HELD ON JULY 4, 2024.**

## AVIDIAN GOLD CORP.

### NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general and special meeting (the “**Meeting**”) of the shareholders (“**Shareholders**”) of Avidian Gold Corp. (the “**Corporation**”) will be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 on July 4, 2024 at 10:00 a.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the “**Circular**”):

1. to receive the Company’s financial statements for the year ended June 30, 2023 and the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to re-appoint McGovern Hurley LLP, Chartered Accountants, as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation’s 10% rolling incentive stock option plan for the ensuing year;
5. to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution to approve the Corporation’s disposition of its wholly-owned Alaskan subsidiary;
6. to consider and if thought advisable, to pass, with or without variation a special resolution allowing the directors of the Corporation to consolidate the issued and outstanding common shares of the Corporation on the basis of one (1) post-consolidation common share for up to fifteen (15) pre-consolidation common shares; and
7. to transact such other such business as may properly come before the Meeting or any adjournments or postponements thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is May 22, 2024 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

**The Corporation is inviting Shareholders to participate in the Meeting by dialing in to our conference line at: (800) 221-8656 (Canadian toll free); (800) 220-9875 (U.S. toll free); (302) 709-8332 (International toll free), followed by the Participant Code: 41913568#. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. Note that Shareholders may not vote by attending the Meeting other than in person.**

**To vote, a Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof.** To be effective, the enclosed form of proxy must be deposited with Computershare Investor Services Inc. (“**Computershare**”), 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, (by mail or hand delivery); voted by telephone at 1-866-732-VOTE (8683); or voted online at [www.investorvote.com](http://www.investorvote.com). In order to be valid and acted upon at the Meeting, the duly-completed form of proxy must be received prior to 10.00 a.m. (Toronto time) on July 2, 2024 or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and Statutory Holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting, or be deposited with the Secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

If you are a beneficial or non-registered holder of common shares in the capital stock of the Corporation and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary

in accordance with the instructions provided therein. A beneficial or non-registered Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity.

### **Notice-and-Access**

The Corporation is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

### **Website Where Meeting Materials are Posted**

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended June 30, 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Corporation’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and also on the Corporation’s website at [www.avidiangold.com](http://www.avidiangold.com). The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

### **Obtaining Paper Copies of Materials**

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders who wish to obtain paper copies of the Circular, Financial Statements and MD&A free of charge or who have questions about notice-and-access can contact the Corporation’s transfer agent, Computershare, toll-free at 1-866-962-0498. A request for paper copies should be made in advance of the Meeting such that the request is received by Computershare by June 24, 2024 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Any requests for paper copies received by Computershare after June 24, 2024 will be delivered to Shareholders in accordance with applicable securities law.

**PLEASE REVIEW THE CIRCULAR BEFORE VOTING.**

DATED this 22nd day of May, 2024

**BY ORDER OF THE BOARD OF DIRECTORS**

*(Signed) “Dino Titaro”*

Dino Titaro  
Chairman and Director

## AVIDIAN GOLD CORP.

### MANAGEMENT INFORMATION CIRCULAR ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Avidian Gold Corp. (the “**Corporation**”) is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) that came into effect on February 11, 2013 under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) and National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) for distribution of this management information circular (the “**Circular**”) to both registered and non-registered (or beneficial) holders (“**Shareholders**”) of common shares of the Corporation (“**Common Shares**”). Further information on notice-and-access is contained below under the heading *General Information Respecting the Meeting – Notice-and-Access* and Shareholders are encouraged to read this information for an explanation of their rights.

#### GENERAL INFORMATION RESPECTING THE MEETING

##### Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by the management of the Corporation (the “**Corporation**”) for use at the annual general and special meeting (the “**Meeting**”) of Shareholders to be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 on July 4, 2024 at 10:00 a.m. (Toronto time) for the purposes set forth in the accompanying Notice of Annual General and Special Meeting of Shareholders. References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof.

It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the “**Board**”) has fixed the close of business on May 22, 2024 as the record date (the “**Record Date**”), being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation’s registrar and transfer agent, Computershare Investor Services Inc. (“**Computershare**”), at their offices at 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, Attention Proxy Department (by hand or mail delivery); Tel: 1-866-732-VOTE (8683); or registered online at [www.investorvote.com](http://www.investorvote.com), prior to 10:00 a.m. (Toronto time) on July 2, 2024, or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting.

In this Circular, unless otherwise indicated, all dollar amounts “\$” are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as at May 22, 2024.

**The Corporation is inviting Shareholders to participate in the Meeting by dialing in to our conference line at: (800) 221-8656 (Canadian toll free); (800) 220-9875 (U.S. toll free); (302) 709-8332 (International toll free), followed by the Participant Code: 41913568#. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders will have an equal opportunity to participate at the Meeting through this method regardless of their geographic location. We highly recommend Shareholders vote their Common Shares prior to the Meeting.**

##### Notice and Access

As noted above, the Corporation is utilizing the Notice-and-Access Provisions that came into effect on February 11, 2013 under NI 54-101 and NI 51-102 for distribution of this Circular to all registered Shareholders and Beneficial Shareholders (as defined below).

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“SEDAR+”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Corporation for the year ended June 30, 2023 (“**Financial Statements**”) and management’s discussion and analysis of the Corporation’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Corporation’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca) and also on the Corporation’s website at [www.avidiangold.com](http://www.avidiangold.com). The Corporation will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. **Shareholders are reminded to review this Circular before voting.**

Although this Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a “notice package” via prepaid mail containing the Notice of Meeting with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the Corporation supplementary mailing list for receipt of the Corporation’s interim financial statements for the 2024 fiscal year.

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders who wish to obtain paper copies of the Circular, Financial Statements and MD&A free of charge or who have questions about notice-and-access can contact the Corporation’s transfer agent, Computershare, toll-free at 1-866-962-0498. A request for paper copies should be made in advance of the Meeting such that the request is received by Computershare by June 24, 2024, in order to allow sufficient time for Shareholders to receive their paper copies and to return their form of proxy to Computershare (in the case of registered Shareholders), or their voting instruction form to their intermediaries (in the case of Beneficial Shareholders, as such term is defined herein) by its due date. Any requests for paper copies received by Computershare after June 24, 2024 will be delivered to Shareholders in accordance with applicable securities law.

### **Voting of Proxies**

The Common Shares represented by the accompanying form of proxy (if same is properly executed and is received at the offices of Computershare at the address provided herein not later than 10:00 a.m. (Toronto time) on July 2, 2024, or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting) will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for.

**In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual General and Special Meeting of Shareholders and with respect to other matters which may properly come before the Meeting.** At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

### **Appointment of Proxies**

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person’s name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Computershare, at the address provided herein, not later than 10:00 a.m. (Toronto time) on July 2, 2024 or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours**

**(excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or, by a duly authorized officer or attorney.

#### **Revocation of Proxies**

A Shareholder who has submitted a form of proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a person who has given a proxy personally attends the Meeting at which that proxy is to be voted, that person may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or his or her attorney or authorized agent and deposited with Computershare Investor Services Inc., 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (by hand or mail delivery) at any time up to and including the last business day preceding the day of the Meeting, or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting, and upon either of those deposits, the proxy will be revoked.

**Only registered shareholders may revoke a proxy in this manner. Non-Registered Shareholders (as defined below) who wish to change their vote must arrange for their Intermediary (as defined below) to revoke the proxy on their behalf.**

#### **Voting by Non-Registered Shareholders**

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**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 company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of the Annual General and Special Meeting of Shareholders, this Circular and the form of proxy (collectively, the "**Meeting Documents**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

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

- (i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered 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 the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which

contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting;** or

- (ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Computershare Investor Services Inc., 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1 (by hand or mail delivery).

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

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive the Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Non-Registered Shareholders fall into two categories: those who object to their identity being made 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 NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Corporation is sending Meeting Materials directly to the NOBOs. The Corporation does not intend to pay for intermediaries to deliver the Meeting Materials to the OBOs. Therefore, in the case of an OBO, the OBO will not receive Meeting Materials unless the OBO's intermediary assumes the cost of delivery. As more particularly outlined under the heading "Notice-and-Access", Meeting Materials will be sent to Beneficial Shareholders using the Notice-and-Access Provisions.

All references to Shareholders in this Circular, instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

### **Registered Shareholders**

Registered holders of Common Shares shown on the Shareholders' list prepared as of the Record Date will be entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

Registered Shareholders may also, rather than returning by mail or hand delivery the form of proxy received from the Corporation, elect to submit a form of proxy by use of telephone or the Internet. Those registered holders electing to vote by telephone require a touch-tone telephone to transmit their voting preferences. Registered holders electing to vote by telephone or via the Internet must follow the instructions included in the form of proxy received from the Corporation.

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

## ABOUT THE CORPORATION

The Corporation is a junior mining corporation with properties in south-central Alaska and Nevada. The Corporation continues the business of Avidian Gold Inc. following the completion of a qualifying transaction between the Corporation and Avidian Gold Inc. on December 4, 2017 (the "**Qualifying Transaction**"). The Corporation's registered and head office is located at 110 Yonge Street, Suite 1601, Toronto, Ontario, M5C 1T4.

## VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value and as at the date hereof, there are 185,411,207 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation's transfer agent, Computershare Investor Services Inc., within the time specified in the attached Notice of Annual General and Special Meeting of Shareholders, to attend and to vote thereat by proxy the Common Shares held by them.

### Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Corporation the only holders of shares carrying more than 10% of the voting rights as at the date hereof are:

Name	Number of Common Share Beneficially Owned, Controlled or Directed (Directly or Indirectly) <sup>(1)</sup>	Percentage of Outstanding Shares <sup>(2)</sup>
Eric Sprott <sup>(3)</sup>	20,000,000	10.79%

Notes:

- (1) The information as to the number and percentage of Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.
- (2) On a non-diluted basis.
- (3) All of Mr. Sprott's Common Shares are held by 2176423 Ontario Ltd., a corporation wholly owned by Mr. Sprott.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### 1. Receipt of Financial Statements

The audited financial statements of the Corporation for the fiscal year ended June 30, 2023 and the report of the auditors thereon, both of which accompany this Circular, will be submitted to the Meeting. Receipt at the Meeting of the auditor's report and the Corporation's audited financial statements for the fiscal year ended June 30, 2023 will not constitute approval or disapproval of any matters referred to therein.

### 2. Election of Directors

At the Meeting, the total of five (5) directors, being Stephen Altmann, James Polson, Dino Titaro, Steve Roebuck and Rick Winters will be proposed for election as directors of the Corporation. Each director elected will hold office until the close of the next annual meeting of Shareholders of the Corporation, or until his successor is duly elected unless prior thereto, he resigns, or his office becomes vacant by reason of death or other cause. In order to be effective, this



resolution requires the approval of not less than 50% of the votes cast by Shareholders represented at the Meeting in person or by proxy.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve.

Pursuant to the advance notice provisions contained in the By-laws of the Corporation (the “**Advance Notice Provisions**”), notice of nomination of persons to the Board require advance notice be given to the Corporation in circumstances where nomination of persons for election to the Board are made by Shareholders. The Advance Notice Provisions set a deadline by which Shareholders must submit nominations (a “**Notice**”) for the election of directors to the Board prior to any annual or special meeting of Shareholders at which directors will be nominated for election. The Advance Notice Provisions also set forth the information that a Shareholder must include in the Notice to the Corporation and establishes the form that the Notice must be in to be submitted by Shareholders Notice for the Notice to be in proper written form. In the case of an annual meeting of Shareholders, a Notice must be provided to the Corporation not less than 30 days and not more than 65 days prior to the date of the annual meeting.

The purpose of the Advance Notice Provisions is to: (i) ensure that all Shareholders receive adequate notice of director nominations and sufficient time and information with respect to all nominees to make appropriate deliberations and register an informed vote; and (ii) facilitate an orderly and efficient process for annual, or where the need arises, special meetings of Shareholders.

The foregoing is intended to be a summary of the Advance Notice Provisions and is qualified in its entirety by the Corporation’s By-laws. Shareholders can access the Corporation’s By-laws by visiting the Corporation’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). As of the date of this Circular, the Company has not received notice of a nomination in compliance with the Advance Notice Provisions.

The following table states the name of each person nominated by management for election as a director, such person’s principal occupation or employment, period of service as a director of the Corporation, and the approximate number of voting securities of the Corporation that such person beneficially owns, or over which such person exercises direction or control:

Name, and Province and Country of Residence	Principal Occupation <sup>(1)</sup>	Director Since	Common Shares Owned or Controlled <sup>(1)</sup>
Stephen Altmann <sup>(3)(4)(5)</sup> <i>Ontario, Canada</i>	Managing Director of Morrison Park Advisors, an investment banking services advisor, since January 2012. Mr. Altmann has previously served on the board of directors for several reporting issuers, including Lydian International, AQM Copper Inc., and ECU Silver Mining; currently the Chairman and a director of High Tide Resources Corp.	April 7, 2021	Nil (0%)

<b>Name, and Province and Country of Residence</b>	<b>Principal Occupation <sup>(1)</sup></b>	<b>Director Since</b>	<b>Common Shares Owned or Controlled<sup>(1)</sup></b>
James Polson <sup>(3)(4)</sup> <i>Hong Kong, People's Republic of China</i>	Formerly, CEO of a Hong Kong based Construction and Mining Services company and co-founder of AIDD Group. Prior to joining Avidian as CEO and director, Mr. Polson served as the CEO of AIDD LLC from April 2006 to June 2013 and as the CEO of Lovett Limited. from April 2014 to January 2018.	January 9, 2018	1,551,402 (0.84%)
Dino Titaro <sup>(5)</sup> <i>Ontario, Canada</i>	Currently a director of Allied Gold Corporation since 2023, of Golconda Gold Ltd. since 2019, and of EV Minerals Corporation since 2022. President and CEO of the Corporation from November 29, 2017 to March 19, 2018 and President of the Corporation from November 29, 2017 to August 6, 2018; managing director and principal owner of mining and geological consulting firm of A.C.A Howe International from 1986 to 2003; director of Yamana Gold from 2005 to 2023; geologist at Getty Mines from 1980 to 1986; president, CEO and director of Carpathian Gold Inc from 2003 to 2014.	November 29, 2017 <sup>(2)</sup>	1,775,207 (0.96%)
Steve Roebuck <i>Ontario, Canada</i>	President and CEO of the Corporation since April 2020, President of the Corporation since January 2020, VP of Corporate Development of the Corporation from June 2019 to January 2020; Interim CEO and director of High Tide Resources Corp. from April 2021 to present. Geological Consultant from March 2019 to June 2019. CEO of Enforcer Gold from August 2016 to March 2018.	February 7, 2022	176,000 (0.09%)
Rick Winters <sup>(3)(4)(5)</sup> <i>Colorado, United States of America</i>	Principal at RAWsources LLC, a mineral industry management consultancy, since July 2019 and a member of the Mining Department faculty at the Colorado School of Mines since October 2020. Prior to this, Mr. Winters served as President of RMB Resources Inc. from January 2009 to June 2019.	April 7, 2021	880,585 (0.47%)

**Notes:**

- (1) Information about principal occupation, business or employment and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Corporation, has been furnished by respective persons set forth above.
- (2) Prior to completion of the Qualifying Transaction, Mr. Titaro served as a director of Avidian Gold Inc., the predecessor of the Corporation and whose business the Corporation carries following the completion of the Qualifying Transaction.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.
- (5) Member of the Nominating and Corporate Governance Committee.

***Stephen Altmann***

Stephen Altmann is currently a Managing Director at Morrison Park Advisors, an investment banking advisory firm in Toronto, Canada where he provides strategic advice and financial analysis to mining companies globally in their evaluation and implementation of strategic transactions. He also provides strategic and financial advice to First Nation communities in their negotiations with mining companies. As an investment banker, he has been at major bank-owned

Canadian investment banks and at a bulge-bracket international investment bank where he financed and advised on mergers, acquisitions, asset sales and purchases, fairness opinions and valuations, and other advisory services to a large selection of domestic and international public companies, primarily in the mining sector.

Mr. Altmann holds a Master of Business Administration and an Honours Bachelor of Science (Geophysics) degree. He has also been a senior executive and board member of publicly traded mining companies.

### ***James Polson***

Mr. James Polson is an MBA graduate of the University of Western Ontario, Richard Ivey School of Business and studied Mechanical and Mechatronic Engineering at both the University of Tasmania and Deakin University in Australia. Prior to his current posting he was CEO of a Hong Kong-based Construction and Mining Services based company. He was also co-founder of AIDD Group which went on to become the leading international mining service group in the North East and Central Asian region offering a broad range of services from basic exploration drilling through to contract mining and HSE training and certification services.

Mr. Polson is also a founding member of MISA (Mineral Industry Safety Association) in Mongolia and is an advocate for sustainable development of both the mining and mining service industry through adopting international standards and safe work practices. He previously held a board position on the Hong Kong Construction Industry Council Training Association Civil Engineering Sub-Committee primarily focused on Trade Certification and was awarded the Emerging Leaders award for Entrepreneurship from the IVEY School of Business in 2011.

### ***Dino Titaro***

A geologist with an MSc degree in economic geology from the University of Western Ontario, Mr. Titaro has over 35 years of experience in the mining and exploration sector and is a qualified person as defined by National Instrument 43-101 and is registered as a P.Geo in Ontario.

He was the founder of Carpathian Gold Inc. and was the president and CEO of Carpathian Gold Inc. from 2003 to early 2014 and served as its director to late 2014. From 1986 to 2003, Mr. Titaro was president and CEO of A.C.A. Howe International, a geological and mining consulting firm that worked on precious, base and industrial mineral projects throughout the world. From 1980 to 1986 Mr. Titaro was with Getty Mines Ltd. in various supervisory positions as a geologist working on base metal and uranium projects, principally in the resource definition stages.

Mr. Titaro currently sits on the board of directors of Allied Gold Corp., a publicly listed TSX mining company, Golconda Gold Ltd. (formerly Galane Gold Ltd.), a publicly listed TSX Venture Exchange mining company, and EV Minerals Corporation, a publicly listed CSE mining company. Mr. Titaro has previously been a director and officer of several publicly traded companies in the mining, industrial and health care technology fields.

### ***Steve Roebuck***

Steve Roebuck received his Bachelor of Science degree from Concordia University in 1994 and is a registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL). Steve has a diverse background with both open pit and underground production experience having worked for Royal Oak Mines and BHP Billiton in the Northwest Territories and exploration experience working for Placer Dome, Aur Resources and Advanced Explorations Inc (iron ore) in Quebec and Nunavut. More recently Steve has taken on executive roles having been President of Scorpio Gold and is currently President and CEO of Avidian and has extensive capital markets experience having raised over \$15M for junior exploration companies.

### ***Rick Winters***

Rick Winters is the Principal of RAWsources LLC, a mineral industry management consultancy and a member of the Mining Department faculty at the Colorado School of Mines. Until 2019 he was President of RMB Resources Inc, representing the North American offices of RMB Resources, the resource merchant banking business of the FirstRand Group of South Africa. In his capacity with RMB, Mr. Winters was involved in dozens of junior company financings from pre-IPO equity to corporate debt with an emphasis on structured finance. Prior he was Vice President Corporate Development for Golden Star Resources, a Canadian gold and diamond exploration company; an equity, sell-side

mining sector analyst for Robertson Stephens, a San Francisco investment bank, and held various positions within the mining industry from miner to senior engineer with such companies as Phelps Dodge, ASARCO, Homestake Mining, and Echo Bay Mines.

Mr. Winters received his undergraduate degrees in business and economics from the University of Montana and his Master's degree and post graduate studies in mineral economics at the Colorado School of Mines. He has sat on the boards of public and private resource companies.

### **Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions**

Except as disclosed below, no proposed director of the Corporation is, as at the date of this Circular is, or within the 10 years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer, of any company (including the Corporation) that:

- (a) while that person was acting in that capacity was subject to:
  - (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or
  - (ii) an order similar to a cease trade order, or
  - (iii) an order that denied the relevant company access to any exemption under securities legislation,that was in effect for a period of more than 30 consecutive days (an “**Order**”); or
- (b) was subject to an Order that was issued after the director or executive officer 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, chief executive officer or chief financial officer.

On April 16, 2014, the Ontario Securities Commission issued a management cease trade order against the Interim Chief Executive Officer and the Chief Financial Officer of Carpathian Gold Inc. (“**Carpathian**”) in connection with Carpathian’s failure to file its audited annual financial statements (and related management’s discussion and analysis and certifications) for the period ended December 31, 2013. The management cease trade order was lifted on June 19, 2014 following the filing by Carpathian of the required continuous disclosure documents. Mr. Titaro was a former director of Carpathian (did not stand for re-election and was no longer a director on August 12, 2014) but was a director of Carpathian during the period of the management cease trade order.

No individual set forth in the above table (or any personal holding company of any such individual), is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual 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.

No individual as set forth in the above table (or any personal holding company of any such individual), has, within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

No individual set forth in the above table (or any personal holding company of any such individual), 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 investor in making an investment decision.

### 3. Appointment of Auditors

McGovern Hurley LLP, Chartered Accountants, (“**McGovern**”) are the independent registered certified auditors of the Corporation since they were first appointed as auditor of the Corporation on December 4, 2017 following the completion of the Qualifying Transaction. Prior to that, McGovern served as auditors of Avidian Gold Inc. since June 2011. At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to re-appoint McGovern to serve as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix their remuneration as such. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

**Unless the Shareholder has specifically instructed that his or her Common Shares are to be withheld from voting in connection with the appointment of McGovern, the persons named in the accompanying proxy intend to vote FOR the re-appointment of McGovern as the auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix their remuneration.**

### 4. Re-approval of Stock Option Plan

The Corporation maintains a share incentive plan (the “**Stock Option Plan**”), which was last approved by Shareholders at the annual meeting of the Corporation on March 2, 2023. The Board has since made amendments (the “**SOP Amendments**”), effective May 16, 2024, to align the Stock Option Plan with the latest policies of the TSX Venture Exchange (the “**TSXV**”).

The SOP Amendments included the following clarifications:

- amending the definition of “Insider” to mirror the definition thereof in Policy 1.1 of the TSXV;
- amending the definition of “Share Compensation Arrangement” to exclude any form of loan to acquire the Corporation’s shares; and
- specifying in various provisions that acts permitted thereby remain subject to the policies of the TSXV and to prior approval of the TSXV, if and as required by such policies.

The policies of the TSXV require all listed companies with a “rolling” stock option plan (such as the Stock Option Plan), under which the maximum number of shares that may be reserved for issuance pursuant to the exercise of stock options is determined as a percentage of an issuer’s issued and outstanding shares, to obtain approval of their stock option plan at their annual meeting of shareholders. Accordingly, the Shareholders will be asked to approve the Stock Option Plan, in its amended form effective May 16, 2024, at the Meeting for the ensuing year.

The Stock Option Plan is designed to ensure compliance with the policies of TSX Venture Exchange. The Stock Option Plan is a rolling stock option plan that sets the number of Common Shares issuable thereunder at a maximum of 10% of the Common Shares issued and outstanding at the time of any grant. As of June 30, 2023, there were 12,190,149 Options outstanding, of which 9,956,816 were fully vested and exercisable.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase Common Shares. For a summary of the material features of the Plan, please see “*Executive Compensation – Stock Option Plan*”. The full text of the Stock Option Plan is appended to this Circular as Schedule “A”

#### *Shareholder Approval of the Stock Option Plan*

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, to pass an ordinary resolution approving the Stock Option Plan. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

**Unless otherwise instructed, the persons named in the enclosed proxy or voting instruction form intend to vote such proxy or instructions FOR the resolution approving the Stock Option Plan. The directors of the Corporation recommend that Shareholders vote in favour of the resolution approving the Stock Option Plan.**

## **5. Disposition of Avidian Gold Alaska Inc. (“Avidian Alaska”)**

### *General*

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, pass with or without amendment an ordinary resolution (the “**Disposition Resolution**”) approving and authorizing the sale of the Corporation’s wholly-owned subsidiary, Avidian Alaska (the “**Disposition**”).

Pursuant to a stock purchase agreement dated May 1, 2024 (the “**SPA**”), the Corporation has agreed to sell its entire interest in Avidian Alaska, a wholly-owned subsidiary of the Corporation which holds a 100% interest in each of the Golden Zone and Amanita NE gold properties and has a contractual option to purchase 100% of the Amanita gold property (the “**Gold Properties**”), to Contango ORE, Inc. (“**Contango**”), an arm’s length, public United States corporation listed on the NYSE-A exchange and trading under the stock symbol “CTGO”, for total initial consideration of US\$2.4 million (the “**Initial Consideration**”), consisting of US\$400,000 in cash and US\$2,000,000 in Contango common shares, plus potential additional consideration of up to US\$1.0 million (the “**Upside Consideration**” and, together with the Initial Consideration, the “**Consideration**”).

Contango paid US\$50,000 to the Corporation as a deposit on April 9, 2024. Upon closing of the Disposition, Contango will immediately pay an additional US\$150,000 to the Corporation. Contango will pay the remaining US\$200,000 of the US\$400,000 cash consideration to the Corporation on or before the six-month anniversary of closing. That portion of the Initial Consideration to be made up of Contango common shares will be issued and delivered to the Corporation upon closing of the Disposition, with each such common share to bear a deemed value equal to the ten-day volume weighted average price of one Contango common share listed on the NYSE-A as at the date of closing.

The Corporation’s receipt of all or any part of the Upside Consideration is conditional on the fulfilment of certain conditions, as follows:

- if Contango makes a positive production decision on either of the Amanita or Golden Zone properties within 120 months of the closing of the Disposition (the “**120-month Period**”), Contango will pay to the Corporation the full Upside Consideration of US\$1.0 million within thirty days of such decision, to be paid in either cash or shares of Contango at Contango’s sole discretion; and
- if at any time prior to such a production decision, and within the 120-month Period, Contango enters into a third-party transaction with respect to either of the Amanita or Golden Zone properties, the Corporation shall receive 20% of the consideration received by Contango pursuant to such third-party transaction, to a maximum of US\$500,000 per property and to be credited against the Upside Consideration due should Contango thereafter make a positive production decision within the 120-month Period.

### *Background*

The Corporation is the sole owner of Avidian Alaska. Avidian Alaska is the beneficial and legal owner of properties known as the Golden Zone and Amanita NE gold properties, and the holder of an exclusive option to purchase 100% of the Amanita gold property. The Gold Properties are located in the State of Alaska.

The Golden Zone property lies within the Upper Chulitna District of the Valdez Creek Mining District, and is a Intrusion-Related Gold System (IRGS) located in the Kuskokwim Mineral Belt on the south side of the Denali Fault in south-central Alaska. The project is entirely on land patented to the State of Alaska, with the core of the project situated on a 2,920-acre (1200 hectare) Uplands Mining Lease that was issued by the State in 1995 (55-year term). The core is surrounded on three sides by newly staked State of Alaska mining claims and to the North and Northwest by the Denali National Park and Preserve.

The Amanita property is located twenty-five kilometers northeast of the Fairbanks city limits and comprises 55 State of Alaska lode claims and an Uplands Mining Lease that was issued by the State in 2020 (20-year term) totaling

14,600 square kilometres in area. Avidian Alaska holds an exclusive option to purchase 100% of the Amanita property for total consideration of US\$3.0 million, with yearly lease payments from 2015 to 2030 credited towards the purchase price and a 3% NSR royalty on the property. Avidian Alaska may also buy back the 3% NSR royalty for an additional US\$3.0 million. The prospect contains no prior producing hard rock mines but has historic placer production from multiple drainages. Amanita is part of the Fairbanks mineral district which has produced more than 20 million ounces of gold from placer and hard-rock sources.

The Amanita NE property is a 418-hectare uplands mining lease located 6.5 km east of Kinross Gold Corporation's Fort Knox Gold Mine and immediately west of Kinross Gold Corporation's Gil deposit in the Fairbanks Mining District. It is primarily a placer type deposit with little to no work completed to evaluate it as a hard rock gold property.

The Corporation has acquired and conducted exploration work on the Gold Properties, including mapping, drilling, assaying and related matters, at various times over the past seven years, as the Company has worked to develop the mineral resources thereof. Due to economic conditions the Corporation has in recent times only been able to carry out limited exploration on the properties in order to keep the claims valid. In addition, the Corporation holds a 100% ownership interest in the Jungo gold-copper project in Nevada, for which the Corporation has a value-creation strategy which management of the Corporation believes to be in the best interests of the Corporation to pursue. Based on the results of exploration on the Gold Properties, the benefits the Corporation has experienced through its stake in other mining issuers such as High Tide Resources Corp., the state of capital markets, the need for resources to pursue development of the Jungo gold-copper project, and other factors, management has determined that the Disposition would be in the best interests of the Corporation. Management of the Corporation believes that the Corporation will be well served by both the cash consideration and the Contango common shares it would receive upon closing the Disposition, as the cash consideration would immediately strengthen the Corporation's balance sheet and the Contango common shares would allow the Corporation to better participate in the continued strength of the gold price.

Dino Titaro, M.Sc., P.Geol, Chairman and director of the Corporation, is the qualified person responsibly for the preparation and approval of the technical information in this Circular.

#### *Terms and Conditions of the Disposition*

The conditions precedent to the closing of the Disposition include the receipt of all required consents and approvals, including the approval of the TSX Venture Exchange (the "**Exchange**") and the approval of the Shareholders. Should the Disposition fail to obtain the requisite Exchange and/or Shareholder approval, the Corporation intends to exercise its right to terminate the SPA. Should this occur, the Corporation will be required to pay to Contango a Termination Fee of US\$175,000.

#### *Reasons for the Disposition*

In the course of the Corporation's evaluation of the Gold Properties, the board of directors consulted with management and considered a number of factors which provided compelling business reasons for the Disposition. These reasons include, among others, the state of capital markets which has greatly increased the difficulty of raising the capital required to further develop the geographically separated Gold Properties and the Jungo property, the ability of the Disposition to immediately improve the Corporation's balance sheet, and the previous success of the Corporation's stake in another mineral issuer, High Tide Resources Corp. As such the Corporation wishes to sell Avidian Alaska and use the proceeds to further the Corporation's remaining asset portfolio while improving its exposure to the current strong gold price. See "*Use of Proceeds*".

#### *Use of Proceeds*

Proceeds from the sale will be used for to pursue the development of the Corporation's Jungo property in the State of Nevada, to seek out other transformational opportunities for the Corporation, and for general corporate purposes.

#### *Recommendation of the Board of Directors*

The board of directors undertook a strategic review of the Corporation's current business, assets and prospects along with the options available to the Corporation with both the cash proceeds and the Contango shares resulting from the

Disposition. Based on its review, the board of directors resolved that the Disposition is in the best interest of the Corporation and authorized the submission of the Disposition Resolution to the Shareholders for approval.

The board of directors unanimously recommends that Shareholders vote in favour of the Disposition Resolution at the Meeting.

#### *Disposition Resolution – Shareholder and Exchange Approval*

The Disposition constitutes a “Reviewable Disposition” as that term is defined in Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* of the TSX Venture Exchange Corporate Finance Manual (“**Policy 5.3**”) and as such, the disposition is subject to the acceptance of the Exchange. The Corporation has applied for the conditional acceptance from the Exchange, and anticipates that Shareholder approval of 50%+1 of votes cast in favour of the Disposition Resolution will be required for final approval of the Disposition by the Exchange. The Corporation anticipates that its remaining properties will satisfy the Exchange’s continued listing requirements.

The acceptance of a transaction by the Exchange, whether conditional acceptance or final acceptance, should not be interpreted to mean that the Exchange has in any way passed upon the merits of the transaction.

The text of the ordinary resolution to be considered by shareholders at the Meeting is set forth below.

“BE IT RESOLVED THAT:

1. The disposition by the Corporation of all issued and outstanding securities of its wholly-owned Alaskan subsidiary Avidian Gold Alaska Inc. for initial consideration of US\$2.4 million, consisting of US\$400,000 in cash and US\$2,000,000 in shares of Contango ORE, Inc. common stock, and additional upside consideration of up to US\$1,000,000, on substantially the basis as described in the management proxy circular of the Corporation dated May 22, 2024, be and is hereby ratified and approved; and
2. Any one director or officer of the Corporation be and is hereby authorized and directed to do all such things and to execute and deliver for and on behalf of the Corporation all such notices, documents, instruments and agreements, as may be considered necessary or desirable to give effect to the foregoing resolution.”

#### **6. Approval of Consolidation (the “Consolidation Resolution”)**

The Board has determined that it would be in the best interests of the Corporation to seek approval of the Shareholders to consolidate all of its issued and outstanding Common Shares. At the Meeting, Shareholders will be asked to consider, and if thought fit, to pass, with or without variation, a special resolution authorizing the Board to consolidate the Common Shares of the Corporation on the basis of a ratio of one (1) post-consolidation Common Share for up to fifteen (15) pre-consolidation Common Shares, with such ratio to be determined by the Board at its sole discretion, with effect on a date to be determined by the Board at its sole discretion (the “**Consolidation**”). So long as the Consolidation does not exceed a ratio of one (1) post-consolidation Common Share for fifteen (15) pre-consolidation Common Shares, the Board may choose any consolidation ratio that it determines is in the best interest of the Corporation.

In order to be adopted, the *Business Corporations Act* (Ontario) requires that the Consolidation be approved by a special resolution of Shareholders. To approve the special resolution, not less than two thirds or 66<sup>2</sup>/<sub>3</sub>% of the votes cast by the Shareholders of the Corporation, whether in person or by proxy, must be voted in favour of the Consolidation. The resolution will empower the Board to revoke the Consolidation Resolution, without further approval of the Shareholders of the Corporation, in the Board’s discretion at any time.

The Board believes that the Consolidation will provide a share structure that will position the Corporation to attract significant capital financing on favourable terms and enhance future growth opportunities.

The Board believes that it is in the best interests of the Corporation to be in a position to reduce the number of outstanding Common Shares by way of the Consolidation. The potential benefits of the Consolidation include:

- (a) attracting greater investor interest – the current share structure of the Corporation makes it more difficult to attract favourable equity financing. The Consolidation may have the effect of raising, on a proportionate



basis, the price of the Corporation's Common Shares, which could appeal to certain investors that find shares valued above certain prices to be more attractive from an investment perspective;

- (b) increasing institutional investor participation – certain institutional investors have internal guidelines which prevent them from investing in small- or micro-cap stocks, regardless of the strength of the operations and management of the target investee company;
- (c) providing greater flexibility in business opportunities – the Corporation believes that the Consolidation will provide the Corporation with greater flexibility in considering business opportunities that are affected by the share capital of the Corporation and pricing of warrants and options; and
- (d) improving the prospects of raising additional capital at a higher price per share – the higher anticipated price of the post-consolidation Common Shares will allow the Corporation to raise additional capital through the sale of additional Common Shares at a higher price per Common Share than would be possible in the absence of the Consolidation.

In the event that the Shareholders pass the Consolidation Resolution to consolidate the Common Shares and the Board determines to consolidate the Common Shares, the presently issued and outstanding 185,411,207 Common Shares will be consolidated into approximately 12,360,747 Common Shares post-consolidation on a one (1) for fifteen (15) basis, approximately 18,541,121 Common Shares post-consolidation on a one (1) for ten (10) basis, or approximately 37,082,241 Common Shares post-consolidation on a one (1) for five (5) basis. The foregoing consolidation ratios are provided solely for the purpose of illustrating some of the potential share consolidation ratios the Corporation may decide to use. The Corporation reserves the right, if the Board resolves to undergo the Consolidation, to choose any consolidation ratio up to a one (1) for fifteen (15) basis.

In the event the Consolidation Resolution is passed by the Shareholders, the Board shall have the right to determine such other consolidation ratio that may be in the best interest of the Corporation, as a result of which fewer than fifteen (15) pre-consolidation Common Shares shall be consolidated into one (1) post-consolidation Common Share of the Corporation.

#### *Principal Effects of the Consolidation*

If the Consolidation is approved, it would be implemented, if at all, only upon a determination by the Board that the Consolidation is in the best interests of the Corporation at the appropriate time and subject to the approval of the TSX Venture Exchange. In connection with any determination to implement a Consolidation, the Corporation's Board will set the timing for such a Consolidation and select the specific ratio from within the range set forth in the Consolidation Resolution below. No further action on the part of the Shareholders would be required in order for the Board to implement the Consolidation. The Consolidation, when implemented, will occur simultaneously for all Common Shares and the consolidation ratio will be the same for all such Common Shares. Except for any variances attributable to fractional shares, the change in the number of issued and outstanding Common Shares that will result from the Consolidation will cause no change in the capital attributable to the Common Shares and will not materially affect any Shareholder's percentage ownership in the Corporation, even though such ownership will be represented by a smaller number of Common Shares.

Furthermore, the Consolidation will not affect any Shareholder's proportionate voting rights. Each Share outstanding after the Consolidation will be entitled to one vote. The principal effects of the Consolidation will be that the number of Common Shares issued and outstanding will be reduced from 185,411,207 Common Shares to approximately 12,360,747 Common Shares post-consolidation (subject to adjustment for fractional shares), assuming the consolidation ratio of fifteen (15) pre-consolidation Common Shares shall be consolidated into one (1) post-consolidation Common Share. If a consolidation ratio of five (5) pre-consolidation Common Shares are to be consolidated to one (1) post-consolidation Common Share, the number of issued and outstanding Common Shares would be reduced to approximately 37,082,241 Common Shares.

Should the Consolidation be approved by Shareholders, accepted by the TSX Venture Exchange and implemented by the Board, Shareholders who hold share certificates will be required to exchange their share certificates representing the pre-consolidation Common Shares for new share certificates representing post-consolidation Common Shares. Each outstanding stock option, warrant, right or other security of the Corporation convertible into pre-consolidation

Common Shares (“**Pre-Consolidation Convertible Securities**”) will, on the effective date of the implementation of the Consolidation, be adjusted pursuant to the terms thereof on the same consolidation ratio as described in the Consolidation Resolution below, and each holder of Pre-Consolidation Convertible Securities will become entitled to receive post-consolidation Common Shares pursuant to such adjusted terms.

When the Board determines to implement the Consolidation, it is expected that Computershare will send a letter of transmittal to each Shareholder as soon as practicable after the implementation of the Consolidation. The letter of transmittal will contain instructions on how Shareholders can surrender their share certificates representing pre-consolidation Common Shares to Computershare. Computershare will forward to each Shareholder who has sent in their share certificates for pre-consolidation Common Shares, along with such other documents as Computershare may require, a new share certificate representing the number of post-consolidation Common Shares to which such Shareholder is entitled. No share certificates will be issued for fractional shares and any fractions of a share will be rounded down to the nearest whole number of Common Shares.

In general, the Consolidation will not be considered to result in a disposition of Common Shares by Shareholders for Canadian federal income tax purposes. The aggregate adjusted cost base to a common shareholder for such purposes of all Common Shares held by the common shareholder will not change as a result of the Consolidation; however, the Shareholder’s adjusted cost base per Common Share will increase proportionately. This summary is of a general nature only and is not, and is not intended to be, legal or tax advice to any common shareholder. It is not exhaustive of all federal income tax considerations. Accordingly, Shareholders should consult their own tax advisors having regard to their own particular circumstances.

#### *Effect on Non-Registered Shareholders*

Non-registered shareholders holding their Common Shares through a bank, broker or other nominee should note that such banks, brokers or other nominees may have different procedures for processing the Consolidation than the procedures that will be used by the Corporation for registered shareholders. If you hold your Common Shares with such a bank, broker or other nominee and if you have questions in this regard, you are encouraged to contact your nominee.

#### *Certain Risks associated with the Consolidation*

The effect of the Consolidation upon the market price of the Common Shares cannot be predicted with any certainty, and the history of similar share consolidations for corporations similar to the Corporation is varied. There can be no assurance that the total market capitalization of the Common Shares immediately following the Consolidation will be equal to or greater than the total market capitalization immediately before the Consolidation. In addition, there can be no assurance that the per-share market price of the Common Shares following the Consolidation will remain higher than the per-share market price immediately before the Consolidation or equal or exceed the direct arithmetical result of the Consolidation. In addition, a decline in the market price of the Common Shares after the Consolidation may result in a greater percentage decline than would occur in the absence of the Consolidation. Furthermore, the Consolidation may lead to an increase in the number of Shareholders who will hold “odd lots”; that is, a number of shares not evenly divisible into board lots (a board lot is either 100, 500 or 1,000 shares, depending on the price of the shares). As a general rule, the cost to Shareholders transferring an odd lot of Common Shares is somewhat higher than the cost of transferring a “board lot”. Nonetheless, despite the risks and the potential increased cost to Shareholders in transferring odd lots of post-Consolidation Common Shares, the Board believes the Consolidation is in the best interest of all Shareholders.

#### *No Dissent Rights*

Under the *Business Corporations Act* (Ontario), Shareholders do not have dissent and appraisal rights with respect to the proposed Consolidation.

#### *Resolution*

In order to pass the Consolidation Resolution, not less than two thirds or  $66\frac{2}{3}\%$  of the votes cast by the Shareholders of the Corporation, whether in person or by proxy, must be voted in favour of the Consolidation Resolution. If the Consolidation Resolution does not receive the requisite Shareholder approval, the Corporation will continue with its

present share capital. **The Corporation requests Shareholders to consider and, if thought advisable, to approve a special resolution substantially in the form set out in Schedule “C”:**

#### *Recommendation*

In considering the recommendations of the management of the Corporation with respect to the Consolidation, Shareholders should be aware that the passing of Consolidation Resolution by two thirds or 66<sup>2</sup>/<sub>3</sub>% of votes cast by Shareholders voting at the Meeting does not commit the Corporation to proceed with completion of the Consolidation and the ultimate decision to complete the Consolidation will be made by the Board in its discretion of what is in the best interest of the Corporation.

**The Board recommends a vote FOR the Consolidation Resolution. Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the Consolidation Resolution.**

## **EXECUTIVE COMPENSATION**

### **Named Executive Officers**

For the purposes of this Circular, a Named Executive Officer (“**NEO**”) of the Corporation means each of the following individuals:

- (a) a chief executive officer (“**CEO**”) of the Corporation;
- (b) a chief financial officer (“**CFO**”) of the Corporation;
- (c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than \$150,000; and
- (d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

During the Corporation’s most recently complete financial year, being the financial year ended June 30, 2023 (the “**Last Financial Year**”), the Corporation’s NEOs were: Steve Roebuck, President and CEO, David Anderson, former Chairman and former Director, Dino Titaro, Chairman and Director and Donna McLean, CFO.

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

#### *Compensation Committee*

The compensation committee of the Board (the “**Compensation Committee**”) is responsible for ensuring that the Corporation has in place an appropriate plan for executive compensation, and for making recommendations to the Board with respect to the compensation of the Corporation’s directors and executive officers. The Compensation Committee ensures that the total compensation paid to the Corporation’s directors and NEOs is fair, reasonable, and consistent with the Corporation’s compensation philosophy. For more information on the Compensation Committee, see “*Statement of Corporate Governance – Compensation*”.

Compensation plays an important role in achieving short- and long-term business objectives that ultimately drive business success. The Corporation’s compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options as a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long-term performance.

The Company’s compensation philosophy is based on the following fundamental principles:

1. *Compensation programs align with Shareholder interests* – the Corporation aligns the goals of directors and executive officers with maximizing long term Shareholder value;
2. *Performance-sensitive* – compensation for directors and executive officers should be linked to the operating and market performance of the Corporation and should fluctuate with 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 employees who are performing according to their objectives, and to attract new individuals of the highest calibre.

The objectives of the compensation program in compensating directors and NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with Shareholders' interests and with the execution of the Company's business strategy;
- to evaluate 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.

The Corporation is an exploratory stage mining corporation and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Compensation Committee to be appropriate in the evaluation of corporate or NEO performance. The compensation of senior officers is also based, in part, on trends in the mineral exploration industry as well as achievement of the Corporation's business plans. The Compensation Committee did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

### **The Stock Option Plan**

Stock options are a key part of the Corporation's long-term incentive compensation program, and assist the Corporation in attracting, retaining and motivating its employees, directors, officers, and other eligible persons whose contributions are important to its future success. The Board believes it would be advisable and in the best interests of the Corporation to reapprove the Stock Option Plan. The Board is focused on building an elite team to carry out its business plan and believes that the Stock Option Plan will enable them to continue to attract and motivate team members and align their interests with those of Shareholders.

The Stock Option Plan is administered by the Board and provides that Options may be issued to directors, officers, employees, management company employee or consultants of the Corporation or a subsidiary of the Corporation. The number of options issuable under the Stock Option Plan ("**Options**"), together with all of the Corporation's previously established or proposed share compensation arrangements, may not exceed 10% of the total number of issued and outstanding Common Shares. Pursuant to the Stock Option Plan, all Options expire on a date not later than 10 years after the date of grant of an option.

The Stock Option Plan is subject to the following restrictions:

- the Corporation must not grant an Option to any consultants in any twelve (12) month period that exceeds 2% of the outstanding Common Shares, less the aggregate number of Common Shares reserved for issuance or issuable under any other Share Compensation Arrangement of the Corporation;
- the aggregate number of Options granted to Investor Relations Service Providers (as defined in the Stock Option Plan) of the Corporation in any twelve (12) month period must not exceed 2% of the outstanding

Common Shares calculated at the date of the grant, less the aggregate number of Common Shares reserved for issuance or issuable under any other Share Compensation Arrangement of the Corporation;

- Options granted to Investor Relations Service Providers of the Corporation shall vest over a period of not less than twelve (12) months with no more than twenty-five percent (25%) of the Options vesting in any three (3) month period;
- the aggregate number of Common Shares reserved for issuance under the Stock Option Plan must not exceed 10% of the issued and outstanding Common Shares (in the event that the Stock Option Plan is amended to reserve for issuance more than 10% of the outstanding Common Shares) unless the Corporation has obtained by a majority of votes casted by the Shareholders eligible to vote at a Shareholders' meeting, excluding votes attaching to Common Shares beneficially owned by insiders and their associates (the "**Disinterested Shareholders**");
- the aggregate number of Common Shares reserved for issuance under the Stock Option Plan to any individual in any twelve (12) month period must not exceed five percent (5%) of the issued and outstanding Common Shares of the Corporation, unless the Corporation has obtained approval by a majority of votes casted by Disinterested Shareholders eligible to vote at a Shareholders' meeting;
- no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted;
- The maximum aggregate number of Common Shares that are issuable pursuant to the Stock Option Plan together with all share compensation arrangements granted or issued to Insiders (as a group) must not exceed 10% and the issued and outstanding Common Shares of the Corporation at any point in time;
- The maximum aggregate number of Common Shares that are issuable pursuant to the Plan together with all share compensation arrangements granted or issued in any twelve (12) month period to Insiders (as a group) must not exceed 10% of the Common Shares, calculated as at the date any share compensation arrangements is granted or issued to any Insider
- There may be no acceleration of the vesting requirements applicable to Options granted to Investor Relations Service Providers unless the prior written approval of the TSXV has been obtained;
- Unless disinterested approval is obtained and except as otherwise may be permitted by the policies of the TSXV, the maximum aggregate number of Common Shares that are issuable pursuant to the Plan together with all Security Compensation Arrangements granted or issued in any 12 month period to any one Eligible Person must not exceed 5% of the Common Shares, calculated as at the date of any Security Based Arrangement is granted or issued to the Eligible Person.

The following description of the material features of the Stock Option Plan is qualified in its entirety by the full text of the Stock Option Plan, a copy of which is attached to this Circular as Schedule "A". For greater certainty, please refer to the defined terms in Schedule "A" to compliment the reading of the following material features:

- Persons who are directors, officers, employees, management company employees, consultants or consultant companies to the Corporation or its Subsidiary Companies are eligible to receive grants of Options under the Stock Option Plan;
- Options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years;
- For Options granted to employees of the Corporation, Consultants or individuals employed by a company or individual providing management services to the Corporation, the Corporation and the Participant are responsible for ensuring and confirming that the Participant is a bona fide employee of the Corporation, Consultant or individual employed by a company or individual providing management services to the Corporation, as the case may be;

- all unvested Options held by a non-executive director of the Corporation shall automatically vest on the date of his or her retirement from the Board, and thereafter each vested Option held by such Participant will cease to be exercisable on the earlier of the original Expiry Date of the Option and one (1) year after the date of his or her retirement from the Board;
- if the Board service, consulting relationship, or employment of a Participant with the Corporation or a Subsidiary Company is terminated for Cause, each vested and unvested option held by the Participant will automatically terminate and become void on Termination Date;
- if a Participant of the Stock Option Plan dies, the legal representation of that Participant may exercise the Participant's vested Options for a period until the earlier of the original Expiry Date of the Option and twelve (12) months after the date of the Participant's death. All unvested options become void on the date of death of such Participant;
- if a Participant ceases to be eligible under the Stock Option Plan other than by reason of retirement, termination for Cause or death, each vested Option held by the Participant will cease to be exercisable on the earlier of the original Expiry Date of the Option and six (6) months after the Termination Date. All unvested Options held by such Participant shall automatically terminate and become void on Termination Date of such Participant;
- notwithstanding the termination and nullity of unvested Options for Participants ceasing to be an Eligible Person, if a Participant is an officer of the Corporation and ceases to be an Eligible Person as a result of such officer's termination without cause or resignation for Good Reason, any unvested Options as of the Termination Date will be accelerated and become immediately fully vested as of such date, subject to limitation for Investor Relations Service Providers;
- the exercise price of each Option shall be set by the Board at the time the Option is granted, but in no event shall it be less than the Market Price;
- if Options are granted within ninety (90) days of a distribution (the "**Distribution Period**") by the Corporation by prospectus, the minimum exercise price per Common Share of those Options will be the greater of the Market Price and the price per Common Share paid by the public investors for Common Shares acquired pursuant to such distribution. The Distribution Period shall begin (i) on the date the final receipt is issued for the final prospectus in respect of such distributions, or (ii) in the case of a prospectus that qualifies special warrants, on the closing date of the private placement in respect of such special warrants.
- the Board, in its discretion, in the event of an actual or potential Change of Control Event, may (i) accelerate, subject to limitation for Investor Relations Service Providers, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Option; (ii) permit the conditional exercise of any Option, on such terms as it sees fit; (iii) otherwise amend or modify the terms of the Option; (iv) permit the exchange for or into any security or any other property or cash, any Option that has not been exercised without regard to any vesting conditions; and (v) terminate, following the successful completion of such Change of Control Event, on such terms as it sees fit, the Options not exercised prior to the successful completion of such Change of Control Event;
- vesting of the Options shall be at the discretion of the Board;
- the Board may from time to time, suspend, terminate or discontinue the Plan at any time, or amend or revise the terms of the Plan or of any Option granted under the Plan and any Certificate relating thereto, provided that no such suspension, termination, amendment or revision will be made (i) except in compliance with applicable law and with prior approval, if required, of the Exchange or any other regulatory body having authority over the Corporation, Plan or the Shareholders, and (ii) in the case of an amendment or revision, if it materially adversely affects the rights of any Participant, without the consent of the Participant;

- If there is a change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, amalgamation, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject where required to the prior approval of the Stock Exchange, appropriate substitution or adjustment in: (a) the number or kind of Common Shares or other securities reserved for issuance pursuant to the Plan, and (b) the number and kind of Common Shares or other securities subject to unexercised Options theretofore granted and in the Exercise Price of such securities; without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Common Share covered by the Option; provided, however, that no substitution or adjustment shall obligate the Corporation to issue or sell fractional shares. If the Corporation is reorganized, amalgamated with another corporation or consolidated, the Board shall make such provisions for the protection of the rights of Participants as the Board in its discretion deems appropriate. For greater certainty, any adjustment, other than in connection with a consolidation or stock split, to Options granted under the Plan, must be subject to the prior acceptance of the TSXV, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or recapitalization;
- any amendment to the exercise price of Options held by Insiders that would have the effect of decreasing the exercise price of the Options; and any extension of the Expiry Date of an Option held by an Insider is subject to disinterested shareholder approval.
- In lieu of the Exercise Price of each Common Share underlying an Option being paid in cash, the Option may be exercised, except Options granted to persons performing Investor Relations Activities, at the discretion of the Option holder and only with the written permission of the Board, by a “**Net Exercise**” whereby the Option holder will receive only the number of Common Shares underlying the Option that is the equal to the quotient obtained by dividing: (A) the product of the number of Options being exercised multiplied by the difference between the VWAP of the underlying Common Shares and the exercise price of the subject Options by (B) the VWAP of the underlying Common Shares. In the event of a Net Exercise, the number of Options exercised, surrendered or converted, and not the number of Common Shares actually issued, must be included in calculating the limits set forth in Sections 1.5, 1.6(i), 1.6(ii) and 1.6(iii) of the Stock Option Plan.

Except as indicated in the table Summary Compensation Tables, below, no share-based awards and option-based awards have been given to any of the directors or officers of Corporation during the fiscal year ended June 30, 2023. During the year ended June 30, 2023, no Options were granted to directors and officers of the Corporation. As of June 30, 2023, there were 12,190,149 Options outstanding, of which 9,956,816 were fully vested and exercisable. No Options were exercised by directors or NEOs of the Corporation during the fiscal year ended June 30, 2023.

No other interests under any option-based, share-based or non-equity incentive plan have vested in relation to any of the Corporations officers or directors during the fiscal year ended June 30, 2023, or at any time from June 30, 2023 to the date of this Circular.

### **Employment, Consulting, and Management Agreements**

During the fiscal year ended June 30, 2023, or at any time from June 30, 2023 to the date of this Circular, the only persons to receive compensation under employment, consulting or management agreements were Steve Roebuck, Dino Titaro and John Schaff. A summary of compensation payable to Steve Roebuck, and Dino Titaro, certain of the current NEOs of the Corporation, is provided hereinbelow under the heading “*Summary Compensation Table – Summary Compensation Table for NEOs.*”

### **Pension Plan Benefits, Termination and Change of Control Benefits**

The Corporation does not maintain any defined benefit, contribution, or pension plans and no officer or director of the Corporation was eligible for any payments or other benefits in connection with retirement under any defined benefit, contribution, or pension plan during the fiscal year ended June 30, 2023, or at any time from June 30, 2023 to the date of this Circular.

The Corporation currently has management services agreements (the “**Agreements**”) with one (1) consultant of the Corporation, being its President and CEO Steve Roebuck, and one (1) employee of the Corporation, being its VP of

Exploration, John Schaff, that contain termination and change of control provisions. The Agreements provide that in the event that their services are terminated by the Corporation, other than for cause, or there is a Change in Control (as defined hereinbelow) of the Corporation, the consultant or employee, as applicable, is entitled to a lump sum payment equal to 30 months of remuneration. Further details of management services agreements that contain termination and change of control provisions are provided under the heading “*Executive Compensation – Termination and Change and Control Benefits*”.

## Summary Compensation Table

### Summary Compensation Table for NEOs

The following table provides information for prior three years regarding compensation earned by each NEO:

Name and principal position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards <sup>(1)</sup> (\$)	Non-equity incentive plan compensation (\$)		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans	Long-term incentive plans			
Dino Titano <sup>(2)(5)</sup> <i>Chairman, Director, Former President &amp; CEO</i>	2023	120,000 <sup>(5)</sup> <sub>(10)</sub>	Nil	Nil	Nil	Nil	Nil	Nil	120,000
	2022	102,500 <sup>(5)</sup> <sub>(10)</sub>	Nil	Nil	Nil	Nil	Nil	Nil	102,500
	2021	90,000 <sup>(5)</sup>	Nil	146,900	Nil	Nil	Nil	Nil	236,900
Steve Roebuck <sup>(5)(6)(8)</sup> <i>President, CEO and Director</i>	2023	19,114	Nil	Nil	Nil	Nil	Nil	Nil	19,114
	2022	85,000	Nil	31,200	Nil	Nil	Nil	Nil	116,200
	2021	60,000	Nil	203,600	Nil	Nil	Nil	Nil	263,600
Donna McLean <sup>(5)(9)</sup> <i>Chief Financial Officer</i>	2023	10,000 <sup>(9)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	10,000
	2022	10,000 <sup>(9)</sup>	Nil	Nil	Nil	Nil	Nil	Nil	10,000
	2021	10,000 <sup>(9)</sup>	Nil	22,600	Nil	Nil	Nil	Nil	32,600
David Anderson <sup>(3)(5)(6)(7)</sup> <i>Former Chairman &amp; Former CEO</i>	2023	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2022	70,000	Nil	Nil	Nil	Nil	Nil	Nil	70,000
	2021	120,000	Nil	192,100	Nil	Nil	Nil	Nil	312,100

Notes:

- (1) The Corporation has calculated the “grant date fair value” amounts in the ‘Option-based Awards’ column using the Black-Scholes-Merton Option Pricing Model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from simple “in-the-money” value calculation. Stock options that are well out-of-the-money can still have a significant “grant date fair value” based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The total compensation shown in the last column is total compensation of each NEO reported in the other columns. The value of the in-the-money options currently held by each director (based on share price less option exercise price) is set forth in the ‘Value of Unexercised in-the-money Options’ column of the “Outstanding Share-Based and Option-Based Awards” table below.
- (2) Dino Titano resigned as CEO of the Corporation on March 20, 2018 and was replaced effective that date by James Polson. Mr. Titano received all his compensation from the Corporation in his capacity as a NEO thereof.
- (3) David Anderson assumed the role of CEO of the Corporation on February 4, 2019 following the resignation of Nick Tintor.
- (4) Donna McLean was appointed as CFO of the Corporation on February 4, 2019.
- (5) Dino Titano, David Anderson and Steve Roebuck have received compensation under respective consulting agreements between each of them and the Corporation. Pursuant to the respective agreements, Dino Titano was compensated at a rate of \$7,500 per month for the period July 1, 2021 – January 31, 2022 and \$10,000 per month for the period from February 1, 2022 – June 30, 2023; David Anderson



was compensated at a rate of \$10,000 per month for the period of July 1, 2021 to January 31, 2022; Steve Roebuck was compensated at a rate of \$15,833 per month for the period of July 1, 2021 to June 30, 2023, however the Company was reimbursed an aggregate of \$275,882 by High Tide Resources Corp., of which the Company is a major shareholder and of which Mr. Roebuck serves as interim CEO and President.

- (6) David Anderson resigned as CEO as of April 7, 2021, and Steve Roebuck was appointed President and CEO on the same date.
- (7) David Anderson's directorship ceased on February 7, 2022 as he did not stand for re-election at the annual general and special meeting of the Corporation pertaining to the financial year ended June 30, 2021.
- (8) Steve Roebuck was elected as a director of the Company on February 7, 2022. Mr. Roebuck received all his compensation from the Corporation in his capacity as a NEO thereof.
- (9) Donna McLean was compensated at a rate of \$2,500 per quarter for the year ended June 30, 2021, June 30, 2022 and June 30, 2023.
- (10) Dino Titaro elected to postpone the compensation he was entitled to for the month of June 2022, being \$10,000, due to general adverse market conditions. Such fees are accruing as a liability which the Corporation intends to settle in due course.

## Compensation Risk

The Compensation Committee is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Corporation believes the programs are balanced and do not motivate unnecessary or excessive risk taking.

Salaries paid currently are fixed in amount and thus do not encourage risk taking. Annual incentive awards, if any, focus on the achievement of short-term and annual goals. Annual incentive awards are based on various personal and company-wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the company level and the distribution of funds to the executive officers is at the discretion of the Board.

Option awards are important to further align employees' interests with those of the Shareholders. The ultimate value of the awards is tied to the Corporation's stock price and since awards are staggered, they help ensure that NEOs have significant value tied to long-term stock price performance.

## Incentive Plan Awards

### *Outstanding Option Awards to NEOs*

The following table provides information of the incentive plan awards for each NEO during the Last Financial Year and outstanding as at June 30, 2023.

Name	Number of Common Shares underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Steve Roebuck <sup>(2)(3)</sup> <i>President &amp; Chief Executive Officer</i>	600,000	0.28	September 3, 2025	Nil
	500,000	0.20	April 7, 2026	Nil
	300,000	0.20	July 19, 2026	Nil
David C. Anderson <sup>(2)(4)</sup> <i>Former Chairman &amp; Former Chief Executive Officer</i>	500,000	0.60	August 15, 2023	Nil
	1,000,000	0.20	August 26, 2024	Nil
	850,000	0.28	September 3, 2025	Nil
Donna McLean <i>Chief Financial Officer</i>	100,000	0.40	February 4, 2024	Nil
	50,000	0.20	August 26, 2024	Nil
	100,000	0.28	September 3, 2025	Nil

Name	Number of Common Shares underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Dino Titaro <i>Chairman &amp; Director</i>	650,000	0.60	August 15, 2023	Nil
	700,000	0.20	August 26, 2024	Nil
	650,000	0.28	September 3, 2025	Nil

**Notes:**

- (1) Aggregate dollar amount of in-the-money unexercised options held as at June 30, 2023. This figure is computed based on the difference between the market value of the Common Shares on the TSXV as at June 30, 2023 and the exercise price of the option. The closing price of the Common Shares on the TSXV on June 30, 2023 was \$0.02.
- (2) David Anderson resigned as CEO as of April 7, 2021, and Steve Roebuck was appointed President and CEO on the same date.
- (3) Steve Roebuck was elected as a director of the Company on February 7, 2022.
- (4) David Anderson's directorship ceased on February 7, 2022 as he did not stand for re-election at the annual general and special meeting of the Corporation pertaining to the financial year ended June 30, 2021.
- (5) Dino Titaro was appointed Chairman of the Corporation on February 7, 2022.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table provides information regarding the value vested or earned on incentive plan awards for each NEO during the year ended June 30, 2023:

Name and Principal Position	Option-based awards - Value vested during the year <sup>(1)</sup> (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Steve Roebuck <sup>(2)</sup> <i>President &amp; Chief Executive Officer</i>	Nil	Nil	Nil
David C. Anderson <sup>(2)</sup> <i>Chairman &amp; Former Chief Executive Officer</i>	Nil	Nil	Nil
Donna McLean <i>Chief Financial Officer</i>	Nil	Nil	Nil
Dino Titaro <i>Chairman &amp; Director</i>	Nil	Nil	Nil

**Notes:**

- (1) Calculated based on the closing price of the Common Shares on the TSX-V at the vesting date less the exercise price of the vested options multiplied by the number of vested options.
- (2) David Anderson resigned as CEO as of April 7, 2021, and Steve Roebuck was appointed President and CEO on the same date.
- (3) Steve Roebuck was elected as a director of the Company on February 7, 2022.
- (4) David Anderson's directorship ceased on February 7, 2022 as he did not stand for re-election at the annual general and special meeting of the Corporation pertaining to the financial year ended June 30, 2021.
- (5) Dino Titaro was appointed Chairman of the Corporation on February 7, 2022.

**Pension Plan Benefits**

As at the date of this Circular, the Corporation does not have any pension plans.

**Termination and Change of Control Benefits**

Other than described under the heading “*Executive Compensation - Pension Plan Benefits, Termination and Change of Control Benefits*” hereinabove, there are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Corporation in the event of the resignation, retirement or other termination of the NEO's employment with the Corporation, change of control of the Corporation or a change in the NEO's responsibilities following a change in control.

Steve Roebuck is the only NEO during the Last Financial Year with a management service agreement that contains termination and change of control benefits. Pursuant to the consulting agreement between the Corporation and Steve Roebuck dated July 1, 2021 (the “**Roebuck Consulting Agreement**”), in the event that the Corporation terminates

the Roebuck Consulting Agreement without an event of default, the Company must pay Mr. Roebuck a termination payment (the “**Roebuck Termination Payment**”) equal to the sum of (i) thirty (30) months of consulting fees, (ii) any unpaid bonus, (iii) an amount equal to the average bonus paid to Mr. Roebuck over the previous thirty (30) months, and (iv) out-of-pocket expenses incurred prior to the date of termination.

Upon a Change of Control of the Company, Mr. Roebuck shall have the right, for a period of thirty (30) days following such Change of Control, to elect to terminate the Roebuck Consulting Agreement and the Corporation shall pay to Mr. Roebuck the Roebuck Termination Payment.

A “**Change of Control**” is defined in the Roebuck Consulting Agreement as (i) any person holding shares or securities of the Corporation in excess of which, directly or following conversion thereof, would entitle the holders thereof to cast 25% of more of the votes attaching to all voting securities of the Corporation, (ii) a consolidation, merger or amalgamation with any other person (other than a subsidiary of the Corporation), (iii) the sale or lease by the Corporation of its assets or property in an amount in excess of 50% of the consolidated assets of the Corporation and its subsidiaries in the most recently completed financial year, or which the during the most recently completed financial year of the Corporation, generated, or expected to generate, more than 50% of the consolidated operating income or cash flow of the Corporation and its subsidiaries to any other person or persons (other than the Corporation or its subsidiaries), and (iv) there occurs a change in the composition of the Board which occurs at a single meeting whereby such individuals who were members of the Board immediately prior to such meeting cease to constitute a majority of the Board without the Board, as constituted immediately prior to such meeting, approving of such change.

### **Director Compensation**

The Board has not adopted a compensation program for its directors with respect to general director duties, except for the payment of \$6,250 per quarter to each of the independent directors, which as of the date hereof are Stephen Altmann, James Polson and Rick Winters. The directors may determine from time to time that an amendment to this remuneration is appropriate. Any remuneration the directors decide to entitle themselves to must be done the directors acting in the best interests of the Corporation. Remuneration as a director may be in addition to any compensation earned by directors as officers, employees, or consultants of the Corporation. Moreover, if any director provides any professional or other services for the Corporation that in the opinion of the directors are outside the ordinary duties of a director, that director may be entitled to remuneration fixed by ordinary resolution, and that remuneration may be either in addition to, or in substitution for, any other remuneration that the director may be entitled to receive.

Directors are reimbursed for all reasonable out-of-pocket expenses incurred in attending Board, committee or Shareholder meetings and otherwise incurred in carrying out their duties as directors of the Corporation.

Directors are eligible to receive option grants pursuant to the Stock Option Plan, the number and exercise price of which is at the discretion of the Board.

#### *Director Compensation Table*

The following table provides information regarding compensation paid to the Corporation’s directors, other than the NEOs, during the Last Financial Year:

<b>Name<sup>(1)</sup></b>	<b>Fees earned (C\$)</b>	<b>Share-based awards (C\$)</b>	<b>Option-based awards (C\$)<sup>(2)</sup></b>	<b>Non-equity incentive plan compensation (C\$)</b>	<b>Pension value (C\$)</b>	<b>All other compensation (C\$)</b>	<b>Total (C\$)</b>
Stephen Altmann	25,000	Nil	Nil	Nil	Nil	Nil	25,000
Rick Winters	25,000	Nil	Nil	Nil	Nil	Nil	25,000
James Polson	25,000	Nil	Nil	Nil	Nil	Nil	25,000

#### Notes

- (1) Any compensation received by David Anderson, Dino Titaro and Steve Roebuck in their capacity as a director of the Corporation (or former director in the case of David Anderson) is reflected in the Summary Compensation Table for the Named Executive Officers in this Information Circular.
- (2) The Corporation has calculated the “grant date fair value” amounts in the ‘Option-based Awards’ column using the Black-Scholes-Merton Option Pricing Model, a mathematical valuation model that ascribes a value to a stock option based on a number of factors in

valuing the option-based awards, including the exercise price of the options, the price of the underlying security on the date the option was granted, and assumptions with respect to the volatility of the price of the underlying security and the risk-free rate of return. Calculating the value of stock options using this methodology is very different from simple “in-the-money” value calculation. Stock options that are well out-of-the-money can still have a significant “grant date fair value” based on a Black-Scholes valuation. Accordingly, caution must be exercised in comparing grant date fair value amounts with cash compensation or an in-the-money option value calculation. The value of the in-the-money options currently held by each director (based on share price less option exercise price) is set forth in the ‘Value of Unexercised in-the-money Options’ column of the “Outstanding Option Awards to Directors” table below.

### *Outstanding Option Awards to Directors*

The following table provides information of the incentive plan awards for each director outstanding as at June 30, 2023.

<b>Name<sup>(1)</sup></b>	<b>Number of Common Shares underlying unexercised options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date</b>	<b>Value of unexercised in-the-money options (\$)<sup>(2)</sup></b>
James Polson	400,000	\$0.60	August 15, 2023	Nil
Stephen Altmann	250,000	\$0.20	August 26, 2024	Nil
	100,000	\$0.28	September 3, 2025	Nil
Rick Winters	250,000	\$0.20	April 7, 2026	Nil

**Notes:**

- (1) David Anderson was formerly the Corporation’s Chairman and is the former CEO, Dino Titaro currently serves as the Corporation’s Chairman and Steve Roebuck currently serves as the Corporation’s CEO and is a Director of the Corporation; Any incentive plan awards received by the foregoing persons their capacity as a director is reflected under the *Outstanding Option Awards to NEOs* chart hereinabove.
- (2) Aggregate dollar amount of in-the-money unexercised options held as at June 30, 2023. This figure is computed based on the difference between the market value of the Common Shares on the TSXV as at June 30, 2023 and the exercise price of the option. The closing price of the Common Shares on the TSXV on June 30, 2023 was \$0.02.

### *Incentive Plan Awards – Value Vested or Earned During the Year*

Options granted to the directors of the Corporation vest at the time of grant. Because the exercise price of options at the time of grant is set at or above the market price of the Common Shares on the grant date, the value of these incentive stock option grants at the time of vesting is \$nil.

The following table provides information regarding the value vested or earned on incentive plan awards for each director during the year ended June 30, 2023:

<b>Name<sup>(1)</sup></b>	<b>Option-based awards - Value vested during the year<sup>(2)</sup> (\$)</b>	<b>Share-based awards - Value vested during the year (\$)</b>	<b>Non-equity incentive plan compensation - Value earned during the year (\$)</b>
James Polson	Nil	Nil	Nil
Stephen Altmann	Nil	Nil	Nil
Rick Winters	Nil	Nil	Nil

**Notes:**

- (1) David Anderson was formerly the Corporation’s Chairman and is the former CEO, Dino Titaro currently serves as the Corporation’s Chairman and Steve Roebuck currently serves as the Corporation’s CEO and is a Director of the Corporation; Any incentive plan awards received by the foregoing persons their capacity as a director is reflected under the *Outstanding Option Awards to NEOs* chart hereinabove.
- (2) Calculated based on the closing price of the Common Shares on the TSX-V at the vesting date less the exercise price of the vested options multiplied by the number of vested options.

## Equity Compensation Plan Information

### *Stock Option Plan*

The Stock Option Plan is the Corporation's only securities-based compensation plan. It first adopted by the Board on November 15, 2018 and is to be approved by the Shareholders at the Meeting. See "The Stock Option Plan" hereinabove for a description of the material terms of the same.

### *Securities Authorized for Issuance Under Equity Compensation Plans*

The following table sets forth information in respect of the Corporation's equity compensation plans under which equity securities of the Corporation are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Shareholders and all equity plans not approved by Shareholders as at June 30, 2023:

<b>Plan Category</b>	<b>Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)</b>	<b>Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (\$)</b>	<b>Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)</b>
<b>Equity compensation plans approved by securityholders<sup>(1)</sup></b>	12,190,149	\$0.31	6,350,971 <sup>(2)</sup>
<b>Equity compensation plans not approved by securityholders</b>	N/A	N/A	N/A
<b>Total</b>	12,190,149	\$0.31	6,350,971 <sup>(2)</sup>

**Notes:**

- (1) The Corporation's only equity compensation plan is the Option Plan, a "rolling" stock option plan. The number of Common Shares that may be reserved for issuance pursuant to the Option Plan is limited to 10% of the issued and outstanding Common Shares on the date of any grant of options thereunder.
- (2) Based on a total of 185,411,207 Common Shares issued and outstanding as of June 30, 2023.

## INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of the current or proposed directors or officers of the Corporation, nor any affiliate or associate of the current or proposed directors or officers of the Corporation, is or was indebted to the Corporation (or to another entity which is the subject of a guarantee support agreement, letter of credit, or other similar arrangement or undertaking provided by the Corporation) entered into in connection with a purchase of securities or otherwise per item 10.1 of National Instrument 51-102F5 – *Information Circular*, at any time since its incorporation.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer, proposed director, any person or company beneficially owning, controlling or directing, directly or indirectly, voting securities of the Corporation carrying more than ten percent (10%) of the voting rights attached to all outstanding voting securities of the Corporation, any directors or executive officers of any such company, or any associate or affiliate of the foregoing persons, have had a material interest, direct or indirect, in any transaction in which the Corporation has participated since the commencement of the most recently completed financial year end, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries, except as disclosed in this Circular.

## STATEMENT OF CORPORATE GOVERNANCE

### **Board of Directors**

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators (“**NI 58-101**”) defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is a relationship which, in the view of the Board, could be reasonably expected to interfere with the exercise of a member’s independent judgment.

The Board currently consists of five (5) directors being Steve Roebuck, Stephen Altmann, James Polson, Dino Titaro, and Rick Winters. Stephen Altmann, James Polson, and Rick Winters are considered independent directors of the Corporation. During the Last Financial Year, Steve Roebuck as President and CEO, and Dino Titaro as Chairman were considered “executive officers” within the meaning of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators (“**NI 52-110**”), which provides the definition of “independence” for NI 58-110. A director is “independent”, under s.1.4(1) of NI 52-110, if an individual does not have a direct or indirect material relationship with the issuer. Under s.1.4(3) of NI 52-110, individuals are considered to have a “material relationship” if, within the last three years, an individual was an employee or executive officer of the issuer. Section 1.1 of NI 52-110 defines “executive officer” as an individual who is (a) a chair of the entity; (b) a vice-chair of the entity; (c) the president of the entity; (d) a vice-president of the entity in charge of a principal business unit, division or function including sales, finance or production; (e) an officer of the entity who performs a policy-making function in respect of the entity; or (f) any other individual who performs a policy-making function in respect of the entity. Mr. Titaro and Mr. Roebuck are classified as executive officers of the Corporation under s.1.1 of NI 52-110 and based on their roles within the Corporation, they do not meet the test for independence as outlined above. Independent directors of the Corporation meet without the presence of non-independent directors from time to time as circumstances require.

### Other Public Company Directorships

Certain of the directors and proposed directors of the Corporation are also current directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

<b>Name of Director</b>	<b>Other reporting issuer (or equivalent in a foreign jurisdiction)</b>	<b>Trading Market</b>
Dino Titaro	Allied Gold Corporation	TSX
	Golconda Gold Ltd. (formerly Galane Gold Ltd.)	TSXV
	EV Minerals Corporation	CSE
Stephen Altmann	High Tide Resources Corp.	CSE
	Mundoro Capital Inc.	TSXV
Steve Roebuck	High Tide Resources Corp.	CSE

### Orientation and Continuing Education of Board Members

The Board, together with the Nominating and Corporate Governance Committee (the “**Nominating Committee**”) is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- the role of the Board;
- the nature and operation of the business of the Corporation; and
- the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board, together with the Nominating Committee is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current.

## **Ethical Business Conduct**

Ethical business behaviour is of great importance to the Board and the management of the Corporation.

As some of the directors of the Corporation also serve as directors and officers of other companies engaged in similar activities, the Board must comply with the conflict of interest provisions of the *Business Corporations Act* (Ontario), as well as the relevant securities regulatory instruments, in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or officer has a material interest.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evoke such a conflict.

The Corporation believes that it has adopted corporate governance practices which encourage ethical behaviour by the Corporation's directors, officers and employees and which enable it to respond swiftly to any unethical behaviour.

## **Nomination of Directors**

The Nominating Committee is composed of Dino Titaro, Rick Winters and Stephen Altmann. The Nominating Committee is responsible for the appointment and assessment of directors. The Nominating Committee seeks to achieve a balance of knowledge, experience and capability among the members of the Board. When considering candidates for director, the Nominating Committee takes into account a number of factors, including the following (although candidates need not possess all of the following characteristics and not all factors are weighted equally):

- personal qualities and characteristics, accomplishments, and reputation in the business community;
- current knowledge and contacts in the countries and/or communities in which the Corporation does business and in the Corporation's industry sectors or other industries relevant to its business; and
- ability and willingness to commit adequate time to the Board and committee matters, and to be responsive to the needs of the Corporation.

The Board will periodically assess the appropriate number of directors and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated or otherwise arise, or the size of the Board is expanded, the Nominating Committee will consider various potential candidates for director. Candidates may come to the attention of the Nominating Committee through current directors or management, Shareholders or other persons. These candidates will be evaluated at a meeting of the Nominating Committee and may be considered at any point during the year.

## **Compensation**

The Compensation Committee is composed of Stephen Altmann, Rick Winters and James Polson. All members of the Compensation Committee are considered independent (as defined in NI 52-110). All members of the Compensation Committee have direct experience with respect to executive compensation issues by virtue of their positions as officers and/or directors of various other businesses and publicly-traded companies, and as such they possess skills and experience that enable the Compensation Committee to make decisions on the suitability of the Company's compensation policies and practices.

The Compensation Committee assists the Board in its oversight role with respect to (i) the Corporation's human resource strategy, policies and programs, and (ii) all matters relating to the proper utilization of human resources within the Corporation, with a special focus on management succession, development and compensation.

The Compensation Committee:

- reviews and makes recommendations to the Board at least annually regarding the Corporation's remuneration and compensation policies, including short and long-term incentive compensation

plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans (including the Stock Option Plan), and grants and benefit plans;

- has sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;
- reviews and approves at least annually all compensation arrangements with the senior executives of the Corporation;
- reviews and approves at least annually all compensation arrangements with the directors of the Corporation; and
- reviews the executive compensation sections disclosed in the annual management proxy circular distributed to Shareholders in respect of the Corporation's annual meetings of Shareholders.

Please see *Executive Compensation – Oversight and Description of Director and Named Executive Officer Compensation* for a further discussion on how the Corporation determines matters related to compensation of its officers and employees.

### **Board Committees**

Other than the Audit Committee, the Compensation Committee and the Nominating Committee, there are no other Board committees.

### **Assessments**

The Board, its Audit Committee and its individual directors are assessed regularly, at least on an annual basis, as to their effectiveness and contribution. In addition, the Chairman of the Board encourages discussion amongst the directors or the committee members, as the case may be, as to their evaluation of their own effectiveness over the course of the year. All directors and/or committee members are free to make suggestions for improvement of the practice of the Board and/or its committees at any time and are encouraged to do so.

## **AUDIT COMMITTEE**

The Audit Committee is responsible for monitoring the Corporation's accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures, the quality and integrity of financial statements and for directing the auditors' examination of specific areas. James Polson, Stephen Altmann and Rick Winters serve on the Audit Committee of the Corporation with Mr. Polson serving as its Chair. Pursuant to section 6.1 of NI 52-110, the Corporation as a venture issuer is exempt from the requirement that each audit committee member be independent and has met the requirement that a majority of members are not executive officers, employees or control persons of the Corporation or an affiliate of the Corporation. In accordance with the requirements of Policy 3.1 of the TSX Venture Exchange ("**Policy 3.1**"), none of Mr. Polson, Mr. Altmann nor Mr. Winters are Officers, employees or Controls Persons of the Corporation or of the Corporation's Associates or Affiliates, as such terms are defined in the policies of the TSX Venture Exchange, and therefore the composition of the Audit Committee meets the requirements of Policy 3.1.

Each member of the Audit Committee is considered to be "financially literate" within the meaning of NI 52-110, which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the Corporation's financial statements. The full text of the charter of the Audit Committee (the "**Audit Committee Charter**") is attached as Schedule "B" to this Circular.

### **Relevant Education and Experience**

#### James Polson

James Polson holds an MBA from the University of Western Ontario and is a graduate of Richard Ivey School of Business. Mr. Polson served as the CEO of a major Construction and Mining Services based company as well as of a



leading international mining service group in the North East and Central Asian region. Mr. Polson is well versed in preparing and analysing financial statements of junior and mid-size resource and construction companies and has expertise in running complex businesses, whose operation is predicated on excellent understanding and reaction to complex financial and economic factors.

#### Stephen Altmann

Stephen Altmann is currently Managing Director at Morrison Park Advisors, an investment banking advisory firm in Toronto, Canada where he provides strategic advice and financial analysis to mining companies globally in their evaluation and implementation of strategic transactions. He also provides strategic and financial advice to First Nation communities in their negotiations with mining companies. As an investment banker, he has been at major bank-owned Canadian investment banks and at a bulge-bracket international investment bank where he financed and advised on mergers, acquisitions, asset sales and purchases, fairness opinions and valuations, and other advisory services to a large selection of domestic and international public companies, primarily in the mining sector.

Mr. Altmann holds a Master of Business Administration and an Honours Bachelor of Science (Geophysics) degree. He has also been a senior executive and board member of publicly traded mining companies.

#### Rick Winters

Rick Winters was President of RMB Resources Inc, representing the North American offices of RMB Resources, the resource merchant banking business of the FirstRand Group of South Africa. In his capacity with RMB, Mr. Winters was involved in dozens of junior company financings from pre-IPO equity to corporate debt with an emphasis on structured finance. Prior he was Vice President Corporate Development for Golden Star Resources, a Canadian gold and diamond exploration company; an equity, sell-side mining sector analyst for Robertson Stephens, a San Francisco investment bank.

Mr. Winters received his undergraduate degrees in business and economics from the University of Montana and his Master's degree and post graduate studies in mineral economics at the Colorado School of Mines. He has sat on the boards of public and private resource companies.

#### **Audit Committee Oversight**

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

#### **Pre-Approval Policies and Procedures**

The Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services. Generally, management is responsible for ensuring that any required non-audit services are performed in a timely manner, subject to review by the Board of the Audit Committee

#### **External Auditor Services Fees**

The following table discloses the fees billed to the Corporation by its external auditor during the last two completed financial years:

<b>Financial Year Ending</b>	<b>Audit Fees<sup>(1)</sup></b>	<b>Audit Related Fees<sup>(2)</sup></b>	<b>Tax Fees<sup>(3)</sup></b>	<b>All Other Fees<sup>(4)</sup></b>
June 30, 2023	\$28,000	Nil	Nil	Nil
June 30, 2022	\$40,000	Nil	Nil	Nil

Notes:

- (1) Aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.
- (2) The aggregate fees billed 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 disclosed in the "Audit Fees" column.
- (3) Aggregate fees billed for tax compliance, tax advice and tax planning professional services.
- (4) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

## **Exemption**

Since the Corporation is a “Venture Issuer” pursuant to NI 52-110 by virtue of its securities being listed only on the TSX Venture Exchange and on no other stock exchanges enumerated in the NI 52-110, it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation may be found under the Corporation’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information about the Corporation may be found in the Corporation’s consolidated financial statements and management’s discussion and analysis (“**MD&A**”) for its most recently completed financial year. Securityholders may contact the Corporation directly to request complimentary copies of the Corporation’s financial statements and MD&A by telephone at 1 (647) 259-1998 or can access copies of such documents free of charge on SEDAR+.

## **APPROVAL**

The contents of this Circular and the sending thereof to the Shareholders have been approved by the Board.

DATED this 22nd day of May, 2024.

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

*(Signed) “Dino Titaro”*

Dino Titaro  
Chairman & Director

**SCHEDULE "A"**  
**STOCK OPTION PLAN**

*[Please see attached]*

**AVIDIAN GOLD CORP.**  
**INCENTIVE STOCK OPTION PLAN**

**Section 1      General Provisions**

**1.1      Interpretation**

For the purposes of this Plan, the following terms shall have the following meanings:

- (a)      **“Applicable Withholdings and Deductions”** has the meaning given to that term in Section 1.10;
- (b)      **“Associate”** has the meaning ascribed to that term such term in Policy 1.1 of the TSXV and any amendment thereto or replacement thereof;
- (c)      **“Associated Companies”, “Affiliated Companies”, “Controlled Companies” and “Subsidiary Companies”** have the meanings ascribed to those terms under Section 1(1) of the *Securities Act* (Ontario);
- (d)      **“Board”** has the meaning given to that term in Section 1.3(c);
- (e)      **“Business Day”** means any day other than a Saturday, Sunday or a statutory or civic holiday in Ontario;
- (f)      **“Cause”** means (i) if the Participant has a written employment agreement with the Corporation or a Subsidiary Company of the Corporation in which “cause” is defined, “cause” as defined therein; or otherwise (ii) (A) the inability of the Participant to perform his or her duties due to a legal impediment such as an injunction, restraining order or other type of judicial judgment, decree or order entered against the Participant; (B) the failure of the Participant to follow the Corporation’s reasonable instructions with respect to the performance of his or her duties; (C) any material breach by the Participant of his or her obligations under any code of ethics, any other code of business conduct or any lawful policies or procedures of the Corporation; (D) excessive absenteeism, flagrant neglect of duties, serious misconduct, or conviction of crime or fraud; and (E) any other act or omission of the Participant which would in law permit an employer to, without notice or payment in lieu of notice, terminate the employment of an employee;
- (g)      **“Certificate”** has the meaning given to that term in Section 1.3(d);
- (h)      **“Change of Control Event”** means:
  - (i)      The sale by the Corporation of all or substantially all of its assets;
  - (ii)     The acceptance by the Shareholders, representing in the aggregate fifty percent (50%) or more of all of the issued Common Shares, of any offer, whether by way of a takeover bid or otherwise, for all or any of the outstanding Common Shares; provided that no change of control event shall

be deemed to have occurred if upon completion of any such transaction individuals who were members of the Board immediately prior to the effective date of such transaction constitute a majority of the board of directors of the resulting corporation following such effective date;

- (iii) The acquisition, by whatever means, by a person (or two or more persons who, in such acquisition, have acted jointly or in concert or intend to exercise jointly or in concert any voting rights attaching to the Common Shares acquired), directly or indirectly, of beneficial ownership of such number of Common Shares or rights to Common Shares, which together with such person's then-owned Common Shares and rights to Common Shares, if any, represent (assuming the full exercise of such rights) fifty percent (50%) or more of the combined voting rights attached to the then-outstanding Common Shares;
  - (iv) The entering into of any agreement by the Corporation to merge, consolidate, restructure, amalgamate, initiate an arrangement or be absorbed by, into or with another corporation; provided that no change of control event shall be deemed to have occurred if upon completion of any such transaction individuals who were members of the Board immediately prior to the effective date of such transaction constitute a majority of the board of directors of the resulting corporation following such effective date;
  - (v) The passing of a resolution by the Board or Shareholders to substantially liquidate the assets of the Corporation or wind up the Corporation's business or significantly rearrange its affairs in one or more transactions or series of transactions or the commencement of proceedings for such a liquidation, winding-up or re-arrangement (except where such re-arrangement is part of a bona fide reorganization of the Corporation in circumstances where the business of the Corporation is continued and the shareholdings remain substantially the same following the re-arrangement); or
  - (vi) The circumstance in which individuals who were members of the Board immediately prior to a meeting of the Shareholders involving a contest for the election of directors no longer constitute a majority of the Board following such election;
- (i) "**Code**" has the meaning given to that term in Section 3.1;
  - (j) "**Common Shares**" means the common shares in the capital of the Corporation;
  - (k) "**Corporation**" means Avidian Gold Corp.;
  - (l) "**Consultant**" has the meaning given to such term in Policy 4.4;
  - (m) "**Consultant Company**" has the meaning given to such term in Policy 4.4;

- (n) **“Disinterested Shareholder Approval”** means the approval of a majority of shareholders of the Corporation voting at a duly called and held meeting of such shareholders, excluding votes of Insiders to whom options may be granted under the Plan;
- (o) **“Eligible Person”** means:
  - (i) any director, officer, employee or Consultant of the Corporation or any of its Subsidiary Companies; and
  - (ii) any Personal Holding Company;
- (p) **“Eligible U.S. Participants”** has the meaning given to that term in Section 3.1;
- (q) **“Exercise Price”** has the meaning given to that term in Section 2.2;
- (r) **“Expiry Date”** has the meaning given to that term in Section 2.3(b);
- (s) **“Good Reason”** means, in respect of an officer of the Corporation who has been granted Options under this Plan, solely one of the following events, without such officer’s written consent:
  - (i) a material diminution in such officer’s position, duties or authorities;
  - (ii) the assignment of any duties that are materially inconsistent with the officer’s role as a senior executive; or
  - (iii) a material reduction in the officer’s compensation, other than an across the board reduction of not more than 5% that is generally applicable to all executives.
- (t) **“Insider”** has the meaning ascribed to such term in Policy 1.1 of the TSXV and any amendment thereto or replacement thereof;
- (u) **“Investor Relations Service Provider”** has the meaning given to such term in Policy 4.4 of the TSXV and any amendment thereto or replacement thereof;
- (v) **“Market Price”** means:
  - (i) If the Common Shares are not listed on a Stock Exchange, such price as is determined by the Board to constitute their fair market value, using such reasonable valuation mechanism as it selects; and
  - (ii) If the Common Shares are listed on a Stock Exchange, the closing price of the Common Shares as reported on the TSXV on the last Business Day preceding the date on which the Option is granted by the Corporation (or, if such Common Shares are not then listed and posted for trading on the TSXV, on such stock exchange in Canada on which the Common Shares are listed and

posted for trading as may be selected for such purpose by the Board); provided, however, that the Exercise Price of an Option shall not be less than the minimum Exercise Price required by the applicable rules of the TSXV. In the event that the Common Shares did not trade on such Business Day, the Market Price shall be the average of the bid and ask prices in respect of the Common Shares at the close of trading on such date. In the event that the Common Shares are not listed and posted for trading on any stock exchange, the Market Price shall be the fair market value of the Common Shares as determined by the Board in its sole discretion;

- (w) “**Net Exercise**” has the meaning given to that term in Section 2.3(i);
- (x) “**Option**” means an option to purchase Common Shares granted to an Eligible Person pursuant to the terms of the Plan;
- (y) “**Option Period**” has the meaning given to that term in Section 2.3(a);
- (z) “**Participant**” means an Eligible Person to whom Options have been granted;
- (aa) “**Personal Holding Company**” means a personal holding corporation that is either wholly owned, or controlled by, the Participant, and the shares of which are held directly or indirectly by any of the Participant or the Participant’s spouse, minor children and/or minor grandchildren;
- (bb) “**Plan**” means this Incentive Stock Option Plan of the Corporation;
- (cc) “**Policy 4.4**” means Policy 4.4 of the TSXV and any amendment thereto or replacement thereof;
- (dd) “**Share Compensation Arrangement**” means any stock option, stock option plan, employee stock purchase plan or any other compensation or incentive mechanism of the Corporation involving the issuance or potential issuance of Common Shares, each such plan being subject to Stock Exchange approval and Policy 4.4;
- (ee) “**Shareholders**” means holders of Common Shares;
- (ff) “**Stock Exchange**” means the TSXV, and any other stock exchange on which the Common Shares are listed or traded;
- (gg) “**Termination Date**” means the date on which a Participant ceases to be an Eligible Person; and
- (hh) “**TSXV**” means the TSX Venture Exchange.
- (ii) “**VWAP**” means the volume weighted average trading price of the Common Shares on the TSXV calculated by dividing the total value by the total volume of such securities traded for the five trading days immediately preceding the exercise of the subject Option.

Words importing the singular number only shall include the plural and vice versa and words importing the masculine shall include the feminine.

This Plan and all matters to which reference is made herein shall be governed by and interpreted in accordance with the laws of the Province of Ontario and the federal laws of Canada applicable therein.

## 1.2 Purpose

The purpose of the Plan is to advance the interests of the Corporation by: (i) providing Eligible Persons with additional incentive; (ii) encouraging stock ownership by such Eligible Persons; (iii) increasing the proprietary interest of Eligible Persons in the success of the Corporation; (iv) encouraging Eligible Persons to remain with the Corporation or its Subsidiary Companies; and (v) attracting new directors, employees and officers.

## 1.3 Administration

- (a) This Plan shall be administered by the Board.
- (b) Subject to the terms and conditions set forth herein, the Board is authorized to provide for the granting, exercise and method of exercise of Options (as hereinafter defined), all on such terms (which may vary between Options granted from time to time) as it shall determine. In addition, the Board shall have the authority to (i) construe and interpret this Plan and all agreements entered into hereunder; (ii) prescribe, amend and rescind rules and regulations relating to this Plan; and (iii) make all other determinations necessary or advisable for the administration of this Plan. All determinations and interpretations made by the Board shall be binding on all Participants (as hereinafter defined) and on their legal, personal representatives and beneficiaries.
- (c) The Board shall be permitted, through the establishment of appropriate procedures, to monitor the trading of Common Shares by persons who are performing Investor Relations Activities for the Corporation and who have been granted Options pursuant to this Plan.
- (d) Notwithstanding the foregoing or any other provision contained herein, the Board shall have the right to delegate the administration and operation of this Plan, in whole or in part, to a committee of the Board and/or to any member of the Board. Whenever used herein, the term "**Board**" means the board of directors of the Corporation, and shall be deemed to include any committee or director to which the Board has, fully or partially, delegated the administration and operation of this Plan pursuant to this Section 1.3.
- (e) An Option shall be evidenced by an incentive stock option agreement certificate ("**Certificate**"), signed on behalf of the Corporation, which Certificate shall be in such form as the Board shall approve from time to time.



- (f) No member of the Board shall be liable for any action or determination taken or made in good faith in the administration, interpretation, construction or application of the Plan or any Options granted under it.

#### **1.4 Shares Reserved**

- (a) Subject to Section 1.4(d), the securities that may be acquired by Participants under this Plan shall consist of authorized but unissued Common Shares.
- (b) The Corporation shall at all times during the term of this Plan ensure that the number of Common Shares it is authorized to issue shall be sufficient to satisfy the requirements of this Plan.
- (c) At such time as the Common Shares are listed on the TSXV, the aggregate number of Common Shares issuable under this Plan, and under all other Share Compensation Arrangements, shall not exceed 10% of the total number of Common Shares issued and outstanding from time to time. Any Common Shares subject to an Option which for any reason is cancelled, terminated, settled for cash, surrendered, forfeited or expired without having been exercised shall again be available for grants under the Plan, and under all other Share Compensation Arrangements. Any Common Shares subject to an Option which has been exercised by a Participant, shall again be available for grants under the Plan, and under all other Share Compensation Arrangements. Fractional shares will not be issued and will be treated as specified in Section 1.11(d).
- (d) If there is a change in the outstanding Common Shares by reason of any stock dividend or split, recapitalization, amalgamation, consolidation, combination or exchange of shares, or other corporate change, the Board shall make, subject where required to the prior approval of the Stock Exchange, appropriate substitution or adjustment in:
  - (i) the number or kind of Common Shares or other securities reserved for issuance pursuant to the Plan, and
  - (ii) the number and kind of Common Shares or other securities subject to unexercised Options theretofore granted and in the Exercise Price of such securities;

without any change in the total price applicable to the unexercised portion of the Option, but with a corresponding adjustment in the price for each Common Share covered by the Option; provided, however, that no substitution or adjustment shall obligate the Corporation to issue or sell fractional shares. If the Corporation is reorganized, amalgamated with another corporation or consolidated, the Board shall make such provisions for the protection of the rights of Participants as the Board in its discretion deems appropriate. For greater certainty, any adjustment, other than in connection with a consolidation or stock split, to Options granted under the Plan, must be subject to the prior acceptance of the TSXV, including adjustments related to an amalgamation, merger, arrangement, reorganization, spin-off, dividend or

recapitalization. Any additional Options credited to a Participant in lieu of dividends declared by the Corporation based on Options held by the Participant will be included in calculating the limits enumerated in Section 1.5 of the Plan. If such additional Options result in the Corporation breaching any of the limits in Section 1.5 of the Plan, the Corporation shall settle such Options in cash on the basis of the difference between the price the Participant is required to pay to exercise the Option, if any, and the Market Price. Such cash settlement shall only be to the extent that the additional Options granted in lieu of dividends declared by the Corporation do not breach the limits enumerated in Section 1.5.

## **1.5 Limits with Respect to Certain Persons**

- (a) The maximum number of Common Shares which may be issued to:
  - (i) any Consultant in any twelve (12) month period under this Plan may be no more than two percent (2%) of the outstanding Common Shares of the Corporation; and
  - (ii) all Investor Relations Service Providers of the Corporation in any twelve (12) month period may be, in aggregate, no more than two percent (2%) of the outstanding Common Shares of the Corporation,

less the aggregate number of shares reserved for issuance or issuable under any other Share Compensation Arrangement of the Corporation.

- (b) Options granted to Investor Relations Service Providers for the Corporation shall vest over a period of not less than twelve (12) months with no more than twenty-five percent (25%) of the options vesting in any three (3) month period.
- (c) Options granted to Insiders are subject to section 1.6(e)(ii) hereof;
- (d) The maximum aggregate number of Common Shares that are issuable pursuant to the Plan together with all Share Compensation Arrangements granted or issued to Insiders (as a group) must not exceed 10% and the issued and outstanding Common Shares of the Corporation at any point in time;
- (e) The maximum aggregate number of Common Shares that are issuable pursuant to the Plan together with all Share Compensation Arrangements granted or issued in any twelve (12) month period to Insiders (as a group) must not exceed 10% of the Common Shares, calculated as at the date any Share Based Compensation is granted or issued to any Insider;
- (f) There may be no acceleration of the vesting requirements applicable to Options granted to an Investor Relations Service Provider unless the prior written approval of the TSXV has been obtained.
- (g) Unless disinterested approval is obtained and except as otherwise may be permitted by the policies of the TSXV, the maximum aggregate number of Common Shares that

are issuable pursuant to the Plan together with all Security Compensation Arrangements granted or issued in any 12 month period to any one Eligible Person must not exceed 5% of the Common Shares, calculated as at the date of any Security Based Arrangement is granted or issued to the Eligible Person.

## 1.6 Amendment and Termination

- (a) The Board may from time to time, suspend, terminate or discontinue the Plan at any time, or amend or revise the terms of the Plan or of any Option granted under the Plan and any Certificate relating thereto, provided that no such suspension, termination, amendment or revision will be made:
  - (i) except in compliance with applicable law and with the prior approval, if required, of the Stock Exchange or any other regulatory body having authority over the Corporation, the Plan or the Shareholders; and
  - (ii) in the case of an amendment or revision, if it materially adversely affects the rights of any Participant, without the consent of the Participant.
- (b) If the Plan is terminated, the provisions of the Plan and any administrative guidelines and other rules and regulations adopted by the Board and in force on the date of termination will continue in effect as long as any Option or any rights pursuant thereto remain outstanding and, notwithstanding the termination of the Plan, the Board will remain able to make such amendments to the Plan or the Options as they would have been entitled to make if the Plan were still in effect.
- (c) Subject to any applicable rules of the Stock Exchange, the Board may from time to time, in its absolute discretion and without the approval of Shareholders, make the following amendments to the Plan or any Option:
  - (i) amend the vesting provisions of the Plan and any Certificate;
  - (ii) amend the Plan or an Option as necessary to comply with applicable law or the requirements of the Stock Exchange or any other regulatory body having authority over the Corporation, the Plan or the Shareholders;
  - (iii) any amendment of a “housekeeping” nature, including, without limitation, to clarify the meaning of an existing provision of the Plan, correct or supplement any provision of the Plan that is inconsistent with any other provision of the Plan, correct any grammatical or typographical errors or amend the definitions in the Plan regarding administration of the Plan; and
  - (iv) any amendment respecting the administration of the Plan.
- (d) Shareholder approval is required for the following amendments to the Plan:
  - (i) any change that would materially modify the eligibility requirements for participation in the Plan.

- (e) Disinterested Shareholder Approval is required for the following amendments to the Plan:
- (i) any individual stock option grant that would result in any of the limitations set forth in Section 1.4(c) of this Plan being exceeded; and
  - (ii) any individual stock option grant that would result in the grant to Insiders (as a group), within a twelve (12) month period, of an aggregate number of Options exceeding ten percent (10%) of the issued Common Shares, calculated on the date an Option is granted to any Insider; and
  - (iii) any individual stock option grant that would result in the number of Common Shares issued to any individual in any twelve (12) month period under this Plan exceeding five percent (5%) of the issued Common Shares of the Corporation, less the aggregate number of shares reserved for issuance or issuable under any other Share Compensation Arrangement of the Corporation; and
  - (iv) any amendment to Options held by Insiders that would have the effect of decreasing the exercise price of the Options; and
  - (v) any extension of the Expiry Date of an Option held by an Insider; and
  - (vi) any individual stock option grant requiring Shareholder approval pursuant to section 3.9(e) of Policy 4.4.

For the purposes of the limitations set forth in items (ii) and (iv), Options held by an Insider at any point in time that were granted to such Participant prior to it becoming an Insider shall be considered Options granted to an Insider irrespective of the fact that the Participant was not an Insider at the time of grant.

## **1.7 Compliance with Legislation**

- (a) The Plan (including an amendment to the Plan), the terms of the issue or grant of any Option under the Plan, the grant and exercise of Options hereunder, and the Corporation's obligation to sell and deliver Common Shares upon the exercise of Options, shall be subject to all applicable federal, provincial and foreign laws, rules and regulations, the rules and regulations of the Stock Exchange and to such approvals by any regulatory or governmental agency as may, in the opinion of counsel to the Corporation, be required. The Corporation shall not be obliged by any provision of the Plan or the grant of any Option hereunder to issue or sell Common Shares in violation of such laws, rules and regulations or any condition of such approvals.
- (b) No Option shall be granted, and no Common Shares issued hereunder, where such grant, issue or sale would require registration of the Plan or of Common Shares under the securities laws of any foreign jurisdiction, and any purported grant of any

Option or purported issue of Common Shares hereunder in violation of this provision shall be void.

- (c) The Corporation shall have no obligation to issue any Common Shares pursuant to the Plan unless such Common Shares shall have been duly listed, upon official notice of issuance, with the Stock Exchange. Common Shares issued and sold to Participants pursuant to the exercise of Options may be subject to limitations on sale or resale under applicable securities laws.
- (d) If Common Shares cannot be issued to a Participant upon the exercise of an Option due to legal or regulatory restrictions, the obligation of the Corporation to issue such Common Shares shall terminate and any funds paid to the Corporation in connection with the exercise of such Option will be returned to the applicable Participant as soon as practicable.

### **1.8 Effective Date**

The Plan shall be effective upon the approval of the Plan by:

- (i) The Stock Exchange and any other exchange upon which the Common Shares of the Corporation may be posted or listed for trading, and shall comply with the requirements from time to time of the Stock Exchange; and
- (ii) the Shareholders, by written resolution signed by all Shareholders or given by the affirmative vote of a majority of the votes attached to the Common Shares entitled to vote and be represented and voted at an annual or special meeting of Shareholders held, among other things, to consider and approve the Plan.

### **1.9 Proceeds from Exercise of Options**

The proceeds from any sale of Shares issued upon the exercise of Options shall be added to the general funds of the Corporation and shall thereafter be used from time to time for such corporate purposes as the Board may determine.

### **1.10 Tax Withholdings**

Notwithstanding any other provision contained herein, in connection with the exercise of an Option by a Participant from time to time, as a condition to such exercise (i) the Corporation shall require such Participant to pay to the Corporation or the relevant Subsidiary Company an amount as necessary so as to ensure that the Corporation or such Subsidiary Company, as applicable, is in compliance with the applicable provisions of any federal, provincial or local law relating to the withholding of tax or other required deductions (the “**Applicable Withholdings and Deductions**”) relating to the exercise of such Options; or (ii) in the event a Participant does not pay the amount specified in (i), the Corporation shall be permitted to engage a broker or other agent, at the risk and expense of the Participant, to sell an amount of underlying Common Shares issuable on the exercise of such Option through the facilities of the Stock Exchange, and to apply the cash received on the sale of such underlying Common Shares as necessary so as to ensure that the Corporation or the relevant Subsidiary Company, as applicable, is in compliance with the Applicable Withholdings

and Deductions relating to the exercise of such Options. In addition, the Corporation or the relevant Subsidiary Company, as applicable, shall be entitled to withhold from any amount payable to a Participant, either under this Plan or otherwise, such amount as may be necessary so as to ensure that the Corporation or the relevant Subsidiary Company is in compliance with Applicable Withholdings and Deductions relating to the exercise of such Options. This section will not supersede the requirements under Policy 4.4 nor potentially result in the alteration of the exercise price.

### **1.11 Miscellaneous**

- (a) Nothing contained herein shall prevent the Board from adopting other or additional Share Compensation Arrangements or compensation arrangements, subject to any required approval.
- (b) The Corporation may only grant options pursuant to resolutions of the Board.
- (c) In determining options to be granted to Participants, the Board shall give due consideration to the value of each such Participant's present and potential contribution to the success of the Corporation.
- (d) Nothing contained in the Plan nor in any Option granted thereunder shall be deemed to give any Participant any interest or title in or to any Common Shares or any rights as a Shareholder or any other legal or equitable right against the Corporation or any of its Subsidiary Companies whatsoever other than as set forth in the Plan and pursuant to the exercise of any Option.
- (e) The Plan does not give any Participant or any employee of the Corporation or any of its Associated Companies, Affiliated Companies, Subsidiary Companies or Controlled Companies the right or obligation to or to continue to serve as a Consultant, director, officer or employee, as the case may be, to or of the Corporation or any of its Associated Companies, Affiliated Companies, Subsidiary Companies or Controlled Companies. The awarding of Options to any Eligible Person is a matter to be determined solely in the discretion of the Board. The Plan shall not in any way fetter, limit, obligate, restrict or constrain the Board with regard to the allotment or issue of any Common Shares or any other securities in the capital of the Corporation other than as specifically provided for in the Plan. The grant of an Option to, or the exercise of an Option by, a Participant under the Plan does not create the right for such Participant to receive additional grants of Options hereunder.
- (f) No fractional Common Shares shall be issued upon the exercise of options granted under the Plan and, accordingly, if a Participant would become entitled to a fractional Common Share upon the exercise of an Option, or from an adjustment pursuant to Section 1.4(d) such Participant shall only have the right to purchase the next lowest whole number of Common Shares, and no payment or other adjustment will be made with respect to the fractional interest so disregarded.
- (g) The Corporation makes no representation or warranty as to the future market value of the Common Shares or with respect to any income tax matters affecting the

Participant resulting from the grant or exercise of an Option and/or transactions in the Common Shares. Neither the Corporation, nor any of its directors, officers, employees, shareholders or agents shall be liable for anything done or omitted to be done by such person or any other person with respect to the price, time, quantity or other conditions and circumstances of the issuance of Common Shares hereunder, with respect to any fluctuations in the market price of Common Shares or in any other manner related to the Plan.

- (h) This Plan shall be construed in accordance with and be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein.
- (i) If any provision of this Plan shall be determined by any court of competent jurisdiction to be illegal, invalid or unenforceable, that provision shall be severed from this Plan and the remaining provisions shall continue in full force and effect.
- (j) This Plan constitutes the entire stock option plan for the Corporation and its Participants and supersedes any prior stock option plans for such persons.

## **Section 2 Options**

### **2.1 Grants**

- (a) Subject to the provisions of the Plan, the Board shall have the authority to determine the limitations, restrictions and conditions, if any, in addition to those set forth in Section 1.3(b) and Section 2.3 hereof, applicable to the exercise of an Option. An Eligible Person may receive Options on more than one occasion under the Plan and may receive separate Options on any one occasion.
- (b) The Board may, in its discretion, select any directors, officers, employees or Consultants of or to the Corporation or Subsidiary Companies of the Corporation to participate in this Plan.
- (c) For Options granted to employees of the Corporation, Consultants or individuals employed by a company or individual providing management services to the Corporation, the Corporation and the Participant are responsible for ensuring and confirming that the Participant is a bona fide employee of the Corporation, Consultant or individual employed by a company or individual providing management services to the Corporation, as the case may be.
- (d) The Board may from time to time, in its discretion, grant Options to any Participant upon the terms, conditions and limitations set forth herein and such other terms, conditions and limitations permitted by and not inconsistent with this Plan as the Board may determine, provided that Options granted to any Participant shall be approved by the Shareholders if the rules of the Stock Exchange require such approval.

### **2.2 Exercise Price**

- (a) An Option may be exercised at a price (the “**Exercise Price**”) that shall be fixed by the Board at the time that the Option is granted, but in no event shall it be less than the Market Price. The Exercise Price shall be subject to adjustment in accordance with the provisions of Section 1.4(d) hereof.
- (b) if Options are granted within ninety (90) days of a distribution (the “**Distribution Period**”) by the Corporation by prospectus, the minimum exercise price per Common Share of those options will be the greater of the Market Price and the price per Common Share paid by the public investors for Common Shares acquired pursuant to such distribution. The Distribution Period shall begin:
  - (i) on the date the final receipt is issued for the final prospectus in respect of such distribution; and
  - (ii) in the case of a prospectus that qualifies special warrants, on the closing date of the private placement in respect of such special warrants.

### 2.3 Exercise of Options

- (a) The period during which an Option may be exercised (the “**Option Period**”) shall be determined by the Board at the time the Option is granted, subject to any vesting limitations that may be imposed by the Board in its sole and unfettered discretion at the time such Option is granted, provided that:
  - (i) no Option shall be exercisable for a period exceeding ten (10) years from the date the Option is granted;
  - (ii) the Option Period shall be automatically reduced in accordance with Section 2.3(g) below upon the occurrence of any of the events referred to therein; and
  - (iii) no Option in respect of which Shareholder approval is required under the rules of the Stock Exchange shall be exercisable until such time as such Option has been approved by the Shareholders.
- (b) Notwithstanding any other provision of the Plan, if the date that any vested Option ceases to be exercisable (the “**Expiry Date**”) falls on a date upon which such Participant is prohibited from exercising such Option due to a black-out period or other trading restriction imposed by the Corporation, then the Expiry Date of such Option shall be automatically extended to the tenth (10<sup>th</sup>) Business Day following the date the relevant black-out period or other trading restriction imposed by the Corporation is lifted, terminated or removed.
- (c) Notwithstanding any other provision of this Plan, except for and subject to Section 1.5(f), in the event of an actual or potential Change of Control Event, the Board may, in its discretion, without the necessity or requirement for the agreement of any Participant: (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Option; (ii) permit the conditional exercise of any Option, on such terms as it sees fit; (iii) otherwise amend or modify the terms of the Option, including



for greater certainty permitting Participants to exercise any Option, to assist the Participants to tender the underlying Common Shares to, or participate in, the actual or potential Change of Control Event or to obtain the advantage of holding the underlying Common Shares during such Change of Control Event; (iv) permit the exchange for or into any other security or any other property or cash, any Option that has not been exercised without regard to any vesting conditions attached thereto; and (v) terminate, following the successful completion of such Change of Control Event, on such terms as it sees fit, the Options not exercised prior to the successful completion of such Change of Control Event. In addition, in the event of an actual or potential Change of Control Event, the Board, or any company which is or would be the successor to the Corporation or which may issue securities in exchange for Common Shares upon such Change of Control Event becoming effective, may in its discretion, without the necessity or requirement for the agreement of any Participant, issue a new or replacement options over any securities into which the Options are exercisable, on a basis proportionate to the number of Common Shares underlying such Option and at a proportionate Exercise Price (and otherwise substantially upon the terms of the Option being replaced, or upon terms no less favourable to the Participant) including, without limitation, the periods during which the Option may be exercised and expiry dates; and in such event, the Participant shall be deemed to have released his or her Option over the Common Shares and such Option shall be deemed to have lapsed and be cancelled.

- (i) Notwithstanding the foregoing, and for greater certainty, no acceleration of the vesting provisions of any Option granted to an Investor Relations Service Provider may occur without prior Stock Exchange acceptance of the same.
- (d) Notwithstanding any other provision of this Plan, in the event that:
- (i) an actual or potential Change of Control Event is not completed within the time specified therein; or
  - (ii) all of the Common Shares subject to an Option that were tendered by a Participant in connection with an actual or potential Change of Control Event are not taken up or paid for by the offeror in respect thereof,

then the Board may, in its discretion, without the necessity or requirement for the agreement of any Participant, permit the Common Shares received upon such exercise, or in the case of Subsection (ii) above the Common Shares that are not taken up and paid for, to be returned by the Participant to the Corporation and reinstated as authorized but unissued Common Shares and, with respect to such returned Common Shares, the related Options may be reinstated as if they had not been exercised and the terms for such Options becoming vested will be reinstated pursuant to this Section 2.3. If any Common Shares are returned to the Corporation under this Section 2.3, the Corporation will immediately refund the Exercise Price to the Participants for such Common Shares, provided that in no case may the vesting provisions of any Option granted to an Investor Relations Service Provider be accelerated without prior Stock Exchange acceptance of the same.

- (e) Options shall not be transferable or assignable by the Participant otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of a Participant only by the Participant and after death only by the Participant's legal representative.
- (f) Provided that the Common Shares are listed on the TSXV, if the Participant is a company, including a Consultant Company, the company shall not be permitted to effect or permit any transfer of ownership or option of shares of the company nor to issue further shares of any class of the company to any individual or entity as long as the options remain outstanding, except where the written consent of the TSXV has been obtained.
- (g) Subject to Section 2.3(a) and except as otherwise determined by the Board:
  - (i) if a Participant who is a non-executive director of the Corporation ceases to be an Eligible Person as a result of his or her retirement from the Board, each unvested Option held by such Participant shall automatically vest on the date of his or her retirement from the Board, and thereafter each vested Option held by such Participant will cease to be exercisable on the earlier of the original Expiry Date of the Option and one (1) year after the date of his or her retirement from the Board;
  - (ii) if the Board service, consulting relationship, or employment of a Participant with the Corporation or a Subsidiary Company is terminated for Cause, each vested and unvested Option held by the Participant will automatically terminate and become void on the Termination Date;
  - (iii) if a Participant dies, the legal representative of the Participant may exercise the Participant's vested Options for a period until the earlier of the original Expiry Date of the Option and 12 months after the date of the Participant's death, but only to the extent the Options were by their terms exercisable on the date of death. For greater certainty, all unvested Options held by a Participant who dies shall terminate and become void on the date of death of such Participant;
  - (iv) if a Participant ceases to be an Eligible Person for any reason whatsoever other than in (i) to (iv) above, each vested Option held by the Participant will cease to be exercisable on the earlier of the original Expiry Date of the Option and six (6) months after the Termination Date; provided that all unvested Options held by such Participant shall automatically terminate and become void on the Termination Date of such Participant. Without limitation, and for greater certainty only, this provision will apply regardless of whether the Participant received compensation in respect of dismissal or was entitled to a period of notice of termination which would otherwise have permitted a greater portion of the Option to vest with the Participant; and
  - (v) notwithstanding any provision in this Section 2.3(g) to the contrary, if a Participant who is an officer of the Corporation ceases to be an Eligible

Person as a result of such officer's termination without Cause or resignation for Good Reason, any unvested Options as of the date of termination will be accelerated and become immediately fully vested as of such date, provided that in no case may the vesting provisions of any Option granted to an Investor Relations Service Provider be accelerated without prior Stock Exchange acceptance of the same. Options so accelerated will be exercisable by the officer for a period of up to one (1) year following the date of termination.

- (h) Subject to Section 2.3(i), the Exercise Price of each Common Share purchased under an Option shall be paid in full in cash or by bank draft, wire transfer or certified cheque at the time of such exercise, and upon receipt of payment in full, the number of Common Shares in respect of which the Option is exercised shall be duly issued as fully paid and non-assessable.
- (i) In lieu of the Exercise Price of each Common Share underlying an Option being paid in cash, the Option may be exercised, except Options granted to Investor Relations Service Providers, at the discretion of the Option holder and only with the written permission of the Board, by a "Net Exercise" whereby the Option holder will receive only the number of Common Shares underlying the Option that is the equal to the quotient obtained by dividing:
  - (i) the product of the number of Options being exercised multiplied by the difference between the VWAP of the underlying Common Shares and the exercise price of the subject Options by
  - (ii) the VWAP of the underlying Common Shares.

In the event of a Net Exercise, the number of Options exercised, surrendered or converted, and not the number of Common Shares actually issued, must be included in calculating the limits set forth in Section 1.5, Section 1.6(i), Section 1.6(ii) and Section 1.6(iii).

- (j) Upon the exercise of Options pursuant to this section, the Corporation shall forthwith deliver, or cause the registrar and transfer agent of the Common Shares to deliver, to the relevant Participant (or his or her legal or personal representative) or to the order thereof, a certificate representing the number of Common Shares with respect to which Options have been exercised.
- (k) Subject to the other provisions of this Plan and any vesting limitations imposed by the Board at the time of grant, Options may be exercised, in whole or in part, at any time or from time to time, by a Participant by written notice given to the Corporation as required by the Board from time to time.

## 2.4 Notice

Any notice required to be given by this Plan shall be in writing and shall be given by registered mail, postage prepaid, or delivered by courier or by facsimile transmission addressed, if

to the Corporation, to the office of the Corporation in Toronto, Ontario, Attention: Chief Executive Officer; or if to a Participant, to such Participant at his address as it appears on the books of the Corporation or in the event of the address of any such Participant not so appearing, then to the last known address of such Participant; or if to any other person, to the last known address of such person.

## **2.5 Rights of Participants**

No person entitled to exercise any Option granted under this Plan shall have any of the rights or privileges of a Shareholder in respect of any underlying Common Shares issuable upon exercise of such Option, including without limitation, the right to participate in any new issue of Common Shares to existing holders of Common Shares, until such Option has been exercised and such underlying Common Shares have been paid for in full and issued to such person.

## **2.6 Right to Issue Other Shares**

The Corporation shall not by virtue of this Plan be in any way restricted from declaring and paying stock dividends, issuing further Common Shares, varying or amending its share capital or corporate structure.

## **2.7 Quotation of Common Shares**

So long as the Common Shares are listed on the TSXV, the Corporation must apply to the TSXV for the listing or quotation of the Common Shares issued upon the exercise of all Options granted under the Plan, however, the Corporation cannot guarantee that such Common Shares will be listed or quoted on the TSXV.

## **2.8 Effective Date**

This Plan shall be effective on January 16, 2023, subject to shareholder approval and ratification by ordinary resolution at the Corporation's next annual meeting of shareholders.

## **Section 3 Special Rules for U.S. Eligible Persons**

### **3.1 Section 409A Compliance**

Notwithstanding any other provision of this Plan, the following special rules will apply to all Eligible Persons ("**Eligible U.S. Participants**") who are subject to U.S. income tax with respect to Options issued under the Plan to them:

- (a) All Options granted under this Plan to Eligible U.S. Participants are intended to be exempt from Section 409A of the United States Internal Revenue Code of 1986, as amended (the "**Code**") and will be construed accordingly. However, the Corporation will not be liable to any Eligible U.S. Participant or beneficiary with respect to any adverse tax consequences arising under Section 409A or other provision of the Code; and

- (b) The Exercise Price for all Options granted to Eligible U.S. Participants shall in no event be less than the greater of (i) the Market Price; and (ii) the closing price of the Common Shares as reported on the TSX on the business day immediately preceding the day on which the Option is granted.

## STOCK OPTION AGREEMENT

This Stock Option Agreement is dated this ● day of ●, 20● between Avidian Gold Corp. (the "Corporation") and [Name] (the "Optionee").

WHEREAS the Optionee has been granted certain options ("Options") to acquire common shares in the capital of the Corporation ("Common Shares") under the Avidian Gold Corp. Incentive Stock Option Plan (the "Option Plan"), a copy of which has been provided to the Eligible Optionee;

AND WHEREAS capitalized terms used herein and not otherwise defined shall have the meanings given to them in the Option Plan;

NOW THEREFORE for good and valuable consideration, the receipt and sufficiency of which is hereby acknowledged, the parties agree as follows:

1. The Corporation confirms that the Optionee has been granted Options under the Option Plan on the following basis, subject to, the terms and conditions of the Option Plan:

DATE OF GRANT	NUMBER OF OPTIONS	EXERCISE PRICE (CDN\$)	VESTING SCHEDULE	EXPIRY DATE
●	●	●	●	●

2. Attached to this Agreement as Schedule "A" is a form of notice that the Optionee may use to exercise any of his or her Options in accordance with Section 2.3 of the Option Plan at any time and from time to time prior the Expiry Date of such Options.
3. By signing this Stock Option Agreement, the Optionee acknowledges that he or she has read and understands the Option Plan and agrees to the terms and conditions thereof and of this Stock Option Agreement.
4. This Agreement shall be governed by the laws of the Province of Ontario and the federal laws of Canada applicable therein. Time shall be of the essence of this Agreement. This Agreement shall enure to the benefit of and shall be binding upon the parties and their heirs, attorneys, guardians, estate trustees, executors, trustees and administrators and the successors of the Corporation.

IN WITNESS WHEREOF the parties hereto have executed this Agreement.

**AVIDIAN GOLD CORP.**

\_\_\_\_\_  
Name of Optionee:

\_\_\_\_\_  
Authorized Signing Officer

**Schedule "A"**  
**ELECTION TO EXERCISE STOCK OPTIONS**

**TO: AVIDIAN GOLD CORP. (THE "CORPORATION")**

The undersigned option holder hereby irrevocably elects to exercise options ("**Options**") granted by the Corporation to the undersigned pursuant to a Stock Option Agreement dated ●, 20● for the number of common shares in the capital of the Corporation ("**Common Shares**") as set forth below:

Number of Common Shares to be Acquired: \_\_\_\_\_

Option Exercise Price (per Common Share): \$ \_\_\_\_\_

Aggregate Purchase Price: \$ \_\_\_\_\_

Amount enclosed that is payable on account of withholding of tax or other required deductions relating to the exercise of the Options (contact the Corporation for details of such amount)(the "**Applicable Withholdings and Deductions**"): \$ \_\_\_\_\_

Or check here if alternative arrangements have been made with the Corporation with respect to the payment of Applicable Withholdings and Deductions;

and hereby tenders a certified cheque or bank draft for such Aggregate Purchase Price, and, if applicable, Applicable Withholdings and Deductions, and directs such Common Shares to be registered and a certificate therefore to be issued in the name of \_\_\_\_\_.

**DATED** this \_\_\_\_ day of \_\_\_\_\_, \_\_\_\_\_.

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Name

**SCHEDULE “B”**  
**AUDIT COMMITTEE CHARTER**

This charter (the “**Charter**”) sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Avidian Gold Corp. (“**Avidian**” or the “**Corporation**”).

**1.0 Mandate**

The Committee shall:

- (a) assist the Board in its oversight role with respect to the quality and integrity of the financial information;
- (b) assess the effectiveness of the Corporation’s risk management and compliance practices;
- (c) assess the independent auditor’s performance, qualifications and independence;
- (d) assess the performance of the Corporation’s internal audit function;
- (e) ensure the Corporation’s compliance with legal and regulatory requirements; and
- (f) prepare such reports of the Committee required to be included in any Management Information Circular in accordance with applicable laws or the rules of applicable securities regulatory authorities.

**2.0 Composition and Membership**

The Committee shall be composed of not less than three members, each of whom shall be a director of the Corporation. A majority of the members of the Committee shall not be an officer or employee of the Corporation. A majority of the members shall satisfy the applicable independence requirements, and all members shall satisfy the experience requirements, of the laws governing the Corporation, the applicable stock exchanges on which the Corporation’s securities are listed and applicable securities regulatory authorities.

Each member of the Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment.

Members of the Committee shall be appointed or reappointed at the annual meeting of the Corporation and in the normal course of business will serve a minimum of three years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Corporation a Chairman among their number. The Chairman shall not be a former executive Officer of the Corporation. Such Chairman shall serve as a liaison between members and senior management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

- (a) a quorum for meetings shall be at least three members;
- (b) the Committee shall meet at least quarterly;
- (c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least twenty-four (24) hours in advance



- (d) of such meeting;
- (e) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

The Committee shall report to the Board of Directors on its activities after each of its meetings. The Committee shall review and assess the adequacy of this charter annually and, where necessary, will recommend changes to the Board of Directors for its approval. The Committee shall undertake and review with the Board of Directors an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson of the Committee or any other designated member of the Committee.

#### **4.0 Duties and Responsibilities**

##### ***4.1 Oversight of the Independent Auditor***

- (a) Sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.
- (b) Sole authority to pre-approve all audit services as well as non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- (c) Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- (d) Obtain and review a report from the independent auditor at least annually regarding: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five years respecting one or more independent audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the independent auditor and the Corporation.
- (e) Review and discuss with Management and the independent auditor prior to the annual audit the scope, planning and staffing of the annual audit.
- (f) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- (g) Review, as necessary, policies for the Corporation's hiring of partners, employees or former partners and employees of the independent auditor.

##### ***4.2 Financial Reporting***

- (a) Review and discuss with Management and the independent auditor the annual audited financial statements prior to the publication of earnings.
- (b) Review and discuss with Management the Corporation's annual and quarterly disclosures made in Management's Discussion and Analysis. The Committee shall approve any reports for inclusion in the Corporation's Annual Report, as required by applicable legislation.

- (c) Review and discuss, with Management and the independent auditor, Management's report on its assessment of internal controls over financial reporting and the independent auditor's attestation report on Management's assessment.
- (d) Review and discuss with Management the Corporation's quarterly financial statements prior to the publication of earnings.
- (e) Review and discuss with Management and the independent auditor at least annually significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.
- (f) Review and discuss with Management and the independent auditor at least annually reports from the independent auditors on: critical accounting policies and practices to be used; significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements; alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment preferred by the independent auditor; and other material written communications between the independent auditor and Management, such as any management letter or schedule of unadjusted differences.
- (g) Discuss with the independent auditor at least annually any "Management" or "internal control" letters issued or proposed to be issued by the independent auditor to the Corporation.
- (h) Review and discuss with Management and the independent auditor at least annually any significant changes to the Corporation's accounting principles and practices suggested by the independent auditor, internal audit personnel or Management.
- (i) Discuss with Management the Corporation's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance (if any) provided to analysts and rating agencies.
- (j) Review and discuss with Management and the independent auditor at least annually the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.
- (k) Review and discuss with the Chief Executive Officer and the Chief Financial Officer the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the annual filings with applicable securities regulatory authorities.
- (l) Review disclosures made by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process for the annual filing with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving Management or other employees who have a significant role in the Corporation's internal controls.
- (m) Discuss with the Corporation's General Counsel at least annually any legal matters that may have a material impact on the financial statements, operations, assets or compliance policies and any material reports or inquiries received by the Corporation or any of its subsidiaries from regulators or governmental agencies.

#### ***4.3 Oversight of Risk Management***

- (a) Review and approve periodically Management's risk philosophy and risk management policies.
- (b) Review with Management at least annually reports demonstrating compliance with risk management policies.
- (c) Review with Management the quality and competence of Management appointed to administer risk

management policies.

- (d) Review reports from the independent auditor at least annually relating to the adequacy of the Corporation's risk management practices together with Management's responses.
- (e) Discuss with Management at least annually the Corporation's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.

#### **4.4 Oversight of Regulatory Compliance**

- (a) Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.
- (b) Discuss with Management and the independent auditor at least annually any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting.
- (c) Meet with the Corporation's regulators, according to applicable law.
- (d) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

#### **5.0 Funding for the Independent Auditor and Retention of Other Independent Advisors**

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Committee. The Committee shall also have the authority to retain and, at Avidian's expense, to set and pay the compensation for such other independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes. The Committee also has the authority to communicate directly with internal and external auditors.

#### **6.0 Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters**

1. The Corporation shall inform employees on the Corporation's intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.
4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six years following resolution of the complaint or submission.

#### **7.0 Procedures for Approval of Non-Audit Services**

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:
  - (a) bookkeeping or other services related to the Corporation's accounting records or financial statements;
  - (b) financial information systems design and implementation;
  - (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports;
  - (d) actuarial services;
  - (e) internal audit outsourcing services;
  - (f) management functions;
  - (g) human resources;
  - (h) broker or dealer, investment adviser or investment banking services;
  - (i) legal services;
  - (j) expert services unrelated to the audit; and
  - (k) any other service that the Canadian Public Accountability Board determines is impermissible.
2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.
3. The Chief Financial Officer of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.**8.0 Reporting**

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the Annual Information Form. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

#### **9.0 Access to Information and Authority**

The Committee will be granted unrestricted access to all information regarding Avidian that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by members of the Committee.

#### **10.0 Review of Charter**

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: October 10, 2018

Approved by: Audit Committee; Board of Directors

**SCHEDULE “C”**  
**CONSOLIDATION RESOLUTION**

**“BE IT RESOLVED THAT:**

1. the board of directors of the Corporation, subject to receipt of all regulatory approvals including from the TSX Venture Exchange, be and is hereby authorized to consolidate the total number of issued and outstanding Common Shares of the Corporation on the basis of one (1) post-consolidation common share of the Corporation for up to every fifteen (15) pre-consolidation Common Shares of the Corporation currently outstanding, with the exact consolidation ratio to be determined by the Board in its sole discretion, with any resulting fractions of post-consolidation Common Shares being rounded down to the nearest whole number of post-consolidation common shares;
2. the directors of the Corporation are hereby authorized to amend the articles of incorporation of the Corporation such that all of the Corporation’s common shares, both issued and unissued, be consolidated to effect the Consolidation on a ratio determined by the Board not exceeding the ratio of one (1) post-consolidation common share of the Corporation for every fifteen (15) pre-consolidation common shares of the Corporation, so that up to every fifteen (15) of such pre-consolidation common shares of the Corporation be consolidated into one (1) post-consolidation common share of the Corporation;
3. the effective date of such consolidation (the “**Consolidation**”) shall be the date shown in the certificate of amendment issued by the director appointed under the *Business Corporations Act* (Ontario) or such other date indicated in the articles of amendment provided that, in any event, such date shall be prior to the date of the next annual meeting of shareholders;
4. any one director and any one officer of the Corporation be and are hereby authorized and directed for and on behalf of the Corporation (whether under its corporate seal or otherwise) to execute and deliver a resolution of the directors setting the effective date and consolidation ratio of the Consolidation and to effect the foregoing resolutions and all other documents and instruments and to take all such other actions as such officer or director may deem necessary or desirable to implement the foregoing resolutions and the matters authorized hereby, such determinations to be conclusively evidenced by the execution and delivery of such documents or other instruments or the taking of any such action; and
5. notwithstanding the approval of the Shareholders of the Corporation to the foregoing resolutions, the directors of the Corporation may revoke the foregoing resolutions before they are acted upon without any further approval of the Shareholders of the Corporation.”