



NOTICE OF ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

TAKE NOTICE that an Annual General & Special Meeting (the "Meeting") of the shareholders of Trident Resources Corp. (the "Company") will be held virtually on Monday, November 9, 2026 at 10:00 a.m. (Pacific Standard Time) for the purposes set forth in the following.

1. To receive the audited financial statements of the Company for the fiscal year ending December 31, 2025, together with the auditor's report thereon.
2. To set the number of directors and to elect directors for the ensuing year;
3. To re-appoint the auditor of the Company and to authorize the directors to set the auditor's remuneration;
4. To consider and, if thought fit, pass an ordinary resolution to approve the Company's Omnibus Equity Incentive Plan;
5. To consider and, if thought fit, pass an ordinary resolution of disinterested shareholders to approve certain equity grants; and
6. To transact such other business as may properly be brought before the Meeting.

The Company is conducting the Meeting virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

<https://us06web.zoom.us/j/85035436373?pwd=mqdlzuTRbMtRK6VzN6FomYKNP3iOCf.1>

**Meeting ID: 850 3543 6373
Passcode: 680608**

A shareholder entitled to attend and vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his stead. If you are unable to attend the Meeting in person, please read the notes accompanying the instrument of proxy enclosed and then complete and return the proxy within the time set out in the notes. The persons named in the accompanying instrument of proxy are directors or officers of the Company. A shareholder has the right to appoint a person to attend and act on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided, or complete another instrument of proxy.

DATED at Vancouver, British Columbia on October 1, 2026.

BY ORDER OF THE BOARD

/s/ "Jonathan Wiesblatt"

Jonathan Wiesblatt,
CEO



TRIDENT

INFORMATION CIRCULAR FOR THE 2026 ANNUAL GENERAL & SPECIAL MEETING OF SHAREHOLDERS

This information is given as of **October 1, 2026**, unless otherwise stated.

The Company is conducting the Meeting virtually. Registered shareholders and validly appointed proxyholders may attend the Meeting via Zoom at:

<https://us06web.zoom.us/j/85035436373?pwd=mqdlzuTRbMtRK6VzN6FomYKNP3iOCf.1>

Meeting ID: 850 3543 6373
Passcode: 680608

SOLICITATION OF PROXIES

This Information Circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of **TRIDENT RESOURCES CORP.** (the “**Company**”) for use at the annual general & special meeting (the “**Meeting**”) of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying notice of meeting (the “**Notice**”) and at any adjournment thereof.

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

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

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy (the “Proxy”) is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the Proxy. The cost of solicitation will be borne by the Company. None of the directors of the Company has advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

NOTICE & ACCESS

The Company has elected to use the “notice-and-access” provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (the “**Notice-and**

Access-Provisions”) for the Meeting. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators intended to reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post proxy-related materials in respect of a meeting of its shareholders online.

The Company will not use procedures known as “stratification” in relation to the use of the Notice-and-Access Provisions, meaning that both registered shareholders and Beneficial Shareholders will be mailed notification of availability of Meeting materials directing them to those websites where they can access the Information Circular and other relevant information (the “**Notice-and Access Notification**”). If you receive the Notice-and Access Notification and would like to receive a paper copy of the Information Circular and the financial statements (the “**Financial Statements**”), please follow the instructions printed on the Notice-and-Access Notification and the materials will be mailed to you at the Company’s expense.

The Company anticipates the notice-and-access will directly benefit the Company through substantial reductions in postage and printing costs. The Company believes that notice-and-access is more environmentally responsible to the extent that it reduces the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice-and-access can call Olympia toll-free at 1-866-668-8379.

The Meeting materials have been posted on the Company’s website at <https://www.tridentresourcescorp.com> and on the System for Electronic Document Analysis and Retrieval (“**SEDAR+**”) under the Company’s profile at www.sedarplus.ca. In order to receive a paper copy of the Information Circular and Financial Statements, requests by shareholders may be made up to one year from the date the Information Circular is posted on the Company’s website by email to Olympia Trust Company at cssnoticeandaccess@olympiatrust.com or by calling toll-free at 1-866-668-8379.

To ensure that a paper copy of the Information Circular can be delivered to a requesting shareholder in time for such shareholder to receive and review the Information Circular and return the completed instrument of proxy or voting instruction form prior to the deadline of at least 48 hours before the time of the Meeting or any adjournment(s) or postponements(s) thereof, excluding Saturdays, Sundays and holidays as set out under the heading “Return of Proxy” in this Information Circular, it is strongly suggested that a shareholder’s request is received no later than **October 26, 2026**. The Information Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such shareholders within ten days of their request.

Those registered shareholders and Beneficial Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting materials.

Beneficial shareholders who are OBOs will not receive the Notice and Access Notification or the proxy materials unless their intermediary assumes the costs of delivery.

APPOINTMENT AND REVOCATION OF PROXIES

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and employees of the Company. The Company will bear all costs of this solicitation. We have arranged for intermediaries to forward the meeting materials to beneficial

owners of the common shares held of record by those intermediaries and we will reimburse the intermediaries for their reasonable fees and disbursements in that regard.

Appointment of Proxyholders

The individuals named in the accompanying Proxy are officers and/or directors of the Company. **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company other than either of the persons designated in the Proxy, who need not be a shareholder, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the Proxy or by completing and delivering another suitable form of proxy. If your shares are held in physical (i.e. paper) form and are registered in your name, then you are a registered shareholder. However, if, like most shareholders, you keep your shares in a brokerage account, then you are a beneficial shareholder (the “Beneficial Shareholder”). The process for voting is different for registered and Beneficial Shareholders, and you will need to carefully read the instructions below.**

Voting by Proxyholder

The persons named in the Proxy will vote or withhold from voting the shares represented thereby in accordance with your instructions on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your shares will be voted accordingly. The Proxy confers discretionary authority on the persons named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors;
- (b) any amendment to or variation of any matter identified therein; and
- (c) any other matter that properly comes before the Meeting.

In respect of a matter that properly comes before the Meeting and for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the shares represented by the Proxy in their discretion.

Registered Shareholders

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

- (a) completing, dating and signing the enclosed Proxy and returning it to the Company’s transfer agent, Olympia Trust Company (“**Olympia**”), by fax to 1-403-668-8307, by email to proxy@olympiustrust.com, or by mail/hand delivery to Suite 1900, 925 West Georgia Street, Vancouver, BC V6C 3L2; or
- (b) using the internet at Olympia’s website, <https://css.olympiustrust.com/pxlogin>. Registered shareholders must follow the instructions that appear on the screen and refer to the enclosed Proxy for the holder’s 12-digit control number.

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

Beneficial Shareholders

The following information is of significant importance to shareholders who do not hold shares in their own name. If shares are listed in an account statement provided to a shareholder by an intermediary, then in almost all cases those shares will not be registered in the shareholder's name on the records of the Company. Such shares will more likely be registered under the names of the shareholder's intermediary or an agent of that intermediary. In the United States, the vast majority of such shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Beneficial Shareholders should note that the only Proxies that can be recognized and acted upon at the Meeting are those deposited by registered shareholders (those whose names appear on the records of the Company as the registered holders of shares). Beneficial Shareholders who wish to vote their shares at the Meeting should follow the instructions set out in this Section.

Intermediaries are required to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions to clients.

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

NOBOs

The Company is taking advantage of the provisions of National Instrument 54-101 "*Communication with Beneficial Owners of Securities of a Reporting Issuer*" that permit it to deliver proxy-related materials directly to its NOBOs. As a result, NOBOs can expect to receive a scannable voting instruction form ("**VIF**") from Olympia, the Company's transfer agent. To vote their shares, NOBOs should complete the VIF and return it to Olympia in accordance with the instructions provided in the VIF. In addition, Olympia provides for both telephone voting and internet voting as described in the VIF. The VIF will name the same persons as the Company's Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. Olympia will tabulate the results of the VIFs received from NOBOs and will provide appropriate instructions at the Meeting with respect to the shares represented by the VIFs they receive. If you receive a VIF from Olympia, the VIF must be completed and returned to Olympia in accordance with its instructions to have your shares voted at the Meeting or to have an alternative representative duly appointed to attend the Meeting and to vote your shares at the Meeting.

OBOs

Beneficial Shareholders who are OBOs will receive instructions from their intermediary as to how to vote their shares. OBOs who wish to vote at the Meeting should follow the instructions of their intermediary carefully to ensure that their shares are voted at the Meeting.

If you are an OBO, the form of proxy supplied to you by your intermediary will be similar to the Proxy provided to registered shareholders by the Company. However, its purpose is limited to instructing the intermediary on how to vote your shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and Canada. Broadridge mails a VIF in lieu of a proxy provided by the Company. The VIF will name the same persons as the Company's Proxy to represent your shares at the Meeting. You have the right to appoint a person (who need not be a shareholder of the Company) other than any of the persons designated in the VIF, to represent your shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative (which may be yourself) in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of shares to be represented at the Meeting and the appointment of any shareholder's representative. **If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your shares at the Meeting.**

Notice to Shareholders in the United States

The solicitation of proxies in this Information Circular involves securities of an issuer located in Canada and is being effected in accordance with the corporate laws of the Province of British Columbia, Canada and the securities laws of certain provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Company or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the applicable provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Company is incorporated under the *Business Corporations Act* (British Columbia), as amended, certain of its directors and executive officers are residents of Canada and a substantial portion of the assets of such persons are located outside of the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

In addition to revocation in any other manner permitted by law, a registered shareholder who has given a Proxy may revoke it by:

- (a) executing a Proxy bearing a later date or by executing a valid notice of revocation, either of the foregoing to be executed by the registered shareholder or the registered shareholder's authorized attorney in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney duly authorized, and by delivering the Proxy bearing a later date to Olympia at its address shown on the preceding page, or at the address of the Company at 1030 - 505 Burrard Street, Vancouver, British Columbia, V7X 1M5, at any time up to and including the last business day that precedes the day of the Meeting or, if the Meeting is adjourned, the last business day that precedes any reconvening thereof, or to the chairperson of the Meeting on the day of the Meeting or any reconvening thereof, or in any other manner provided by law; or

- (b) attending the Meeting in person and voting the registered shareholder's shares.

A revocation of a Proxy will not affect a matter on which a vote is taken before the revocation.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Voting Securities

On September 29, 2026, 42,072,373 common shares without par value of the Company were issued and outstanding, (the "**Outstanding Shares**") each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person shall have one vote and, on a poll, every shareholder shall have one vote for each share of which he is the holder.

Record Date

Only shareholders of record at the close of business on September 29, 2026, who either personally attend the Meeting or who complete and deliver a Proxy in the manner and subject to the provisions set out under the heading "Appointment and Revocation of Proxies" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

Principal Holders

To the knowledge of the directors and executive officers of the Company, there are no shareholders who beneficially own, directly or indirectly, or exercise control or direction over, shares carrying more than 10% of the voting rights attached to all Outstanding Shares of the Company.

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

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last completed financial year and no associate or affiliate of any of the foregoing persons has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;
- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities ("**Voting Securities**") of the Company or who exercises control or direction over Voting Securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding Voting Securities of the Company, other than Voting Securities held by the person or company as underwriter in the course of a distribution; and

- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

The Company was a party to the following material transactions with informed persons:

- (a) certain of the directors and executive officers of the Company may be paid pursuant to written management agreements or, consulting agreements, or receive directors' fees or wages. See the notes following "Statement of Executive Compensation" for further details;
- (b) all directors and officers of the Company are and will be eligible to be granted equity-based compensation under the Company's Long- Term Incentive Plan in the future. For more information, see "Stock Options and Other Incentive Plans" below; and
- (c) the Company entered into an option agreement dated October 21, 2025, as amended January 19, 2026, with Edge Geological Consulting Inc., a company controlled by Mr. McElroy, a director of the Company, pursuant to which the Company was granted the exclusive right and option to acquire a 100% interest in certain mineral claims located in Saskatchewan known as the SKGold Property, in consideration of an aggregate of \$51,000 in cash and 450,000 common shares of the Company, issuable as to \$51,000 in cash and 150,000 common shares upon TSXV acceptance of the transaction, 150,000 common shares on the first anniversary of such acceptance, and 150,000 common shares on the second anniversary of such acceptance. As this transaction was a non-arm's length transaction, the TSX Venture Exchange confirmed that separate shareholder approval was not required pursuant to section 5.14 of Exchange Policy 5.3.

Other than as disclosed elsewhere in this Information Circular, no informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure complies with the requirements of Form 51-102F6V *Statement of Executive Compensation – Venture Issuers*.

For the purposes of this Statement of Executive Compensation, the following definitions apply:

"CEO" of the Company means an individual who acted as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means an individual who acted as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

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

- (a) a CEO;
- (b) a CFO;
- (c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for that financial year; and

- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

For the purposes of the following disclosure, the Company's NEOs for the most recently completed fiscal year ended December 31, 2025 are: (a) Jonathan Wiesblatt, CEO; (b) Jordan Trimble, President; (c) Chantelle Collins, CFO; (d) Tom MacNeill, Former CEO, and (e) Andrew MacRitchie, Former CFO.

Director and Named Executive Compensation

The following is a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given or otherwise provided, directly or indirectly, to the directors and NEOs for each of the Company's two most recent completed financial years ending December 31st:

Table of compensation excluding compensation securities						
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of all other compensation (\$)	Total Compensation (\$)
Jonathan Wiesblatt⁽¹⁾ CEO & Director	2025 2024	180,000 ⁽²⁾ N/A	60,000 N/A	Nil N/A	Nil N/A	240,000 N/A
Jordan Trimble⁽³⁾ President & Director	2025 2024	180,000 ⁽⁴⁾ N/A	55,000 N/A	Nil N/A	Nil N/A	235,000 N/A
Chantelle Collins⁽⁵⁾ CFO	2025 2024	18,000 N/A	1,500 N/A	Nil N/A	Nil N/A	19,500 N/A
Tom MacNeill⁽⁶⁾ Former President, CEO & Director	2025 2024	32,000 133,000	Nil Nil	Nil Nil	Nil Nil	32,000 133,000
Andrew Davidson⁽⁷⁾ Former CFO	2025 2024	56,000 96,000	Nil Nil	Nil Nil	Nil Nil	56,000 96,000
Ross McElroy Director	2025 2024	36,000 12,000	32,000 Nil	Nil Nil	Nil Nil	68,000 12,000
Joseph Gallucci⁽⁸⁾ Director	2025 2024	39,000 ⁽⁹⁾ N/A	32,000 N/A	Nil N/A	Nil N/A	71,000 N/A
Tim Termuende⁽¹⁰⁾ Chairman of the Board & Director	2025 2024	36,000 ⁽¹¹⁾ N/A	47,000 N/A	Nil N/A	Nil N/A	83,000 N/A
Ron Netolitzky⁽¹²⁾ Former Director	2025 2024	12,000 12,000	Nil Nil	Nil Nil	Nil Nil	12,000 12,000

⁽¹⁾ Mr. Wiesblatt was appointed CEO and a Director on January 24, 2025.

⁽²⁾ The Company pays consulting fees to Kayjay Inc., a company controlled by Mr. Wiesblatt, pursuant to an agreement dated February 19, 2025, as amended January 2, 2026 and July 24, 2026. For details, see "Employment, Consulting and Management Agreements or Arrangements".

⁽³⁾ Mr. Trimble was appointed President and a Director on January 24, 2025.

⁽⁴⁾ The Company pays consulting fees pursuant to an agreement dated February 19, 2025, as amended February 27, 2025 and July 24, 2026. For details, see "Employment, Consulting and Management Agreements or Arrangements".

⁽⁵⁾ Ms. Collins was appointed CFO on January 24, 2025.

⁽⁶⁾ Mr. MacNeill ceased to be President, CEO and a Director on January 24, 2025.

⁽⁷⁾ Mr. Davidson ceased to be CFO on January 24, 2025.

⁽⁸⁾ Mr. Gallucci was appointed a Director on January 24, 2025.

⁽⁹⁾ The Company pays consulting fees to Starscream Capital Corporation, a company controlled by Mr. Gallucci, pursuant to an agreement dated February 19, 2025, as amended July 24, 2026. For details, see "Employment, Consulting and Management

Agreements or Arrangements”.

⁽¹⁰⁾ Mr. Termuende was appointed a Director on January 24, 2025, and Chairman of the Board on January 2, 2026.

⁽¹¹⁾ The Company pays consulting fees to Toklat Resources Inc., a company controlled by Mr. Termuende, pursuant to an agreement dated February 19, 2025, as amended January 2, 2026 and July 24, 2026. For details, see “Employment, Consulting and Management Agreements or Arrangements”.

⁽¹²⁾ Mr. Netolitzky ceased to be a Director on January 24, 2025.

Stock Options and Other Compensation Securities

During the financial year ended December 31, 2025, the following NEOs or directors of the Company received compensation securities:

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class	Date of issue or grant	Issue, conversion or exercise price	Closing price of security or underlying security on date of grant	Closing price of security or underlying security at year end	Expiry date
Jonathan Wiesblatt CEO & Director	Options	290,000	Apr 23, 2025	\$0.50	\$0.50	\$2.20	Apr 23, 2030
Jordan Trimble President & Director	Options	250,000	Apr 23, 2025	\$0.50	\$0.50	\$2.20	Apr 23, 2030
Chantelle Collins CFO	Options	125,000	Apr 23, 2025	\$0.50	\$0.50	\$2.20	Apr 23, 2030
Ross McElroy Director	Options	125,000	Apr 23, 2025	\$0.50	\$0.50	\$2.20	Apr 23, 2030
Joseph Gallucci Director	Options	125,000	Apr 23, 2025	\$0.50	\$0.50	\$2.20	Apr 23, 2030
Tim Termuende Chairman of the Board & Director	Options	175,000	Apr 23, 2025	\$0.50	\$0.50	\$2.20	Apr 23, 2030

Exercise of Stock Options

During the financial year ended December 31, 2025, no NEO or directors of the Company exercised compensation securities.

External Management Companies

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly.

Stock Options and Other Incentive Plans

On February 5, 2025, the Board of Directors (the “**Board**”) approved a Long-Term Incentive Plan (the “**Old Plan**”) for the granting of options, PSUs, RSUs and DUSs to the directors, officers, employees and consultants of the Company. The Plan was further ratified and approved by the shareholders on March 25, 2025. On January 2, 2026, the Board adopted a new Equity Incentive Plan (the “**New Plan**”). For information about the material terms of the New Plan, please refer to the heading below “Particulars of Matters to be Acted Upon”.

Employment, Consulting and Management Agreements

Other than as described below, the Company has not entered into any agreement or arrangement under which compensation was provided during the most recently completed fiscal year ended December 31, 2025 or is payable in respect of services provided to the Company or any of its subsidiaries that were: (a) performed by a Director or NEO, or (b) performed by any other party but are services typically provided by a director or a NEO.

Jonathan Wiesblatt, CEO & Director

The Company is party to a consulting agreement with Kayjay Inc., a company controlled by Mr. Wiesblatt, dated February 19, 2025 and effective January 24, 2025, as amended January 2, 2026 and July 24, 2026, pursuant to which Kayjay Inc. provides the services of Mr. Wiesblatt to the Company as Chief Executive Officer. As amended, Kayjay Inc. currently receives a retainer fee of \$22,500 per month for Mr. Wiesblatt's services as Chief Executive Officer and \$2,500 per month for his services as a director, plus reimbursement of reasonable expenses. The agreement continues until terminated and may be terminated by Kayjay Inc. on three months' written notice, by the Company without notice for cause, or by the Company in its discretion on six months' notice or payment in lieu thereof. If, within six months following a change of control of the Company (generally, the acquisition of 35% or more of the Company's voting securities, a proxy contest resulting in a change in the majority of the Board not approved by the incumbent directors, certain amalgamations or reorganizations, a take-over bid for 35% or more of the Company's voting securities, or a sale of all or substantially all of the Company's assets), Kayjay Inc. terminates the agreement on 30 days' written notice, the Company is required to pay a lump sum equal to 36 months of fees.

Jordan Trimble, President & Director

The Company is party to a consulting agreement dated February 19, 2025 and effective January 24, 2025, originally with Tri Ventures Capital Corp. and amended February 27, 2025 (effective March 1, 2025) to substitute Mr. Trimble personally as the contracting party, and further amended July 24, 2026, pursuant to which Mr. Trimble provides services to the Company as President. As amended, Mr. Trimble currently receives a retainer fee of \$15,000 per month for his services as President and \$2,500 per month for his services as a director, plus reimbursement of reasonable expenses. The agreement continues until terminated and may be terminated by Mr. Trimble on three months' written notice, by the Company without notice for cause, or by the Company in its discretion on six months' notice or payment in lieu thereof. If, within six months following a change of control of the Company (generally, the acquisition of 35% or more of the Company's voting securities, a proxy contest resulting in a change in the majority of the Board not approved by the incumbent directors, certain amalgamations or reorganizations, a take-over bid for 35% or more of the Company's voting securities, or a sale of all or substantially all of the Company's assets), Mr. Trimble terminates the agreement on 30 days' written notice, the Company is required to pay a lump sum equal to 36 months of fees.

Ross McElroy, Director

The Company is party to a consulting agreement with Edge Geological Consulting Inc., a company controlled by Mr. McElroy, dated February 19, 2025 and effective January 24, 2025, as amended July 24, 2026, pursuant to which Edge Geological Consulting Inc. provides the services of Mr. McElroy to the Company as a director and as Chair of the Disclosure Committee. As amended, Edge Geological Consulting Inc. currently receives a retainer fee of \$3,000 per month for Mr. McElroy's services as a director and \$1,000 per month for his services as Chair of the Disclosure Committee, plus

reimbursement of reasonable expenses. The agreement continues until terminated and may be terminated by Edge Geological Consulting Inc. on three months' written notice, by the Company without notice for cause, or by the Company in its discretion on six months' notice or payment in lieu thereof. If, within six months following a change of control of the Company (generally, the acquisition of 35% or more of the Company's voting securities, a proxy contest resulting in a change in the majority of the Board not approved by the incumbent directors, certain amalgamations or reorganizations, a take-over bid for 35% or more of the Company's voting securities, or a sale of all or substantially all of the Company's assets), Edge Geological Consulting Inc. terminates the agreement on 30 days' written notice, the Company is required to pay a lump sum equal to 24 months of fees. Edge Geological Consulting Inc. is also the optionor under the SKGold Property option agreement described above under "Interest of Informed Persons in Material Transactions".

Joseph Gallucci, Director

The Company is party to a consulting agreement with Starscream Capital Corporation, a company controlled by Mr. Gallucci, dated February 19, 2025 and effective January 24, 2025, as amended July 24, 2026, pursuant to which Starscream Capital Corporation provides the services of Mr. Gallucci to the Company as a director and as Chair of the Audit Committee. As amended, Starscream Capital Corporation currently receives a retainer fee of \$3,000 per month for Mr. Gallucci's services as a director and \$1,000 per month for his services as Chair of the Audit Committee, plus reimbursement of reasonable expenses. The agreement continues until terminated and may be terminated by Starscream Capital Corporation on three months' written notice, by the Company without notice for cause, or by the Company in its discretion on six months' notice or payment in lieu thereof. If, within six months following a change of control of the Company (generally, the acquisition of 35% or more of the Company's voting securities, a proxy contest resulting in a change in the majority of the Board not approved by the incumbent directors, certain amalgamations or reorganizations, a take-over bid for 35% or more of the Company's voting securities, or a sale of all or substantially all of the Company's assets), Starscream Capital Corporation terminates the agreement on 30 days' written notice, the Company is required to pay a lump sum equal to 24 months of fees.

Tim Termuende, Chairman of the Board & Director

The Company is party to a consulting agreement with Toklat Resources Inc., a company controlled by Mr. Termuende, dated February 19, 2025 and effective January 24, 2025, as amended January 2, 2026 and July 24, 2026, pursuant to which Toklat Resources Inc. provides the services of Mr. Termuende to the Company as a director. The January 2, 2026 amendment appointed Mr. Termuende as Chairman of the Board. As amended, Toklat Resources Inc. currently receives a retainer fee of \$15,000 per month for Mr. Termuende's services as Chairman of the Board and \$2,500 per month for his services as a director, plus reimbursement of reasonable expenses. The agreement continues until terminated and may be terminated by Toklat Resources Inc. on three months' written notice, by the Company without notice for cause, or by the Company in its discretion on six months' notice or payment in lieu thereof. If, within six months following a change of control of the Company (generally, the acquisition of 35% or more of the Company's voting securities, a proxy contest resulting in a change in the majority of the Board not approved by the incumbent directors, certain amalgamations or reorganizations, a take-over bid for 35% or more of the Company's voting securities, or a sale of all or substantially all of the Company's assets), Toklat Resources Inc. terminates the agreement on 30 days' written notice, the Company is required to pay a lump sum equal to 36 months of fees (increased from 24 months pursuant to the January 2, 2026 amendment).

Oversight and Description of Director and NEO Compensation

For the financial year ended December 31, 2025, the Board governed the Company's compensation program, which is designed to be competitive with similar junior mineral exploration companies and to recognize and reward executive and director performance consistent with the success of the Company. The Board's philosophy is to ensure that the Company's goals and objectives, as applied to the actual compensation paid to the directors and NEOs, are aligned with the Company's overall business objectives and with shareholders' interests.

Comparator Group and Benchmarking

The Board believes that it is appropriate to establish compensation levels based in large part on benchmarking against similar companies, both in terms of compensation practices as well as levels of compensation. In this way, the Company can gauge if its compensation is competitive in the marketplace for talent, as well as to ensure that the Company's compensation is reasonable. Accordingly, the Board reviews compensation levels for the NEOs against compensation levels of the comparison companies.

For the financial year ended December 31, 2025, the proposed total direct compensation for each NEO was evaluated against the total direct compensation of similar positions held at the comparator group companies to ensure compensation was competitive. Given the tight talent supply in the mining industry, compensation recommendations are also validated against different samples taken from the comparator group, particularly the companies in the North American mining explorations category. The Board believes that the compensation policy and its principles provide for competitive and reasonable compensation levels.

Comparator Group

The Company used the following criteria to choose the comparator group:

- junior publicly-traded companies;
- companies reflecting the competitive marketplace for executive management talent;
- companies facing similar industry dynamics (*i.e.*, capital intensive and subject to commodity price cycles); and
- companies engaged in mining or the resources industry and headquartered in North America.

Elements of the Compensation Program

The total compensation plan for NEOs and directors is comprised of two components: base salary or consulting fees and incentive stock options. There is no policy or target regarding cash and non-cash elements of the Company's compensation program. The Board annually reviews the total compensation of each of the Company's executives and directors on an individual basis, against the backdrop of the compensation goals and objectives described above and make recommendations concerning the individual components of their compensation. The Company does not currently provide the executive officers with personal benefits nor does the Company provide any additional compensation to the NEOs for serving as directors or as members of other committees.

Base Salary

As a general rule for establishing base salaries or consulting fees, the Board reviews competitive market data for each of the executive positions and determines placement at an appropriate level

within a range. Compensation levels are typically negotiated with the candidate for the position prior to his or her selection as an executive officer or consultant. Salaries or consulting fees for the executive officers are reviewed annually to reflect external factors such as inflation as well as the overall corporate performance and the results of internal performance reviews.

Risk Considerations

The Board has adopted a plan to review from time to time and at least once annually, the risks, if any, associated with the Company's compensation practices at such time. Implicit in the Board's mandate is that the Company's practices respecting compensation, including those applicable to the Company's executives, be designed in a manner which is in the best interests of the Company and its shareholders and risk implications is one of many considerations which are taken into account in such design.

A portion (set at a level consistent with its industry peers) of the Company's executive compensation will consist of equity granted under the Plan. Such compensation is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is extremely limited.

The other element of compensation, salary, represents the remaining portion of an executive's total compensation. While salary is not "long term" or "at risk", as noted above, these components of compensation represent a relatively small part of total compensation and as a result it is unlikely that an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

Due to the small size of the Company, and the current level of the Company's activity, the Board is able to closely monitor and consider any risks which may be associated with the Company's compensation practices. Risks, if any, may be identified and mitigated through regular Board meetings during which, financial and other information of the Company are reviewed, and which review includes executive compensation. No risks have been identified arising from the Company's compensation practices that are reasonably likely to have a material adverse effect on the Company.

There are no policies in place pursuant to which a NEO or director is permitted to purchase financial instruments including for greater certainty, prepaid variable forward contracts, equity swaps, collars, units of exchange funds that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by a NEO or director.

Pension Disclosure

The Company has no pension plans that provide for payments or benefits to any NEO at, following or in connection with retirement. The Company also does not have any deferred compensation plans relating to any NEO.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company were authorized for issuance at the end of the Company's financial year ended **December 31, 2025**:

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	2,427,500	\$0.78	832,680
Equity compensation plans not approved by securityholders	Nil	N/A	Nil
Total	2,427,500		832,680

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

CORPORATE GOVERNANCE

Further to National Instrument 58-101 *Disclosure of Corporate Governance Practices*, and the Company's status as a "Venture Issuer", the following is a description of the Company's corporate governance practices.

Board of Directors

The Board facilitates its exercise of independent supervision over the Company's management through frequent meetings of the Board.

Ross McElroy, Joseph Gallucci and Tim Termuende are "independent" in that they were independent and free from any interest and any business or other relationship which could or could reasonably be perceived to, materially interfere with the director's ability to act in the best interests of the Company, other than the interests and relationships arising from shareholdings. Jonathan Wiesblatt and Jordan Trimble are not considered independent as they are executive officers of the Company.

Directorships

Certain directors are presently directors in one or more other reporting issuers, as follows:

Director	Other Issuers
Jordan Trimble	Apogee Minerals Ltd. Skyharbour Resources Ltd.

Director	Other Issuers
	GSP Resource Corp.
Jonathan Wiesblatt	U92 Energy Corp.
Ross McElroy	Shine Minerals Corp. Anfield Energy Inc. U92 Energy Corp.
Joseph Gallucci	Gunnison Copper Corp. Silver X Mining Corp. Skyharbour Resources Ltd. Vox Royalty Corp.
Tim Termuende	Eagle Plains Resources Ltd. Aben Gold Corp. Silver Range Resources Ltd.

Orientation and Continuing Education

The Board briefs all new directors with respect to the policies of the Board and other relevant corporate and business information. The Company does not provide any continuing education to directors.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Nomination of Directors

The Board is responsible for identifying individuals qualified to become new Board members and recommending to the Board new director nominees for the next annual meeting of the shareholders.

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

Compensation

The Compensation and Nomination Committee is responsible for setting compensation paid to directors and executive officers, establishing and reviewing incentive plans for directors, officers and management, providing guidance to the Company on corporate governance matters. The Compensation and Nomination Committee is composed of three directors, being Ross McElroy, Joseph Gallucci and Tim Termuende. The process determining compensation includes comparison with compensation in entities comparable to the Company.

Other Board Committees

In addition to the Audit Committee and Compensation and Nomination Committee, the Company has a Disclosure Committee.

The Disclosure Committee is comprised of three directors, being Ross McElroy, Joseph Gallucci and Tim Termuende. The Disclosure Committee is responsible for ensuring that communications to the investing public about the Company are made in accordance with all applicable legal and regulatory requirements, including National Instrument 51-201, "Disclosure Standards".

Assessments

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

Liability Insurance

The Company has purchased, at its expense, directors' and officers' liability insurance in the aggregate amount of \$5,000,000 to protect its directors and officers against liability incurred in their capacities as directors and officers of the Company and its subsidiaries. During its most recent financial year ended December 31, 2025, the Company paid a premium of \$21,500 for insurance coverage.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 *Audit Committees* ("**NI 52-110**"), which states that venture issuers are exempt from the requirements in Part 3 of NI 52-110 and the reporting obligations in Part 5 of NI 52-110. National Instrument 52-110 requires the Company, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its Audit Committee and its relationship with its independent auditor, as set forth in the following.

Audit Committee

The Audit Committee reviews all financial statements of the Company prior to their publication, oversees audits, considers the adequacy of audit procedures, recommends the appointment of independent auditors, reviews and approves the professional services to be rendered by them and reviews fees for audit services. The Audit Committee Charter (the "**Audit Charter**") has set criteria for membership, which all members of the Audit Committee are required to meet consistent with NI 52-110 and other applicable regulatory requirements. The Audit Committee, as needed, meets separately (with the Company's auditors to discuss the various aspects of the Company's financial statements. A copy of the Audit Charter is attached to this Information Circular as Schedule "A".

Composition of Audit Committee

The members of the Audit Committee are Ross McElroy, Joseph Gallucci and Tim Termuende. All of the members are "independent" in that they were independent and free from any interest and any business or other relationship, other than interests and relationships arising from shareholdings, which could or could reasonably be perceived to, materially interfere with their ability to act in the best interests of the Company. All of the members of the Audit Committee are financially literate, and all are experienced mining executives and have experience serving on various boards and audit committees.

Relevant Education and Experience of Audit Committee

Ross McElroy is a professional geologist with over 38 years of experience in the mining and exploration sector. He has over 15 years experience serving as a director of numerous public listed companies on the TSX and TSXV exchanges, and is currently a director and/or officer of several junior public companies.

Joseph Gallucci has over 20 years of experience in capital markets. He is a senior capital markets executive and corporate director with extensive experience in investment banking and equity research. Further, he has been a director for public companies since 2019, in which he served on audit committees. Mr. Gallucci has a Bachelor of Commerce degree from Concordia University and an MBA in Investment Management from the Goodman Institute of Investment Management (part of Concordia). He has also completed his ICD.D designation from the Institute of Corporate Directors.

Tim Termuende has over 30 years of experience in public company management working with companies listed on the Exchange. Mr. Termuende has served as Chairman of the Board of the Company since January 2026 and is currently a director and/or officer of several junior public companies.

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

- (a) the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) reviewing or evaluating financial statements, that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the effective date of NI 52-110, the Company has not relied on the exemptions contained in section 2.4 or section 8 of NI 52-110. Section 2.4 provides an exemption from the requirement that the Audit Committee must pre-approve all non-audit services to be provided by the auditor, where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the financial year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

Pre-approval of Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Company's Board, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees (By Category)

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax fees" are fees billed by the auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed or billable by the Company's auditor in each of the last two financial years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2025	\$65,000	Nil	\$7,675	Nil
December 31, 2024	\$35,000	Nil	\$6,000	Nil

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at **five (5)**.

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. In the absence of instructions to the contrary, the shares represented by Proxy will, on a poll, be voted for the nominees herein listed. **Management does not contemplate that any of the nominees will be unable to serve as a director.**

The following table sets out the names of the persons to be nominated for election as directors, the positions and offices which they presently hold with the Company, their respective principal occupations and the number of shares of the Company which each beneficially owns, directly or indirectly, or over which control or direction is exercised, as of the date of this Information Circular:

Name of Nominee, Residence and Present Positions Held	Principal Occupation for Previous Five Years	Director Since	Number of Shares Beneficially Owned or Controlled ⁽¹⁾
Jordan Trimble, BSc, CFA British Columbia, Canada President & Director	President of the Company; President and CEO of Skyharbour Resources Ltd.	January 24, 2025	609,343
Jonathan Wiesblatt Ontario, Canada CEO & Director	CEO of the Company; President, CEO, Director of Liquid Meta Capital Holdings Ltd.	January 24, 2025	282,563
Ross McElroy, P Geol. British Columbia, Canada Director -Audit Committee Member -Compensation & Nomination Committee Member -Disclosure Committee Member	President and CEO of Fission Uranium Corp. (TSX:FCU); President and CEO of Apollo Silver Corp (TSXV:APGO)	September 7, 2011	365,935
Joseph Gallucci, MBA, ICD.D Quebec, Canada Director -Audit Committee Member -Compensation & Nomination Committee Member -Disclosure Committee Member	Managing Director, Head of Mining, Investment Banking at Laurentian Bank Securities Inc.	January 24, 2025	150,687
Tim Termuende British Columbia, Canada Chairman of the Board & Director -Audit Committee Member -Compensation & Nomination Committee Member -Disclosure Committee Member	President and CEO of Eagle Royalties Ltd. from November 2022 until present; President and Chief Executive Officer of Eagle Plains Resources Ltd. from May 1999 to January 2024; Executive Chairman of Eagle Plains Resources Ltd. from January 2024 until present; President and Chief Executive Officer of Taiga Gold Corp. from September 2017 to April 2022.	January 24, 2025	417,722

(1) information obtained from insider reports available at www.sedi.ca.

The terms of office of those nominees who are presently directors will expire as of the date of the Meeting. All of the directors who are elected at the Meeting will have their term of office expire at the next annual general meeting of the Company.

No proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director or executive officer of any company that, while that person was acting in that capacity:

- (a) was the subject of a cease trade or similar order or an order that denied the company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (b) was subject to an event that resulted, after the director or executive officer ceased to be a director or executive officer, in the company being the subject of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days; or
- (c) 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.

Except as disclosed below, no proposed director of the Company has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

On November 18, 2022, the British Columbia Securities Commission issued a cease trade order in respect of the securities of Great Panther Mining Limited ("Great Panther") as a result of its inability to file its quarterly continuous disclosure documents in accordance with Canadian securities laws. On December 16, 2022, Great Panther made a voluntary assignment into bankruptcy under the Bankruptcy and Insolvency Act (Canada) and Alvarez & Marsal Canada Inc. was appointed licensed insolvency trustee of Great Panther's estate. Joseph Gallucci was a director of Great Panther until December 16, 2022.

Directorships

As previously disclosed, several directors of the Company also serve as directors of one or more other resource companies involved in mineral exploration and/or development. It may occur from time to time that, as a consequence of his or her activities in the mineral industry and serving on such other boards, a director may become aware of potential resource property opportunities which are of interest to more than one of the companies on whose boards that person serves. Furthermore, it is possible that the directors of the Company and the directors of one or more such other companies (many of which are described herein) may also agree to allow joint participation on the Company's properties or the properties of that other company. Accordingly, situations may arise in the ordinary course, which involve a director in an actual or potential conflict of interest as well as issues in connection with the general obligation of a director to make corporate opportunities available to the company whose board the director serves. In all such events, any director is required to disclose a financial interest in a contract or transaction by virtue of office, employment or security holdings or other such interest in another company or in a property interest under consideration by the Board, and is obliged to abstain from voting as a director of the Company in respect of any transaction involving that other company or in respect of any property in which an interest is held by him or her. The directors will use their best business judgment to avoid situations where conflicts or corporate opportunity issues might arise, and they must at all times fulfill their duties to act honestly and in the best interests of the Company as required by law.

Appointment of Auditor

Management proposes that **Kenway Mack Slusarchuk Stewart LLP**, Professional Chartered Accountants, of Calgary, Alberta, be re-appointed auditor of the Company for the ensuing year and that the Board be authorized to fix their remuneration.

Approval of Omnibus Equity Incentive Plan

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass an ordinary resolution (the "Omnibus Plan Resolution") approving the omnibus equity incentive plan of the Company (the "Omnibus Equity Incentive Plan" or "Omnibus Plan"). A full copy of the Omnibus Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Omnibus Plan from the Company prior to the Meeting on written request.

Background & Purpose

On September 28, 2026, the Board passed a resolution to adopt the Omnibus Equity Incentive Plan, subject to, and effective upon, the approval of shareholders. The Omnibus Equity Incentive Plan provides flexibility to the Company to grant equity-based compensation awards in the form of options (“Options”), restricted share units (“RSUs”), performance share units (“PSUs”) and deferred share units (“DSUs”), as described in further detail below. Provided that the Omnibus Equity Incentive Plan is approved by the shareholders at the Meeting, all future grants of equity-based compensation awards will be made pursuant to, or as otherwise permitted by, the Omnibus Equity Incentive Plan, and no further equity-based compensation awards will be made pursuant to the Company’s current Stock Option Plan. Upon the Omnibus Plan becoming effective, no further equity compensation awards shall be granted pursuant to the Stock Option Plan; outstanding awards under the Stock Option Plan shall continue to be outstanding as awards granted under and subject to the terms of the new Omnibus Plan, provided however, that if the terms of new Omnibus Plan adversely alter the terms or conditions, or impair any right of, a participant pursuant to the Stock Option Plan, and such participant has not consented thereto, the applicable terms of the Stock Option Plan shall continue to apply for the benefit of such participant, subject to compliance with the policies of the TSX Venture Exchange (“TSX-V”).

The objectives of the Omnibus Equity Incentive Plan are to, among other things, to promote a significant alignment between directors, officers, employees and consultants of the Company (collectively “Participants”) and the long term growth objectives of the Company; to associate a portion of participants’ compensation with the performance of the Company over the long term; and to attract, motivate and retain the key participants to drive the business success of the Company and its subsidiaries.

A summary of the key terms of the Omnibus Equity Incentive Plan is set out below, which is qualified in its entirety by the full text of the Omnibus Equity Incentive Plan.

Recommendation of the Board

The Board recommends that shareholders vote in favor of the approval of the Omnibus Plan Resolution. Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Omnibus Equity Incentive Plan.

Reasons for the Recommendation

In support of its recommendation to shareholders to vote FOR the Omnibus Plan Resolution, the Board considered that the Omnibus Plan is an efficient and effective plan to provide the Company with a share-related mechanism to (a) advance the interests of the Company by enhancing the ability of the Company and its subsidiaries to attract, motivate and retain employees, officers, directors, and consultants, (b) reward such persons for their sustained contributions and (c) encourage such persons to consider the long-term corporate performance of the Company.

Summary of the Omnibus Plan

The Omnibus Plan allows the grant of stock options (“Options”), restricted share units (“RSUs”) and performance share units (“PSUs” and together with RSUs, “Share Units”) settled in common shares (or, at the election of the Company, their cash equivalent). In addition, under the Omnibus Plan, the Company can grant deferred share units (“DSUs”) to non-employee members of the Board and its designated affiliates.

Administration

The Omnibus Plan will be administered by the Board. The Board will determine which directors, officers, eligible employees or consultants of the Company or its affiliates are eligible to receive awards under the Omnibus Plan. In addition, the Board will interpret the Omnibus Plan and may adopt, amend or rescind any administrative rules, regulations, procedures and guidelines relating to the Omnibus Plan as it deems appropriate, provided however, that the Company shall be required to obtain shareholder or disinterested shareholder approval, as applicable, for any amendments to the Omnibus Plan other than amendments: (i) of a “housekeeping” nature to clarify the meaning of an existing provision or correct any grammatical or typographical errors in the Omnibus Plan, or (ii) necessary to comply with applicable law or the requirements of any stock exchange on which the securities of the Company are listed.

Except as otherwise required by law, the Board may, from time to time, delegate powers conferred on the Board under the Omnibus Plan to a committee. In such event, such committee will exercise the powers delegated to it by the Board in the manner and on such terms authorized by the Board, and all decisions made, or actions taken, by the committee arising in connection with the administration of the Omnibus Plan within its authority are final, conclusive and binding.

Eligibility

All employees and directors of the Company or its designated affiliates are eligible to participate in the Omnibus Plan. In addition, subject to applicable laws, the Board may determine, at its discretion, which consultants are eligible to participate in the Omnibus Plan. However, PSUs may not be granted to non-employee directors of the Company or its designated affiliates and RSUs and PSUs may not be granted to consultants of the Company or its designated affiliates.

In addition, any Participants under the Omnibus Plan who are “Investor Relations Service Providers” (as defined in the policies of the TSX-V) are not eligible to receive RSUs, PSUs (as defined herein) or DSUs (as defined herein).

Common Shares Subject to the Omnibus Plan and Limitation on Awards

The maximum number of common shares available for issuance under the Omnibus Plan and any other security-based compensation arrangement of the Company, (i) pursuant to Options, shall not exceed 10% of the common shares issued and outstanding from time to time, and (ii) pursuant to RSUs, PSUs and DSUs in aggregate, shall not exceed 4,207,237, which represents 10% of the issued and outstanding common shares at the time the Omnibus Plan was adopted by the Board.

The Omnibus Plan is also subject to the following limitations:

- (a) the aggregate number of common shares issuable to “Insiders” (as defined in the policies of the TSX-V) of the Company under the Omnibus Plan or any other security-based compensation arrangement of the Company shall not exceed 10% of the issued and outstanding common shares and the aggregate number of common shares issuable to Insiders of the Company under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not exceed 10% of the issued and outstanding common shares as at the date any award is granted to any Insider of the Company (unless the Company has obtained disinterested shareholder approval in respect thereof);

- (b) the aggregate number of common shares issuable to any one Participant under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not at any time exceed 5% of the issued and outstanding common shares as at the date any award is granted to the Participant (unless the Company has obtained disinterested shareholder approval in respect thereof);
- (c) the aggregate number of common shares issuable to any one consultant under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not at any time exceed 2% of the issued and outstanding common shares as at the date any award is granted to the consultant; and
- (d) the aggregate number of common shares issuable to all persons retained to provide investor relations activities under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not at any time exceed 2% of the issued and outstanding common shares as at the date any award is granted to the persons retained to provide investor relations activities.

If for any reason common shares subject to issuance on the exercise of stock options granted under the Omnibus Plan are not issued, for reasons including the termination, expiration or cancellation, such common shares will become available for additional grants under the Omnibus Plan. If any RSUs, PSUs or DSUs granted under the Omnibus Plan, (i) are exercised or settled in common shares, or (ii) expire, terminate or are cancelled for any reason without being settled in common shares, such common shares will become available for additional grants under the Omnibus Plan.

No Share Units may vest before the date that is one year following the date it is granted or issued, although vesting may be accelerated for a participant who dies or ceases to be an eligible Participant in connection with a change of control, takeover bid, RTO or similar transaction.

Stock Options

The Board may grant stock options to any Participant under the Omnibus Plan at any time. The exercise price for stock options will be determined by the Board, but may not be less than the Discounted Market Price (as defined below, and, in the event that the common shares are not listed and posted for trading on any stock exchange, the fair market value of the common shares as determined by the Board in its sole and absolute discretion (the "Market Value") on the date the stock option is granted). For the purposes of the Omnibus Plan the "Discounted Market Price" means if the common shares are listed only on the TSX-V, the Market Value, less the maximum discount permitted under the TSX-V policy applicable to stock options. Stock options must be exercised within a period fixed by the Board that may not exceed 10 years from the date of grant, except in a case where the expiry period falls during a blackout period, in which case the expiry period will be automatically extended until 10 business days after the end of the blackout period.

Subject to the terms of the Omnibus Plan and any option agreement, stock options granted under the Omnibus Plan may also be purchased by a Participant by way of a "cashless exercise method", whereby the Company may have an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to a Participant to purchase common shares underlying the stock options. The brokerage firm then sells a sufficient number of common shares to cover the exercise price of the stock options in order to repay the loan made to the Participant. The brokerage firm receives an equivalent number of common shares from the exercise of the stock options and the Participant then receives the balance of common shares or the cash proceeds from the balance of such common shares.

The Omnibus Plan also provides for earlier termination of stock options on the occurrence of certain events, including but not limited to, termination of a Participant's employment.

Options granted to Investor Relations Service Providers must be vested in stages over a period of not less than 12 months with no more than $\frac{1}{4}$ of the stock options vesting in any three-month period.

Restricted Share Units

The Board may grant RSUs to any Participant (other than consultants) under the Omnibus Plan at any time. The terms and conditions of grants of Share Units, including the quantity, type of award, award date, vesting conditions, applicable vesting periods (the time period of which may be no earlier than one year following the award date, except as provided for in the Omnibus Plan) and other terms and conditions with respect to the award, as determined by the Board, will be set out in such Participant's RSU agreement. One RSU is equivalent to one common share.

An RSU account will be maintained for each Participant and each notional grant of RSUs, as granted to such Participant from time to time, will be credited to such Participant's account. RSUs that fail to vest with respect to a Participant, or that are paid out to the Participant are cancelled and will be removed from such Participant's account.

Upon the vesting and settlement of RSUs, the Company is entitled to elect, at the Board's sole discretion, to settle vested RSUs for their cash equivalent, common shares or a combination thereof. For purposes of determining the cash equivalent of RSUs on settlement, such calculation will be made on the settlement date based on the Market Value on the settlement date multiplied by the number of vested RSUs in the Participant's notional RSU account. For the purposes of determining the number of common shares from treasury to be issued and delivered to a Participant upon settlement of RSUs, such calculation will be made on the settlement date based on the whole number of common shares equal to the whole number of vested RSUs then recorded in the Participant's notional RSU account. If an RSU would otherwise expire during a blackout period, the term of such RSU shall automatically be extended until 10 business days after the end of the blackout period, however, in all cases, RSUs shall expire and be settled by no later than December 31 of the third calendar year commencing after the date of award.

Performance Share Units

The Board may grant PSUs to any Participant (other than non-employee directors and consultants) under the Omnibus Plan at any time. The terms and conditions of grants of PSUs, including the quantity, type of award, award date, vesting conditions, applicable vesting periods (which may be no earlier than one year following the award date, except as provided for in the Omnibus Plan) and other terms and conditions with respect to the award, as determined by the Board, will be set out in such Participant's PSU agreement. PSUs are subject to the attainment of performance goals and may become vested PSUs based on a multiplier, which may be greater or less than 100%, subject to such percentage being no greater than 200%. A PSU account will be maintained for each Participant and each notional grant of PSUs, as granted to such Participant from time to time, will be credited to such Participant's account. PSUs that fail to vest with respect to a Participant, or that are paid out to the Participant are cancelled and will be removed from such Participant's account.

Upon the vesting and settlement of PSUs, the Company is entitled to elect, in the Board's sole discretion, to settle vested PSUs for their cash equivalent, common shares or a combination thereof. For purposes of determining the cash equivalent of PSUs on settlement, such calculation will be made on the settlement date based on the Market Value on the settlement date multiplied by the number of vested PSUs in the Participant's notional PSU account. For the purposes of determining the number

of common shares from treasury to be issued and delivered to a Participant upon settlement of PSUs, such calculation will be made on the settlement date based on the whole number of common shares equal to the whole number of vested PSUs then recorded in the Participant's notional PSU account. If a PSU would otherwise expire during a blackout period, the term of such Share Unit shall automatically be extended until 10 business days after the end of the blackout period, however, in all cases, Share Units shall expire and be settled by no later than December 31 of the third calendar year commencing after the date of award.

If the performance goals in respect of the vesting of PSUs determined by the Board at the time of granting the award with respect to a fiscal year are not met during such fiscal year, the PSUs which were scheduled to vest at the end of such fiscal year shall expire. Performance goals may be based upon the achievement of corporate, divisional, cluster or individual goals, and may be applied to performance relative to an index or comparator group, or on any other basis determined by the Board which may be measured over a specified period and may have a multiplier effect based on the level of achievement.

DSUs

The Board may grant DSUs to any DSU Participant (being a non-employee director of the Company) under the Omnibus Plan at any time. In addition, subject to Board approval, a DSU Participant may elect, once each fiscal year, to be paid up to 100% of his or her annual board retainer (including any committee fees, attendance fees and retainers to committee chairs) in the form of DSUs with the balance, if any, being paid in cash in accordance with the Company's regular practices. A DSU Participant is entitled to terminate his or her participation in the Omnibus Plan.

One DSU is equivalent to one common share. Fractional DSUs are permitted under the Omnibus Plan. The number of DSUs granted at any particular time pursuant to the Omnibus Plan will be calculated by: (a) in the case of an elected amount by a DSU Participant, dividing (i) the dollar amount of the elected amount by (ii) the Market Value of a common share on the applicable award date; or (b) in the case of a grant of DSUs, dividing (i) the dollar amount of such grant by (ii) the Market Value of a common share on the date of grant. The Company shall maintain a notional account for each DSU Participant.

All DSUs recorded in a Participant's notional account will vest on the DSU termination date, being the day that the DSU Participant ceases to be a director of the Company for any reason.

Upon the settlement of DSUs, the number of common shares covered by the DSUs will be issued from treasury by the Company as fully paid non-assessable common shares based on the whole number of common shares equal to the whole number of DSUs then recorded in the DSU Participant's notional account (fractions of common shares will be settled in cash). If a DSU Participant gives notice to the Company of its election to receive cash pertaining to a DSU, the Company, with the approval of the Board, may agree to pay an amount in cash equal to the aggregate Market Value of the common shares as at the DSU termination date to be issued in place of issuing to the DSU Participant common shares under the DSU.

Omnibus Equity Incentive Plan Resolution

At the Meeting, shareholders will be asked to pass an ordinary resolution approving the Omnibus Equity Incentive Plan in substantially the following form:

"IT IS RESOLVED THAT:

1. The Omnibus Equity Incentive Plan of the Company and the reservation for issuance thereunder, (i) pursuant to Options, shall not exceed 10% of the common shares issued and outstanding from time to time, and (ii) pursuant to RSUs, PSUs and DSUs in aggregate, shall not exceed 4,207,237, is confirmed, ratified and approved as the omnibus equity incentive plan of the Company and the Company has the ability to grant options and other awards under the Omnibus Equity Incentive Plan;
2. The options and other awards to be issued under the Omnibus Equity Incentive Plan, and all unallocated options and other awards under the Omnibus Equity Incentive Plan, are approved;
3. The Board is authorized to make such amendments to the Omnibus Equity Incentive Plan from time to time, in accordance with the terms of the Omnibus Equity Incentive Plan, as may be required by the applicable regulatory authorities, or as may be considered appropriate by the Board, in its sole discretion, provided always that such amendments be subject to the approval of the regulatory authorities, if applicable, and in certain cases, the approval of the shareholders; and
4. Any one officer of the Company is authorized and directed, for and on behalf of the Company, to finalize, sign or deliver all documents, to enter into any agreements and to do and perform all acts and things as such individual, in his or her discretion, deems necessary or advisable in order to give effect to the intent of this resolution and the matters authorized hereby, including compliance with all securities laws and regulations and the rules and requirements of the stock exchanges on which the Company's shares may be listed, such determination to be conclusively evidenced by the finalizing, signing or delivery of such document or agreement or the performing of such act or thing."

In order to be effective, the foregoing ordinary resolutions must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Omnibus Equity Incentive Plan.

The Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that Shareholders of the Company vote in favor of the Resolution.

Approval of Previous Grants of Options, RSUs and DSUs

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass a disinterested shareholder resolution approving the grant of certain stock options ("Options"), restricted share units ("RSUs") and deferred share units ("DSUs") granted prior to shareholder approval being received for the Omnibus Plan (the "Grant Resolution").

The shareholders will be asked to approve the following resolution:

WHEREAS:

A. The Company has previously granted the following Options, RSUs and DSUs to certain directors, officers, employees, and/or consultants:

- On January 2, 2026, 2,980,000 RSUs;

- On February 20, 2026, 50,000 Options, exercisable at \$2.60 per share, expiring on February 20, 2031;
- On March 27, 2026 15,000 Options, exercisable at \$2.22 per share, expiring on March 27, 2031;
- On July 24, 2026, 1,525,000 Options, exercisable at \$3.75 per share, expiring on July 24, 2031; and
- On July 24, 2026, 1,107,500 DSUs.

(collectively, the “Prior Grants”);

B. Certain of the recipients of the Prior Grants may be “insiders” or “related parties” of the Company, and TSX-V policies require that such grants be approved by disinterested shareholders;

NOW THEREFORE BE IT RESOLVED THAT:

1. Subject to disinterested shareholder approval as set out below, the Prior Grants are hereby ratified, confirmed, and approved in all respects, including the grant dates, exercise prices, vesting provisions, and all other terms thereof, as if the Omnibus Plan had been approved by the shareholders at the time such Prior Grants were made.
2. For the purposes of this resolution, any votes attaching to securities beneficially owned, directly or indirectly, by recipients of the Prior Grants who are insiders or related parties of the Company (and any associates or affiliates thereof) shall be excluded and not counted in determining approval of this resolution, to the extent required by TSX-V policies.
3. Upon approval by disinterested shareholders, each of the Prior Grants is hereby declared to be validly granted and effective as of its original grant date, subject to the terms and conditions of the Omnibus Plan and the applicable option agreements.
4. Any director or officer of the Company is hereby authorized and directed to execute and deliver all such documents and to take such actions as may be necessary or desirable to give effect to this resolution.
5. All acts of the directors and officers of the Company in connection with the Prior Grants are hereby ratified, confirmed, and approved in all respects.

In order to be effective, the foregoing ordinary resolutions must be approved by a simple majority of the votes cast by the disinterested shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Prior Grants.

The Board believes the passing of the foregoing ordinary resolution is in the best interests of the Company and recommends that Shareholders of the Company vote in favor of the Grant Resolution.

OTHER MATTERS TO BE ACTED UPON

The Company will consider and transact such other business as may properly come before the Meeting or any adjournment thereof. The management of the Company knows of no other matters to come before the Meeting other than those referred to in the Notice. Should any other matters properly

come before the Meeting, the shares represented by the Proxies solicited hereby will be voted on such matter in accordance with the best judgment of the persons voting by Proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company is available on SEDAR+ at www.sedarplus.ca. Financial information concerning the Company is provided in the Company's comparative financial statements and Management Discussion and Analysis (the "MD&A") for the financial year ended December 31, 2025.

Shareholders wishing to obtain a copy of the Company's financial statements and MD&A may contact the Company as follows:

TRIDENT RESOURCES CORP.
1030 – 505 Burrard Street, Vancouver, B.C. V7X 1M5
Telephone: (604) 687-3376
E-mail: info@tridentresourcescorp.com

BOARD APPROVAL

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

DATED at Vancouver, British Columbia on October 1, 2026.

ON BEHALF OF THE BOARD

/s/ "Jonathan Wiesblatt"

Jonathan Wiesblatt,
CEO

SCHEDULE “A”

TRIDENT RESOURCES CORP. (the “Company”)

AUDIT COMMITTEE CHARTER

Mandate

The primary function of the Audit Committee (the “**Committee**”) is to assist the board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Corporation to regulatory authorities and shareholders, the Corporation's systems of internal controls regarding finance and accounting and the Corporation's auditing, accounting and financial reporting processes. Consistent with this function, the Committee will encourage continuous improvement of, and should foster adherence to, the Corporation's policies, procedures and practices at all levels. The Committee's primary duties and responsibilities are to (i) serve as an independent and objective party to monitor the Corporation's financial reporting and internal control system and review the Corporation's financial statements; (ii) review and appraise the performance of the Corporation's external auditors; and (iii) provide an open avenue of communication among the Corporation's auditors, financial and senior management and the board of directors.

Composition

The Committee shall be comprised of three directors as determined by the board of directors, the majority of whom shall be free from any relationship that, in the opinion of the board of directors, would interfere with the exercise of his or her independent judgment as a member of the Committee.

At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation's Charter, the definition of “**financially literate**” is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

The board of directors at its first meeting following the annual shareholders' meeting shall elect the members of the Committee. Unless a Chair is elected by the full board of directors, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meetings

The Committee shall meet at least four times annually, or more frequently as circumstances dictate.

Responsibilities and Duties

To fulfil its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update its Charter annually.
- (b) Review the Corporation's financial statements, MD&A and any annual and interim earnings, news releases before the Corporation publicly discloses this information and any reports or other financial information (including quarterly financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion or review rendered by the external auditors.

External Auditors

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

Provided the pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval such authority may be delegated by the Committee

to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Corporation's financial reporting process, both internal and external.
- (b) Consider the external auditor's judgments about the quality and appropriateness of the Corporation's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Corporation's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.
- (e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (i) Review certification process.
- (j) Establish a procedure for the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

Other

Review any related party transactions.