



**FORTUNE MINERALS LIMITED**  
617 Wellington Street, London, ON Canada N6A 3R6  
Tel: 519-858-8188 | Fax: 519-858-8155  
fortuneminerals.com

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

**NOTICE IS HEREBY GIVEN** that an annual and special meeting (the “**Meeting**”) of shareholders of Fortune Minerals Limited (the “**Corporation**”) will be held at the offices of Fortune Minerals Limited, 617 Wellington Street, London, Ontario, N6A 3R6 on Tuesday, June 23, 2026, at 4:30 p.m. (London time) for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial year ended December 31, 2025 and the auditors’ report thereon;
2. to elect directors;
3. to re-appoint auditors and to authorize the directors to fix the auditors’ remuneration;
4. to consider, and if thought advisable, to re-approve all unallocated options, rights and other entitlements under the Corporation's stock option plan, as set out in further detail in the accompanying management information circular;
5. to consider and, if deemed advisable, to approve, with or without variation, an ordinary resolution authorizing the issuance to Lind Global Fund III, LP of up to a maximum of 250,000,000 common shares of the Corporation in the aggregate, all as more particularly described in the accompanying Circular; and
6. to transact such other business as may properly come before the Meeting or any adjournment(s) or postponement(s) thereof.

Particulars of the foregoing matters are set forth in the management information circular of the Corporation (the “**Circular**”) accompanying this notice (the “**Notice of Meeting**”) and enclosed form of proxy. This Notice of Meeting and the accompanying Circular have been sent or been made available to each director of the Corporation, each shareholder of the Corporation entitled to notice of the Meeting and the auditors of the Corporation.

Registered shareholders of record at the close of business on May 6, 2026 will be entitled to vote at the Meeting. Shareholders who are unable to attend the Meeting are requested to date, complete, sign and return the enclosed form of proxy in order to ensure their representation at the meeting. In order to be effective, properly completed proxies must be deposited with the Corporation’s registrar and transfer agent, Odyssey Trust Company by: i) mail at Proxy Department, 1100 – 67 Yonge Street, Toronto, Ontario M5E 1J8; ii) online at <https://vote.odysseytrust.com>; or iii) fax at 1-800-517-4553, no later than 4:30 p.m. (Toronto time) on June 19, 2026 or, in the case of any adjournment(s) or postponement(s) of the Meeting, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting is adjourned or postponed. The proxy voting cut-off may be waived or extended by the Chair of the Meeting at his discretion without notice.

**DATED** at London, Ontario this 11<sup>th</sup> day of May, 2026.

**BY ORDER OF THE BOARD**

*(signed) “Patricia Penney”*

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Patricia Penney  
Interim CFO



## TABLE OF CONTENTS

<b>GENERAL PROXY INFORMATION</b> .....	<b>1</b>
NOTICE AND ACCESS .....	1
PROXIES.....	2
VOTING BY REGISTERED SHAREHOLDERS .....	2
VOTING BY NON-REGISTERED SHAREHOLDERS .....	2
<b>VOTING SHARES AND PRINCIPAL HOLDERS THEREOF</b> .....	<b>3</b>
<b>PARTICULARS OF MATTERS TO BE ACTED UPON</b> .....	<b>3</b>
ELECTION OF DIRECTORS.....	3
APPOINTMENT OF AUDITORS .....	8
RE-APPROVAL OF ALL UNALLOCATED OPTIONS, RIGHTS AND OTHER ENTITLEMENTS UNDER THE STOCK OPTION PLAN.....	8
APPROVAL OF ISSUANCE OF COMMON SHARES TO LIND GLOBAL FUND III, LP .....	9
OTHER BUSINESS .....	14
<b>STATEMENT OF CORPORATE GOVERNANCE PRACTICES</b> .....	<b>14</b>
<b>STATEMENT OF EXECUTIVE COMPENSATION</b> .....	<b>18</b>
COMPENSATION DISCUSSION AND ANALYSIS .....	18
COMPENSATION OF NAMED EXECUTIVE OFFICERS IN 2025 .....	21
PERFORMANCE GRAPH.....	21
CONTRACTS WITH NAMED EXECUTIVE OFFICERS.....	24
COMPENSATION OF DIRECTORS .....	25
<b>SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS</b> .....	<b>28</b>
<b>INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS</b> .....	<b>30</b>
<b>INTEREST OF CERTAIN PERSONS OR COMPANIES IN MATTERS TO BE ACTED UPON</b> .....	<b>30</b>
<b>INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS</b> .....	<b>31</b>
<b>DIRECTORS' AND OFFICERS' LIABILITY INSURANCE</b> .....	<b>31</b>
<b>ADDITIONAL INFORMATION</b> .....	<b>31</b>
<b>GENERAL</b> .....	<b>31</b>
<b>Schedule A - Charter and Terms of Reference for the Board of Directors of Fortune Minerals Limited</b> .....	<b>A-1</b>



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## **MANAGEMENT INFORMATION CIRCULAR**

(all information is given as at May 11, 2026 unless otherwise noted)

### **GENERAL PROXY INFORMATION**

This management information circular (the “**Circular**”) is furnished in connection with the solicitation of proxies by or on behalf of the management of Fortune Minerals Limited (the “**Corporation**” or “**Fortune**”) for use at the annual and special meeting of the holders of common shares of the Corporation (the “**Shares**”) to be held at the offices of Fortune Minerals Limited, 617 Wellington Street, London, Ontario, N6A 3R6 on Tuesday, June 23, 2026, at 4:30 p.m. (London time) and at any adjournment(s) or postponement(s) thereof (the “**Meeting**”), for the purposes set forth in the accompanying notice of the Meeting.

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

Fortune has decided to use the notice and access model (“**Notice and Access**”) provided for under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for the delivery of proxy-related materials to shareholders for the Meeting, which includes, among other things, the Circular (the “**Meeting Materials**”). Fortune has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, the Corporation is permitted to deliver the Meeting Materials to shareholders by posting them on an acceptable website (such as the Corporation’s website or its transfer agent’s website). In order for a reporting issuer such as the Corporation to avail itself of the Notice and Access regime, it is required to send by mail a notice (the “**N&A Notice**”) to shareholders with information about the Notice and Access process and voting instructions as well as a voting instruction form or form of proxy.

This Circular is available electronically on the Corporation's website at <https://www.fortuneminerals.com/investors/agm-information/> and is also available under the Corporation’s profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca).

Pursuant to the Notice and Access regime, the Corporation will provide a paper copy of the Circular directly to any shareholder upon request for a period of one year following the date of the filing of this Circular on SEDAR+. Shareholders may call 1-888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America) in order to obtain additional information relating to Notice and Access or to obtain a paper copy of the Circular. If a request is made before the date of the Meeting, the Circular will be sent to the requesting shareholder within three business days of the request free of charge. The Corporation must receive your request prior to June 12, 2026 to ensure you will receive paper copies in advance of the deadline to submit your vote. If the request is made on or after the date of the Meeting, the Circular will be sent to the requesting shareholder within ten calendar days of the request free of charge.

## *Proxies*

The enclosed proxy is being solicited by or on behalf of the management of the Corporation and the cost of such solicitation will be borne by the Corporation. The solicitation will be primarily by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by the officers and directors of the Corporation.

## *Voting By Registered Shareholders*

A registered shareholder has the right to appoint as his or her proxyholder a person or company (who need not be a shareholder) to attend and act on his or her behalf at the Meeting other than the persons designated in the proxy accompanying this Circular. A registered shareholder may do so by inserting the name of such other person in the blank space provided in the form of proxy or by completing another proper form of proxy, and in either case returning the completed proxy to Odyssey Trust Company 1100 – 67 Yonge Street, Toronto, Ontario M5E 1J8 not later than 4:30 p.m. (Toronto time) on June 19, 2026 or, in the case of any adjournment(s) or postponement(s) of the Meeting, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting is adjourned or postponed.

A registered shareholder executing a proxy has the power to revoke it. A registered shareholder may revoke a proxy: (i) by depositing an instrument in writing executed by him or her or by his or her attorney authorized in writing at the registered office of the Corporation at any time up to the last business day preceding the day of the Meeting, at which the proxy is to be used, or with the Chair of the Meeting on the day of the Meeting; or (ii) in any other manner permitted by law.

The Shares represented by a properly executed proxy given in favour of the person(s) designated by management of the Corporation as proxyholders in the enclosed form of proxy will be voted or withheld from voting in accordance with the instructions of the shareholder on any ballot that may be called for and, if a shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the Shares represented by the proxy shall be voted accordingly. **IN THE ABSENCE OF SUCH DIRECTIONS, SUCH SHARES WILL BE VOTED: (I) FOR THE ELECTION OF THE DIRECTORS NAMED IN THIS CIRCULAR; (II) FOR THE APPOINTMENT OF MCGOVERN HURLEY LLP, AS AUDITORS OF THE CORPORATION; (III) FOR THE OPTION PLAN RESOLUTION (AS DEFINED BELOW); AND (IV) FOR THE LIND APPROVAL RESOLUTION (AS DEFINED BELOW).**

If any amendments or variations to matters identified in the notice of the Meeting are proposed at the Meeting or if any other matters properly come before the Meeting, the enclosed form of proxy confers discretionary authority to vote on such amendments or variations or other such matters according to the best judgment of the person voting the proxy at the Meeting.

## *Voting By Non-Registered Shareholders*

Only registered shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. The information set forth in this section should be reviewed carefully by non-registered shareholders of the Corporation. Shareholders who do not hold their shares in their own name (the “Beneficial Shareholders”) should note that only proxies deposited by shareholders who appear on the records maintained by the Corporation’s registrar and transfer agent as registered holders of shares will be recognized and acted upon at the Meeting. If shares are listed in an account statement provided to a shareholder by a broker, those shares are, in all likelihood, not registered in the shareholder’s name. Such shares are more likely registered under the name of the shareholder’s broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depository Services Inc., which acts as nominee for many Canadian brokerage

firms). Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Therefore, each Beneficial Shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

Beneficial Shareholders are either "objecting beneficial owners" or "OBOs", who object to the disclosure by intermediaries of information about their ownership in the Corporation, or "non-objecting beneficial owners" or "NOBOs", who do not object to such disclosure. The Corporation is not sending proxy-related materials directly to NOBOs and does not intend to pay for proximate intermediaries to send the proxy-related materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless their intermediary assumes the cost of delivery.

National Instrument 54-101 of the Canadian Securities Administrators requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their shares are voted at the Meeting. If you have any questions respecting the voting of shares held through a broker or other intermediary, please contact that broker or other intermediary for assistance.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker (or an agent of such broker), a Beneficial Shareholder may attend the Meeting as proxy holder for the registered shareholder and vote the shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their shares as proxy holder for the registered shareholder should enter their own names in the blank space on the proxy form provided to them by their broker (or the broker's agent) and return the same to their broker (or the broker's agent) in accordance with the instructions provided by such broker (or the broker's agent).

## **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

The Corporation is authorized to issue an unlimited number of Shares of which 649,910,751 are issued and outstanding at the date hereof. Each Share carries the right to one vote.

The Corporation has fixed May 6, 2026, as the record date for the purpose of determining shareholders entitled to receive notice of and to vote at the Meeting. In accordance with the provisions of the *Business Corporations Act* (Ontario), (the "OBCA") the Corporation will prepare a list of shareholders as of such record date. Each holder of Shares named in the list will be entitled to vote the Shares shown opposite his name on the list at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, no person or company beneficially owns, or controls or directs, directly or indirectly, securities carrying 10% or more of the voting rights attached to the issued Shares of the Corporation.

## **PARTICULARS OF MATTERS TO BE ACTED UPON**

### ***Election of Directors***

The number of directors serving as members of the board of directors of the Corporation (the "Board") has been set at six. The following table presents the names of each of the persons who are proposed as nominees for election as directors of the Corporation, all of whom are currently members of the Board. The term of office for each person elected to the Board will be until the close of the next annual general meeting of shareholders of the Corporation or until his or her successor is elected or appointed. Management has no reason to believe that any of the nominees will be unable to serve as a director but, if a nominee is for any reason unavailable to serve as a director, proxies in favour of management will be voted in favour of each

of the remaining nominees and may be voted for a substitute nominee unless the shareholder has specified in the proxy that his or her Shares are to be withheld from voting in respect of the particular director who is unable to serve.

**In the absence of a contrary instruction or if no choice is specified in the proxy with respect to the foregoing matter, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the election of each of the proposed nominees whose names are set forth below as directors of the Corporation.**



**Robin E. Goad, M.Sc., P.Geo.** is the President and Chief Executive Officer of Fortune. He is a Professional Geoscientist in Ontario and the Northwest Territories (the “NWT”) with more than 40 years of experience in the exploration, mining and mineral processing industries in Canada and internationally. Prior to founding Fortune in 1988, Robin worked for large mining companies including Noranda and Teck, and as a consultant in the resource industry. Robin has previously been a director of other junior resource companies listed on the Toronto Stock Exchange (“TSX”) and the TSX Venture Exchange (“TSXV”).

**Tenure:** Director from October 1988 to present

**Status:** Non-independent

<b>Robin E. Goad</b>	<b>Board and Board Committees</b>	<b>Meeting Attendance<sup>(1)</sup></b>			<b>Other Public Company Boards</b>
Age: 68 London, Ontario, Canada	Board of Directors	5	of 5	100%	None
<b>Current Securities<sup>(2)</sup>:</b>		<b>Shares</b>	<b>Warrants</b>	<b>Options</b>	<b>At Risk Value<sup>(3)</sup></b>
		10,238,114	NIL	6,500,000	\$1,060,240



**Glen Koropchuk, M.Sc.** was the COO of Fortune Minerals from May 2017 until May 2020 when he ceased to act in that capacity. He continues as a director of the Corporation. Mr. Koropchuk is a mining engineer with over 35 years of global, multiple commodity, operations, project development, government and Indigenous relations and Environmental, Social and Governance (ESG) experience, predominantly with Anglo American & De Beers, achieved through multicultural exposure in Canada, South America, Southern and West Africa, Russia and the UK. Prior to his retirement in 2016, Mr. Koropchuk was COO of De Beers Canada and responsible for delivering safe, operational excellence for the Snap Lake and Victor diamond mines in Canada’s north. Notably, he also led the permitting, Indigenous engagement, and project management for the Gahcho Kue diamond mine in the Northwest Territories that was finished on budget and on time, in 2016. Glen is now an independent consultant and currently serves as a Director of other listed and private companies including Atrum Coal where he has been a Director since 2020 and Chairman since 2021.

**Tenure:** Director from September 2016 to present

**Status:** Independent

<b>Glen Koropchuk</b>	<b>Board and Board Committees</b>	<b>Meeting Attendance<sup>(1)</sup></b>			<b>Other Public Company Boards</b>
Age: 63 Summerland, British Columbia, Canada	Board of Directors	4	of 5	80%	Atrum Coal Ltd. (ASX)
<b>Current Securities<sup>(2)</sup>:</b>		<b>Shares</b>	<b>Warrants</b>	<b>Options</b>	<b>At Risk Value<sup>(3)</sup></b>
		100,000	NIL	1,800,000	\$60,500



**John McVey, M.A.Sc., P.Eng, ICD.D** owns JWM Consulting Inc, an energy and resources consulting company based in Langley, BC. He previously was the CEO and a Director of the Procon Group of Companies based in Burnaby, BC until his retirement (May 2024). His engineering and construction industry career spans more than 35 years in the mining, energy and power industries in Canada as well as internationally. Mr. McVey joined Procon as CEO in 2015 and led the growth and diversification of this full-service underground mine development and production mining contractor across Canada. Prior to Procon, Mr. McVey held executive and senior management positions with Bechtel, Bantrel, SNC-Lavalin and Kilborn Engineering. Mr. McVey has B.A.Sc. and M.A.Sc. Degrees in Chemical Engineering from the University of Waterloo and is a licensed professional engineer in Ontario and Alberta. He has completed the Queen’s Executive Development Program and the Institute of Corporate Directors, Directors Education Program, obtaining the ICD.D designation from the Institute. Mr. McVey is also a director of Arizona Gold & Silver Inc. and TRX Gold Corporation.

**Tenure:** Director from June 2018 to present  
**Status:** Independent

<b>John W. McVey</b>	<b>Board and Board Committees</b>	<b>Meeting Attendance<sup>(1)</sup></b>				<b>Other Public Company Boards</b>
Age: 68 Burnaby, British Columbia	Board of Directors	5	of	5	100%	Arizona Gold & Silver Inc. TRX Gold Corp.
	Audit	5	of	5	100%	
	Compensation	1	of	1	100%	
	Combined Total	11	of	11	100%	
<b>Current Securities <sup>(2)</sup>:</b>		<b>Shares</b>	<b>Warrants</b>	<b>Options</b>	<b>At Risk Value<sup>(3)</sup></b>	
		1,525,000	NIL	2,250,000	\$194,625	



**Mahendra Naik, B.Com., CPA, CA** is a Chartered Professional Accountant and is a former founding Director and former Chief Financial Officer (“CFO”) of IAMGOLD Corporation, a TSX and New York Stock Exchange listed gold mining company. As CFO from 1990 to 1999, he led the negotiations of the Sadiola and Yatela mine joint ventures with Anglo American, US\$400 million in project debt financings for development of the mines as well as leading more than \$150 million in equity financings including the IPO for IAMGOLD. From 2000 to May 2021, Mr. Naik continued as a Director and Member of the Audit and Compensation committees for IAMGOLD. Since 2003, Mr. Naik has been a Director and Chairman of the Audit Committee and Member of Compensation and Governance committees of GoldMoney Inc., a TSX listed precious metals and real estate company with assets under custody of more than \$4.3 billion and real estate assets of more than \$244.0 million. Between February 2022 and January 2025, Mr. Naik was also a Director and Chairman of the Audit Committee and Member of Compensation committees of Infinitum Copper Corporation, a TSXV exploration company. Mr. Naik has served as a director of other public mining companies and is involved in non-profit organizations including The Indus Entrepreneurs and Trillium Hospital Foundation.

**Tenure:** Director from March 2006 to present  
**Status:** Independent

<b>Mahendra Naik</b>	<b>Board and Board Committees</b>	<b>Meeting Attendance<sup>(1)</sup></b>				<b>Other Public Company Boards</b>
Age: 68 Mississauga, Ontario, Canada	Board of Directors	5	of	5	100%	•GoldMoney Inc. •Infinitum Copper Corporation
	Audit	5	of	5	100%	
	Compensation	1	of	1	100%	
	Corporate Governance & Nomination <sup>(4)</sup>					
Combined Total		11	of	11	100%	
<b>Current Securities <sup>(2)</sup>:</b>		<b>Shares</b>	<b>Warrants</b>	<b>Options</b>	<b>At Risk Value<sup>(3)</sup></b>	
		5,441,250	NIL	4,500,000	\$592,506	



**David Ramsay, B.A.** is the President of 2586825 Alberta Limited (Ramsay Consulting), a government relations and management consulting firm and serves as the CEO for the Techiq Group of companies located in Deline, NWT. Mr. Ramsay has consulted and represented a number of companies including AltaGas, the Dexterra Group of Companies, E.Gruben's Transport, Northwind Industries and Wildstone Construction. Mr. Ramsay held public office in the NWT for 20 years. He previously served as a member of the Executive Council of the Government of the Northwest Territories from 2011 to 2015, holding portfolios including Attorney General/Minister of Justice; Minister of Industry, Tourism and Investment; Minister Responsible for the Northwest Territories Business Development Corporation; Minister of Transportation; and Minister of the Public Utilities Board. In his capacity as Minister of Industry, Tourism and Investment, Mr. Ramsay led trade missions to China and Japan focused on mining, diamonds, oil and gas and tourism.

**Tenure:** Director from April 2016 to present

**Status:** Independent

<b>David Ramsay</b>	<b>Board and Board Committees</b>	<b>Meeting Attendance<sup>(1)</sup></b>			<b>Other Public Company Boards</b>	
Age: 56	Board of Directors	3	of	5	60%	None
Calgary, Alberta, Canada	Audit	3	of	5	60%	
	Combined Total	6	of	10	60%	
<b>Current Securities<sup>(2):</sup></b>		<b>Shares</b>	<b>Warrants</b>	<b>Options</b>	<b>At Risk Value<sup>(3)</sup></b>	
		1,054,000	NIL	1,800,000	\$141,590	



**Edward Yurkowski, B.Sc.** retired as the Chief Executive Officer of Procon, which in addition to investing in resource companies is a full mining service provider through Procon Mining & Tunnelling Ltd. and served as a director and consultant for Procon until April 2018. Edward has been involved in the mining and civil contracting industries since 1966, including ownership and management of two large mining construction contracting companies. Edward received his Bachelor of Science in Civil Engineering in 1971 from the University of Saskatchewan and currently serves as a director of Imperial Metals Corp.

**Tenure:** Director from July 2013 to present

**Status:** Independent

<b>Edward Yurkowski</b>	<b>Board and Board Committees</b>	<b>Meeting Attendance<sup>(1)</sup></b>			<b>Other Public Company Boards</b>	
Age: 79	Board of Directors	5	of	5	100%	• Imperial Metals Corp.
Vancouver, British Columbia, Canada	Audit	5	of	5	100%	
	Compensation	1	of	1	100%	
	Corporate Governance & Nomination <sup>(4)</sup>					
	Combined Total	11	of	11	100%	
<b>Current Securities<sup>(2):</sup></b>		<b>Shares</b>	<b>Warrants</b>	<b>Options</b>	<b>At Risk Value<sup>(3)</sup></b>	
		11,400,000	NIL	2,250,000	\$1,034,000	

**Notes:**

- (1) The attendance record relates to each directors meeting attendance for the period commencing at the beginning of the Corporation's most recently completed financial year (January 1, 2025) until the date of this Circular (May 11, 2026), as adjusted for any period during which he was not a director.
- (2) The information as to securities of the Corporation beneficially owned, controlled or directed, directly or indirectly, not being within the knowledge of the Corporation, has been furnished by the respective directors individually.
- (3) The "At Risk Value" is determined as the sum of: (i) the value of the Shares owned; (ii) the value of unexercised in-the-money warrants; and, (iii) the value of the unexercised in-the-money Options. These values are based on the closing price of the Corporation's Shares on the TSX on December 31, 2025 of \$0.085 compared to the respective exercise prices of the warrants and Options.
- (4) There were no Corporate Governance & Nomination Committee meetings held from January 1, 2025 to date.

### *Corporate Cease Trade Orders or Bankruptcies*

Except as described below, no proposed director or any personal holding company of such person is, as at the date hereof, or has been, within 10 years before the date hereof, a director, chief executive officer or chief financial officer of any company (including the Corporation) that, while that person was acting in that capacity,

- (a) was subject to 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
- (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 order or similar order or an order that denied the relevant company access to any exemption under securities legislation, for a period of more than 30 consecutive days;
- (c) within a year of that person ceasing to act in that capacity (or in the capacity of another executive officer), 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 the person's assets.

Each of the directors of the Corporation was a director of the Corporation when, effective April 6, 2023, the Ontario Securities Commission issued a failure-to-file cease trade order (the “**CTO**”) in respect of the Corporation due to its failure to file the continuous disclosure materials (the “**Annual Filings**”) required by National Instrument 51-102 – *Continuous Disclosure Obligations* for the financial year ended December 31, 2022. The delay in filing the Annual Filings was primarily a result of a delay in commencement of the audit of the financial statements of the Corporation for the year ended December 31, 2022. The Annual Filings were filed on May 19, 2023 and the CTO was lifted effective May 23, 2023.

Glen Koropchuk, a director of the Corporation, is also a director of Atrum Coal Limited (“**ATU**”). Trading in the securities of ATU on the Australian Stock Exchange (the “**ASX**”) was suspended on March 9, 2023. The ASX determined that ATU's operations were not adequate to warrant the continued quotation of its securities and that ATU was therefore in breach of ASX Listing Rule 12.1. ATU was unable to demonstrate compliance with Listing Rule 12.1 within two years and, as a result, its shares were delisted from the ASX on March 9, 2025.

### *Personal Bankruptcies*

No proposed director of the Corporation or any personal holding company of such person has, within the 10 years before the date hereof, 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 his or her assets.

### *Personal Penalties or Sanctions*

No proposed director of the Corporation or any personal holding company of such person has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

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

#### *Majority Voting Policy for Election of Directors*

In 2013, the directors unanimously adopted a majority voting policy (the “**Majority Voting Policy**”) which is now effectively required of all issuers listed on the TSX. The Majority Voting Policy provides that if in an uncontested election a director nominee has more votes withheld than are voted in favour of him or her, the nominee will be considered by the Board not to have received the support of the shareholders. Such a nominee will be required to forthwith submit his or her resignation to the Board, effective upon acceptance by the Board. The director who tendered the resignation will not participate in the decision-making process, but may be counted for the purpose of determining whether the Board has quorum. Except in special circumstances that would warrant the continued service of the director on the Board, the Board will be expected to accept the resignation. Within 90 days after the meeting, the Board will make its decision and announce it by press release, a copy of which shall also be provided to the TSX.

#### *Appointment of Auditors*

The Board proposes to re-appoint McGovern Hurley LLP, Chartered Professional Accountants, as the auditors of the Corporation at remuneration to be fixed by the Board. McGovern Hurley LLP was first appointed as the auditor of the Corporation on November 21, 2023.

**In the absence of a contrary instruction or if no choice is specified in the proxy with respect to the foregoing matter, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the re-appointment of McGovern Hurley LLP as auditors of the Corporation to hold office until the next annual general meeting of shareholders or until a successor is appointed.**

#### *Re-approval of all Unallocated Options, Rights and Other Entitlements under the Stock Option Plan*

The Corporation's current stock option plan (the “**Plan**”), pursuant to which eligible persons may receive options to purchase Shares of the Corporation (“**Options**”), was last approved by the shareholders of the Corporation at the annual and special meeting of shareholders of the Corporation held on June 28, 2023. The principal terms of the Plan, as amended, are described in this circular under the heading “Securities Authorized for Issuance Under Equity Compensation Plans”.

The Plan is an “evergreen” or “rolling” stock option plan which provides that the aggregate of: (i) the number of Shares which may be issuable pursuant to the exercise of Options outstanding at any particular time; and (ii) the number of Shares previously issued pursuant to the exercise of Options granted within the three years prior to such time, may not exceed 10% of the number of Shares outstanding at such time. The rules of the TSX require that all unallocated Options, rights and other entitlements under such plans must be approved by a majority of the relevant issuer’s directors and by shareholders every three years after institution.

If approval is not obtained at the Meeting, Options which have not been allocated as of June 28, 2026 and Options which are outstanding as of June 28, 2026 and are subsequently cancelled, terminated or exercised will not be available for a new grant of Options. Previously allocated Options will continue to be unaffected by the approval or disapproval of the resolution presented to shareholders at the Meeting.

In light of the requirements of the TSX, shareholders of the Corporation will be asked at the Meeting to re-approve all unallocated Options, rights and other entitlements under the Plan. The text of the proposed resolution to re-approve the Plan (the “**Option Plan Resolution**”), is as follows:

**“BE IT RESOLVED as an ordinary resolution of the Corporation as follows:**

All unallocated options, rights and other entitlements under the Plan are hereby reapproved which approval shall be effective until June 23, 2029, which is the date that is three years from the date of the shareholders’ meeting at which shareholder approval is being sought.”

Whether or not the above-noted resolution is approved, all Options and other entitlements currently outstanding under the Plan will remain in effect in accordance with their terms. If the resolution is not approved, any currently unallocated Options, rights and other entitlements and allocated Options, rights and other entitlements which may subsequently expire, terminate or be cancelled under the Plan will no longer be available for grant.

**In the absence of a contrary instruction or if no choice is specified in the proxy with respect to the foregoing matter, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the Option Plan Resolution.**

### ***Approval of Issuance of Common Shares to Lind Global Fund III, LP***

On April 30, 2026, the Corporation completed a private placement (the “**Lind Private Placement**”) with Lind Global Fund III, LP (“**Lind**”), an entity managed by The Lind Partners, LLC, a New York-based institutional fund manager. The Lind Private Placement was negotiated at arm’s length between the Corporation and Lind, and the Corporation and Lind are not related parties. Lind is not an insider of the Corporation.

#### *Background to the Transaction*

##### Prior Lind Financings

Lind has been a financing partner of the Corporation since May 2024. Prior to the Lind Private Placement, the Corporation completed three convertible security drawdowns with Lind-managed funds, in each case structured as a secured convertible security with a face value reflecting an original issue discount and accompanied by common share purchase warrants: (i) on May 21, 2024, the Corporation drew down C\$1,250,000 (the “**First Tranche**”) under a convertible security funding agreement with Lind Global Fund II, LP, with a face value of C\$1,600,000 and 12,500,000 warrants exercisable at C\$0.065 for 60 months; (ii) on December 23, 2024, the Corporation drew down a further C\$1,575,000 (the “**Second Tranche**”) with a face value of C\$1,890,000 and 16,338,174 warrants exercisable at C\$0.0609 for 60 months; and (iii) on July 29, 2025, the Corporation entered into a new convertible security funding agreement with Lind and drew down C\$3,155,000 (the “**Third Tranche**”) with a face value of C\$3,774,000 and 15,641,293 warrants exercisable at C\$0.1141 for 60 months. Each of the First Tranche, Second Tranche and Third Tranche was conditionally approved by the TSX and was issued on substantially similar terms (including a 24-month term, a 5-day VWAP-based conversion price, monthly conversion limits and a Corporation buy-back right with a Lind partial-conversion option). As at the date of this Circular, the First Tranche has been fully converted to Shares, and the Second Tranche and Third Tranche have been substantially converted or repaid. No further shareholder approval is required in connection with the Shares previously issued under, or remaining issuable on conversion of, any of the First Tranche, Second Tranche or Third Tranche.

## 2026 Lind Private Placement and Settlement of Senior Indebtedness

Concurrently with the Lind Private Placement, the Corporation completed a settlement of its existing senior indebtedness (the “**Senior Lender Settlement**”) owing to its existing senior lenders (collectively, the “**Senior Lenders**”) in the aggregate amount of C\$11,842,667.51 (consisting of C\$8,258,650.58 of principal and C\$3,584,016.93 of accrued and unpaid interest, in each case calculated to April 30, 2026). Pursuant to the Senior Lender Settlement, (i) the principal amount was repaid in cash to the Senior Lenders directly from the proceeds of the Lind Private Placement, (ii) the accrued and unpaid interest was satisfied in full by the issuance to the Senior Lenders of an aggregate of 35,840,170 common shares of the Corporation (the “**Settlement Shares**”), and (iii) the related credit facilities, guarantees, security interests and other collateral were terminated, released and discharged. The issuance of the Settlement Shares was conditionally approved by the TSX and is not a matter for which shareholder approval is being sought at the Meeting.

### *Terms of the Convertible Security and Warrants*

Pursuant to a convertible security funding agreement dated April 30, 2026 between the Corporation and Lind (the “**Funding Agreement**”), the Corporation issued to Lind: (i) a convertible security (the “**Convertible Security**”) with a 24-month term and a face value of C\$11,800,000, representing a funded amount of C\$10,000,000 (the “**Funded Amount**”) plus an implied 9% interest rate per annum reflected as original issue discount; and (ii) 28,801,843 common share purchase warrants (the “**Warrants**”) exercisable until April 30, 2031 at an exercise price of C\$0.22568 per Share. At the closing on April 30, 2026, Lind partly satisfied its funding obligation by paying C\$8,258,650.58 directly to the Senior Lenders in respect of the Senior Lender Settlement, and advanced the balance of the Funded Amount (net of a 3% closing fee payable to Lind under the Funding Agreement) to the Corporation.

The Convertible Security is convertible, at any time at the option of Lind (subject to monthly and aggregate trading volume limitations set out in the Funding Agreement), into common shares of the Corporation (“**Conversion Shares**”) at a conversion price per Share equal to 85% of the volume-weighted average trading price of the Shares on the TSX for the five (5) consecutive trading days immediately preceding the applicable conversion date (“**5-day VWAP**”). The Corporation has a buy-back right exercisable from time to time to repay the outstanding face value of the Convertible Security in cash, subject to a 5% premium and Lind’s right to convert a portion of the face value in connection with such buy-back, on the terms set out in the Funding Agreement. The Corporation’s obligations under the Funding Agreement are guaranteed by each of Fortune Coal Limited, Fortune Minerals NWT Inc. and Fortune Minerals Alberta Inc., and are secured by an omnibus general security agreement granted by the Corporation and such subsidiaries in favour of Lind.

Each Warrant entitles Lind to acquire, subject to adjustment, one common share of the Corporation (a “**Warrant Share**”, and together with the Conversion Shares, the “**Underlying Shares**”) at the exercise price of C\$0.22568 per Warrant Share at any time on or before 5:00 p.m. on April 30, 2031.

Pursuant to Section 5.4(f) of the Funding Agreement and the corresponding provisions of the certificate representing the Warrants, Lind is not permitted to exercise Warrants or convert the Convertible Security into Shares to the extent that, after giving effect to such issuance, Lind would beneficially own, or control or direct, directly or indirectly: (i) more than 9.9% of the Corporation’s then issued and outstanding Shares, unless and until Lind has filed and obtained clearance of a personal information form (a “**PIF**”) with the TSX (the “**9.9% Blocker**”); or (ii) more than 19.9% of the Corporation’s then issued and outstanding Shares, unless and until disinterested shareholder approval has been obtained in accordance with the rules and policies of the TSX (the “**TSX Rules**”) and applicable Canadian securities laws (the “**19.9% Blocker**”, and together with the 9.9% Blocker, the “**Blockers**”).

The Funding Agreement also contains a maximum aggregate number of Underlying Shares that may be issued to Lind on conversion of the Convertible Security and exercise of the Warrants in any combination (the “**Share Maximum**”). The Share Maximum was included in the Funding Agreement in order to comply

with the TSX Rules, as more particularly described under the heading “*TSX Approval and Shareholder Approval Requirement*” below. Pursuant to Section 5.4(a) of the Funding Agreement, the Corporation has agreed to use commercial best efforts to seek and obtain shareholder approval for the issuance of Underlying Shares in excess of the Share Maximum.

#### *Use of Proceeds*

The net proceeds of the Lind Private Placement received by the Corporation, after payment of the principal amount of C\$8,258,650.58 directly to the Senior Lenders and the 3% closing fee of C\$300,000 payable to Lind, were approximately C\$1,441,349.42. The Corporation intends to use such net proceeds for general working capital purposes and to advance its NICO cobalt-gold-bismuth-copper project and other corporate development initiatives.

#### *TSX Approval and Shareholder Approval Requirement*

By letter dated April 30, 2026, the TSX conditionally approved the Lind Private Placement and the listing of an aggregate of 98,801,843 additional Shares issuable thereunder (consisting of 70,000,000 Conversion Shares issuable on conversion of the Convertible Security and 28,801,843 Warrant Shares issuable on exercise of the Warrants), subject to customary conditions, including that no more than 153,005,145 Shares (representing 25% of the 612,020,581 Shares of the Corporation issued and outstanding immediately prior to the closing of the Lind Private Placement) shall be issued or made issuable pursuant to the Lind Private Placement without the approval of the holders of a majority of the voting Shares of the Corporation, in accordance with Section 607(g)(i) of the TSX Company Manual.

Section 607(g)(i) of the TSX Company Manual requires shareholder approval for transactions involving the issuance or potential issuance of listed securities in an aggregate number greater than 25% of the issuer’s outstanding securities, on a non-diluted basis, as at the closing date of the transaction, if the price per security is less than market price. Pursuant to Section 607(f)(iii) of the TSX Company Manual, in the case of a private placement of convertible securities, the underlying listed securities are deemed to be issued at a price per security less than the market price unless the conversion price is fixed at no less than market price at the time of conversion. Because the Convertible Security is convertible at a price equal to 85% of the 5-day VWAP at the time of conversion, the Conversion Shares are deemed to be issued below market for purposes of Section 607(g)(i).

Because the conversion price of the Convertible Security is variable and is based on the 5-day VWAP at the time of each conversion, the actual number of Conversion Shares issuable cannot be determined in advance and may exceed the Share Maximum currently permitted under the Funding Agreement. Accordingly, in accordance with Section 5.4(a) of the Funding Agreement and Section 607(g)(i) of the TSX Company Manual, the Corporation is seeking shareholder approval at the Meeting (the “**Lind Approval**”) to permit the Corporation to issue, on conversion of the Convertible Security and exercise of the Warrants in any combination, an aggregate of up to 250,000,000 Underlying Shares (the “**Maximum Number of Underlying Shares**”), representing an increase of 96,994,855 Underlying Shares over the Share Maximum currently permitted under the Funding Agreement. The aggregate number of Underlying Shares issued by the Corporation on conversion of the Convertible Security and exercise of the Warrants will at all times remain subject to the Blockers, in accordance with the terms and conditions of the Funding Agreement and the certificate representing the Warrants.

#### *Dilution*

The following table sets out, for illustrative purposes only, the maximum number of Conversion Shares and Warrant Shares that would be issuable, and the resulting dilution (calculated on the basis of 649,910,751 Shares issued and outstanding as of the date of this Circular), upon full conversion of the Convertible Security at the assumed 5-day VWAPs set out below and full exercise of the Warrants. The actual number

of Conversion Shares issued may differ materially from these illustrative amounts depending on the 5-day VWAP at the time of each conversion.

Assumed 5-day VWAP	Assumed Conversion Price <sup>(1)</sup>	Conversion Shares <sup>(2)</sup>	Warrant Shares <sup>(3)</sup>	Total Underlying Shares <sup>(4)</sup>	Dilution <sup>(5)</sup>
C\$0.30	C\$0.255	46,274,510	28,801,843	75,076,353	11.6%
C\$0.20	C\$0.17	69,411,765	28,801,843	98,213,608	15.1%
C\$0.10	C\$0.085	138,823,529	28,801,843	167,625,372	25.8%
C\$0.05	C\$0.0425	277,647,059	28,801,843	306,448,902	47.2%

**Notes:**

- (1) The assumed conversion price has been calculated as 85% of the assumed 5-day VWAP, in accordance with the conversion price formula set out in the Funding Agreement. The actual conversion price applicable to any conversion of the Convertible Security will be determined based on the 5-day VWAP at the time of such conversion and may differ materially from the assumed amounts shown.
- (2) Conversion Shares have been calculated by dividing the C\$11,800,000 face value of the Convertible Security by the assumed conversion price. Lind is not required to convert any portion of the Convertible Security and the Corporation has a right to buy-back the outstanding face value of the Convertible Security in cash, subject to a 5% premium and Lind's right to convert a portion of the face value in connection with such buy-back, on the terms set out in the Funding Agreement. As a result, the actual number of Conversion Shares issued may be lower than, or higher than, the amounts shown, and any issuance of Conversion Shares in excess of the Share Maximum is subject to receipt of the Lind Approval.
- (3) The number of Warrant Shares is fixed at 28,801,843, being the maximum number of Shares issuable on exercise in full of the 28,801,843 Warrants issued to Lind on April 30, 2026 at the fixed exercise price of C\$0.22568 per Warrant Share. The number of Warrant Shares is not affected by the assumed 5-day VWAP and is subject to customary anti-dilution adjustments under the certificate representing the Warrants.
- (4) Total Underlying Shares is the aggregate of the Conversion Shares and Warrant Shares set out in the same row, and represents the maximum number of Shares that would be issuable to Lind under the Funding Agreement and the Warrants on the basis of the assumptions set out in the corresponding row.
- (5) Dilution has been calculated based on 649,910,751 Shares issued and outstanding as of the date of this Circular and assumes that no other Shares are issued by the Corporation prior to the issuance of the Underlying Shares. Dilution is expressed as a percentage equal to the Total Underlying Shares divided by the 649,910,751 Shares currently issued and outstanding.
- (6) The table is provided for illustrative purposes only. Lind's exercise of Warrants and conversion of the Convertible Security remain subject at all times to the Blockers, in accordance with the terms and conditions of the Funding Agreement and the certificate representing the Warrants, and to compliance with applicable TSX Rules.

*Potential Effect on Control*

Lind is at arm's length to the Corporation, is not an insider of the Corporation and does not currently hold any Shares. As a result of the operation of the 19.9% Blocker, no conversion of the Convertible Security or exercise of Warrants will be effective to the extent that it would result in Lind beneficially owning, or controlling or directing, directly or indirectly, more than 19.9% of the issued and outstanding Shares unless and until disinterested shareholder approval has been obtained in accordance with the TSX Rules and applicable Canadian securities laws. No such disinterested shareholder approval is being sought at the Meeting. Accordingly, the Corporation does not expect that the Lind Private Placement, including the issuance of the Maximum Number of Underlying Shares, will result in a change of control of the Corporation or in any new "control person" arising within the meaning of applicable Canadian securities laws. The 19.9% threshold is not, however, the only indicator of "control" relevant to the Corporation, and under applicable Canadian securities laws and the rules and policies of the TSX, other factors may lead to a determination that a holder can materially affect the control of the Corporation or otherwise constitute a "control person". Accordingly, there may be circumstances in the future in which Lind could be considered to materially affect control of the Corporation notwithstanding that its shareholdings remain at or below 19.9%.

### *Persons Holding More Than 10% of the Common Shares Following the Lind Private Placement*

To the knowledge of the directors and executive officers of the Corporation, after reasonable inquiry, no person will, as a result of the Lind Private Placement or the issuance of the Maximum Number of Underlying Shares, beneficially own, or control or direct, directly or indirectly, Shares carrying 10% or more of the voting rights attached to the issued and outstanding Shares. In accordance with the 9.9% Blocker, Lind is restricted from beneficially owning, or controlling or directing, directly or indirectly, more than 9.9% of the issued and outstanding Shares unless and until Lind has filed and obtained clearance of a PIF with the TSX. Lind could elect to file a PIF with the TSX in the future in the event it wishes to acquire beneficial ownership of, or control or direction over, 10% or more of the issued and outstanding Shares, but has not advised the Corporation of any intention to do so as of the date of this Circular.

### *Board Recommendation and Lind Approval Resolution*

After careful consideration and consultation with management and the Corporation's advisors, the Board has unanimously determined that the Lind Private Placement is in the best interests of the Corporation and recommends that shareholders vote FOR the Lind Approval Resolution set out below. The Lind Approval Resolution must be approved by a simple majority of the votes cast by the holders of Shares present in person or represented by proxy at the Meeting and entitled to vote thereon. To the knowledge of the Corporation, no Shares are excluded from voting on the Lind Approval Resolution. Lind is not an insider of the Corporation and does not currently hold any Shares, and accordingly is not required to be excluded from the vote.

The text of the proposed resolution to approve the Lind Private Placement (the "**Lind Approval Resolution**") is as follows:

**"BE IT RESOLVED as an ordinary resolution of the Corporation that:**

1. the issuance by the Corporation, on conversion of the convertible security in the face value of C\$11,800,000 issued to Lind Global Fund III, LP ("**Lind**") on April 30, 2026 and on exercise of the 28,801,843 common share purchase warrants issued to Lind on April 30, 2026, in any combination, of up to a maximum of 250,000,000 common shares of the Corporation in the aggregate, all as more particularly described in the management information circular of the Corporation dated May 11, 2026 (the "**Circular**"), be and is hereby authorized, ratified, confirmed and approved for purposes of Section 607(g)(i) of the Toronto Stock Exchange Company Manual;
2. notwithstanding that this resolution has been duly passed by the shareholders of the Corporation, the directors of the Corporation are hereby authorized and empowered, without further approval or authorization of the shareholders, to revoke this resolution at any time prior to it being acted upon; and
3. any one director or officer of the Corporation be and is hereby authorized for and on behalf of the Corporation to take all such actions, do all such things and execute and deliver all such documents and instruments as such director or officer may determine to be necessary or desirable in order to give full effect to this resolution."

**In the absence of a contrary instruction or if no choice is specified in the proxy with respect to the foregoing matter, the person(s) designated by management of the Corporation in the enclosed form of proxy intend to vote FOR the Lind Approval Resolution.**

## ***Other Business***

While there is no other business other than that mentioned in the notice of Meeting to be presented for action by the shareholders at the Meeting, it is intended that the proxies hereby solicited will be exercised upon any other matters and proposals that may properly come before the Meeting or any adjournment(s) or postponement(s) thereof, in accordance with the discretion of the persons authorized to act thereunder.

### **STATEMENT OF CORPORATE GOVERNANCE PRACTICES**

In June 2005, National Policy 58-201 *Corporate Governance Guidelines* (the “**Governance Guidelines**”) and National Instrument 58-101 *Disclosure of Corporate Governance Practices* (the “**Governance Disclosure Rule**”) were adopted by the securities regulatory authorities in Canada. The Governance Guidelines deal with matters such as the constitution and independence of corporate boards, their functions, the effectiveness and education of board members and other items dealing with sound corporate governance practices. The Governance Disclosure Rule requires that, if management of an issuer solicits proxies from its security holders for the purpose of electing directors, specified disclosure of its corporate governance practices must be included in its management information circular.

The Board recognizes the importance of corporate governance to the effective management of the Corporation. The Corporation’s approach to significant issues of corporate governance is designed to ensure that the business and affairs of the Corporation are effectively managed so as to enhance shareholder value. The Board fulfills its mandate directly and through its committees at regularly scheduled meetings or as required. Frequency of meetings may be increased, and the nature of the agenda items may be changed depending upon the state of the Corporation’s affairs and in light of opportunities or risks which the Corporation faces. The directors are kept informed of the Corporation’s operations at these meetings as well as through reports and discussions with management.

The Corporation’s corporate governance practices have been and continue to be substantially in compliance with applicable Canadian requirements. The Corporation will continue to monitor developments in this area with a view to further revising its governance policies and practices as appropriate.

The following is a description of the Corporation’s corporate governance practices.

## ***Board of Directors***

### **Independence of the Board of Directors**

A majority of the Board members (being five of the six members) to be elected at the Meeting are independent within the meaning of the Governance Disclosure Rule. The independent members are Glen Koropchuk, John W. McVey, Mahendra Naik, David Ramsay and Edward Yurkowski. Robin E. Goad is a non-independent director because of his position as President and CEO of the Corporation.

To facilitate the Board functioning independently of management, the following structures and processes are in place:

- there are no members of management on the Board, other than Mr. Goad, the President and CEO;
- time is set aside at each meeting of the Board for the directors to hold discussions without management present; and
- the Corporation’s regular standing committees, being the Audit Committee, the Compensation Committee of the Board (the “**Compensation Committee**”) and the Corporate Governance & Nomination Committee of the Board (the “**Corporate Governance & Nomination Committee**”), are made up entirely of independent directors.

## **Chairman of the Board**

The Chairman of the Board, Mahendra Naik, is an independent director. The primary roles of the Chairman are to chair all meetings of the Board and shareholder meetings, and to manage the affairs of the Board, including ensuring the Board is organized properly, functions effectively and meets its obligations and responsibilities. The Chairman's responsibilities include, among other things, reviewing and assessing director attendance and performance at meetings of the Board, ensuring effective relations and communications among Board members, leading the Board in ensuring implementation of management succession and development plans, providing assistance on major strategic and policy issues and acting as liaison with all committees of the Board.

## **Meetings of the Board of Directors**

The Board meets quarterly on a regular basis and holds additional meetings as considered appropriate to deal with the matters arising from developments in the business and affairs of the Corporation from time to time. During the financial year ended December 31, 2025, the Board met four times. In addition to the business conducted at such meetings, various other matters were approved by written resolution signed by all members of the Board.

## **Board Mandate**

The text of the Charter and Terms of Reference of the Board is attached as Schedule "A" to this Circular.

## **Position Descriptions**

Written position descriptions have been developed by the Board for the Chairman of the Board, the Chairman of each committee, the CEO of the Corporation and the CFO of the Corporation.

## **Orientation and Continuing Education**

Prior to any new director joining the Board, they are provided with detailed information with respect to the Corporation's assets and operations by management. New directors also generally meet with some or all of the existing Board members, who advise the new appointees on the function and processes of the Board and its committees. Management updates the Board regularly on the Corporation's business and affairs. The Corporation's legal counsel advises the Board on any changes in laws or regulations relevant to the duties and responsibilities of directors to ensure that the directors maintain the skills and knowledge necessary to meet their obligations as directors.

## **Code of Business Conduct**

The Board has adopted a Code of Business Conduct for its employees, officers and directors (the "Code") which is available under the Corporation's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) or may be obtained in paper format from the Corporation. To ensure and monitor compliance with the Code, the Board has adopted a whistleblower policy. Such policy and the Code are distributed to all officers and employees of the Corporation.

All directors and executive officers are subject to the requirements of the OBCA with respect to the disclosure of any conflicts of interest and the voting on transactions giving rise to such conflicts. If a director or executive officer has a material interest in a transaction or agreement being considered by the Corporation, such an individual is precluded from voting on the matter and the Board considers such matter without the individual present.

## Nomination of Directors

The Corporate Governance & Nomination Committee is comprised of two independent directors, Mahendra Naik and Edward Yurkowski.

The Corporate Governance & Nomination Committee is responsible for recruiting, assessing and proposing individuals qualified to become new independent directors and to submit recommendations to the Board for its consideration and decision. The Corporate Governance & Nomination Committee will also consider recommendations by management and shareholders with respect to the election and appointment of directors to the Board.

## Compensation

The Compensation Committee is composed of three independent directors, Mahendra Naik, Edward Yurkowski, and John W. McVey.

The Compensation Committee is responsible for, among other things, evaluating the performance of the Corporation's executive officers, determining or making recommendations to the Board with respect to the compensation of the Corporation's executive officers, making recommendations to the Board with respect to director compensation, incentive compensation plans and equity-based plans, making recommendations to the Board with respect to the compensation policy for the employees of the Corporation or its subsidiaries and ensuring that the Corporation is in compliance with all legal requirements with respect to compensation disclosure. In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary.

Name	Independent	Relevant Experience
Mahendra Naik	Yes	Mr. Naik is a Chartered Accountant with mining and investment industry experience. Mr. Naik is a director of several private and public companies including as a member of their respective Compensation Committees and is involved in the design of compensation plans. Mr. Naik was previously a director and member of the audit and compensation committees for IAMGOLD. Mr. Naik was a member of IAMGOLD's compensation committee from 2003 to May 2021.
Edward Yurkowski	Yes	Mr. Yurkowski has been involved in the mining and civil contracting industries since 1966, including ownership and management of two large mining construction and contracting companies. Mr. Yurkowski currently serves as a director of a number of other TSX and TSXV listed companies and holds positions on the Audit, Compensation and Corporate Governance and Nomination Committees of other public companies. Mr. Yurkowski is also a member of the Compensation Committee of Imperial Metals Corp.
John W. McVey	Yes	Mr. McVey was the former CEO and Executive Director of the Procon Group of Companies based in Burnaby, BC. His engineering and construction industry career spans more than 35 years in the mining, energy and power industries in Canada as well as internationally. Mr. McVey has also held executive and senior management positions with Bechtel, SNC-Lavalin and Kilborn Engineering. Mr. McVey has completed the Queen's Executive Development Program and the Institute of Corporate Directors, Directors Education Program, obtaining the ICD.D designation from the Institute.

## Committees of the Board

The Board has no regular standing committees other than the Audit Committee, the Compensation Committee and the Corporate Governance & Nomination Committee. Special committees are formed as and when required. Additional information with respect to the Audit Committee is included under the heading "Audit Committee" and in Schedule "A" to the Corporation's Annual Information Form dated March 31, 2026 filed under the Corporation's profile on SEDAR+ and available for review at [www.sedarplus.ca](http://www.sedarplus.ca).

## **Assessments**

Based upon the Corporation's size, its current state of development and the number of individuals on the Board, the Board considers a formal process for assessing the effectiveness and contribution of the Board as a whole, its committees or individual directors to be unnecessary at this time. In light of the fact that the Board and its committees meet on numerous occasions during each year, each director has regular opportunities to assess the Board as a whole, its committees and other directors in relation to the Board's and such director's assessment of the competencies and skills that the Board and its committees should possess. The Board plans to continue to evaluate its own effectiveness and the effectiveness of its committees and individual directors in such manner.

## **Director Term Limits**

The Corporation has not set director term limits, nor provided any formal mechanism relating to Board membership renewal. However, each director's term ends no later than the next annual shareholders' meeting. The Corporation considers that a fixed term of office or a formal mechanism for board renewal is not an efficient or appropriate manner to guarantee board performance. In selecting candidates for the Board, the Corporation favours the intrinsic qualities sought after in a director, such as management experience, leadership, career success, understanding of financial questions, knowledge of the Corporation, its business and the mining industry in general, reputation, and complementarities with the other members of the Board and management.

In addition, the Corporation is of the opinion that limiting the duration of director terms could deprive the Corporation of the benefit of continuity, and the knowledge and experience of the Corporation and its business, which long-time directors would have.

## **Gender Diversity on the Board of Directors and Senior Management**

The Corporation's Board Diversity Policy (the "**Diversity Policy**") confirms the Corporation's commitment to diversity on its Board, with a specific emphasis on gender diversity. The Corporation believes that a Board made up of highly qualified individuals from diverse backgrounds promotes better corporate governance, performance and effective decision-making. The Corporation is committed to diversity on its Board and recognizes that gender diversity is a significant aspect of diversity and acknowledges the important role women with appropriate and relevant skills and experience can play in contributing to the diversity perspective on the Board. In selecting candidates to the Board and management, the Corporation gives appropriate consideration to women along with a variety of other factors including the skills, qualities, experience and expertise to find the best candidate to be an effective member of the Board, while having due regard to the benefits of diversity and the needs of the Board. The Corporation believes the Board should reflect the diverse nature of the business environment in which the Corporation operates.

The Board has not, at this time, adopted any fixed targets or quotas relating to the representation of women on the Board or in executive officer positions as it does not believe that quotas or a formulaic approach necessarily result in the identification or selection of the best candidates. However, the Diversity Policy specifically provides that any search firm engaged to assist the Board or a committee of the Board in identifying candidates for appointment to the Board will be specifically directed to include diverse candidates generally, and multiple women candidates in particular.

Currently, no women (0%) are members of the Board, and one of the Corporation's four executive officers is a woman (25%), being Patricia Penney, who was appointed the Corporation's Interim Chief Financial Officer effective June 1, 2020.

## STATEMENT OF EXECUTIVE COMPENSATION

The purpose of this compensation discussion and analysis is to provide information about the Corporation's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Corporation's senior officers, being the four identified named executive officers (the "NEOs") for the fiscal year ended December 31, 2025. For the fiscal year ended December 31, 2025, the Corporation had four individuals who qualified as NEOs, being: (1) Mr. Robin E. Goad, the President and Chief Executive Officer of the Corporation; (2) Ms. Patricia Penney, the Corporation's Interim Chief Financial Officer; (3) Mr. Richard Schryer, the Corporation's Vice-President, Environmental and Regulatory Affairs; and (4) Mr. David Massola, the Corporation's Vice-President, Business Development.

### *Compensation Discussion and Analysis*

The objective of the Corporation's compensation strategy is to attract, retain and motivate high performing personnel, including its NEOs, to achieve its vision, mission and strategy. To meet this objective, it is the intention of the Corporation to provide its NEOs, managers and employees with compensation plans based on the following principles:

1. **Align with the Corporation's business and strategy** – link compensation with the achievement of specific strategic business objectives and the Corporation's performance as a whole.
2. **Effective risk management** – ensure compensation plans do not create an incentive for risk-taking outside of the Corporation's risk tolerance and review plans regularly to ensure that they are operating as intended.
3. **Align with shareholder interests** – align the interests of NEOs with those long-term shareholders seeking the creation of sustainable value through effective policy and plan design.
4. **Good corporate governance** – strive to be a leader among comparable industry participants and continually review and, as appropriate, adopt compensation practices that promote evolving best practices.
5. **Pay for performance** – create a performance culture with a clear relationship between performance and pay based on objective, specific and measurable individual and corporate objectives.
6. **Pay competitively** – ensure compensation is equitable and competitive in the market places the Corporation competes within.

### **Compensation Elements**

Currently, the total compensation mix includes base pay (either in the form of salary or fees), incentive pay (either in the form of bonus or additional fees), benefits and Options. Given the anticipated growth of the Corporation's workforce over the next few years, the compensation mix will be continually reviewed and refined, as required. A description of each element of compensation and the link to the Corporation's compensation and corporate objectives is set out below.

<b>Compensation Element</b>	<b>Link to Compensation Objectives</b>	<b>Link to Corporate Objectives</b>
<i>Base Salary and Fees</i>	<ul style="list-style-type: none"> <li>• Attract and retain</li> <li>• Reward short-term performance</li> </ul>	<ul style="list-style-type: none"> <li>• Competitive pay ensures access to skilled employees necessary to achieve corporate vision, mission and strategy</li> <li>• Alignment of NEOs' performance to business objectives and Corporation's performance</li> <li>• Provision of an appropriate base level of compensation to manage incentive to take risks outside of the Corporation's risk tolerance</li> </ul>
<i>Annual Incentive Bonuses and Fees</i>	<ul style="list-style-type: none"> <li>• Motivate and reward short- and medium-term performance</li> <li>• Align interests of individual with that of co-workers</li> </ul>	<ul style="list-style-type: none"> <li>• Link between pay and performance</li> <li>• Alignment of individual performance to business objectives and corporate performance</li> <li>• Competitive pay ensures access to skilled employees</li> <li>• Promotes a cooperative workforce focus on medium-term strategies and performance</li> <li>• Yearly review and communication of expectations and performance of NEOs</li> </ul>
<i>Stock Option Rewards</i>	<ul style="list-style-type: none"> <li>• Motivate and reward long-term performance</li> <li>• Encourages long-term tenure</li> </ul>	<ul style="list-style-type: none"> <li>• Alignment of employee interests with those of long-term shareholders</li> <li>• Motivate NEOs to create shareholder value by achieving long-term corporate strategies and objectives</li> </ul>
<i>Benefit Plan</i>	<ul style="list-style-type: none"> <li>• Mitigate participants personal health risks</li> <li>• Encourage healthy behaviour</li> </ul>	<ul style="list-style-type: none"> <li>• Increases focus and productivity of NEOs</li> <li>• Decreases absenteeism</li> </ul>

*Base Salary and Fees:* The use of base pay serves the purpose of rewarding ongoing short-term performance and providing a basic level of financial security for employees for retention purposes yet encouraging superior performance. The process undertaken and factors considered by the Compensation Committee in establishing executive compensation, including setting base salaries and fees, is described under "Compensation Process" below.

*Annual Incentive Bonuses and Fees:* The Corporation has implemented a discretionary bonus award plan, whereby payment amounts will be approved by the Compensation Committee and the Board and will be based on employee performance, company performance and on the ability of the Corporation to pay. The current plan is designed to provide a variable pay opportunity that will reflect the individual's personal achievements and their impact on the Corporation's success to enhance the short- to medium-term performance to closely align the performance of individuals and the Corporation. The discretionary compensation program is intended to be internally equitable, externally competitive, within the financial capacity of the Corporation and appropriate for the organization. The financial rewards are to be paid annually, at the discretion of the Board and the Compensation Committee based on achieving corporate and individual objectives and the ability of the Corporation to pay.

*Stock Option Rewards:* Options are granted to reward long-term performance. Historically, as the Corporation has been in an exploration and development phase with respect to its properties and has had to operate with limited financial resources, the Board has attempted to keep the cash compensation paid to the Corporation's NEOs reasonably competitive yet relatively modest. Further, the Corporation does not provide any form of pension benefits or other forms of long-term or retirement income. Therefore, providing significant long-term incentives through the granting of Options is a critical component of the Corporation's compensation plan. Generally, Options are granted to participants upon hire to provide an initial opportunity to participate in the equity of the Corporation. The Corporation then awards Options, if considered appropriate, annually to continue to provide the opportunity to benefit from the long-term success of the Corporation. Senior management makes recommendations to the Compensation Committee and Board for all potential grants. See "Securities Authorized for Issuance Under Equity Compensation Plans" below for a description of the Plan.

*Benefit Plan and Perks:* The Corporation's benefit plan is basic in nature, requires participants to contribute to the premium costs and includes certain co-pay requirements. The benefit plan is designed to assist the participant with regular health related expenses and supporting them in the case of a catastrophic life event. The Corporation does not currently have standard senior officer perks, but may in the future provide such perks as is considered appropriate by the Compensation Committee.

As discussed under "*Statement of Corporate Governance Practices – Compensation*" above, the Compensation Committee is responsible for, among other things, evaluating the performance of the Corporation's NEOs, determining or making recommendations to the Board with respect to the compensation of the Corporation's NEOs, making recommendations to the Board with respect to director compensation, company-wide incentive compensation plans and equity-based plans, making recommendations to the Board with respect to the compensation policy for the employees of the Corporation or its subsidiaries and ensuring that the Corporation is in compliance with all legal requirements related to compensation disclosure. In performing its duties, the Compensation Committee has the authority to engage such advisors, including executive compensation consultants, as it considers necessary. At this time and during 2025, neither the Corporation nor the Compensation Committee has or had any contractual arrangement with any executive compensation consultant or advisor who has or had a role in determining or recommending the amount or form of senior officer or director compensation.

### **Compensation Process**

The Compensation Committee and the Board have determined that basing future remuneration on predetermined individual goals using a defined formula is problematic given the need to amend plans and change goals during a performance period. Accordingly, the Corporation's bonus plan has been adjusted to allow for greater flexibility and affordability based on the Corporation's progress while continuing to foster a performance-based culture that rewards specific desired achievements and eliminated the formulaic calculation used in prior years. While bonus payments are at the discretion of the Board and the Compensation Committee, bonus payments are related to employee performance and company performance as well as the Corporation's financial position.

The Compensation Committee relies on the knowledge and experience of its members and the recommendations of the President and CEO and the CFO to set appropriate levels of compensation for its managers and employees.

### **Managing Risk**

In order to manage the risks associated with the Corporation's compensation policies and practices the Compensation Committee uses all the data available and reviews the elements of the NEOs' compensation in the context of the total compensation package (including base salary or fees, incentive payments, benefits, and Option awards, including prior awards under the Plan) to ensure that the Corporation is maintaining a level of compensation that is both commensurate with the size of the Corporation and sufficient to retain key personnel. In reviewing the comparative data, the Compensation Committee does not engage in benchmarking for the purpose of establishing compensation levels relative to any predetermined level and does not compare its compensation to a specific peer group of companies. In the Compensation Committee's view, external data provides insight into external competitiveness, but it is not an appropriate single basis for establishing compensation levels. External data is considered, along with an assessment of individual performance and experience, the Corporation's performance and business strategy, and general economic considerations. The Compensation Committee has not identified any risks arising from the Corporation's compensation policies and practices that it believes are reasonably likely to have a material adverse effect on the Corporation.

The current bonus compensation plan is discretionary however includes elements tied to pre-determined objectives. In exercising its discretion regarding the payment of bonuses, the Board and the Compensation Committee consider whether activities undertaken by management are beneficial to the long-term value

creation of the Corporation. To mitigate any risk that management is not motivated to act in the interests of long-term objectives of the Corporation, the objectives of the NEOs align with the objectives of the Corporation. Corporate and individual objectives include significant input and agreement from management and the Board, and each objective is carefully crafted and reviewed to eliminate the incentive to pursue activities that are not in the best interest of the Corporation.

The Corporation does not impose any restrictions on the ability of any NEOs or other directors to purchase financial instruments that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by an NEO or director.

## ***Compensation of Named Executive Officers in 2025***

### *Base Salary and Fees:*

During 2025, Mr. Goad's base remuneration increased by 20% to \$300,000 compared to 2024; Ms. Penney's salary increased by 33.33% to \$180,000 compared to 2024; Dr. Schryer was engaged as a consultant on a full-time basis and his daily rate increased by 9.55% to \$975 compared to 2024; and Mr. Massola was engaged as a consultant on a part-time basis at a daily rate of \$2,000.

### *Annual Incentive Bonuses and Fees:*

As a result of the financial position of the Corporation, the Compensation Committee and the Board determined that no bonuses would be paid to Mr. Goad, Ms. Penney, Dr. Schryer and Mr. Massola. Further, no bonuses were paid to, or earned by, any employees of the Corporation in 2025.

### *Option Rewards:*

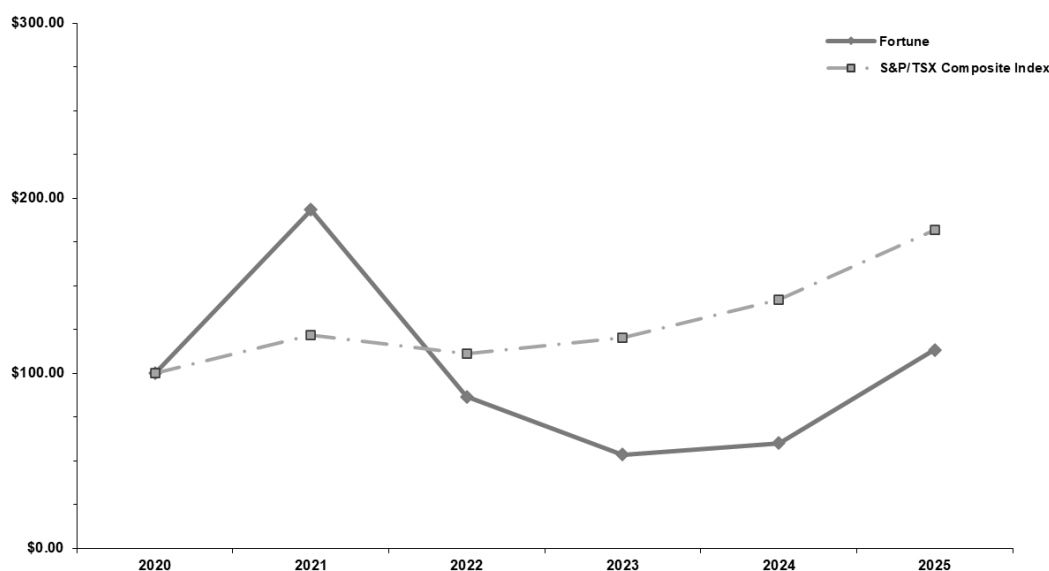
Mr. Goad, Ms. Penney, Dr. Schryer and Mr. Massola were awarded 3,500,000, 1,500,000, 1,250,000 and 300,000 Options, respectively, on June 20, 2025. An additional 2,000,000 Options were awarded to Mr. Massola on September 25, 2025. Options awarded vested immediately. No other Options were issued to, or earned by, any NEOs in 2025.

An overall summary of the NEOs' compensation is set forth below in the table under the heading "*NEO Compensation Summary*".

### *Performance Graph*

The following graph and table illustrate the Corporation's cumulative shareholder return (assuming the reinvestment of dividends of which there have been none) based upon a \$100 investment from December 31,

2020 to December 31, 2025, compared to the cumulative total shareholder return from a similar investment in the Total Return Index Values of the S&P/TSX Composite Index over the same period.



	2020	2021	2022	2023	2024	2025
Fortune	\$100.00	\$193.33	\$86.67	\$53.33	\$60.00	\$113.33
S&P/TSX Composite Index	\$100.00	\$121.74	\$111.19	\$120.22	\$141.84	\$181.91

As described above, the Compensation Committee considered various factors in determining the compensation of the NEOs. The Corporation's Share performance is one performance measure that is reviewed but there is no direct correlation between Share performance and executive compensation.

The Corporation operates in a commodity business and the Share price is directly impacted by the market price of cobalt, gold and other metals, which may fluctuate widely and are affected by numerous factors that are difficult to predict and beyond the Corporation's control. The Share price is also affected by other factors beyond the Corporation's control, including general and industry-specific economic and market conditions. The Compensation Committee evaluated performance by reference to its business plan rather than by short-term changes in Share price based on its view that its long-term operating performance will be reflected by stock price performance over the long term, which is especially important when current stock price may be temporarily depressed by short-term factors such as recessionary economies. The overall trend shown by the performance graph represents the cumulative total shareholder return increasing in 2021, followed by a decrease in the following two years (2022-2023) and then increasing again in 2024 and 2025. Over the same five-year period, the total compensation received by the NEOs, in aggregate, has decreased or remained unchanged until 2025 when the NEOs saw an increase in their base compensation. The Compensation Committee considers total compensation to be modest and reasonable in the circumstances.

## NEO Compensation Summary

The following executive compensation table summarizes, for the fiscal years ended December 31, 2025, 2024 and 2023, the compensation of the NEOs for services rendered in all capacities.

Name and Principal Position	Year	Salary Earned in Year (\$)	Share-based awards <sup>(1)</sup> (\$)	Option-based awards <sup>(2)</sup> (\$)	Non-equity incentive plan compensation <sup>(3)</sup> (\$)		Pension Value <sup>(4)</sup> (\$)	All other Compensation <sup>(5)</sup> (\$)	Total Compensation (\$)
					Annual Incentive Plans	Long-Term Incentive Plans			
Robin E. Goad <sup>(6)</sup> President & CEO	2025	272,692	—	168,700	—	—	—	4,182	445,574
	2024	301,923	—	—	—	—	—	6,690	308,613
	2023	250,000	—	75,000	—	—	—	8,636	333,636
Patricia Penney <sup>(7)</sup> Interim CFO	2025	153,597	—	72,300	—	—	—	11,478	237,375
	2024	137,750	—	—	—	—	—	11,472	149,222
	2023	136,665	—	31,250	—	—	—	10,809	178,724
Richard Schryer <sup>(8)</sup> VP Environmental & Regulatory Affairs	2025	209,130	—	60,250	—	—	—	8,529	277,909
	2024	157,060	—	—	—	—	—	8,524	165,584
	2023	107,690	—	31,250	—	—	—	8,304	147,244
David Massola <sup>(9)</sup> VP Business Development	2025	51,000	—	118,860	—	—	—	2,302	172,162
	2024	—	—	—	—	—	—	—	—
	2023	—	—	—	—	—	—	—	—

### Notes:

- (1) The Corporation does not have any share-based award plans and has not granted or awarded any share-based awards.
- (2) The fair value of the Options granted was estimated at the date of grant using the Black-Scholes option pricing model with the following assumptions:

Named Executive Officer	Number of Options granted #	Assumptions				Expected option life [years] #	Estimated fair value per option \$	Estimated grant date fair value \$
		Risk free interest rate %	Expected dividend yield %	Expected volatility %	Expected option life [years] #			
<i>2025 Grants:</i>								
Robin E. Goad	3,500,000	2.65	—	127.6	3.00	0.048	168,700	
Patricia Penney	1,500,000	2.65	—	127.6	3.00	0.048	72,300	
Richard Schryer	1,250,000	2.65	—	127.6	3.00	0.048	60,250	
David Massola	300,000	2.65	—	127.6	3.00	0.048	14,460	
David Massola	2,000,000	2.50	—	142.9	2.00	0.052	104,400	
<i>2023 Grants:</i>								
Robin E. Goad	3,000,000	4.72	—	83	3.00	0.025	75,000	
Patricia Penney	1,250,000	4.72	—	83	3.00	0.025	31,250	
Richard Schryer	1,250,000	4.72	—	83	3.00	0.025	31,250	

The Black-Scholes model, used by the Corporation to calculate option values, as well as other accepted option valuation models, was developed to estimate fair value of freely tradable, fully transferable options, which significantly differ from the Corporation's stock option awards. These models also require four highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated values. Accordingly, the Compensation Committee believes that these models do not necessarily provide a reliable single measure of the fair value of the Corporation's stock option awards.

- (3) No bonuses were paid to, or earned by, any NEO in 2023, 2024 or 2025.
- (4) Includes all compensation related to a corporation's defined benefit and defined contribution plans, including service costs, plan changes and above market earnings. The Corporation does not have any long-term incentive programs other than the Plan and does not have any defined or actuarial plans.
- (5) Includes all perks, post-retirement benefits, "gross-ups" and reimbursements on payment of taxes, life insurance premiums paid by the Corporation. The Corporation contributes amounts to premiums for certain health, dental, travel and other benefit plans.
- (6) Mr. Goad is also a director of the Corporation; however, he does not receive any additional compensation for acting as a director of the Corporation.
- (7) Ms. Penney was appointed Interim CFO of the Corporation effective June 1, 2020.
- (8) Mr. Schryer was appointed VP Environmental & Regulatory Affairs effective May 8, 2017.
- (9) Mr. Massola was appointed VP Business Development effective September 25, 2025.

*Outstanding share-based awards and option-based awards table:*

The following table provides details regarding outstanding NEO option- and share-based awards as at December 31, 2025:

<b>Outstanding share-based awards and option-based awards</b>							
	<b>Option-based Awards</b>				<b>Share-based Awards</b>		
	<b>Number of securities underlying unexercised Options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date (dd/mm/yy)</b>	<b>Aggregate value of unexercised in-the-money Options<sup>(1)</sup> (\$)</b>	<b>Number of shares or units that have not vested<sup>(2)</sup> (#)</b>	<b>Market or payout value of share-based awards that have not vested<sup>(2)</sup> (\$)</b>	<b>Market or payout value of vested share-based awards not paid out or distributed<sup>(2)</sup> (\$)</b>
<b>Robin E. Goad</b> President & CEO	3,000,000	0.045	23/08/26	120,000	—	—	—
	3,500,000	0.065	20/06/28	70,000	—	—	—
<b>Patricia Penney</b> Interim CFO	1,250,000	0.045	23/08/26	50,000	—	—	—
	1,500,000	0.065	20/06/28	30,000	—	—	—
<b>Richard Schryer</b> VP Environmental & Regulatory Affairs	1,250,000	0.045	23/08/26	50,000	—	—	—
	1,250,000	0.065	20/06/28	25,000	—	—	—
<b>David Massola</b> VP Business Development	2,000,000	0.075	25/09/27	20,000	—	—	—
	300,000	0.065	20/06/28	6,000	—	—	—

**Notes:**

- (1) The value of the unexercised in-the-money options is based on the closing price of the Shares underlying the Options on the TSX on December 31, 2025 of \$0.085 per share.
- (2) The Corporation does not have any share-based award plans and has not granted or awarded any share-based awards.

*Incentive plan awards - value vested or earned during the year:*

The following table provides details regarding outstanding NEO option-based awards, share-based awards and non-equity incentive plan compensation, which vested and/or was earned during the year ended December 31, 2025:

<b>Incentive plan awards - value vested or earned during the year</b>			
<b>Name</b>	<b>Option-based awards - Value vested during the year<sup>(1)</sup> (\$)</b>	<b>Share-based awards - Value vested during the year<sup>(2)</sup> (\$)</b>	<b>Non-equity incentive plan compensation - Value earned during the year<sup>(3)</sup> (\$)</b>
<b>Robin E. Goad</b>	Nil	—	—
<b>Patricia Penney</b>	Nil	—	—
<b>Richard Schryer</b>	Nil	—	—
<b>David Massola</b>	Nil	—	—

**Notes:**

- (1) Identifies the aggregate dollar value that would have been realized by the NEO if the NEO had exercised all Options exercisable under the option-based award on the vesting date(s) thereof.
- (2) The Corporation does not have any share-based award plans and has not granted or awarded any share-based awards.
- (3) No bonuses were paid to any NEOs in respect of services provided in 2025.

**Contracts with Named Executive Officers**

Mr. Goad is engaged by the Corporation pursuant to a consulting agreement dated January 1, 2004 (the “**Goad Agreement**”). The Goad Agreement provides that the Corporation may terminate the Goad Agreement by providing a lump sum amount equal to 12 months of fees at his applicable rate prior to taking a voluntary reduction in compensation. In the event of a change of control and the Goad Agreement is

subsequently or contemporaneously terminated by the Corporation without just cause within six months of the date of such change of control or the services provided by Mr. Goad do not continue at a level of responsibility or a level of compensation at least commensurate with his then-existing level of responsibility and compensation immediately prior to the change of control, Mr. Goad may elect within six months of the date of the change of control to terminate the Goad Agreement. In the event of such an election the Corporation would be obligated to pay Mr. Goad a lump sum amount equal to 12 months of fees at his former applicable rate prior to taking a voluntary reduction of compensation within one month of the election. As at the date hereof, pursuant to these termination provisions, the lump sum amounts payable would equal \$350,000. Mr. Goad would also be entitled to receive on termination of his agreement the pro rata portion of any incentive bonuses earned at the date of termination.

Ms. Penney's employment agreement with the Corporation does not provide for any severance payment upon a "triggering event" such as termination without cause or termination following change of control.

Mr. Schryer is engaged by the Corporation pursuant to a consulting agreement effective July 20, 2015 (the "**Schryer Agreement**"). The Schryer Agreement provides that the Corporation may terminate the Schryer Agreement on 10 days written notice. The Corporation's obligations to Mr. Schryer under the Schryer Agreement shall terminate except for the obligation to pay any fees and expenses owing in accordance with the terms of the Schryer Agreement to the date of termination.

Mr. Massola is engaged by the Corporation pursuant to a consulting agreement effective September 25, 2025 (the "**Massola Agreement**"). The Massola Agreement provides that the Corporation may terminate the Massola Agreement on 30 days written notice. The Corporation's obligations to Mr. Massola under the Massola Agreement shall terminate except for the obligation to pay any fees and expenses owing in accordance with the terms of the Massola Agreement to the date of termination.

### ***Compensation of Directors***

Commencing in 2008, non-executive directors were paid fees for their services as directors. However, no such fees have been paid since June 2014 as it was determined by the Board in March 2015 that no fees should be accrued or paid going forward until financial circumstances permit. Directors are reimbursed for any out-of-pocket expenses.

Non-executive directors are entitled to receive compensation to the extent that they provided third-party services to the Corporation at rates equal to or less than what would otherwise be charged by such directors for such services to arm's length parties.

Non-executive directors receive Options, as longer-term compensation incentives, to purchase shares in the Corporation as recommended by the Compensation Committee and determined by the Board. The exercise price of such Options is determined by the Board, but shall in no event be less than the market price of the shares of the Corporation at the time of the grant of the Options. Fees earned, Options granted and other consulting fees earned in 2025 are summarized in the following table.

## Director Compensation Summary

Name <sup>(1)</sup>	Fees Earned <sup>(2)</sup> (\$)	Share-based awards <sup>(3)</sup> (\$)	Option-based awards <sup>(4)</sup> (\$)	Non-equity incentive plan compensation <sup>(5)</sup> (\$)	Pension Value <sup>(6)</sup> (\$)	All other Compensation <sup>(7)</sup> (\$)	Total Compensation (\$)
Mahendra Naik	—	—	120,500	—	—	8,532	—
David Ramsay	—	—	48,200	—	—	—	—
Edward Yurkowski	—	—	60,250	—	—	—	—
John W. McVey	—	—	60,250	—	—	—	—
Glen Koropchuk	—	—	48,200	—	—	—	—

### Notes:

- Mr. Goad is the President and CEO of the Corporation and does not receive additional compensation for his services as a director. Compensation received by Mr. Goad in his capacity as President & CEO is reported in the “NEO Summary Compensation Table” above.
- No fees were paid to directors in 2025.
- The Corporation does not have any share-based plans and has not granted or awarded any share-based awards.
- Includes the dollar amount of \$337,400 for Options granted based on the grant date fair value. The fair value of the Options granted during the year ended December 31, 2025 was estimated at the date of grant using the Black-Scholes option pricing model with the following assumptions:

Director	Number of Options granted #	Assumptions				Expected option life [years] #	Estimated fair value per option \$	Estimated grant date fair value \$
		Risk free interest rate %	Expected dividend yield %	Expected volatility %	Expected option life [years] #			
<i>2025 Grants:</i>								
Mahendra Naik	2,500,000	2.65	—	127.6	3.00	0.048	120,500	
David Ramsay	1,000,000	2.65	—	127.6	3.00	0.048	48,200	
Edward Yurkowski	1,250,000	2.65	—	127.6	3.00	0.048	60,250	
John McVey	1,250,000	2.65	—	127.6	3.00	0.048	60,250	
Gen Koropchuk	1,000,000	2.65	—	127.6	3.00	0.048	48,200	

The Black-Scholes model, used by the Corporation to calculate option values, as well as other accepted option valuation models, was developed to estimate fair value of freely tradable, fully transferable options, which significantly differ from the Corporation's stock option awards. These models also require four highly subjective assumptions, including future stock price volatility and expected time until exercise, which greatly affect the calculated values. Accordingly, the Compensation Committee believes that these models do not necessarily provide a reliable single measure of the fair value of the Corporation's stock option awards.

- Includes the dollar value of all amounts earned for services performed in the financial year.
- The Corporation does not have any long-term incentive programs other than the Plan and does not have any defined or actuarial plans.
- Includes all compensation paid or payable to directors in any capacity under any other arrangement. The Corporation paid \$8,532 on behalf of Mr. Naik for health and dental benefits.

### *Outstanding Share-based Awards and Option-based Awards Table:*

The following table provides details regarding outstanding director option- and share-based awards as at December 31, 2025:

<i>Outstanding share-based awards and option-based awards</i>						
Name	Option-based Awards				Share-based Awards	
	Number of securities underlying unexercised Options (#)	Option exercise price (\$)	Option expiration date (dd/mm/yy)	Aggregate value of unexercised in-the-money Options <sup>(1)</sup> (\$)	Number of shares or units that have not vested <sup>(2)</sup> (#)	Market or payout value of share-based awards that have not vested <sup>(2)</sup> (\$)
Mahendra Naik	2,000,000	0.045	23/08/26	80,000	—	—
	2,500,000	0.065	20/06/28	50,000	—	—
David Ramsay	800,000	0.045	23/08/26	32,000	—	—
	1,000,000	0.065	20/06/28	20,000	—	—
Edward Yurkowski	1,000,000	0.045	23/08/26	40,000	—	—
	1,250,000	0.065	20/06/28	25,000	—	—
John W. McVey	1,000,000	0.045	23/08/26	40,000	—	—
	1,250,000	0.065	20/06/28	25,000	—	—
Glen Koropchuk	800,000	0.045	23/08/26	32,000	—	—
	1,000,000	0.065	20/06/28	20,000	—	—

**Notes:**

- (1) The value of the unexercised in-the-money options is based on the closing price of the Shares underlying the Options on the TSX on December 31, 2025 of \$0.085 per share.
- (2) The Corporation does not have any share-based award plans and has not granted or awarded any share-based awards.

*Incentive plan awards - value vested or earned during the year:*

The following table provides details regarding outstanding director option-based awards, share-based awards and non-equity incentive plan compensation, which vested and/or was earned during the year ended December 31, 2025:

<i>Incentive plan awards - value vested or earned during the year</i>			
Name	Option-based awards - Value vested during the year <sup>(1)</sup> (\$)	Share-based awards - Value vested during the year <sup>(2)</sup> (\$)	Non-equity incentive plan compensation - Value earned during the year <sup>(3)</sup> (\$)
Mahendra Naik	Nil	—	—
David Ramsay	Nil	—	—
Edward Yurkowski	Nil	—	—
John W. McVey	Nil	—	—
Glen Koropchuk	Nil	—	—

**Notes:**

- (1) Identifies the aggregate dollar value that would have been realized by the director if the director had exercised all Options exercisable under the option-based award on the vesting date(s) thereof.
- (2) The Corporation does not have any share-based award plans and has not granted or awarded any share-based awards.
- (3) No bonuses were paid to the directors of the Corporation in respect of services provided in 2025.

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth all compensation plans under which equity securities of the Corporation are authorized for issuance as of the end of the Corporation’s most recently completed financial year.

Plan Category	As at December 31, 2025		
	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities referenced in column (a)) (c)
Equity compensation plans approved by securityholders	29,550,000 <sup>(1)</sup>	\$0.06	29,526,427 <sup>(2)</sup>
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
<b>Total</b>	29,550,000	\$0.06	29,526,427

**Notes:**

- (1) As of the date of this Circular the total number of Shares issuable under outstanding Options are 26,400,000, which is 4.1% of the number of Shares issued and outstanding.
- (2) The Plan provides for the issuance of Options to purchase up to an aggregate of 10% of the issued and outstanding Shares of the Corporation less the number of Shares issued pursuant to the plan for Options granted within the previous three years. As at the date of this Circular the Corporation may issue up to an additional 35,191,075 Options.

The Plan was originally approved by the shareholders of the Corporation at the annual and special meeting of shareholders of the Corporation held on June 22, 2005. Certain amendments to the Plan were approved at the annual and special meeting of shareholders of the Corporation held on May 29, 2007. As is required by the rules of the TSX, unallocated Options under the Plan were reapproved by the shareholders on May 27, 2008, June 7, 2011, June 24, 2014, June 21, 2017, June 23, 2020, and June 28, 2023, respectively.

The material terms of the Plan are as follows:

- The Plan is an “evergreen” or “rolling” stock option plan which provides that the aggregate of: (i) the number of Shares which may be issuable pursuant to the exercise of Options outstanding at any particular time; and (ii) the number of Shares previously issued pursuant to the exercise of Options granted within the three years prior to such time, may not exceed 10% of the number of Shares outstanding at such time.
- The persons eligible to receive Options under the Plan are the directors, officers and employees of the Corporation or affiliates of the Corporation, and any person or company engaged by the Corporation to provide consulting, technical, management or other services (unrelated to the distribution of securities) (“**Eligible Individuals**”) and permitted assigns of such persons (“**Permitted Assigns**”). Permitted Assigns include trustees acting on behalf of Eligible Individuals, corporations controlled by Eligible Individuals, registered retirement savings plans or registered retirement income funds of Eligible Individuals and spouses of Eligible Individuals.
- The Board may grant Options to any of the foregoing (an “**Eligible Person**”), as determined by the Board in its discretion. At the time of the grant of an Option, the Board, in its discretion, must fix the number of Shares being optioned to the Eligible Person (in this capacity the “**Optionee**”), the exercise price of the Option, the extent to which each Option is exercisable from time to time during the term of the Option and the expiration date of the Option. The Plan does not specify a maximum term for Options granted thereunder.

- If the termination date of an option falls during or within three business days of a blackout period during which the policy of the Corporation prevents certain persons from trading in the securities of the Corporation, the expiry date for such option will be extended for an additional period expiring on the 10th business day following the end of the blackout period.
- The aggregate of: (i) the number of Shares which may be issuable pursuant to the exercise of Options outstanding at any particular time; and (ii) the number of Shares previously issued pursuant to the exercise of Options granted within the three years prior to such time, may not exceed 10% of the number of Shares outstanding at such time.
- The exercise price of an Option may not be less than the market price of the Shares on the date on which the grant of the Option is approved by the Board. For this purpose the market price is the closing sale price of the Shares on the last trading day preceding the date of grant on which the Shares traded on the TSX or another exchange on which the Shares are listed.
- Once granted, the Options may only be assigned by the Optionee to Permitted Assigns.
- The number of Shares that may be issued to any one person, under the Plan and any other share compensation arrangement of the Corporation, may not exceed 5% of the outstanding Shares.
- No Options may be granted by the Board where such grant could result in the number of Shares issuable to Insiders (as defined in the Plan) under all share compensation arrangements exceeding 10% of the issued and outstanding Shares or in the issuance to insiders, within a one-year period, of a number of Shares exceeding 10% of the issued and outstanding Shares.
- The Plan does not provide for a maximum number, or specific limit on the percentage, of Shares issuable to non-employee directors as a group; however, all grants under the Plan to non-employee directors are subject to the insider participation limits described above and to the per-participant limit that no Optionee may be granted Options that would result in such Optionee being entitled to acquire more than 5% of the issued and outstanding Shares.
- An Optionee's entitlement to shares under the Plan may cease prior to the expiration date of the Option, as follows:
  - Options will terminate 90 days after the date on which the Optionee ceases to serve the Corporation for any reason other than for cause, unless otherwise provided for below;
  - Options will terminate six months after an Optionee retires or terminates his or her employment or directorship under circumstances equating to retirement;
  - Options will terminate on the date that the Optionee (or in the case of an Optionee who is not an employee, officer, director or service provider, the Eligible Individual associated with such Optionee) is terminated for cause by the Corporation;
  - Options shall terminate on the date that an Optionee commits an act of bankruptcy, where such proceeding remains undismissed for 30 days; and
  - Options shall terminate three months after the death of an Optionee. Under the Plan, the Board retains the discretion to waive the above cessation of rights in respect of any particular Optionee.
- The Corporation has no security purchase arrangement or stock appreciation rights plan, and the Corporation does not have authority to transform Options into stock appreciation rights.
- By its terms, the Plan may be amended by the Board without the consent of the shareholders, including amending the terms and conditions of Options, amending the categories of persons who are Eligible Persons and entitled to be granted Options, allowing the grant of financial assistance to Optionees for the purpose of exercising Options, authorizing the addition of a cashless exercise feature (payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Plan reserve), changing the assignability or transferability of Options, and amendments of a housekeeping nature. The Board may not, however, without the approval of the disinterested shareholders of the Corporation, make amendments to the Plan: (a) to

reduce the exercise price of Options for the benefit of an insider; (b) to extend the expiry date of Options for the benefit of an insider; (c) to amend the Plan to remove any insider participation limit; (d) to increase the maximum number of Shares that may be issued by the Corporation from treasury pursuant to Options granted under the Plan; or (e) to amend the amendment provisions of the Plan.

- The Board may terminate the Plan at any time. In the event of termination of the Plan, all Options may be exercised for 30 days from notice of termination.

In connection with amendments to the *Income Tax Act* (Canada) requiring issuers to make withholdings in respect of exercised Options under stock option plans such as the Plan, the Corporation made appropriate housekeeping amendments to the Plan, effective January 6, 2011, with the consent of the TSX. Pursuant to the amendments, the Corporation has the authority to take steps for the deduction and withholding, or for the advance payment or reimbursement by the Optionee to the Corporation, of any taxes or other required source deductions which the Corporation is required by law or regulation of any governmental authority whatsoever to remit in connection with the Plan, or any issuance of Shares.

As at the date hereof, the Corporation has 649,910,751 Shares issued and outstanding and 64,991,075 Shares reserved for issuance under the Plan (representing 10% of the Corporation's issued and outstanding Shares as of the date hereof). In addition, as at the date hereof, the Corporation has 26,400,000 Options outstanding under the Plan (representing approximately 4.1% of the Corporation's issued and outstanding Shares as of the date hereof).

- If the Lind Approval is obtained at the Meeting and Underlying Shares are issued upon conversion of the Convertible Security and exercise of the Warrants, the issued and outstanding number of Shares will increase, which would correspondingly increase the maximum number of Shares reservable under the Plan (which is fixed at 10% of the issued and outstanding Shares from time to time).

As at the date hereof, the Corporation has issued 19,420,000 Shares under the Plan since inception, (representing 3.0% of the issued and outstanding Shares as of the date hereof).

The Corporation's annual burn rate, calculated as described in Section 613(p) of the TSX Company Manual, under the Plan was 2.57% in the year ended December 31, 2023, nil% in the year ended December 31, 2024 and 3.21% in the year ended December 31, 2025.

## **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

Since the beginning of the Corporation's most recently completed financial year, there is no, and there has not been any, outstanding indebtedness owing to the Corporation, any subsidiary of the Corporation, or any other entity, in connection with a purchase of securities or otherwise, by: (i) any director, executive officer or employee of the Corporation or any of its subsidiaries; (ii) any former director, executive officer or employee of the Corporation or any of its subsidiaries; (iii) any proposed nominee for election as a director of the Corporation; (iv) any associate of any individual who is, or at any time during the Corporation's most recently completed financial year was, a director or executive officer of the Corporation; or (v) any associate of any proposed nominee for election as a director of the Corporation.

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

No person who has been a director or executive officer of the Corporation at any time since the beginning of the Corporation's last completed financial year and no proposed nominee for election as a director of the Corporation or any associate or affiliate of any such director, executive officer or proposed nominee 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, other than the election of directors or the appointment of auditors.

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

No informed person or any proposed director of the Corporation, or any of the associates or affiliates of those persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transaction since the commencement of the Corporation's most recently completed financial year or in any proposed transaction which has, in either case, materially affected or would materially affect the Corporation or any of its subsidiaries, except as disclosed in this Circular.

For the purposes of the above, "informed person" means: (a) a director or executive officer of the Corporation; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Corporation; (c) any person or company who beneficially owns, or controls or directs, directly or indirectly, voting securities of the Corporation or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the Corporation other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) the Corporation after having purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

## **DIRECTORS' AND OFFICERS' LIABILITY INSURANCE**

The Corporation maintains directors' and officers' liability insurance for the directors and officers of the Corporation, to a maximum amount in respect of the directors and officers as a group of \$5,000,000 in total and \$5,000,000 in respect of any one claim. The directors and officers of the Corporation do not pay any premium in respect of this coverage. The Corporation is subject to a \$25,000 deductible for each claim. The current policy expires on August 31, 2026 and the annual premium of \$36,007 has been paid by the Corporation in respect of the directors and officers as a group.

## **ADDITIONAL INFORMATION**

Additional information relating to the Corporation is on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Financial information is provided in the Corporation's comparative financial statements and management's discussion and analysis ("MD&A") for its financial year ended December 31, 2025. Shareholders who wish to receive copies of the Corporation's financial statements and MD&A may contact the Corporation in writing at 617 Wellington Street, London, Ontario N6A 3R6, by email at [info@fortuneminerals.com](mailto:info@fortuneminerals.com), or by telephone at (519) 858-8188.

## **GENERAL**

Information contained herein is given as of May 11, 2026 except as otherwise noted. If any matters which are not known should properly come before the Meeting, the accompanying form of proxy will be voted on such matters in accordance with the best judgment of the person voting it. The content and sending of this Circular have been approved by the Board.

**DATED** at London, Ontario this 11<sup>th</sup> day of May, 2026.

## **BY ORDER OF THE BOARD**

*(signed) "Patricia Penney"*

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Patricia Penney  
Interim CFO

# SCHEDULE “A”

## Charter and Terms of Reference for the Board of Directors of FORTUNE MINERALS LIMITED

### 1. MANDATE

The board of directors (the “**Board**”) of Fortune Minerals Limited (the “**Company**”) is elected by the Company’s shareholders to supervise the business and affairs of the Company. The primary responsibility of the Board is to foster the long-term success of the Company and to maximize shareholder value in a manner that recognizes the interests of other stakeholders including the Company’s clients and employees.

### 2. COMPOSITION AND BOARD ORGANIZATION

2.1 The Board will be comprised of a minimum number of directors and a maximum number of directors as specified in the articles of the Company.

2.2 Nominees for directors may be recommended by any member of the Board, will be considered and approved by the Board as a whole and will be elected annually by the shareholders of the Company. Between annual meetings, the Board may appoint additional directors to serve until the next annual meeting.

2.3 The directors will be elected by the shareholders of the Company at every annual meeting for a term expiring at the next annual meeting.

2.4 A majority of the directors comprising the Board must be “independent” directors. “Independence” is defined by securities regulations as “having no direct or indirect material relationship with the issuer.”<sup>1</sup>

2.5 There is no retirement age for directors.

2.6 The Board will appoint its chair (the “**Chair**”) from among its members. The Chair should generally be an independent director. In the event that the Chair is also a member of management of the Company, the Board will also elect a “lead director” from among the independent directors to chair the Board at all meetings where management members are absent. The Chair’s responsibilities are outlined in terms of reference approved by the Board.

### 3. MEETINGS

3.1 The Board will meet at least four times a year. Special meetings may be called by the Chair, the President and CEO or any two directors as required.

3.2 The quorum for a meeting of the Board is a majority of members in attendance.

3.3 The Chair, in consultation with the CEO, will set the agenda for each Board meeting, which will be circulated to members of the Board. Each Board member is free to suggest agenda items to be discussed during the meeting.

3.4 Directors will receive agenda materials prior to the meetings in order for the directors to have a reasonable time to review the materials prior to the meeting. The materials will

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<sup>1</sup> See National Policy 58-201 *Effective Corporate Governance* and National Instrument 52-110 *Audit Committees*

assist the Board members to understand and evaluate the matters to be discussed in the agenda.

3.5 Persons who are not board members may attend Board meetings or parts of meetings at the invitation of the Chair and with agreement of the Board.

3.6 Members may attend meetings of the Board by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.

3.7 At the end of each quarterly Board meeting, the independent directors shall meet without members of management present.

3.8 Minutes of the Board meetings will be accurately recorded, with such minutes recording the decisions reached by the Board. Minutes of each meeting will be distributed to members of the Board, the Chief Executive Officer (the “CEO”) and the Chief Financial Officer of the Company (the “CFO”).

#### **4. RESPONSIBILITIES OF THE BOARD AND ITS MEMBERS**

4.1 The Board is required by law to manage or supervise the management of the business and affairs of the Company.<sup>2</sup> In discharging this duty, with the assistance of committees established by the Board from time to time, the Board will:

##### **Strategic Planning and Major Transactions**

- (a) oversee the strategic planning process within the Company;
- (b) review the overall corporate strategy presented by management and monitor its implementation;
- (c) approve the entering into, or withdrawing from, lines of business or activities that are or likely to be material to the Company;
- (d) approve any acquisition, disposition or expenditure in excess of \$500,000;
- (e) approve any loan agreement or guarantee for an amount in excess of \$500,000;

##### **Policies and Procedures**

- (f) monitor compliance with all significant policies and procedures by which the Company is operated, including the Company’s Code of Business conduct;
- (g) review significant new corporate policies or material amendments to existing policies;

##### **Business and Risk Management**

- (h) identify, with management, the principal risks of the Company’s business and review, approve and monitor the implementation of appropriate systems to manage and reduce those risks;

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<sup>2</sup> *Business Corporations Act* (Ontario) s. 115

## **Oversight of Management**

- (i) appoint the CEO and monitor the CEO's performance, approve the CEO's compensation and outline the CEO's responsibilities and duties;
- (j) review the CEO's performance at least annually against agreed upon objectives;
- (k) establish a succession plan for the CEO and other executive officers of the Company, including programs to train and develop management;
- (l) approve decisions related to executive officers, including the:
  - (i) appointment and discharge of senior executive officers;
  - (ii) compensation and benefits for the senior executive officers; and
  - (iii) the CEO's acceptance of public service commitments or outside directorships (other than not for profit organizations);
- (m) satisfy itself as to the integrity of the CEO and other executive officers and that the CEO and other executive officers create a culture of integrity throughout the Company;
- (n) provide a source of advice to the CEO and senior management on critical issues and matters faced by the Company;

## **Corporate Governance**

- (o) develop the Company's approach to corporate governance, including a set of corporate governance principles and guidelines for the Company;

## **Financial and Corporate Issues**

- (p) oversee the quality and integrity of the Company's accounting and financial reporting systems, disclosure and internal controls and management information systems;
- (q) monitor operational and financial results;
- (r) approve annual and quarterly financial statements and MD&A disclosure;
- (s) declare dividends at such times and in such amounts as they consider advisable;
- (t) recommend for shareholder approval any changes to the Company's share structure;
- (u) approve financings including the issue and repurchase of shares, issuing of debt securities, listing of shares, and other securities;
- (v) review response strategies to any possible takeover bid in order to maximize shareholder value;

## **Corporate and Compliance Reporting**

- (w) ensure that the Company has in place effective communications processes with shareholders and other stakeholders;
- (x) approving the annual report and annual information form of the Company and any prospectuses that may be issued;

- (y) ensure the financial results are reported fairly and in accordance with generally accepted accounting principles;
- (z) ensure timely reporting of any developments that have a material impact on the value of Company and/or its securities;
- (aa) report annually to the shareholders on the Board's corporate governance practices in accordance with applicable regulatory guidelines;

#### **Affairs of the Board**

- (bb) assess on a regular basis:
  - (i) the effectiveness of the Board, its committees and directors in fulfilling their responsibilities;
  - (ii) the competencies and skills of the individual directors and a Board as a whole in relation to the Company's operations and strategic plan; and
  - (iii) this charter and the charters of all Board committees; and
- (cc) ensure that new directors are provided with adequate education and orientation as to their role and responsibilities.

4.2 As a member of the Board, each director will:

- (a) act honestly and in good faith with a view to the best interests of the Company<sup>3</sup>;
- (b) exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances<sup>4</sup>;
- (c) demonstrate high ethical standards and integrity in their personal and professional dealings;
- (d) disclose any material interest in a proposed contract or transaction that is material to the Company;
- (e) be an available resource to management and the Board;
- (f) maintain confidentiality;
- (g) advise the CEO and/or Chair when introducing significant and/or previously unknown information or material at a Board meeting;
- (h) identify potential conflict areas and ensure they are appropriately identified and reviewed; and
- (i) assist in maximization of shareholder value.

4.3 To enhance the effectiveness of the Board and committee meetings, each director will:

- (a) maintain an excellent Board and committee attendance record;

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<sup>3</sup> *Business Corporations Act* (Ontario) section 134(1)(a)

<sup>4</sup> *Business Corporations Act* (Ontario) section 134(1)(b)

- (b) prepare for Board and committee meetings by reading the agenda and background materials prepared for each meeting prior to the meeting;
- (c) participate fully and frankly in Board deliberations and discussions;
- (d) participate as required on Board committees and become knowledgeable about the role and objectives of each Board committee;
- (e) participate in director orientation and development programs developed by the Company from time to time;
- (f) become generally knowledgeable of the Company's business and industry;
- (g) maintain an understanding of the regulatory, legislative, and business, environments within which the Company operates;
- (h) establish an effective, independent and respected presence and a collegial relationship with other directors;
- (i) remain knowledgeable about the Company's facilities and visit them when appropriate; and
- (j) respect that the CEO is the chief spokesperson for the Company and individual directors are only involved with external communications at the request of, and/or approval of and in coordination with, the CEO.

## **5. COMMITTEES**

5.1 Certain of the Board's responsibilities may be delegated to Board committees. The composition, responsibilities and authority of those committees will be set forth in their charters and terms of reference as approved by the Board from time to time. Currently the Board has approved three committees being the Audit Committee, the Compensation Committee and the Corporate Governance & Nomination Committee.

5.2 Compensation

5.3 The Board as a group will consider and establish from time to time the compensation and benefits for non-management directors.

5.4 The Board will review the compensation of its members based on the responsibilities and risks involved in being a director of the Company, industry standards, and ensure that compensation is aligned with the best interests of the Company.

## **6. COMMUNICATION WITH THE BOARD**

6.1 Shareholders and other stakeholders may communicate with the Board and individual members by contacting the head office of the Company.

## **7. ACCESS TO INDEPENDENT ADVISORS**

7.1 The Board will have the resources and authority appropriate to discharge its duties and responsibilities. The Board may at any time retain outside financial, legal or other advisors at the expense of the Company without approval of management.

Any director may, subject to the approval of the Chair, retain an outside advisor at the expense of the Company.

