

NOTICE OF ANNUAL GENERAL MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

OF

BAYHORSE SILVER INC.

to be held at 10:00 a.m. on Friday, October 9, 2026

at 1100-1111 Melville Street, Vancouver BC V6E 3V6

BAYHORSE SILVER INC.

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (the "**Meeting**") of shareholders of **Bayhorse Silver Inc.** (the "**Company**") will be held at 1100-1111 Melville Street, Vancouver, BC on Friday, October 9, 2026 at the hour of 10:00 a.m. (PT time) for the following purposes:

1. To receive and consider the audited financial statements of the Company, together with the auditor's report thereon, for the fiscal years ended December 31, 2025 and December 31, 2024;

2. To set the number of directors for the ensuing year at five;

3. To elect the directors of the Company to serve until the next annual general meeting of the shareholders;

4. To appoint Charlton and Company, Chartered Professional Accountants, as the auditors of the Company for the ensuing year and to authorize the directors of the Company to fix their remuneration;

5. To approve the Company's incentive stock option plan, as more particularly described in the Management Information Circular (the "**Circular**"); and

6. To transact such other business as may properly be brought before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting, including the text of the respective resolutions referenced above are set forth in the management information circular of the Corporation accompanying this Notice of Meeting, which is supplemental to and expressly made a part of this notice of meeting.

The board of directors of the Company has fixed August 25, 2026 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Circular.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company's transfer agent, Olympia Trust Company Attn: Proxy Department, Suite 1900, 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you are a non-registered shareholder of the Company and received this Notice of Meeting and accompanying materials through a broker, a financial institution, a participant, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds your security on your behalf (the "**Intermediary**"), please complete and return the materials in accordance with the instructions provided to you by your Intermediary.

DATED at Vancouver, British Columbia, this 25th day of August, 2026.

BY ORDER OF THE BOARD
OF BAYHORSE SILVER INC.

/s/ "Graeme O'Neill"

Graeme O'Neill,
Chief Executive Officer

BAYHORSE SILVER INC.

MANAGEMENT INFORMATION CIRCULAR

Unless otherwise indicated information herein is given as of August 25, 2026

This management information circular ("**Circular**") is furnished in connection with the solicitation of proxies by the management ("**Management**") of Bayhorse Silver Inc. (the "**Company**" or "**Bayhorse**") for use at the annual general meeting (the "**Meeting**") of shareholders ("**Shareholders**") of the Company to be held at **10:00 a.m. (PT) on Friday, October 9, 2026**, at the place and for the purposes set forth in the notice of the Meeting (the "**Notice of Meeting**").

PROXIES AND VOTING RIGHTS

Management Solicitation

The solicitation of proxies by Management will be conducted by mail and may be supplemented by telephone or other personal contact and such solicitation will be made without special compensation granted to the directors, officers and employees of the Company. The Company does not reimburse Shareholders, nominees or agents for costs incurred in obtaining, from the principals of such persons, authorization to execute forms of proxy, except that the Company has requested brokers and nominees who hold stock in their respective names to furnish this Circular and related proxy materials to their customers. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company.

No person has been authorized to give any information or to make any representation other than as contained in this Circular in connection with the solicitation of proxies. If given or made, such information or representations must not be relied upon as having been authorized by the Company. The delivery of this Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Circular. This Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

Registered Shareholders

If you are a registered Shareholder, you may wish to vote by proxy whether or not you attend the Meeting in person. If you submit a proxy, you must complete, date and sign the proxy, and return it to **Olympia Trust Company**, Suite 1900, 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2, not less than 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Alternatively, the completed form of proxy may be deposited with the Chair of the Meeting on the day of the Meeting prior to the commencement or any adjournment or postponement thereof.

Non-Registered Shareholders

Only registered Shareholders or duly appointed proxyholders are entitled to vote at the Meeting. Most Shareholders are non-registered Shareholders (**"Non-Registered Shareholder"**) because the Common Shares they own are not registered in their names but are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESSPs and similar plans); or (b) in the name of a clearing agency such as The Canadian Depository for Securities Limited in Canada or the Depository Trust Company, in the United States, of which the Intermediary is a participant.

In accordance with the requirements as set out National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101") of the Canadian Securities Administrators, the Company has distributed copies of the Notice of Meeting, this Circular and form of Proxy (collectively the "**Meeting Materials**") to the Intermediaries and clearing agencies for onward distribution to Non-Registered Shareholders.

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

a) Be given a proxy which **has already been signed by an Intermediary** (typically by a facsimile, stamped signature) which is restricted as to the number of Common Shares beneficially owned by the Non-Registered Shareholder but which is otherwise not completed by the Intermediary. This form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should otherwise properly complete the form of proxy and **return it in accordance with the instructions provided in the proxy; or**

b) More typically, be given a voting instruction form which **is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**Voting Instruction Form**" or **"VIF"**), which the Intermediary must follow.

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares which they beneficially own. Should a Non-Registered Shareholder who receives either a proxy or a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Shareholder should strike out the names of the persons named in the Proxy and insert the Non-Registered Shareholder's (or such other person's) name in the blank space provided or, in the cases of a VIF, follow the corresponding instructions on the form.

Non-Registered Shareholders should carefully follow the instructions of their Intermediaries and their service companies, including those regarding when and where the proxy or VIF is to be delivered. If Non-Registered Shareholders do not follow such instructions and attend the Meeting, they will not be entitled to vote at the Meeting.

There are two kinds of beneficial owners – those who object to their name being made known to the issuers of securities which they own (called OBOs for Objecting Beneficial Owners) and those who do not object to the issuers of the securities they own knowing who they are (called NOBOs for Non-Objecting Beneficial Owners). Pursuant to NI 54-101, issuers can obtain a list of their NOBOs from intermediaries for distribution of proxy-related materials directly to NOBOs.

These Meeting Materials are being sent to both registered and non-registered owners of the Common Shares. If you are a Non-Registered Shareholder, and the Company or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. The Company does not intend to pay for Intermediaries to forward the Meeting Materials to OBOs. Accordingly, OBOs will not receive the Meeting Materials unless the Intermediary assumes the cost of delivery.

Appointment and Revocation of Proxies

The persons named in the accompanying form of proxy are directors and/or officers of the Company. A Shareholder has the right to appoint a person or company (who need not be a Shareholder) other than the persons whose names appear in such form of proxy, to attend and act for and on behalf of such Shareholder at the Meeting and any adjournment thereof. Such right may be exercised by either striking out the names of the persons specified in the form of proxy and inserting the name of the person or company to be appointed in the blank space provided in the form of proxy, or by completing another proper form of proxy and, in either case, delivering the completed and executed proxy to Olympia Trust Company, Suite 1900, 925 West Georgia Street, Vancouver, British Columbia, Canada, V6C 3L2 not less than forty-eight hours (excluding Saturdays, Sundays and holidays) before the time fixed for the Meeting, or any adjournment thereof.

A registered Shareholder of the Company who has given a proxy may revoke the proxy by: (a) depositing an instrument in writing, including another completed form of proxy, executed by such registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the registered Shareholder is a corporation, by an officer or attorney thereof properly authorized, either: (i) at the principal office of the Company at any time prior to 5:00 p.m. (Vancouver time) on the last business day preceding the day of the Meeting or any adjournment thereof, (ii) with the said office of Olympia Trust Company Attn: Proxy Department at any time prior to 5:00 p.m. (Vancouver time) on the last business day preceding the day of the Meeting or any adjournment thereof, or (iii) with the Chair of the Meeting on the day of the Meeting or any adjournment thereof; (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable

determination that the document was created or communicated by or on behalf of such Shareholder or by or on behalf of his or her attorney, as the case may be; or (c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a proxy may revoke a VIF or proxy that has been given to an Intermediary or to the service company that the Intermediary uses by following the instructions of the Intermediary respecting the revocation of proxies, provided that an Intermediary is not required to act on a revocation of a proxy or VIF which is not received by the Intermediary at least seven days prior to the Meeting.

Notice-and-Access

The Company has elected to use the "notice-and-access" provisions under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (**the "Notice-and-Access Provisions**") for delivery of the Meeting materials to registered Shareholders only. The Notice-and-Access Provisions are a set of rules developed by the Canadian Securities Administrators intended to reduce the volume of materials which are mailed to shareholders by allowing a reporting issuer to post proxy-related materials in respect of a meeting of its shareholders online.
The Company is not using the Notice-and-Access Provisions for Non-Registered Shareholders (beneficial owners). Accordingly, Non-Registered Shareholders will receive the Meeting materials through their Intermediaries in the usual manner and should follow the voting instructions provided by their Intermediaries.

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

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

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

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

To ensure that a paper copy of the Information Circular can be delivered to a requesting shareholder in time for such shareholder to receive and review the Information Circular and return the completed instrument of proxy prior to the deadline of at least 48 hours before the time of the Meeting or any adjournment(s) or postponements(s) thereof, excluding Saturdays, Sundays and holidays as set out under the heading "Appointment and Revocation of Proxies" in this Information Circular, it is strongly suggested that a shareholder's request is received no later than **September 25, 2026**. The Information Circular will be sent to such shareholders within three business days of their request if such requests are made before the Meeting. Following the Meeting, the Information Circular will be sent to such shareholders within ten days of their request.

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

Voting and Discretion of Proxies

The Common Shares represented by an appropriate form of proxy will be voted or withheld from voting on any ballot that may be conducted at the Meeting, or at any adjournment thereof, in accordance with the instructions of the Shareholder thereon. **In the absence of instructions, such Common Shares will be voted in favour of each of the matters referred to in the Notice of Meeting as specified thereon.**

The enclosed form of proxy, when properly completed and signed, confers discretionary authority upon the persons named therein to vote on any amendments to or variations of the matters identified in the accompanying Notice of Meeting and on other matters, if any, which may properly come before the Meeting or any adjournment thereof. As at the date of this Circular, Management is not aware of any amendments, variations, or other matters to be brought before the

Meeting. However, if any other matters which are not now known to Management should properly be brought before the Meeting, or any adjournment thereof, the Common Shares represented by such proxy will be voted on such matters in accordance with the judgment of the person named as proxy therein.

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

No director or executive officer of the Company who was a director or executive officer since the beginning of the Company's last financial year, no proposed nominee of Management or election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Company is authorized to issue an unlimited number of Common Shares without par value. As of the record date, determined by the Board to be the close of business on August 25, 2026 (the "**Record Date**"), a total of 417,654,900 Common Shares were issued and outstanding. Each Common Share entitles the Shareholder of record to one vote at the Meeting. The Company has no other classes of voting securities. Only registered Shareholders as of the Record Date are entitled to receive notice of, and to attend and vote at, the Meeting or any adjournment or postponement of the Meeting.

To the knowledge of the Company's directors and executive officers, as at the Record Date, no person beneficially owns, directly or indirectly, or controls or directs Common Shares carrying 10% or more of the voting rights attached to all of the Company's Common Shares.

MATTERS TO BE ACTED UPON AT THE MEETING

TO THE KNOWLEDGE OF THE COMPANY'S DIRECTORS, THE ONLY MATTERS TO BE PLACED BEFORE THE MEETING ARE THOSE REFERRED TO IN THE NOTICE OF MEETING ACCOMPANYING THIS INFORMATION CIRCULAR. HOWEVER, SHOULD ANY OTHER MATTERS PROPERLY COME BEFORE THE MEETING, THE SHARES REPRESENTED BY THE PROXY SOLICITED HEREBY WILL BE VOTED ON SUCH MATTERS IN ACCORDANCE WITH THE BEST JUDGMENT OF THE PERSONS VOTING THE SHARES REPRESENTED BY THE PROXY.

PARTICULARS OF MATTERS TO BE CONSIDERED

Financial Statements

The Board has approved the audited comparative financial statements for the fiscal years ended December 31, 2025 and December 31, 2024, together with the auditor's reports thereon. Copies of these financial statements have been sent to those Shareholders who had requested receipt of same and are also available on SEDAR+ at www.sedarplus.ca.

Set Numbers of Directors

At the Meeting, Shareholders will be asked to consider and approve an ordinary resolution to set the number of directors of the Company for the ensuing year at five. The number of directors will be approved if the affirmative vote of at least a majority of Common Shares present or represented by proxy at the Meeting and entitled to vote thereat are voted in favour of setting the number of directors at five.

Management recommends the approval of the resolution to set the number of directors of the Company at five.

Election of Directors

The Company's current Board consists of Graeme James O'Neill, Mark Abrams, Christos Doulis, Corey Klassen and James Walker. Each director elected will hold office until the next annual general meeting or until his or her successor is duly elected or appointed unless his or her office is earlier vacated in accordance with the articles of the Company or unless he or she becomes disqualified to act as director.

Management of the Company does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of Proxy reserve the right to vote for other nominees in their discretion.

Management of the Company proposes to nominate the following five persons as further described in the table below, for election by the Shareholders as directors of the Company to hold office until the next annual meeting. Information concerning such persons, as furnished by the individual nominees, as at Record Date, is as follows:

Name, Province or State and Country of Residence and Present Position with the Company	Principal Occupation and, if not at Present an Elected Director, Employment During the past Five Years	Date of Appointment as a Director	Number of Shares Beneficially Owned [(2)(3)]
Graeme James O'Neill [(1)(4)] Thailand *CEO and Director*	Businessman; President of Highcard Exploration Inc., a management services company.	April 6, 2004	13,273,200
Mark Abrams Reno, NV USA *Director*	Licensed geologist with over thirty years of mineral exploration experience with emphasis on identification, evaluation, acquisition and development of precious metal deposits in North America, South America and Asia.	January 29, 2024	1,225,000
Corey Klassen [(1) (4)] Saskatchewan, Canada *Director*	Mortgage Broker/Owner and Realtor	April 30, 2010	490,000
James Walker [(1) (4)] British Columbia, Canada *Director*	Engineering and project management in mechanical engineering, construction, manufacturing, engineering design, infrastructure, safety management, and nuclear engineering. Mr. Walker holds degrees in Mechanical Engineering, Mining Engineering and Nuclear Engineering as well as qualifications in Project Management and Accountancy and is a Chartered Engineer with the IMechE, registered as a Project Manager Professional with the APM and registered with APEGA as an Engineer.	May 2, 2019	Nil
Christos Doulis Toronto, Ontario *President and Director*	Mr. Doulis has over thirty years of experience in mineral exploration finance having worked for financial services firms such as TD Securities and Stonecap Securities. He sits on the board of several junior exploration companies and holds a BA Economics from Queen's University	October 2, 2025	3,200,000

(1) Member of the Audit Committee.
(2) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above not elected at the last annual general meeting have held the principal occupation or employment indicated for at least five years.
(3) Voting securities beneficially owned, directly or indirectly, or over which control or direction is exercised.
(4) Member of the Compensation Committee.

Management does not contemplate that any of the nominees will be unable to serve as a director. However, if a nominee should be unable to so serve for any reason prior to the Meeting, the persons named in the enclosed form of proxy reserve the

right to vote for another nominee in their discretion. The persons named in the enclosed form of proxy intend to vote for the election of all of the nominees whose names are set forth above.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions or Individual Bankruptcies

Except as noted below, to the knowledge of the Company, no proposed director of the Company:

a) is, at the date of this Circular, or has been within 10 years before the date of this Circular, a director, Chief Executive Officer ("**CEO**") or Chief Financial Officer ("**CFO**") of any company (including Bayhorse), that:

   (i) was subject to a cease trade order, an order similar to a cease trade 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, that was issued while the proposed director was acting in the capacity as director, CEO or CFO, other than Graeme O'Neill, who is a director of Caliber Minerals Inc., which was subject to cease trade orders for failure to file required records issued by the British Columbia Securities Commission (as of May 8, 2015, the Alberta Securities Commission (as of August 7, 2015) and the Ontario Securities Commission (as of May 25, 2015), all of which were revoked as of August 16, 2017; or

   (ii) was subject to a cease trade order, an order similar to a cease trade 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, that was issued after the proposed director ceased to be a director, CEO or CFO and which resulted from an event that occurred while that person was acting in the capacity as director, CEO or CFO; or

b) is, as at the date of this Circular, or has been within 10 years before the date of the Circular, a director or executive officer of any company (including Bayhorse) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

c) has, within the 10 years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director; or

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

e) has been subject to any penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

Unless the Shareholder directs that his or her shares be otherwise voted or withheld from voting in connection with the election of directors, the persons named in the enclosed Proxy will vote FOR the election of the five nominees whose names are set forth above.

Reappointment of Auditors

At the Meeting, Shareholders will be asked to consider and approve the reappointment of Charlton and Company, Chartered Professional Accountants, to serve as auditor of the Company until the next annual general meeting of Shareholders at a remuneration to be fixed by the Board. Charlton and Company was first appointed in 2010.

Unless the Shareholder directs that his or her Common Shares are to be withheld from voting in connection with the appointment of auditors, the persons named in the enclosed form of proxy intend to vote FOR the appointment of Charlton and Company, to serve as auditors of the Company until the next annual meeting of the Shareholder and to authorize the Board to fix their remuneration.

Approval of Incentive Stock Option Plan

The Company's 2025 Stock Option Plan (the "**Option Plan**") is a "rolling" stock option plan, which makes a maximum of 10% of the issued and outstanding Common Shares available for issuance thereunder in addition to all other security based compensation of the Company. The policies of the TSX Venture Exchange (the "**TSX.V**") require that a rolling plan such as the Option Plan be approved by the Shareholders on an annual basis.

The following is a summary of the principal terms of the Option Plan and is qualified in its entirety by the full text of the Option Plan which is available for review by any Shareholder up until the day preceding the Meeting by emailing the Company at company@bayhorsesilver.com.

The Option Plan is administered by the Board, which has full and final authority with respect to the granting of all options thereunder subject to the requirements of the TSX.V. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company and its affiliates (as defined in National Instrument 45-106 – *Prospectus and Registration Exemptions*), if any, as the Board may from time to time designate. However, in no case will the issuance of Common Shares upon the exercise of stock options granted under the Option Plan result in:

(i) the number of options awarded in a one year period to any one Consultant exceeding 2% of the issued shares of the Company (calculated at the time of grant);

(ii) the aggregate number of options awarded in a one year period to eligible persons undertaking investor relations activities exceeding 2% of the issued shares of the Company (calculated at the time of grant);

(iii) the aggregate number of Common Shares reserved for issuance to any one individual upon the exercise of options awarded under the Option Plan or any previously established and outstanding stock option plans or grants, exceeding 5% of the issued shares of the Company (calculated at the time of grant) in a one year period; or

(iv) the aggregate number of Common Shares reserved for issuance to Insiders, as a group, exceeding 10% of the total number of issued and outstanding shares of the Company (calculated at the time of grant) in a one year period.

The Option Plan may be terminated by the Board at any time, but such termination will not alter the terms or conditions of any options awarded prior to the date of such termination. Any stock options outstanding when the Option Plan is terminated will remain in effect until they are exercised or expire or are otherwise terminated in accordance with the provisions of the Option Plan.

Options granted under the Option Plan will be for a term not to exceed ten years from the date of their grant. Unless the Company otherwise decides, in the event an option holder ceases to be a director, officer, consultant or employee of the Company (other than by reason of death), vested options will expire on the earlier of the option expiry date or 60 days following the date the director, officer, consultant or employee ceases to be employed or provide services to the Company. In all cases, unvested options will terminate immediately. Vested options will also expire immediately in the event the option holder's relationship with the Company is terminated for cause. In the event of the death of an option holder, vested options will expire six months after the date of death or on the option expiry date, whichever is earlier.

The price at which an option holder may purchase a Common Share upon the exercise of a stock option will not be less than the discounted market price of the Company's Common Shares as of the date of the grant of the stock option (the "**Award Date**"). Discounted market price means the market price less a discount to be determined by the Board, which will in any event not exceed the amount set forth under Policy 1.1 of the TSX.V's Corporate Finance Manual.

Subject to prior approval of the TSX.V with respect to Options granted to eligible persons providing investor relations activities, if a *bona fide* offer (an "**Offer**") for Common Shares is made to an optionee or to shareholders of the Company generally or to a class of shareholders which includes an optionee, which Offer, if accepted in whole or in part, would result in the offeror becoming a control person of the Company, within the meaning of subsection 1(1) of the Securities Act, the Company shall, immediately upon receipt of notice of the Offer, notify each optionee of full particulars of the Offer, whereupon (subject to the approval of the TSX.V) all Option Shares subject to such Option will become vested, with the exception of options granted to optionees providing Investor Relations Activities, which are not eligible for acceleration of vesting, and the option may be exercised in whole or in part by the optionee so as to permit the optionee to tender the Option Shares received upon such exercise, pursuant to the Offer.

In no case will a stock option be exercisable at a price less than the minimum prescribed by each of the organized trading facilities or the applicable regulatory authorities that would apply to the award of the stock option in question.

Stock options will be non-assignable except that they will be exercisable by the personal representative of the option holder in the event of the option holder's death or incapacity.

Common shares will not be issued pursuant to stock options granted under the Option Plan until they have been fully paid for. The Company will not provide financial assistance to option holders to assist them in exercising their stock options.

Regulatory Requirements

Any time an issuer adopts a stock option plan, the TSX.V requires the issuer to obtain shareholder approval of the plan, provided that the plan, together with all of the issuer's other previously established stock option plans or grants, could result at any time in the number of common shares reserved for issuance under options exceeding 10% of the issued and outstanding common shares. Under the Option Plan, the number of Common Shares available for issuance upon the exercise of options will be equal to 10% of the issued and outstanding Common Shares of the Company as at the date of grant. The TSX.V also requires the Company to obtain disinterested shareholder approval where a stock option plan, together with all of the Company's other previously established and outstanding stock option plans or grants, could result, at any time, in:

(i) the number of shares reserved for issuance under stock options granted to Insiders (as defined in TSX.V Policy 1.1) exceeding 10% of the issued shares;

(ii) the grant to Insiders, at any point in time, of a number of shares exceeding 10% of the issued shares; or

(iii) the grant to any one optionee, within a 12 month period, of a number of shares exceeding 5% of the issued shares.

If insiders of the Company participate in the Option Plan it is possible that the Option Plan could result in the foregoing situations.

Upon the approval of the Option Plan by Shareholders, Shareholder approval will not be required or sought on a case-by-case basis for the purpose of the granting of options and the exercise of options under the Option Plan. At the Meeting, Shareholders will be asked to approve an ordinary resolution approving the Option Plan. The text of the resolution to be considered and, if thought fit, approved at the Meeting is as follows:

"RESOLVED THAT:

(a) Subject to the approval of the TSX Venture Exchange, the Company's incentive stock option plan, which makes a total of 10% of the issued and outstanding shares of the Company available for issuance thereunder as described in the Company's Management Information Circular dated August 25, 2026 be and is hereby ratified, confirmed and approved.

(b) Any one director or officer of the Company be and is hereby authorized and directed to perform all such acts, deeds and things and execute all such documents and other instruments as may be required to give effect to the true intent of this resolution."

Approval of the resolution will require the affirmative vote of a majority of the votes cast at the Meeting in respect thereof.

Management of the Company recommends that Shareholders vote in favour of the approval of the Option Plan, and if named as proxy, the management designees intend to vote the Common Shares represented by such proxy FOR approval of the Option Plan, unless otherwise directed in the form of proxy.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

Management is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-201 – *Corporate Governance Guidelines* ("**NI 58-201**") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. NI 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Board of Directors

The Company's Board of Directors (the "**Board**") is currently comprised of five directors and it is proposed that five directors will be nominated at the Meeting.

NI 58-201 recommends that the board of directors of every listed company should consist of a majority of individuals who qualify as "independent" directors under National Instrument 52-110 ("**NI 52-110**"), which provides that a director is independent if he or she has no direct or indirect "material relationship" with the company. "Material relationship" is defined as a relationship which could, in the view of the company's board of directors, be reasonably expected to interfere with the exercise of a director's independent judgment.

Of the proposed nominees, two nominees, Graeme O'Neill and Christos Doulis , are considered "not independent" as Mr. O'Neill is the CEO of the Company and Mr. Doulis is President of the Company. Each of the remaining three nominated directors is considered by the Board to be "independent", within the meaning of NI 52-110. In assessing Form 58-101F1 and making the foregoing determinations, the circumstances of each director have been examined in relation to a number of factors.

Mandate of the Board

The Board has responsibility for the stewardship of the Company. That stewardship includes responsibility for strategic planning, identification of the principal risks of the Company's business and implementation of appropriate systems to manage these risks, succession planning (including appointing, training and monitoring senior management), communications with investors and the financial community and the integrity of the Company's internal control and management information systems.

Directorships

The participation of the current directors in other reporting issuers is as follows:

Name of Director	Name of Other Reporting Issuer
Graeme James O'Neill	Caliber Minerals Inc.
Corey Klassen	Westkam Gold Corp.
James Walker	Ares Strategic Mining Inc. Xander Resources Inc. Enyo Strategic Mining Inc. Totec Resources Ltd.
Mark Abrams	Black Mammoth Metals Corporation Viscount Mining Corp.
Christos Doulis	Smooth Rock Ventures Corp. Grit Metals Corp.

Orientation and Continuing Education

The Company has not formalized an orientation program. However, if a new director is appointed or elected, he or she is provided with orientation and education about the Company which would include information the duties and obligations of directors, the business and operations of the Company, documents from recent board meetings and opportunities for meetings and discussion with senior management and other directors. Specific details of the orientation of each new director would be tailored to that director's individual needs and areas of interest.

The Company does provide continuing education opportunities to directors so that they may maintain or enhance their skills and abilities as directors and ensure that their knowledge and understanding of the Company's business remains current.

Ethical Business Conduct

The Company has not taken any formal steps to promote a culture of ethical business conduct, but the Company and its management are committed to conducting its business in an ethical manner. This is accomplished by management actively doing the following in its administration and conduct of the Company's business:

1. The promotion of integrity and deterrence of wrongdoing.

2. The promotion of honest and ethical conduct, including the ethical handling of actual or apparent conflicts of interest.

3. The promotion of avoidance or absence of conflicts of interest.

4. The promotion of full, fair, accurate, timely and understandable disclosure in public communications made by the Company.

5. The promotion of compliance with applicable governmental laws, rules and regulations.

6. Providing guidance to the Company's directors, officers and employees to help them recognize and deal with ethical issues.

7. Helping foster a culture of integrity, honesty and accountability throughout the Company.

Nomination of Directors

The Board as a whole is responsible for identifying and evaluating qualified candidates for nomination to the Board. In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board, as a whole, to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director.

Compensation

The Compensation Committee (the "**Compensation Committee**") is comprised of James Walker and Corey Klassen. The Compensation Committee is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Compensation Committee evaluates the performance of the chief executive officer and other senior management in light of corporate goals and objectives, and makes recommendations to the Board with respect to compensation levels based on such evaluations. The directors currently do not receive cash remuneration for their acting in such capacity.

Other Board Committees

The Board has not established any committees other than the Audit Committee and the Compensation Committee.

Assessments

The Board has not developed written descriptions or objectives for its executives and looks to generally accepted industry standards as adequately delineating the roles and responsibilities of such persons. There is no formal process for regular assessment of the Board, its committees and individual directors. The Board informally assesses performance through ongoing dialogue amongst Board members.

AUDIT COMMITTEE

General

The Audit Committee is a standing committee of the Board, the primary function of which is to assist the Board in fulfilling its financial oversight responsibilities, which will include monitoring the quality and integrity of the Company's financial statements and the independence and performance of the Company's external auditor, acting as a liaison between the Board and the Company's external auditor, reviewing the financial information that will be publicly disclosed and reviewing all audit processes and the systems of internal controls management and the Board have established.

Terms of Reference for the Audit Committee

The Board has adopted the Terms of Reference for the Audit Committee, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The Audit Committee's Terms of Reference is attached as Schedule "A" to this Circular.

Composition

The Audit Committee consists of the following three directors. Also indicated is whether they are 'independent' and 'financially literate':

Name of Member	Independent [(1)]	Financially Literate [(2)]
Graeme O'Neill	Not Independent	Financially Literate
Corey Klassen	Independent	Financially Literate
James Walker	Independent	Financially Literate

(1) A member of the Audit Committee is independent if he has no direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. An executive officer of the Company, such as the President or Secretary, is deemed to have a material relationship with the Company.

(2) A member of the Audit Committee is financially literate if he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements. See disclosure under "Election of Directors" pertaining to relevant experience of each member of the Audit Committee.

Because the shares of the Company are listed on the Exchange, it is categorized as a venture issuer. As a result, National Instrument 52-110 *Audit Committees* ("**NI 52-110**") exempts the members of the Company's Audit Committee from being independent.

Audit Committee Oversight

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

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemption in section 2.4 (*De Minimis Non-audit Services*) of NI 52-110 or an exemption from NI 52-110, in whole or in part, granted under Part 8 (*Exemptions*) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services, however, as provided for in NI 52-110, the Audit Committee must pre-approve all non-audit services to be provided to the Company or its subsidiaries, unless otherwise permitted by NI 52-110.

The table below sets out all fees billed by the Company's external auditors in each of the Company's two most recently completed financial years.

External Auditor Services Fees (By Category)

Financial Year Ending	Audit Fees[(1)] ($)	Audit Related Fees [(2)] ($)	Tax Fees [(3)] ($)	All Other Fees [(4)] ($)
December 31, 2024	$38,500	$Nil	$Nil	$Nil
December 31, 2025	$38,500	$Nil	$Nil	$Nil

(1) The aggregate fees billed by the Company's auditor for audit fees.
(2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.
(3) The aggregate fees billed for professional services rendered by the Company's Auditor for tax compliance, tax advice and tax planning. These services involved the filing of the Company's annual tax returns.
(4) The aggregate fees billed for professional services other than those listed in the other three columns.

Exemption for Venture Issuers

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption contained in Section 6.1 of NI 52-110, which exempts the Company from the requirements of Part 5 (Reporting Obligations) of NI 52-110.

STATEMENT OF EXECUTIVE COMPENSATION

The following Statement of Executive Compensation is prepared in accordance with National Instrument Form 51-102F6. The purpose of this Statement of Executive Compensation is to provide disclosure of all compensation earned by directors and certain executive officers in connection with their position as a director or officer of, or consultant to, the Company.

Named Executive Officers

For the purpose of this Circular, a Named Executive Officer ("**NEO**") of the Company means each of the following individuals:

a) the CEO of the Company;

b) the CFO of the Company;

c) each of the Company's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than $150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and

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

For the financial year ended December 31, 2025, the Company had three NEOs: Graeme O'Neill, Chief Executive Officer; Rick Low, Chief Financial Officer and former President; and Christos Doulis, President. For the financial year ended December 31, 2024, the Company's NEOs were Graeme O'Neill and Rick Low.

Compensation Discussion and Analysis

Compensation Program Objectives

The objectives of the Company's executive compensation program are as follows:

- to attract, retain and motivate talented executives who create and sustain the Company's continued success;
- to align the interests of the Company's executives with the interests of the Company's shareholders; and
- to provide total compensation to executives that is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Overall, the executive compensation program aims to provide compensation packages that are competitive with those provided to executives with similar talents, qualifications and responsibilities at companies with similar financial, operating and industrial characteristics. The Company is a venture issuer company involved in mineral exploration and development; therefore it has not yet generated any revenue from operations. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Company to be appropriate in the evaluation of the performance of the NEOs.

Purpose of the Compensation Program

The Company's executive compensation program has been designed to reward executives for reinforcing the Company's business objectives and values, for achieving the Company's performance objectives and for their individual performances.

Elements of Compensation Program

The executive compensation program consists of a combination of base salary, performance bonus and stock option incentives.

Purpose of Each Element of the Executive Compensation Program

The base salary of an NEO is intended to attract and retain executives by providing a reasonable amount of non-contingent remuneration.

In addition to a fixed base salary, each NEO is eligible to receive a performance-based bonus meant to motivate the NEO to achieve short-term goals. The pre-established, quantitative target(s) used to determine performance bonuses are set each fiscal year. Awards under this plan are made by way of cash payments only, which payments are made at the end of the fiscal year.

Stock options are generally awarded to NEOs on an annual basis based on performance measured against set objectives. The granting of stock options upon hire aligns NEOs' rewards with an increase in shareholder value over the long term. The use of stock options encourages and rewards performance by aligning an increase in each NEOs compensation with increases in the Company's performance and in the value of the shareholders' investments.

Determination of the Amount of Each Element of the Executive Compensation Program, Compensation Risk and Compensation Governance

Compensation of the NEOs of the Company is reviewed annually by the Compensation Committee, which makes its recommendations to the Board, which approves the compensation of the NEOs. The Company has not retained any compensation advisor or compensation consultant in respect of its compensation policies.

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

Compensation by the granting of options is both "long term" and "at risk" and, accordingly, is directly linked to the achievement of long term value creation. As the benefits of such compensation, if any, are not realized by the executive until a significant period of time has passed, the ability of executives to take inappropriate or excessive risks that are beneficial to them from the standpoint of their compensation at the expense of the Company and its shareholders is limited.

The other two elements of compensation, consulting fees and performance bonuses, represent the remaining portion of an executive's total compensation. While neither salary nor bonus are "long term" or "at risk", as noted above, these components of compensation are not at a level of total compensation whereby an executive would take inappropriate or excessive risks at the expense of the Company and its shareholders that would be beneficial to them from the standpoint of their short term compensation when their long term compensation might be put at risk from their actions.

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

NEOs and directors of the Company are not permitted to purchase financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, that are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by the NEO or director.

Compensation of the NEOs of the Company is reviewed annually by the Compensation Committee, which approves the compensation of the NEOs.

Compensation Committee

The Board has established a Compensation Committee which is responsible for reviewing the adequacy and form of compensation paid to the Company's executives and key employees, and ensuring that such compensation realistically reflects the responsibilities and risks of such positions. In fulfilling its responsibilities, the Compensation Committee evaluates the

performance of the CEO and other senior management in light of corporate goals and objectives, and makes recommendations with respect to compensation levels based on such evaluations.

Base Salary

The base salary review of each NEO takes into consideration the current competitive market conditions, experience, proven or expected performance, and the particular skills of the NEO. Base salary is not evaluated against a formal "peer group". The Compensation Committee relies on the general experience of its members in setting base salary amounts.

Performance Bonuses

The Compensation Committee oversees the operation of the Corporation's bonus plan by evaluating and approving the targets and the objectives to be met by the NEO and the amount of bonus payable at specific levels of attainment of those targets and objectives. The bonus for each individual NEO varies dependent upon the position and the factors considered in assessing the bonus amounts include, but are not limited to, expense control and attainment of specific strategic business goals.

Stock Options

The Company has established a "rolling" stock option plan under which stock options up to a maximum of 10% of the Company's issued and outstanding share capital can be granted to directors, officers and consultants as an incentive to serve the Company in attaining its goal of improved Shareholder value. The Board, based upon recommendations of the Compensation Committee where appropriate, determines which NEOs (and other persons) are entitled to participate in the Option Plan; determines the number of options granted to such individuals; and determines the date on which each option is granted and the corresponding exercise price. The Board makes these determinations subject to the provisions of the existing Option Plan and, where applicable, the policies of the Exchange. Previous grants of option-based awards are taken into account when considering new grants.

As at the date of this Circular, the Company has a total of 15,250,000 options outstanding pursuant to the Option Plan.

Link to Overall Compensation Objectives

Each element of the executive compensation program has been designed to meet one or more objectives of the overall program.

The fixed base salary of each NEO, combined with the granting of stock options, has been designed to provide total compensation which the Board believes is competitive with that paid by other companies of comparable size engaged in similar business in appropriate regions.

Summary Compensation Table

The following table presents information concerning all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, to NEOs by the Company and its subsidiaries for services in all capacities to the Company during the three most recently-completed financial years:

Name and principal position	Year ended Dec. 31	Salary ($)	Share-based awards ($)	Option-based awards ($)[1]	Non-equity incentive plan compensation ($)		Pension value ($)	All other compensation ($)	Total compensation ($)
					Annual incentive plans	Long-term incentive plans			
Graeme O'Neill *CEO*	2025	Nil	Nil	63,450	Nil	Nil	Nil	266,000	329,450
	2024	Nil	Nil	111,079	Nil	Nil	Nil	216,000	327,079
	2023	Nil	Nil	8,214	Nil	Nil	Nil	216,000	224,214
Rick Low[2] *CFO and former President*	2025	Nil	Nil	51,970	Nil	Nil	Nil	200,000	$251,970
	2024	Nil	Nil	58,595	Nil	Nil	Nil	150,000	208,595
	2023	Nil	Nil	6,845	Nil	Nil	Nil	150,000	156,845
Christos Doulis[3] *President*	2025	Nil	Nil	36,419	Nil	Nil	Nil	5,000	41,419
	2024	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A
	2023	N/A	N/A	N/A	N/A	N/A	N/A	N/A	N/A

(1) Option based awards are non-cash items at fair value as calculated by the Black Scholes formula.
(2) Mr. Low resigned as President on November 28, 2025.
(3) Mr. Doulis was appointed President on November 28, 2025.

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the NEOs of the Company:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[1]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Graeme O'Neill	1,000,000	0.25	27-Apr-26	-	N/A	N/A
	2,000,000	0.15	3-Sep-26	-		
	1,500,000	0.10	10-Jun-29	75,000		
	275,000	0.06	3-Dec-29	24,750		
	875,000	0.06	15-Sep-30	78,750		
	400,000	0.10	3-Dec-30	20,000		
Rick Low	250,000	0.125	28-Jan-26	6,250	N/A	N/A
	300,000	0.25	27-Apr-26	-		
	600,000	0.15	3-Sep-26	-		
	750,000	0.10	10-Jun-29	37,500		
	200,000	0.06	3-Dec-29	18,000		
	550,000	0.06	15-Sep-30	49,500		
	400,000	0.10	3-Dec-30	20,000		
Christos Doulis	150,000	0.06	15-Sep-30	13,500	Nil	Nil
	100,000	0.10	2-Oct-30	5,000		
	400,000	0.10	3-Dec-30	20,000		

(1) Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the option exercise price and the market value of the securities underlying the options as at the closing price on the date of the current financial year end, or, if no trades on the date of the current financial year end, closing price on the previous trading day. The last closing price of the Company's shares was $0.15 on December 31, 2025.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for each NEO during the most recently completed financial year:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Graeme O'Neill	Nil	Nil	Nil
Rick Low	Nil	Nil	Nil
Christos Doulis	Nil	Nil	Nil

Pension Plan Benefits – Defined Benefits Plan and Defined Contribution

The Company does not have a Defined Benefits Pension Plan nor a Defined Contribution Pension Plan.

Termination and Change of Control Benefits

The Company has consulting agreements which include change of control provisions as described below. The change of control provisions recognize the critical nature of these positions and the individuals involved and the requirement to protect the individuals from disruption to their employment in the event of a change of control of the Company. The change of control provisions are designed to treat the individuals in a manner consistent with industry standards for executives in similar positions. The following outlines any agreement which contains a change of control provision or termination clause other than a 30 or 60 day notice of termination for the NEOs.

Graeme O'Neill, CEO

Effective October 1, 2021 and renewed as of March 26, 2025, the Company entered into a management consulting services agreement with Graeme O'Neill and his wholly-owned company, HighCard Exploration Inc., retaining Mr. O'Neil as CEO at an annual salary of $216,000. In the event of Mr. O'Neill's termination or in the event of a change of control, Mr. O'Neill would be entitled to payment of a lump sum equal to 24 months remuneration, being $432,000.

Rick Low, CFO

Effective October 1, 2021 and renewed as of March 26, 2025, the Company entered into a management consulting services agreement with Rick Low and his wholly-owned company, RHL Enterprises Corp., retaining Mr. Low as CFO at an annual salary of $150,000. In the event of Mr. Low's termination or in the event of a change of control, Mr. Low would be entitled to payment of a lump sum equal to 24 months remuneration, being $300,000.

Christos Doulis, President

Effective November 24, 2025, the Company entered into a management consulting services agreement with Christos Doulis and his wholly-owned company, Bast Consulting Ltd., retaining Mr. Doulis as President at an annual salary of $60,000. The appointment of Mr. Doulis as President was approved by the board on November 28, 2025. In the event of Mr. Doulis's termination Mr. Doulis would be entitled to payment of a lump sum equal to three months remuneration, being $15,000 or in the event of a change of control, Mr. Doulis would be entitled to payment of a lump sum equal to 24 months remuneration, being $120,000.

Director Compensation

Director Compensation Table

The following table sets forth information with respect to all amounts of compensation provided to the directors of the Company (other than NEOs) for the most recently completed financial year.

Name	Fees earned ($)	Share-based awards ($)	Option-based awards ($)[1]	Non-equity incentive plan compensation ($)	Pension value ($)	All other compensation ($)[2]	Total ($)
Corey Klassen	Nil	Nil	40,490	Nil	Nil	Nil	40,490
James Walker	Nil	Nil	40,490	Nil	Nil	Nil	40,490
Mark Abrams	Nil	Nil	40,490	Nil	Nil	99,656	140,146

(1) Option based awards are non-cash items at fair value as calculated by the Black Scholes formula.

(2) Represents consulting fees paid.

Share-Based Awards, Options-Based Awards and Non-Equity Incentive Plan Compensation

Incentive Plan Awards - Outstanding Share-Based Awards and Option-Based Awards

The following table sets forth information in respect of all share-based awards and option-based awards outstanding at the end of the most recently completed financial year to the directors of the Company, other than NEOs, whose compensation is fully reflected in the summary compensation table for the NEOs:

	Option-based Awards				Share-based Awards	
Name	Number of securities underlying unexercised options (#)[1]	Option exercise price ($)	Option expiration date	Value of unexercised in-the-money options ($)[1]	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested ($)
Corey Klassen	90,000 150,000 200,000 300,000 100,000 225,000 400,000	0.125 0.25 0.15 0.10 0.06 0.06 0.10	28-Jan-26 27-Apr-26 3-Sep-26 10-Jun-29 3-Dec-29 15-Sep-30 3-Dec-30	2,250 15,000 - 15,000 9,000 20,250 20,000	Nil	Nil
James Walker	90,000 150,000 200,000 300,000 100,000 400,000	0.125 0.25 0.15 0.10 0.06 0.10	28-Jan-26 27-Apr-26 3-Sep-26 10-Jun-29 3-Dec-29 3-Dec-30	2,250 - - 15,000 9,000 20,000	Nil	Nil
Mark Abrams	200,000 400,000 100,000 225,000 400,000	0.10 0.10 0.06 0.06 0.10	29-Jan-29 10-Jun-29 3-Dec-29 15-Sep-30 3-Dec-30	10,000 20,000 9,000 20,250 20,000	Nil	Nil

(1) Value is calculated by multiplying the number of securities which may be acquired on exercise of the option by the difference, if any, between the option exercise price and the market value of the securities underlying the options as at the closing price on the date of the current financial year end, or, if no trades on date the date of the current financial year end, closing price on the previous trading day. The last closing price of the Company's shares was $0.15 on December 31, 2025.

Incentive Plan Awards – Value Vested or Earned During the Most Recently Completed Financial Year

The following table presents information concerning value vested with respect to option-based awards and share-based awards for the directors of the Company during the most recently completed financial year, other than NEOs, whose compensation is fully reflected in the summary compensation table for the NEOs:

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
Corey Klassen	Nil	Nil	N/A

Name	Option-based awards – Value vested during the year ($)	Share-based awards – Value vested during the year ($)	Non-equity incentive plan compensation – Value earned during the year ($)
James Walker	Nil	Nil	N/A
Mark Abrams	Nil	Nil	N/A

Long Term Incentive Plans

The Company does not have a long term incentive plan pursuant to which it provides compensation intended to motivate performance over a period greater than one financial year.

Securities Authorized for Issuance under Equity Compensation Plans

The following table sets out, as of the end of the Company's fiscal year ended December 31, 2025, all required information with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	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[(1)] (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	19,005,000	$0.12	16,229,074
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	19,005,000		16,229,074

(1) The issued and outstanding capital of the Company was 352,340,740 on December 31, 2025.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or executive officers of the Company or any subsidiary thereof, has more than "routine indebtedness" to the Company or any subsidiary thereof.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Unless otherwise disclosed herein, no informed person or proposed nominee for election as a director, or any associate or affiliate of any of the foregoing, has or has had any material interest, direct or indirect, in any transaction or proposed transaction since the commencement of the Company's most recently completed financial year, which has materially affected or will materially affect the Company or any of its subsidiaries, other than as disclosed by the Company during the course of the year or as disclosed herein.

MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or subsidiaries, except as disclosed herein.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found on SEDAR+ at www.sedarplus.ca. Shareholders may also contact the Company by email at company@bayhorsesilver.com.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed fiscal year ended December 31, 2025 which are filed on SEDAR+.

BOARD APPROVAL

The content and sending of this Circular has been approved by the Board. The foregoing contains no untrue statement of a material fact and does not omit to state a material fact that is required to be stated or that is necessary to make a statement not misleading in the light of the circumstances in which it was made.

DATED at Vancouver, British Columbia, this 25th day of August, 2026.

BY ORDER OF THE BOARD OF
BAYHORSE SILVER INC.

"Graeme O'Neill"

Graeme O'Neill
Chief Executive Officer

SCHEDULE A

BAYHORSE SILVER INC.

TERMS OF REFERENCE FOR THE AUDIT COMMITTEE

Mandate

The primary function of the audit committee (the "Audit Committee") is to assist the Board of directors in fulfilling its financial oversight responsibilities by reviewing the financial reports and other financial information provided by the Company to regulatory authorities and shareholders, the Company's systems of internal controls regarding finance and accounting the Company's auditing, accounting and financial reporting processes. Consistent with this function, the Audit Committee will encourage continuous improvement of, and should foster adherence to, the Company's policies, procedures and practices at all levels.

The Audit Committee's primary duties and responsibilities are to:

- serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements;
- review and appraise the performance of the Company's external auditors;
- provide an open avenue of communication among the Company's auditors, financial and senior management, and the Board of Directors.

Composition

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

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

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

Meetings

The Audit Committee shall meet at least twice annually, or more frequently as circumstances dictate. As part of its job to foster open communication, the Audit Committee will meet at least annually with the CFO and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Audit Committee shall:

Documents / Reports Review

(a) Review and update this Charter annually.

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

External Auditors

(a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board of Directors and the Audit Committee as representatives of the shareholders of the Company.

(b) Obtain annually, a formal written statement of external auditors setting forth all relationships between the external auditors and the Company, consistent with Independence Standards Board Standard 1.

(c) Review and discuss with external auditors any disclosed relationships or services that may impact the objectivity and independence of the external auditors.

(d) Take, or recommend that the full Board of Directors take, appropriate action to oversee the independence of the external auditors.

(e) Recommend to the Board of Directors to the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.

(f) At each meeting, consult with the external auditors, without the presence of management, about the quality of the Company's accounting principles, internal controls and the completeness and accuracy of the Company's financial statements.

(g) Review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditors of the Company.

(h) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.

(i) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non-audit services, provided by the Company's external auditors. The pre-approval requirement is waived with respect to the provision of non-audit services if:

    i. the aggregate amount of all such non audit services provided to the Company constitutes not more than five percent of the total amount of revenues paid by the Company to its external auditors during the fiscal year in which the non-audit services are provided;

    ii. such services were not recognized by the Company at the time of the engagement to be non-audit services; and

    iii. such services are promptly brought to the attention of the Audit Committee by the Company and approved prior to the completion of the audit by the Audit Committee or by one or more members of the Audit Committee who are members of the Board of Directors to whom authority to grant such approvals has been delegated by the Audit Committee.

Provided the pre-approval of the non-audit services is presented to the Audit Committee's first scheduled meeting following such approval, such authority may be delegated by the Audit Committee to one or more independent members of the Audit Committee.

Financial Reporting Processes

(a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.

(b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.

(c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.

(d) Review significant judgments made by management in the preparation of the financial statements and the view of the external auditors as to appropriateness of such judgments.

(e) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.

(f) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.

(g) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.

(h) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.

(i) Review certification process.

(j) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

Review any related-party transactions.