

Canstar Resources Inc.

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NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares of Canstar Resources Inc. (the “**Company**”) will be held at 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4, on March 1, 2024 and by Zoom teleconference (**Meeting ID: 853 2245 8567; Passcode: please email info@canstarresources.com**) at 10:00 am (Eastern Standard Time) for the purpose of:

1. receiving the Company’s financial statements for the years ended June 30, 2023 and 2022 and the report of the auditors thereon;
2. electing directors of the Company for the ensuing year;
3. appointing MNP LLP as the auditors of the Company for the ensuing year, and authorizing the directors to fix their remuneration; and
4. transacting such further and other business as may properly come before the Meeting or any adjournment thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the management information circular of the Company dated January 12, 2023 (the “**Circular**”). To be approved, each of the foregoing matters is required to be passed by an “**ordinary resolution**”, being a majority of the votes cast by Shareholders who voted in respect of that resolution at the Meeting.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is January 12, 2023 (the “**Record Date**”). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

A Shareholder wishing to be represented by proxy at the meeting or any adjournment thereof must deposit his/her/its duly executed form of proxy with the Company’s transfer agent and registrar, TSX Trust Company (“**TSX Trust**”), at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, by facsimile at (416) 595-9593 or online at <https://www.voteproxyonline.com/pxlogin> not later than 10:00 a.m. (Toronto time) on February 28, 2024 or, if the meeting is adjourned, not later than 48 hours, excluding weekends and statutory holidays in the City of Toronto, Ontario, preceding the time of such adjourned meeting (the “**Proxy Deadline**”). Shareholders who are unable to attend the Meeting in person, are requested to date, complete, sign and return the form of proxy so that as large a representation as possible may be had at the Meeting.

Notice-and-Access

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

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Company for the years ended June 30, 2023 and 2022 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Company’s SEDAR+ profile at www.sedarplus.ca and

also on the Company's website at <https://www.canstarresources.com/investors/agm-materials/>. The Company will not use procedures known as "stratification" in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of the Circular to some Shareholders with this notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of the Circular.

Obtaining Paper Copies of Materials

The Company anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders with questions about notice-and-access can contact the Company's transfer agent, TSX Trust, toll-free at +1 866 600-5869; T +1 416 342-1091, or by email at tsxtis@tmx.com. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting the Company's Corporate Secretary toll free at 1-888-372-2677. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or TSX Trust, as applicable, by February 21, 2024 in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Any requests for paper copies received by the Company after February 21, 2024 will be delivered to Shareholders in accordance with applicable securities law.

Voting

All Shareholders are invited to attend the Meeting and may attend in person or may be represented by proxy. A "beneficial" or "non-registered" Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity. Only Shareholders as of the Record Date are entitled to receive notice of and vote at the Meeting. Shareholders who are unable to attend the Meeting in person, or any adjournments or postponements thereof, are requested to complete, date and sign the form of proxy (registered holders) or voting instruction form (beneficial holders) and return it in the envelope provided.

To be effective, the form of proxy or voting instruction form must be submitted by facsimile at (416) 595-9593, online at <https://www.voteproxyonline.com/pxlogin> or mailed so as to reach or be deposited with TSX Trust (in the case of registered holders) at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, prior to the Proxy Deadline, failing which such votes may not be counted, or your intermediary (in the case of beneficial holders) with sufficient time for them to file a proxy by the Proxy Deadline. **Shareholders are reminded to review the Circular before voting.**

DATED this 12th day of January, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

"Robert Bruggeman"

Robert Bruggeman
President, CEO and Director

Canstar Resources Inc.

220 Bay Street, Suite 550
Toronto, Ontario M5J 2W4
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Tel: (647) 557-3442 Fax: (647) 557-3448

MANAGEMENT INFORMATION CIRCULAR ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

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

GENERAL INFORMATION RESPECTING THE MEETING

This Circular is furnished in connection with the solicitation by the management of the Company of proxies to be used at the annual general and special meeting (the “**Meeting**”) of shareholders (the “**Shareholders**”) of the Company, to be held at 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4, on March 1, 2024 and by Zoom teleconference (**Meeting ID: 853 2245 8567; Passcode: please email info@canstarresources.com**). at 10:00 am (Eastern Standard Time) and at any adjournment thereof, for the purposes set forth in the attached notice of meeting of the Company.

Although it is expected that the solicitation of the proxies will be primarily by mail, proxies may also be solicited personally or by telephone or other similar means of communication by the directors and/or officers of the Company at nominal cost. The cost of solicitation will be borne by the Company. Directors, officers and employees of the Company will not receive any extra compensation for such activities.

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

Notice and Access

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

The Notice-and-Access Provisions are a new set of rules that allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval+ (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Circular, financial statements of the Company for the year ended June 30, 2023 and 2022 (“**Financial Statements**”) and management’s discussion and analysis of the Company’s results of operations and financial condition for 2023 (“**MD&A**”) may be found on the Company’s SEDAR profile at www.sedarplus.ca and also on the Company’s website at <https://www.canstarresources.com/investors/agm-materials/>. The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Circular to some Shareholders with the notice package. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Circular. **Shareholders are reminded to review this Circular before voting.**

Although this Circular, the Financial Statements and the MD&A will be posted electronically on-line as noted above, Shareholders will receive paper copies of a “notice package” via prepaid mail containing the Notice of Meeting with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and supplemental mail list return card for Shareholders to request they be included in the Company’s supplementary mailing list for receipt of the Company’s interim financial statements for the 2023 fiscal year.

The Company anticipates that notice-and-access will directly benefit the Company through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

Shareholders with questions about notice-and-access can contact the Company’s transfer agent, TSX Trust Company Inc. (“**TSX Trust**”), toll-free at +1 866 600-5869; T +1 416 342-1091 or by email at tsxtis@tmx.com. Shareholders may also obtain paper copies of the Circular, Financial Statements and MD&A free of charge by contacting the Company’s Corporate Secretary toll free at 1.888.372.2677.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or TSX Trust, as applicable, by February 21, 2024 in order to allow sufficient time for Shareholders to receive their paper copies and to return their form of proxy to TSX Trust (in the case of registered Shareholders), or their voting instruction form to their intermediaries (in the case of Beneficial Shareholders, as such term is defined herein) by its due date. Any requests for paper copies received by the Company after February 21, 2024 will be delivered to Shareholders in accordance with applicable securities law.

APPOINTMENT, VOTING AND REVOCATION OF PROXIES

Appointment

The persons named in the form of proxy represent management of the Company. **Any Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons designated in the form of proxy to attend, vote and act for and on behalf of such person at the Meeting. In order to do so the Shareholder may insert the name of such person in the blank space provided in the form of proxy, or may use another proper form of proxy.** All proxies must be deposited with the Company’s registrar and transfer agent, TSX Trust Company Inc., at 301 – 100 Adelaide Street West, Toronto, Ontario M5H 4H1, by facsimile at (416) 595-9593 or online at <https://www.voteproxyonline.com/pxlogin> not later than 10:00 a.m. (Eastern Standard Time) on February 28, 2024, or if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time of such adjourned Meeting. The Company may refuse to recognize any proxy received after such time. A proxy should be executed by the Shareholder or his or her attorney duly authorized in writing, or if the Shareholder is a corporation, by a duly authorized officer or attorney thereof.

Voting

Common Shares represented by any properly executed proxy in the form will be voted for or against, or withheld from voting, as the case may be, on any ballot that may be called for in accordance with the instructions given by the Shareholder. **In the absence of such instructions, the proxy will confer discretionary authority and will be voted FOR all matters set out herein.**

The form of proxy confers discretionary authority on the persons named in it with respect to amendments or variations to matters identified in the notice of meeting or other matters that may properly come before the Meeting. As of the date hereof, management of the Company is not aware of any such amendments, variations or other matters which may come before the Meeting. In the event that other matters come before the Meeting, then the management designees intend to vote in accordance with the judgment of management of the Company.

Revocation

In addition to revocation by any other manner permitted by law, a Shareholder may revoke a proxy before it is exercised by written instrument executed by the Shareholder (or by the Shareholder’s attorney authorized in writing) and deposited at the registered offices of the Company at any time up to and including the last business day preceding

the day of the Meeting or any adjournment thereof, or deposited with the Chairman of the Meeting prior to the commencement of the Meeting on the day thereof or any adjournment thereof.

A Shareholder attending the Meeting has the right to vote in person and, if he or she does so, his or her proxy is nullified with respect to the matters such person votes upon and any subsequent matters thereafter to be voted upon at the Meeting or any adjournment thereof.

ADVICE TO HOLDERS OF COMMON SHARES

Beneficial Shareholders

The information set forth in this section is of significant importance to many Shareholders, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (“**Beneficial Shareholders**”), should note that only proxies deposited by Shareholders who appear on the records maintained by the Company’s registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will in all likelihood not be registered in the Shareholder’s name and will more likely be registered under the name of the Shareholder’s broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name of CDS Clearing and Depository Services Inc. which acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker’s client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common 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.**

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of Shareholder 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 Common Shares are voted at the Meeting. The voting form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to registered Shareholders by the Company. However, its purpose is limited to instructing the registered Shareholder (i.e., the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The vast majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. (“**Broadridge**”) in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Beneficial Shareholders, and asks them to return the forms to Broadridge or to otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction forms must be returned to Broadridge (or instructions respecting the voting of Common Shares must otherwise be communicated to Broadridge) well in advance of the Meeting in order to have the Common Shares voted. If you have any questions regarding the voting of Common Shares held through a broker or other intermediary, please contact that broker or intermediary for assistance.**

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

Beneficial Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own (“**Objecting Beneficial Owners**” or “**OBOs**”) and those who do not object to their identity being made known to the issuers of the securities they own (“**Non-Objecting Beneficial Owners**” or “**NOBOs**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from

intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Company is not sending Meeting materials directly to the NOBOs. The Company will use and pay intermediaries and agents to send the Meeting materials and also intends to pay for intermediaries to deliver the Meeting materials to the OBOs. **As more particularly outlined above under the heading “Notice-and-Access”, Meeting materials will be sent to Beneficial Shareholders using the Notice-and-Access Provisions.**

All references to Shareholders in this Circular and the form of proxy and notice of meeting are to registered Shareholders unless specifically stated otherwise.

Registered Shareholders

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

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

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

As at the date hereof the Company has 113,975,887 Common Shares issued and outstanding, each of which carries one vote. To the knowledge of the directors and executive officers of the Company, the only persons or corporations that beneficially own, or control or direct, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all outstanding Common Shares as at the Record Date are:

Shareholder Name	Number of Common Shares Held ⁽¹⁾⁽²⁾	Percentage of Issued Common Shares
Eric Sprott	27,863,339 ⁽³⁾	24.45%

Notes:

- (1) *The information as to Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Company, has been obtained by the Company from publicly disclosed information and/or furnished by the Shareholder listed above.*
- (2) *On a non-diluted basis.*
- (3) *All such Common shares are held by 2176423 Ontario Ltd., of which Mr. Sprott is the sole beneficial shareholder.*

Persons registered on the books of the Company at the close of business on January 12, 2024 (the “**Record Date**”) are entitled to vote at the Meeting.

MATTERS TO BE ACTED UPON AT THE MEETING

1. Receipt of Financial Statements

The audited financial statements of the Company for the fiscal years ended June 30, 2023 and 2022 and the report of the auditors thereon, both of which accompany this Circular, will be submitted to the Meeting. Receipt at the Meeting of the auditor’s report and the Company’s audited financial statements for the fiscal years ended June 30, 2023 and 2022 will not constitute approval or disapproval of any matters referred to therein.

2. Election of Directors

At the Meeting, the following five (5) persons named hereunder will be proposed for election as directors of the Company. Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee

or nominees unable to serve. Each director elected will hold office until the close of the next annual meeting of Shareholders, or until his successor is duly elected unless prior thereto he resigns or his office becomes vacant by reason of death or other cause.

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

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

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

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

The following table, among other things, sets forth the name of all persons proposed to be nominated for election as directors, their place of residence, position held, and periods of service with, the Company, or any of its affiliates, their principal occupations and the approximate number of Common Shares beneficially owned, controlled or directed, directly or indirectly, by them:

Name, Province or State, and Country of Residence	Principal Occupation	Director Since	Position with the Company	Number of Common Shares Beneficially Owned⁽¹⁾
Neil Burns ⁽⁴⁾⁽⁵⁾ <i>British Columbia, Canada</i>	Vice President of Technical Services at Wheaton Precious Metals	2021	Director	263,000
James Clare ⁽²⁾⁽³⁾⁽⁶⁾ <i>Ontario, Canada</i>	Partner at Bennett Jones LLP	2021	Director	342,857 ⁽⁶⁾
Robert Bruggeman ⁽³⁾⁽⁵⁾⁽⁷⁾ <i>Ontario, Canada</i>	President & Chief Executive Officer, Canstar Resources Inc.	2020	President & CEO, Director	1,833,895 ⁽⁷⁾
Jacqueline Allison ⁽²⁾⁽⁴⁾ <i>Ontario, Canada</i>	Chairperson of the Company, Director of Laramide Resources Ltd. and Director of Vejon Health Limited	2021	Chairwoman and Director	158,800
J. Paul Austin III <i>Georgia, United States</i>	Manager, Austin & Company.	Proposed Nominee	Proposed Director	Nil

Notes:

- (1) *The information as to voting securities beneficially owned, controlled or directed, not being within the knowledge of the Company, has been furnished by the respective nominees individually.*
- (2) *Member of the Audit Committee. Sam Leung is the Chair.*
- (3) *Member of the Nominating and Corporate Governance Committee. James Clare is the Chair.*
- (4) *Member of the Compensation Committee.*
- (5) *Member of the Health, Safety, Environment and Community Committee. Neil Burns is the Chair.*
- (6) *Of which 200,000 are held by Mr. Clare's company (James A. T. Clare Professional Corporation).*
- (7) *Of which 1,000,000 are held by Mr. Bruggeman's spouse.*

As at the date of this Circular, the director-nominees of the Company as a group directly and indirectly beneficially own or exercise control or direction over 2,553,552 Common Shares, representing approximately 2.24% of the issued and outstanding Common Shares of the Company.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

No individual set forth in the above table is, as at the date of this Circular, or has been, within ten (10) years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:

- (a) 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, that was in effect for a period of more than thirty (30) consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) 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, that was in effect for a period of more than thirty (30) consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual) is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Company) that, while such individual was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

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

No individual set forth in the above table (or any personal holding company of any such individual) has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. Appointment of Auditors

Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to re-appoint MNP LLP, Chartered Accountants, to serve as auditors of the Company until the next annual meeting of Shareholders and to authorize the directors of the Company to fix their remuneration as such.

Unless a 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 form of proxy intend to vote FOR the re-appointment of MNP LLP, Chartered Accountants as the auditors of the Company until the next annual meeting of Shareholders, and to authorize the directors to fix their remuneration.

4. Other Matters That May Come Before the Meeting

Management of the Company knows of no matters to come before the Meeting other than as set forth above. However, if other matters which are not known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the person(s) voting the proxy.

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's executive compensation philosophy, objectives, and processes and to discuss compensation decisions relating to the Company's Chief Executive Officer, Chief Financial Officer, and, if applicable, its three (3) most highly compensated individuals acting as, or in a like capacity as, executive officers of the Company whose total compensation for the most recently completed financial year was individually equal to more than \$150,000 (the "NEOs" or "Named Executive Officers"). During the Company's most recently completed financial year, being the financial year ended June 30, 2023 the only NEOs were Robert Bruggeman, President, Chief Executive Officer and Director and John E. Hurley, former Chief Financial Officer.

Compensation Committee

The compensation committee (the "**Compensation Committee**") of the board of directors of the Company (the "**Board**") is responsible for ensuring that the Company has in place an appropriate plan for executive compensation, and for making recommendations to the Board with respect to the compensation of the Company's executive officers. The Compensation Committee ensures that the total compensation paid to the Company's NEOs is fair, reasonable, and consistent with the Company's compensation philosophy.

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

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

The Compensation Committee:

- reviews and makes recommendations to the Board at least annually regarding the Company's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans (including the Stock Option Plan), and grants and benefit plans;
- has sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;
- reviews and approves at least annually all compensation arrangements with the senior executives of the Company;
- reviews and approves at least annually all compensation arrangements with the directors of the Company; and
- reviews the executive compensation sections disclosed in the annual management proxy circular distributed to Shareholders in respect of the Company's annual meetings of Shareholders.

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

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

1. *Compensation programs align with Shareholder interests* – the Company aligns the goals of executive officers with maximizing long term value for shareholders of the Company ("**Shareholders**");
2. *Performance-sensitive* – compensation for executive officers should be linked to the operating and market performance of the Company and should fluctuate with performance; and
3. *Offer market-competitive compensation to attract and retain talent* – the compensation program should provide market-competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives, and to attract new individuals of the highest calibre.

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

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with Shareholders' interests and with the execution of the Company's business strategy;
- to evaluate performance on the basis of key measurements that correlate to long term Shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

Competitive Compensation

Aggregate compensation for NEOs is designed to be competitive. The Compensation Committee reviews compensation practices of similarly situated companies in determining compensation policy. Although the Compensation Committee reviews each element of compensation for market competitiveness, and it may weigh a

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

Prior to making its decisions, the Compensation Committee reviews data related to compensation levels and programs of various companies that are similar in size to the Company and that operate within the mining exploration and development industry. These companies are used as the Company's primary peer group because they have similar business characteristics or because they compete with the Company for employees and investors. The Compensation Committee also relies on the experience of its members as officers and/or directors of other companies in similar lines of business as the Company when assessing compensation levels.

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short term and long term incentive awards for the Compensation Committee's approval.

Aligning the Interests of NEOs with the Interests of the Company's Shareholders

The Company believes that transparent, objective and easily verified corporate goals, combined with individual performance goals, play an important role in creating and maintaining an effective compensation strategy for NEOs. The Company's objective is to establish benchmarks and targets for NEOs which, if achieved, will enhance Shareholder value.

A combination of fixed and variable compensation is used to motivate executive officers to achieve overall corporate goals. For the 2023 financial year, the three basic components of executive compensation were:

- fixed (base) salary;
- annual incentives (cash bonus); and
- option-based compensation.

Fixed salary comprises a portion of the total cash-based compensation; however, annual incentives and option-based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance targets; and (ii) the market performance of the Common Shares. To date, no specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board considers each performance target and the Company's performance and assigns compensation based on this assessment and the recommendations of the Compensation Committee.

The Compensation Committee is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Company believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Company's securities trading policy prohibits directors or NEOs from purchasing 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. To the knowledge of the Company as of the date of hereof, no director or NEO of the Company has participated in the purchase of such financial instruments.

Base Salary

The Compensation Committee and the Board approve salary ranges for the NEOs. The base salary review for NEOs is based on an assessment of factors such as current competitive market conditions, compensation levels

within the peer group, and particular skills such as leadership ability and management effectiveness, experience, responsibility, and proven or expected performance. Comparative data for the Company's peer group is also accumulated from a number of external sources including independent consultants. The Company's policy for determining salary for executive officers is consistent with the administration of salaries for all other employees. Robert Bruggeman is the only NEO that receives a base salary. See "*Summary Compensation Table for NEOs*" for details.

Annual Incentives

The Company is not currently awarding any annual incentives by way of cash bonuses. However, the Company, in its discretion, may award such incentives in order to motivate executive officers to achieve short term corporate goals. The Compensation Committee and the Board will approve any annual incentives.

The success of a NEO in achieving his individual objectives and his contribution to the Company in reaching its overall goals are factors in the determination of that NEO's annual bonus. The Compensation Committee assesses a NEO's performance on the basis of his contribution to the achievement of predetermined corporate objectives, as well as to needs of the Company that arise on a day-to-day basis. This assessment is used by the Compensation Committee in developing its recommendations to the Board with respect to the determination of annual bonuses for the NEOs. Where the Compensation Committee cannot unanimously agree, the matter is referred to the full Board for decision. The Board relies heavily on the recommendations of the Compensation Committee in granting annual incentives.

The Board approves targeted amounts of annual incentives for NEOs at the beginning of each financial year. The targeted amounts are determined by the Compensation Committee based on a number of factors, including comparable compensation at similar companies.

Achieving predetermined individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities, will trigger the award of a bonus payment to the NEOs. NEOs will receive a partial or full incentive payment depending on the number of predetermined targets met and the Compensation Committee's and Board's assessment of overall performance. The determination as to whether a target has been met is ultimately made by the Board and it reserves the right to make positive or negative adjustments to any bonus payment if considered appropriate.

Option-Based Compensation

The Company currently has no long term incentive plans other than stock options granted from time to time by the Board under the provisions of the Company's existing incentive stock option plan (the "**Stock Option Plan**").

The purpose of the Stock Option Plan is to encourage Common Share ownership by directors, officers, employees and consultants of the Company and its affiliates, and by other designated persons. The Compensation Committee believes that the Stock Option Plan aligns the interests of NEOs with those of Shareholders by linking a component of executive compensation to the longer term performance of the Common Shares. Eligibility for participation in the Stock Option Plan is restricted to directors, officers, employees and consultants of the Company and its affiliates, and to other designated persons.

The following is a summary of the material terms of the Stock Option Plan (any terms not defined herein have the meaning defined in the Stock Option Plan):

- (a) The aggregate maximum number of Common Shares available for issuance from treasury under the Stock Option Plan is fixed at 11,025,366 Common Shares. As of June 30, 2023, outstanding options to purchase a total of 8,125,000 Common Shares have been issued to directors, officers, employees and consultants of the Company and remain outstanding. As of June 30, 2023, the number of options to purchase Common Shares remaining available for issuance under the Stock Option Plan is 2,900,366.
- (b) No Options shall be granted to any Participant if such grant could result, at any time, in:

- (i) the issuance of any one individual, within a one-year period, of a number of Common Shares exceeding 5% of the issued and outstanding Common Shares;
- (ii) the issuance to any one consultant, within any 12-month period, of a number of Common Shares exceeding 2% of the issued and outstanding Common Shares; and
- (iii) the issuance to employees conducting investor relations activities, within any 12 month period, of an aggregate number of Common Shares exceeding 2% of the issued and outstanding Common Shares;

unless permitted otherwise by any applicable stock exchange.

- (c) Disinterested Shareholder Approval is required for the following:
 - (i) Any amendment to Options held by an insider of the Company (an “Insider”) that would have the effect of decreasing the exercise price of the Options; and
 - (ii) Any extension of the expiry date of an Option held by an Insider.
- (d) The term of an Option shall not exceed 10 years from the date of grant of the option.
- (e) An Option shall vest and may be exercised in whole or in part at any time during the term of such Option after the date of the grant as determined by the Board, subject to extension where the expiry date falls within a Blackout Period (as defined in the Stock Option Plan).
- (f) Options may be granted by the Company pursuant to the recommendations of the Board or a committee appointed to administer the Stock Option Plan from time to time provided and to the extent that such decisions are approved by the Board.
- (g) Options shall not be transferable or assignable by the Participant (as defined in the Stock Option Plan) otherwise than by will or the laws of descent and distribution, and shall be exercisable during the lifetime of a Participant only by the Participant and after death only by the Participant’s legal representative.
- (h) If a Participant who is a non-executive director of the Company ceases to be an Eligible Person as a result of his or her retirement from the Board, each unvested Option held by such Participant shall automatically vest on the date of his or her retirement from the Board, and thereafter each vested Option held by such Participant will cease to be exercisable on the earlier of the original Expiry Date of the Option and one year after the date of his or her retirement from the Board
- (i) If a Participant ceases to be an Eligible Person (as defined in the Stock Option Plan) for any reason whatsoever, other than under an exception under the Stock Option Plan, each vested Option held by the Participant will cease to be exercisable on the earlier of the original Expiry Date of the Option and 6 months after the Termination Date (as defined in the Stock Option Plan); provided that all unvested Options held by such Participant shall automatically terminate and become void on the Termination Date of such Participant.
- (j) If a Participant dies, the legal representative of the Participant may exercise the Participant’s vested Options for a period until the earlier of the original Expiry Date of the Option and 12 months after the date of the Participant’s death, but only to the extent the Options were by their terms exercisable on the date of death.
- (k) The exercise price of any option granted under the Stock Option Plan may not be less than fair market value (e.g. the prevailing market price) of the Common Shares at the time the option is granted, less any permitted discount.

- (l) The options are subject to early termination upon the termination of the optionee's employment, the optionee ceasing to be a director and/or officer of the Company, or the retirement, permanent disability or death of the optionee; and
- (m) In the event of a change of control event, the Board may accelerate Options granted to Participants, subject to that there may be no acceleration of the vesting requirements applicable to Options granted to persons conducting investor relations activities unless the prior written approval of the TSX-V has been obtained.

Compensation Risk Considerations

The Compensation Committee is responsible for considering, establishing and reviewing executive compensation programs, and whether the programs encourage unnecessary or excessive risk taking. The Company believes the programs are balanced and do not motivate unnecessary or excessive risk taking. The Company's securities trading policy prohibits directors or NEOs from purchasing 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. To the knowledge of the Company, as of the date of hereof, no NEO or director of the Company has participated in the purchase of such financial instruments.

Base salaries, if any, are fixed in amount thus do not encourage risk taking. While annual incentive awards focus on the achievement of short term or annual goals and short-term goals may encourage the taking of short-term risks at the expense of long term results, the Company's annual incentive award program does not represent a significant percentage of employee's potential compensation opportunities. Annual incentive awards are based on various personal and company-wide achievements. Such performance goals are subjective and include achieving individual and/or corporate targets and objectives, as well as general performance in day-to-day corporate activities which would trigger the award of a bonus payment to the NEO. The determination as to whether a target has been met is ultimately made by the Board (after receiving recommendations of the Compensation Committee) and the Board reserves the right to make positive or negative adjustments to any bonus payment if they consider them to be appropriate. Funding of the annual incentive awards is capped at the company level and the distribution of funds to the executive officers is at the discretion of the Compensation Committee.

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

Compensation Summary

Summary Compensation Table for NEOs

The following table sets forth information concerning the compensation paid, awarded or earned by the Company's NEOs for services rendered in all capacities to the Company during the three most recently completed financial years:

Name and Principal Position	Year	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			
Robert Bruggeman President, Chief Executive Officer, and Director ⁽²⁾	2023	180,000	Nil	32,966	Nil	Nil	Nil	Nil	212,966
	2022	137,681	Nil	136,176 ⁽³⁾	Nil	Nil	Nil	Nil	273,857
	2021	75,975	Nil	375,179 ⁽²⁾	Nil	Nil	Nil	Nil	451,154
John E. Hurley	2023	Nil	Nil	8,241	Nil	Nil	Nil	Nil	8,241

Former Chief Financial Officer ⁽⁵⁾	2022	Nil	Nil	41,900 ⁽³⁾	Nil	Nil	Nil	Nil	41,900
	2021	Nil	Nil	37,518 ⁽²⁾	Nil	Nil	Nil	Nil	37,518

Notes:

- (1) Grant date fair value calculations are based on the Black-Scholes Option Pricing Model. Option-pricing models require the use of highly subjective estimates and assumptions including expected share price volatility. Changes in the underlying assumptions can materially affect the fair value estimates and therefore, in management's opinion, existing models do not necessarily provide a reliable measure of the fair value of the Company's option-based awards.
- (2) The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: 5 year expected term; 160% expected volatility; risk-free interest rate of 0.35% per annum; and an expected dividend yield of 0%.
- (3) The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: 5 year expected term; 155% expected volatility; risk-free interest rate of 1.31% per annum; and an expected dividend yield of 0%.
- (4) The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: 5 year expected term; 151% expected volatility; risk-free interest rate of 2.77% per annum; and an expected dividend yield of 0%.
- (5) On December 27, 2023, Mr. Hurley retired as Chief Financial Officer of the Company.

Incentive Plan Awards

Outstanding Option-Based Awards

The following table provides information regarding the incentive plan awards for each NEO outstanding as of June 30, 2023:

Name and Principal Position	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽¹⁾ (\$)
John E. Hurley ⁽²⁾ Former Chief Financial Officer	200,000	0.28	Dec. 10, 2026	Nil
	150,000	0.28	Oct. 14, 2025	Nil
	150,000	0.06	Mar 24 2028	Nil
Robert Bruggeman President, Chief Executive Officer and Director	650,000	0.28	Dec. 10, 2026	Nil
	500,000	0.28	Oct. 14, 2025	Nil
	600,000	0.06	Mar 24, 2028	Nil

Notes:

- (1) Aggregate dollar amount of in-the-money unexercised options held as at June 30, 2023. Calculated based on the difference between the market value of the securities at June 30, 2023 and the exercise price of the option. The closing price of the Common Shares on the TSX-V on June 30, 2023 was \$0.04.
- (2) On December 23, 2023, Mr. Hurley retired as Chief Financial Officer of the Company.

Value Vested or Earned During the Year

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

Name and Principal Position	Option-based awards - Value vested during the year ⁽¹⁾ (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
John E. Hurley ⁽²⁾ Former Chief Financial Officer	Nil	Nil	Nil
Robert Bruggeman President, Chief Executive Officer and Director ⁽¹⁾	Nil	Nil	Nil

Notes:

- (1) Calculated based on the closing price of the Common Shares on the TSX-V at the vesting date less the exercise price of the vested options multiplied by the number of vested options.
- (2) On December 23, 2023, Mr. Hurley retired as Chief Financial Officer of the Company.

Employment Agreements and Termination and Change of Control Benefits

Other than as described below, there are no agreements, compensation plans, contracts or arrangements whereby a NEO is entitled to receive payments from the Company in the event of the resignation, retirement or other termination of the NEO’s employment with the Company, change of control of the Company or a change in the NEO’s responsibilities following a change in control.

Pursuant to a consulting agreement between the Company and Robert Bruggeman dated January 6, 2022 (the “**Consulting Agreement**”), the Company engaged Mr. Bruggeman to provide the services of President and Chief Executive Officer of the Company. The Consulting Agreement replaced and superseded a consulting agreement between the Company, Mr. Bruggeman, and Alpha Advisory Services Inc, dated September 15, 2020 (the “**Prior Consulting Agreement**”), whereby Mr. Bruggeman provided his services as President and Chief Executive Officer of the Company. The Prior Consulting Agreement was terminated on January 5, 2022 with mutual agreement by all parties. Pursuant to the Consulting Agreement, the Company may, in its sole and unfettered discretion, terminate the Consulting Agreement for any reason by providing the Mr. Bruggeman with: (a) thirty (30) days' written notice, and (b) a one-time lump sum payment equal to one (1) month of Mr. Bruggeman’s monthly base compensation. Upon a Change of Control (as defined in the Consulting Agreement) event that results in the termination of the Consulting Agreement, the Company shall, within thirty (30) days of such termination, pay Mr. Bruggeman a one-time lump sum payment equal to twelve (12) months of Mr. Bruggeman’s then annual compensation (the “**Change of Control Payment**”). If such Change of Control event does not result in the termination of the Consulting Agreement, no Change of Control Payment will be payable by the Company to the Mr. Bruggeman. Whether or not the Consulting Agreement is terminated as a result of a Change of Control event, all of Mr. Bruggeman’s then unvested Options shall immediately vest and become exercisable. Mr. Bruggeman’s monthly base compensation is currently \$15,000.

Pension Plan Benefits

There are no pension plan benefits, pension plans or retirement plans in place for the NEOs.

Director Compensation

Director Compensation Table

At present the Company does not pay its directors any fees for their services in such capacities. The following table describes the compensation of independent directors for the year ended June 30, 2023:

Name ⁽¹⁾	Fees earned (\$)	Option-based awards (\$)	All other compensation (\$)	Total compensation ⁽²⁾ (\$)
Jacqueline Allison ⁽³⁾	Nil	10,989	Nil	10,989
Sam Leung ⁽³⁾	Nil	9,615	Nil	9,615
James Clare ⁽³⁾	Nil	9,615	Nil	9,615
Neil Burns ⁽³⁾	Nil	9,615	Nil	9,615

Notes:

- (1) Mr. Bruggeman was a director and NEO during the year ended June 30, 2023. Any compensation received by him in his capacity as a director of the Company is reflected in the Summary Compensation Table for the NEOs elsewhere in this Circular.
- (2) Directors are reimbursed for all reasonable expenses incurred in the performance of their duties as directors of the Company. The table does not include any amounts paid as reimbursement for expenses.
- (3) The fair value of these options at the date of grant was estimated using the Black-Scholes option pricing model with the following assumptions: 5 year expected term; 151% expected volatility; risk-free interest rate of 2.77% per annum; and an expected dividend yield of 0%.

Option-Based Awards to Directors

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

Name ⁽¹⁾	Option-based awards			
	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options ⁽²⁾
Jacqueline Allison	300,000	0.28	Dec. 10, 2026	Nil
	200,000	0.06	Mar 24 2028	Nil
Sam Leung	300,000	0.28	Oct. 14, 2025	Nil
	200,000	0.28	Dec. 10, 2026	Nil
	175,000	0.06	Mar 24 2028	Nil
James Clare	200,000	0.28	Apr. 26, 2026	Nil
	200,000	0.28	Dec. 10, 2026	Nil
	175,000	0.06	Mar 24 2028	Nil
Neil Burns	200,000	0.28	Apr. 26, 2026	Nil
	200,000	0.28	Dec. 10, 2026	Nil
	175,000	0.06	Mar 24 2028	Nil

Notes:

- (1) Mr. Bruggeman was a director and NEO during the year ended June 30, 2023. Any compensation received by him in his capacity as a director of the Company is reflected in the Summary Compensation Table for the NEOs elsewhere in this Circular.
- (2) Aggregate dollar amount of in-the-money unexercised options held as at June 30, 2023. Calculated based on the difference between the market value of the securities at June 30, 2023 and the exercise price of the option. The closing price of the Common Shares on the TSX-V on June 30, 2023 was \$0.04.

Value Vested or Earned During the Year

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

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

Name ⁽¹⁾	Option-based awards - Value vested during the year ⁽²⁾ (\$)	Share-based awards - Value vested during the year (\$)	Non-equity incentive plan compensation - Value earned during the year (\$)
Jacqueline Allison	Nil	Nil	Nil
Sam Leung	Nil	Nil	Nil
James Clare	Nil	Nil	Nil
Neil Burns	Nil	Nil	Nil

Notes:

- (1) Mr. Bruggeman was a director and NEO during the year ended June 30, 2023. Any compensation received by him in his capacity as a director of the Company is reflected in the Summary Compensation Table for the NEOs elsewhere in this Circular.
- (2) Calculated based on the closing price of the Common Shares on the TSX-V at the vesting date less the exercise price of the vested options multiplied by the number of vested options.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

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

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (#)	Weighted-average exercise price of outstanding options, warrants and rights (\$)	Number of securities remaining available for future issuance under equity compensation plans (#)
Equity compensation plans approved by securityholders ⁽¹⁾	8,125,000	0.21	2,900,366
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	8,125,000	0.21	2,900,366

Note:

(1) *The Stock Option Plan is a rolling stock option plan whereby the maximum number of Common Shares that may be reserved for issuance pursuant to the Stock Option Plan will not exceed 10% of the issued and outstanding Common Shares of the Company. During the year-ended June 30, 2023, 2,475,000 options were granted, and 2,350,000 options expired or were cancelled under the Stock Option Plan.*

INDEBTEDNESS OF DIRECTORS AND OFFICERS

No executive officer, director or employee of the Company, past or present, nor any proposed nominee for election as a director of the Company, nor any associate of any of the foregoing, was at any time during the fiscal year ended June 30, 2023 or from July 1, 2023 to the date hereof, indebted to the Company or any of its subsidiaries in connection with the purchase of securities or otherwise, nor was any such individual indebted to another entity with such debt being the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or any of its subsidiaries.

CORPORATE GOVERNANCE PRACTICES

The Board and senior management of the Company consider good corporate governance to be central to the effective and efficient operation of the Company. The Board has confirmed the strategic objective of the Company as seeking out and exploring mineral bearing deposits with the intention of developing and mining the deposit or proving the feasibility of mining deposits for others.

The description of the Company's current corporate governance practices is provided in accordance with Form 58-101F2 of National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”). Such practices were established in light of the guidelines set out in National Policy 58-201 – *Corporate Governance Guidelines* (“**NP 58-201**”), as adapted by the Company given its current stage of development.

Board of Directors

NI 58-101 defines an “independent director” as a director who has no direct or indirect “material relationship” with the issuer. A “material relationship” is as a relationship which, in the view of the Board, could reasonably be expected to interfere with the exercise of a member's independent judgment.

The Board is currently comprised of five (5) directors, namely Robert Bruggeman, Sam Leung, James Clare, Neil Burns and Jacqueline Allison, each of whom will be nominated for re-election at the Meeting except for Sam Leung. J. Paul Austin III will be nominated to the Board to fill the vacancy to be left by Sam Leung's departure. Of the nominees, Robert Bruggeman is not considered independent within the meaning of NI 58-101. Mr. Bruggeman is the President and CEO of the Company. The remaining four proposed directors are independent within the meaning of NI 58-101.

Directorships

The following table sets forth the directors and proposed directors of the Company who currently hold directorships with other reporting issuers as at the date hereof:

Name of Director	Reporting Issuer
Jacqueline Allison	Laramide Resources Ltd. (TSX)
Robert Bruggeman	AbraSilver Resource Corp. (TSX-V)
Sam Leung	AbraSilver Resource Corp. (TSX-V)
James Clare	PJX Resources Inc. (TSX-V) Riverside Resources Inc. (TSX)

Orientation and Continuing Education

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

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

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

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics (the “**Code of Conduct**”) to encourage and promote a culture of ethical business conduct amongst the directors, officers and employees of the Company. The Board is responsible for ensuring compliance with the Code of Conduct, copies of which are available upon written request from the Chief Executive Officer of the Company. The Code of Conduct was adopted in November 2012 and there have been no departures from the Code of Conduct since its adoption.

In addition to those matters which, by law, must be approved by the Board, its approval is required for:

- the Company’s annual business plan and budget;
- material transactions not in the ordinary course of business; and
- transactions which are outside of the Company’s existing business.

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

The Company believes that it has adopted corporate governance procedures and policies which encourage ethical behavior by its directors, officers and employees.

Nomination of Directors

The Nominating Committee is currently composed of James Clare (Chair), Sam Leung and Robert Bruggeman. Messieurs Clare and Leung are considered independent (as defined in NI 52-110). Mr. Bruggeman, as the President and CEO of the Company, is not considered independent (as defined in NI 52-110). The Nominating Committee is responsible for the appointment and assessment of directors. The Nominating Committee seeks to achieve a balance of knowledge, experience and capability among the members of the Board. When considering candidates for director, the Nominating Committee takes into account a number of factors, including the following (although candidates need not possess all of the following characteristics and not all factors are weighted equally):

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

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

Compensation Committee

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

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

The Compensation Committee:

- reviews and makes recommendations to the Board at least annually regarding the Company's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans (including the Stock Option Plan), and grants and benefit plans;
- has sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;
- reviews and approves at least annually all compensation arrangements with the senior executives of the Company;
- reviews and approves at least annually all compensation arrangements with the directors of the Company; and
- reviews the executive compensation sections disclosed in the annual management proxy circular distributed to Shareholders in respect of the Company's annual meetings of Shareholders.

Other Board Committees

In addition to the Audit Committee, the Company has established the Nominating Committee, the Compensation Committee and the Health, Safety, Environment and Community Committee. The Health, Safety, Environment and Community Committee is currently composed of Neil Burns (Chair), Sam Leung and Robert Bruggeman. Messieurs Burns and Leung are considered independent (as defined in NI 52-110). Mr. Bruggeman, as the President and CEO of the Company, is not considered independent (as defined in NI 52-110). The main function of the Health, Safety, Environment and Community Committee is to review and make recommendations, as appropriate, in regards to the Company's safety and health programs and performance, environmental management programs and compliance, and social initiatives in communities where the Company conducts its business.

Assessments

The Board does not consider formal assessments useful given the stage of the Company’s business and operations. However, the chairman of the Board meets annually with each director individually, which facilitates a discussion of his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the chairman is also responsible for reporting to the entire Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Nominating Committee. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

AUDIT COMMITTEE

Audit Committee Charter

The directors of the Company have adopted a Charter for the Audit Committee, which sets out the Audit Committee’s mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Appendix “A”.

Composition of the Audit Committee

The members of the Audit Committee are Sam Leung (Chair), James Clare and Jacqueline Allison. All members of the Audit Committee are independent (as defined in NI 52-110) and are financially literate, meaning that each 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 issues that can reasonably be expected to be raised by the Company’s financial statements.

Relevant Education and Experience

The relevant education and/or experience of each member of the Audit Committee is as follows:

Name of Member	Education	Experience
Sam Leung	B.A.Sc. degree from Queen’s University (Engineering Chemistry)	Sam Leung is a Professional Engineer with more than 15 years of international metals and mining sector experience in due diligence, mergers and acquisitions, and strategic evaluation of assets. Mr. Leung is currently Vice-President Corporate Development of Adventus Mining Corporation and previously held corporate development and management consulting positions at Lundin Mining Corporation and Hatch Ltd.
Jacqueline Allison	PhD in Mineral Economics from McGill University; Professional Geoscientist (Ontario); Chartered Financial Analyst (CFA).	Jacqueline Allison brings more than 20 years of Canadian and international experience at major institutions in the fields of mineral economics, financial analysis, investment management and investor relations. Previously, she was VP Investor Relations and Strategic Analysis for Augusta Group of Companies, with similar senior executive capacities at Dominion Diamond Corp. and Hudbay Minerals Inc. Prior to that, she served as a VP and Research Analyst at various banking institutions, including BMO Harris Investment Management Inc. Ms. Allison is the past Chair of the Management and Economics Society of the Canadian Institute of Mining, Metallurgy and Petroleum (CIM), and a past Corporate Director for both McMillan Research in London, UK, as well as Ride HOVR Corporation in Toronto.
James Clare	BA (Hons.) degree from Acadia University and a LLB degree from the University of Western Ontario	James Clare is a partner with Bennett Jones LLP, one of Canada’s leading corporate law firms. Mr. Clare has a corporate commercial and securities law practice, with an emphasis on corporate finance and mergers and acquisitions, with a focus on the mining sector. His transactional experience includes domestic and cross-border public and private corporate finance transactions representing issuers and underwriters as well as merger and acquisitions transactions.

Audit Committee Oversight

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

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in its Charter.

External Auditor Service Fees (By Category)

The following table provides detail in respect of fees billed to the Company by its external auditor during the last two complete financial years:

	Audit Fees⁽¹⁾	Audit-Related Fees⁽²⁾	Tax Fees⁽³⁾	All Other Fees⁽⁴⁾
Year ended June 30, 2022	\$35,000	Nil	Nil	Nil
Year ended June 30, 2023	\$46,010	Nil	Nil	Nil

Notes:

- (1) *The aggregate fees billed for professional services rendered by the auditor for the audit of the Company's annual financial statements.*
- (2) *The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements and that are not disclosed in the "Audit Fees" column.*
- (3) *The aggregate fees billed for tax compliance, tax advice, and tax planning services.*
- (4) *No other fees were billed by the auditor of the Company other than those listed in the other columns.*

Exemption

Since the Company is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No "informed person" (as such term is defined in NI 51-102), proposed nominee for election as a director of the Company, or any associate or affiliate of the foregoing, has or had a material interest, direct or indirect, in any transaction since the beginning of the Company's most recently completed financial year or in any proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except indicated below and as disclosed elsewhere in this Circular, no director or executive officer of the Company since the beginning of the Company's last financial year, proposed nominee for election as a director of the Company, or any associate or affiliate of the foregoing, has or had a material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR at www.sedarplus.ca. Shareholders may contact the Chief Executive Officer of the Company in order to request copies of the Financial Statements at 220 Bay Street, Suite 550, Toronto, Ontario M5J 2W4; Tel: (647) 557-3442 or at info@canstarresources.com. Financial information about the Company may be found in the Financial Statements and MD&A which is also available on the Company's SEDAR profile and website at <https://www.canstarresources.com/investors/financial-reports/>.

APPROVAL

The contents and the sending of the notice of meeting of the Company and this Circular to each Shareholder of the Company entitled thereto, each director of the Company, the auditors of the Company, and where required, all applicable securities regulatory authorities, have been approved by the Board.

DATED this 12th day of January, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

“Robert Bruggeman”

Robert Bruggeman
President, CEO and Director

APPENDIX "A"

CANSTAR RESOURCES INC.

AUDIT COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of Canstar Resources Inc. ("**Canstar**" or the "**Corporation**").

1.0 Mandate

The Committee shall:

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

2.0 Composition and Membership

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

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

Members of the Committee shall be appointed or reappointed at the annual meeting of the Corporation and in the normal course of business will serve a minimum of three (3) years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

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

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

- (a) a quorum for meetings shall be at least two members;
- (b) the Committee shall meet at least quarterly;

- (c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least twenty-four (24) hours in advance of such meeting;
- (d) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

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

3.0 Duties and Responsibilities

3.1 Oversight of the Independent Auditor

- (a) Sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.
- (b) Sole authority to pre-approve all audit services as well as non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.
- (c) Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.
- (d) Obtain and review a report from the independent auditor at least annually regarding: the independent auditor's internal quality-control procedures; any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one or more independent audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the independent auditor and the Corporation.
- (e) Review and discuss with Management and the independent auditor prior to the annual audit the scope, planning and staffing of the annual audit.
- (f) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.
- (g) Review, as necessary, policies for the Corporation's hiring of partners, employees or former partners and employees of the independent auditor.

3.2 Financial Reporting

- (a) Review and discuss with Management and the independent auditor the annual audited financial statements prior to the publication of such statements.

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

3.3 Oversight of Risk Management

- (a) Review and approve periodically Management's risk philosophy and risk management policies.
- (b) Review with Management at least annually reports demonstrating compliance with risk management policies.
- (c) Review with Management the quality and competence of Management appointed to administer risk management policies.
- (d) Review reports from the independent auditor at least annually relating to the adequacy of the Corporation's risk management practices together with Management's responses.
- (e) Discuss with Management at least annually the Corporation's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.

3.4 Oversight of Regulatory Compliance

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

4.0 Funding for the Independent Auditor and Retention of Other Independent Advisors

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

5.0 Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters

- a) The Corporation shall inform employees via e-mail that is disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.
- b) The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.
- c) The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis, prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.

- d) Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.
- e) The Complaints Officer shall retain a record of a complaint or submission received for a period of six (6) years following resolution of the complaint or submission.

6.0 Procedures for Approval of Non-Audit Services

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

7.0 Reporting

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

8.0 Access to Information and Authority

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

9.0 Review of Charter

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

Dated: September 15, 2022

Approved by: Audit Committee
Board of Directors

