

STINGER RESOURCES INC.
Box 70, #92 - 2nd Avenue West
Cardston, Alberta T0K 0K0
Tel: (403) 752-4040

**NOTICE OF ANNUAL GENERAL MEETING
TO BE HELD ON DECEMBER 14, 2023**

TO THE SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**Meeting**”) of the shareholders of Stinger Resources Inc. (the “**Company**”) will be held at the Boardroom, 600 – 890 West Pender Street, Vancouver, British Columbia on Thursday, December 14, 2023, at 10:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2022, together with the auditor’s report thereon;
2. to re-appoint Dale Matheson Carr-Hilton Labonte LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company’s auditor and to authorize the directors to fix their remuneration;
3. to set the number of directors at five (5);
4. to elect directors for the ensuing year;
5. to approve the continued use of the Company’s Stock Option Plan; and
6. to transact any other business which may properly come before the Meeting.

The accompanying Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is supplemental to, and expressly made a part of, this Notice of Meeting.

The Board of Directors of the Company has fixed November 9, 2023, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular.

THE COMPANY URGES ALL SHAREHOLDERS TO VOTE BY PROXY IN ADVANCE OF THE MEETING IN ACCORDANCE WITH THE INSTRUCTIONS SET OUT BELOW.

If you are a registered shareholder of the Company and unable to attend the Meeting in person, please complete, date and sign the accompanying form of proxy and deposit it with the Company’s transfer agent, Olympia Trust Company: by mail to PO Box 128, STN M, Calgary, AB T2P 2H6 Attn: Proxy Dept.; or you may alternatively fax your proxy to 403-668-8307 or scan and email to proxy@olympiustrust.com; or vote online at <https://css.olympiustrust.com/pxlogin> and enter the 12-digit control number, at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) before the time and date of the Meeting or any adjournment or postponement thereof.

If you receive more than one form of proxy because you own common shares registered in different names or addresses, each form of proxy should be completed and returned.

The form of proxy confers discretionary authority with respect to: (i) amendments or variations to the matters of business to be considered at the Meeting; and (ii) other matters that may properly come before the Meeting. As of the date hereof, management of the Company knows of no amendments, variations or other matters to come before the Meeting other than the matters set forth in this Notice of Meeting. Shareholders who are planning on returning the applicable accompanying form of proxy are encouraged to review the Information Circular carefully before submitting the proxy form. **It is the intention of the persons named in the enclosed applicable form of proxy, if not expressly directed to the contrary in such form of proxy, to vote IN FAVOUR of the resolutions proposed by management as set forth under “Particulars of Matters to be Acted Upon” in the accompanying Information Circular.**

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

DATED at Vancouver, British Columbia, this 9th day of November, 2023.

BY ORDER OF THE BOARD

“Darren Blaney”

Darren Blaney
President, Chief Executive Officer & Director

STINGER RESOURCES INC.
Box 70, #92 - 2nd Avenue West
Cardston, Alberta T0K 0K0
Tel: (403) 752-4040

MANAGEMENT INFORMATION CIRCULAR
as at **November 9, 2023** (except as indicated)

This information circular (“**Information Circular**”) is provided in connection with the solicitation of proxies by the management of **Stinger Resources Inc.** (the “**Company**”) for use at the Annual General Meeting of the shareholders of the Company (the “**Meeting**”) to be held on **Thursday, December 14, 2023, at the Boardroom, 600 – 890 West Pender Street, Vancouver, British Columbia at 10:00 a.m. (Vancouver Time)** and at any adjournments thereof for the purposes set forth in the enclosed Notice of Annual General Meeting (“**Notice of Meeting**”).

The solicitation of proxies is made on behalf of the management of the Company. Such solicitation will be primarily by mail but may also be made by telephone or other electronic means of communication or in person by the directors and officers of the Company. The costs incurred in the preparation and mailing of the form of proxy, Notice of Meeting and this Information Circular will be borne by the Company. The cost of the solicitation will be borne by the Company.

DISTRIBUTION OF MEETING MATERIALS

This Information Circular and related Meeting materials are being sent to both registered and non-registered holders of common shares of the Company.

If you are a non-registered holder and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of common shares, have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding common shares on your behalf. “Intermediary” means a broker, a financial institution, an investment firm, a trustee or administrator of a self-administered retirement savings plan, retirement income fund, education savings plan or other similar self-administered savings or investment plan registered under the *Income Tax Act* (Canada), or a nominee of any of the foregoing that holds securities on behalf of a non-registered shareholder.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one Intermediary, or if the shareholder is both a registered shareholder and a non-registered shareholder for different shareholdings. Any such shareholder should repeat the steps to vote through a proxy, appoint a proxyholder or attend the Meeting, if desired, separately for each shareholding to ensure that all the common shares from the various shareholdings are represented and voted at the Meeting. Please return your voting instructions as specified in the appropriate voting information form.

PROXY INFORMATION

Appointment of Proxyholder

A duly completed form of proxy for the Company will constitute the persons named in the enclosed form of proxy as the shareholder’s proxyholder. The individuals whose names are printed in the enclosed form of proxy for the Meeting are directors and/or officers of the Company (the “**Management Proxyholders**”). The persons named in the enclosed form of proxy as Management Proxyholders have indicated their willingness to represent, as proxyholders, the shareholders who appoint them.

A shareholder has the right to appoint a person other than the Management Proxyholders to represent the shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person’s name in the blank space provided or by executing a proxy in a form similar to the enclosed form. A proxyholder need not be a shareholder of the Company. Such a shareholder should notify the nominee of his or her appointment, obtain his or her consent to act as proxy and instruct him or her on how the shareholder’s shares are to be voted.

Voting Of Proxies

Each shareholder may instruct his/her proxyholder how to vote its shares by completing the blanks in the enclosed proxy form. Shares represented by properly executed proxy forms will be voted or withheld from voting on any poll in accordance with instructions made on the proxy forms, and, if a shareholder specifies a choice as to any matters to be acted on, such shareholder's shares shall be voted accordingly.

If no choice is specified and one of the Management Proxyholders is appointed by a shareholder as proxyholder, it is intended that such person will vote in favour of the matters to be voted on at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder with respect to amendments or variations to matters identified in the Notice of Meeting and with respect to any other matters which may properly come before the Meeting. At the date of this Information Circular, management of the Company knows of no such amendments, variations or other matters to come before the Meeting.

COMPLETION AND RETURN OF PROXY

Each proxy must be dated and executed by the shareholder or its attorney authorized in writing or by an Intermediary acting on behalf of a shareholder (see "*Voting by Non-Registered Shareholders*" below). In the case of a corporation, the proxy must be dated and executed under its corporate seal or signed by a duly authorized officer or attorney for the corporation.

A proxy will not be valid for the Meeting or any adjournment thereof unless the completed, signed and dated form of proxy is delivered to the office of the Company's registrar and transfer agent, Olympia Trust Company : by mail to PO Box 128, STN M, Calgary, AB T2P 2H6 Attn: Proxy Dept.; or you may alternatively fax your proxy to 403-668-8307 or scan and email to proxy@olympiatrust.com; or vote online at <https://css.olympiatrust.com/pxlogin> and enter the 12-digit control number, or as otherwise indicated in the instructions contained in the form of proxy (including, where applicable, through the transfer agent's internet and telephone proxy voting services). All proxies in respect of the Meeting must be completed and received not later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the commencement of the Meeting, unless the chairman of the Meeting elects to exercise his or her discretion to accept proxies received subsequently.

Voting by Non-Registered Shareholders

The information in this section is important to many shareholders as a substantial number of shareholders do not hold their shares in their own name.

Shareholders who hold common shares through Intermediaries (such shareholders being collectively called "**Beneficial Shareholders**") should note that only registered holders of common shares or the persons they appoint as their proxyholders are permitted to vote at the Meeting.

If common shares are shown on an account statement provided to a Beneficial Shareholder by a broker or other Intermediary, then in almost all cases the name of such Beneficial Shareholder **will not** appear on the central securities register of the Company. Such common shares will most likely be registered in the name of the broker or an agent of the broker or other Intermediary. In Canada, the vast majority of such common shares will be registered in the name of "CDS & Co.", the registration name of The Canadian Depository for Securities Limited, which acts as a nominee for many brokerage firms. Such common shares can only be voted by the Intermediary and can only be voted by them in accordance with instructions received from Beneficial Shareholders. **As a result, Beneficial Shareholders should carefully review the voting instructions provided by their broker or other Intermediary with this Information Circular and ensure that they direct the voting of their common shares in accordance with those instructions.**

Applicable regulatory policies require brokers and other Intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. In accordance with the requirements of National Instrument 54-101, the Company will distribute the Meeting materials to Intermediaries and clearing agencies for onward distribution to non-registered holders. The Company does not intend to pay Intermediaries to forward the Meeting materials if the non-registered holders have provided instructions to their Intermediary that they object to the Intermediary disclosing ownership information about the non-registered holders. In this case, such non-registered holder will not receive the Meeting materials if the Intermediary does not assume the cost of delivery. Each Intermediary has its own mailing procedures and provides its own return instructions to clients.

Intermediaries are required to forward the Meeting materials to non-registered holders unless a non-registered holder has waived the right to receive Meeting materials. Generally, non-registered holders who have not waived the right to receive Meeting materials will be sent a voting instruction form which must be completed, signed and returned by the non-registered holder in accordance with the Intermediary's directions on the voting instruction form. Intermediaries often use service companies to forward the Meeting materials to non-registered holders. Most brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**"). Broadridge typically supplies a voting instruction form, mails those forms to Beneficial Shareholders and asks those Beneficial Shareholders to return the forms to Broadridge or follow specific telephone or other voting procedures. Broadridge then tabulates the results of all instructions received by it and provides appropriate instructions respecting the voting of common shares at the Meeting. **A Beneficial Shareholder receiving a voting instruction form from Broadridge cannot use that form to vote common shares directly at the Meeting. Instead, the voting instruction form must be returned to Broadridge or the alternate voting procedures must be completed well in advance of the Meeting in order to ensure that such common shares are voted.**

In some cases, Beneficial Shareholders will instead be given a proxy which has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of common shares beneficially owned by the Beneficial Shareholder but which is otherwise not completed. This form of proxy does not need to be signed by the Beneficial Shareholder, but, to be used at the Meeting, needs to be properly completed and deposited with Olympia Trust Company as described under "*Completion and Return of Proxy*" above.

The purpose of these procedures is to permit non-registered holders to direct the voting of the common shares that they beneficially own. Should a Beneficial Shareholder wish to attend and vote at the Meeting in person (or have another person attend and vote on behalf of the Beneficial Shareholder), the Beneficial Shareholder should strike out the names of the persons named in the Proxy and insert the Beneficial Shareholder's (or such other person's) name in the blank space provided or, in the case of a voting instruction form, follow the corresponding instructions on the form.

Revocation of Proxies

A proxy may be revoked at any time prior to the exercise thereof. If a registered shareholder who has given a proxy attends personally at the Meeting at which such proxy is to be voted, such shareholder may revoke the proxy and vote in person. In addition to revocation in any other manner permitted by law, a registered shareholder who has given a proxy may revoke it, any time before it is exercised, by instrument in writing executed by the registered shareholder or by his/her attorney authorized in writing or, if the registered shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized. The instrument revoking the proxy must be deposited to the office of the Company's registrar and transfer agent, Olympia Trust Company : by mail to PO Box 128, STN M, Calgary, AB T2P 2H6 Attn: Proxy Dept.; or you may alternatively fax your proxy to 403-668-8307 or scan and email to proxy@olympiatrust.com; or vote online at <https://css.olympiatrust.com/pxlogin> and enter the 12-digit control number, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of such Meeting. **Only registered shareholders have the right to revoke a proxy. Non-registered shareholders (Beneficial Shareholders) who wish to change their vote must arrange for their respective Intermediaries to revoke the proxy on their behalf well in advance of the Meeting.**

RECORD DATE AND VOTING SECURITIES

The directors of the Company have set the close of business on November 9, 2023, as the record date (the “**Record Date**”) for the Meeting.

Only common shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote those shares included in the list of shareholders entitled to vote at the Meeting prepared as at the Record Date, unless any such shareholders transfer shares after the Record Date and the transferee of those shares, having produced properly endorsed certificates evidencing such shares or having otherwise established ownership of such shares, requests not later than 10 days before the Meeting, that the transferee’s name be included in the list of shareholders entitled to vote at the Meeting, in which case such transferee will be entitled to vote such shares at the Meeting.

Voting at the Meeting will be by show of hands, with each shareholder present having one vote, unless a poll is requested or required, whereupon each shareholder or proxyholder present is entitled to one vote for each common share held.

The Company is authorized to issue an unlimited number of common shares without par value of which 49,647,742 common shares are issued and outstanding as at the Record Date. The Company has no other class of voting securities.

QUORUM

The Articles of the Company provide that a quorum for the transaction of business at the Meeting shall be two persons who are, or who represent by proxy, shareholders who are entitled to vote at the Meeting.

VOTING SHARES AND PRINCIPAL HOLDERS OF VOTING SHARES

To the knowledge of the directors and executive officers of the Company, and based on the Company’s review of the records maintained by Computershare Investor Services Inc., electronic filings with the System for Electronic Document Analysis and Retrieval (SEDAR) and insider reports filed with System for Electronic Disclosure by Insiders (SEDI), the following shareholders beneficially own, directly or indirectly, or exercise control or direction over more than 10% of the voting rights attached to all outstanding shares of the Company as at the Record Date:

Shareholder Name And Address	Number of Shares Held	Percentage of Issued Shares
2176423 Ontario Ltd. ⁽¹⁾ Toronto, ON	7,360,600	14.8%

Notes:

(1) 2176423 Ontario Ltd. is a private company beneficially owned by Eric Sprott.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, management of the Company is not aware of any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, of any director or executive officer of the Company, any nominee for election as a director of the Company or any associate or affiliate of any such person, in any matter to be acted upon at the Meeting other than the election of directors.

For the purpose of this disclosure, “**associate**” of a person means: (a) an issuer of which the person beneficially owns or controls, directly or indirectly, voting securities entitling the person to more than 10% of the voting rights attached to outstanding securities of the issuer; (b) any partner of the person; (c) any trust or estate in which the person has a substantial beneficial interest or in respect of which a person serves as trustee or similar capacity; and (d) a relative of that person if the relative has the same home as that person.

EXECUTIVE COMPENSATION

The Company is a “venture issuer” as defined under National Instrument 51-102 – *Continuous Disclosure Obligations* and is disclosing its director and executive compensation in accordance with Form 51-102F6V – *Statement of Executive Compensation-Venture Issuers* (“**Form 51-102F6V**”).

Definitions

In this Information Circular:

- ◆ “**Board**” means the board of directors of the Company.
- ◆ “**Chief Executive Officer**” or “**CEO**” means an individual who served as chief executive officer of the Company, or performed functions similar to a chief executive officer, for any part of the most recently completed financial year.
- ◆ “**Chief Financial Officer**” or “**CFO**” means an individual who served as chief financial officer of the Company, or performed functions similar to a chief financial officer, for any part of the most recently completed financial year.
- ◆ “**Exchange**” means the TSX Venture Exchange.
- ◆ “**Named Executive Officer**” or “**NEO**” means each of the following individuals:
 - (i) a CEO;
 - (ii) a CFO;
 - (iii) in respect of the Company and its subsidiaries, the most highly compensated executive officer other than the CEO and CFO at the end of the most recently completed financial year whose total compensation was more than \$150,000, as determined in accordance with subsection 1.3(5) of Form 51-102F6V for that financial year; and
 - (iv) each individual who would be an NEO under paragraph (iii) but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets out a summary of compensation (excluding compensation securities) paid, awarded to or earned by the Named Executive Officers and any non-NEO directors of the Company for the period from incorporation to December 31, 2022:

Table of compensation excluding compensation securities							
Name and position	Year Ended Dec 31	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Darren Blaney <i>CEO, President & Director</i>	2022	240,000 ⁽¹⁾	100,000	Nil	Nil	Nil	340,000
	2021	180,000 ⁽¹⁾	Nil	Nil	Nil	Nil	180,000
Robert Edwards <i>CFO, Corporate Secretary & Director</i>	2022	180,000 ⁽²⁾	100,000	Nil	Nil	Nil	280,000
	2021	135,000 ⁽²⁾	Nil	Nil	Nil	Nil	135,000

Dennis Edwards⁽³⁾ <i>Director</i>	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Jeremy Gibb⁽⁴⁾ <i>Director</i>	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Sean Pownall⁽⁵⁾ <i>Director</i>	2022 2021	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil 631,582 ⁽⁶⁾	Nil 631,582

Notes:

- (1) Paid to/incurred by a private company controlled by Darren Blaney.
(2) Paid to/incurred by a private company controlled by Robert Edwards.
(3) Dennis Edwards was elected a director of the Company on January 15, 2021.
(4) Jeremy Gibb was elected a director of the Company on January 15, 2021. Subsequent to the fiscal year end, Mr. Gibb resigned as a director on May 24, 2023.
(5) Sean Pownall was elected a director of the Company on January 15, 2021.
(6) Paid to/incurred by a private company controlled by Sean Pownall for contract drilling services.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to NEOs or non-NEO directors during the financial year ended December 31, 2022, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries.

As at December 31, 2022, the following NEOs and non-NEO directors held the following outstanding options:

- ◆ Mr. Blaney held outstanding options exercisable for a total of 1,649,820 common shares of the Company: 158,536 options are exercisable at a price of \$0.05/share and expire March 9, 2025; 19,250 options are exercisable at a price of \$0.05/share and expire April 23, 2025; 385,016 options are exercisable at a price of \$0.05/share and expire March 2, 2026; 147,212 options are exercisable at a price of \$0.05/share and expire May 19, 2026; 101,916 options are exercisable at a price of \$0.05/share and expire November 2, 2026; 5,662 options are exercisable at a price of \$0.05/share and expire May 29, 2027; 56,620 options are exercisable at a price of \$0.05/share and expire July 18, 2027; 33,972 options are exercisable at a price of \$0.05/share and expire February 5, 2028; 152,874 options are exercisable at a price of \$0.05/share and expire August 19, 2029; 152,874 options are exercisable at a price of \$0.05/share and expire September 5, 2029; 39,634 options are exercisable at a price of \$0.05/share and expire May 24, 2030; 96,254 options are exercisable at a price of \$0.05/share and expire August 27, 2030; and 300,000 options are exercisable at a price of \$0.195/share and expire March 18, 2031.
- ◆ Mr. Robert Edwards held outstanding options exercisable for a total of 1,301,912 common shares of the Company: 124,564 options are exercisable at a price of \$0.05/share and expire March 9, 2025; 18,118 options are exercisable at a price of \$0.05/share and expire April 23, 2025; 232,142 options are exercisable at a price of \$0.05/share and expire March 2, 2026; 101,916 options are exercisable at a price of \$0.05/share and expire May 19, 2026; 56,620 options are exercisable at a price of \$0.05/share and expire November 2, 2026; 62,282 options are exercisable at a price of \$0.05/share and expire May 29, 2027; 45,296 options are exercisable at a price of \$0.05/share and expire July 27, 2027; 22,648 options are exercisable at a price of \$0.05/share and expire February 5, 2028; 113,240 options are exercisable at a price of \$0.05/share and expire January 18, 2029; 101,916 options are exercisable at a price of \$0.05/share and expire August 19, 2029; 96,254 options are exercisable at a price of \$0.05/share and expire September 5, 2029; 33,972 options are exercisable at a price of \$0.05/share and expire May 24, 2030; 67,944 options are exercisable at a price of \$0.05/share and expire August 27, 2030; and 225,000 options are exercisable at a price of \$0.195/share and expire March 18, 2031.
- ◆ Mr. Dennis Edwards held outstanding options exercisable for a total of 68,318 common shares of the Company: 11,324 options are exercisable at a price of \$0.05/share and expire May 19, 2026; 5,662 options are exercisable at a price of \$0.05/share and expire November 2, 2026; 5,662 options are exercisable at a price of \$0.05/share and expire May 29, 2027; 2,831 options are exercisable at a price of \$0.05/share and expire July 27, 2027; 2,831 options are exercisable at a price of \$0.05/share and expire February 5, 2028; 5,662 options are exercisable at a price of \$0.05/share and expire January 18, 2029; 5,662 options are exercisable at a price of \$0.05/share and expire August 19, 2029; 5,662 options are exercisable at a price of \$0.05/share and expire September 5, 2029; 1,698 options are exercisable at a price of \$0.05/share and expire

May 24, 2030; 11,324 options are exercisable at a price of \$0.05/share and expire August 27, 2030; and 10,000 options are exercisable at a price of \$0.195/share and expire March 18, 2031.

- ◆ Mr. Gibb held outstanding options exercisable for a total of 10,000 common shares of the Company, all of which expire on March 18, 2031. Subsequent to December 31, 2022, Mr. Gibb resigned as a director and in conjunction therewith, all of this options expired, unexercised, on August 22, 2023.
- ◆ Mr. Pownall held outstanding options exercisable for a total of 178,161 common shares of the Company: 45,296 options are exercisable at a price of \$0.05/share and expire March 2, 2026; 16,986 options are exercisable at a price of \$0.05/share and expire May 19, 2026; 11,324 options are exercisable at a price of \$0.05/share and expire November 2, 2026; 11,324 options are exercisable at a price of \$0.05/share and expire May 29, 2027; 8,493 options are exercisable at a price of \$0.05/share and expire July 27, 2027; 2,831 options are exercisable at a price of \$0.05/share and expire February 5, 2028; 28,310 options are exercisable at a price of \$0.05/share and expire January 18, 2029; 16,986 options are exercisable at a price of \$0.05/share and expire August 19, 2029; 11,324 options are exercisable at a price of \$0.05/share and expire September 5, 2029; 3,963 options are exercisable at a price of \$0.05/share and expire May 24, 2030; 11,324 options are exercisable at a price of \$0.05/share and expire August 27, 2030; and 10,000 options are exercisable at a price of \$0.195/share and expire March 18, 2031.

During the financial year ended December 31, 2022, no compensation securities were exercised by NEOs or non-NEO directors.

Stock Option Plans and Other Incentive Plans

The Company's current stock option plan dated December 1, 2020, as amended November 15, 2022 (the "**Stock Option Plan**") was the Company's only equity compensation plan as of December 31, 2022. The Stock Option Plan was approved by the shareholders of the Company at its last annual general meeting on December 28, 2022. The Stock Option Plan was updated and amended January 31, 2023, to comply with TSXV Policies.

The following is a summary of the substantive terms of the Stock Option Plan:

- ◆ The Stock Option Plan is a "*rolling*" 10% stock option plan. It is administered by the Board who has the full authority and sole discretion to grant options under the Stock Option Plan to any eligible recipient, including themselves. Eligible recipients include: directors, officers, employees and consultants of (including the personal holding companies of such individuals), or employees of management companies providing services to, the Company or its affiliates.
- ◆ The aggregate number of optioned common shares that may be issued upon the exercise of stock options granted under the Stock Option Plan and any preceding plan may not exceed 10% of the number of issued and outstanding common shares of the Company at the time of granting of options.
- ◆ The aggregate number of all security based compensation (which, for certainty, includes options issuable under the Stock Option Plan) granted or issued to any one person in any 12 month period must not exceed 5% of the common shares outstanding at the time of grant or issuance of the security based compensation, unless the Company has received disinterested shareholder approval to exceed such limit.
- ◆ The aggregate number of all security based compensation (which, for certainty, includes options issuable under the Stock Option Plan) granted or issued to any consultant in any 12 month period must not exceed 2% of the common shares outstanding at the time of grant or issuance.
- ◆ The aggregate number of common shares that may be issued on exercise of all options granted in any 12 month period to all Investor Relations Services Providers (as such term is defined in Exchange policies) must not exceed 2% of the common shares outstanding at the time of grant.
- ◆ Vesting of options is at the discretion of the Board, except that options issued to consultants performing investor relations activities must vest in stages over 12 months with no more than ¼ of the options vesting in any 3 month period.

- ◆ The aggregate number of all security based compensation (which, for certainty, includes options issuable under the Stock Option Plan) held by Insiders (as such term is defined in Exchange policies)(as a group) at any point in time must not exceed 10% of the issued common shares of the Company, unless disinterested shareholder approval has been obtained.
- ◆ The aggregate number of all security based compensation (which, for certainty, includes options issuable under the Stock Option Plan) granted Insiders (as a group) within a 12 month period must not exceed 10% of the issued common shares of the Company, unless disinterested shareholder approval has been obtained.
- ◆ The exercise price of a stock option shall be fixed by the Board; however, the minimum exercise price of a stock option cannot be less than the minimum price permitted under Exchange policies at the date of grant.
- ◆ Options may have a maximum exercise period of ten (10) years.
- ◆ Options are non-assignable and non-transferable.
- ◆ Options that have not been exercised by an optionee will cease to be exercisable and will expire upon the earlier of:
 - ◆ the termination of employment, the termination of services or the services agreement in respect of a consultant, or removal of the optionee as a director or officer of the Company or its affiliates for cause;
 - ◆ ninety (90) days after the termination of employment, the termination of services or the services agreement in respect of a consultant or an optionee ceasing to be an officer or director for reasons other than termination or removal for cause, unless the optionee remains eligible to receive options under the Stock Option Plan;
 - ◆ the first anniversary of the death of the optionee (if an optionee ceases to be an eligible recipient of options by reason of death, the optionee’s heirs or administrators shall have until the earlier of (i) one year from the date of death of the optionee; and (ii) the expiry date of the options, in which to exercise any portion of the options outstanding at the time of death of the optionee); and
 - ◆ the expiry date otherwise applicable to such options.

In accordance with Exchange policies, the Stock Option Plan is a “rolling” stock option plan and must receive approval of the Company’s shareholders yearly at the Company’s annual general meeting. Refer to “*Particulars of Matters to be Acted Upon – 5. Approval of the Continued Use of the Stock Option Plan*” below.

External Management Companies

During the year ended December 31, 2022, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

Employment, Consulting and Management Agreements

The Company has entered into agreements or arrangements under which it pays its NEOs, directors and other executive officers as follows:

Named Executive Officers & Other Executive Officers

1. *Darren Blaney* - CEO & President and a director

Mr. Blaney was appointed the President and CEO of the Company on incorporation on September 22, 2020. The Company entered into a consulting services agreement made effective April 1, 2021, with Mr. Blaney and a private company controlled by Mr. Blaney (the “**CEO Consultant**”), under which Mr. Blaney’s

services as President and CEO were provided to the Company until its termination December 31, 2021. Pursuant to this agreement, the CEO Consultant was paid base annual compensation of \$180,000.

On January 1, 2022, the parties entered into a renewal consulting services agreement (the “**CEO Consultant Agreement**”) under which Mr. Blaney’s services as President and CEO are to be provided to the Company. Pursuant to the terms of the CEO Consulting Agreement, the CEO Consultant is paid base annual compensation of \$240,000, which sum will be adjusted for inflation during the term of the agreement at a rate of 3% per annum after the first full year of the agreement. In addition, the CEO Consultant is entitled to bonuses as approved by the Board from time to time. The CEO Consultant Agreement terminates December 31, 2025.

Pursuant to the CEO Consulting Agreement, the CEO Consultant/Mr. Blaney may terminate the agreement at any time by providing 90 days’ prior written notice to the Company.

The Company may terminate the CEO Consulting Agreement:

- (a) upon written notice to the CEO Consultant/Mr. Blaney:
 - (i) (A) if the CEO Consultant/Mr. Blaney is in material breach of the agreement that is not cured within 10 business days of receipt of notice from the Company of such material breach; (B) if the CEO Consultant/Mr. Blaney commits a material breach of any applicable policy of the Company that is not cured within 10 business days of receipt of notice from the Company of such material breach; or (C) immediately if the CEO Consultant/Mr. Blaney is fraudulent or dishonest in provisions of services to the Company or is found guilty of a criminal offence involving fraud or dishonesty or purports to assign the agreement to a third party in violation of the terms of the agreement; or
 - (ii) the death or permanent disability of Mr. Blaney; or
 - (iii) mutual written agreement between the Company and the CEO Consultant/Mr. Blaney,

in which case no compensation will be paid to the CEO Consultant beyond the date of termination;
or
- (b) for any other reason other than those set out in (a) and (c), upon six (6) months’ written notice to the CEO Consultant/Mr. Blaney or upon pay in lieu of notice in whole or in part based on 6 months’ base compensation and any bonus compensation, payable in a lump sum payment to the CEO Consultant; or
- (c) in the event of a change of control and subsequent termination by the CEO Consultant within 90 days thereafter, the Company shall pay to the CEO Consultant a lump sum amount equal to the base compensation and bonus compensation (if any) that would have become payable to it had it completed the agreement to the end of its term (i.e. December 31, 2025).

2. Robert Edwards - CFO & Director

Mr. Edwards was appointed the CFO of the Company on incorporation on September 22, 2020. The Company entered into a consulting services agreement made effective April 1, 2021, with Mr. Edwards and a private company controlled by Mr. Edwards (the “**CFO Consultant**”), under which Mr. Edwards’ services as CFO were provided to the Company until its termination December 31, 2021. Pursuant to this agreement, the CEO Consultant was paid base annual compensation of \$135,000.

On January 1, 2022, the parties entered into a renewal consulting services agreement (the “**CFO Consultant Agreement**”) under which Mr. Edwards’ services as CFO are to be provided to the Company. Pursuant to the terms of the CFO Consulting Agreement, the CFO Consultant is paid base annual compensation of \$180,000, which sum will be adjusted for inflation during the term of the agreement at a rate of 3% per annum after the first full year of the agreement. In addition, the CFO Consultant is entitled to bonuses as approved by the Board from time to time. The CFO Consultant Agreement terminates December 31, 2025.

Pursuant to the CFP Consulting Agreement, the CFO Consultant/Mr. Edwards may terminate the agreement at any time by providing 90 days' prior written notice to the Company.

The Company may terminate the CFO Consulting Agreement:

- (a) upon written notice to the CFO Consultant/Mr. Edwards:
 - (i) (A) if the CFO Consultant/Mr. Edwards is in material breach of the agreement that is not cured within 10 business days of receipt of notice from the Company of such material breach; (B) if the CFO Consultant/Mr. Edwards commits a material breach of any applicable policy of the Company that is not cured within 10 business days of receipt of notice from the Company of such material breach; or (C) immediately if the CFO Consultant/Mr. Edwards is fraudulent or dishonest in provisions of services to the Company or is found guilty of a criminal offence involving fraud or dishonesty or purports to assign the agreement to a third party in violation of the terms of the agreement; or
 - (ii) the death or permanent disability of Mr. Edwards; or
 - (iii) mutual written agreement between the Company and the CFO Consultant/Mr. Edwards, in which case no compensation will be paid to the CFO Consultant beyond the date of termination; or
 - (b) for any other reason other than those set out in (a) and (c), upon six (6) months' written notice to the CFO Consultant/Mr. Edwards or upon pay in lieu of notice in whole or in part based on 6 months' base compensation and any bonus compensation, payable in a lump sum payment to the CFO Consultant; or
 - (c) in the event of a change of control and subsequent termination by the CFO Consultant within 90 days thereafter, the Company shall pay to the CFO Consultant a lump sum amount equal to the base compensation and bonus compensation (if any) that would have become payable to it had it completed the agreement to the end of its term (i.e. December 31, 2021).
3. NEOs and other executive officers are entitled to participate in the Stock Option Plan.

Non-NEO Directors

1. Non-NEO directors of the Company do not currently receive compensation for acting as a director of the Company. It is anticipated that any directors' fees that may be payable will be made on an ad hoc basis by the Board.
2. Directors are entitled to be reimbursed for reasonable expenditures incurred in performing their duties as directors.
3. Directors are entitled to participate in the Stock Option Plan.

Oversight and Description of Director and NEO Compensation

Director Compensation

The Company has no standard arrangements pursuant to which directors are compensated by the Company for their services in their capacity as directors, except for the granting from time to time of incentive stock options in accordance with the Stock Option Plan and the policies of the Exchange. Currently, no formalized fee structure has been implemented with respect to the payment of fees to directors for serving as directors of the Company. Should the Company's financial circumstances change in future, the Board as a whole will consider and determine compensation payable to the non-NEO directors of the Company, taking into consideration general industry standards for companies similar to the Company and the time and efforts provided to the Company by each non-NEO director.

The Board believes that the granting of incentive stock options provides a reward to directors for achieving results that improve Company performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each director; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Company to reward directors for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under "*Stock Option Plans and Other Incentive Plans*" above.

The directors may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors.

Named Executive Officer Compensation

The Company is a junior resource company focused on its principal gold and silver properties located in British Columbia. The Company has, as of yet, no significant revenues from operations and from time to time operates with limited financial resources to ensure that funds are available to complete scheduled work programs on its properties. As a result, the independent members of the Board have to consider not only the financial situation of the Company at the time of the determination of executive compensation, but also the estimated financial situation of the Company in the mid and long term.

Compensation paid to NEOs during the fiscal year ended December 31, 2022 is noted in the table above. The Company has contractual agreements with its CEO and CFO which are described above under "*Employment, Consulting and Management Agreements*". It is anticipated that the compensation due and payable under these agreements will remain an obligation of the Company during the next fiscal year. The Company's CEO and CFO are each paid an annual base salary with a bonus structure included in their agreements. All NEOs are granted long term incentives in the form of stock options. In determining the appropriate base salary of an executive officer, the independent Board members consider the responsibilities of the individual, the estimated time they are expected to devote to the Company's business, comparable salaries in the industry, the experience level of the individual and overall performance. Base salaries for the NEOs will be reviewed annually by the Board.

As the Company advances its exploration properties and grows its business, the general objectives of its compensation strategy will be to (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the pursuit of the Company's goals and growth strategies and the long-term interests of shareholders; (c) provide a compensation package that enables the Company to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the financial constraints that the Company is under.

In considering the compensation of its NEOs, the independent members of the Board consider how they can best balance the interests of the Company and provide competitive compensation to attract and retain officers who will contribute to the success of the Company, while mindful of the Company's financial constraints. The independent members of the Board take into account the types of compensation and the amounts paid to directors and officers of comparable publicly traded Canadian companies.

An important element of executive compensation is that of stock options, which do not require cash disbursements by the Company. The Board believes that the granting of incentive stock options provides a reward to NEOs for achieving results that improve Company performance and thereby increase shareholder value, where such improvement is reflected in an increase in the Company's share price. In making a determination as to whether a grant of long-term incentive stock options is appropriate and if so, the number of options that should be granted, the Board considers: the number and terms of outstanding incentive stock options held by each NEO; the aggregate value in securities of the Company that the Board intends to award as compensation; the potential dilution to shareholders; general industry standards and the limits imposed by the terms of the Stock Option Plan and Exchange policies. The granting of incentive stock options allows the Company to reward NEOs for their efforts to increase value for shareholders without requiring the Company to use cash from its treasury. The terms and conditions of the Company's stock option grants,

including vesting provisions and exercise prices, are governed by the terms of the Stock Option Plan, which are described under “*Stock Option Plans and Other Incentive Plans*” above.

Other than as described above, there are no other perquisites provided to the NEOs. The Company does not use specific benchmark groups in determining compensation or any element of compensation.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Stock Option Plan, being the Company’s only equity compensation plan, as of December 31, 2022 (refer to “*Stock Option Plans and Other Incentive Plans*” above for further details). The Stock Option Plan was most recently approved by the Company’s shareholders at its last annual general meeting on December 28, 2022.

Plan Category	Number of common shares to be issued upon exercise of outstanding options (a)	Weighted average exercise price of outstanding options (b)	Number of common shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity Compensation Plans approved by Shareholders	4,159,493	\$0.08	805,281
Equity Compensation Plans not approved by Shareholders	Nil	N/A	N/A
TOTAL:	4,159,493		805,281

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No (a) director; (b) executive officer; (c) proposed nominee for election as a director; (d) associate of a director, executive officer or proposed nominee for election as a director; (e) employee; or (f) former director, executive officer or employee of the Company, is, as at the Record Date, or was at any time during the Company’s last completed financial year, indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than transactions carried out in the normal course of business of the Company or any of its affiliates, no informed person and none of the proposed directors of the Company or any associate or affiliate of any informed person or proposed director had any material interest, direct or indirect, in any transaction since the commencement 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.

Applicable securities legislation defines “**informed person**” to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10% of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

MANAGEMENT CONTRACTS

During the year ended December 31, 2022, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of the Company.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to activities of the Board, the members of which are elected by and are accountable to the shareholders, and takes into account the role of the individual members of management who are appointed by the Board and who are charged with the day to day management of the Company. The Board is committed to sound corporate governance practices which are both in the interest of its shareholders and contribute to effective and efficient decision making.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* (“**NI 58-101**”) requires that each reporting company disclose its corporate governance practices on an annual basis. The Company’s general approach to corporate governance is summarized below.

Board of Directors

Independence

The Company’s Board is comprised of four (4) directors: Darren Blaney, Robert Edwards, Dennis Edwards and Sean Pownall.

Section 1.4 of National Instrument 52-110 – *Audit Committees* (“**NI 52-110**”) sets out the standard for director independence. Under NI 52-110, a director is independent if he has no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director’s independent judgment. NI 52-110 also sets out certain situations where a director will automatically be considered to have a material relationship to the Company.

Applying the definition set out in section 1.4 of NI 52-110, one of the four members of the Board is independent, being Dennis Edwards, as he has no direct or indirect material relationship with the Company. Darren Blaney is not independent by virtue of the fact that he is the President and CEO of the Company; Robert Edwards is not independent by virtue of the fact that he is the CFO of the Company; and Sean Pownall is not independent by virtue of compensation paid for diamond drilling services to More Core Diamond Drilling Services, Ltd. a company controlled by Mr. Pownall.

Other Directorships

Certain directors are presently a director of one or more other reporting issuers or reporting issuer equivalents, as set out below:

Name of Director	Reporting Issuer(s) or Equivalent(s)
Darren Blaney	Affinity Metals Corp. (TSXV:AFF) American Creek Resources Ltd. (TSXV:AMK) Newterra Resources Inc. (CSE:NT)
Robert Edwards	Affinity Metals Corp. (TSXV:AFF) American Creek Resources Ltd. (TSXV:AMK) Newterra Resources Inc. (CSE:NT)
Dennis Edwards	Affinity Metals Corp. (TSXV:AFF) American Creek Resources Ltd. (TSXV:AMK)
Sean Pownall	Affinity Metals Corp. (TSXV:AFF)

Orientation and Continuing Education

The Company has not adopted a formalized process of orientation for new Board members. Orientation of new directors has been and will be conducted on an ad hoc basis through discussions and meetings with other directors, officers and employees where a thorough description of the Company's business, assets, operations and strategic plans and objectives are discussed. Orientation activities have been and will be tailored to the particular needs and experiences of each director and the overall needs of the Board.

The Board does not take any formal measures to provide continuing education for the directors. Directors are kept informed as to matters impacting, or which may impact, the Company's operations through periodic discussions and through presentations at the Board meetings. Directors are also provided the opportunity to meet with senior management, advisors and other directors who can answer any questions that may arise.

At this stage in the Company's development, and having regard to the background and experience of its directors, the Board does not feel it necessary to have such policies or programs in place.

Ethical Business Conduct

The Board has not adopted a formal written Code of Business Conduct and Ethics. In recruiting new Board members, the Board considers only persons with a demonstrated record of ethical business conduct.

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

Nomination of Directors

The Board does not have a nominations committee or a formal procedure with respect to the nomination of directors. Nominees have historically been recruited by the efforts of existing Board members, and the recruitment process has involved both formal and informal discussions among Board members. New nominees must have a track record in general business management, special expertise in an area of strategic interest to the company, the ability to devote the required time, show support for the Company's mission and strategic objectives and have a willingness to serve.

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant.

Compensation

The Board has not adopted a written mandate or formal procedure with respect to determining compensation for the directors and NEOs.

Refer to "*Oversight and Description of Director and NEO Compensation*" above for a detailed description of the Company's compensation policies.

Other Board Committees

At the present time, the Company's only standing committee is the audit committee (the "**Audit Committee**") (see "*Audit Committee*" below).

Assessments

The Board monitors, but does not formally assess, the performance of individual Board members and their contributions. The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time.

Audit Committee

NI 52-110 requires the Company's Audit Committee to meet certain requirements. It also requires the Company to disclose in this Information Circular certain information regarding the Audit Committee. That information is disclosed below.

Overview

The Audit Committee's mandate includes reviewing: (i) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (ii) the internal controls that management and the Board have established; and (iii) the audit, accounting and financial reporting processes generally. In meeting these responsibilities, the Audit Committee monitors the financial reporting process and internal control system, reviews and appraises the work of the external auditors, and provides an open avenue of communication between the external auditors, senior management and the Board.

The Audit Committee Charter

The Company's Board has adopted an Audit Committee Charter which sets out the Audit Committee's mandate, organization, powers and responsibilities. A copy of the Audit Committee Charter is attached hereto as Schedule "A".

Composition of the Audit Committee

The Company's Audit Committee is comprised of three directors: Dennis Edwards, Sean Pownall and Darren Blaney. The following table sets out the names of the members of the Audit Committee and whether they are 'independent' and 'financially literate' for the purposes of NI 52-110.

Name of Member	Independent⁽¹⁾	Financially Literate⁽²⁾
Dennis Edwards	Yes	Yes
Sean Pownall	No	Yes
Darren Blaney	No	Yes

Notes:

- (1) To be independent, a member of the Audit Committee must not have any direct or indirect 'material relationship' with the Company. A material relationship is a relationship which could, in the view of the Board, reasonably interfere with the exercise of a member's independent judgment. Accordingly, an executive officer of the Company (except a part-time Chair) is not independent, nor is a director that is paid consulting fees for non-director services provided to the Company.
- (2) To be considered financially literate, a member of the Audit Committee must have the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The education and experience of each member of the Audit Committee that is relevant to the performance of his or her responsibilities as an Audit Committee member and, in particular, any education or experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements;
- (b) the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves;

- (c) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more persons engaged in such activities; and
- (d) an understanding of internal controls and procedures for financial reporting, are as follows:

Member	Education/Experience
Dennis Edwards	Mr. Edwards attended Lethbridge Community College and the University of Lethbridge where he earned his BA in Agricultural Economics. He attended the Chartered Accountant School of Business where he earned his Chartered Accountant designation and has been employed in the accounting field for over 13 years. He is currently a partner in a private accounting firm. Mr. Edwards is a member of the Chartered Professional Accountants of Alberta.
Sean Pownall	Mr. Pownall has been involved in the mineral exploration industry for nearly 30 years. He is currently the owner of More Core Diamond Drilling Ltd., a company based in Stewart, British Columbia. The company was founded in 2006 and provides diamond core drilling and geotechnical drilling services to mineral and liquid natural gas companies throughout Canada and the United States. Mr. Pownall has served as a Director of the Association for Mineral Exploration British Columbia (AME BC) and is also a director of Affinity Metals Corp. (TSXV:AFF).
Darren Blaney	Mr. Blaney co-founded American Creek Resources Ltd. (TSXV:AMK) in 2004 and served as its Chief Operating Officer for 10 years prior to being appointed to his current position as President and CEO. Mr. Blaney has also been the CFO of Affinity Metals Corp. (TSXV:AFF) since 2017. Mr. Blaney has over 20 years business and investment experience which includes mineral exploration investment, real estate investment, marketing and sales, environmental consulting to both government and nongovernment organizations, business consulting and executive corporate management.

Audit Committee Oversight

Since the commencement of the Company's most recent 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.

Reliance on Exemptions in NI 52-110 – Audit Committee Composition & Reporting Obligations

Since the Company is a "venture issuer" (as such term is defined in NI 52-110), it is relying on the exemption contained in Part 5 *Reporting Obligations* of NI 52-110 (which requires certain prescribed disclosure about an audit committee in the Company's Annual Information Form, if any, and this Information Circular).

Pre-Approval Policies and Procedures

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described in the Audit Committee Charter, attached hereto as Schedule "A".

External Auditor Service Fees (By Category)

The following table discloses the fees billed to the Company by its external auditor during the last two financial years.

Financial Year Ending	Audit Fees ⁽¹⁾	Audit Related Fees ⁽²⁾	Tax Fees ⁽³⁾	All Other Fees ⁽⁴⁾
December 31, 2022	\$34,414	\$Nil	\$4,100	\$Nil
December 31, 2021 ⁽⁵⁾	\$25,000	\$Nil	\$1,700	\$Nil

Notes:

- (1) The aggregate fees billed by the Company's auditor for audit fees.
- (2) The aggregate fees billed for assurance and related services by the Company's auditor that are reasonably related to the performance of the audit or review of the Company's financial statements and are not disclosed in the 'Audit Fees' column.
- (3) The aggregate fees billed for professional services rendered by the Company's auditor for tax compliance, tax advice and tax planning. These services include the filing of the Company's annual tax returns.
- (4) The aggregate fees billed for professional services other than those listed in the other three columns.
- (5) The Company was incorporated on September 22, 2020.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements and Auditor's Report

The Board has approved the audited financial statements for the fiscal year ended December 31, 2022, together with the auditor's report thereon, copies of which have been sent to those shareholders who had requested receipt of same. Copies of these materials are also available on SEDAR at www.sedar.com.

2. Re-Appointment of Auditors

Shareholders of the Company will be asked to vote for the re-appointment of DMCL, Chartered Professional Accountants, of Vancouver, British Columbia, as the Company's auditor, to hold office until the next annual general meeting of the shareholders, at a remuneration to be fixed by the directors.

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

3. Set Number of Directors

Management of the Company intends to propose a resolution to set the number of directors at four (4).

Management recommends a vote "FOR" the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

4. Election of Directors

It is proposed that the below-stated nominees be elected at the Meeting as directors of the Company for the ensuing year. **The persons designated in the enclosed form of proxy, unless instructed otherwise, intend to vote FOR the election of the nominees listed below to the Board.** Each director elected will hold office until the close of the next annual general meeting or until his successor is duly elected or appointed, unless his office is earlier vacated.

The following table sets out the names of management's nominees for election as directors, all offices in the Company each now holds, each nominee's current principal occupation, business or employment, the period of time during which each has been a director of the Company and the number of common shares of the Company beneficially owned by each, directly or indirectly, or over which each exercised control or direction, as at November 15, 2022. Management of the Company does not contemplate that any of the nominees will be unable to serve as a director but, if that should occur for any reason prior to the Meeting, the persons designated in the enclosed form of proxy reserve the right to vote for other nominees in their discretion.

Name, Province or State and Country of Residence and Position Held	Principal Occupation for the Past Five (5) Years	Director of the Company Since	Number of Shares Beneficially Owned or Controlled⁽¹⁾
DARREN BLANEY⁽²⁾ Alberta, Canada <i>President, CEO & Director</i>	Self-employed business consultant; President & CEO of the Company; President & CEO of American Creek Resources Ltd. (TSXV:AMK)(since 2004); and CFO of Affinity Metals Corp. (TSXV:AFF)(since Jan 2017)	Sep 22, 2020	281,185
ROBERT EDWARDS Alberta, Canada <i>CFO, Corporate Secretary & Director</i>	Self-employed business consultant; CFO of the Company; CFO of American Creek Resources Ltd. (TSXV:AMK)(since 2007); and President & CEO of Affinity Metals Corp. (TSXV:AFF)(since Jan 2017).	Sep 22, 2020	222,989
DENNIS EDWARDS⁽²⁾ Alberta, Canada <i>Director</i>	Self-employed business consultant; Chartered Accountant	Jan 15, 2021	11,380
SEAN POWNALL⁽²⁾ British Columbia, Canada <i>Director</i>	Owner of More Core Diamond Drilling Ltd.; and former Director of Association for Mineral Exploration – British Columbia (Jan 2015 – Jan 2016)	Jan 15, 2021	360,775 ⁽³⁾
TOBIN WOOD Alberta, Canada <i>Director Nominee</i>	Entrepreneur, primarily involved in residential and commercial real estate sales and development	N/A	N/A

Notes:

- (1) This information has been furnished by the respective directors.
(2) Member of Audit Committee.
(3) Shares held by More Core Diamond Drilling Ltd., a private company controlled by Mr. Pownall.

Corporate Cease Trade Orders or Bankruptcies

To the knowledge of the Company, no proposed director:

- (a) is, as at the date of this Information Circular, or has been, within 10 years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
 - (ii) was subject to an order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within 10 years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

Penalties and Sanctions

To the knowledge of the Company, no proposed director:

- (a) has been subject to any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) has been subject to any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company.

5. Approval of Amendments to and Continued Use of the Stock Option Plan

The Company maintains a 10% rolling Stock Option Plan which was approved by the shareholders of the Company at its last annual general meeting held on December 28, 2022. Refer to “*Stock Option Plans and Other Incentive Plans*” above for further details of the Stock Option Plan.

In accordance with Exchange policies, as the Stock Option Plan is a “*rolling*” stock option plan, it must receive approval of the Company’s shareholders yearly at the Company’s annual general meeting. Therefore, shareholders will be asked at the Meeting to consider and, if thought fit, to approve the following ordinary resolution ratifying and approving the continued use of the Company’s Stock Option Plan.

“BE IT RESOLVED, as an ordinary resolution, that, subject to regulatory approval:

1. the stock option plan (the “**Plan**”) of Stinger Resources Inc. (the “**Company**”), details of which are set forth in the Company’s Information Circular dated November 9, 2023, be, and is hereby re-approved, ratified and confirmed for continuation until the next annual general meeting of the Company or until the board of directors of the Company (the “**Board**”) sooner terminates such Plan, in its sole discretion;
2. the Company be and is hereby authorized to grant options pursuant and subject to the terms and conditions of the Plan, entitling all of the optionholders in aggregate to purchase up to such number of common shares of the Company as is equal to 10% of the number of common shares issued and outstanding on the applicable grant date;
3. the Board, or any committee created by the Board as permitted under the Plan, be and is hereby authorized in its absolute discretion, to administer the Plan and to make such amendments or modifications to the Plan from time to time as the Board may, in its discretion, consider appropriate, provided that such amendments will be subject to the approval of all applicable regulatory authorities and, if required, the shareholders; and
4. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions.”

Management recommends a vote “FOR” the approval of the foregoing resolution. In the absence of a contrary instruction, the persons designated by management of the Company in the enclosed form of proxy intend to vote FOR the approval of the foregoing resolution.

ADDITIONAL INFORMATION

Additional information relating to the Company concerning the Company and its operations is available on SEDAR+ at www.sedarplus.ca. Financial information concerning the Company is provided in its comparative financial statements and management's discussion and analysis for the Company's most recently completed financial year. Copies of this information are available either on SEDAR+ or by contacting the Company at its offices located at Box 70, #92 – 2nd Avenue West, Cardston, Alberta, T0K 0K0; Att: President; Phone: 587.271.0999; Email: info@stingerresources.com.

OTHER MATTERS TO BE ACTED UPON

Management of the Company is not aware of any matter to come before the Meeting other than the matters referred to in the Notice of the Meeting. However, if any other matter properly comes before the Meeting, the accompanying form of proxy confers discretionary authority to vote with respect to amendments or variations to matters identified in the Notice of the Meeting and with respect to other matters that properly may come before the Meeting.

BOARD APPROVAL

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

Dated this 9th day of November, 2023.

ON BEHALF OF THE BOARD OF DIRECTORS

"Darren Blaney"

DARREN BLANEY

President, CEO & Director

**Schedule “A”
to Information Circular of
Stinger Resources Inc.
(November 9, 2023)**

AUDIT COMMITTEE CHARTER

Purpose

The purpose of the Audit Committee (the “**Committee**”) of the Board of Directors (the “**Board**”) of Stinger Resources Inc. (the “**Corporation**”) is to:

- ♦ Assist the Board in fulfilling its responsibility to oversee the Corporation’s accounting and financial reporting processes and the audits of the Corporation’s financial statements and management discussion and analysis (“**MD&A**”);
- ♦ Review the financial reports and other financial information provided by the Corporation, the Corporation’s disclosure controls and procedures, and its internal accounting and financial controls;
- ♦ Assume direct responsibility for the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of the outside auditor in preparing or issuing an audit report or related work;
- ♦ Oversee the independence of the outside auditor and approve all auditing services and permitted nonaudit services provided by the outside auditor;
- ♦ Receive direct reports from the outside auditor and resolve any disagreements between management and the outside auditor regarding financial reporting;
- ♦ Review risk management with management and the outside auditor, as well as any proposed changes in major accounting policies and the presentation and impact of significant risks and uncertainties; and
- ♦ Carry out the specific responsibilities set forth below in furtherance of this stated purpose.

Committee Membership and Procedures

The Committee shall consist of at least three directors and may from time to time be comprised of the entire Board. Every member of the Committee must be a director of the Corporation. The Board shall appoint the members of the Committee and shall appoint one member of the Committee to be the Chair of the Committee. Except for such times that the entire Board assumes the responsibilities of the Committee and in circumstances where there is an exemption available to the Corporation in Multilateral Instrument 52-110 - *Audit Committees* (“**NI 52-110**”) and if applicable, the policies the stock exchange on which the Corporation’s securities are listed, each director appointed to the Committee by the Board shall be “*independent*” (as defined in section 1.4 of NI 52-110).

Unless there is an exemption available to the Corporation in NI 52-110 and if applicable, the policies of the stock exchange on which the Corporation’s securities are listed, each member of the Committee shall be “*financially literate*” (as defined in Section 1.6 of NI 52-110).

A director appointed by the Board to the Committee shall be a member of the Committee until replaced by the Board or until his or her resignation.

The Chairman of the Board shall be an *ex officio* member of the Committee.

The Committee shall meet not less often than quarterly and shall conduct its meetings in accordance with this Charter, the procedures of the Board set forth in the Corporation’s Articles, and such other procedures as the Committee may adopt.

Responsibilities, Resources and Authority

In discharging its oversight role, the Committee is granted all responsibilities and authority required by NI 52-110, including without limitation the authority to investigate any matter brought to its attention with full access to all books, records, facilities and personnel of the Corporation and the authority to engage independent legal, accounting or other advisors to obtain such advice and assistance as the Committee determines necessary to carry out its duties. The Committee may request any officer or employee of the Corporation or the Corporation's outside counsel to attend a meeting of the Committee or to meet with any member of, or consultants to, the Committee.

The Corporation shall provide the Committee with all appropriate funding, as determined by the Committee, for payment of compensation to any such advisors and any outside auditor, as well as for any ordinary administrative expenses of the Committee that are necessary or appropriate in the discharge of its responsibilities.

Key Responsibilities

The Committee's role is one of oversight, and it is recognized that the Corporation's management is responsible for preparing the Corporation's financial statements and that the outside auditor is ultimately accountable to the Board and the Committee, as representatives of the shareholders, and is responsible for auditing those financial statements and MD&A.

The following functions shall be the common recurring activities of the Committee in carrying out its oversight role. The functions are intended as a guide and may be varied and supplemented from time to time as appropriate in the circumstances:

Appointment of Outside Auditor

The Committee shall have direct responsibility for the appointment, compensation, retention (and where appropriate, replacement), and oversight of the work of any registered public accounting firm selected to be the Corporation's outside auditor for the purpose of preparing or issuing an audit report or performing other audit, review or attest services for the Corporation.

Appointment and Performance Evaluation of Chief Financial Officer and Internal Auditor

The Chair of the Committee shall participate in the identification of candidates for the positions of Chief Financial Officer and lead of the Corporation's internal auditing function, if any, and shall advise management with respect to the decision to hire a particular candidate.

Disclosure Controls and Procedures

The Committee shall review periodically with Management the Corporation's disclosure controls and procedures.

Internal Controls

The Committee shall periodically discuss with Management and the outside auditor the quality and adequacy of the Corporation's internal controls and internal auditing procedures, if any, including any significant deficiencies in the design or operation of those controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data and any fraud, whether or not material, that involves Management or other employees who have a significant role in the Corporation's internal controls, and discuss with the outside auditor how the Corporation's financial systems and controls compare with industry practices.

Accounting Policies

The Committee shall periodically review with Management and the outside auditor the quality, as well as acceptability, of the Corporation's accounting policies, and discuss with the outside auditor how the Corporation's accounting policies compare with those in the industry and all alternative treatments of financial information within Canadian generally accepted accounting principles ("GAAP") that have been discussed with Management, the ramifications of use of such alternative disclosures and treatments and the treatment preferred by the outside auditor.

Pre-approval of All Audit Services and Permitted Non-Audit Services

The Committee shall approve, in advance, all audit services and permitted non-audit services to be provided to the Corporation by the outside auditor; provided that any non-audit services performed pursuant to an exception to the preapproval requirement permitted under NI 52-110 shall not be deemed unauthorized. Specifically, the pre-approval requirement is waived with respect to the provision of nonaudit services if:

- (a) the aggregate amount of all such non-audit services provided to the Corporation constitutes not more than five percent of the total amount of fees paid by the Corporation to its external auditors during the fiscal year in which the non-audit services are provided;
- (b) such services were not recognized by the Corporation at the time of the engagement to be nonaudit services; and
- (c) such services are promptly brought to the attention of the Committee and approved, prior to the completion of the audit, by the Committee or by one or more members of the Committee to whom authority to grant such approvals has been delegated by the Committee.

The Committee may delegate to one or more independent members of the Committee the authority to pre-approve nonaudit services. The pre-approval of the non-audit services by any member of the Committee to whom authority has been delegated must be presented to the Committee at its first scheduled meeting following such pre-approval.

Annual Audit

In connection with the annual audit of the Corporation's financial statements, the Committee shall:

- ♦ Request from the outside auditor a formal written statement delineating all relationships between the auditor and the Corporation; discuss with the outside auditor any such disclosed relationships and their impact on the outside auditor's objectivity and independence; and take appropriate action to oversee the independence of the outside auditor;
- ♦ Approve the selection and the terms of the engagement of the outside auditor;
- ♦ Review with Management and the outside auditor the audited financial statements and MD&A to be filed on the System for Electronic Document Analysis and Retrieval ("**SEDAR**");
- ♦ Review any annual earnings press releases before such information is publicly disseminated;
- ♦ Perform the procedures set forth below in "*Financial Reporting Procedures*" with respect to the annual financial statements to be reported;
- ♦ Review with Management and the outside auditor the Corporation's critical accounting policies and practices; and
- ♦ Recommend to the Board whether, based on the reviews and discussions referred to above, the annual financial statements and MD&A should be included in the Corporation's Annual Report (if any) to be filed on SEDAR.

Interim Reports

In connection with the Corporation's preparation of its interim financial information to be included in the Corporation's quarterly reports filed on SEDAR, the Committee shall:

- ♦ Review with Management the Corporation's critical accounting policy practices;
- ♦ Review any interim earnings press releases before such information is publicly disseminated; and
- ♦ Recommend to the Board whether, based on their reviews and discussions referred to above the interim financial statements and interim MD&A should be included in the Corporation's quarterly report to be filed on SEDAR.

Financial Reporting Procedures

In connection with the Committee's review of each reporting of the Corporation's annual (and interim financial information, if the outside auditor has reviewed such interim financial statements) the Committee shall:

- ♦ Discuss with the outside auditor whether all material correcting adjustments identified by the outside auditor in accordance with Canadian GAAP and the rules of the CSA are reflected in the Corporation's financial statements;
- ♦ Review with the outside auditor all material communications between the outside auditor and Management, such as any Management letter or schedule of unadjusted differences;
- ♦ Review with Management and the outside auditor any material financial or other arrangements of the Corporation which do not appear on the Corporation's financial statements and any transactions or course of dealings with third parties that are significant in size or involve terms or other aspects that differ from those that would likely be negotiated with independent parties, and which arrangements or transactions are relevant to an understanding of the Corporation's financial statements; and
- ♦ Resolve any disagreements between Management and the outside auditor regarding financial reporting.

Other

The Committee shall also:

- ♦ Review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former outside auditors of the Corporation; and
- ♦ Ensure that adequate procedures are in place for the review of the Corporation's public disclosure of financial information extracted or derived from the Corporation's financial statements, other than the financial statements, MD&A and press releases referred to above.

Charter

The Committee shall review and reassess at least annually the adequacy of this Charter and recommend any proposed changes to the Board for approval.

Complaint Procedures

Any issue of significant financial misconduct shall be brought to the attention of the Committee for its consideration. In this connection, the Committee shall establish procedures for (i) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters and (ii) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.