STINGER RESOURCES INC.

Box 70, #92 - 2nd Avenue West
Cardston, Alberta T0K 0K0

NOTICE OF ANNUAL GENERAL MEETING TO BE HELD ON DECEMBER 23, 2026

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 5th Floor – 410 West Georgia Street, Vancouver, BC on Wednesday, December 23, 2026, at 9:00 a.m. (Vancouver time), for the following purposes:

1. to receive the financial statements of the Company for the fiscal year ended December 31, 2025, together with the auditor's report thereon;

2. to re-appoint DMCL 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; and

5. to transact any other business which may properly come before the Meeting.

The Notice-and-Access Notification to Shareholders relating to the 2026 annual meeting (the "Notice") is being mailed to shareholders of the Company on or about November 20, 2026. We are providing access to our management information circular (the "Information Circular") via the internet using the 'notice and access' system at this website: https://www.stingerresources.com/agm.

The 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. **Please review the Information Circular PRIOR to voting your shares.**

The Board of Directors of the Company has fixed November 12, 2026, as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the 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 form of proxy delivered to you with the Notice, and deposit it with the Company's transfer agent, Olympia Trust Company:

By Mail:	Olympia Trust Company PO Box 128, STN M, Calgary, AB T2P 2H6 Attn: Proxy Dept.
Fax:	403-668-8307
Scan and Email:	proxy@olympiatrust.com
By Internet:	https://css.olympiatrust.com/pxlogin You will need to provide your 12-digit control number (located on the form of proxy accompanying this Information Circular)

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: (a) amendments or variations to the matters of business to be considered at the Meeting; and (b) 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.

It is the intention of the persons named in the form of proxy delivered to you with the Notice, if not expressly directed to the contrary in such form of proxy, to vote FOR the resolutions proposed by management as set forth under "Particulars of Matters to be Acted Upon" in the Information Circular.

If you are a non-registered Shareholder and received the Notice and voting instructions 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 ensure your voting instruction form is submitted to your Intermediary or as otherwise instructed within the timeline provided for on such voting instruction form.

The Board of Directors has approved the contents of the Information Circular and has authorized us to send it to you. Please read the Information Circular to learn more about the Meeting, our director nominees and our executive compensation and governance practices.

By order of the Board of Directors

"Darren Blaney"
Darren Blaney
CEO and President
Cardston, Alberta
November 12, 2026

STINGER RESOURCES INC.

Box 70, #92 - 2nd Avenue West
Cardston, Alberta T0K 0K0

MANAGEMENT INFORMATION CIRCULAR
as at **November 12, 2026** (except as indicated)

This information circular ("**Information Circular**") is provided in connection with the solicitation of proxies by or on behalf of management of **Stinger Resources Inc.** (the "**Company**" or "**Stinger Resources**") for use at the annual general meeting of the Company's shareholders (the "**Meeting**") to be held on **Wednesday, December 23, 2026, at 5th Floor – 410 West Georgia Street, Vancouver, British Columbia, at 9:00 a.m. (Vancouver time),** or at any adjournment(s) or postponement(s) thereof, for the purposes set forth in the Notice (defined below).

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, officers and consultants of the Company. Directors, officers and consultants of Stinger Resources will not receive any additional compensation for such activities. Arrangements will be made with brokerage firms and other nominees, including receivers, trustees and agents for the forwarding of proxy solicitation documents to the beneficial owners of the common shares of the Company in accordance with the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers ("***NI 54-101**". The Company may also reimburse brokers and other Intermediaries holding shares in their name or in the name of nominees for their costs incurred in sending proxy materials to their principals in order to obtain their proxies.

DELIVERY OF MEETING MATERIALS

As permitted by Canadian securities regulators, the Company is using 'notice and access' to deliver this Information Circular to both registered shareholders and non-registered holders of common shares of the Company. This means that the Company will post the Information Circular online for its shareholders to access electronically. Notice and access is an environmentally friendly and cost-effective way to distribute the materials, as it reduces printing, paper and postage.

You will receive a package in the mail with a Notice-and-Access Notification to Shareholders (the "**Notice**"). The Notice will outline the matters to be addressed at the Meeting and explain how to access the Information Circular online, how to request a paper copy, and how to return your proxy or voting instruction instructions. You will also receive a form of proxy or voting instruction form, as applicable, so you can vote your shares. The Company will also mail a paper copy of the Information Circular to beneficial owners who requested to receive one.

A shareholder may receive multiple packages of Meeting materials if the shareholder holds common shares through more than one Intermediary (defined below), 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.

Non-registered shareholders should also refer to "*Voting by Non-Registered Shareholders - Distribution of Meeting Materials to Non-Registered Shareholders*" below.

GENERAL PROXY INFORMATION

Appointment of Proxyholder

A registered shareholder may vote in person at the Meeting or may appoint another person, other than the person designated in the enclosed form of proxy, to represent such registered shareholder at the Meeting. In order to appoint another person as proxy, a registered shareholder must complete, execute and deliver the form of proxy accompanying this Information Circular, or another proper form of proxy, in the manner specified in the Notice of Meeting.

The purpose of a form of proxy is to designate persons who will vote on the registered shareholder's behalf in accordance with the instructions given by the registered shareholder in the form of proxy. The persons named in the enclosed form of proxy are officers, directors or legal counsel of Stinger Resources. **A registered shareholder desiring to appoint some other person, who need not be a shareholder, to represent him, her or it at the Meeting may do so by filling in the name of such person in the blank space provided in the form of proxy or by completing another proper form of proxy.** Such registered 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 registered shareholder's shares are to be voted.

Completion and Return of Proxy

In order to be valid, the completed form of proxy must be returned to the Company's transfer agent, Olympia Trust Company, before 9:00 a.m. (Vancouver time) on Monday, December 21, 2026, or 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the date of any adjourned or postponed Meeting. A form of proxy should be executed by the registered shareholder or his, her or its attorney duly authorized in writing or, if the registered shareholder is a corporation, by an officer or attorney thereof duly authorized. The time limit for the deposit of proxies may be waived or extended by the chair of the Meeting at his or her discretion without notice.

Proxies may be deposited with Olympia Trust Company using one of the following methods:

By Mail:	Olympia Trust Company PO Box 128, STN M, Calgary, AB T2P 2H6 Attn: Proxy Dept.
Fax:	403-668-8307
Scan and Email:	proxy@olympiatrust.com
By Internet:	https://css.olympiatrust.com/pxlogin You will need to provide your 12-digit control number (located on the form of Proxy accompanying this Information Circular)

Revocation of Proxy

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

A registered shareholder who has given a form of proxy may revoke the form of proxy at any time prior to using it: (a) by depositing an instrument in writing, including another completed form of proxy, executed by such registered shareholder or by his or her attorney authorized in writing or by electronic signature or, if the registered shareholder is a corporation, by an authorized officer or attorney thereof at, or by transmitting by telephone or electronic means, a revocation signed, subject to the provisions of the BCBCA, by electronic signature, to (i) the registered office of Stinger Resources, located at 5th Floor - 410 West Georgia Street, Vancouver, British Columbia, V6B 1Z3, at any time prior to 4:00 p.m. (Vancouver time) on the last Business Day preceding the day of the Meeting or any adjournment or postponement thereof, or (ii) with the chair of the Meeting on the day of the Meeting or any adjournment or postponement thereof; or (b) in any other manner permitted by law.

Exercise of Discretion by Proxies

Shares represented by proxies in which one of the management proxyholders is appointed by a registered shareholder as proxyholder will be voted or withheld from voting in accordance with the instructions of the registered shareholder on any ballot that may be called for and, if a registered shareholder specifies a choice with respect to any matter to be acted upon at the Meeting, the shares represented by such proxy will be voted accordingly. Where no choice is specified, the proxy will confer discretionary authority and will be voted FOR the matters to be voted on at the Meeting.

The enclosed form of proxy confers discretionary authority upon the persons named therein as proxyholder to vote 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 in such manner as such proxyholder in his or her judgement may determine. At the date of this Information Circular, management of Stinger Resources knows of no such amendments, variations or other matters to come before the Meeting.

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.

Only registered shareholders or the persons they appoint as their proxies are permitted to attend and vote at the Meeting and only forms of proxy deposited by registered shareholders will be recognized and acted upon at the Meeting. Shares beneficially owned by a non-registered shareholder are registered either: (a) in the name of an intermediary (an "**Intermediary**") with whom the non-registered shareholder deals in respect of the shares (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency, such as CDS Clearing and Depository Services Inc., (each a "**Clearing Agency**") of which the Intermediary is a participant. Accordingly, such Intermediaries and Clearing Agencies would be the registered shareholders and would appear as such on the list maintained by the Company's transfer agent. Non-registered shareholders do not appear on the list of the registered shareholders maintained by the Company's transfer agent.

Distribution of Meeting Materials to Non-Registered Shareholders

In accordance with the requirements of NI 54-101, Stinger Resources will distribute the required Meeting materials to the Clearing Agencies and Intermediaries for onward distribution to non-registered shareholders as well as directly to NOBOs (defined below).

Non-registered shareholders fall into two categories – "**OBOs**" (i.e., objecting beneficial owners, being those beneficial owners of shares of the Company who object to their identity being made known to the Company) and "**NOBOs**" (i.e., non-objecting beneficial owners, being beneficial owners of shares of the Company who do not object to their name being made known to the Company). Subject to the provisions of NI 54-101, the Company may request and obtain a list of its NOBOs from Intermediaries directly or via its transfer agent and may obtain and use the NOBO list for the distribution of proxy-related materials to such NOBOs.

If you are a non-registered shareholder and Stinger Resources or its agent has sent these materials directly to you, your name and address and information about your holdings of shares have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf. By choosing to send the Meeting materials to you directly, the Company (and not the Intermediary holding on your behalf) has assumed responsibility for (a) delivering the Meeting materials to you, and (b) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

OBOs can expect to be contacted by their Intermediary. The Company does not intend to pay for Intermediaries to deliver the Meeting materials to OBOs and it is the responsibility of such Intermediaries to ensure delivery of the Meeting materials to their OBOs. An OBO will not receive the Meeting materials unless the OBO's Intermediary assumes the cost of delivery.

Voting by Non-Registered Shareholders

Shares held by non-registered shareholders can only be voted or withheld from voting at the direction of the non-registered shareholder. Without specific instructions, Intermediaries or Clearing Agencies are prohibited from voting shares on behalf of non-registered shareholders. Therefore, each non-registered shareholder should ensure that voting instructions are communicated to the appropriate person well in advance of the Meeting.

The various Intermediaries have their own mailing procedures and provide their own return instructions to non-registered shareholders, which should be carefully followed by non-registered shareholders in order to ensure that their shares are voted at the Meeting.

Non-registered shareholders will receive either a voting instruction form or, less frequently, a form of proxy. The purpose of these forms is to permit non-registered shareholders to direct the voting of the shares they beneficially own. Non-registered shareholders should follow the procedures set out below, depending on which type of form they receive:

> *Voting Instruction Form*. In most cases, a non-registered shareholder will receive, as part of the Meeting materials, a voting instruction form. If the non-registered shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered shareholder's behalf), the voting instruction form must be completed, signed and returned in accordance with the directions on the form;
>
> OR
>
> *Form of Proxy*. Less frequently, a non-registered shareholder will receive, as part of the Meeting materials, a form of proxy that has already been signed by the Intermediary (typically by a facsimile, stamped signature) which is restricted as to the number of shares beneficially owned by the non-registered shareholder but which is otherwise not completed. If the non-registered shareholder does not wish to attend and vote at the Meeting in person (or have another person attend and vote on the non-registered shareholder's behalf), the non-registered shareholder must complete and sign the form of proxy and in accordance with the directions on the form.

Voting by Non-Registered Shareholder at the Meeting

Although a non-registered shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of an Intermediary or a Clearing Agency, a non-registered shareholder may attend the Meeting as proxyholder for the registered shareholder who holds shares beneficially owned by such non-registered shareholder and vote such shares as a proxyholder. A non-registered shareholder who wishes to attend the Meeting and to vote their shares as proxyholder for the registered shareholder who holds shares beneficially owned by such non-registered shareholder, should (a) if they received a voting instruction form, follow the directions indicated on the voting instruction form; or (b) if they received a form of proxy, strike out the names of the persons named in the form of proxy and insert the non-registered shareholder's or its nominee's name in the blank space provided. Non-registered shareholders should carefully follow the instructions of their Intermediaries, including those instructions regarding when and where the voting instruction form or the form of proxy is to be delivered.

All references to shareholders in the Meeting materials are to registered shareholders as set forth on the list of registered shareholders as maintained by the Company's transfer agent, unless specifically stated otherwise.

RECORD DATE AND VOTING SECURITIES

The directors of the Company have set the close of business on **November 12, 2026**, as the record date (the "**Record Date**") for the Meeting.

Only registered 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 registered shareholders entitled to vote at the Meeting prepared as at the Record Date.

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 54,606,112 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 will 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 Olympia Trust Company, 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	13.5%

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.

DIRECTOR AND EXECUTIVE COMPENSATION

Stinger Resources 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**" or "**TSXV**" 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.
- "**Stock Option Plan**" means the Company's share option plan dated for reference December 1, 2020, as amended November 15, 2022 and January 31, 2023.

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 periods noted therein:

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 *CEO, President & Director*	2025 2024	259,708[(1)] 254,616[(1)]	100,000 100,000	Nil Nil	Nil Nil	Nil Nil	359,708 354,616
Robert Edwards *CFO, Corporate Secretary & Director*	2025 2024	190,962[(2)] 190,962[(2)]	100,000 100,000	Nil Nil	Nil Nil	Nil Nil	290,962 290,962
Dennis Edwards *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Sean Pownall *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil
Tobin Wood *Director*	2025 2024	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil	Nil Nil

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.

Stock Options and Other Compensation Securities

The following table discloses all compensation securities granted or issued to NEOs or non-NEO directors during the financial year ended December 31, 2025, for services provided or to be provided, directly or indirectly, to the Company or any of its subsidiaries**.**

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class[1]**	**Date of issue or grant**	**Issue, conversion or exercise price ($)**	**Closing price of security or underlying security on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Darren Blaney *CEO, President & Director*	Stock Options	425,000[2] (8.9%)	Dec 16, 2025	0.06	0.06	0.06	Dec 15, 2035
Robert Edwards *CFO, Corporate Secretary & Director*	Stock Options	350,000[3] (7.2%)	Dec 16, 2025	0.06	0.06	0.06	Dec 15, 2035
Dennis Edwards *Director*	Stock Options	25,000[4] (0.5%)	Dec 16, 2025	0.06	0.06	0.06	Dec 15, 2035
Sean Pownall *Director*	Stock Options	25,000[5] (0.5%)	Dec 16, 2025	0.06	0.06	0.06	Dec 15, 2035
Tobin Wood *Director*	Stock Options	15,000[6] (0.3%)	Dec 16, 2025	0.06	0.06	0.06	Dec 15, 2035

Notes:
(1) As at December 31, 2025, there were a total of 4,886,137 outstanding options.
(2) As at December 31, 2025, Darren Blaney held 1,872,034 stock options.
(3) As at December 31, 2025, Robert Edwards held 1,244,230 stock options.
(4) As at December 31, 2025, Dennis Edwards held 108,318 stock options.
(5) As at December 31, 2025, Sean Pownall held 218,161 stock options.
(6) As at December 31, 2025, Tobin Wood held 40,000 stock options.

During the financial year ended December 31, 2025, no compensation securities were exercised by NEOs or non-NEO directors.

External Management Companies

During the financial year ended December 31, 2025, no management functions of the Company were to any substantial degree performed by a person other than the directors or executive officers of Stinger Resources.

Employment, Consulting and Management Agreements

During the financial year ended December 31, 2025, the Company paid its NEOs and non-NEO directors 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**") for a three year period ending December 31, 2025, 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.

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.

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**") for a three year period ending December 31, 2025, 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.

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.

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 fiscal 2026, 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 "*Description of the Stock Option Plan*" below.

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, 2025, 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*". Both of these contracts expired December 31, 2025, and new contracts having an effective date of January 1, 2026, were negotiated with each of the CEO and CFO. Under the new agreements, the base annual compensation due and payable in fiscal 2026 was increased to $300,000 plus GST for each of the CEO and the CFO, and the payment of such compensation 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 "*Description of the Stock Option Plan*" below.

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.

Pension Disclosure

No pension is provided to a director or Named Executive Officer of Stinger Resources.

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 the fiscal year ended December 31, 2025. The Stock Option Plan was most recently approved by the Company's shareholders on December 12, 2024.

The following information is as at December 31, 2025:

Plan Category	**Number of shares to be issued upon exercise of outstanding options** (a)	**Weighted average exercise price of outstanding options** (b)	**Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a))** (c)
Equity Compensation Plans approved by Shareholders	4,886,137	$0.05	78,637
Equity Compensation Plans not approved by Shareholders	Nil	N/A	N/A
TOTAL:	**4,886,137**	N/A	**78,637**

Description of the Stock Option Plan

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.

A copy of the Stock Option Plan is available for review at the Company's office during normal business hours up to and including the date of the Meeting.

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, 2025, 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 five (5) directors: Darren Blaney, Robert Edwards, Dennis Edwards, Sean Pownall and Tobin Wood.

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, three directors, Dennis Edwards, Sean Pownall and Tobin Wood, are independent. Darren Blaney is not independent by virtue of the fact that he is an executive officer of the Company (President & CEO) and Robert Edwards is not independent by virtue of the fact that he is an executive officer of the Company (CFO & corporate secretary).

In order to facilitate its exercise of independent judgment in carrying out the responsibilities of the Board, the Board ensures that a majority of the independent directors are in attendance at all Board meetings.

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. (CSE:AFF) Newterra Resources Inc. (CSE:NT)
Robert Edwards	Affinity Metals Corp. (CSE:AFF) Newterra Resources Inc. (CSE:NT)
Dennis Edwards	Affinity Metals Corp. (CSE:AFF)
Sean Pownall	Affinity Metals Corp. (CSE: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. The Board is notified of any material changes in reporting or regulations that may have an impact on their duties via e-mail from the CEO or Corporate Secretary. In addition, directors are kept informed as to matters impacting, or which may impact, the Company's operations through reports and 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 formal 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 has not adopted a written mandate or 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 committee and Board members. New nominees must have at 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.

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 regularly monitors the adequacy of information given to directors, communications between the Board and management and the strategic direction and processes of the Board; however, the Board 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: (a) the financial statements, reports and other financially-based information provided to shareholders, regulators and others; (b) the internal controls that management and the Board have established; and (c) 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 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 consisting of 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	Yes	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 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. Dennis Edwards attended Lethbridge Community College and the University of Lethbridge where he earned his BA in Agricultural Economics. He then attended the Chartered Accountant School of Business where he earned his Chartered Accountant designation and has been employed with national and local firms as a chartered accountant starting in 2005. For the last 15 years, Mr. Edwards was a partner at a local accounting firm. He is a member of the Chartered Professional Accountants of Alberta.
Sean Pownall	Mr. Sean Pownall has been involved in the mineral exploration industry for over 30 years, starting at an early age working with family on mining projects in the Yukon and British Columbia. Mr. Pownall has worked as a diamond driller on numerous mineral projects in Canada and the U.S. ranging from grassroots exploration to full production mining. He is currently the owner of More Core Diamond Drilling Ltd., a company based in Stewart, British Columbia. This 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 U.S. Mr. Pownall also served as a Director of the Association of Mineral Exploration British Columbia (AME BC) for one year from January 2015 – January 2016.
Darren Blaney	Mr. Blaney has over 30 years business and investment experience which includes mineral exploration investment, real estate investment, marketing and sales, environmental consulting to both government and non-government organizations, business consulting and executive corporate management. Mr. Blaney also has over 20 years of public company management experience, and has held positions that include Chief Operating Officer, Chief Executive Officer and Chief Financial Officer. Mr. Blaney co-founded and then served as the Chief Operating Officer and then President and CEO of American Creek Resources Ltd. for over 20 years until the company was acquired in a corporate takeover in 2025. Mr. Blaney is also currently the CFO, Corporate Secretary and a director of Affinity Metals Corp. (CSE:AFF) and CEO, President and a director of Newterra Resources Inc. (CSE:NT).

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 Stinger Resources is a "*venture issuer*" (as such term is defined in NI 52-110), it is relying on the exemption contained in section 6.1 of NI 52-110 from the requirements of 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, 2025	$25,305	Nil	$4,700	Nil
December 31, 2024	$26,570	Nil	$4,700	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.

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, 2025, 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 available under the Company's profile on SEDAR+ at www.sedarplus.ca.

2. Re-Appointment of Auditors

Shareholders of the Company will be asked to vote for the approval of the re-appointment of DMCL LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as auditor of the Company, to hold office until the next annual general meeting of the shareholders, or until its successor has been appointed, 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 five (5).

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 the Record Date. 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 *President, CEO & Director*	CEO & President of Stinger the Company (since Sep 2020); CFO of Affinity Metals Corp. (CSE:AFF) (since Jan 2017); CEO of Newterra Resources Inc. (CSE:NT) (since Jul 2021); and President & CEO of American Creek (then TSXV:AMK) (2014 - 2025)	Sep 22, 2020	681,185
ROBERT EDWARDS Alberta, Canada *CFO, Corporate Secretary & Director*	Chartered Professional Accountant (since 2006); CFO and corporate secretary of the Company (since Sep 2020); President & CEO of Affinity Metals Corp. (CSE:AFF) (since Jan 2017); CFO of Newterra Resources Inc. (CSE:NT) (since Jul 2021); and CFO of American Creek (then TSXV:AMK)(2009 - 2025)	Sep 22, 2020	822,989
DENNIS EDWARDS[2] Alberta, Canada *Director*	Chartered Accountant (since Jan 2008); self-employed business consultant	Jan 15, 2021	11,380
SEAN POWNALL[2] British Columbia, Canada *Director*	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 *Director*	Self-employed entrepreneur, businessman and realtor	Dec 14, 2023	Nil

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.

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; Attn: 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 12th day of November, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

"Darren Blaney"
Darren Blaney
President, CEO & Director

Schedule "A"
to Information Circular of
Stinger Resources Inc.
(November 12, 2026)

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 purposed 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.