



**Nord Precious Metals Mining
Inc..**

3028 Quadra Court
Coquitlam, B.C., V3B 5X6

www.nordpreciousmetals.com

ANNUAL GENERAL MEETING

Materials Attached:

**Notice of Meeting
Information Circular
Proxy
Supplemental Mailing List Return Card**

**The Annual General Meeting of the Shareholders of
Nord Precious Metals Mining Inc.
is being held at
3028 Quadra Court, Coquitlam, BC V3B 5X6
on Tuesday, July 15, 2025 at 10:00 am (Vancouver time)**

NORD PRECIOUS METALS MINING INC.

3028 Quadra Court
Coquitlam, BC, V3B 5X6

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN THAT an annual general meeting (the “**Meeting**”) of the shareholders of Nord Precious Metals Mining Inc. (the “**Corporation**”) will be held at 3028 Quadra Court, Coquitlam, British Columbia V3B 5X6, on Tuesday July 15, 2025 at 10:00 a.m. (Vancouver time) for the following purposes:

1. To receive the audited financial statements of the Corporation for the period ended December 31, 2023, together with the report of the auditors thereon.
2. To fix the number of directors of the Corporation at three (3) persons.
3. To elect the directors for the forthcoming year.
4. To appoint auditors for the ensuing year and to authorize the directors to fix their remuneration.
5. To ratify and approve the continuation of the Corporation’s Stock Option Plan, as more particularly described in the accompanying Management Information Circular, and to authorize the directors to make modifications thereto in accordance with Stock Option Plan and the policies of the TSX VentureExchange.
6. To transact such further or other business as may properly come before the Meeting or any adjournment thereof.

The details of the matters proposed to be put before the Meeting are set forth in the Information Circular accompanying this Notice, which is supplemental to and expressly made a part of this Notice. Shareholders of record as of the close of business on June 5, 2025 (the “**Record Date**”) will be entitled to vote at the Meeting and at any adjournment or adjournments thereof.

It is important that your shares be represented at this Meeting to ensure a quorum. If you cannot be present to vote in person, please ensure that your proxy or, if a company, your representative, is appointed and present to vote on your behalf at the Meeting. Instructions regarding the appointment of a proxy or representative are contained in the Information Circular.

DATED at the City of Coquitlam, in the Province of British Columbia, as of this 5th day of June, 2025.

NORD PRECIOUS METALS MINING INC.

Per: “*Frank J. Basa*”

Frank J. Basa
President & CEO

NORD PRECIOUS METALS MINING INC.

3028 Quadra Court
Coquitlam, BC, V3B 5X6

MANAGEMENT PROXY CIRCULAR

(Containing information as at June 5, 2025, unless indicated otherwise)

This Management Proxy Circular (the “Circular”) is furnished in connection with the solicitation of proxies by the management of Nord Precious Metals Mining Inc. (“Corporation” or “Nord”) for use at the Annual General Meeting of Shareholders of the Corporation (and any adjournment thereof) to be held on Tuesday, July 15, 2025 (the “Meeting”) at the time and place and for the purposes set forth in the accompanying Notice of Meeting.

Notice of the Meeting was provided to the TSX Venture Exchange (the “TSX-V”) and to the securities commissions in each jurisdiction where the Corporation is a reporting issuer under applicable securities laws.

“Non-Registered Shareholders” means shareholders who do not hold common shares in their own name and “Intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders.

The contents and the sending of this Information Circular have been approved by the directors of the Corporation.

GENERAL PROXY INFORMATION

Solicitation of Proxies

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Corporation. The Corporation will bear all costs of this solicitation. The Corporation has arranged for Intermediaries to forward the meeting materials to Non-Registered Shareholders of the common shares held of record by those Intermediaries and the Corporation may reimburse the Intermediaries for their reasonable fees and disbursements by them in so doing.

Appointment of Proxyholders

The individuals named in the accompanying form of proxy are directors and officers of the Corporation (the “Management Designees”). **If you are a shareholder entitled to vote at the Meeting, you have the right to appoint a person or company, who need not be a shareholder, other than either of the persons designated in the proxy, to attend and act for you and on your behalf at the Meeting. You may do so either by inserting the name of that other person in the blank space provided in the proxy or by completing and delivering another suitable form of proxy.**

Voting by Proxyholder

The Management Designees named in the proxy will vote or withhold from voting the common shares represented thereby in accordance with the instructions of the shareholder on any ballot that may be called for. If you specify a choice with respect to any matter to be acted upon, your common shares will be voted accordingly. The proxy will confer discretionary authority on the nominees named therein with respect to:

- (a) each matter or group of matters identified therein for which a choice is not specified, other than the appointment of an auditor and the election of directors,
- (b) any amendment to or variation of any matter identified therein, and
- (c) any other matter that properly comes before the Meeting.

THE COMMON SHARES REPRESENTED BY THE ACCOMPANYING FORM OF PROXY WILL BE VOTED OR WITHHELD FROM VOTING AS DIRECTED BY THE SHAREHOLDER, HOWEVER, IF SUCH A DIRECTION IS NOT MADE IN RESPECT OF ANY MATTER, THIS PROXY WILL BE VOTED AS RECOMMENDED BY MANAGEMENT.

Registered Shareholders

If you are a Registered Shareholder, you may elect to submit a proxy whether or not you are able to attend the Meeting in person. Registered Shareholders electing to submit a proxy may do so by:

- (a) completing, dating and signing the enclosed form of proxy and returning it to the Corporation's transfer agent, Computershare Investor Services Inc., by fax within North America at 1-866-249-7775, outside North America at (416) 263-9524, or by mail or by hand to the 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1;
- (b) using a touch-tone phone to transmit voting choices to a toll free number. Registered Shareholders must follow the instructions of the voice response system and refer to the enclosed proxy for the toll free number, the holder's account number and the proxy access number; or
- (c) using the internet through the website of the Corporation's transfer agent at www.computershare.com/ca/proxy. Registered Shareholders must follow the instructions that appear on the screen and refer to the enclosed proxy form for the holder's account number and the proxy access number;

in all cases ensuring that the proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used. Late proxies may be accepted or rejected by the Chairman of the Meeting in his or her discretion, however, the Chairman is under no obligation to accept or reject any particular late proxy. The Chairman of the Meeting may waive this time limit for receipt of proxies without notice.

Non-Registered Shareholders

The following information is of significant importance to shareholders who do not hold common shares in their own name. Non-Registered Shareholders should note that the only proxies that can be recognized and acted upon at the Meeting are those deposited by Registered Shareholders (those whose names appear on the records of the Corporation as the registered holders of common shares) or as set out in the following disclosure.

If common shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those common shares will not be registered in the shareholder's name on the records of the Corporation. Such common shares will more likely be registered under the names of intermediaries. In the United States, the vast majority of such common shares are registered under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depository for many U.S. brokerage firms and custodian banks), and in Canada, under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms).

Intermediaries are required to seek voting instructions from Non-Registered Shareholders in advance of meetings of shareholders. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. You are encouraged to follow the instructions provided by your Intermediary to provide your voting instructions. Your Intermediary will not vote your common shares without receiving instructions from you.

The form of proxy supplied to you by your broker will be similar to the proxy provided to Registered Shareholders by the Corporation. However, its purpose is limited to instructing the Intermediary on how to vote your common shares on your behalf. Most brokers delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge") in the United States and in Canada. Broadridge mails a Voting Instruction Form ("VIF") in lieu of a proxy provided by the Corporation. The VIF will name the

same persons as the Corporation's Proxy to represent your common shares at the Meeting. You have the right to appoint a person, who need not be a Non-Registered Shareholder of the Corporation, other than any of the persons designated in the VIF, to represent your common shares at the Meeting and that person may be you. To exercise this right, insert the name of the desired representative, which may be yourself, in the blank space provided in the VIF. The completed VIF must then be returned to Broadridge by mail or facsimile or given to Broadridge by phone or over the internet, in accordance with Broadridge's instructions. Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of common shares to be represented at the Meeting and the appointment of any shareholder's representative. If you receive a VIF from Broadridge, the VIF must be completed and returned to Broadridge, in accordance with its instructions, well in advance of the Meeting in order to have your common shares voted or to have an alternate representative duly appointed to attend the Meeting and vote your common shares at the Meeting.

Non-Objecting and Objecting Beneficial Owners

There are two types of Non-Registered Shareholders. Non-Registered Shareholders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Corporation are referred to as "NOBOs" or "Non-Objecting Beneficial Owners". Non-Registered Shareholders who have objected to their Intermediary disclosing the ownership information about themselves to the Corporation are referred to as "OBOs" or "Objecting Beneficial Owners". In accordance with National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), the Corporation has elected to send the meeting materials to the NOBOs utilizing the services of Broadridge. The Corporation does not intend to pay for Intermediaries to deliver meeting materials to OBOs and, as such, OBOs will not receive proxy-related materials unless the OBO's Intermediary assumes the delivery costs. Please return your voting instructions as specified in the VIF or form of proxy delivered to you.

Please vote in sufficient time to allow your Intermediary to provide the proxy at least 48 hours (*excluding* Saturdays, Sundays and holidays) before the Meeting or the adjournment thereof at which the proxy is to be used.

The Corporation is not relying on the notice and access delivery procedures outlined in NI 54-101 to distribute copies of the proxy related material in connection with the Meeting.

Notice to Shareholders in the United States

The solicitation of proxies involve securities of an issuer located in Canada and is being effected in accordance with the corporate laws of Canada, and securities laws of the provinces of Canada. The proxy solicitation rules under the United States Securities Exchange Act of 1934, as amended, are not applicable to the Corporation or this solicitation, and this solicitation has been prepared in accordance with the disclosure requirements of the securities laws of the provinces of Canada. Shareholders should be aware that disclosure requirements under the securities laws of the provinces of Canada differ from the disclosure requirements under United States securities laws.

The enforcement by Shareholders of civil liabilities under United States federal securities laws may be affected adversely by the fact that the Corporation is incorporated under the *Canada Business Corporations Act* (the "CBCA"), its directors and its executive officers are residents of Canada and a substantial portion of the assets of such persons are located outside the United States. Shareholders may not be able to sue a foreign company or its officers or directors in a foreign court for violations of United States federal securities laws. It may be difficult to compel a foreign company and its officers and directors to subject themselves to a judgment by a United States court.

Revocation of Proxies

A Registered Shareholder of the Corporation who has given a proxy may revoke the proxy at any time prior to use by:

- (a) depositing an instrument in writing, including another completed proxy, executed by such Registered Shareholder or by his or her attorney authorized in writing or by electronic signature or, if the Registered Shareholder is a corporation, by an officer or attorney thereof properly authorized, with

Computershare Investor Services Inc., Proxy Department, 9th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment thereof, or (iii) with the chairman of the Meeting on the day of the Meeting or any adjournment thereof;

- (b) transmitting, by telephone or electronic means, a revocation that complies with paragraphs (i), (ii) or (iii) above and that is signed by electronic signature, provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be; or
- (c) in any other manner permitted by law including attending the Meeting in person.

A Non-Registered Shareholder who has submitted a form of proxy may revoke it by contacting the Intermediary through which the Non-Registered Shareholder's common shares are held and following the instructions of the Intermediary respecting the revocation of proxies.

A revocation of a proxy will not affect a matter on which a vote is taken before the revocation.

Signing of Proxy

The form of proxy must be signed by the shareholder of the Corporation or the duly appointed attorney of the shareholder of the Corporation authorized in writing or, if the shareholder of the Corporation is a corporation, by a duly authorized officer of such corporation. A form of proxy signed by the person acting as attorney of the shareholder of the Corporation or in some other representative capacity, including an officer of a corporation which is a shareholder of the Corporation, should indicate the capacity in which such person is signing and should be accompanied by the appropriate instrument evidencing the qualification and authority to act of such person, unless such instrument has previously been filed with the Corporation.

A shareholder of the Corporation or his or her attorney may sign the form of proxy or a power of attorney authorizing the creation of a proxy by electronic signature provided that the means of electronic signature permits a reliable determination that the document was created or communicated by or on behalf of such shareholder or by or on behalf of his or her attorney, as the case may be.

RECORD DATE, VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

Record Date

In accordance with applicable laws, the Board of Directors of the Corporation has provided notice of and fixed the record date as of June 5, 2025 (the "Record Date") for the purposes of determining shareholders entitled to receive notice of, and to vote at, the Meeting, and has obtained a list of all persons who are Registered Shareholders at the close of business on the Record Date and the number of common shares registered in the name of each Registered Shareholder on that date. Each Registered Shareholder as at the close of business on the Record Date will be entitled to receive notice of the Meeting and will be entitled to one vote at the Meeting for each common share registered in his or her name as it appears on the list.

Description of Share Capital

The Corporation is authorized to issue an unlimited number of common shares without par value. As at June 5, 2025, the Corporation had outstanding 41,987,431 fully paid and non-assessable common shares without par value, each common share carrying the right to one vote. The Corporation has no other classes of voting securities.

Ownership of Securities of the Corporation

To the knowledge of the directors and executive officers of the Corporation, no individual person or corporation beneficially owns, or controls or direct, directly or indirectly, common shares carrying 10% or more of the voting rights attached to the common shares of the Corporation.

VOTES NECESSARY TO PASS RESOLUTIONS

The Bylaws of the Corporation provide that at least two persons present in person or by proxy, being a shareholder entitled to vote thereat or a duly appointed proxy holder or representative for a shareholder so entitled and holding or represented by proxy not less than 5% percent of the outstanding common shares of the Corporation entitled to vote at the Meeting, constitutes a quorum for the Meeting in respect of holders of the common shares. If such a quorum is not present in person or by proxy, the Corporation will reschedule the Meeting.

On a show of hands, every individual who is present and is entitled to vote as a shareholder or as a representative of one or more corporate shareholders, or who is holding a proxy on behalf of a shareholder who is not present at the Meeting, will have one vote, and on a poll every shareholder present in person or represented by a proxy and every person who is a representative of one or more corporate shareholders, will have one vote for each common share registered in his name on the list of shareholders, which is available for inspection during normal business hours at Computershare Investor Services Inc. and will be available at the Meeting.

In order to approve a motion proposed at the Meeting a majority of greater than 50% of the votes cast will be required (an "ordinary resolution") unless the motion requires a special resolution in which case a majority of 66 2/3% of the votes cast will be required (a "special resolution"). If there are more nominees for election as directors than there are vacancies to fill, those nominees receiving the greatest number of votes will be elected or appointed, as the case may be, until all such vacancies have been filled. If the number of nominees for election is equal to the number of vacancies to be filled, all such nominees will be declared elected or appointed by acclamation.

Recommendation of the Board

THE BOARD OF DIRECTORS UNANIMOUSLY RECOMMENDS THAT SHAREHOLDERS VOTE IN FAVOUR OF ALL RESOLUTIONS.

STATEMENT OF EXECUTIVE COMPENSATION

Compensation Discussion & Analysis

For the purposes of this Circular, a "Named Executive Officer", or "NEO", means each of the following individuals:

- (a) a chief executive officer ("**CEO**") of the Corporation
- (b) a chief financial officer ("**CFO**") of the Corporation
- (c) each of the Corporation's three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000 for the December 31, 2023 financial year; and
- (d) each individual who would be a NEO under paragraph (c) but for the fact that the individual was neither an executive officer, nor acting in a similar capacity at December 31, 2023.

Compensation, Philosophy and Objectives

The Corporation does not have a formal compensation program. However, the administration of the Corporation's compensation mechanisms is handled by the directors of the Corporation. The directors examine matters relating to the compensation of the directors and executive officers of the Corporation with respect to (i) general compensation goals and guidelines and the criteria by which bonuses and stock compensation awards are determined; (ii) amendments to any equity compensation plans adopted by the Board and changes

in the number of shares reserved for issuance thereunder; and (iii) other plans that are proposed for adoption or adopted by the Corporation for the provision of compensation. The general objectives of the Corporation's compensation strategy are 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 long-term interests of shareholders; (c) provide a compensation package that is commensurate with other junior mineral exploration companies to enable the Corporation to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Corporation is under by virtue of the fact that it is a junior mineral exploration companies without a history of earnings.

The independent directors ensure that total compensation paid to all Named Executive Officers ("NEOs"), as hereinafter defined, is fair and reasonable. The directors rely on their experience as officers and directors with other companies in assessing compensation levels.

The independent directors work with an executive placement firm from time to time in recruiting and determining the compensation for the CEO, taking into consideration such factors as the market expectations for such a position with a junior exploration company and the experience and qualifications of the successful candidate.

Analysis of Elements

The principal elements of the executive officers' compensation consist of base salary and long-term incentive awards (stock options).

Base salary is used to provide the Named Executive Officers a set amount of money during the year with the expectation that each Named Executive Officer will perform his responsibilities to the best of his ability and in the best interests of the Corporation.

The Corporation considers the granting of incentive stock options to be a significant component of executive compensation as it allows the Corporation to reward each Named Executive Officer's efforts to increase value for shareholders without requiring the Corporation to use cash from its treasury. Stock options are generally awarded to executive officers at the commencement of employment and periodically thereafter. The terms and conditions of the Corporation's stock option grants, including vesting provisions and exercise prices, are governed by the terms of the Corporation's stock option plan (the "Stock Option Plan").

Long Term Compensation and Option-Based Awards

The Corporation has no long-term incentive plans other than the Stock Option Plan. The Corporation's directors and officers and certain consultants are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Stock Option Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer term performance of the Corporation's common shares.

In monitoring or adjusting option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the NEOs and the Board. The scale of options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table provides a summary of compensation paid, directly or indirectly, for each of the two most recently completed financial years to the Named Executive Officers and the directors of the Corporation.

Table of Compensation Excluding Compensation Securities							
Name and Position	Year	Salary, Consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other Compensation (\$)	Total Compensation (\$)
Frank J. Basa President CEO & Director	2023	120,000	Nil	Nil	Nil	Nil	120,000
	2022	120,000	Nil	Nil	Nil	Nil	120,000
Robert Suttie ⁽¹⁾ CFO	2023	51,000	Nil	Nil	Nil	Nil	51,000
	2022	34,000	Nil	Nil	Nil	Nil	34,000
Matthew Halliday Officer & Director	2023	180,000	Nil	Nil	Nil	Nil	180,000
	2022	185,000	Nil	Nil	Nil	Nil	185,000
Dianne Tookenay ⁽²⁾ Director	2023	72,000	Nil	Nil	Nil	Nil	72,000
	2022	92,000	Nil	Nil	Nil	Nil	92,000
Daniel Barrette ⁽³⁾ Director	2023	36,000	Nil	Nil	Nil	Nil	36,000
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Ron Goguen ⁽⁴⁾ Director	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil

(1) Robert Suttie was appointed CFO of the Corporation on April 1, 2022

(2) Dianne Tookenay ceased to be a director on February 14, 2024. Dianne was paid as a Consultant of the Corporation

(3) Daniel Barrette was appointed a director of the Corporation on January 6, 2023. Mr. Barrette was paid as a Consultant of the Corporation

(4) Ron Goguen was appointed as a director on March 1, 2023 and ceased to be a director on October 4, 2024

External Management Companies

During the year ended December 31, 2023, no management functions of the Corporation were to any substantial degree performed by a person other than the directors or executive officers of the Corporation.

Stock Options And Other Compensation Securities

The following table provides a summary of all compensation securities granted or issued to each Named Executive Officer and to each director of the Corporation during the year ended December 31, 2023:

Stock Options and Other Compensation Securities							
Name and Position	Type of compensation security	Number of compensation securities, number of underlying securities and % of class	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
Frank Basa ⁽³⁾ President, CEO & Director	Stock Option ⁽¹⁾⁽²⁾	30,000	Feb. 14, 2023	\$1.00	\$0.90	\$0.35	Feb 14, 2026
Robert Suttie CFO	Stock Option ⁽¹⁾⁽²⁾	Nil	N/A	N/A	N/A	N/A	N/A
Matthew Halliday Director	Stock Option ⁽¹⁾⁽²⁾	20,000	Feb 14, 2023	\$1.00	\$0.90	\$0.35	June 14, 2026
Dianne Tookenay ⁽³⁾ Director	Stock Option ⁽¹⁾⁽²⁾	10,000	Feb 14, 2023	\$1.00	\$0.90	\$0.35	Feb 14, 2026
Daniel Barrette ⁽⁴⁾ Director	Stock Option ⁽¹⁾⁽²⁾	10,000	Feb 14, 2023	\$1.00	\$0.65	\$0.35	Feb 14, 2026
Ron Goguen ⁽⁵⁾ Director	Stock Option ⁽¹⁾⁽²⁾	10,000	May 12, 2023	\$1.00	\$0.90	\$0.35	Feb 14, 2026

- (1) Stock options granted during the financial year ended December 31, 2023 are exercisable into the equivalent amount of common shares. On August 16, 2024 the Corporation consolidated its share capital on a 10:1 share basis. The above options are on a consolidated basis
- (2) Stock options granted during the financial year ended December 31, 2023 vest immediately.
- (3) Dianne Tookenay resigned as a director of the Corporation on February 14, 2024 and her options were subsequently cancelled.
- (4) Daniel Barrette was appointed a director of the Corporation on January 6, 2023.
- (5) Ron Goguen ceased to be a director of the Corporation on October 4, 2024 and his options were subsequently cancelled

The following table provides a summary of all compensation securities exercised by each Named Executive Officer and by each director of the Corporation during the financial year ended December 31, 2023:

Exercise of Compensation Securities							
Name and Position	Type of compensation security	Number of underlying securities exercised	Exercise price per security (\$)	Date of exercise	Closing price per security on date of exercise (\$)	Difference between exercise price and closing price on date of exercise (\$)	Total value on exercise date (\$)
Frank Basa President, CEO & Director	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Robert Suttie CFO	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Matthew Halliday President & Director	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Dianne Tookenay Director	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Daniel Barrette Director	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A
Ronald Goguen Director	Stock Option	Nil	N/A	N/A	N/A	N/A	N/A

Employment, Consulting and Management Agreements

There are no material terms of any agreement or arrangement under which compensation was provided during the most recently completed financial year or payable in respect of services provided by directors or a named executive officer that has not been disclosed.

Oversight And Description Of Director And NEO Compensation

The administration of the Corporation's compensation mechanisms is currently handled by the directors of the Corporation. The general objectives of the Corporation's compensation strategy are to be competitive in order to attract, motivate and retain highly skilled and experienced executive officers, to provide fair and competitive compensation to align the interest of management with those of shareholders. The Corporation does not have a formal compensation program with set benchmarks; however, the directors do have an informal program which seeks to reward an executive officer's current and future expected performance and the achievements of corporate milestones to align the interests of executive officers with the interests of the Corporation's shareholders.

The compensation awarded to, earned by, paid to or payable to each of the NEOs and directors for the most recently completed financial year is set out above under the heading, "Director and Named Executive Officer Compensation".

Compensation Review Process

The directors periodically review the compensation paid to each executive officer with respect to basic salary and stock option grants. The directors ensure that total compensation paid to all executive officers is fair and reasonable. The directors rely on their experience as officers and directors in assessing compensation levels and may work with executive placement firm(s) from time to time during the recruitment process. In determining the levels of compensation, the directors consider the following goals and objectives of the

Corporation which are, (a) to attract and retain qualified and experienced executives in today's market place; (b) to encourage and reward outstanding performance by those people who are in the best position to enhance the Corporation's near-term results and long-term prospects; (c) to align management's interests with the long-term interests of shareholders; and (d) to ensure the compensation paid is competitive with the current market and takes into account the constraints that the Corporation may be under by virtue of the fact that it is a junior mineral exploration company without a history of earnings.

Assessment of Individual Performance

Individual performance in connection with the achievement of corporate milestones and objectives is reviewed by the directors for all executive officers. While awards are generally tied to performance against quantitative objectives, consideration is also given to an individual's qualitative contribution to the Corporation. In monitoring or adjusting option allotments, the directors take into account its own observations on individual performance and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the executive officers. For example, the directors will evaluate the individual's leadership skills, commitment to the Corporation's shareholders, innovation and teamwork.

As the Corporation has a small team of executive officers, a high degree of commitment and performance is required from each individual to achieve corporate milestones and objectives. This high degree of commitment and performance was demonstrated during the fiscal year ended December 31, 2023 by each executive officer with the following accomplishments:

- each executive officer's consistent and focused leadership, evidenced during challenging times;
- each executive officer's leadership in strengthening the Corporation's ability to manage risk; and
- each executive officer's role in the enhancement of the Corporation's profile in the public marketplace.

The stock option grants to directors, officers and consultants are determined by an assessment of the individual's current and expected future performance, level of responsibilities, importance of the position held, contribution to the Corporation and previous option grants and exercise prices including:

- the remuneration paid to the individual as at the grant date in relation to the total remuneration payable by the Corporation to all of its directors, officers, employees and consultants as at the grant date;
- the length of time that each individual has been employed or engaged by the Corporation; and
- the quality of work performed by such director, officer, employee or consultant.

Elements of Compensation

There are two main elements of direct compensation, namely a base salary and equity participation through the Corporation's stock option plan.

Base Salary

Base salary is the principal component of an executive officer's compensation package. In determining the base salary of executive officers, the directors review salary levels of similar companies in the industry and may obtain an informal survey on overall salaries of junior mineral exploration companies. The directors also consider an executive officer's performance and levels of responsibility and importance to the Corporation and its shareholders.

The Corporation has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Corporation for their service in their capacity as directors of the Corporation. The directors of the Corporation may be reimbursed for actual expenses reasonably incurred in connection with the performance of their duties as directors. Directors are also eligible to receive incentive stock options to purchase shares of the Corporation under the Corporation's stock option plan.

Equity Participation through Stock Option Plan

The stock option component of the Corporation's compensation program is intended to encourage and reward

outstanding performance over the short and long terms, and to align the interests of the Corporation's officers and directors with those of its shareholders. Options are awarded by the directors, which bases its decisions upon the level of responsibility and contribution of the individuals towards the Corporation's goals and objectives. The directors also take into consideration the amount and terms of outstanding stock options in determining its recommendations regarding the options to be granted during any fiscal year.

The stock option component of officer and director compensation acts as an incentive for each individual to drive to enhance the Corporation's value over the long term, and to remain with the Corporation.

The stock options granted have been granted at an exercise price in line with TSXV policies and the Corporation's Stock Option Plan. Options are typically granted for a period of five years and may have a vesting period as determined by the directors on a case by case basis.

The Corporation is of the view that its compensation structure appropriately takes into account the factors relevant to the resource industry, the Corporation's performance within that industry, and the individual contributions to the Corporation's performance made by its officers and directors.

Pension Plan Benefits

As at the fiscal year ended December 31, 2023, the Corporation did not maintain any defined benefit plans, defined contribution plans or deferred compensation plans.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The only equity compensation plan which the Corporation has in place is its Share Option Plan (the "Option Plan") which was previously approved by shareholders of the Corporation on October 31, 2023. The Plan was established to provide incentive to qualified parties to increase their proprietary interest in the Corporation and, thereby, encourage their continuing association with the Corporation. The Plan is administered by the directors of the Corporation. The Plan provides that options will be issued to directors, officers, employees or consultants of the Corporation or a subsidiary of the Corporation. The Plan provides that the number of common shares issuable under the Plan, together with all of the Corporation's other previously established or proposed share compensation agreements, may not exceed 10% of the total number of issued and outstanding common shares at the date of grant. All current options expire on a date not later than ten years after the issuance of such option.

The following table provides information regarding compensation plans under which securities of the Corporation are authorized for issuance in effect as at the financial year ended December 31, 2023.

	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by securityholders	742,500	\$3.50	4,154,243
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	742,500	\$3.50	4,154,243

(1) The Corporation consolidated its share capital on August 16, 2024 on a 10:1 basis and the above options are on a consolidated basis.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Corporation or persons who were directors, executive officers or employees of the Corporation at any time during the Corporation's last completed financial year, nor any proposed nominees for election as a director of the Corporation and no associate or affiliate of such persons are or have been indebted to the Corporation (or its subsidiaries) at any time since during the last completed financial year ending December 31, 2023, nor as at the date of this Information Circular. Furthermore, none of such persons were indebted to a third party during such period where their indebtedness was the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation or its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

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

To the knowledge of management of the Corporation, no informed person or nominee for election as a director of the Corporation or any associate or affiliate of any informed person or proposed director had any interest in any transaction which has materially affected or would materially affect the Corporation or any of its subsidiaries during the year ended December 31, 2023, or has any interest in any material transaction in the current year other than as set out herein or disclosed below:

MANAGEMENT CONTRACT

There are no management functions of the Corporation which are to any substantial degree performed by a person or company other than the directors or senior officers of the Corporation.

CORPORATE GOVERNANCE DISCLOSURE

Corporate governance relates to activities of the Board of Directors, 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 of Directors and who are charged with the day-to-day management of the Corporation. The Board of Directors 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 Corporation's general approach to corporate governance is summarized below.

The Board of Directors

The board of directors is currently composed of three directors, namely: Frank J. Basa, Matthew Halliday, and Daniel Barrette.

The Board is specifically responsible for approving long-term strategic plans and annual operating plans and budgets recommended by management. Board consideration and approval is also required for all material contracts, business transactions and all debt and equity financing proposals. The Board also takes responsibility for identifying the principal risks of the Corporation's business and for ensuring these risks are effectively monitored and mitigated to the extent reasonably practicable. In keeping with its overall responsibility for the stewardship of the Corporation, the Board is responsible for the integrity of the Corporation's internal control and management information systems and for the Corporation's policies respecting corporate disclosure and communications.

The Board delegates to management, through the Chief Executive Officer and Chief Financial Officer, responsibility for meeting defined corporate objectives, implementing approved strategic and operating plans, carrying on the Corporation's business in the ordinary course, managing the Corporation's cash flow, evaluating new business opportunities, recruiting staff and complying with applicable regulatory requirements. The Board also looks to management to furnish recommendations respecting corporate objectives, long-term strategic plans and annual operating plans.

Independence

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 or she has no direct or indirect material relationship with the Corporation. A material relationship is a relationship which could, in the view of the Board of Directors, 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 Corporation.

Applying the definition set out in section 1.4 of NI 52-110, one of the Board of Directors is independent. Daniel Barrette is deemed to be independent. Frank Basa, CEO and Matthew Halliday, President & COO of the Corporation are not independent due to the fact that they are officers of the Corporation.

Directorships

As at the date hereof, the following Directors, which are the proposed directors are also directors of other reporting issuers as set out below:

Name of Director	Names of Other Reporting Issuers of which the Director is a Director or Officer
Frank J. Basa	Granada Gold Mine Inc. Coniagas Battery Metals Inc.
Matthew Halliday	Granada Gold Mine Inc.
Daniel Barrette	Coniagas Battery Metals Inc.

Orientation and Continuing Education

The Corporation has not adopted a formalized process of orientation for new members of the Board of Directors. Orientation of new directors is conducted on an ad hoc basis.

Directors are kept informed as to matters impacting, or which may impact, the Corporation's operations through reports and presentations at meetings of the Board of Directors. Directors are also provided the opportunity to meet with senior management and other employees and advisors, who can answer any questions that may arise.

Expectations of Management and Ethical Business Conduct

The Board expects management to operate the business of the Corporation in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives. The Corporation has in place a written Code of Business Conduct and Ethics.

Nominations and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the individual board members, including both formal and informal discussions among Board members and the President. The current and proposed size of the Board is such that the entire Board takes responsibility for selecting new directors and assessing current directors. Proposed directors' credentials are reviewed in advance of a Board Meeting with one or more members of the Board prior to the proposed director's nomination.

The Board monitors but does not formally assess the performance of individual Board members or committee members or 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 Corporation'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. The Board plans to continue evaluating its own effectiveness on an ad hoc basis.

New directors are briefed on strategic plans, short, medium and long term corporate objectives, business risks and mitigation strategies, corporate governance guidelines and existing company policies. However, there is no formal orientation for new members of the Board, and this is considered to be appropriate, given the Corporation's size and current level of operations.

The skills and knowledge of the Board of Directors as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing businesses. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the members of the Corporation's Board.

Board Committees

The Corporation currently has one standing committee – the audit committee. Please see the below section entitled "*Audit Committee*" for further information.

Diversity Disclosure

As a federal distributing corporation, incorporated under the CBCA, the Corporation is required to disclose information annually to its shareholders and Corporations Canada on the diversity of its Board of Directors and Senior Management on the representation of four designated groups: women, indigenous peoples, persons with disabilities and members of visible minorities ("Designated Groups"). The below information is provided as at the date of this information circular.

Diversity of the Board of Directors and Senior Management

The Corporation has not adopted a formal written policy regarding the diversity of its Board of Directors or Senior Management. The Corporation does not believe a formal policy would increase the representation of the Designated Groups beyond how the Corporation currently nominates and appoints individuals to its Board of Directors and Senior Management. The Corporation considers all qualified individuals for each position that may arise.

In selecting potential directors and members of senior management, the Corporation reviews an applicant's skills, experience and independence as it relates to the requirements of the position as factors in the Corporation's selection process. This selection process includes all individuals in all Designated Groups when nominating candidates for election to the Board and for senior management positions.

Director Term Limits and Other Mechanisms of Board Renewal

The Corporation has not implemented term restrictions or any other mechanism regarding the Board of Directors renewals that would limit the time an individual could serve its shareholders. Imposing a term limit would make the Corporation remove an individual that has acquired an extensive knowledge and understanding of the its operations and believes that removing an individual solely on length of service would not benefit its shareholders. Each member of the Board of Directors is put forth, for election or re-election, to the shareholders annually.

Targets for representation of Designated Groups on the Board and among Senior Management

The Corporation has not established quotas or targets for representation of Designated Groups amount the Board of Directors or Senior Management. The Corporation believes that focusing on a quota or target rather than based on skills and experience would limit the Corporation's ability to provide its shareholders with a Board and Senior Management that meets the qualifications and needs of the Corporation and its shareholders.

Representation of Designated Groups Among Board of Directors and Senior Management

The Corporation currently has three (3) members of the Board of Directors, of which, all three (3) are up for re-election and two (2) members of senior members who are not also directors. Currently no (0%) of the Corporation's Board of Directors and Senior Management are women; no (0%) are indigenous person and none (0%) are individuals with disabilities or whom are a visible minority.

Audit Committee

National Instrument 52-110 – Audit Committees (NI 52-110) requires the Corporation, as a venture issuer, to disclose annually in its Information Circular certain information concerning the constitution of its audit committee (the "Audit Committee") and its relationship with its independent auditors, as set forth in the following:

Composition of The Audit Committee

The Committee shall be comprised of three directors as determined by the Board of Directors, the majority of whom shall be free from any relationship that, in the opinion of the Board of Directors, would interfere with the exercise of his or her independent judgment as a member of the Committee. At least one member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Corporation's Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Corporation's financial statements.

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

The Corporation's audit committee is currently comprised of Frank J. Basa, Matthew Halliday and Daniel Barrette. All members are directors of the Corporation. Frank Basa and Matthew Halliday are not deemed to be "independent", as defined in NI 52-110, as they are also officers of the Corporation. Daniel Barrette is deemed to be independent. All members of the Audit Committee are "financially literate" as that term is defined in NI 52-110.

The Audit Committee's Charter

The Corporation adopted a charter (the "Charter") of the Audit Committee on November 10, 2015, a copy of which may be viewed through SEDAR+ at www.sedarplus.ca and forms part of the Management Information Circular dated November 10, 2015. Upon request, a copy of the Charter will promptly be provided free of charge to shareholders of the Corporation.

Relevant Education and Experience

Frank J. Basa, Chairman, CEO and Director

Mr. Basa has over 29 years global experience in gold mining and development as a professional hydrometallurgical engineer with a focus in milling, gravity concentration, flotation, leaching and refining of precious and base metals. He graduated from McGill University with a B.A. in Engineering in 1983 and has been a member of the Professional Engineers of Ontario since 1987. He is President of Grupo Moje Limited and

Mineral Recovery Management Systems Corp. He has served as Chairman, President and Chief Executive Officer of Granada Gold Mine Inc. (TSX-V: GGM) since June of 2004.

Matthew Halliday, President, Director & Audit Committee Member

Mr. Halliday graduated in 2007 from Dalhousie University, Halifax, Nova Scotia where he majored in Earth Sciences. He then spent the next 13 years in exploration and as a resource geologist with Kirkland Lake Gold, First Cobalt and SGS Geostat. Mr. Halliday is the Vice President of Exploration (since 2019), Director (since 2020) and currently a Director, President and Chief Operating Officer (since 2020) of Nord Precious Metals Mining Inc. For more than a dozen years Mr. Halliday has focused on resource reporting and modelling while also gaining abundant experience with advanced field exploration including major drill programs in Ontario, Quebec, Newfoundland-Labrador, Nunavut and Alaska. With SGS he also enjoyed success in a business development capacity.

Daniel Barrette, Director

Mr. Barrette possesses over 15 years' experience in the mining industry, including substantial experience in managing and restructuring mining companies. Mr. Barrette was instrumental in the restructuring and development of SearchGold Resources Inc. from 2011 until its successful RTO by Ubika Corp in 2013 including a \$54 million financing. Mr. Barrette has assisted public and private mining companies in acquiring mineral properties in the Democratic Republic of the Congo (DRC), including claim staking, and establishing and developing business in the DRC, where Daniel has an extensive network of strategic contacts. Prior to SearchGold, he was COO for Gilla Inc. until its RTO with Snoko Distribution Canada Ltd. and also President & CEO of Affinor Resources Inc.

Audit Committee Oversight

The Audit Committee reviews and recommends to the Board of Directors for approval the annual financial statements and the annual report of the Corporation. The quarterly financial statements of the Corporation are reviewed and approved by the Audit Committee. In addition, the Audit Committee is charged with the responsibility of monitoring the integrity of the Corporation's internal controls and management information systems. For the purposes of performing these duties, the members of the Audit Committee have the right, at all times, to inspect all of the books and financial records of the Corporation and to discuss with management and the auditors of the Corporation any accounts, records and matters relating to the financial statements of the Corporation.

Since the commencement of the Corporation's most recently completed fiscal year ended December 31, 2023, the Corporation's Board of Directors has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

The Corporation is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Corporation, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

Audit Fees

The Audit Committee must pre-approve any engagement of the external auditors for any non-audit services to the Corporation in accordance with applicable law and policies and procedures to be approved by the Board of Directors. The engagement of non-audit services will be considered by the Corporation's Board of Directors on a case-by-case basis.

In the following table, "audit fees" are fees billed by the Corporation's external auditors for services provided in auditing the Corporation's annual financial statements for the subject year. "Audit-related fees" are fees not included in audit fees that are billed by the auditors for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements. "Tax fees" are fees billed by the auditors for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditors for products and services not included in the foregoing categories.

The fees paid by the Corporation to its auditors for each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees	All Other Fees
December 31, 2023	\$70,000	\$6,164	\$15,750	\$Nil
December 31, 2022	\$90,470	\$Nil	\$6,300	\$Nil

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Financial Statements

At the Meeting, the Chairman of the Meeting will present to shareholders the financial statements of the Corporation for the year ended December 31, 2023, and the auditors' reports thereon.

2. Appointment of Auditors

Shareholders of the Corporation will be asked to vote for the appointment of SHIM & Associates LLP, Chartered Professional Accountants, of Vancouver, British Columbia, as the Corporation's auditors, to hold office until the next Annual Meeting of the shareholders, at a remuneration to be fixed by the directors. SHIM & Associates LLP, Chartered Professional Accountants were appointed as auditors of the Corporation on April 14, 2025.

On April 14, 2025, the Board of Directors, upon the recommendation of the Audit Committee, resolved to appoint SHIM & Associates LLP as the auditor of the Corporation effective April 14, 2025. On the same date, McGovern Hurley LLP resigned as the Corporation's auditor at the Corporation's request. The Board of Directors accepted their resignation.

As required by section 4.11 of NI 51-102, a copy of the Corporation's reporting package is attached hereto as Schedule "B". The attached reporting package has been filed with the applicable regulatory authorities and delivered to both SHIM & Associates LLP and McGovern Hurley LLP and contains the following:

- (a) The Notice of Change of Auditor prepared in respect of McGovern Hurley LLP's resignation and the appointment of SHIM & Associates LLP as the Corporation's auditor;
- (b) The response letter of SHIM & Associates LLP with respect to the Board's appointment of SHIM & Associates LLP as the successor auditor of the Corporation and the Corporation's Notice of Change of Auditor; and
- (c) The response letter of former auditor, McGovern Hurley LLP, with respect to the Corporation's Notice of Change of Auditor.

Management recommends that SHIM & Associates LLP be appointed auditors of the Corporation for the ensuing year at a remuneration to be approved by the Board.

Unless otherwise directed by the Shareholders appointing them proxy, the persons named in the enclosed Instrument of Proxy intend to vote at the Meeting to approve this ordinary resolution.

3. Set Number of Directors

The board of directors of the Corporation presently consists of three (3) directors. The term of office of each of the present directors expires at the Meeting. Shareholders will be asked at the Meeting to approve an ordinary resolution that the number of directors elected be set at three (3) for the ensuing year, subject to such increase as may be permitted by the by-laws of the Corporation and the provisions of the *CBCA*. In the absence of instructions to the contrary, the enclosed proxy will be voted in favour of setting the number of directors at five.

4. Election of Directors

Management is nominating the individuals identified below for election as directors of the Corporation 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 Corporation's Board of Directors. No management nominee is to be elected under any arrangement or understanding between the management nominee and any other person or company, except the directors and executive officers of the Corporation acting solely in such capacity. Each director elected will hold office until the close of the next annual general meeting, or until his or her successor is duly elected or appointed, unless his or her office is earlier vacated in accordance with the *CBCA* and the By-Laws of the Corporation.

Management of the Corporation 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.

The persons named in the Proxy intend to vote IN FAVOUR of the election of the nominees whose names are listed in the following table, unless the shareholder signatory of the proxy has indicated his will to withhold from voting regarding the election of directors.

Name, Province or State and Country of Residence, and Current Position with the Corporation	Occupation, Business or Employment ⁽¹⁾	Director of Corporation Since	Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is
Frank J. Basa ⁽³⁾ Ontario, Canada CEO & Director	Chairman, President and Chief Executive Officer of Granada Gold Mine Inc. since June, 2004; President, Grupo Moje Ltd. and Mineral Recovery Management Systems Corp.; President & CEO of the Corporation since September 15, 2015	Sept. 15 2015	232,961
Matthew Halliday ⁽³⁾ Ontario, Canada President, COO & Director	President and COO of the Corporation since June 30, 2020. Prior thereto, Vice-President, Exploration of the Corporation	August 7, 2020	0
Daniel Barrette ⁽³⁾ Quebec, Canada Director	Consultant since January 2020; Prior thereto, Legal Assistant Barrette & Associés Avocats (law firm)	Jan 6, 2023	0

Notes:

- (1) The information as to principal occupation, business or employment and common shares beneficially owned or controlled is not within the knowledge of the management of the Corporation and has been furnished by the respective nominees. Each nominee has held the same or a similar principal occupation with the organization indicated or a predecessor thereof for the last five years unless otherwise indicated.
- (2) The number of common shares beneficially owned by the above nominees for directors, directly or indirectly, is based on information furnished by insider reports filed on SEDI and by the nominees themselves.
- (3) Member of the Corporation's Audit Committee.
- (4) Of these shares, 63,618 are held directly and 37,706 are held indirectly by Grupo Moje Limited, and 131,638 are held indirectly by Mineral Recovery Management Systems Corp., both private companies controlled by Mr. Basa.

None of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person or company, except the directors and executive officers of the Corporation acting solely in such capacity.

Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as described below, none of the proposed nominees for election as a director of the Corporation are proposed for election pursuant to any arrangement or understanding between the nominee and any other person, except the other directors and senior officers of the Corporation acting solely in their management capacity.

No proposed nominees for election as a director of the Corporation is, 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 Corporation) that is, or has been, or acted in that capacity for a 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;
- (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; or
- (iii) 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.

MANAGEMENT RECOMMENDS THAT THE SHAREHOLDERS VOTE IN FAVOUR OF THE ABOVE LISTED NOMINEES.

IN ORDER TO BE PASSED, A MAJORITY OF THE VOTES CAST AT THE MEETING IN PERSON OR BY PROXY MUST BE VOTED IN FAVOUR OF THE RESOLUTION. MANAGEMENT HAS NO REASON TO BELIEVE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR BUT, IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR, PROXIES IN FAVOUR OF MANAGEMENT MAY BE VOTED FOR A SUBSTITUTE NOMINEE UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE COMMON SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE ELECTION OF DIRECTORS.

5. APPROVAL OF THE CORPORATION'S STOCK OPTION PLAN

The Corporation currently has in place the Stock Option Plan, which is a 10% "rolling" plan. The Stock Option Plan was approved by Shareholders at the annual meeting held on October 31, 2023. As at the date of this Information Circular, the Corporation is eligible to grant up to 4,154,243 (post consolidated) options under the Stock Option Plan. As at December 31, 2023, there were 742,500 (post consolidated) stock options outstanding under the Stock Option Plan.

The TSXV requires listed companies that have "rolling" stock option plans in place obtain shareholder approval of such plans on a yearly basis at the listed company's annual meeting.

The following is a summary of the principal terms of the Stock Option Plan.

The Stock Option Plan provides for the issuance of stock options to acquire at any time up to a maximum of 10% of the issued and outstanding NTH Shares (subject to standard anti-dilution adjustments). If a stock option expires or otherwise terminates for any reason without having been exercised in full, the number of NTH Shares reserved for issuance under that expired or terminated stock option will again be available for the purposes of the Stock Option Plan. Any stock option outstanding when the Stock Option Plan is terminated will remain in effect until it is exercised or it expires.

The Stock Option Plan provides that stock options may be granted to directors, senior officers, employees

and consultants of the Corporation (and any subsidiary of the Corporation) and management company employees. For the purposes of the Stock Option Plan, the terms “employees”, “consultants” and “management company employees” have the meanings set out in TSXV Policy 4.4. Under the Stock Option Plan, the Corporation’s Board of Directors may, from time to time, designate a committee such as a Compensation Committee, for the purposes of administering the Stock Option Plan.

Should the expiry date for an Option fall within a Blackout Period of the Corporation (as such time period may be determined by the Board of Directors where one or more Optionee may not trade any securities of the Corporation because they may be in possession of undisclosed material information pertaining to the Corporation), or within nine business days following the expiration of a Blackout Period, such expiry date shall, subject to approval of the TSXV, be automatically extended without any further act or formality to that day which is the tenth business day after the end of the Blackout Period, such tenth business day to be considered the expiry date for such Option for all purposes under the Stock Option Plan.

The Stock Option Plan provides that it is solely within the discretion of the Board to determine who should receive stock options and in what amounts, subject to the following conditions:

1. options will be non-assignable and non-transferable except that they will be exercisable by the personal representative of the option holder in the event of the option holder’s death;
2. options may be exercisable for a maximum of ten years from the date of grant (subject to extension where the expiry date falls within a “Blackout Period”, as disclosed above);
3. the aggregate number of options granted to any one option holder (including companies wholly owned by that option holder) in a twelve-month period must not exceed 5% of the issued shares of the Corporation, calculated on the date an option is granted to the option holder;
4. the aggregate number of options granted to any one consultant in a twelve-month period must not exceed 2% of the issued shares of the Corporation, calculated at the date an option is granted to the consultant;
5. the aggregate number of options granted to all option holders retained to provide Investor Relations Activities (as defined in TSXV Policy 4.4) must not exceed 2% of the issued shares of the Corporation in any twelve-month period, calculated at the date an option is granted to any such option holder and must vest over a period of not less than one year as to 25% every three months;
6. at no time will options be issued which could permit at any time the aggregate number of shares reserved for issuance under stock options granted to insiders (as a group) at any point in time exceeding 10% of the issued shares;
7. at no time will options be issued which could permit at any time the grant to insiders (as a group), within a twelve- month period, of an aggregate number of options exceeding 10% of the issued shares calculated at the date an option is granted to any insider;
8. options held by an option holder who is a director, employee, consultant or management company employee will expire 90 days (or such other time, not to exceed one year, as shall be determined by the Board as at the date of grant or agreed to by the Board and the Optionee at any time prior to expiry of the Option) after the option holder ceases to be a director, employee, consultant or management company employee, which time period the Corporation determines is reasonable;
9. in the event of an option holder’s death, the option holder’s personal representative may exercise any portion of the option holder’s vested outstanding options for a period of one year following the option holder’s death;
10. options cannot be granted to directors, employees, consultants or management company employees that are not bona fide directors, employees, consultants or management company employees, as the case may be; and

11. options will be reclassified in the event of any consolidation, subdivision, conversion or exchange of the NTH Shares.

The Corporation will be required to obtain Disinterested Shareholder Approval if (i) the aggregate number of NTH Shares reserved for issuance under Options granted to Insiders (as a group) exceeds 10% of the issued shares of the Corporation, (ii) the grant to Insiders (as a group), within a twelve-month period, of an aggregate number of Options exceeds 10% of the issued shares of the Corporation, calculated at the date an Option is granted to any Insider, (iii) the aggregate number of Options granted to any one Optionee (including companies wholly owned by that Optionee), within a twelve-month period, exceeds 5% of the issued shares of the Corporation, calculated on the date an Option is granted to the Optionee, or (iv) any reduction in the Exercise Price of an Option if the Optionee is an Insider of the Corporation at the time of the proposed amendment. "Disinterested Shareholder Approval" means approval by a majority of the votes cast by all the Corporation's shareholders at a duly-constituted shareholders' meeting, excluding votes attached to NTH Shares beneficially owned by Insiders or their Associates.

The Stock Option Plan provides that other terms and conditions may be attached to a particular stock option, such terms and conditions to be referred to in a schedule annexed to the option certificate. Stock options granted to directors, senior officers, employees or consultants vest when granted unless otherwise determined by the Board, on a case-by-case basis. Stock options granted to consultants or employees performing Investor Relations Activities, as such term is defined by the TSXV, will vest in stages over twelve months with no more than one-quarter of the Options vesting in any three-month period.

In addition, under the Stock Option Plan a stock option will expire immediately in the event an Optionee is dismissed from employment or service for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate without right to exercise same.

The price at which an Optionee may purchase a NTH Share upon the exercise of an Option will be as set out in the option certificate issued in respect of such Option and in any event will not be less than the discounted market price of the NTH Shares as of the date of the grant of the stock option (the "NTH Award Date"). The market price of the NTH Shares for a particular NTH Award Date will typically be the closing trading price of the NTH Shares on the day immediately preceding the NTH Award Date, or otherwise in accordance with the terms of the Stock Option Plan. Discounted market price means the market price less a discount of up to 25% if the market price is \$0.50 or less; up to 20% if the market price is between \$2.00 and \$0.51; and up to 15% if the market price is greater than \$2.00. Where the exercise price of the Option is based on a discounted market price, a four-month hold period will apply to all NTH Shares issued under each Option, commencing from the NTH Award Date. A four-month hold period will also apply to all NTH Shares issued under any Option granted to a director, officer or Insider (as such term is defined by the TSXV) of the Corporation, regardless of whether the Option was granted at market or discounted market price.

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

Shareholder Approval

Shareholders will be asked at the Meeting to approve, with or without variation, the following resolution (the "Stock Option Plan Resolution"):

IT IS RESOLVED:

That the Corporation's Option Plan, as described in the Corporation's management information circular dated June 5, 2025, be and it is hereby ratified and approved, subject to regulatory approval;

THAT in connection therewith, a maximum of 10% of the issued and outstanding common shares of the Corporation at the time of each grant be and are hereby approved for granting as options; and

THAT the Board of Directors be and is hereby authorized, without further shareholder approval, to make such changes to the Share Option Plan as may be required or approved by regulatory authorities.



**Nord Precious Metals Mining
Inc.**

3028 Quadra Court
Coquitlam, B.C., V3B 5X6

www.nordpreciousmetals.com.

**NOTICE OF CHANGE OF AUDITOR
(the "Notice")**

McGovern Hurley LLP, Chartered Professional Accountants
SHIM & Associates LLP Chartered Professional Accountants
British Columbia Securities Commission
Alberta Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Quebec Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Financial and Consumer Affairs Authority (Saskatchewan)
Office of the Superintendent of Securities Newfoundland and Labrador
PEI Office of the Superintendent of Securities Office (Prince Edward Island)
TSX Venture Exchange

TAKE NOTICE THAT:

Pursuant to Part 4.11 of National Instrument 51-102, Nord Precious Metals Mining Inc. (the "Company") hereby gives notice and confirms that:

1. McGovern Hurley LLP, Chartered Professional Accountants (the "Former Auditor") has resigned as auditor of the Company, at the request of the Company, effective April 14, 2025 and the firm of SHIM & Associates LLP Chartered Professional Accountants (the "Successor Auditor") be appointed by the directors of the Company effective April 14, 2025.
2. The resignation of the Former Auditor and the appointment of SHIM & Associates LLP Chartered Professional Accountants were considered and approved by the Audit Committee and the board of directors of the Company.
3. The audit reports of the Former Auditor on the financial statements of the Company for the fiscal years ended December 31, 2023 and December 31, 2022 did not contain any reservation. The Former Auditor has not reported on any financial statements of the Company subsequent to December 31, 2023, the most recently completed period for which its audit report was issued.
4. There are no reportable events as defined in Part 4.11 of National Instrument 51-102 between the Company and the Former Auditor.

DATED the 14th day of April, 2025

NORD PRECIOUS METALS MINING INC.

Frank J. Basa
Chair of the Audit Committee

McGovern Hurley

Audit. Tax. Advisory.

April 14, 2025

British Columbia Securities Commission
Alberta Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Quebec Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Financial and Consumer Affairs Authority (Saskatchewan)
Office of the Superintendent of Securities Newfoundland and Labrador
PEI Office of the Superintendent of Securities Office (Prince Edward Island)
TSX Venture Exchange

Dear Sirs/Mesdames:

We have reviewed the information contained in the Notice of Change of Auditor of Nord Precious Metals Mining Inc. dated April 14, 2025 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102. Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to the successor auditor.

Yours truly,

McGovern Hurley LLP



Chartered Professional Accountants
Licensed Public Accountants



SHIM & Associates LLP
Chartered Professional Accountants
Suite 900 – 777 Hornby Street
Vancouver, B.C. V6Z 1S4
T: 604 559 3511 | F: 604 559 3501

14 April 2025

British Columbia Securities Commission
Alberta Securities Commission
Manitoba Securities Commission
Ontario Securities Commission
Quebec Securities Commission
Nova Scotia Securities Commission
Financial and Consumer Services Commission (New Brunswick)
Financial and Consumer Affairs Authority (Saskatchewan)
Office of the Superintendent of Securities Newfoundland and Labrador
PEI Office of the Superintendent of Securities Office (Prince Edward Island)
TSX Venture Exchange Inc.

RE: Nord Precious Metals Mining Inc. (the “Company”)
Notice Pursuant to National Instrument 51-102 - Change of Auditor

Dear Sirs:

As required by National Instrument 51-102 and in connection with our proposed engagement as auditor of the Company, we have reviewed the information contained in the Company's Notice of Change of Auditor, dated 14 April 2025 and agree with the information contained therein, based upon our knowledge of the information relating to the said notice and of the Company at this time.

Yours truly,

SHIM & Associates LLP

SHIM & Associates LLP
Chartered Professional Accountants

The Board recommends that Shareholders vote FOR the Stock Option Plan Resolution. Unless a Shareholder has specifically instructed in the form of proxy or VIF that the NTH Shares represented by such proxy or VIF are to be voted against the Stock Option Plan Resolution, the persons named in the proxy or VIF will vote FOR the Stock Option Plan Resolution.

In order to be adopted, the Stock Option Plan Resolution must be approved by a majority of the votes cast by the holders of NTH Shares present in person or represented by proxy at the Meeting.

OTHER MATTERS WHICH MAY COME BEFORE THE MEETING

As of the date of this Information Circular, management knows of no matters to come before the Meeting other than as set forth in the Notice of Meeting. However, if other matters not known to the management should properly come before the Meeting, the accompanying proxy will be voted on such matters in accordance with the best judgment of the persons voting the proxy.

ADDITIONAL INFORMATION

Additional information relating to the Corporation and its operations is available on SEDAR+ at www.sedarplus.ca. Financial information concerning the Corporation is provided in its comparative financial statements and management's discussion and analysis ("MD&A") for the Corporation's most recently completed financial year ended December 31, 2023. Copies of this information are available by contacting the Corporation at its offices located at 3028 Quadra Court, Coquitlam, BC, V3B 5X6 or by phone at 819-797-4144.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the Board. Dated this 5th day of June, 2025.

BY ORDER OF THE BOARD OF DIRECTORS

Per: *"Frank J. Basa"*

Frank J. Basa
President, CEO & Director

