GETCHELL GOLD CORP.
www.getchellgold.com

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

TAKE NOTICE that the annual general meeting (the "**Meeting**") of the shareholders of Getchell Gold Corp. (the "**Company**") will be held at 1200 – 750 West Pender St., Vancouver BC V6C 2T8 on: **December 7, 2026**, at 2:00 P.M. (PT) for the following purposes:

1. to receive the consolidated financial statements of the Company for the years ended March 31, 2026 and 2025, together with the report of the auditor thereon;

2. to fix the number of directors of the Company at five (5);

3. to elect directors of the Company for the ensuing year;

4. to appoint Crowe MacKay LLP, Chartered Professional Accountants as the auditor of the Company for the ensuing year and to authorize the directors to fix the remuneration of the auditor; and

5. to transact any other business which may properly come before the Meeting, or any adjournment or postponement thereof.

Accompanying this Notice of Meeting is an information circular (the "**Information Circular**"), a form of proxy ("**Proxy**") or voting instruction form ("**VIF**"), and a financial statement request form for use by shareholders who wish to receive the Company's interim and/or annual financial statements. The Information Circular provides more detailed information relating to the matters to be addressed at the Meeting and forms part of this Notice.

Notice-and-access – As permitted by Canadian securities regulators, the Company is using "notice-and-access" to deliver the Information Circular to registered and non-registered shareholders. This means that the Information Circular is being posted online for you to access, rather than being mailed out. This Notice includes information on how to access the Information Circular online and how to request a paper copy.

SHAREHOLDERS ARE REMINDED TO READ THE INFORMATION CIRCULAR CAREFULLY BEFORE VOTING.

Where you can access the Information Circular – The Information Circular can be accessed online at the Company's website at https://www.getchellgold.com, and under the Company's profile on SEDAR+ at www.sedarplus.ca.

The board of directors of the Company has fixed the close of business on October 21, 2026 as the record date for determining the shareholders who are entitled to receive notice of, and to vote at, the Meeting or any adjournment or postponement of the Meeting. A shareholder entitled to vote at the Meeting is entitled to appoint a proxyholder to attend and vote in his/her stead.

Registered shareholders may attend the Meeting virtually by contacting Mike Sieb, President at info@getchellgold.com or (647) 249-4798 to obtain a dial-in number that will permit them to attend the Meeting by conference call. Please note that if you plan to attend the Meeting by conference call, you **must** vote your securities using the method set out in the enclosed Proxy or VIF. Due to issues related to the verification of Shareholder identity, those attending the Meeting by conference call will not be permitted to vote at the Meeting.

Voting

Registered Shareholders – Registered shareholders have the right to attend the Meeting or vote by Proxy. In order to vote by Proxy, the completed Proxy must be received by the Company's registrar and transfer agent, Endeavor Trust Corporation (the "**Transfer Agent**") at least 48 hours (excluding Saturdays, Sundays and holidays recognized in the Province of British Columbia) prior to the scheduled time of the Meeting, or any adjournment or postponement thereof. Registered shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Transfer Agent in accordance with the instructions on the Proxy.

Non-Registered Holders – Non-registered holders of Company shares may not be recognized directly at the Meeting for the purposes of voting. If you are a non-registered holder of Company shares and have received this Notice of Meeting and accompanying materials through an intermediary, such as an investment dealer, broker, custodian, administrator or other nominee, or a clearing agency in which the intermediary participates, please complete and return the VIF provided to you in accordance with the instructions provided therein.

How to request a paper copy of the Information Circular – Upon request, the Company will provide a paper copy of the Information Circular to any shareholder, free of charge, for a period of one year from the date the Information Circular is filed on SEDAR+. You may request a paper copy before the Meeting by emailing proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888. If your request is made before the date of the Meeting, the Information Circular will be sent to you within three business days of receipt of your request. If the request is made on or after the date of the Meeting, the Information Circular will be sent to you within ten calendar days of receiving your request. To ensure receipt of the paper copy in advance of the voting deadline and Meeting date, we estimate that your request must be received no later than 2:00 p.m. (PT) on November 23, 2026 (ten business days before the Meeting). Disclosure regarding (1) fixing the number of directors, (2) election of directors, and (3) appointment of the Company's auditor, may be found in the section titled *"Particulars of Matters to be Acted Upon"* in the Information Circular.

If you have any questions about notice and access, procedures required to qualify to vote at the Meeting or about obtaining and depositing the required Proxy, you should contact the Transfer Agent by emailing proxy@endeavortrust.com or by calling toll-free at 1-888-787-0888.

DATED this 21st day of October, 2026.

ON BEHALF OF THE BOARD OF DIRECTORS

By: *"Mike Sieb"*
Mike Sieb, President

Whether or not you expect to attend the Meeting, please submit the accompanying Proxy or VIF well in advance of the voting deadline of 2:00 p.m. (Pacific Time) on December 3, 2026 or no later than 48 hours (excluding Saturdays, Sundays and holidays) prior to the time to which the Meeting may be adjourned or postponed. The accompanying Information Circular provides further information respecting proxies and the matters to be considered at the Meeting and is deemed to form part of this notice of meeting.



www.getchellgold.com

MANAGEMENT INFORMATION CIRCULAR
AS AT OCTOBER 21, 2026

This management information circular ("Information Circular") is furnished in connection with the solicitation of proxies by management of Getchell Gold Corp. (the "Company") for use at the annual general meeting (the "Meeting") of the shareholders of the Company ("Shareholders") to be held on December 7, 2026 and any adjournment or postponement thereof, for the purposes set forth in the attached Notice of Annual General Meeting. Except where otherwise indicated, the information contained herein is stated as of October 21, 2026.

In this Information Circular, references to the "**Company**" and "**we**" refer to Getchell Gold Corp. "**Common Shares**" means common shares without par value in the capital of the Company. "**Registered Shareholders**" means Shareholders whose names appear on the records of the Company as the registered holders of Common Shares. "**Non-Registered Shareholders**" means Shareholders who do not hold Common Shares in their own name. "**Intermediaries**" refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Non-Registered Shareholders. Unless otherwise indicated, all references to "$" or "dollars" in this Information Circular means Canadian Dollars.

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 Company. The Company will bear all costs of this solicitation. We have arranged to send Meeting materials directly to Registered Shareholders, as well as Non-Registered Shareholders who have consented to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (non-objecting beneficial owners) ("**NOBOs**"). We have not arranged for Intermediaries to forward the Meeting materials to Non-Registered Shareholders who have objected to their ownership information being disclosed by the Intermediary holding the Common Shares on their behalf (objecting beneficial owners) ("**OBOs**"). As a result, OBOs will not receive the Information Circular and associated Meeting materials unless their Intermediary assumes the costs of delivery.

NOTICE AND ACCESS PROCESS

The Company has decided to use the notice and access model ("**Notice and Access**") provided for under amendments to National Instrument 54-101 for the delivery of the Information Circular, consolidated financial statements for the years ended March 31. 2026 and 2025 and management's discussion and analysis for the year ended March 31, 2026 (the "**Circular and Financials**") to Shareholders for the Meeting. The Company has adopted this alternative means of delivery in order to further its commitment to environmental sustainability and to reduce its printing and mailing costs.

Under Notice and Access, instead of receiving printed copies of the Circular and Financials, Shareholders receive a Notice with information on the Meeting date, location and purpose, as well as information on how they may access the Circular and Financials electronically.

Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Circular and Financials with the Notice.

Appointment and Revocation of Proxies

The individuals named in the accompanying form of proxy (the "**Proxy**") are officers of the Company or solicitors for the Company. **If you are a Registered Shareholder, you have the right to attend the Meeting or vote by proxy and to appoint a person or company other than the person designated in the Proxy, who need not be a Shareholder, 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.

If you are a Registered Shareholder, you may wish to vote by proxy whether or not you are able to attend the Meeting. Registered Shareholders electing to submit a Proxy may do so by completing, dating and signing the enclosed form of Proxy and returning it to the Company's transfer agent, Endeavor Trust Corporation ("**Endeavor**"), in accordance with the instructions on the Proxy.

In all cases you should ensure that the Proxy is received at least 48 hours (excluding Saturdays, Sundays and holidays) before the Meeting or the adjournment or postponement thereof at which the Proxy is to be used.

Every Proxy may be revoked by an instrument in writing:

(i) executed by the Shareholder or by his/her attorney authorized in writing or, where the Shareholder is a company, by a duly authorized officer or attorney of the company; and

(ii) delivered either to the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting or any adjournment or postponement thereof, at which the Proxy is to be used, or to the chairman of the Meeting on the day of the Meeting or any adjournment or postponement thereof,

or in any other manner provided by law.

Only Registered Shareholders have the right to revoke a Proxy. Non-Registered Shareholders who wish to change their vote must, at least seven days before the Meeting, arrange for their respective Intermediaries to revoke the Proxy on their behalf. If you are a Non-Registered Shareholder, see "*Voting by Non-Registered Shareholders*" below for further information on how to vote your Common Shares.

Registered Shareholders may attend the Meeting by conference call, by contacting Mike Sieb, President at info@getchellgold.com or (647) 249-4798 to obtain a dial-in number that will permit them to attend the Meeting by conference call. Please note that if you plan to attend the Meeting by conference call, you **must** vote your securities using the method set out in the enclosed Proxy. Due to issues related to the verification of Shareholder identity, voting will not be permitted at the Meeting for Registered Shareholders and validly appointed proxyholders who choose to attend the Meeting by conference call.

Exercise of Discretion by Proxyholder

If you vote by proxy, the persons named in the Proxy will vote or withhold from voting the Common Shares represented thereby in accordance with your instructions 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 confers discretionary authority on the persons named therein with respect to:

(i) each matter or group of matters identified therein for which a choice is not specified;

(ii) any amendment to or variation of any matter identified therein;

(iii) any other matter that properly comes before the Meeting; and

(iv) exercise of discretion of the proxyholder.

In respect of a matter for which a choice is not specified in the Proxy, the persons named in the Proxy will vote the Common Shares represented by the Proxy for the approval of such matter. Management is not currently aware of any other matters that could come before the Meeting.

Voting by 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.

If Common Shares are listed in an account statement provided to a Shareholder by an Intermediary, then in almost all cases those Common Shares will not be registered in the Shareholder's name on the records of the Company. Such Common Shares will more likely be registered under the name of the Shareholder's Intermediary or an agent of that Intermediary. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. as nominee for The Canadian Depositary for Securities Limited (which acts as depositary for many Canadian brokerage firms and custodian banks), and in the United States, under the name of Cede & Co. as nominee for The Depository Trust Company (which acts as depositary for many United States brokerage firms and custodian banks). In accordance with securities regulatory policies, the Company has distributed copies of the Notice of Meeting and the form of Proxy and made the Circular and Financials available (collectively, the "**Meeting Materials**") to the clearing agencies, directly to the Intermediaries and/or directly to NOBOs using Notice and Access.

If you have consented to disclosure of your ownership information, you will receive a request for voting instructions from your intermediary. If you have declined to disclose your ownership information, you may receive a request for voting instructions from your Intermediary if they have assumed the cost of delivering the Information Circular and associated Meeting materials. Every Intermediary has its own mailing procedures and provides its own return instructions to clients. However, most Intermediaries now delegate responsibility for obtaining voting instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in the United States and in Canada.

The Meeting Materials are made available to both Registered Shareholders and Non-Registered Shareholders using Notice and Access. If you are a Non-Registered Shareholder, you should carefully follow the instructions on the voting instruction form received from Broadridge in order to ensure that your Common Shares are voted at the Meeting. The voting instruction form supplied to you will be similar to the Proxy provided to the Registered Shareholders by the Company. However, its purpose is limited to instructing the Intermediary on how to vote on your behalf.

The voting instruction form sent by Broadridge will name the same persons as the Company's proxy to represent you at the Meeting. **Although as a Non-Registered Shareholder you may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of your Intermediary, you, or a person designated by you (who need not be a Shareholder), may attend at the Meeting as proxyholder for your Intermediary and vote your Common Shares in that capacity.** To exercise this right to attend the Meeting or appoint a proxyholder of your own choosing, you should insert your own name or the name of the desired representative in the blank space provided in the voting instruction form. Alternatively, you may provide other written instructions requesting that you or your desired representative attend the Meeting as proxyholder for your Intermediary. The completed voting instruction form or other written instructions must then be returned in accordance with the instructions on the form.

If you receive a voting instruction form from Broadridge, you cannot use it to vote Common Shares directly at the Meeting. The voting instruction form must be completed as described above and returned in accordance with its instructions well in advance of the Meeting in order to have the Common Shares voted.

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

No person or company has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in matters to be acted upon at the Meeting other than the election of directors. For the purpose of this paragraph, "person" shall include each of the following persons or companies: (a) if the solicitation is made by or on behalf of management of the Company, each person who has been a director, senior officer or insider of the Company at any time since the beginning of the Company's last financial year; (b) if the solicitation is made other than by or on behalf of management of the Company, each person or company by whom, or on whose behalf, directly or indirectly, the solicitation is made; (c) each proposed nominee for election as a director of the Company; and (d) each associate or affiliate of any of the persons or companies included in (a) to (c).

RECORD DATE AND QUORUM

The board of directors of the Company (the "**Board**") has fixed the record date for the Meeting as the close of business on October 21, 2026 (the "**Record Date**"). Shareholders of record as at the Record Date are entitled to receive notice of the Meeting and to vote their Common Shares at the Meeting, except to the extent that any such Shareholder transfers any Common Shares after the Record Date and the transferee of those Common Shares establishes that the transferee owns the Common Shares and demands, not less than ten (10) days before the Meeting, that the transferee's name be included in the list of Shareholders entitled to vote at the Meeting, in which case, only such transferee shall be entitled to vote such Common Shares at the Meeting.

Under the Company's articles, the quorum for the transaction of business at a meeting of Shareholders is one person who is a Shareholder, or who is otherwise permitted to vote shares of the Company at a meeting of Shareholders pursuant to the articles, present in person or by Proxy.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

On the Record Date there were 204,208,766 Common Shares issued and outstanding, with each Common Share carrying the right to one vote. Only Shareholders of record at the close of business on the Record Date will be entitled to vote at the Meeting or any adjournment or postponement thereof.

To the knowledge of the directors and executive officers of the Company, as of the date of this Information Circular, the Shareholders who beneficially own, or exercise control or direction over, directly or indirectly, Common Shares carrying 10% or more of the votes attached to Common Shares are:

Name	Number of Common Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly[(1)]	Approximate Percentage of Total Outstanding Common Shares of the Company
Bob Bass	21,002,543[(2)]	10.28%

Notes:

(1) The above information was derived from the shareholder list maintained by the Company's registrar and transfer agent, or from insider and beneficial ownership reports available at www.sedi.com and www.sedarplus.ca.

(2) 19,665,744 of the Common Shares are held through Bass Research Ltd., a company 100% owned and controlled by Mr. Bass, and 298,000 of these Common Shares are held by Mr. Bass' spouse.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Company's directors, the only matters to be placed before the Meeting are those set forth in the accompanying Notice of Meeting and discussed below.

PRESENTATION OF FINANCIAL STATEMENTS

The consolidated financial statements of the Company for the years ended March 31, 2026 and 2025 together with the auditor's report thereon, will be placed before the Meeting. The Company's financial statements are available on the System for Electronic Document Analysis and Retrieval (SEDAR+) website at www.sedarplus.ca.

ELECTION OF DIRECTORS

The Company proposes to fix the number of directors of the Company at five (5) and to nominate the persons listed below for election as directors. Each director will hold office until the next annual general meeting of the Company or until his successor is elected or appointed, unless his office is earlier vacated. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names of the management nominees; their positions and offices in the Company; their principal occupations; the period of time that they have been directors of the Company; and the number of Common Shares which each beneficially owns or over which control or direction is exercised, directly or indirectly.

Name, Residence and Present Position within the Company	Director Since	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised[(1)]	Principal Occupation[(1)]
Michael Sieb President and Director British Columbia, Canada	Dec 4, 2018	559,500[(2)]	Geologist. Director since December 4, 2018. President of the Company since July 15, 2020.
Bob Bass Chairman and Director Ontario, Canada	February 27, 2024	21,002,543[(3)]	Principal at Bass Associates Professional Corporation.

Name, Residence and Present Position within the Company	Director Since	Number of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Discretion is Exercised[1]	Principal Occupation[1]
Robert Christopher Bass[4][5] Director Ontario, Canada	February 27, 2024	2,209,533	Chief Executive Officer of InventoRR MD Inc.
Michael Hobart[4][5] Director Ontario, Canada	May 22, 2024	60,833	Partner at Fogler, Rubinoff LLP
Marc Henderson[4][5] Director Ontario, Canada	September 3, 2025	1,000,000	President and Chief Executive Officer of Laramide Resources Ltd.

Notes:

(1) The information as to principal occupation, business or employment and Common Shares beneficially owned or controlled is not within the knowledge of management of the Company and has been furnished by the respective nominees. Unless otherwise stated above, any nominees named above have held the principal occupation or employment indicated for at least the five preceding years.

(2) 100,000 of these Common Shares are held by Mr. Sieb's spouse.

(3) 19,665,744 of the Common Shares are held through Bass Research Ltd., a company 100% owned and controlled by Mr. Bass, and 298,000 of these Common Shares are held by Mr. Bass' spouse.

(4) Member of the Audit Committee.

(5) Member of the Compensation Committee.

To the knowledge of the Company, no proposed director of the Company:

(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 the 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;

(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 or executive officer;

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

(e) has been subject to any 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.

For the purposes of subsection (a) above, "order" means:

(i) a cease trade order;
(ii) an order similar to a cease trade order; or
(iii) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for more than 30 consecutive days.

APPOINTMENT OF AUDITOR

At the Meeting, Shareholders will be asked to approve the appointment of the auditor of the Company. Management is recommending that Shareholders vote to appoint Crowe MacKay LLP, Chartered Professional Accountants, ("**Crowe MacKay**") of 1400 - 1185 West Georgia Street, Vancouver, British Columbia, V6E 4E6, as the Company's auditor until the next annual meeting of the Shareholders, and to authorize the directors to fix the remuneration of the auditor.

Crowe MacKay were first appointed as auditors for the Company in September 2026. A copy of the reporting package required by National Instrument 51-102 with respect to the resignation of Smythe LLP, Chartered Professional Accountants ("**Smythe**") and the appointment of Crowe MacKay as auditors for the Company, including the Notice of Change of Auditor, a letter from Smythe, and a letter from Crowe MacKay are attached to this Information Circular as Schedule "B".

OTHER BUSINESS

As of the date of this Information Circular, management of the Company knows of no other matters to be acted upon at the Meeting. However, should any other matters properly come before the Meeting, the Common Shares represented by the Proxy solicited hereby will be voted on such matters in accordance with the best judgment of the persons voting the Common Shares represented by the Proxy.

STATEMENT OF EXECUTIVE COMPENSATION

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

(a) each individual who, during any part of the Company's most recently completed financial year, served as the Company's chief executive officer ("**CEO**"), including an individual performing functions similar to a chief executive officer;

(b) each individual who, during any part of the Company's most recently completed financial year, served as the Company's chief financial officer ("**CFO**"), including an individual performing functions similar to a chief financial officer;

(c) in respect of the Company and its subsidiaries, the most highly compensated executive officer, other than the CEO and the CFO, at the end of the Company's most recently completed financial year whose total compensation was more than C$150,000 for that financial year; and

(d) each individual who would be a named executive officer under paragraph (c) above but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year.

As at the end of the Company's most recently completed financial year ended March 31, 2026, the Company had two NEOs, whose names and positions held within the Company are set out in the summary compensation table below.

DIRECTOR AND NAMED EXECUTIVE OFFICER COMPENSATION

Director and Named Executive Officer Compensation, excluding Compensation Securities

The following table provides a summary of compensation (excluding compensation securities) paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company, or a subsidiary of the Company, to each NEO and director for services provided and for services to be provided, directly or indirectly, to the Company or a subsidiary of the Company, for each of the Company's two most recently completed financial years ended March 31, 2026 and March 31, 2025.

Table of compensation excluding compensation securities							
Name and position	**Year Ended March 31**	**Salary, consulting fee, retainer or Commission ($)**	**Bonus ($)**	**Committee or meeting Fees ($)**	**Value of Perquisites ($)**	**Value of all other compensation ($)**	**Total compensation ($)**
Mike Sieb[(1)] *President and Director*	2026	$216,000	Nil	Nil	Nil	Nil	$216,000
	2025	$198,000	Nil	Nil	Nil	Nil	$198,000
William S. Wagener[(2)] *Corporate Secretary*	2026	$82,938[(3)]	Nil	Nil	Nil	Nil	$82,938
	2025	$68,556[(3)]	Nil	Nil	Nil	Nil	$68,556
Natasha Tsai *CFO*	2026	$44,600[(4)]	Nil	Nil	Nil	Nil	$44,600
	2025	$42,980[(4)]	Nil	Nil	Nil	Nil	$42,980
Bob Bass *Chairman and Director*	2026	$54,000	Nil	Nil	Nil	Nil	$54,000[(5)]
	2025	$54,000	Nil	Nil	Nil	Nil[(9)]	$54,000 [(5)(6)(7)]
Robert Christopher Bass *Director*	2026	$15,000	Nil	Nil	Nil	Nil	$15,000[(8)]
	2025	$16,250	Nil	Nil	Nil	Nil	$16,250[(8)(9)]
Michael Hobart *Director*[(10)]	2026	$15,000	Nil	$3,000	Nil	Nil	$18,000
	2025	$15,000	Nil	Nil	Nil	Nil	$15,000
Marc Henderson *Director* [(11)]	2026	$8,750	Nil	$1,750	Nil	Nil	$10,500
	2025	N/A	N/A	N/A	N/A	N/A	N/A
Scott Frostad[(12)] *Former VP of Exploration*	2026	Nil	Nil	Nil	Nil	Nil	Nil
	2025	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Mr. Sieb's total compensation was $216,000 for the year ended 2026 and $198,000 for the year ended 2025 for his position as President. Mr. Sieb's total compensation was $Nil for the year ended 2026 and $Nil for the year ended 2025 for his position as a director of the Company. Please see *"Employment, Consulting and Management Agreements" regarding the consulting agreement with Mr. Sieb.*

(2) Mr. Wagener resigned as CEO and a director of the Company on August 31, 2024. Mr. Wagener's total compensation was $82,938 for the year ended 2026 for his position as Corporate Secretary and $68,556 for the year ended 2025 for his position as former CEO and Corporate Secretary of the Company. Mr. Wagener's total compensation was $Nil for the year ended 2025 for his position as a former director of the Company. During the year ended March 31, 2026, the Company has issued an aggregate of 141,172 common shares to Mr. Wagener for consulting fees, and during the year ended March 31, 2025, the Company has issued an aggregate of 56,512 common shares to Mr. Wagener for consulting fees. Please see *"Employment, Consulting and Management Agreements" regarding the consulting agreement with Mr. Wagener.*

(3) Paid to Minergy Group LLC, a private company wholly owned and controlled by Mr. Wagener.

(4) Paid to Malaspina Consultants Inc., a private company of which Ms. Tsai is a minority shareholder and managing director. Please see *"External Management Companies" regarding the consulting agreement with Malaspina Consultants Inc.*

(5) On May 15, 2024, the Company agreed to engage Mr. Bass to provide services as a director in consideration of a monthly fee of $4,500, which fees may be paid monthly in cash or common shares of the Company. As of March 31, 2026, the Company has issued an aggregate of 244,808 common shares to Mr. Bass for director fees, and as of March 31, 2025, the Company has issued an aggregate of 457,031 common shares to Mr. Bass for director fees. Please see *"Employment, Consulting and Management Agreements" regarding the director's agreement with Mr. Bass.*

(6) On May 9, 2024, the Company issued 40,909 common shares at deemed price of $0.11 in full and final settlement of debt owed by the Company to Mr. Bass in the amount of $4,500, for accrued director fees rendered for March 2024.

(7) On March 6, 2025, the Company issued 18,222 common shares at a deemed price of $0.24 per share to Mr. Bass to settle approximately $4,373 in debt for unpaid directors' fees.

(8) On May 15, 2024, the Company agreed to engage Mr. Bass to provide services as a director in consideration of a monthly fee of $1,500, which fees may be paid monthly in cash or common shares of the Company. On August 19, 2024, Mr. Bass' director fees were reduced from $1,500 to $1,250 per month. As of March 31, 2026, the Company has issued an aggregate of 67,996 common shares to Mr. Bass for director fees, and as of March 31, 2025, the Company has issued an aggregate of 145,744 common shares to Mr. Bass for director fees. Please see *"Employment, Consulting and Management Agreements" regarding the director's agreement with Mr. Bass.*

(9) On May 9, 2024, the Company issued 13,636 common shares at deemed price of $0.11 in full and final settlement of debt owed by the Company to Mr. Bass in the amount of $1,500, for accrued director fees rendered for March 2024.

(10) Since June 2024, the Company has paid Mr. Hobart a monthly fee of $1,500 (of which $1,250 is for director's fees and $250 is for each committee chair role Mr. Hobart holds. Mr. Hobart's total compensation was $15,000 for the year ended 2026 and $12,500 for the year ended 2025 for his position as a director of the Company. Mr. Hobart's total compensation was $3,000 for the year ended 2026 for his positions as Chair of the compensation committee of the Company and former Chair of the audit committee of the Company, and $2,500 for the year ended 2025 for his position as former Chair of the audit committee of the Company. Please see *"Employment, Consulting and Management Agreements" regarding the arrangement with Mr. Hobart.*

(11) Mr. Henderson was appointed as a director of the Company on September 3, 2025. Mr. Henderson's total compensation was $10,500 for the year ended 2026 for his position as a director of the Company (of which an aggregate of $1,750 was for Mr. Henderson's role as Chair of the audit committee of the Company).

(12) Mr. Frostad resigned as VP of Exploration on August 25, 2025.

External Management Companies

On January 2, 2026, the Company entered into an agreement with Malaspina Consultants Inc. ("**Malaspina**") pursuant to which Malaspina is paid a monthly fee of $3,850 for certain accounting and administrative consulting services (the "**Reporting Services**"), and for Natasha Tsai acting as the Company's CFO (the "**CFO Services**"), on a non-exclusive basis. The agreement commenced on January 2, 2026 and will continue until otherwise terminated by either party. The Reporting Services may be terminated by either party by giving 60 days written notice to the counterparty. The CFO Services may be terminated by Malaspina at any time with immediate effect upon written notice to the Company. For clarity, the termination by Malaspina of the provision of the CFO Services does not impact upon the provision of the Reporting Services which will continue in effect unless terminated in accordance with the agreement. Pursuant to the agreement, the Company agreed to grant Malaspina and/or Natasha Tsai stock options from time to time, as determined by the Board.

Other than as disclosed above, the Company is not party to any agreement or arrangement with an external management company under which compensation was paid, during the Company's most recently completed financial year, or is payable, in respect of director or executive management services provided to the Company.

Stock Options and Other Compensation Securities

The following table provides a summary of compensation securities granted or issued to each director and NEO by the Company or one of its subsidiaries in the most recently completed financial year ended March 31, 2026 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**
Mike Sieb *President and Director*	-	Nil	-	-	-	-	-
William S. Wagener *Corporate Secretary*	-	Nil	-	-	-	-	-
Natasha Tsai *CFO*	-	Nil	-	-	-	-	-
Bob Bass *Chairman and Director*	-	Nil	-	-	-	-	-
Robert Christopher Bass *Director*	-	Nil	-	-	-	-	-
Michael Hobart *Director*	Stock Options	100,000 (1.29%)	October 9, 2025	$0.38	$0.385	$0.25	October 9, 2030
Marc Henderson *Director*	Stock Options	250,000 (3.23%)	October 9, 2025	$0.38	$0.385	$0.25	October 9, 2030
Scott Frostad *Former VP of Exploration*	-	Nil	-	-	-	-	-

Notes:

(1) Percentage based on the Company's 7,745,000 issued and outstanding stock options as at March 31, 2026.
(2) As of March 31, 2026, Mr. Sieb held 990,000 stock options and 400,000 RSUs.
(3) As of March 31, 2026, Mr. Wagener held 590,000 stock options and 372,500 RSUs.
(4) As of March 31, 2026, Ms. Tsai held 225,000 stock options.
(5) As of March 31, 2026, Mr. Bass held 1,250,000 stock options and 1,000,000 RSUs.
(6) As of March 31, 2026, Mr. Bass held 750,000 stock options and 150,000 RSUs.
(7) As of March 31, 2026, Mr. Hobart held 350,000 stock options and 150,000 RSUs.
(8) As of March 31, 2026, Mr. Henderson held 250,000 stock options.
(9) As of March 31, 2026, Mr. Frostad held nil stock options. Mr. Frostad resigned as VP of Exploration on August 25, 2025.

Compensation securities were exercised by NEOs and/or directors during the Company's most recently completed financial year as follows:

Exercise of Compensation Securities by Directors and NEOs							
Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price of security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)**
William S. Wagener *Corporate Secretary*	Stock Options	150,000 common shares	$0.08	July 3, 2025	$0.22	$0.14	$12,000

Stock option plans and other incentive plans

Omnibus Equity Incentive Plan

The Company has in place a Omnibus Equity Incentive Compensation Plan (the "**Plan**") that was last approved by Shareholders at the Company's annual general meeting held on December 10, 2024. The Plan replaced the Company's previous 10% rolling stock option plan. In accordance with the policies of the Canadian Securities Exchange (the "**CSE**"), the Plan must be approved by the Shareholders within three years after institution and within every three years thereafter. The Plan will need to be re-approved by Shareholders at the Company's annual general meeting by December 10, 2027.

The purpose of the Plan is to provide an incentive to directors, officers, employees, consultants, and registered charities to acquire a proprietary interest in the Company, to continue their participation in the affairs of the Company and to increase their efforts on behalf of the Company.

Terms of the Plan

The following summary of the Plan does not purport to be complete and is qualified in its entirety by reference to Plan.

The Plan will be administered by the Board (or a committee thereof) and will provide that the Board may from time to time, in its discretion, and in accordance with requirements of the CSE, grant to eligible Participants (as defined in the Plan), non-transferable awards (the "**Awards**"). Such Awards include options ("**Options**"), restricted share units ("**RSUs**"), share appreciation rights ("**SARs**"), deferred share units ("**DSUs**"), and performance share units ("**PSUs**").

The number of Common Shares reserved for issuance pursuant to Options, RSUs, SARs, DSUs and PSUs granted under the Plan will not, in the aggregate, exceed 10% of the then issued and outstanding Common Shares, on a rolling basis.

The maximum number of Common Shares for which Awards may be issued to any one Participant in any 12-month period shall not exceed 5% of the outstanding Common Shares, unless disinterested shareholder approval as required by the policies of the CSE is obtained, or 2% in the case of a grant of Awards to any consultant or persons (in the aggregate) retained to provide Investor Relations Activities (as defined by the CSE).

Eligible Charitable Organizations (as defined in the Plan) are only eligible to receive Options under the Plan, which must expire on or before the earlier of (i) the date that is 10 years from the date of the grant of the Option, and (ii) the 90th day following the date that the holder of the Option ceases to be an Eligible Charitable Organization. The maximum number of Common Shares for which Options may be awarded, in aggregate, to Eligible Charitable Organizations is 1.0% of the issued and outstanding Common Shares at the date the Award is granted.

On a Change of Control (as defined in the Plan) of the Company, the Board shall have discretion as to the treatment of Awards, including whether to (i) accelerate, conditionally or otherwise, on such terms as it sees fit, the vesting date of any Awards; (ii) permit the conditional exercise of any Awards, on such terms as it sees fit; (iii) otherwise amend or modify the terms of any Awards; and (iv) terminate, following the successful completion of a Change of Control, on such terms as it sees fit, the Awards not exercised prior to the successful completion of such Change of Control. If there is a Change of Control, any Awards held by a Participant shall automatically vest following such Change of Control, on the Termination Date (as defined in the Plan), if the Participant is an employee, officer or a director and their employment, or officer or director position is terminated or they resign

for Good Reason (as defined in the Plan) within 12 months following the Change of Control, provided that no acceleration of Awards shall occur in the case of a Participant that was retained to provide Investor Relations Activities unless the approval of the CSE is either obtained or not required.

The following is a summary of the various types of Awards issuable under the Plan.

Options

Each Option entitles the holder thereof to purchase a prescribed number of Common Shares at an exercise price determined by the Board, and until the expiry date determined by the Board, at the time of the grant of the Option, subject to requirements of the CSE. Subject to a limited extension if an Option expires during a Black-Out Period (as defined in the Plan), Options may be exercised for a period of up to ten years after the grant date, provided that: (i) upon a Participant's termination for Cause (as defined in the Plan), all Options, whether vested or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested Options as at the Termination Date shall automatically and immediately vest, and all vested Options will continue to be subject to the Plan and be exercisable for a period of 90 days after the Termination Date; (iii) in the case of the Disability (as defined in the Plan) of a Participant, all Options shall remain and continue to vest (and be exercisable) in accordance with the terms of the Plan for a period of 12 months after the Termination Date, provided that any Options that have not been exercised (whether vested or not) within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such Options, to determine whether to accelerate the vesting of such Options, cancel such Options with or without payment, and determine how long, if at all, such Options may remain outstanding following the Termination Date, provided, however, that in no event shall such Options be exercisable for more than 12 months after the Termination Date; (v) subject to paragraph (vi) below, in all other cases where a Participant ceases to be eligible under the Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested Options shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested Options will continue to be subject to the Plan and be exercisable for a period of 90 days after the Termination Date.

In no event will an exercise price of an Option be lower than the last closing price of the Common Shares on the CSE less any discount permitted by the rules or policies of the CSE at the time the Option is granted. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined by the Board at the time of grant, Options shall vest equally over a four-year period such that ¼ of the Options shall vest on the first, second, third and fourth anniversary dates of the date that the Options were granted.

Restricted Share Units

A RSU is a right to receive, for no additional cash consideration, securities of the Company upon specified vesting criteria being satisfied, and subject to the terms and conditions of the Plan and the applicable Award agreement. Subject to any requirements of the CSE, the Board may determine the expiry date of each RSU. Subject to a limited extension if an RSU expires during a Black-Out Period, RSUs may vest and be paid out for a period of up to three years after the grant date, provided that: (i) upon a Participant's termination for Cause, all RSUs, whether vested (if not yet paid out) or not as at the Termination Date will automatically and immediately expire and be forfeited; (ii) upon the death of a Participant, all unvested RSUs as at the Termination Date shall automatically and immediately vest and be paid out; (iii) in the case of the Disability of a Participant, all RSUs shall remain and continue to vest in accordance with the terms of the Plan for a period of 12 months after the Termination Date, provided that any RSUs that have not been vested within 12 months after the Termination Date shall automatically and immediately expire and be forfeited on such date; (iv) in the case of the retirement of a Participant, the Board shall have discretion, with respect to such RSUs, to determine whether to accelerate the vesting of such RSUs, cancel such RSUs with or without payment and determine how long, if at all, such RSUs may remain outstanding following the Termination Date, provided, however, that in no event shall such RSUs be exercisable for more than 12 months after the Termination Date; and (v) in all other cases where a Participant ceases to be eligible under the Plan, including a termination without Cause or a voluntary resignation, unless otherwise determined by the Board, all unvested RSUs shall automatically and immediately expire and be forfeited as of the Termination Date, and all vested RSUs will be paid out in accordance with the Plan.

The number of RSUs to be issued to any Participant will be determined by the Board at the time of grant. Each RSU will entitle the holder to receive at the time of vesting for each RSU held, either one Common Share or a cash payment equal to the fair market value of a Common Share or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of RSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. In the event settlement is made by payment in cash, such payment shall be made by the earlier of (i) 2½ months after the close of the year in which the restrictions on the RSU were satisfied or lapsed and (ii) December 31 of the third year following the year of the grant date. Subject to any vesting restrictions imposed by the CSE, or as may otherwise be determined

by the Board at the time of grant, RSUs shall vest equally over a three-year period such that ⅓ of the RSUs shall vest on the first, second and third anniversary dates of the date that the RSUs were granted.

Share Appreciation Rights

A SAR is a right to receive, upon exercise, the excess of the fair market value of one Common Share on the date of exercise over the grant price of the SAR, as determined by the Board. SARs may be issued together with Options or as standalone awards. Upon the exercise of a SAR, a Participant shall be entitled to receive payment from the Company in an amount representing the difference between the fair market value of the underlying Common Shares on the date of exercise over the grant price of the SAR. At the discretion of the Board, the payment upon the exercise of a SAR may be in cash, Common Shares of equivalent value, in some combination thereof, or in any other form approved by the Board in its sole discretion. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each SAR. Subject to a limited extension if a SAR expires during a Black-Out Period, SARs will not be exercisable later than the tenth anniversary date of its grant. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of SARs upon a Participant ceasing to be eligible to participate in the Plan.

Deferred Share Units

A DSU is a right granted to a Participant to receive, for no additional cash consideration, securities of the Company on a deferred basis upon specified vesting criteria being satisfied, subject to the terms and conditions of the Plan and the applicable Award agreement. The number and terms of DSUs to be issued to any Participant will be determined by the Board at the time of grant. Each DSU will entitle the holder to receive at the time of settlement, for each DSU held, one Common Share, a cash payment equal to the fair market value of one Common Share, or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of DSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each DSU, provided that if a DSU would otherwise settle or expire during a Black-Out Period, the Board may extend such date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of DSUs upon a Participant ceasing to be eligible to participate in the Plan.

Performance Share Units

A PSU is a right awarded to a Participant to receive, for no additional cash consideration, securities of the Company upon specified performance and vesting criteria being satisfied, subject to the terms and conditions of the Plan and the applicable Award agreement. The number and terms (including applicable performance criteria) of PSUs to be issued to any Participant will be determined by the Board at the time of grant. Each PSU will entitle the holder to receive at the time of settlement, for each PSU held, one Common Share, a cash payment equal to the fair market value of one Common Share, or a combination of the two, at the election of the Board. In addition, the Board may determine that holders of PSUs be credited with consideration equivalent to dividends declared by the Board and paid on outstanding Common Shares. Subject to any requirements of the CSE, the Board may determine the vesting terms and expiry date of each PSU, provided that in no event will delivery of Common Shares or payment of any cash amounts be made later than the earlier of (i) 2½ months after the close of the year in which the performance conditions or restrictions are satisfied or lapse, and (ii) December 31 of the third year following the year of the grant date. Subject to compliance with the rules of the CSE, the Board may determine, at the time of grant, the treatment of PSUs upon a Participant ceasing to be eligible to participate in the Plan.

Employment, Consulting and Management Agreements

On December 21, 2022, the Company entered into a consulting agreement with Mike Sieb pursuant to which Mr. Sieb agreed to provide certain consulting services in the role of President of the Company. The agreement commenced on April 1, 2022 and will be automatically extended for successive terms of one year on the same terms and conditions set out therein, subject to review and approval by the Company's compensation committee. Under the terms of the agreement, the Company agreed to pay Mr. Sieb a monthly fee of $16,500 ($198,000 per annum) plus applicable GST (the "**Sieb Base Compensation**"). Mr. Sieb may be eligible to receive a cash bonus based on a percentage of the Sieb Base Compensation if the Company's compensation committee, in its sole discretion, determines that the Company has met the applicable short-term and long-term business performance objectives. Mr. Sieb may also be granted stock options from time to time as determined by the Board pursuant to the Plan.

Mr. Sieb may resign as President at any time by giving the Company at least 1 month's prior written notice of the effective date of his resignation. On the giving of any such notice, the Company shall have the right to elect, in lieu of the notice period, to pay Mr. Sieb a lump sum equal to 1 month's Sieb Base Compensation and as adjusted from time to time in accordance with the agreement. The Company may terminate the Mr. Sieb at any time without cause by giving written notice of the effective date of

such termination. On the giving of any such notice and subject to the prior resignation of Mr. Sieb, the Company will pay Mr. Sieb the greater of: (i) a lump sum equal to 1 months' Sieb Base Compensation for each year Mr. Sieb has acted on behalf of the Company, or (ii) a lump sum equal to 12 months' Sieb Base Compensation, plus all other sums owed or in arrears for Sieb Base Compensation and expenses properly incurred.

On August 31, 2024, the Company entered into a consulting agreement with Mr. Wagener pursuant to which Mr. Wagener agreed to provide consulting and advisory services, including services as Corporate Secretary, to the Company for a term of three years until August 31, 2027. This consulting agreement replaced the previous consulting agreement dated April 1, 2023. As consideration for the services to be provided by Mr. Wagener, the Company agreed to pay Mr. Wagener consulting fees as follows: (i) US$10,000 on August 30, 2024; (ii) US$7,500 on September 30, 2024; (iii) US$5,000 on October 31, 2024; (iv) 33 monthly payments of US$2,500 starting on November 29, 2024; and (v) 33 monthly payments of US$2,500, paid in common shares of the Company, starting on November 29, 2024. The common shares to be issued monthly in connection with the consulting fees are calculated using a price per share equal to the closing price of the Company's common shares on the day prior to issuance, or as otherwise required by the policies of the CSE. Under the terms of the agreement, either the Company or Mr. Wagener may terminate the consulting agreement at any time by providing written notice to the other party.

On May 15, 2024, the Company entered into a director's agreement with Bob Bass to evidence the terms of Mr. Bass' engagement as a director of the Company. Pursuant to the director's agreement, the Company agreed to pay Mr. Bass a monthly fee of $4,500, which fee may be paid monthly in (i) cash; or (ii) common shares of the Company. In connection with Mr. Bass engagement as a director, the Company and Mr. Bass also entered into an indemnity agreement pursuant to which the Company has agreed to indemnify Mr. Bass for any liabilities, losses, costs, charges, or expenses incurred as a result of Mr. Bass' role as a director of the Company.

On May 15, 2024, the Company entered into a director's agreement with Robert Christopher Bass to evidence the terms of Mr. Bass' engagement as a director of the Company. Pursuant to the director's agreement, the Company agreed to pay Mr. Bass a monthly fee of $1,500, which fee may be paid monthly in (i) cash; or (ii) common shares of the Company. In connection with Mr. Bass engagement as a director, the Company and Mr. Bass also entered into an indemnity agreement pursuant to which the Company has agreed to indemnify Mr. Bass for any liabilities, losses, costs, charges, or expenses incurred as a result of Mr. Bass' role as a director of the Company. On August 19, 2024, Mr. Bass' director fees were reduced from $1,500 to $1,250 per month.

Since August 2024, the Company has agreed to pay Michael Hobart $1,250 per month, plus an additional $250 per month for each committee chair role Mr. Hobart holds, payable in cash or Common Shares of the Company (at the election of the Company) for his services as a director of the Company.

Since September 2025, the Company has agreed to pay Marc Henderson $1,250 per month for his services as a director of the Company, plus an additional $250 per month for Mr. Henderson's role as Chair of the Company's audit committee.

Other than as disclosed herein, during the most recently completed financial year ended March 31, 2026, the Company did not have any agreement under which compensation was provided or is payable in respect of services provided to the Company or any of its subsidiaries that were performed by a director or a NEO, or performed by any other party but are services typically provided by a director or a NEO.

Oversight and Description of Director and NEO Compensation

Compensation Discussion and Analysis

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation policy. The main objectives the Company hopes to achieve through its compensation are:

- to attract and retain executives critical to the Company's success, who will be key in helping the Company achieve its corporate objectives and increase shareholder value;
- to motivate the Company's management team to meet or exceed targets;
- to recognize the contribution of the Company's executive directors to the overall success and strategic growth of the Company; and
- to align the interests of management and the Company's shareholders by providing performance-based compensation in addition to salary.

The Board, in conjunction with the Company's compensation committee (the "**Compensation Committee**"), determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives while taking into account the financial and other resources of the Company. The Board did not consider the implications of the risks associated with the Company's compensation practices; however, given the Company's size and nature of compensation provided to its executives in the last financial year, the Board does not believe that there is significant compensation risk that would be likely to have a material adverse effect on the Company.

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

The Board determines the allocation and terms of any equity award grants. When granting Awards, the Board considers the number and exercise prices of outstanding Awards.

Equity-Based Awards

See "*Stock Option Plans and other Incentive Plans*" for a description of the Plan and the process the Company uses to grant Awards.

Compensation Governance

The Board, in conjunction with the Compensation Committee, determines an appropriate amount of compensation for its executives, reflecting the need to provide incentive and compensation for the time and effort expended by the executives, while taking into account the financial and other resources of the Company.

The Company has a Compensation Committee which is, effective December 10, 2025, comprised of Michael Hobart (Chair), Marc Henderson, and Robert Christopher Bass. Mr. Henderson was appointed as a director of the Company on September 3, 2025. Mr. Hobart, Mr. Henderson, and Mr. Bass are independent within the meaning of National Instrument 52-110 - *Audit Committees.* All tasks related to developing and monitoring the Company's approach to the compensation of its officers, consultants and directors are performed by the Compensation Committee. Officers and consultants that are also directors of the Company are involved in discussions relating to compensation and disclose their interest in and abstain from voting on compensation decisions relating to them, as applicable, in accordance with the applicable corporate legislation.

The Company's compensation program is intended to attract, motivate, reward and retain the management talent needed to achieve the Company's business objective of creating long-term value for the shareholders. The compensation program is intended to reward officers, consultants and directors on the basis of individual performance and achievement of corporate objectives, including the advancement of the acquisition and exploration goals of the Company. The Company's current compensation program is comprised of two components: base salary and long-term incentives such as Options. The Board believes that the granting of Options is an effective way to support the achievement of the Company's long-term performance objectives, ensure officer, consultant and Board commitment to the interests of the Company and its shareholders, and provide compensation opportunities to attract, retain and motivate employees. In making compensation decisions, the Compensation Committee strives to find a balance between short-term and long-term compensation and cash versus equity incentive compensation. Base salaries or fees primarily reward recent performance, and incentive stock options encourage officers, consultants and directors to continue to deliver results over a longer period and serve as a retention tool. The annual salary or fee for each officer and consultant, as applicable, is determined by the Compensation Committee and approved by the Board, based on the level of responsibility and experience of the individual, the importance of the position to the Company, the professional qualifications of the individual, and the performance of the individual over time. Each individual's performance and salaries or fees are to be reviewed periodically. Increases in salary or fees are to be evaluated on an individual basis and are performance based. The amount and award of cash bonuses to key executives is discretionary, depending on, among other factors, the financial performance of the Company.

See "*Director and Named Executive Officer Compensation*" above for a description of the compensation awarded to each NEO during the most recently completed financial year ended March 31, 2026. Compensation for the most recently completed financial period should not be considered an indicator of expected compensation levels in future periods. All compensation is subject to and dependent on the Company's financial resources and prospects.

Pension Plan Benefits

The Company does not have in place any pension plans that provide for payments or benefits at, following, or in connection with retirement.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out information as of the end of the Company's most recently completed financial year ended March 31, 2026 with respect to compensation plans under which equity securities of the Company are authorized for issuance.

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of securities remaining available for future issuances under equity compensation plan (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by security holders (Omnibus Equity Incentive Plan)	9,892,500	$0.25	10,233,984
Equity compensation plans not approved by security holders	n/a	n/a	n/a
Total	**9,892,500**	**$0.25**	**10,233,984**

Notes:

(1) Based on the Company's issued and outstanding of 201,264,843 common shares as at March 31, 2026.
(2) As of March 31, 2026, the Company had 7,745,000 Options outstanding and 2,147,500 unvested RSUs outstanding.
(3) The weighted average exercise price of the 7,745,000 Options outstanding as at March 31, 2026 is $0.25.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors, executive officers, employees, proposed nominees for election as directors and their associates, or any former executive officers, directors and employees of the Company or any of its subsidiaries, is, as at the date of this Information Circular, or has been at any time during the Company's most recently completed financial year, indebted to the Company or any of its subsidiaries.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as disclosed below, no informed person of the Company (a director, officer or holder of 10% or more of the Common Shares) or nominee for election as a director of the Company, or any associate or affiliate of any informed person or proposed director has had any interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or proposed transaction which has materially affected or would materially affect the Company or any of its subsidiaries.

See "*Employment, Consulting and Management Agreements*" for details regarding the consulting agreements entered into between the Company and each of Mike Sieb and William Wagener. To date, the Company has issued 266,628 Common Shares to William Wagener as consideration for consulting services rendered.

The Company entered into a directors' agreement with Bob Bass pursuant to which Mr. Bass agreed to provide director services to the Company in consideration for a monthly fee of $4,500, which fee may be paid monthly in (i) cash; or (ii) common shares of the Company. The Company also entered into a directors' agreement with Robert Christopher Bass pursuant to which Mr. Bass will provide director services to the Company in consideration for a monthly fee of $1,500, which fee may be paid monthly in (i) cash; or (ii) Common Shares of the Company. Messrs. Bass will also receive an additional $250 per month for each committee chaired role Mr. Bass holds, in cash or common shares of the Company (at the election of the Company). To date, the Company has issued 861,595 Common Shares to Bob Bass, and the Company has issued 246,751 Common Shares to Robert Christopher Bass as consideration for director services rendered.

Since August 2024, the Company has agreed to pay Michael Hobart $1,250 per month, plus an additional $250 per month for each committee chair role Mr. Hobart holds, payable in cash or Common Shares of the Company (at the election of the Company) for his services as a director of the Company. To date, the Company has not issued any Common Shares to Mr. Hobart for director services rendered.

On June 13, 2025, Bob Bass, Robert Christopher Bass and William Wagener converted an aggregate of $1,403,524 in Debentures and accrued interest into 7,017,620 units of the Company ("**Units**") at $0.20 per Unit, in full satisfaction of the Company's obligations under such debentures. Each Unit is comprised of one Common Share and one-half of one common share purchase warrant. Each whole warrant is exercisable into one common share of the Company at an exercise price of $0.30 per share until June 13, 2028.

On October 9, 2025, the Company granted 250,000 Options to Marc Henderson and 100,000 Options to Michael Hobart. The Options are exercisable at $0.38 per share until October 9, 2030.

MANAGEMENT CONTRACTS

Other than disclosed herein, management functions of the Company or any of its subsidiaries are not to any substantial degree performed by anyone other than by the directors or executive officers of the Company or subsidiary. See "*Employment, consulting and management agreements*" above.

STATEMENT OF CORPORATE GOVERNANCE

Corporate Governance

Corporate governance relates to the 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 charged with the day-to-day management of the Company. The Canadian Securities Administrators ("**CSA**") has adopted National Policy 58-201 *Corporate Governance Guidelines*, which provides non-prescriptive guidelines on corporate governance practices for reporting issuers such as the Company. In addition, the CSA have implemented National Instrument 58-101 *Disclosure of Corporate Governance Practices*, which prescribes certain disclosure by the Company of its corporate governance practices. This disclosure is presented below.

Board of Directors

The composition of the Board currently consists of five members: Michael Sieb, Bob Bass, Robert Christopher Bass, Michael Hobart, and Marc Henderson. It is proposed that all five individuals be nominated for election at the Meeting.

Of the proposed nominees, two directors, Michael Sieb (President) and Bob Bass (Chairman) are not considered to be independent for purposes of membership on the Board. For this purpose, 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 the director's independent judgment.

Other Directorships

The following table sets forth the directors of the Company who are directors of other reporting issuers as of the date hereof:

Name	***Name of other reporting issuer***
Michael Sieb	N/A
Bob Bass	N/A
Robert Christopher Bass	N/A
Michael Hobart	Galleon Gold Corp.
Marc Henderson	Laramide Resources Ltd. Carlton Precious Inc.

Orientation and Continuing Education

Orientation of new members of the Board is conducted informally by management and members of the Board. The Company has not adopted formal policies respecting continuing education for Board members.

Ethical Business Conduct

On August 20, 2024, the Company adopted a new Code of Business Conduct and Ethics (the "**Code**"). The Code sets out the principles that should guide the behavior of the Company's directors, officers and employees. The Code addresses issues such as the following:

a) conflicts of interest, including transactions and agreements in respect of which a director or executive officer has a material interest;
b) protection and proper use of corporate assets and opportunities;
c) fair dealing with the Company's security holders, competitors and employees;
d) compliance with laws, rules and regulations; and
e) reporting of any illegal or unethical behavior.

The Board is responsible for monitoring compliance with the Code. One tool used for monitoring compliance is the Company's Whistleblower Policy. Any person can report complaints or concerns, which may be on an anonymous basis, through the procedures of the Whistleblower Policy.

In addition, the Board must comply with conflict of interest provisions in Canadian corporate law and relevant securities regulatory instruments in order to ensure that directors exercise independent judgment in considering transactions and agreements in respect of which a director or executive officer has a material interest. The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation 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 considers its size each year when it considers the number of directors to recommend to the Shareholders for election at the annual general meeting. The Board takes into account the number of directors required to carry out the Board's duties effectively and to maintain diversity of views and experience.

The Board has not established a nominating committee; this function is currently performed by the Board as a whole. The Board encourages an objective nomination process through collective communication among the directors. The Company's management is continually in contact with individuals involved in the mining industry and public sector resource issuers. From these sources the Company has made numerous contacts and in the event that the Company were in a position to nominate any new directors, such individuals would be brought to the attention of the Directors of the Company. The Company conducts due diligence, reference and background checks on any suitable candidate and if selected to be appointed as a Director.

Compensation

The Board has established a compensation committee whose members, effective December 10, 2025, are Michael Hobart (Chair), Marc Henderson and Chris Bass. The members are responsible for reviewing and determining the adequacy and form of compensation paid to the Company's executives and key employees. The members evaluate the performance of the CEO and other senior management measured against the Company's business goals and industry compensation levels.

Board Committees

The Board has no committees other than the Audit Committee and the Compensation Committee.

Assessments

Being a venture issuer with limited administration resources, the Directors of the Company work closely with management, and each other, and as a consequence are in a position to assess the performance of the Board, its committees and individual directors on an ongoing basis.

The Board annually, and at such other times as it deems appropriate, reviews the performance and effectiveness of the Board, the directors and its committees to determine whether changes in size, personnel or responsibilities are warranted. To assist in its review, the Board conducts informal surveys of its directors and receives a report from the audit committee respecting its effectiveness. As part of the assessments, the Board or the audit committee may review their respective mandate or charter and conduct reviews of applicable corporate policies.

AUDIT COMMITTEE

National Instrument 52-110 of the Canadian Securities Administrators ("**NI 52-110**") requires the Company, 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 auditor, as set forth in the following.

Audit Committee Disclosure

Pursuant to Section 224(1) of the British Columbia *Business Corporations Act* and NI 52-110 the Company is required to have an audit committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company.

The primary function of the Audit Committee is to assist the Board in fulfilling its financial oversight responsibilities by: (a) reviewing the financial reports and other financial information provided by the Company to regulatory authorities and Shareholders; (b) reviewing the systems for internal corporate controls which have been established by the Board and management; and (c) overseeing the Company's 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 external auditors and provides an avenue of communication between the external auditors, senior management and the Board. The Audit Committee is also mandated to review and approve all material related party transactions.

Composition of the Audit Committee

The Audit Committee is, effective December 10, 2025, comprised of the following members: Marc Henderson (Chair), Chris Bass, and Michael Hobart. Each member of the Audit Committee is considered to be financially literate as defined by NI 52-110 in that he has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements. The members of the Audit Committee are elected by the Board at its first meeting following the annual Shareholders' meeting.

Relevant Education and Experience

Marc Henderson – Mr. Henderson is a chartered financial analyst with more than 20 years at the helm of public mineral exploration companies. Mr. Henderson holds an economics degree from the University of Colorado.

Chris Bass– Mr. Bass is a seasoned entrepreneur with significant experience in healthcare. He currently serves as the CEO of InventoRR MD Inc.

Michael Hobart – Mr. Hobart is a seasoned legal professional with a strong background in securities, corporate finance, and mergers and acquisitions within the mining industry. He has extensive experience advising Canadian and international clients on public equity and debt offerings, mining asset transactions, joint ventures, and mining agreements.

The Audit Committee's Charter

The Company has adopted a Charter of the Audit Committee of the Board of Directors, a copy of which is attached as Schedule "A".

Audit Committee Oversight

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Reliance on Certain Exemptions

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in section 2.4 (De Minimis Non-Audit Services), subsection 6.1.1(4) (Circumstance Affecting the Business or Operations of the Venture Issuer), subsection 6.1.1(5) (Events Outside Control of Member), subsection 6.1.1(6) (Death, Incapacity or Resignation), or an exemption from NI 52-110, in whole or in part, granted under Part 8 (Exemption) of NI 52-110.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted specific policies and procedures for the engagement of non-audit services. Subject to the requirements of NI 52-110, the engagement of non-audit services is considered by the Board, and where applicable the Audit Committee, on a case-by-case basis.

External Auditor Service Fees

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

The fees paid by the Company to its auditor in 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
March 31, 2026	$39,000	$Nil	$6,000	$Nil
March 31, 2025	$42,440	$1,662	$10,350	$Nil

Exemption

The Company is relying on the exemption provided by section 6.1 of NI 52-110 which provides that the Company, 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.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the SEDAR+ website at www.sedarplus.ca. Financial information is provided in the Company's consolidated financial statements for the years ended March 31, 2026 and 2025 and management's discussion and analysis for its the year ended March 31, 2026, and available online at www.sedarplus.ca. Shareholders may request copies by mail to info@getchellgold.com.

DIRECTORS' APPROVAL

The contents and the sending of the Notice of Meeting and this Information Circular have been approved by the Board.

ON BEHALF OF THE BOARD OF DIRECTORS

"Mike Sieb"

_____

Mike Sieb
President

Schedule "A"

Charter of the Audit Committee
of Getchell Gold Corp. (the "Company")

I. PURPOSE

The Audit Committee (the "**Committee**") is appointed by the Board of Directors (the "**Board**") of Getchell Gold Corp. (the "**Corporation**") to assist the Board in fulfilling its oversight responsibilities relating to financial accounting and reporting process and internal controls for the Corporation. The Committee's primary duties and responsibilities are to:

- conduct such reviews and discussions with management and the external auditors relating to the audit and financial reporting as are deemed appropriate by the Committee;
- assess the integrity of internal controls and financial reporting procedures of the Corporation and ensure implementation of such controls and procedures;
- ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel;
- review the quarterly and annual financial statements and management's discussion and analysis of the Corporation's financial position and operating results and report thereon to the Board for approval of same;
- select and monitor the independence and performance of the Corporation's external auditors, including attending at private meetings with the external auditors and reviewing and approving all renewals or dismissals of the external auditors and their remuneration; and
- provide oversight to related party transactions entered into by the Corporation.

The Committee has the authority to conduct any investigation appropriate to its responsibilities, and it may request the external auditors as well as any officer of the Corporation, or outside counsel for the Corporation, to attend a meeting of the Committee or to meet with any members of, or advisors to, the Committee. The Committee shall have unrestricted access to the books and records of the Corporation and has the authority to retain, at the expense of the Corporation and subject to board approval, special legal, accounting, or other consultants or experts to assist in the performance of the Committee's duties.

The Committee shall review and assess the adequacy of this Charter annually and submit any proposed revisions to the Board for approval.

In fulfilling its responsibilities, the Committee will carry out the specific duties set out in Part IV of this Charter.

II. AUTHORITY OF THE AUDIT COMMITTEE

The Committee shall have the authority to:

(a) make a recommendation to the board of directors regarding the engagement of an independent counsel and other advisors as it determines necessary to carry out its duties;

(b) subject to board approval, set and pay the compensation for advisors employed by the Committee; and

(c) communicate directly with the internal and external auditors.

III. COMPOSITION AND MEETINGS

1. The Committee and its membership shall meet all applicable legal, regulatory and listing requirements, including, without limitation, those of the Ontario Securities Commission ("**OSC**"), any stock exchange on which the Corporation's shares are listed, , the *Business Corporations Act* (Ontario) and all applicable securities regulatory authorities.

2. The Committee shall be composed of three or more directors as shall be designated by the Board from time to time. The members of the Committee shall appoint from among themselves a member who shall serve as Chair.

3. Where the number of independent directors permits, a majority of the members of the Committee shall not be officers or employees of the Corporation or any of its affiliates.

4. The Committee shall meet at least quarterly, at the discretion of the Chair or a majority of its members, as circumstances dictate or as may be required by applicable legal or listing requirements. A minimum of two and at least 50% of the members of the Committee present either in person or by telephone shall constitute a quorum.

5. If within one hour of the time appointed for a meeting of the Committee, a quorum is not present, the meeting shall stand adjourned to the same hour on the next business day following the date of such meeting at the same place. If at the adjourned meeting a quorum as hereinbefore specified is not present within one hour of the time appointed for such adjourned meeting, such meeting shall stand adjourned to the same hour on the second business day following the date of such meeting at the same place. If at the second adjourned meeting a quorum as hereinbefore specified is not present, the quorum for the adjourned meeting shall consist of the members then present.

6. If and whenever a vacancy shall exist, the remaining members of the Committee may exercise all of its powers and responsibilities so long as a quorum remains in office.

7. The time and place at which meetings of the Committee shall be held, and procedures at such meetings, shall be determined from time to time by the Committee. A meeting of the Committee may be called by letter, telephone, facsimile, email or other communication equipment, by giving at least 48 hours notice, provided that no notice of a meeting shall be necessary if all of the members are present either in person or by means of conference telephone or if those absent have waived notice or otherwise signified their consent to the holding of such meeting.

8. Any member of the Committee may participate in the meeting of the Committee by means of conference telephone or other communication equipment, and the member participating in a meeting pursuant to this paragraph shall be deemed, for purposes hereof, to be present in person at the meeting.

9. The Committee shall keep minutes of its meetings which shall be submitted to the Board. The Committee may, from time to time, appoint any person who need not be a member, to act as a secretary at any meeting.

10. The Committee may invite such officers, directors and employees of the Corporation and its subsidiaries as the Committee may see fit, from time to time, to attend at meetings of the Committee.

11. Any matters to be determined by the Committee shall be decided by a majority of votes cast at a meeting of the Committee called for such purpose. Actions of the Committee may be taken by an instrument or instruments in writing signed by all of the members of the Committee, and such actions shall be effective as though they had been decided by a majority of votes cast at a meeting of the Committee called for such purpose. All decisions or recommendations of the Committee shall require the approval of the Board prior to implementation.

The Committee members will be elected annually at the first meeting of the Board following the annual general meeting of shareholders.

IV. RESPONSIBILITIES

A. Financial Accounting and Reporting Process and Internal Controls

1. The Committee shall review the annual audited financial statements to satisfy itself that they are presented in accordance with applicable generally accepted accounting principles ("**GAAP**") and report thereon to the Board and recommend to the Board whether or not same should be approved prior to their being filed with the appropriate regulatory authorities. The Committee shall also review the interim financial statements. With respect to the annual audited financial statements, the Committee shall discuss significant issues regarding accounting principles, practices, and judgments of management with management and the external auditors as and when the Committee deems it appropriate to do so. The Committee shall satisfy itself that the information contained in the annual audited financial statements is not significantly erroneous, misleading or incomplete and that the audit function has been effectively carried out.

2. The Committee shall review any internal control reports prepared by management and the evaluation of such report by the external auditors, together with management's response.

3. The Committee shall be satisfied 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, management's discussion and analysis and interim earnings press releases, and periodically assess the adequacy of these procedures.

4. The Committee shall review management's discussion and analysis relating to annual and interim financial statements and any other public disclosure documents, including interim earnings press releases, that are required to be reviewed by the Committee under any applicable laws before the Corporation publicly discloses this information.

5. The Committee shall meet no less frequently than annually with the external auditors and the Chief Financial Officer or, in the absence of a Chief Financial Officer, with the officer of the Corporation in charge of financial matters, to review accounting practices, internal controls and such other matters as the Committee, Chief Financial Officer or, in the absence of a Chief Financial Officer, the officer of the Corporation in charge of financial matters, deem appropriate.

6. The Committee shall inquire of management and the external auditors about significant risks or exposures, both internal and external, to which the Corporation may be subject, and assess the steps management has taken to minimize such risks.

7. The Committee shall review the post-audit or management letter containing the recommendations of the external auditors and management's response and subsequent follow-up to any identified weaknesses.

8. The Committee shall ensure that there is an appropriate standard of corporate conduct including, if necessary, adopting a corporate code of ethics for senior financial personnel.

9. The Committee shall establish procedures for:

   (a) the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters; and

   (b) the confidential, anonymous submission by employees of the Corporation of concerns regarding questionable accounting or auditing matters.

10. The Committee shall provide oversight to related party transactions entered into by the Corporation.

B. Independent Auditors

1. The Committee shall recommend to the Board the external auditors to be nominated, shall set the compensation for the external auditors, provide oversight of the external auditors and shall ensure that the external auditors report directly to the Committee.

2. The Committee shall be directly responsible for overseeing the work of the external auditors, including the resolution of disagreements between management and the external auditors regarding financial reporting.

3. The Committee shall pre-approve all audit and non-audit services not prohibited by law to be provided by the external auditors in accordance with the terms of this charter.

4. The Committee shall monitor and assess the relationship between management and the external auditors and monitor, support and assure the independence and objectivity of the external auditors.

5. The Committee shall review the external auditors' audit plan, including the scope, procedures and timing of the audit.

6. The Committee shall review the results of the annual audit with the external auditors, including matters related to the conduct of the audit.

7. The Committee shall obtain timely reports from the external auditors describing critical accounting policies and practices, alternative treatments of information within GAAP that were discussed with management, their ramifications, and the external auditors' preferred treatment and material written communications between the Corporation and the external auditors.

8. The Committee shall review fees paid by the Corporation to the external auditors and other professionals in respect of audit and non-audit services on an annual basis.

9. The Committee shall review and approve the Corporation's hiring policies regarding partners, employees and former partners and employees of the present and former auditors of the Corporation.

10. The Committee shall monitor and assess the relationship between management and the external auditors and monitor and support the independence and objectivity of the external auditors.

C. Other Responsibilities

If the Committee determines that it needs to perform any other activities consistent with this Charter and governing law that are not contemplated in this Charter, then the Committee will make recommendations to the Board to amend this Charter in order to perform such activities.

Schedule “B”

CHANGE OF AUDITOR REPORTING PACKAGE

[See attached]

GETCHELL GOLD CORP.
(the "**Company**")

NOTICE OF CHANGE OF AUDITOR

Pursuant to section 4.11 of National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**"), the Company hereby gives notice, as follows:

1. Effective September 17, 2026, Smythe LLP, Chartered Professional Accountants (the "**Former Auditor**") has resigned on its own initiative as auditor of the Company to facilitate the appointment of Crowe MacKay LLP, Chartered Professional Accountants (the "**Successor Auditor**").

2. The board of directors of the Company has determined to appoint Crowe Mackay LLP, Chartered Professional Accountants (the "**Successor Auditor**") as the Company's auditor in place of the Former Auditor, effective as of September 17, 2026, and to propose the Successor Auditor for appointment as the auditor of the Company at its next annual general meeting of shareholders.

3. The resignation of the Former Auditor and the appointment of the Successor Auditor have been approved by the Company's board of directors.

4. There have been no reservations or modified opinions expressed in the audit reports of the Former Auditor, for their audits of the Company's two most recently completed financial years or for any period subsequent to the most recently completed financial period for which an audit report was issued and preceding September 17, 2026.

5. There has not been a "reportable event" (as such term is defined in section 4.11(1) of NI 51-102), between the Company and the Former Auditor.

Dated this 17th day of September, 2026

GETCHELL GOLD CORP.

"Mike Sieb"
Mike Sieb
President and Director

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September 17, 2026

British Columbia Securities Commission
Ontario Securities Commission
Authorité des Marchés Financiers, Quebec

Dear Sirs/Mesdames,

Re: Getchell Gold Corp. – Notice of Change of Auditor

As required by National Instrument 51-102, we confirm that we have reviewed the information contained in the Notice of Change of Auditor (the "Notice") dated September 17, 2026 by Getchell Gold Corp. and, based on our knowledge of such information at this time, we agree with the information contained in the Notice.

Yours very truly,

Crowe MacKay LLP

Crowe MacKay LLP

Chartered Professional Accountants

smythe

September 21, 2026

Private and Confidential

British Columbia Securities Commission
Ontario Securities Commission
Autorité des marchés financiers

Dear Sirs/Mesdames:

RE: GETCHELL GOLD CORP. (THE "COMPANY")
CHANGE OF AUDITOR

We are writing in accordance with Section 4.11(5)(a) of National Instrument 51-102 *Continuous Disclosure Obligations* ("NI 51-102"). We wish to confirm that we have read the Notice of Change of Auditor of the Company dated September 17, 2026 and that based on our current knowledge we are in agreement with the information contained in such Notice.

Yours very truly,

Smythe LLP

Chartered Professional Accountants

SMYTHE LLP | **smythecpa.com**

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