LINCOLN GOLD MINING INC.
Suite 400 – 789 West Pender Street
Vancouver, British Columbia, Canada V6C 1H2
Tel: 604-688-7377
Web: www.lincolnmining.com

INFORMATION CIRCULAR

(As at June 16, 2026, except as indicated)

Lincoln Gold Mining Inc. (the "**Company**") is providing this Information Circular and a form of proxy in connection with management's solicitation of proxies for use at the annual general and special meeting (the "**Meeting**") of shareholders of the Company (the "**Shareholders**") to be held at the offices of Cassels Brock & Blackwell LLP at Suite 3700, Bankers Hall West, 888 3rd Street SW, Calgary, AB T2P 5C5 on Thursday, July 16, 2026 at 10:00 A.M. (Calgary time), and at any adjournment or postponement thereof. Unless the context is otherwise required, when we refer in this Information Circular to the Company, its subsidiaries are also included. The Company will conduct its solicitation by mail and officers of the Company may, without receiving special compensation, also use email, telephone or make other personal contact. The Company will pay the cost of any solicitation.

APPOINTMENT OF PROXYHOLDER

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The persons whose names are printed in the enclosed form of proxy are officers or directors of the Company (the "**Management Proxyholders**").

A Shareholder has the right to appoint a person other than a Management Proxyholder, to represent the Shareholder at the Meeting by striking out the names of the Management Proxyholders and by inserting the desired person's name in the blank space provided or by executing a proxy in a form like the enclosed form. A proxyholder need not be a Shareholder.

VOTING BY PROXY

Only registered Shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Common shares (**"Common Shares**") represented by a properly executed proxy will be voted or be withheld from voting on each matter referred to in the Notice of Meeting in accordance with the instructions of the Shareholder on any ballot that may be called for and if the Shareholder specifies a choice with respect to any matter to be acted upon, the Common Shares will be voted accordingly.

If a Shareholder does not specify a choice and the Shareholder has appointed one of the Management Proxyholders as proxyholder, the Management Proxyholder will vote in favour of the matters specified in the Notice of Meeting and in favour of all other matters proposed by management at the Meeting.

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

COMPLETION AND RETURN OF PROXY

Completed forms of proxy must be deposited at the office of the Company's registrar and transfer agent, Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, not later than forty-eight (48) hours, excluding Saturdays, Sundays and statutory holidays, prior to the time of the Meeting, unless the chairman of the Meeting elects to exercise his discretion to accept proxies received subsequently. Telephone voting can be completed at 1-866-732-8683, voting by fax can be sent to 1-866-249-7775 or 416-263-9524 and Internet voting can be completed at www.investorvote.com.

NON-REGISTERED SHAREHOLDERS

Only Shareholders whose names appear on the records of the Company as the registered Shareholders of Common Shares or duly appointed proxyholders are permitted to vote at the Meeting. Most Shareholders are "non-registered" shareholders because the Common Shares they own are not registered in their names but instead registered in the name of a nominee such as a brokerage firm through which they purchased the Common Shares; bank, trust company, trustee or administrator of self-administered RRSP's, RRIF's, RESP's and similar plans; or a clearing agency such as The Canadian Depository for Securities Limited (collectively, a "**Nominee**"). If you purchased your Common Shares through a broker, you are likely a non-registered Shareholder.

In accordance with securities regulatory policy, the Company has distributed copies of the Meeting materials, being the Notice of Meeting, this Information Circular and the Proxy, to the Nominees for distribution to non-registered Shareholders.

Nominees are required to forward the Meeting materials to non-registered Shareholders to seek their voting instructions in advance of the Meeting. Common Shares held by Nominees can only be voted in accordance with the instructions of the non-registered Shareholder. The Nominees often have their own form of proxy, mailing procedures and provide their own return instructions. If you wish to vote by proxy, you should carefully follow the instructions from the Nominee in order that your Common Shares are voted at the Meeting.

If you, as a non-registered Shareholder, wish to vote at the Meeting in person, you should appoint yourself as proxyholder by writing your name in the space provided on the request for voting instructions or proxy provided by the Nominee and return the form to the Nominee in the envelope provided. Do not complete the voting section of the form as your vote will be taken at the Meeting.

Non-registered Shareholders who have not objected to their Nominee disclosing certain ownership information about themselves to the Company are referred to as "non-objecting beneficial owners" ("**NOBOs**"), as defined under National Instrument 54-101 ("**NI 54-101**"). Those non-registered Shareholders who have objected to their Nominee disclosing ownership information about themselves to the Company are referred to as "objecting beneficial owners" ("**OBOs**"), as defined under NI 54-101.

As permitted under Canadian securities legislation, the Company will forward meeting materials directly to NOBOs. The Company does not intend to pay for Nominees to deliver the Meeting materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* to OBOs. As a result, OBOs will not receive the Meeting Materials unless their Nominee assumes the costs of delivery.

NOTICE-AND-ACCESS

The Company is not sending the Meeting materials to Shareholders using "notice-and-access", as defined under NI 54-101.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a Shareholder, his or her attorney authorized in writing or, if the Shareholder is a corporation, a corporation under its corporate seal or by an officer or attorney thereof duly authorized, may revoke a proxy by instrument in writing, including a proxy bearing a later date. The instrument revoking the proxy must be deposited at the registered office of the Company, at any time up to and including the last business day preceding the date of the Meeting, or any adjournment thereof, or with the chairman of the Meeting on the day of the Meeting.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company is authorized to issue an unlimited number of Common Shares without par value, of which 27,807,628 Common Shares are issued and outstanding as of the date of this Information Circular. Persons who are registered Shareholders at the close of business on June 16, 2026 (the "**Record Date**") will be entitled to receive notice of and vote at the Meeting and will be entitled to one vote for each Share held.

Ian Rogers, the Company's Chief Executive Officer and Director, as of the Record Date, beneficially owns, or exercises control or direction over 4,942,000 Common Shares, representing approximately 17.77% of the Company's issued and outstanding Common Shares on an undiluted basis. Mr. Rogers also beneficially owns, or exercises control or direction over 11,500,000 Exercisable Securities (as defined herein), and together with the Rogers Shares (as defined herein) represents approximately 41.83% of the issued and outstanding Common Shares based on there being 39,307,628 issued and outstanding Common Shares on a partially diluted basis after giving effect to the conversion and exercise of all the Exercisable Securities, assuming no further Common Shares have been issued.

To the knowledge of the Company, based on information provided by the directors, other than Mr. Rogers, no other person beneficially owns, controls or directs, directly or indirectly, Common Shares carrying 10% or more of the voting rights attached to all Common Shares of the Company.

PARTICULARS OF MATTERS TO BE ACTED UPON

To the knowledge of the Company, based on information provided by the directors, the only matters to be brought before the Meeting are those matters set forth in the accompanying Notice of Meeting and detailed below and herein under the heading "Particulars of Other Matters to be Acted Upon".

1. FINANCIAL STATEMENTS AND AUDITORS' REPORT

The audited financial statements of the Company (the "**Financial Statements**") for the year ended December 31, 2025, and the auditors' report thereon, will be tabled before the Shareholders at the Meeting. The Financial Statements have been approved by the Audit Committee and the board of directors (the "**Board**"). The Financial Statements can also be found under the Company's profile on SEDAR+ at www.sedarplus.ca. No vote by the Shareholders is required to be taken with respect to the Financial Statements.

2. FIXING THE NUMBER OF DIRECTORS

The Board of the Company presently consists of four (4) directors. It is proposed that the number of directors for the ensuing year be set at three (3) and that the persons named below will be nominated at the Meeting. At the Meeting, shareholders will be asked to consider passing an ordinary resolution fixing the number of directors of the Company to be elected at three (3) members. **In the absence of instructions to the contrary, the accompanying proxy will be voted FOR fixing the number of directors for the ensuing year at three (3).**

3. ELECTION OF DIRECTORS

The directors of the Company are elected at each annual general meeting and hold office until the next annual general meeting or until their successors are appointed. **In the absence of instructions to the contrary, the accompanying proxy will be voted FOR the nominees herein listed.**

Shareholder approval will be sought to fix the number of directors of the Company at three (3).

Members of the Audit Committee and the Corporate Governance Committee are as set out below.

Management of the Company proposes to nominate each of the following persons for election as a director. Information concerning such persons, as furnished by the individual nominees, as at June 16, 2026, is as follows:

Name, Jurisdiction of Residence and Position	Principal Occupation or Employment and, if not a Previously Elected Director, Occupation During the Past 5 Years	Previous Service as a Director	Number of Common Shares Beneficially Owned, Controlled or Directed, Directly or Indirectly (1)
Ian Rogers (2) (3) (4) British Columbia, Canada *Chief Executive Officer, and Director*	Director and Chief Executive Officer of the Company Chairman of the Board,	Since August 15, 2025	16,442,000 (4)
Matthew Mikulic (2) (3) British Columbia, Canada *Director*	Owner, Principal, Consulting Viticulturist of Penticton BC vineyard and Croatian vineyards.	Since August 15, 2025	2,906,980 (5)
Curtis Stewart (2) (3) *Corporate Secretary,* North West Territories, Canada *Director*	General Counsel to a government agency in the Northwest Territories and Nunavut. Principal of Curtis Stewart Tax Law, specialized in tax litigation and dispute resolution.	Since March 23, 2026	525,000 Options

(1) Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, as at June 16, 2026, based upon information furnished to the Company by the individual directors. Unless otherwise indicated, such Common Shares are held directly.
(2) Member of the Audit Committee.
(3) Member of the Corporate Governance Committee.
(4) 4,942,000 Common Shares are held directly by Mr. Rogers. Mr. Rogers also holds convertible notes, warrants and options pursuant to which he can acquire up to an additional 11,500,000 Common Shares.
(5) 1,208,490 Common Shares are held directly by Mr. Mikulic. Mr. Mikulic also holds warrants and options pursuant to which he can acquire up to an additional 1,698,490 Common Shares.

No proposed director currently holds any directorship in other reporting issuers as of the date of this Information Circular.

No proposed director is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

BIOGRAPHIES OF MANAGEMENT DIRECTOR NOMINEES

Ian Rogers, BA (Econ.), MBA, SCMP

Ian Rogers has been a director of the Company and Chairman of the Board since August 15, 2025. He was appointed Interim CEO in December 2025 and in February 2026 he was appointed Chief Executive Officer. Mr. Rogers is a leader and seasoned executive with over 25+ years of experience in the energy industry, driving growth, monetization, and commercialization for private, Fortune 100 TSE and NYSE companies. As the CEO and Founder of GTE Group of Companies, Mr. Rogers is driving industry innovation and development resource plays and powerplants across North America. Concurrently, Mr. Rogers was the Co-originator and Founder of Cabin Ridge Coal Corp. a major metallurgical coal development in the Crowsnest Pass Alberta, which as CEO and President he developed and subsequently commercialized the project. Prior to the GTE Group, Mr. Rogers served as General Manager for Global Procurement Services with ConocoPhillips and Burlington Resources, where he oversaw the supply and services of four business units in Canada. His expertise in project management and supply chain optimization enabled the successful delivery of multiple high-profile projects in Canada, Mexico, Australia, and the United States.

Mr. Rogers holds a Bachelor of Arts in Economics from the University of Saskatchewan and an MBA from European University in Brussels. He has also completed post-graduate studies at Stanford University and is a Stanford Certified Project Manager from the Stanford School of Engineering.

Matthew Mikulic, BA (Sc.)

Matthew Mikulic has been a director of the Company since August 15, 2025. Mr. Mikulic is a results-driven British Columbia and International vineyard owner with a strong background in leadership, capital markets, and investor relations. He has had first-hand junior resource company involvement for over 15 years with capital markets and investments and previous experience as a director of other public junior resource companies. His track record of raising capital while running a successful business and building shareholder value is impressive. In addition to his experience in the resource sector, Mr. Mikulic is a successful entrepreneur and businessman with significant investment and interests in the wine industry through his vineyard properties in British Columbia and Croatia. Hr. Mikulic has optimized business operations and has employed hundreds in operations capacities for demonstrated growth of his successful business ventures.

Mr. Mikulic holds a Bachelor of Science degree from California State University, in Fresno, CA.

Curtis Stewart, LLB, BA (Econ.) Tax Law Specialist

Mr. Stewart is currently General Counsel for a government agency in the Northwest Territories and Nunavut. Previously, Mr. Stewart was a distinguished senior tax litigation lawyer with a national practice in tax litigation, tax dispute resolution, and criminal tax matters. He has extensive experience before the Tax Court of Canada, Federal Court, Federal Court of Appeal, and has appeared before the Supreme Court of Canada. He served as a senior partner at Bennett Jones LLP prior to joining Deloitte

Tax Law LLP (now Deloitte Legal Canada LLP) as the initial and managing partner, where he led the firm's national expansion and establishment of the firm as a premier national tax litigation boutique. He was subsequently a senior partner of Fasken LLP.

Mr. Stewart became a director of the Company on March 23, 2026 and is the current Corporate Secretary for the Company. He brings significant board and executive experience, having served in the past as a director and chair of the audit committee of TSX and TSXV listed issuers, and as the President and CEO of various private businesses. Mr. Stewart holds an LLB and a BA in Economics from the University of Saskatchewan and is recognized as one of Canada's leading tax litigation lawyers by Chambers Global, International Tax Review, and Lexpert.

Management recommends the election of each of the nominees listed above as a director of the Company.

CEASE TRADE ORDERS, BANKRUPTCIES, PENALTIES AND SANCTIONS

To the knowledge of the Company, based on information provided by the directors, other than as set forth below, no proposed director has been subject to any transactions as set forth below:

(a) is, as at the date of the Information Circular, or has been, within 10 years before the date of the Information Circular, a director, chief executive officer ("**CEO**") or chief financial officer ("**CFO**") of any company (including the Company) that:

  (i) was the subject, while the proposed director was acting in the capacity as director, CEO or CFO of such company, of a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days; or

  (ii) was subject to a cease trade or similar order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after the proposed director ceased to be a director, CEO or CFO but which resulted from an event that occurred while the proposed director was acting in the capacity as director, CEO or CFO of such company; or

(b) is, as at the date of this Information Circular, or has been within 10 years before the date of the Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or

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

(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 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.

On August 18, 2020, Vatic Ventures Corp. ("**Vatic**") was issued a cease trade order (a "**CTO**") by the British Columbia Securities Commission (the "**BCSC**") under the securities legislation of British Columbia and Ontario pursuant to National Policy 11-207 - Failure-to-File Cease Trade Orders and Revocations in Multiple Jurisdictions, which precluded trading the shares of Vatic until such time as the CTO was revoked. At the time the CTO was issued, Matthew Mikulic was a director of Vatic. The CTO was issued by the BCSC as a result of Vatic's failure to file its audited annual financial statements, related management discussion and analysis and applicable officer certifications for the year ended February 29, 2020, by the deadline date of June 30, 2020. On March 22, 2021, the BCSC issued an order revoking the CTO against Vatic.

STATEMENT OF EXECUTIVE COMPENSATION

The following disclosure sets forth the compensation paid, awarded, granted, given or otherwise provided to each named executive officer and director for the most recently completed financial year.

Named Executive Officers

For the purposes of the remainder of this Information Circular, a Named Executive Officer of the Company means each of the following individuals:

(a) the CEO;

(b) the CFO;

(c) the most highly compensated executive officer of the Company other than the individuals identified in paragraphs (a) and (b) above, at December 31, 2025 or whose total compensation was more than $150,000; and

(d) each individual who would be named an executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at December 31, 2025.

(collectively the "**Named Executive Officers**" or "**NEOs**").

For the financial year ending December 31, 2025, the Company had the following Named Executive Officers: Ian Rogers, interim CEO, Paul Saxton, Past President and CEO, Nicolas Koo, CFO.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table sets forth a summary of all compensation paid, payable, awarded, granted, given, or otherwise provided, directly or indirectly, by the Company to each Named Executive Officer and director of the Company, for services provided and for services to be provided, directly or indirectly in any capacity, to the Company by such persons, for the two most recently completed financial years, excluding compensation securities:

Table of Compensation Excluding Compensation Securities							
Name and Position	**Year**	**Salary, Consulting Fee, Retainer or Commission ($)**	**Bonus ($)**	**Committee or Meeting Fees ($)**	**Value of Perquisites ($)**	**Value of All Other Compensation ($)**	**Total Compensation Accrued ($)**
Ian Rogers *CEO, Chairman & Director*	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Matthew Mikulic *Director*	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Paul Saxton (1) *Director Past President, CEO & Corporate Secretary*	2025	108,000 (1)	Nil	Nil	Nil	Nil	108,000
	2024	108,000 (1)	Nil	Nil	Nil	Nil	108,000
Nicholas Koo (2) (4) *CFO*	2025	46,000(4)	Nil	Nil	Nil	Nil	46,000
	2024	7,940	Nil	Nil	Nil	Nil	7,940
Dong Shim (3) (4) *Former Director & Former CFO* (2) (3)	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	39,060 (2)	Nil	Nil	Nil	Nil	39,060
Ronald Coombes *Former Director*	2025	57,000	Nil	Nil	Nil	Nil	57,000
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Stephen Wilkinson (5) *Former Director*	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	N/A	N/A	N/A	N/A	N/A	N/A

(1) Paul Saxton is paid through his company, Bromley Resources Ltd. Mr. Saxton stepped down as CEO and President on December 30, 2025.
(2) Nicholas Koo is a partner at Shim & Associates LLP and is paid through that company.
(3) Dong Shim was paid through his company, Shim & Associates LLP.
(4) Mr. Shim resigned as CFO on October 23, 2024 and Nicolas Koo was appointed as CFO on October 23, 2024.
(5) Stephen Wilkinson was a director of the Company from May 5, 2025 to August 15, 2025.

External Management Companies

The Company has not engaged the services of an external management company to provide executive management services to the Company, directly or indirectly, other than as set out below.

Bromley Resources Ltd., a company owned by Paul Saxton, entered into an executive management consulting agreement with the Company effective from January 1 2025 through to December 29, 2025, when the agreement was terminated. Pursuant to the executive management agreement, Mr. Saxton provided management and administration services and acted as the President & Chief Executive Officer and Corporate Secretary of the Company for an annual fee of $108,000.

Shim & Associates LLP, a private company owned by Dong Shim, former CFO and former director of the Company, entered into a contract for management, executive management, accounting and administrative services with the Company effective June 1, 2020, for a monthly fee of $3,500 per month. The services agreement will continue until any party gives at least sixty (60) days written notice of the

effective date of such termination. Nicholas Koo, CFO of the Company, is a Partner at Shim & Associates LLP.

Stock Options and Other Compensation Securities

For the most recently completed financial year ended December 31, 2025, there were no compensation securities granted or issued to Company directors and NEOs for services provided or to be provided, directly or indirectly, to the Company.

Exercise of Compensation Securities

There were no compensation securities exercised by any director and Named Executive Officer in the most recently completed financial year.

Stock Option Plan and Other Incentive Plans

The Company does not have any incentive plans, pursuant to which compensation that depends on achieving certain performance goals or similar conditions within a specified period is awarded, earned, paid or payable to a Named Executive Officer, other than the Company's Stock Option Plan which may be considered to be an "incentive plan" within the meaning of Form 51-102F6V.

The Company has no arrangements, standard or otherwise, pursuant to which directors are compensated by the Company or its subsidiaries for their services in their capacity as directors, or for committee participation, involvement in special assignments or for services as consultant or expert during the most recently completed financial year or subsequently, up to and including the date of this Information Circular, except as set forth below.

The Company has a rolling 10% Stock Option Plan for the granting of incentive stock options (the "**Option**" or "**Options**") to the directors, officers, employees, or consultants. The purpose of granting such Options is to assist the Company in compensating, attracting, retaining, and motivating the directors of the Company and to closely align the personal interests of such people to that of the Shareholders.

On March 19, 2025, all outstanding stock options were cancelled, and no further Options were granted in 2025. On April 17, 2026, the Company granted Options to certain directors, officers and consultants to purchase 2,050,000 Common Shares in the capital of the Company pursuant to the Stock Option Plan. The Options vested immediately and are exercisable at a price of $0.60 per share for five (5) years.

Please refer to "*Particulars of Other Matters to be Acted Upon – Approval of Stock Option Plan"* in this Information Circular for more complete details regarding the Stock Option Plan.

Employment, Consulting and Management Agreements

Except as discussed under "*External Management Companies*" above, the Company does not have any contract, agreement, plan, or arrangement that provides for payments to the Named Executive Officers, directors, or management following or in connection with any termination (whether voluntary, involuntary, or constructive), resignation, retirement, a change in control of the Company or its subsidiaries, or a change in a NEO's responsibilities.

Oversight and Description of Director and NEO Compensation

The Company does not have a Compensation Committee to assist the Board in discharging its duties relating to all compensation (including stock options) paid by the Company to senior officers,

consultants of the Company, and the members of the Board. The Board reviews and recommends compensation for senior officers, general compensation, and all benefits policies of the Company.

To determine compensation payable for the directors, senior officers and consultants of the Company, the Board considers compensation paid by companies of similar size and stage of development in the mineral exploration and development industry and determines appropriate compensation that reflects the time and effort expended by the directors, senior officers and consultants of the Company, while also considering financial and other resources of the Company.

No compensation consultant or advisor has been retained, at any time since the Company's most recently completed financial year, to assist the Board in determining compensation for any of the Company's directors or executive officers.

Pension Disclosure

The Company does not have a pension plan that provides payments or benefits to the Named Executive Officers at, following, or in connection with retirement. The Company has no defined benefit or actuarial plans.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth the Company's compensation plans under which equity securities are authorized for issuance as at the end of the most recently completed financial year December 31, 2025. On March 19, 2025, all outstanding stock options were cancelled, and no further Options were granted in 2025.

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 issuance under equity compensation plans (excluding securities reflected in column (a)) (c)
Equity compensation plans approved by securityholders	Nil	N/A	2,585,159
Equity compensation plans not approved by securityholders	Nil	N/A	N/A
Total	Nil	N/A	2,585,159

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

As at the date of his Information Circular, there was no indebtedness outstanding of any current or former director, executive officer or employee of the Company or its subsidiaries which is owing to the Company or its subsidiaries or to another entity which is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, entered into in connection with a purchase of securities or otherwise.

No individual who is, or at any time during the most recently completed financial year was, a director or executive officer of the Company, no proposed nominee for election as a director of the Company and no associate of such persons:

(i) is or at any time since the beginning of the most recently completed financial year has been, indebted to the Company or its subsidiaries; or

(ii) whose indebtedness to another entity is, or at any time since the beginning of the most recently completed financial year has been, the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Company or its subsidiaries, in relation to a securities purchase program or other program.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Except as set out herein, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year, no proposed nominee of management of the Company for election as a director of the Company and no associate or affiliate of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership or otherwise, in matters to be acted upon at the Meeting other than the election of directors.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as set out herein, no informed person or proposed director of the Company and no associate or affiliate of the foregoing persons has or has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year or in any proposed transaction which in either such case has materially affected or would materially affect the Company or its subsidiaries. See "Particulars of Other Matters to be Acted Upon – Approval of Control Person".

MANAGEMENT CONTRACTS

No management functions of the Company are performed to any substantial degree by a person other than the directors or executive officers of the Company. Please refer to "*Employment, Consulting and Management Agreements*" in this Information Circular for disclosure on the existing management contracts between the Company and certain directors or officers of the Company.

AUDIT COMMITTEE

Audit Committee's Charter

The text of the Company's Audit Committee Charter is set forth in Schedule "A" attached to this Information Circular.

Composition of the Audit Committee

As of the date of this Information Circular, the members of the Audit Committee are Curtis Stewart (Chair), Ian Rogers, and Matthew Mikulic. All members are considered "financially literate" within the meaning of National Instrument 52-110 ("**NI 52-110**"). Mr. Stewart and Mr. Mikulic are considered independent within the meaning of NI 52-110. Mr. Rogers is not considered independent within the meaning of NI 52-110 as he is Chief Executive Officer of the Company.

Relevant Education and Experience

See section 'Biographies of Management Director Nominees' for relevant education and experience of the current directors and members of the Audit Committee.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 *(De Minimis Non-audit Services)*, or an exemption from NI 52-110, in whole or in part, granted under Part 8 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. The Audit Committee Charter requires that all non-audit services be pre-approved by the Audit Committee.

External Auditors Service Fees

The aggregate fees billed by the Company's external auditors in the last two fiscal years for audit fees are as follows:

Financial Year Ending	Audit Fees[(1)]	Audit Related Fees	Tax Fees	All Other Fees
2025	42,512	Nil	Nil	Nil
2024	39,000	Nil	Nil	Nil

(1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's consolidated financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.

Exemption in Section 6.1 of NI 52-110

The Company is relying on the exemption in Section 6.1 of NI 52-110 from the requirement of Parts 3 (Composition of the Audit Committee) and 5 (Reporting Obligations).

CORPORATE GOVERNANCE DISCLOSURE

As of the date of this Information Circular, the members of the Corporate Governance Committee are Matthew Mikulic (Chair), Ian Rogers and Curtis Stewart.

Corporate governance refers to the policies and structure of the board of directors of a corporation, whose members are elected by and are accountable to the shareholders of a corporation. Corporate governance encourages establishing a reasonable degree of independence of the board of directors of a corporation from executive management and the adoption of policies to ensure such board of directors recognizes the principles of good management. The Board is committed to sound corporate governance practices, as such practices are both in the interests of Shareholders and help to contribute to effective and efficient decision-making.

National Policy 58-201 – *Corporate Governance Guidelines* ("**NP 58-201**") establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines. In certain cases, the Company's practices comply with the guidelines. However, the Board considers that some of the guidelines are not suitable for the Company at its current stage of development and therefore not all guidelines have been adopted. NP 58-101 mandates disclosure of corporate governance practices which disclosure is set out below.

Independence of Members of Board

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a director's independent judgment or in the specified circumstances set forth in Section 1.4 of NI 52-110.

The Board currently consists of four (4) directors, Ian Rogers (Chair), Paul Saxton, Matthew Mikulic and Curtis Stewart. Messrs. Mikulic and Stewart are considered by the Board to be independent based upon the tests for independence set forth in NI 52-110. Mr. Saxton is not independent as he was an executive officer of the Company in the last three years, and Mr. Rogers is not independent as he is a current executive officer of the Company.

Management Supervision by Board

The CEO and CFO report upon the operations of the Company separately to the Board annually and at such other times throughout the year as is considered necessary or advisable by the directors. The directors are encouraged to meet at any time they consider necessary without any members of management, including the non-independent directors, being present. The Company's auditors, legal counsel and employees may be invited to attend. The Audit Committee, which has two independent directors, can meet with the Company's auditors with or without management being in attendance.

The Board considers that management is effectively supervised by the Board on an informal basis as the Board is actively and regularly involved in reviewing and supervising the operations of the Company and have regular and full access to management. Independent supervision of management is further accomplished by selecting management who demonstrate a high level of integrity and ability and having strong independent Board members. In addition, the Board may appoint from time to time an independent lead director to direct Board operations.

Risk Management

The Board is responsible for the adoption of a strategic planning process, identification of principal risks and implementing risk management systems, succession planning and the continuous disclosure requirements of the Company under applicable securities laws and regulations. In addition, the Board is tasked with assessing risk as it pertains to the Company's compensation strategy. The Audit Committee is also tasked with certain risk management responsibilities, as set forth in section 2(e) of the Audit Committee Charter which is attached as Schedule "A" to this Information Circular.

Participation of Directors in Other Reporting Issuers

The participation of the directors in other reporting issuers is described in the table provided under "*Election of Directors*" in this Information Circular.

Orientation and Continuing Education

While the Company does not have formal orientation and training programs, new Board members are provided with:

1) Information respecting the functioning of the Board of Directors, committees and copies of the Company's corporate governance policies;

2) Access to recent, publicly filed documents of the Company, technical reports, and the Company's internal financial information; and

3) Access to management and technical experts and consultants.

Board members are encouraged to communicate with management, auditors, and technical consultants to keep themselves current with industry trends and developments and changes in legislation with management's assistance and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records. Board meetings may also include presentations by the Company's management and employees to give the directors additional insight into the Company's business.

Ethical Business Conduct

The Board views good corporate governance as an integral component to the success of the Company and to meet responsibilities to Shareholders. The Board has adopted a Code of Conduct that is posted on its website at www.lincolnmining.com and has instructed its management and employees to abide by such code.

The Board has also 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 meeting of Shareholders, considering the number required to carry out the Board's duties effectively and to maintain a diversity of views and experience.

The Board does not have a nominating committee, and these functions are currently performed by the Board as a whole. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, mining industry expertise, independence, and other factors. Members of the Board and representatives of the mining industry are consulted for possible candidates.

Compensation of Directors and the CEO

The Board does not have a Compensation Committee, and these functions are currently performed by the Board as a whole.

The Board recommends compensation of the Company's directors and officers based upon, among other things, the time commitment, effort and success of each individual's contribution towards the success of the Company and a comparison of the remuneration paid by the Company to publicly available

information of the remuneration paid by other reporting issuers (public companies) that the Board feels are similarly placed within the same business of the Company.

The Board also determines the amount and terms of each stock option grant, within the parameters set out in the Company's stock option plan and applicable exchange rules and policies. Further, the Board assesses the objectives of the Company in light of the external environment and current business situation of the Company, determines if annual bonuses should be granted to executive officers.

Board Committees

The directors are actively involved in the operations of the Company and the size of the Company's operations does not warrant a larger board of directors. As of the date of this Information Circular, the Audit Committee is comprised of: Curtis Stewart (Chair), Ian Rogers and Matthew Mikulic; and the Corporate Governance Committee is comprised of: Matthew Mikulic (Chair), Ian Rogers and Curtis Stewart. The Board has determined that additional committees are not necessary at this stage of the Company's development.

Assessments

The Board has no special structure in place for evaluating the effectiveness of the Board, its committees, and individual directors. Based on general feedback from individual directors and management, the Board will assess its operations and adequacy of information provided to the Board and make necessary changes.

Nomination and Assessment

The Board determines new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the President and CEO. The Board monitors but does not formally assess the performance of individual Board members or committee members or their contributions.

Expectations of Management

The Board expects management to operate the business of the Company in a manner that enhances shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Company's business plan and meet the Company's goals and objectives.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

In addition to the matters listed under the heading "Particulars of Matters to be Acted Upon", the following matters will be brought before the Meeting.

1. APPROVAL OF STOCK OPTION PLAN

On November 24, 2021, the TSX Venture Exchange (the "**TSXV**") adopted a new Policy 4.4 governing security-based compensation ("**New Policy 4.4**"). The changes to the policy generally relate to the expansion of the policy to cover several types of security-based compensation in addition to stock options.

On August 31, 2022, the Board adopted a new rolling 10% stock option plan (the "**Stock Option Plan**") on the same terms as the Company's previous stock option plan, but including several new features and

updates that comply with the New Policy 4.4. The Stock Option Plan now governs all Option grants. The Stock Option Plan was last approved by the Shareholders at the annual general meeting held on August 15, 2025. The policies of the TSXV require that the Stock Option Plan receive yearly Shareholder approval at the Meeting.

The Stock Option Plan is a rolling stock option plan pursuant to which up to 10% of the outstanding Common Shares may be reserved for issuance from time to time, less the number of Common Shares reserved for issue under any other share compensation arrangement.

The material terms of the Company's Stock Option Plan are as follows:

1) Persons who are Service Providers, being a *bona fide* Director, Officer, Employee, Management Company Employee, Consultant or Consultant Company, and also includes a company, 100% of the share capital of which is beneficially owned by one or more Service Providers are eligible to receive grants of Options under the Stock Option Plan;

2) The maximum aggregate number of Common Shares of the Company that may be reserved for issuance under the Stock Option Plan, together with all other Security Based Compensation Plans, at any point in time is 10% of the outstanding Common Shares as at the date of grant or issuance of any Security Based Compensation under any of such Security Based Compensation Plans;

3) The Stock Option Plan provides for the following limits on grants, for so long as the Company is subject to the requirements of the TSXV, unless disinterested Shareholder approval is obtained or unless permitted otherwise pursuant to the policies of the TSXV:

    a) the maximum number of Common Shares that may be issued to any Stock Option Plan participant (and where permitted pursuant to the policies of the TSXV), any company that is wholly-owned by any participant under the Stock Option Plan, together with any other security-based compensation arrangement, within a twelve (12) month period, may not exceed 5% of the issued Common Shares calculated on the date of grant;

    b) the maximum number of Common Shares that may be issued to insiders collectively under the Stock Option Plan, together with any other security-based compensation arrangements, within a twelve (12) month period, may not exceed 10% of the issued Common Shares calculated on the date of grant, and

    c) the maximum number of Common Shares that may be issued to insiders collectively under the Stock Option Plan, together with any other security-based compensation arrangements, may not exceed 10% of the issued Common Shares at any time.

4) For so long as such limitation is required by the TSXV, the maximum number of Options which may be granted within any twelve (12) month period to the Stock Option Plan participants who perform investor relations activities must not exceed 2% of the issued and outstanding Common Shares, and such Options must vest in stages over twelve (12) months with no more than 25% vesting in any three (3) month period. In addition, the maximum number of Common Shares that may be granted to any one consultant under the Stock Option Plan, together with any other security-based compensation arrangements, within a twelve (12) month period, may not exceed 2% of the issued Common Shares calculated on the date of grant.

5) Investor relations service providers cannot receive any security-based compensation other than Options:

a) The Exercise Price of an Option will be set by the Board at the time such Option is allocated under the Stock Option Plan and cannot be less than the discounted market price;

b) The term of an Option will be set by the Board at the time such Option is allocated under the Stock Option Plan. An Option can be exercisable for a maximum of 10 years from the effective date;

c) Vesting of Options shall be at the discretion of the Board and, with respect to any particular Options granted under the Stock Option Plan, in the absence of a vesting schedule being specified at the time of grant, all such Options shall vest immediately. Where applicable, vesting of Options will generally be subject to:

   i) the service provider remaining employed by or continuing to provide services to the Company or any of its affiliates as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or any of its affiliates during the vesting period; or

   ii) the service provider remaining as a Director of the Company or any of its affiliates during the vesting period;

d) Options granted to investor relations service providers will vest such that:

   i) no more than 25% of the Options vest no sooner than three months after the Options were granted;

   ii) no more than another 25% of Options vest no sooner than six months after the Options were granted;

   iii) no more than 25% of Options vest no sooner than nine months after the Options were granted; and

   iv) the remainder of the Options vest no sooner than 12 months after the Options were granted;

e) In the case of an Optionee being dismissed from employment or service for Cause, such optionee's Options, whether or not vested at the date of dismissal will immediately terminate on the termination date without right to exercise same;

f) All Options granted shall be evidenced by written option agreements;

g) The Company will be required to obtain disinterested Shareholder approval prior to any of the following actions being effective.

   i) The Stock Option Plan, together with any other Security Based Compensation Plans, could result at any time in:

      i. the aggregate number of Common Shares reserved for issuance to insiders exceeding 10% of the outstanding Common Shares; or

      ii. The aggregate number of Common Shares reserved for issuance to insiders within any twelve (12) month period exceeding 10% of the outstanding Common Shares; or

iii. The aggregate number of Common Shares reserved for issuance to any one individual participant or service provider, within any twelve (12) month period, exceeding 5% of the outstanding Common Shares;

ii) Any reduction in the exercise price of an Option, or extension to the expiry date of an Option, held by an insider at the time of the proposed amendment is subject to disinterested Shareholder approval in accordance with the policies of the TSXV.

Except as otherwise set forth in an applicable Award Agreement and subject to the provisions of the Stock Option Plan, Options shall be subject to the following conditions:

- Death: Upon death of an Optionee, any vested Option held by him at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of one year after the date of death of such Optionee and the date of expiration of the term otherwise applicable to such Option;

- Termination of Employment or Service for Cause: Where a Participant's employment is terminated by the Company for cause, such Optionee's Options, whether or not vested at the date of dismissal will immediately terminate on the Termination Date without right to exercise same.

- Termination of Employment or Service Without Cause, Voluntary Termination or Retirement: Where a Participant's employment is terminated by the Company without cause, by voluntary termination, due to retirement, any Options held by such participant at the date of termination shall be exercisable for a period of 90 days after the date of termination determined by the Board or prior to the expiration of the Option, whichever is sooner.

The Stock Option Plan has also been prepared to allow Option holders to exercise Options on a "**Cashless Exercise**" or "**Net Exercise**" basis, as now expressly permitted by New Policy 4.4. A Cashless Exercise is a method of exercising stock options in which a securities dealer loans funds to an option holder or sells the same shares as those underlying an option, prior to or in conjunction with the exercise of options, to allow the option holder to fund the exercise of some or all of their options. A Net Exercise is a method of option exercise under which the option holder does not make any payment to the issuer for the exercise of their options and receives on exercise a number of shares equal to the intrinsic value (current market price less the exercise price) of the option valued at the current market price. Under New Policy 4.4, the current market price must be the 5-day volume weighted average trading price prior to option exercise. The Net Exercise method may not be utilized by persons performing investor relations services.

Pursuant to "Cashless Exercise – sections 1.31 and 1.32 of the Stock Option Plan, in the event of a Cashless Exercise or Net Exercise, the number of Options exercised, surrendered, or converted, and not the number of Common Shares actually issued by the Company, must be included in calculating the limits set forth in Sections 2.2, 2.6 and 2.10 of the Plan.

Pursuant to the Board's authority to govern the implementation and administration of the Stock Option Plan, all previously granted and outstanding stock options shall be governed by the provisions of the Stock Option Plan.

At the Meeting, Shareholders will be asked to consider, and if thought fit, to ratify, confirm and approve the Company's Rolling 10% Stock Option Plan by way of an ordinary resolution. The full text of the resolution is set out below. In order to be passed, the resolution requires the approval of a majority of the votes cast thereon by Shareholders present in person or represented by proxy at the Meeting.

"**BE IT RESOLVED** as an ordinary resolution, with or without variation, that:

a) Subject to TSXV approval, the Company's rolling 10% stock option plan (the "**Stock Option Plan**"), dated for reference August 31, 2022, be confirmed and approved;

b) Subject to the effectiveness of the Stock Option Plan, all existing stock options of the Company's shall be governed by the terms of the Stock Option Plan;

c) The board of directors of the Company (the "**Board**") or any committee thereof be and is hereby authorized, in its absolute discretion, to administer the Stock Option Plan and amend or modify the Stock Option Plan in accordance with its terms and conditions and with the policies of the TSX Venture Exchange;

d) The Company is hereby authorized to allot and issue as fully paid and non-assessable that number of Common Shares granted to eligible participants under the Stock Option Plan;

e) Option holders under the Stock Option Plan are permitted to exercise options on a "Cashless Exercise" or "Net Exercise" basis, with the exception of persons performing investor relations services;

f) Any one or more of the directors and officers of the Company be authorized to perform all such acts, deeds, and things and execute, under the seal of the Company or otherwise, all such documents as may be required to give effect to this resolution; and

g) To the extent permitted by law, the Company be authorized to abandon all or any part of the Stock Option Plan if the Board deems it appropriate and in the best interest of the Company to do so."

The full text of the Stock Option Plan will be available for review at the Meeting.

In the absence of instructions to the contrary, Common Shares represented by proxies in favour of management will be voted FOR the approval and ratification of the Stock Option Plan. In order to be effective, the resolution must be passed by majority of the votes cast on the matter at the Meeting in person or by proxy.

2. APPROVAL OF CONTROL PERSON

Under the policies of the TSXV, a "**Control Person**" is defined as any person or combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of the issuer, or that holds more than 19.99% of the outstanding voting shares of an issuer except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer.

Pursuant to the policies of the TSXV, if a transaction could result in the creation of a new Control Person, an issuer must obtain shareholder approval of the creation of the new Control Person on a disinterested basis excluding any shares held by the proposed new Control Person and its associates and affiliates.

As at the date of this Circular, Mr. Ian Rogers beneficially owns, or exercises control or direction over 4,942,000 Common Shares (the "**Rogers Shares**"), representing approximately 17.77% of the Company's issued and outstanding Common Shares on an undiluted basis (based on there being

27,807,628 Common Shares outstanding). Mr. Rogers also beneficially owns, or exercises control or direction over 11,500,000 Exercisable Securities (as defined herein), and together with the Rogers Shares, represents approximately 41.83% of the issued and outstanding Common Shares based on there being 39,307,628 issued and outstanding Common Shares on a partially diluted basis after giving effect to the conversion and exercise of all of the Exercisable Securities, assuming no further Common Shares have been issued.

Exercisable Securities Timeline

On January 30, 2025 Mr. Rogers acquired 400,000 common share purchase warrants (the "**January Warrants**") exercisable at an exercise price of CDN$0.35 per January Warrant with an expiry date of June 27, 2026. Each January Warrant is exercisable into one Share.

On October 9, 2025, Mr. Rogers acquired unsecured convertible notes in the amount of CDN$200,000.00 (the "**October Note Units**"). Each October Note Unit is comprised of one unsecured convertible debenture of the Company (each, an "**October Note**"), and such number of common share purchase warrants in the capital of the Company (the "**October Warrants**") equal to the October Principal (as hereinafter defined) divided by the October Conversion Price (as hereinafter defined), being 1,000,000 October Warrants. Each October Warrant is exercisable into one Share at an exercise price of CDN$0.20 for a period of 36 months from the date of issuance.

The October Notes have a maturity date (the "**October Notes Maturity Date**") of 36 months from the date of issuance, unless previously converted in accordance with the terms of the October Notes. From and after the date of issue of the October Notes until the October Notes Maturity Date, any principal amount (the "**October Principal**") may be converted, at the option of Mr. Rogers, into Common Shares at a conversion price of CDN$0.20 per Share (the "**October Conversion Price**"). A maximum of 1,000,000 Common Shares will be issuable assuming the full October Principal amount is converted.

On December 17, 2025 Mr. Rogers acquired CDN$850,000.00 worth of unsecured convertible notes (the "**December Note Units**"). Each December Note Unit is comprised of one unsecured convertible debenture of the Company (each, a "**December Note**"), and such number of common share purchase warrants in the capital of the Company equal to the December Principal (as hereinafter defined) divided by the December Conversion Price (as hereinafter defined), being 4,250,000 warrants (the "**December Warrants**"). Of the 4,250,000 December Warrants, 1,000,000 December Warrants are exercisable at an exercise price of CDN$0.20 per December Warrant and the remaining 3,250,000 are exercisable at an exercise price of CDN$0.30 per December Warrant. Each December Warrant is exercisable into one Share for a period of 36 months from the date of issuance.

The December Notes have a maturity date (the "**December Notes Maturity Date**") of 36 months from the date of issuance, unless previously converted. From and after the date of issue of the December Notes until the December Notes Maturity Date, any principal amount (the "**December Principal**") may be converted, at the option of Mr. Rogers, into Common Shares at a conversion price of CDN$0.20 per share (the "**December Conversion Price**"). A maximum of 4,250,000 Common Shares will be issuable assuming the full December Principal amount is converted.

On April 16, 2026, the Company issued 600,000 Options to Mr. Rogers (the "**April Options**"). The April Options vest immediately and are exercisable at an exercise price of CDN$0.60 per April Option. The April Options have an expiry date of five (5) years from the date of issuance, expiring on April 16, 2031. Each April Option is exercisable for one share.

Ian Rogers

Mr. Rogers, MBA, SCPM, is a leader and seasoned executive with over 25 years of experience in the energy industry, driving growth, monetization, and commercialization for private, Fortune 100 TSE and NYSE companies.

In addition to being the Interim Chief Executive Officer of the Company, Mr. Rogers is the CEO and Founder of GTE Group of Companies, focused on industry innovation and resource development projects. Previously, he was the Co-Originator and Founder of Cabin Ridge Coal Corp., a major metallurgical coal development in the Crowsnest Pass Alberta, which as CEO and President he developed, commercialized and subsequently sold the project. He also previously held the role of General Manager for Global Procurement Services with ConocoPhillips and Burlington Resources, where he oversaw the supply and services of four business units in Canada. His expertise in project management and supply chain optimization enabled the successful delivery of multiple high-profile projects in Canada, Mexico, Australia, and the United States.

Mr. Rogers holds a BA in Economics from the University of Saskatchewan, and an MBA from European University in Brussels. He has also completed post-graduate studies at Stanford University and is a Stanford Certified Project Manager from the Stanford School of Engineering.

As a director, Mr. Roger has leveraged his expertise in monetization, commercialization, and project management to drive growth and success for the Company. Due to his vast experience in project development of resource plays he understands the importance of protecting the mineral leases and rights, the exploration process and working with the governmental agencies that assist in finalization of the permitting process to get to production. His proven track record of delivering results- driven strategies and his ability to complete complex projects will be essential in driving the Company's continued success.

Requirement for TSXV and Disinterested Shareholder Approval

Mr. Rogers is restricted from exercising any October Notes, December Notes, January Warrants, October Warrants, December Warrants, or April Options (collectively, the "**Exercisable Securities**") to the extent that, after giving effect to such exercise, Mr. Rogers would beneficially own or control more than 19.99% of the shares, unless TSXV and disinterested Shareholder approval for Mr. Rogers as a Control Person has been obtained. If disinterested Shareholder approval for the creation of a new Control Person is obtained at the Meeting as contemplated below, this restriction on exercise will fall away and the Exercisable Securities will be exercisable by Mr. Rogers, subject to final TSXV approval.

It is expected that Mr. Rogers may exercise the Exercisable Securities, participate in future private placements or other financings of the Company, or acquire additional securities in open market purchases, any combination of which may result in Mr. Rogers' acquisition of additional securities of the Company and, therefore, could increase Mr. Rogers' shareholdings to 20% or more of the issued and outstanding Common Shares.

Pursuant to the policies of TSXV, the Company is required to obtain disinterested Shareholder approval for the creation of a new Control Person. Accordingly, in anticipation of the possibility that Mr. Rogers may acquire, directly or indirectly, whether through the exercise of the Exercisable Securities, the acquisition of Common Shares in the open market, the participation in future financings by the Company, or exercise any future warrants or otherwise, a sufficient number of additional Common Shares to become a Control Person of the Company, at the Meeting, Shareholders will be asked to pass a resolution to approve the creation of Mr. Rogers as a new Control Person of the Company. If

Shareholder approval is not obtained at the Meeting, the Company will be precluded from issuing additional Common Shares to Mr. Rogers, or entities owned and/or controlled by Mr. Rogers, at any time when such issuance would cause Mr. Rogers to become a Control Person of the Company.

At the Meeting, disinterested Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, an ordinary resolution (the "**Control Person Resolution**") approving the creation of Mr. Rogers as a new Control Person of the Company, which approval includes, but not be limited to, the approval of the issuance of up to 11,500,000 Common Shares upon the exercise of all of the Exercisable Securities owned by Mr. Rogers, as well as the issuance of any further Common Shares to Mr. Rogers, directly or indirectly, by way of private placement, other financings by the Company, exercise of any future warrants, or other acquisitions of Common Shares, to the extent that such issuances could result in the creation of a new Control Person.

Control Person Resolution

In order to be passed, the Control Person Resolution requires the approval of a majority of the votes cast thereon by Shareholders present in person or represented by proxy at the Meeting, excluding the votes attaching to Common Shares beneficially owned by Mr. Rogers and any associates or affiliates of Mr. Rogers. For greater certainty, in determining whether such approval has been obtained, the votes attaching to the Rogers Shares will be excluded. The full text of the resolution is set out below.

> "**BE IT RESOLVED** as an ordinary resolution of the Company's disinterested shareholders, with or without variation, that:
>
> a) subject to regulatory approval, and in compliance with the policies of the TSX Venture Exchange (the "**TSXV**"), the creation of a new Control Person (as such term is defined in the policies of the TSXV) of Lincoln Gold Mining Inc. (the "**Company**"), being Mr. Ian Rogers, as more particularly set out in the management information circular of the Company dated June 16, 2026, is hereby authorized and approved, and, for greater certainty, Mr. Rogers, and any entities owned and/or controlled by Mr. Rogers, shall hereafter be entitled to exercise common share purchase warrants and other convertible or exchangeable securities of the Company held by him, directly or indirectly, from time to time, and to purchase further securities of the Company whether from treasury or in the secondary market, notwithstanding that such exercise or purchase would, or could possibly, increase his ownership of shares of the Company to 20% or more of the then issued and outstanding shares of the Company;
>
> b) any one director or officer of the Company is hereby authorized and directed on behalf of the Company to take all necessary steps and proceedings and to execute, deliver and file any and all declarations, agreements, documents and other instruments and do all such other acts and things that may be necessary or desirable to give effect to the foregoing resolutions; and
>
> c) all previous actions by the directors and officers of the Company in connection with these resolutions and the creation of Mr. Rogers as a new Control Person, are hereby confirmed, ratified and approved."

The directors of the Company unanimously recommend that Shareholders vote in favour of creating a new Control Person.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE ABOVE RESOLUTION.

3. APPROVAL OF ADVANCE NOTICE POLICY

On December 24, 2024, the Board adopted and approved, an advance notice policy, the full text of which is appended as Schedule "B" to this Circular (the "**Advance Notice Policy**"). At the Meeting, Shareholders will be asked to consider, and if deemed advisable approve and ratify the Advance Notice Policy. The Advance Notice Policy is currently in effect, and if approved and ratified by Shareholders, the Advance Notice Policy will continue to be effective as the advance notice policy of the Company. If the Advance Notice Policy does not receive the requisite Shareholder approval at the Meeting, the Advance Notice Policy will terminate and be of no further force or effect immediately after the conclusion of the Meeting.

The Company believes the Advance Notice Policy is in the best interests of the Company, Shareholders, and other stakeholders as it will: (i) facilitate an orderly and efficient process for holding annual general meetings and, when the need arises, special meetings of Shareholders; (ii) ensure that all Shareholders receive adequate advance notice of director nominations and sufficient information regarding all director nominees; and (iii) allow Shareholders to register an informed vote for directors of the Company after having been afforded reasonable time for appropriate deliberation.

Key Terms of the Advance Notice Policy

The following information is intended as a summary of the key terms of the Advance Notice Policy, which summary is qualified in its entirety by the full text of the Advance Notice Policy as appended to this Circular as Schedule "B".

The purpose of the Advance Notice Policy is to provide Shareholders, directors and management of the Company with a clear framework for nominating individuals for election as directors of the Company.

The Advance Notice Policy provides for, among other things, a requirement of advance notice to be given by Shareholders (referred to in this section as the "**Notice**") in circumstances where nominations of persons for election to the Board are made by Shareholders (such nominating Shareholder, for the purposes of this section, the "**Nominating Shareholder**") and sets forth the information that a Nominating Shareholder must include in the Notice to the Company in order for any nominee to be eligible for election as a director at any annual or special meeting of Shareholders. The Advance Notice Policy fixes a deadline by which Shareholders of record of Common Shares must submit director nominations to the Company prior to any annual meeting of Shareholders or at any special meeting of Shareholders at which directors are to be elected. Specifically, the Notice must be provided to the Company:

a) in the case of an annual meeting of Shareholders, not less than thirty (30) days prior to the date of the annual meeting of Shareholders; provided, however, that if the annual meeting of Shareholders is to be held on a date that is less than fifty (50) days after the date (referred to in this section as the "**Notice Date**") on which the first public announcement of the date of the annual meeting was made, the Nominating Shareholder's Notice may be given not later than the close of business on the tenth (10th) day following the Notice Date; and

b) in the case of a special meeting (which is not also an annual meeting) of Shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15th) day following the day on which the first public announcement of the date of the special meeting of Shareholders was made.

The Chair of the meeting will have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the Advance Notice Policy and, if any proposed nomination is not made in compliance with the Advance Notice Policy, to declare that such defective nomination will be disregarded.

Advance Notice Policy Resolution

If the resolutions approving the Advance Notice Policy pass at the Meeting, the Advance Notice Policy will continue to be in effect in accordance with its terms and conditions beyond the conclusion of the Meeting. Thereafter, the Advance Notice Policy will be subject to review by the Board from time to time and may be amended by majority vote of the Board for the purposes of, among other things, complying with the requirements of applicable securities regulatory agencies or stock exchanges, or so as to meet industry or good governance standards.

At the Meeting, Shareholders will be asked to consider, and if thought fit, to ratify, confirm and approve the Company's Advance Notice Policy by way of an ordinary resolution, with or without variation. The full text of the resolution is set out below. In order to be passed, the resolution requires the approval of a majority of the votes cast thereon by Shareholders present in person or represented by proxy at the Meeting.

"**BE IT RESOLVED** as an ordinary resolution, with or without variation, of the Company's shareholders, that:

a) The Advance Notice Policy, a copy of which is attached as Schedule "B" to the management information circular of Lincoln Gold Mining Inc. (the "**Company**") dated June 16, 2026, is hereby confirmed, ratified and approved;

b) The board of directors of the Company (the "**Board**") be and is hereby authorized, in its sole discretion, to administer the Advance Notice Policy and amend or modify the same from time to time in accordance with the provisions thereof, without further shareholder approval, to reflect the changes required by securities regulatory agencies or stock exchanges, to conform to industry standards, or as otherwise determined to be in the best interests of the Company and its shareholders as determined by the Board in its discretion; and

c) Any director or officer of the Company be and is hereby authorized, for and on behalf of the Company to execute and deliver all documents and instruments and take such other actions, including making all necessary filings with applicable regulatory bodies and stock exchanges, as such director or officer may determine to be necessary or desirable to implement this ordinary resolution and the matter authorized hereby, such determination to be conclusively evidenced by the execution and delivery of any such document or instrument and the taking of any such action."

The directors of the Company unanimously recommend that Shareholders vote in favour of confirming, ratifying and approving the Advance Notice Policy.

IT IS INTENDED THAT THE COMMON SHARES REPRESENTED BY PROXIES IN FAVOUR OF MANAGEMENT NOMINEES WILL BE VOTED IN FAVOUR OF THE ABOVE RESOLUTION.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on the Company's website at www.lincolnmining.com or on SEDAR+ at www.sedarplus.ca, under the Company's issuer profile. Shareholders may contact the Company at Suite 400 – 789 West Pender Street, Vancouver, British Columbia, V6C 1H2, or telephone 604-688-7377, or email: info@lincolnmining.com to request copies of the Company's financial statements and MD&A.

Financial information is provided in the Company's comparative financial statements and MD&A for its most recently completed financial year, which is filed on SEDAR+ under the Company's profile.

OTHER MATTERS

As of the date of this Information Circular, the Board is not aware of any other matter to come before the Meeting other than as set forth in the Notice of Meeting. If any other matter properly comes before the Meeting, it is the intention of the persons named in the enclosed form of proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.

DATED June 16, 2026.

APPROVED BY THE BOARD OF DIRECTORS

/s/"Ian Rogers"

Ian Rogers
Chief Executive Officer

Schedule "A"
Audit Committee Charter

1. MISSION

Senior management, as overseen by the Board of Directors, has primary responsibility for the Company's financial reporting, accounting systems and internal controls. The audit committee is a standing committee of the Board of Directors established to assist the Board of Directors in fulfilling its responsibilities in this regard.

2. RESPONSIBILITIES

The audit committee shall:

(a) Financial Information

(i) Review the annual financial statements and related matters and recommend their approval to the Board of Directors, after discussing matters such as the selection of accounting policies, major accounting judgements, accruals and estimates with management;

(ii) be responsible for reviewing the results of the external audit, including:

A. the auditor's engagement letter;

B. the reasonableness of the estimated audit fees;

C. the scope of the audit, including materiality, locations to be visited, audit reports required, areas of audit risk, timetable, deadlines and coordination with internal audit;

D. the post-audit management letter together with management's response;

E. the form of the audit report;

F. any other related audit engagements (e.g. audit of the company pension plan);

G. pre-approving non audit services performed by the auditor;

H. assessing the auditor's performance;

I. recommending the auditor for appointment by the Board of Directors and the compensation of the auditor;

J. meeting with the auditors to discuss pertinent matters, including the quality of accounting personnel;

(iii) ensure that adequate procedures are in place for the review of the Company's public disclosure of financial information extracted or derived from the Company's financial

statements (except for disclosure required to be reviewed by the audit committee), and must periodically assess the adequacy of those procedures;

(iv) establish procedures for:

A. the receipt, retention and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters; and

B. the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters;

(v) review and approve the Company's hiring policies regarding partners, employees and former partners and employees of the present and former external auditor of the Company;

(b) Interim Financial Statements

(vi) obtain reasonable assurance on the process for preparing reliable quarterly interim financial statements from discussions with management and, where appropriate, reports from the external and internal auditors;

(vii) review, or engage the external auditors to review, the quarterly interim financial statements if not reviewed by the Board of Directors;

(viii) obtain reasonable assurance from management about the process for ensuring the reliability of other public disclosure documents that contain audited and unaudited financial information;

(c) Accounting System and Internal Controls

(ix) obtain reasonable assurance from discussions with and (or) reports from management, and reports from external and internal auditors that the Company's accounting systems are reliable and that the prescribed internal controls are operating effectively;

(x) direct the auditors' examinations to particular areas;

(xi) request the auditors to undertake special examinations (e.g., review compliance with conflict of interest policies);

(xii) review control weaknesses identified by the external and internal auditors, together with management's response;

(xiii) review the appointments of the chief financial officer and key financial executives;

(xiv) review accounting and financial human resources and succession planning within the Company.

(d) Reporting

(xv) report to the Board of Directors following each meeting on the major discussions and decisions made by the audit committee; and

(xvi) review the audit committee's terms of reference periodically and propose recommended changes to the Board of Directors.

(e) Risk Management

(xvii) review, at least annually, and more frequently, if necessary, the Company's policies for risk assessment and risk management (the identification, monitoring, and mitigation of risks).

(xviii) inquire of management and the independent auditor about significant business, political, financial and control risks or exposure to such risk.

(xviv) request the external auditor's opinion of management's assessment of significant risks facing the Company and how effectively they are being managed or controlled.

(xx) assess the effectiveness of the over-all process for identifying principal business risks and report thereon to the Board.

3. COMPOSITION AND REGULATIONS

(a) The audit committee shall be composed of at least three directors, the majority of whom will be independent in that he or she has no material relationship with the Company that could be reasonably expected to interfere with the exercise of the member's independent judgement.

(b) All members shall be financially literate in that they are able to understand the level of complexity of the financial statements of the Company and the accounting issues that can reasonably be expected to be raised by the Company's financial statements.

(c) The members and the chairperson of the audit committee shall be appointed by the Board of Directors for a one year term and may serve any number of consecutive terms.

(d) The chairperson of the audit committee shall, in consultation with management and the auditors, establish the agenda for the meetings and ensure that properly prepared agenda materials are circulated to members with sufficient time for study prior to the meeting.

(e) The audit committee shall have the power, authority and discretion delegated to it by the Board of Directors which shall not include the power to change the membership of or fill vacancies in the audit committee.

(f) The audit committee shall conform to the regulations which may from time to time be imposed upon it by the Board of Directors. The Board of Directors shall have the power at any time to revoke or override the authority given to or acts done by the audit committee except as to acts done before such revocation or act of overriding and to terminate the appointment or change the membership of the audit committee or fill vacancies in it as it shall see fit.

(g) The audit committee may meet and adjourn, as they think proper. A majority of the members of the audit committee shall constitute a quorum thereof. Questions arising shall be determined by a majority of votes of the members of the audit committee present, and in the case of an equality of votes, the chairperson shall not have a second or casting vote.

(h) A resolution approved in writing by all of the members of the audit committee shall be valid and effective as if it had been passed at a duly called meeting. Such resolution shall be filed with the minutes of the proceedings of the audit committee and shall be effective on the date stated thereon or on the latest date stated in any counterpart.

(i) The audit committee shall keep regular minutes of its meetings and record all material matters and shall cause such minutes to be recorded in the books kept for that purpose and shall distribute such minutes to the Board of Directors.

(j) The audit committee shall have unrestricted and unfettered access to all Company personnel and documents and shall be provided with the resources necessary to carry out its responsibilities.

Approved by the Board of Directors

April 20, 2011

Schedule "B"
LINCOLN GOLD MINING INC.
(the "**Corporation**")

ADVANCE NOTICE POLICY

INTRODUCTION

The Corporation is committed to: (i) facilitating an orderly and efficient process for holding annual general meetings and, when the need arises, special meetings of its shareholders; (ii) ensuring that all shareholders receive adequate advance notice of the director nominations and sufficient information regarding all director nominees; and (iii) allowing shareholders to register an informed vote for directors of the Corporation after having been afforded reasonable time for appropriate deliberation.

PURPOSE

The purpose of this Advance Notice Policy (the "**Policy**") is to provide shareholders, directors and management of the Corporation with a clear framework for nominating directors of the Corporation. This Policy fixes a deadline by which director nominations must be submitted to the Corporation prior to any annual or special meeting of shareholders and sets forth the information that must be included in the notice to the Corporation for the notice to be in proper written form in order for any director nominee to be eligible for election at any annual or special meeting of shareholders.

It is the position of the board of directors of the Corporation (the "**Board**") that this Policy is in the best interests of the Corporation, its shareholders and other stakeholders. This Policy will be subject to an annual review by the Board, which shall revise the Policy if required to reflect changes by securities regulatory authorities or stock exchanges, and to address changes in industry standards from time to time as determined by the Board.

NOMINATIONS OF DIRECTORS

1. Only persons who are qualified to act as directors under the *Business Corporations Act* (British Columbia) (the "**Act**") and who are nominated in accordance with the following procedures shall be eligible for election as directors of the Corporation. At any annual meeting of shareholders, or at any special meeting of shareholders at which directors are to be elected, nominations of persons for election to the Board may be made only:

    a. by or at the direction of the Board, including pursuant to a notice of meeting;

    b. by or at the direction or request of one or more shareholders pursuant to a valid "proposal" as defined in the Act and made in accordance with Part 5, Division 7 of the Act;

    c. pursuant to a requisition of the shareholders that complies with and is made in accordance with section 167 of the Act, as such provisions may be amended from time to time; or

    d. by any person (a "**Nominating Shareholder**") who:

(i) at the close of business on the date of the giving by the Nominating Shareholder of the notice provided for below and at the close of business on the record date fixed by the Corporation for such meeting, (a) is a "registered owner" (as defined in the Act) of one or more shares of the Corporation carrying the right to vote at such meeting, or (b) beneficially owns shares carrying the right to vote at such meeting and provides evidence of such ownership that is satisfactory to the Corporation, acting reasonably. In cases where a Nominating Shareholder is not an individual, the notice set forth in paragraph 4 below must be signed by an authorized representative, being a duly authorized director, officer, manager, trustee or partner of such entity who provides such evidence of such authorization that is satisfactory to the Corporation, acting reasonably; and

(ii) in either case, complies with the notice procedures set forth below in this Policy.

2. In addition to any other requirements under applicable laws, for a nomination to be validly made by a Nominating Shareholder in accordance with this Policy, the Nominating Shareholder must have given notice thereof that is both timely (in accordance with paragraph 3 below) and in proper written form (in accordance with paragraph 4 below) to the Corporate Secretary of the Corporation at the principal executive offices of the Corporation.

3. To be timely, a Nominating Shareholder's notice to the Corporate Secretary of the Corporation must be made:

a. in the case of an annual meeting of shareholders, not less than thirty (30) days prior to the date of the annual meeting of shareholders; provided, however, that in the event that the annual meeting of shareholders is to be held on a date that is less than fifty (50) days after the date (the "**Notice Date**") on which the first public announcement (as defined below) of the date of the annual meeting was made, notice by the Nominating Shareholder may be given not later than the close of business on the tenth (10^{th}) day following the Notice Date; and

b. in the case of a special meeting (which is not also an annual meeting) of shareholders called for the purpose of electing directors (whether or not called for other purposes), not later than the close of business on the fifteenth (15^{th}) day following the day on which the first public announcement of the date of the special meeting of shareholders was made.

4. To be in proper written form, a Nominating Shareholder's notice must be addressed to the Corporate Secretary of the Corporation, and must set forth:

a. as to each person whom the Nominating Shareholder proposes to nominate for election as a director: (i) the name, age, business address and residential address of the person; (ii) the present principal occupation or employment of the person and the principal occupation or employment within the five years preceding the notice; (iii) the citizenship of such person; (iv) the class or series and number of shares in the capital of the Corporation which are, directly or indirectly, controlled or directed or which are owned, beneficially or of record, by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and shall have occurred) and as of the date of such notice; (v) the amount and material terms of any other securities, including any options, warrants or convertible securities, in the capital of the Corporation which are controlled or which are owned beneficially or of record by the person as of the record date for the meeting of shareholders (if such date shall then have been made publicly available and

shall have occurred) and also as of the date of such notice; and (vi) a statement as to whether such person would be "independent" of the Corporation (within the meaning of sections 1.4 and 1.5 of National Instrument 52-110, *Audit Committees*, of the Canadian Securities Administrators, as such provisions may be amended from time to time) if elected as a director at such meeting and the reasons and basis for such determination;

b. a personal information form in the form prescribed by the principal stock exchange on which the shares of the Corporation then trade;

c. confirmation as to each person whom the Nominating Shareholder proposes to nominate for election that such person is not prohibited or disqualified from acting as a director under the Act, Applicable Securities Laws or any other legislation;

d. the full particulars regarding any oral or written proxy, contract, agreement, arrangement, understanding or relationship pursuant to which such Nominating Shareholder has a right to vote or direct the voting of any shares of the Corporation; and

e. any other information relating to such Nominating Shareholder that would be required to be made in a dissident's proxy circular in connection with solicitations of proxies for election of directors pursuant to the Act and Applicable Securities Laws.

The Corporation may require any proposed nominee to furnish such other information as may reasonably be required by the Corporation to determine the eligibility of such proposed nominee to serve as a director of the Corporation or that would reasonably be expected to be material to a reasonable shareholder's understanding of the experience, independence and/or qualifications, or lack thereof, of such proposed nominee. As soon as practicable following receipt of a Nominating Shareholder's notice (and such other information referred to above, as applicable) that complies with this Policy, the Corporation shall publish the details of such notice through a public announcement.

5. No person shall be eligible for election as a director of the Corporation unless nominated in accordance with the provisions of this Policy; provided, however, that nothing in this Policy shall be deemed to preclude discussion by a shareholder (as distinct from the nomination of directors) at a meeting of shareholders of any matter in respect of which such shareholder would have been entitled to submit a proposal pursuant to the provisions of the Act or at the discretion of the Chairman. The Chairman of the meeting shall have the power and duty to determine whether a nomination was made in accordance with the procedures set forth in the provisions of this Policy and, if the Chairman determines that any proposed nomination was not made in compliance with this Policy, to declare that such defective nomination shall be disregarded.

6. For purposes of this Policy:

   a. "**public announcement**" shall mean disclosure in a press release reported by a national news service in Canada, or in a document publicly filed by the Corporation under its profile on the System for Electronic Document Analysis and Retrieval (SEDAR+) at www.sedarplus.ca; and

   b. "**Applicable Securities Laws**" means, collectively, the applicable securities statutes of each relevant province and territory of Canada, as amended from time to time, the rules, regulations and forms made or promulgated under any such statute and the published national instruments, multilateral instruments, policies, bulletins and notices of the securities commission and similar regulatory authority of each relevant province and territory of Canada, and all applicable securities laws of the United States.

7. Notwithstanding any other provision of this Policy, notice given to the Corporate Secretary of the Corporation pursuant to this Policy may only be given by personal delivery, facsimile transmission or by email (at such email address as may be stipulated from time to time by the Corporate Secretary of the Corporation for purposes of this notice), and shall be deemed to have been given and made only at the time it is served by personal delivery to the Corporate Secretary at the address of the principal executive offices of the Corporation, sent by facsimile transmission (provided that receipt of confirmation of such transmission has been received) or received by email (at the address as aforesaid); provided that if such delivery or electronic communication is made on a day which is not a business day or later than 5:00 p.m. (Pacific Time) on a business day, then such delivery or electronic communication shall be deemed to have been made on the next business day.

8. Notwithstanding the foregoing, the Board may, in its sole discretion, waive any provision or requirement of this Policy.

GOVERNING LAW

This Policy shall be interpreted and enforced in accordance with the laws of the Province of British Columbia and the federal laws of Canada applicable therein.

EFFECTIVE DATE

This Policy was approved and adopted by the Board on December 24, 2024 and is and shall be effective and in full force and effect in accordance with its terms and conditions from and after such date.