



**NOTICE OF MEETING  
AND  
MANAGEMENT INFORMATION  
CIRCULAR**

For the Special Meeting to be held on February 4, 2025

December 20, 2024



**SARAMA RESOURCES LTD.**

**NOTICE OF SPECIAL MEETING**

to be held February 4, 2025

**NOTICE IS HEREBY GIVEN** that the special meeting (the “**Meeting**”) of the shareholders (the “**Shareholders**”) of Sarama Resources Ltd. (the “**Company**”) will be held at Suite 2200, RBC Building, 885 West Georgia Street, Vancouver, British Columbia on February 4, 2025, at 4:00 p.m. (Vancouver time), for the following purposes:

1. to approve the issuance of placement options under the second tranche of a private placement in accordance with Listing Rule 7.1 of the ASX;
2. to approve the issuance of broker options in connection with a private placement in accordance with Listing Rule 7.1 of the ASX;
3. to approve the issuance of CDIs and common shares to executives of the Company in lieu of unpaid salaries in accordance with Listing Rule 7.1 of the ASX;
4. to approve the issuance of Shares to Andrew Dinning (or his nominees), a director and executive, in lieu of unpaid salaries in accordance with the provisions of Listing Rule 10.11 of the ASX;
5. to approve the issuance of Shares to Simon Jackson (or his nominees), a director, in lieu of unpaid director fees in accordance with the provisions of Listing Rule 10.11 of the ASX;
6. to approve the issuance of Shares to Steven Zaninovich (or his nominees), a director, in lieu of unpaid director fees in accordance with the provisions of Listing Rule 10.11 of the ASX; and
7. to transact such other business as may properly come before the Meeting.

The board of directors have fixed the close of business (Vancouver time) on December 20, 2024 as the record date for determining Shareholders who are entitled to receive notice of and to vote at the Meeting. No person who becomes a Shareholder of the Company after the record date will be entitled to vote or act at the Meeting or any adjournment thereof.

While registered Shareholders and duly appointed proxyholders must attend the Meeting in person at the address above to participate in the Meeting, the Company will also make available a conference call facility to enable Shareholders to listen to the Meeting as follows:

**1 855 263 2892 (North America); 61 1300 935 435 (Australia); 61 8 6117 7422 (Perth (local))**  
**Conference ID: [103849]**

Only registered Shareholders and duly appointed proxyholders will be able to vote in person at the Meeting. Shareholders participating in the Meeting via conference call will be required to confirm their identity to the satisfaction of the Company. Shareholders intending to attend the Meeting by telephone are encouraged to contact the Company’s CFO and Company Secretary, Mr. Lui Evangelista at [info@saramaresources.com](mailto:info@saramaresources.com) by 4:00 p.m. (Vancouver time) on January 31, 2025.

Accompanying this Notice of Meeting are: (i) the Information Circular; (ii) a form of proxy or voting instruction form; and (iii) a notification regarding the Company’s use of Notice-And-Access (the “**Notice-and-Access Notification**”) (collectively, the “**Meeting Materials**”). The accompanying Information Circular provides information relating to the matters to be addressed at the Meeting and is deemed to form part of this Notice of Meeting. Copies of any documents to be considered, approved, ratified, and adopted or authorized at the Meeting will be available for inspection at the registered and records office of the Company at Suite 2200, RBC Building, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, with advance notice during normal business hours up to February 4, 2025, being the date of the Meeting.

If you are a registered Shareholder and are unable to attend the Meeting in person, in order for your proxy to be valid and your votes to be counted, you must date, execute, and return the accompanying form of proxy to the office of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 (Attn: Proxy Department) by not later than 4:00 p.m. (Vancouver time) on January 31, 2025, or if the Meeting is adjourned or postponed, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned or postponed, meeting. If you are a non-registered Shareholder and receive these materials through your broker or another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or other intermediary. If you are a non-registered Shareholder and do not complete and return the materials in accordance with such instructions, you may lose the right to vote at the Meeting.

As a Shareholder of the Company, it is very important that you read the accompanying Information Circular and other Meeting Materials carefully. They contain important information with respect to voting your shares and attending and participating at the Meeting.

DATED at Vancouver, British Columbia, December 20, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

ANDREW DINNING

Chairman

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## **SARAMA RESOURCES LTD.**

### **INFORMATION CIRCULAR**

Dated as of December 20, 2024.

### **SOLICITATION OF PROXIES**

This management information circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by the management of Sarama Resources Ltd. (the “**Company**”) for use at the special meeting (the “**Meeting**”) of the holders (the “**Shareholders**”) of common shares (the “**Shares**”) of the Company to be held on February 4, 2025 at 4:00 p.m. (Vancouver time) at Suite 2200, RBC Building, 885 West Georgia Street, Vancouver, British Columbia or at any adjournment or postponement thereof for the purposes set forth in the accompanying notice of meeting (the “**Notice of Meeting**”). While it is expected that the solicitation of proxies will be primarily by mail, proxies may also be solicited by telephone or in person with all of the costs of such solicitation being borne by the Company. All costs of solicitation by directors, officers, and regular employees of the Company will be borne by the Company.

While registered Shareholders and duly appointed proxyholders must attend the Meeting in person at the address above to participate in the Meeting, the Company will also make available a conference call facility to enable Shareholders to listen to the Meeting as follows:

**1 855 263 2892 (North America); 61 1300 935 435 (Australia); 61 8 6117 7422 (Perth (local))**

**Conference ID: [103849]**

Only registered Shareholders and duly appointed proxyholders will be able to vote at the Meeting. Shareholders participating in the Meeting via conference call will be required to confirm their identity to the satisfaction of the Company. Shareholders intending to attend the Meeting by telephone are encouraged to contact the Company’s CFO and Company Secretary, Mr. Lui Evangelista at [info@saramaresources.com](mailto:info@saramaresources.com) by 4:00 p.m. (Vancouver time) on January 31, 2025.

### **VOTING OF PROXIES AND APPOINTMENT OF PROXY HOLDER**

The form of proxy accompanying this Information Circular confers discretionary authority upon the proxy nominee with respect to any amendments or variations to matters identified in the Notice of Meeting and any other matters that may properly come before the Meeting. As at the date of this Information Circular, management is not aware of any such amendments or variations, or of other matters to be presented for action at the Meeting.

**If the instructions in a proxy given to management are certain, the Shares represented by proxy will be voted or withheld from voting in accordance with the instructions of the Shareholder on any poll as specified in the proxy with respect to the matter to be acted on. If a choice is not so specified with respect to any such matter, the Shares represented by a proxy given to management are intended to be voted:**

- (i) **for the approval of the issue of Placement Options (as defined below) as detailed under the heading “*Approval of Issue of Placement Options*”,**
- (ii) **for the approval of the issue of Broker Options (as defined below) as detailed under the heading “*Approval of Issue of Broker Options*”,**

- (iii) for the approval of the issue of Compensation Shares (as defined below) as detailed under the heading “*Approval of issue of compensation shares in lieu of unpaid salaries to executive officers*”,
- (iv) for the approval of the issue of Compensation Shares (as defined below) as detailed under the heading “*Approval of issue of compensation shares in lieu of unpaid salaries to director and executive officer – Andrew Dinning*”,
- (v) for the approval of the issue of Compensation Shares (as defined below) as detailed under the heading “*Approval of issue of compensation shares in lieu of unpaid fees to director – Simon Jackson*”,
- (vi) for the approval of the issue of Compensation Shares (as defined below) as detailed under the heading “*Approval of issue of compensation shares in lieu of unpaid fees to director – Steven Zaninovich*”

The persons named in the enclosed form of proxy are directors or officers of the Company, or are counsel to the Company. A registered Shareholder has the right to appoint a person or company (who need not be a Shareholder) to attend and act for him or her and on his or her behalf at the Meeting other than the persons designated in the form of proxy and may exercise such right by inserting the name in full of the desired person in the blank space provided in the form of proxy and striking out the names now designated.

A proxy will not be valid for use at the Meeting or any adjournment or postponement thereof unless the form of proxy is completed and delivered to the offices of TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1 (Attn: Proxy Department), not later than 4:00 p.m. (Vancouver time) on January 31, 2025, or if the Meeting is adjourned, not later than 48 hours (excluding Saturdays and holidays) before the time for holding the adjourned or postponed meeting. Late proxies may be accepted by the Chairman of the Meeting in his discretion, and the Chairman is under no obligation to accept or reject any particular late proxy.

Registered Shareholders who are unable to attend the Meeting or any postponement or adjournment thereof in person are requested to complete, date, sign and return the enclosed form of proxy or, alternatively, to vote by facsimile, or over the internet, in each case in accordance with the enclosed instructions.

To vote by facsimile, Shareholders should fax their form of proxy to (416) 595-9593. To vote over the internet, Shareholders should go to [www.voteproxyonline.com](http://www.voteproxyonline.com). Shareholders will need to enter the 12-digit control number provided on the form of proxy to identify themselves as shareholders on the voting website.

## **NOTICE-AND-ACCESS**

The Company has decided to use the notice and access mechanism (the “**Notice-and-Access Provisions**”) under National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”) for the delivery of this Information Circular to Shareholders for the Meeting. Under the Notice-and-Access Provisions, instead of receiving printed copies of the Information Circular, Shareholders will receive a notice (“**Notice-and-Access Notification**” and collectively with the Notice of Meeting, Information Circular, form of proxy or voting instruction form and the financial statement request form, the “**Meeting Materials**”) with information on the Meeting as well as information on how they may access the Information Circular electronically and how they may vote. The Company will not use the procedures known as “stratification” in relation to the use of Notice-and-Access Provisions meaning that all Shareholders will receive a notice in accordance with the Notice-and-Access Provisions.

In accordance with NI 54-101, arrangements have been made with intermediaries or their nominees to forward the Meeting Materials to the Objecting Beneficial Shareholders (as defined below) whose Shares are held by or in custody of such intermediaries. Such intermediaries are required to forward the Meeting Materials to Objecting Beneficial Shareholders unless an Objecting Beneficial Shareholder has waived the right to receive them. The Company does not intend to pay for the delivery of the Meeting Materials to Objecting Beneficial Shareholders. As a result, the Objecting Beneficial Shareholders will not receive Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary* unless their intermediary assumes the cost of delivery. The Company is sending the Meeting Materials directly to Non-Objecting Beneficial Shareholders (as defined below), through the services of TSX Trust Company.

Shareholders who wish to receive paper copies of the Meeting Materials may request copies from TSX Trust Company by calling 1-866-600-5869. Meeting Materials will be sent to such Shareholders at no cost to them within three business days of their request, if such requests are made before the Meeting. See the accompanying Notice-and-Access Notification sent to Shareholders for information on how to obtain a printed copy of the Information Circular.

As described in the Notice-and-Access Notification mailed to Shareholders, the Company delivers the Meeting Materials to Shareholders by posting the Meeting Materials on its website at [www.saramaresources.com](http://www.saramaresources.com). The use of this alternative means of delivery is more environmentally friendly as it will help reduce paper use and it will also reduce the Company's printing and mailing costs. The Meeting Materials will be available on the Company's website, and will remain on the website for one full year. The Meeting Materials will also be available under the Company's profile on the System for Electronic Document Analysis and Retrieval ("**SEDAR+**") at [www.sedarplus.ca](http://www.sedarplus.ca).

## **REVOCATION OF PROXIES**

In addition to revocation in any other manner permitted by law, a Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his or her legal personal representative or trustee in bankruptcy or, where the Shareholder is a corporation, it must either be signed by the corporation or by a duly appointed corporate representative. To be valid, an instrument of revocation must be received at the registered office of the Company by fax at (604) 691-6120 or by mail or by hand at Cassels Brock & Blackwell LLP, Suite 2200, RBC Building, 885 West Georgia Street, Vancouver, British Columbia V6C 3E8, Attention: Aimee O'Donnell, at any time up to and including the date that is two business days preceding the day of the Meeting or any adjournment or postponement thereof, or provided to the Chairman of the Meeting on the day fixed for the Meeting or any adjournment or postponement thereof by not later than the time fixed for commencement of such Meeting. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

## **INFORMATION FOR NON-REGISTERED SHAREHOLDERS**

The information set forth in this section is of significant importance to many of our Shareholders as a substantial number of Shareholders do not hold their Shares in their own name.

Most Shareholders of the Company are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Shares they own are not registered in their name but are registered in the name of an intermediary such as a bank, trust company, securities dealer, or broker, trustee or administrator, of a self-administered RRSP, RRIF, or RESP or a clearing agency (such as CDS Clearing and Depository Services Inc.) of which the intermediary is a participant.

Applicable regulatory policy requires intermediaries/brokers to whom meeting materials have been sent to seek voting instructions from Non-Registered Shareholders in advance of shareholders' meetings. Every intermediary has its own mailing procedures and provides its own return instructions, which should be carefully followed in order to ensure that Non-Registered Shareholders' Shares are voted at the Meeting.



Often, the form of proxy supplied by a broker is identical to that provided to registered Shareholders. However, its purpose is limited to instructing the intermediary/broker how to vote on behalf of the Non-Registered Shareholder. The majority of brokers now delegate responsibility for obtaining instructions from Non-Registered Shareholders to Broadridge Financial Solutions, Inc. (“**Broadridge**”). Broadridge typically mails a scannable voting instruction form (“**VIF**”), instead of the form of proxy. Non-Registered Shareholders are requested to complete and return the VIF to Broadridge by mail or facsimile. Alternatively, Non-Registered Shareholders can call a toll-free telephone number or access Broadridge’s dedicated voting website [www.proxyvote.com](http://www.proxyvote.com). The VIF must be returned as directed by Broadridge well in advance of the Meeting in order to have the Shares voted. Non-Registered Shareholders who receive forms of proxies or voting materials from organizations other than Broadridge should complete and return such forms of proxies or voting materials in accordance with the instructions on such materials in order to properly vote their Shares at the Meeting.

**Non-Registered Shareholders are not entitled, as such, to vote at the Meeting in person or to deliver a form of proxy. If you are a Non-Registered Shareholder and wish to appoint yourself as proxyholder to vote in person at the Meeting or appoint someone else to attend the Meeting and vote on your behalf, please see the voting instructions you received or contact your intermediary/broker well in advance of the Meeting to determine how you can do so. Non-Registered Shareholders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their Shares voted at the Meeting.**

#### **Note to Non-Objecting Beneficial Shareholders**

Beneficial Shareholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own (the “**Objecting Beneficial Shareholders**”) and those who do not object to their identity being made known to the issuers of the securities they own (the “**Non-Objecting Beneficial Shareholders**”). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their Non-Objecting Beneficial Shareholders from intermediaries via their transfer agent in order to distribute the Meeting Materials directly to such Non-Objecting Beneficial Shareholders. The Company is taking advantage of those provisions of NI 54-101, which permit the Company to send the Meeting Materials directly to Non-Objecting Beneficial Shareholders.

If you are a Non-Objecting Beneficial Shareholder, and the Company or its agent has sent the Meeting Materials directly to you, your name and address and information about your holdings of Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Shares on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding the Shares on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your VIF as specified therein.

A Non-Registered Shareholder may revoke a VIF or a waiver of the right to receive materials and to vote which has been given to an intermediary at any time by written notice to the intermediary provided that an intermediary is not required to act on a revocation of a VIF or of a waiver of the right to receive materials and to vote, which is not received by the intermediary at least seven days prior to the Meeting.

#### **VOTING SHARES AND PRINCIPAL HOLDERS THEREOF**

As at December 20, 2024, there were 347,937,185 outstanding Shares (with 258,849,448 CDIs (as defined herein) representing 258,849,448 fully paid Shares). Our board of directors (the “**Board**” or the “**Board of Directors**”) has fixed the close of business (Vancouver time) on December 20, 2024, as the record date for the determination of registered Shareholders entitled to receive notice of and to vote at the Meeting and at any adjournment or postponement thereof (the “**Record Date**”). Each Share outstanding on the Record Date carries the right to one vote. The Company will arrange for the preparation of a list of the registered

holders of its Shares on the Record Date. Each Shareholder named in the list will be entitled to one vote at the Meeting for each Share shown opposite such Shareholder's name.

To the knowledge of our directors and executive officers, and based upon our review of the records maintained by the Company, electronic filings on SEDAR+ and insider reports filed with the System for Electronic Disclosure by Insiders, as at the date of this Information Circular, there were no Shareholders who beneficially own, control or direct, directly or indirectly, Shares carrying more than 10% of the voting rights attached to all outstanding Shares as of the Record Date.

### **APPROVAL OF ISSUE OF PLACEMENT OPTIONS**

At the Meeting, Shareholders will be asked to approve, pursuant to ASX Listing Rule 7.1, the issue of the Placement Options, as an ordinary resolution in the form set forth below ("**Placement Options Resolution**"):

*"That, for the purposes of ASX Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 16,666,666 Placement Options on the terms and conditions set out in the Information Circular."*

#### **Voting exclusion statement**

Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Placement Options Resolution by or on behalf of any person who is expected to participate in the proposed issue of the Placement Options, and any other person who will obtain a material benefit as a result of the proposed issue.

However, the above voting exclusion does not apply to a vote cast in favour of the Placement Options Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

#### **General**

On November 21, 2024, the Company announced a capital raising of A\$2,000,000 (before costs) (the "**Placement**"). The Placement comprised the issue of 66,666,666 CHESS Depository Interests ("**CDIs**") and up to 16,666,666 free attaching unlisted options (each a "**Placement Option**") and 14,000,000 broker

options (each a “**Broker Option**”). The Placement Options and the Broker Options are exercisable at A\$0.09 and expire on 30 November 2028.

The Company confirms that the TSXV has conditionally approved the Placement. On November 29, 2024, the Company issued the CDIs under the first tranche of the private placement, pursuant to the shareholder approval obtained at the Company’s annual general meeting held on September 11, 2024.

The issuance of the Placement Options is subject to shareholder approval.

### **Listing Rule 7.1**

Broadly speaking, and subject to a number of exceptions, Listing Rule 7.1 limits the amount of Equity Securities that a listed company can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary shares it had on issue at the start of that period.

The effect of Shareholders passing this Placement Options Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If the Placement Options Resolution is passed, the Company will be able to proceed with the issue of the Placement Options.

If the Placement Options Resolution is not passed, the Company will not be able to proceed with the issue of the Placement Options.

### **Specific information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Placement Options:

- (a) The Placement Options will be issued to a range of new and existing investors, including new domestic and international institutional, professional and sophisticated investors (“**Placement Participants**”), none of whom are a related party or Material Investor of the Company. The Placement Participants were identified through a book build process, which involved the Brokers seeking expressions of interest from new and existing contacts of the Brokers and the Company.
- (b) A maximum of 16,666,666 Placement Options will be issued to the Placement Participants, on the basis of one (1) Placement Option for every four (4) Placement CDIs subscribed for and issued.
- (c) The Placement Options will be exercisable at A\$0.09 each and will expire on 30 November 2028. The Placement Options will otherwise be issued on the terms and conditions in Schedule 1.
- (d) The Placement Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Placement Options are being issued as free-attaching Options to the CDIs issued under the Placement. Accordingly, nil additional cash consideration will be payable by those participating in the Placement.
- (f) There are no other material terms to the agreement for the subscription of the Placement Options.

- (g) A voting exclusion statement is included in the Information Circular.

### **Additional information**

The Placement Options Resolution is an ordinary resolution.

**The Board unanimously recommends that each Shareholder vote FOR the approval of Placement Options Resolution.** Unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy intend to vote the Shares represented by such proxy, properly executed, FOR Placement Options Resolution.

### **APPROVAL OF ISSUE OF BROKER OPTIONS**

At the Meeting, Shareholders will be asked to approve, pursuant to ASX Listing Rule 7.1, the issue of the Broker Options, as an ordinary resolution in the form set forth below (“**Broker Options Resolution**”):

*“That, for the purposes of Listing Rule 7.1 and for all other purposes, approval is given for the Company to issue up to 14,000,000 Broker Options to Ventnor Securities Pty Ltd and RM Capital (or their respective nominees) on the terms and conditions set out in the Information Circular.”*

### **Voting exclusion statement**

Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Broker Options Resolution by or on behalf of Ventnor Securities Pty Ltd and RM Capital, and any other person who is expected to participate in, or who will obtain a material benefit as a result of the proposed issue of Broker Options (except a benefit solely by reason of a being a Shareholder), or any of their respective associates.

However, the above voting exclusions do not apply to a vote cast in favour of the Broker Options Resolution by:

- (a) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
- (b) the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
- (c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
  - (i) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting on the Resolution; and
  - (ii) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **General**

As part consideration for the provision of lead manager and bookrunner services to the Company in connection with the Placement, the Company agreed to issue up to 14,000,000 Broker Options to Ventnor Securities Pty Ltd and RM Capital (the “**Brokers**”), subject to the prior receipt of Shareholder approval.

The Broker Options Resolution seeks Shareholder approval pursuant to Listing Rule 7.1 to approve the issue of up to 14,000,000 Broker Options to the Brokers (or their respective nominee/s).

### **Summary of material terms of Broker Mandate**

In accordance with the Broker Mandate, the Company agreed to pay or satisfy the following fees:

- (a) a fee equal to 6% of the total funds raised under the Placement; and
- (b) the issue of the Broker Options, subject to the receipt of Shareholder approval.

The Company is also required to reimburse the Brokers for all costs and expenses of and incidental to the Placement.

The Broker Mandate contain additional provisions, including warranties and indemnities in respect of the Company which are considered customary for an agreement of this nature.

### **Listing Rule 7.1**

A summary of Listing Rule 7.1 is above in the “*Approval of Issue of Placement Options*”.

The effect of Shareholders passing this Broker Options Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If the Broker Options Resolution is passed, the Company will be able to proceed with the issue of the Broker Options.

If the Broker Options Resolution is not passed, the Company will not be able to proceed with the issue of the Broker Options and will have to reach an alternative commercial arrangement with the Brokers in respect to the issue of the Broker Options.

### **Specific information required by ASX Listing Rule 7.3**

Pursuant to and in accordance with Listing Rule 7.3, the following information is provided in relation to the issue of the Broker Options:

- (a) The Broker Options will be issued to the Brokers (or their respective nominee/s).
- (b) A maximum of 14,000,000 Broker Options will be issued, as follows: (i) 4,000,000 Broker Options to Ventnor Securities Pty Ltd (or its nominee/s); (ii) 10,000,000 Broker Options to RM Capital (or its nominee/s).
- (c) The Broker Options will be exercisable at A\$0.09 each and will expire on 30 November 2028. The Broker Options will otherwise be issued on the terms and conditions in Schedule 1.

- (d) The Broker Options will be issued no later than 3 months after the date of the Meeting.
- (e) The Broker Options will be issued for nil cash consideration as partial consideration for the provision of lead managerial and bookrunner services provided to the Company in connection with the Placement.
- (f) A summary of the material terms of the Broker Mandate is above.
- (g) A voting exclusion statement is included in the Information Circular.

### **Additional information**

The Broker Options Resolution is an ordinary resolution.

**The Board unanimously recommends that each Shareholder vote FOR the approval of Broker Options Resolution.** Unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy intend to vote the Shares represented by such proxy, properly executed, FOR the Broker Options Resolution.

## **BACKGROUND TO ISSUE OF COMPENSATION SHARES TO DIRECTORS AND EXECUTIVE OFFICERS IN LIEU OF UNPAID FEES AND SALARIES**

### **General**

As disclosed in the Company's news release dated November 21, 2024 the Company's executives and non-executive directors have agreed to receive a portion of their deferred salaries and director fees in Shares of the Company. In September 2023, the Company's executives and non-executive directors agreed to suspend the payment of salaries and fees to ensure the Company had sufficient financial resources to work through the period of uncertainty created by the illegal withdrawal of the Company's rights to the Tankoro 2 exploration permit in August 2023.

The Company intends to issue up to 13,132,706 Shares (the "**Compensation Shares**") in part settlement of deferred executive salaries and director fees. The issuance of these Compensation Shares is subject to prior disinterested shareholder approval as required by the TSXV and the Listing Rules of the ASX, and is subject to the approval of the TSXV.

The deemed issue price of each Compensation Share is A\$0.03, which is equivalent to the issue price of the equity placement announced November 21, 2024.

## **APPROVAL OF ISSUE OF COMPENSATION SHARES IN LIEU OF UNPAID SALARIES TO EXECUTIVE OFFICERS**

The executive officers who have agreed to receive Compensation Shares as settlement of unpaid salaries are as follows:

Paul Schmiede – Vice President Corporate Development

John Hamilton - Vice President Exploration

Lui Evangelista – Chief Financial Officer and Company Secretary

Mr Schmiede is entitled to unpaid gross salary of A\$275,000 for the period January 1, 2024 to November 30, 2024. Mr Schmiede has agreed to receive Compensation Shares in partial settlement of his salary for

the period January 1, 2024 to June 30, 2024 equivalent to A\$150,000.00. Should the Executive Compensation Shares Resolution (as defined below) be approved, Mr Schmiede will be issued 5,000,000 Compensation Shares at A\$0.03 per Compensation Share, and following such issuance, will hold an aggregate of 12,823,236 Shares.

Mr Hamilton is entitled to unpaid gross salary of A\$238,722 for the period December 16, 2023 to November 30, 2024. Mr Hamilton has agreed to receive Compensation Shares in partial settlement of his salary for the period December 16, 2023 to February 29, 2024 equivalent to A\$50,000. Should the Executive Compensation Shares Resolution (as defined below) be approved, Mr Hamilton will be issued 1,666,666 Compensation Shares at A\$0.03 per Compensation Share, and following such issuance, will hold an aggregate of 11,393,564 Shares.

Mr Evangelista is entitled to unpaid gross salary of A\$21,667 for the period July 1, 2024 to July 30, 2024. Mr Evangelista has agreed to receive Compensation Shares in partial settlement of his salary for the period July 1, 2024 to July 31, 2024 equivalent to A\$21,667. Should the Executive Compensation Shares Resolution (as defined below) be approved Mr Evangelista will be issued 722,222 Compensation Shares at A\$0.03 per Compensation Share, and following such issuance, will hold a total of 1,562,169 Shares.

At the Meeting, Shareholders will be asked to approve, pursuant to the rules of the TSXV and ASX Listing Rule 7.1, the issue of up to an aggregate of 7,388,888 Compensation Shares at A\$0.03 per Compensation Share to Paul Schmiede, John Hamilton and Lui Evangelista (or each of their nominees), as applicable, pursuant to an ordinary resolution of disinterested Shareholders in the form set forth below (“**Executive Compensation Shares Resolution**”).

*“That, pursuant to and in accordance with ASX Listing Rule 7.1 and for all other purposes, Shareholders approve the issue of up to 7,388,888 Compensation Shares to Paul Schmiede, John Hamilton and Lui Evangelista (or each of their nominees), as applicable, on the terms and conditions in the Information Circular.”*

**The Board unanimously (with Paul Schmiede, John Hamilton and Lui Evangelista abstaining) recommends that each Shareholder vote FOR the approval of the Executive Compensation Shares Resolution.** Unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy intend to vote the Shares represented by such proxy, properly executed, FOR the Executive Compensation Shares Resolution.

### **ASX Listing Rule 7.1**

A summary of Listing Rule 7.1 is above in the “*Approval of Issue of Placement Options*”.

The effect of Shareholders passing this Executive Compensation Shares Resolution will be to allow the Company to retain the flexibility to issue Equity Securities in the future up to the 15% additional placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

If the Executive Compensation Shares Resolution is passed, the Company will be able to proceed with the issue of up to 7,388,888 Compensation Shares to Paul Schmiede, John Hamilton and Lui Evangelista (or each of their nominees).

If the Executive Compensation Shares Resolution is not passed, the Company will not be able to proceed with the issue of up to 7,388,888 Compensation Shares to Paul Schmiede, John Hamilton and Lui Evangelista (or each of their nominees).

### Specific information required by ASX Listing Rule 7.3

Pursuant to and in accordance with ASX Listing Rule 7.3, the following information is provided in relation to the issue of the Executive Compensation Shares:

- (a) The Executive Compensation Shares will be issued to Paul Schmiede, John Hamilton and Lui Evangelista (or each of their nominees), none of whom are a related party.

In accordance with paragraph 7.4 of ASX Guidance Note 21, the Company advises that Paul Schmiede, a member of the Company's key management personnel, will be issued 5,000,000 Compensation Shares which comprises more than 1% of the Company's current issued capital.

- (b) A maximum of 7,388,888 Compensation Shares will be issued, in the proportions set out above.
- (c) The Compensation Shares will be fully paid and rank equally in all respects with the Company's existing common shares on issue.
- (d) The Compensation Shares will be issued no later than 3 months after the date of the Meeting.
- (e) The Compensation Shares will be issued for nil cash consideration at a deemed issue price of A\$0.03 each, in lieu of deferred salaries and fees.
- (f) No funds will be raised by the issue of the Compensation Shares but will reduce the liability recorded in the Company's financial statements for unpaid salaries to Paul Schmiede, John Hamilton and Lui Evangelista.
- (g) There are no other material terms to the proposed issue of the Compensation Shares.
- (h) Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the Executive Compensation Shares Resolution by or on behalf of Paul Schmiede, John Hamilton and Lui Evangelista, and any other person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue of the Compensation Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates, or their nominees. This voting exclusion does not apply to a vote cast in favour of the Executive Compensation Shares Resolution by:
  - (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
  - (ii) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
  - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:



- (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
- (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **APPROVAL OF ISSUE OF COMPENSATION SHARES IN LIEU OF UNPAID SALARIES TO DIRECTOR AND EXECUTIVE OFFICER – ANDREW DINNING RESOLUTION**

### **General**

The background to the proposed issue of the Compensation Shares is in the heading “*Background to issue of Compensation Shares to Directors and Executive Officers in Lieu of Unpaid Fees and Salaries*” above.

Mr Dinning is entitled to unpaid gross salary of A\$408,333 for the period October 1, 2023 to November 30, 2024. Mr Dinning has agreed to receive Compensation Shares in partial settlement of his salary for the period October 1, 2023 to February 29, 2024 equivalent to A\$145,833.

At the Meeting, Shareholders will be asked to approve, pursuant to the rules of the TSXV and ASX Listing Rule 10.11, the issue of up to 4,861,111 Compensation Shares at A\$0.03 per Compensation Share to Andrew Dinning (or his nominees), pursuant to an ordinary resolution of disinterested Shareholders in the form set forth below (“**AD Compensation Shares Resolution**”).

*“That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 4,861,111 Compensation Shares to Andrew Dinning (or his nominees), on the terms and conditions in the Information Circular.”*

**The Board unanimously (with Andrew Dinning abstaining) recommends that each Shareholder vote FOR the approval of the AD Compensation Shares Resolution.** Unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy intend to vote the Shares represented by such proxy, properly executed, FOR the AD Compensation Shares Resolution.

Should the AD Compensation Shares Resolution be approved Mr Dinning will hold an aggregate of 17,708,095 Shares.

### **ASX Listing Rule 10.11**

ASX Listing Rule 10.11 provides that unless one of the exceptions in ASX Listing Rule 10.12 applies, a listed company must not issue or agree to issue Equity Securities to any of the following persons without the approval of its Shareholders:

- (a) a related party (ASX Listing Rule 10.11.1);
- (b) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (30%+) in the company (ASX Listing Rule 10.11.2);
- (c) a person who is, or was at any time in the 6 months before the issue or agreement, a substantial holder (10%+) in the company and who has nominated a director to the board of the company pursuant to a relevant agreement which gives them a right or expectation to do so (ASX Listing Rule 10.11.3);

- (d) an associate of a person referred to in ASX Listing Rules 10.11.1 to 10.11.3 (ASX Listing Rule 10.11.4); or
- (e) a person whose relation with the company or a person referred to in ASX Listing Rule 10.11.1 or 10.11.4 is such that, in ASX's opinion, the issue or agreement should be approved by its shareholders (ASX Listing Rule 10.11.5).

Andrew Dinning is related party of the Company by virtue of being a director. Shareholder approval pursuant to ASX Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with Andrew Dinning abstaining) that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of these Compensation Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of these Compensation Shares to Andrew Dinning (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

The effect of Shareholders passing the AD Compensation Shares Resolution will be to allow the Company to issue up to 4,861,111 Compensation Shares to Andrew Dinning (or his nominees).

If the AD Compensation Shares Resolution is not passed, the Company will not be able to proceed with the issue of up to 4,861,111 Compensation Shares to Andrew Dinning (or his nominees) and will continue to record the equivalent value as a liability.

### **Specific information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of these Compensation Shares:

- (a) The Compensation Shares will be issued to Andrew Dinning (or his nominees).
- (b) Andrew Dinning falls into the category stipulated by ASX Listing Rule 10.11.1 by virtue of being a director of the Company.
- (c) A maximum of 4,861,111 Compensation Shares will be issued to Andrew Dinning (or his nominees).
- (d) The Compensation Shares will be fully paid and rank equally in all respects with the Company's existing common shares on issue.
- (e) The Compensation Shares will be issued no later than one month after the date of the Meeting.
- (f) The Compensation Shares will be issued for nil cash consideration at a deemed issue price of A\$0.03 each, in lieu of deferred salaries and director fees.
- (g) No funds will be raised by the issue of the Compensation Shares but will reduce the liability recorded in the Company's financial statements for unpaid salary to Andrew Dinning.
- (h) Other than as set out in this Information Circular, the proposed issue of the Compensation Shares to Andrew Dinning (or his nominees) is not intended to remunerate or incentivise Andrew Dinning.

- (i) There are no other material terms to the proposed issue of the Compensation Shares.
- (j) Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the AD Compensation Shares Resolution by or on behalf of Andrew Dinning (or his nominees) and any other person who will obtain a material benefit as a result of the issue of those Compensation Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates. This voting exclusion does not apply to a vote cast in favour of the AD Compensation Shares Resolution by:
  - (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
  - (ii) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
  - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## **APPROVAL OF ISSUE OF COMPENSATION SHARES IN LIEU OF UNPAID FEES TO DIRECTOR – SIMON JACKSON RESOLUTION**

### **General**

The background to the proposed issue of the Compensation Shares is in the heading “*Background to issue of Compensation Shares to Directors and Executive Officers in Lieu of Unpaid Fees and Salaries*” above.

Mr Jackson is entitled to unpaid Director fees of A\$15,331 for the period July 1, 2024 to September 30, 2024. Mr Jackson has agreed to receive Compensation Shares in full settlement of his Director fees for the period July 1, 2024 to September 30, 2024 equivalent to A\$15,331.

At the Meeting, Shareholders will be asked to approve, pursuant to the rules of the TSXV and ASX Listing Rule 10.11, the issue of up to 511,041 Compensation Shares at A\$0.03 per Compensation Share to Simon Jackson (or his nominees), pursuant to an ordinary resolution of disinterested Shareholders in the form set forth below (“**SJ Compensation Shares Resolution**”).

*“That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 511,041 Compensation Shares to Simon Jackson (or his nominees), on the terms and conditions in the Information Circular.”*

**The Board unanimously (with Simon Jackson abstaining) recommends that each Shareholder vote FOR the approval of the SJ Compensation Shares Resolution.** Unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy intend to vote the Shares represented by such proxy, properly executed, FOR the SJ Compensation Shares Resolution.

Should the SJ Compensation Shares Resolution be approved Mr Jackson will hold an aggregate of 4,207,040 Shares.

### **ASX Listing Rule 10.11**

A summary of Listing Rule 10.11 is above in the “*AD Compensation Shares Resolution*”.

Simon Jackson is related party of the Company by virtue of being a director. Shareholder approval pursuant to ASX Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with Simon Jackson abstaining) that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of these Compensation Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of these Compensation Shares to Simon Jackson (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

The effect of Shareholders passing the SJ Compensation Shares Resolution will be to allow the Company to issue up to 511,041 Compensation Shares to Simon Jackson (or his nominees).

If the SJ Compensation Shares Resolution is not passed, the Company will not be able to proceed with the issue of up to 511,041 Compensation Shares to Simon Jackson (or his nominees) and will continue to record the equivalent value as a liability.

### **Specific information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of these Compensation Shares:

- (a) The Compensation Shares will be issued to Simon Jackson (or his nominees).
- (b) Simon Jackson falls into the category stipulated by ASX Listing Rule 10.11.1 by virtue of being a director of the Company.
- (c) A maximum of 511,041 Compensation Shares will be issued to Simon Jackson (or his nominees).
- (d) The Compensation Shares will be fully paid and rank equally in all respects with the Company's existing common shares on issue.
- (e) The Compensation Shares will be issued no later than one month after the date of the Meeting.
- (f) The Compensation Shares will be issued for nil cash consideration at a deemed issue price of A\$0.03 each, in lieu of deferred salaries and director fees.
- (g) No funds will be raised by the issue of the Compensation Shares but will reduce the liability recorded in the Company's financial statements for unpaid fees to Simon Jackson.
- (h) Other than as set out in this Information Circular, the proposed issue of the Compensation Shares to Simon Jackson (or his nominees) is not intended to remunerate or incentivise Simon Jackson.

- (i) There are no other material terms to the proposed issue of the Compensation Shares.
- (j) Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the SJ Compensation Shares Resolution by or on behalf of Simon Jackson (or his nominees) and any other person who will obtain a material benefit as a result of the issue of those Compensation Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates. This voting exclusion does not apply to a vote cast in favour of the Resolution by:
  - (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
  - (ii) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
  - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## APPROVAL OF ISSUE OF COMPENSATION SHARES IN LIEU OF UNPAID FEES TO DIRECTOR – STEVEN ZANINOVICH RESOLUTION

### General

The background to the proposed issue of the Compensation Shares is in the heading “*Background to issue of Compensation Shares to Directors and Executive Officers in Lieu of Unpaid Fees and Salaries*” above.

Mr Zaninovich is entitled to unpaid Director fees of A\$11,150 for the period July 1, 2024 to September 30, 2024. Mr Zaninovich has agreed to receive Compensation Shares in full settlement of his Director fees for the period July 1, 2024 to September 30, 2024 equivalent to A\$11,150

At the Meeting, Shareholders will be asked to approve, pursuant to the rules of the TSXV and ASX Listing Rule 10.11, the issue of up to 371,666 Compensation Shares at A\$0.03 per Compensation Share to Steven Zaninovich (or his nominees), pursuant to an ordinary resolution of disinterested shareholders in the form set forth below (“**SZ Compensation Shares Resolution**”).

*“That, pursuant to and in accordance with ASX Listing Rule 10.11 and for all other purposes, Shareholders approve the issue of up to 371,666 Compensation Shares to Steven Zaninovich (or his nominees), on the terms and conditions in the Information Circular.”*

**The Board unanimously (with Steven Zaninovich abstaining) recommends that each Shareholder vote FOR the approval of the SZ Compensation Shares Resolution.** Unless otherwise indicated, the persons designated as proxyholders in the accompanying proxy intend to vote the Shares represented by such proxy, properly executed, FOR the SZ Compensation Shares Resolution.

Should the SZ Compensation Shares Resolution be approved Mr Zaninovich will hold an aggregate of 2,794,047 Shares.

### **ASX Listing Rule 10.11**

A summary of Listing Rule 10.11 is above in the “*AD Compensation Shares Resolution*”.

Steven Zaninovich is related party of the Company by virtue of being a director. Shareholder approval pursuant to ASX Listing Rule 10.11 is therefore required unless an exception applies. It is the view of the Board (with Steven Zaninovich abstaining) that the exceptions set out in ASX Listing Rule 10.12 do not apply in the current circumstances.

Approval pursuant to ASX Listing Rule 7.1 is not required for the issue of these Compensation Shares as approval is being obtained under ASX Listing Rule 10.11. Accordingly, the issue of these Compensation Shares to Steven Zaninovich (or his nominees) will not be included in the Company's 15% annual placement capacity pursuant to ASX Listing Rule 7.1.

The effect of Shareholders passing the SZ Compensation Shares Resolution will be to allow the Company to issue up to 371,666 Compensation Shares to Steven Zaninovich (or his nominees).

If the SZ Compensation Shares Resolution is not passed, the Company will not be able to proceed with the issue of up to 371,666 Compensation Shares to Steven Zaninovich (or his nominees) and will continue to record the equivalent value as a liability.

### **Specific information required by ASX Listing Rule 10.13**

Pursuant to and in accordance with ASX Listing Rule 10.13, the following information is provided in relation to the proposed issue of these Compensation Shares:

- (a) The Compensation Shares will be issued to Steven Zaninovich (or his nominees).
- (b) Steven Zaninovich falls into the category stipulated by ASX Listing Rule 10.11.1 by virtue of being a director of the Company.
- (c) A maximum of 371,666 Compensation Shares will be issued to Steven Zaninovich (or his nominees).
- (d) The Compensation Shares will be fully paid and rank equally in all respects with the Company's existing common shares on issue.
- (e) The Compensation Shares will be issued no later than one month after the date of the Meeting.
- (f) The Compensation Shares will be issued for nil cash consideration at a deemed issue price of A\$0.03 each, in lieu of deferred salaries and director fees.
- (g) No funds will be raised by the issue of the Compensation Shares but will reduce the liability recorded in the Company's financial statements for unpaid fees to Steven Zaninovich.
- (h) Other than as set out in this Information Circular, the proposed issue of the Compensation Shares to Steven Zaninovich (or his nominees) is not intended to remunerate or incentivise Steven Zaninovich.

- (i) There are no other material terms to the proposed issue of the Compensation Shares.
- (j) Pursuant to and in accordance with ASX Listing Rule 14.11, the Company will disregard any votes cast in favour of the SZ Compensation Shares Resolution by or on behalf of Steven Zaninovich (or his nominees) and any other person who will obtain a material benefit as a result of the issue of those Compensation Shares (except a benefit solely by reason of being a Shareholder), or any of their respective associates. This voting exclusion does not apply to a vote cast in favour of the Resolution by:
  - (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way;
  - (ii) the Chairman as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chairman to vote on the Resolution as the Chairman decides; or
  - (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
    - (A) the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
    - (B) the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

## EXECUTIVE COMPENSATION

The following information is provided as required under Form 51-102F6 for Non-Venture Issuers, as that term is defined in National Instrument 51-102 – *Continuous Disclosure Obligations* for the financial year ended December 31, 2023. The Company reports its financial statements in United States dollars. Unless otherwise noted, all compensation described in this statement is awarded to, earned by, paid to, or payable to an NEO in either Canadian dollars or Australian dollars. Unless otherwise noted, all compensation amounts have been converted into United States dollars at the following Bank of Canada annual average rates.

Fiscal 2023:	C\$1.3497	=	US\$1.00
	A\$1.5052	=	US\$1.00
Fiscal 2022:	C\$1.3013	=	US\$1.00
	A\$1.4404	=	US\$1.00
Fiscal 2021:	C\$1.2535	=	US\$1.00
	A\$1.3307	=	US\$1.00

All references to “**C\$**”, “**\$**” or “**dollars**” in this Statement of Executive Compensation refer to Canadian dollars unless otherwise indicated. References to “**US\$**” or “**U.S. dollars**” refer to United States dollars. References to “**A\$**” refers to Australian dollars.

## Compensation Discussion and Analysis

The following compensation discussion and analysis provides insight into the compensation that the Company provided to its Chief Executive Officer, Chief Financial Officer and the three most highly compensated executive officers of the Company (the “**NEOs**”) for the year ended December 31, 2023 (the “**2023 Fiscal Year**”). For the 2023 Fiscal Year, the Company had the following NEOs: (i) Andrew Dinning, CEO; (ii) Lui Evangelista, CFO; (iii) Paul Schmiede, Vice President – Corporate Development; and (iv) Jack Hamilton, Vice President – Exploration.

During the 2023 Fiscal Year, the Company focused on completing a Preliminary Economic Assessment (“**PEA**”) on its Sanutura project in Burkina Faso (the “**Project**”), until the PEA was suspended in September 2023 due to the illegal withdrawal of the Company’s rights to the 100% owned Tankoro 2 Exploration Permit (the “**Permit**”) by the Government of Burkina Faso. Subsequently, the Company’s exploration activities were reduced to administrative and compliance requirements and exploration field camps were placed on care and maintenance.

### *Advancement of the Sanutura Project*

In early 2023, the Company completed internal assessment work evaluating various project sizes, configurations and throughput rates, and staging the development of the Project. As a result of this work, the Company decided to undertake a PEA to evaluate accelerating the Project via a staged approach, commencing with a mid-sized mine development established using high-grade, free-milling oxide material, followed by successive upgrades and expansions to deliver a long life, high return project. The Company’s approach had been to optimise the Project to facilitate development funding, focusing on the payback period, minimising upfront capital and structuring the Project to generate cash flows as soon as practicably possible. Open pit mining was focused on bringing value forward and was being scheduled accordingly while underground mining was being scheduled to augment grade requirements later in the mine life. The PEA was scheduled for completion in September 2023.

### *Illegal withdrawal of Tankoro 2 Exploation Permit by Government of Burkina Faso*

On September 5, 2023, the Company advised that it had received notification (the “**Notification**”) from the Ministry of Energy, Mines and Quarries of Burkina Faso (the “**Government**”) that it had illegally withdrawn the Company’s rights to the 100% owned Tankoro 2 Exploration Permit (the “**Permit**”). The Notification stated that the Company’s application for the Permit was unsuccessful. This is inconsistent with, and contradictory to formal correspondence from the Government in November 2021 granting the Permit. The Company stridently disagreed with the illegal withdrawal by the Government of its rights and is pursuing all avenues to appeal this decision. The Tankoro Deposit formed the central component of the Project for which the Company was in the final stages of completing the PEA to advance the Project toward development. The PEA was suspended following receipt of the Notification.

On October 18, 2023, the Company advised that it had engaged Boies Schiller Flexner (UK) LLP (“**BSF**”), a leading international law firm, to assist with legal matters following the illegal withdrawal by the Government of the Company’s rights to the Permit by the Government.

On 29 November 2023 the Company delivered to the **Government**, a Notice of Intent (“**NOI**”) to Submit Claims to Arbitration under the Agreement between the Government of Canada and the Government of Burkina Faso for the Promotion and Protection of Investments (the “**BIT**”), in relation to the Government’s illegal withdrawal of the Company’s rights to the Permit.

The filing of the NOI initiated a 60-day consultation period between the Company and the Government during which time the Company sought to amicably settle the dispute. As of the end of the quarter and ultimately the 60-day consultation period, the Company received no correspondence or meaningful communication from the Government, and the Government made no effort to engage or resolve the dispute.



As a result, the Company intends to initiate international arbitration proceedings in accordance with the BIT.

The Company intends to seek full compensation for the loss suffered which may include, but will not be limited to, the value of the Permit, the value of the Company's historic investments in the Project, the value of the Project at the time the Permit was illegally withdrawn, the returns that the Company would have realised from its investment and damages the Company has suffered because of the Government's actions.

Subsequent to the receipt of the Notification, the Company's exploration activities were reduced to administrative and compliance requirements and exploration field camps were placed on care and maintenance. Local community leaders were informed of the Government's illegal withdrawal of the Company's rights to the Permit and that the Norkarma exploration camp would close and long-standing community support and development programs would cease.

Management of the Company undertook and continues to undertake multiple actions to mitigate the Company's losses as a result of the illegal withdrawal by the Government of the Company's rights to the Permit and salvaging value from the remaining permits for which the Company has arretés.

The Company has secured litigation funding to advance its claims to Arbitration under the BIT and is also assessing opportunities outside of Burkina Faso.

The Company will continue to focus on maximising value from its existing asset base in Burkina Faso and advancing potential opportunities outside Burkina Faso.

### ***Setting Executive Compensation and Compensation Governance***

The Board's independent directors are responsible for setting and reviewing the compensation of NEOs. Each director has been in a senior leadership position in various organizations, and in those capacities obtained direct experience relevant to executive compensation and have the skills and experience that enable the Board to make decisions on the suitability of the Company's compensation policies and practices.

The Board meets as and when required and its primary functions with respect to executive compensation are:

- determine the appropriate level of compensation to pay the NEOs and directors; and
- review and approve the executive compensation disclosure included in management information circulars.

The Board is granted open access to information about the Company that is necessary or desirable to fulfill its duties.

### **Objectives and Elements of Compensation**

#### ***Objective of Compensation Program***

The Company's compensation program is designed to be competitive and attract, retain and appropriately motivate highly qualified executive officers to drive shareholder value creation over the long term by promoting an alignment of interests between such executive officers and the Company's Shareholders.

For the 2023 Fiscal Year, as a development company, the Company did not generate revenues from operations. As a result, the use of traditional performance standards, such as revenue and corporate profitability, were not considered by the Board to be appropriate in the evaluation of corporate or executive officers' performance. The compensation of the executive officers is based, in substantial part, on industry

compensation practices (including the level of expertise of the officer, length of service to the Company, responsibilities related to the position, place of operation and the individual's performance), trends in the mining industry and achievement of the Company's objectives.

In general, for the 2023 Fiscal Year, the Board considered that the Company's compensation program should be relatively simple in concept and that its focus should be balanced between reasonable annual compensation and longer-term compensation tied to performance of the Company as a whole. For the 2023 Fiscal Year, the Board did not establish a formal set of benchmarks or performance criteria to be met by the NEOs; rather, the members of the Board use their own assessments of the success of the Company, to determine, collectively and to be approved by the Board, whether or not the NEO's are successfully achieving the Company's objectives and strategy and whether they have over, or under, performed in that regard. The Board did not establish any set or formal formula for determining NEO compensation, either as to the amount thereof or the specific mix of compensation elements for the 2023 Fiscal Year.

In 2022, the Board reviewed the base salary element of NEOs based upon benchmarking against the Company's peer group and information provided by an external remuneration consultant (BDO Australia). As all NEOs had not received an increase in base salary since the commencement of employment with the Company (which for each of the NEOs, except the CFO, exceeded 10 years), this element was increased in line with the Company's peer group. The peer group consisted of exploration and mining companies with a market capitalisation between A\$25 million and A\$125 million. The fee charged by the remuneration consultant in the 2022 Fiscal Year was A\$2,200. The Company did not utilise any services by a remuneration consultant in 2021 Fiscal Year nor the 2023 Fiscal Year.

### ***Elements of the Company's Compensation Program***

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. The compensation of NEOs for the 2023 Fiscal Year included annual compensation in the form of base salary, statutory pension scheme contributions and long-term compensation in the form of stock options. The value of each compensation element is determined at the subjective discretion of the Board. No specific formulae have been developed to assign a specific weighting to these components.

Each element of the total targeted compensation is reviewed on an annual basis by the Board for each NEO, to ensure that the incentives are designed and implemented to align compensation with short-term and long-term key corporate objectives and performance by the relevant NEO.

#### **Base Salary:**

Base salary is the fixed element of compensation that is payable to each NEO for performing his or her position-specific duties. The amount of base salary for each NEO is determined on an individual basis by the need to attract and retain highly qualified individuals who are able to carry out our business objectives within the environment in which the Company operates. While base salary is intended to fit into the Company's overall compensation objectives by serving to attract and retain talented executive officers, the size of the Company and the nature and stage of its business also impacts the level of base salary.

The salary of each NEO is determined by our Board in light of each individual's experience and performance as well as through an assessment of the contribution of each NEO to the Company.

It is anticipated that as the Company continues to grow in size and complexity, compensation will be set with reference to the market for similar jobs in peer group companies and an appropriate portion of total compensation will be variable and linked to the performance of both individual and corporate objectives. It is also

anticipated that short-term performance based financial incentives such as bonuses will be implemented and determined through the compensation review process.

Annual Bonus: Currently, our compensation program allows for the award of short-term performance based financial incentives such as bonuses. NEOs may be eligible for annual cash bonuses at the discretion of our Board.

Pensions: For NEOs who are residents of Australia, the Company is obligated by Australian law to contribute 11% of the base salary to a registered superannuation fund. As part of our compensation program, each NEO who is an Australian resident receives 11% of the base salary to his or her superannuation fund.

Option Based Awards: Our long-term incentive awards consist of Options (as defined below) granted pursuant to the stock option plan of the Company (the “**Option Plan**”), a summary of the material terms of which is appended at Appendix “A” of this Information Circular. The Board believes that granting Options to executive officers aligns the interests of the executive officers with our Shareholders by linking a component of executive compensation to the longer-term performance of our Shares. The Company emphasize Options in executive compensation as they allow the NEOs to share in corporate results in a manner that is relatively cost effective despite the effects of treating Options as a compensation expense. Our Board oversees Option grants to NEOs. The number of Options granted is generally commensurate to the appropriate level of base compensation for each level of responsibility. In order to determine the number of Options to grant to an executive officer, the Board will consider a number of factors, including the position and length of service, recommendations by senior executive officers and previous grants of Options to the executive officer.

The Option Plan is administered by the Board, which will designate, from time to time, the recipients of Options and the terms and conditions of each grant, in each case in accordance with applicable securities laws and stock exchange requirements. Historically, the exercise price of the Options has been above the closing price per Share on the TSXV for the last day Shares were traded prior to the date of the grant and the Board expect this to continue.

Equity Based Awards: Our long-term equity incentive awards consist of restricted share units (“**RSUs**”), performance share units (“**PSUs**”) and deferred share units (“**DSUs**”) (collectively, the “**Awards**”). The Board believes that granting Awards to executive officers aligns the interests of the executive officers with our Shareholders by linking a component of executive compensation to the longer-term performance of our Shares and it is intended to reinforce commitment to long-term growth and Shareholder value. Awards reward overall corporate performance, as measured through the price of the Shares, and enable executive officers to acquire a significant ownership position in the Company. Management recommends the individual Award allotments to the Board and the size of the Awards are dependent on, among other things, each NEO’s level of responsibility, authority and importance to the Company and the degree to which such long-term contribution to the Company will be responsible for its long-term success. The Board also evaluates the number of Awards an NEO has been awarded, the value of Awards and the term remaining on such Awards when considering further Awards. As of the date of this Information Circular, the Company has not issued any Awards.

### ***Compensation Risks***

A misalignment between the Company's vision and corporate objectives and employee performance and decision-making can be a significant risk. To date, the Company has not identified any risks arising from the Company's compensation policies and practices that are reasonably likely to have an adverse material effect on the Company.

The Board regularly reviews the Company's compensation policies and practices to manage ongoing motivation and retention and market competitiveness, as well as to encourage responsible and thoughtful decision making by employees that is focused and aligned with the efforts and priorities of the Company and its corporate objectives.

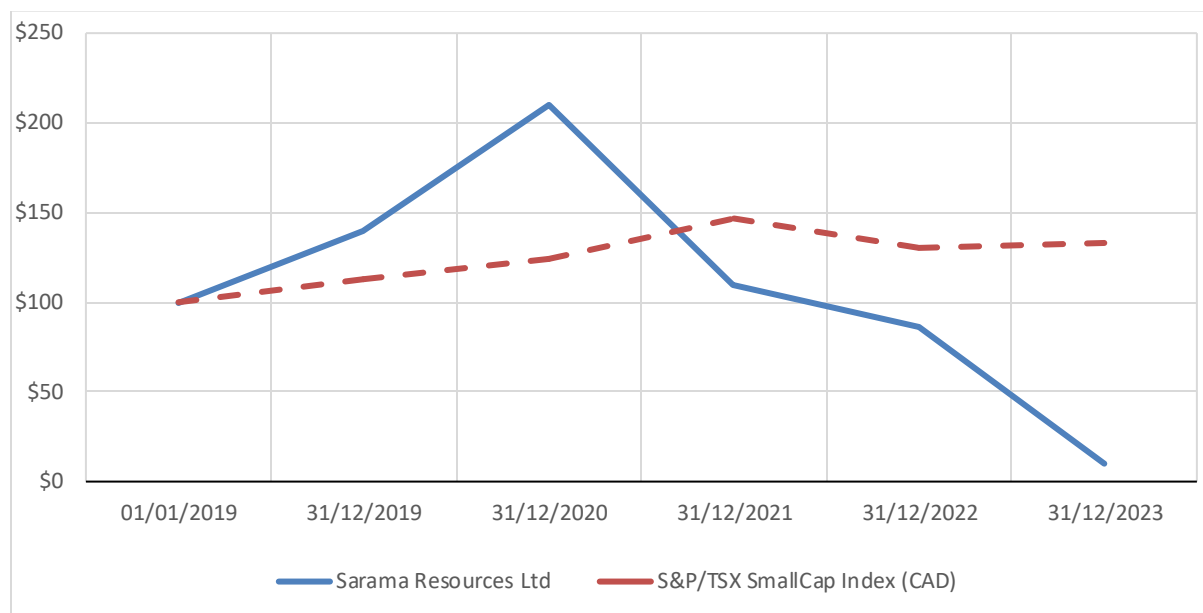
To mitigate compensation policies and practices that could encourage an NEO or individual to take inappropriate or excessive risks, rewards are subject to the approval of the Board. In addition, all employees of the Company are also subject to the Company's commitment to ethical business conduct which has been adopted by the Board.

The NEOs and directors are, under the terms of the Company's insider trading policy, prohibited from purchasing financial instruments designed to hedge or offset a decrease in the market value of Shares, including any Shares granted as share-based compensation or otherwise held directly or indirectly by an NEO or a director.

### **Performance Graph**

The graph below compares the change in the Company's total shareholder return on a C\$100 investment in Shares to the total return of S&P/TSX Small Cap Index (CAD) for a five-year period commencing January 1, 2019, and ending December 31, 2023. The total shareholder returns were materially and adversely impacted by the declining geopolitical environment in Burkina Faso, and ultimately the illegal withdrawal of the Company's rights to the Permit in August 2023.

	2019	2020	2021	2022	2023
<b>Sarama Resources Ltd</b>	<b>\$140</b>	<b>\$210</b>	<b>\$110</b>	<b>\$87</b>	<b>\$10</b>
S&P/TSX SmallCap Index (CAD)	\$113	\$124	\$147	\$130	\$133



## Summary Compensation Table

The table below sets forth information concerning the annual and long-term compensation earned during the last three fiscal years in respect of the NEOs at December 31, 2023. All dollar amounts are in U.S. dollars.

Name and position	Year	Salary (\$)	Share-based awards (\$)	Option-based awards <sup>1,2</sup> (\$)	Non-equity incentive plan compensation		Pension value (\$)	All other compensation (\$)	Total compensation (\$)
					Annual incentive plans (\$)	Long-term incentive plans (\$)			
Andrew Dinning Managing Director and Chief Executive Officer	2023	232,527	-	55,553	-	-	24,997	-	313,077
	2022	208,275	-	50,877	-	-	21,392	-	280,544
	2021	206,658	-	150,827	-	-	20,666	-	378,151
Lui Evangelista Chief Financial Officer	2023	172,735	-	31,013	-	-	18,569	-	222,317
	2022	152,735	-	28,535	-	-	15,690	-	196,961
	2021	150,297	-	82,269	-	-	15,030	-	247,596
Paul Schmiede VP Corporate Development	2023	199,309	-	31,013	-	-	21,426	-	251,748
	2022	167,777	-	28,535	-	-	17,226	-	213,539
	2021	169,084	-	82,269	-	-	16,908	-	268,261
Jack Hamilton VP Exploration	2023	166,704	-	31,013	-	-	-	-	197,717
	2022	172,904	-	28,535	-	-	-	-	201,439
	2021	179,497	-	82,269	-	-	-	-	261,766

### Notes:

- (1) The fair value of the Option grants is calculated using the Black-Scholes valuation model and are based on weighted average assumptions and estimates. Changes in assumptions can materially affect estimates of fair value. Incentive

Options have a theoretical value, however until the Option is exercised, and the resulting Shares sold at a profit, it has no value that can be realized by the holder.

- (2) Options granted for the prior year's performance are usually granted in January of the following year, subject to exchange blackout periods. No Options were granted in January 2023.

## Incentive Plan Award

The following table sets forth the share-based and option-based awards that are outstanding to NEOs as at December 31, 2023. All dollar amounts are in U.S. dollars, unless otherwise specified.

Name	Option-based Awards				Share-based Awards		
	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (C\$)	Option Expiration Date (yy/mm/dd)	Value of Unexercised In-The-Money Options <sup>1</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Andrew Dinning	1,916,666	A\$0.16	2026-04-20	-	-	-	-
	766,666	0.20	2025-01-19	-			
	916,668	0.35	2024-01-13	-			
Lui Evangelista	1,070,000	A\$0.16	2026-04-20	-	-	-	-
	430,000	0.20	2025-01-19	-			
	500,000	0.35	2024-01-13	-			
Paul Schmiede	1,070,000	A\$0.16	2026-04-20	-	-	-	-
	430,000	0.20	2025-01-19	-			
	500,000	0.35	2024-01-13	-			
Jack Hamilton	1,070,000	A\$0.16	2026-04-20	-	-	-	-
	430,000	0.20	2025-01-19	-			
	500,000	0.35	2024-01-13	-			

### Notes:

- (1) The value of unexercised in-the-money Options (both vested and unvested) at December 31, 2023 is the difference between the exercise price of the Options and the closing market price of the underlying Shares on December 31, 2023, which was C\$0.015 per Share on the TSXV.

## Value Vested or Earned During the Year

The following table sets forth the details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards Value vested during the year <sup>1</sup> (\$)	Share-based awards Value vested during the year (\$)	Non-equity incentive plan compensation Value vested during the year (\$)
Andrew Dinning	-	-	-
Lui Evangelista	-	-	-
Paul Schmiede	-	-	-
Jack Hamilton	-	-	-

**Notes:**

- (1) The value vested during the year of option-based awards is the difference between the exercise price of the options that vested during the year and the TSXV closing price of the Company's common shares on the date of vesting.

No compensation securities were exercised by NEOs and directors of the Company during the fiscal year ended December 31, 2023.

### Share Based Options and Awards

The Company currently has two equity incentive plans: (i) the Option Plan, and (ii) a long-term incentive plan (the “**Equity Incentive Plan**”). The Company issues Options and Awards under the Option Plan and Equity Incentive Plan, respectively.

The Company believes that granting Options and Awards to executive officers aligns the interests of the executive officers with our Shareholders by linking a component of executive compensation to the longer-term performance of our Shares and it is intended to reinforce commitment to long-term growth and Shareholder value. Security based compensation awards reward overall corporate performance, as measured through the price of the Shares, and enable executive officers to acquire a significant ownership position in the Company.

Other than the Option Plan and Equity Incentive Plan, and the pension plan required under Australian law, the Company does not offer any long-term incentive plans, share compensation plans, retirement plans, or any other such benefit programs for NEOs.

As noted above, management recommends the individual Option and Award allotments to the Board and the size of the awards are dependent on, among other things, each participant's level of responsibility, authority and importance to the Company and the degree to which such long-term contribution to the Company will be responsible for its long-term success. The Board also evaluates the number of Awards a participant has been awarded, the exercise price of the Options or value of Awards and the term remaining on such Options or Awards when considering further Awards.

We emphasize security-based compensation in executive compensation as it allows the NEOs to share in corporate results in a manner that is relatively cost effective, despite the effects of treating such Awards as a compensation expense. The Board oversees the grants to NEOs. The number of security-based compensation Awards granted is generally commensurate to the appropriate level of base compensation for each level of responsibility. In order to determine the size of the grant to an executive officer, our Board will also consider a number of factors, including position and length of service, recommendations by senior executive officers and previous grants to the executive officer.

The security-based compensation plans are administered by our Board, which will designate, from time to time, the recipients of Options and Awards and the terms and conditions of each grant, in each case in accordance with applicable securities laws and stock exchange requirements.

## Termination and Change of Control Benefits

As at December 31, 2023, the Company had employment agreements containing termination and change of control provisions with each of its NEOs.

Under the terms of the employment agreements with the NEOs, no compensation other than compensation earned prior to the date of termination is payable by the Company in the event the employment agreement is terminated for just cause or voluntarily terminated. If the Company terminates the employment without cause, or in the event of a change of control, the NEO is entitled to receive a lump sum amount equal to:

Name	Without Cause	Change of Control
Andrew Dinning – President & CEO	24 months	24 months
Lui Evangelista – CFO	3 months	12 months
Paul Schmiede – VP Corp Dev	12 months <sup>1</sup>	12 months <sup>2</sup>
Jack Hamilton – VP Exploration	12 months	12 months

**Notes:**

- 1) The Company will have the option of paying Mr. Schmiede: (i) one year's salary; or (ii) three months' salary and 1,000,000 Shares.
- 2) The issuance of Shares to Mr. Schmiede equal in value to one-half of his annual base salary, each at a price equal to the 20-day volume weighted average trading price of the Shares.

The following table sets out the estimated incremental payments to the NEOs in the event of termination without cause or change of control as if such event occurred as of December 31, 2023. All dollar amounts are in U.S. dollars.

Event	Severance (\$) <sup>1</sup>	Option-based Awards <sup>2</sup> (\$)	Benefits (\$) <sup>3</sup>	Total (\$)
<b><i>Termination without cause</i></b>				
Andrew Dinning	465,054	-	44,306	509,361
Lui Evangelista	43,184	-	9,557	52,741
Paul Schmiede	199,309	-	32,303	231,612
Jack Hamilton	166,704	-	-	166,704
<b><i>Change of control</i></b>				
Andrew Dinning	465,054	-	44,306	509,361
Lui Evangelista	172,735	-	11,9171	184,561
Paul Schmiede	199,309	-	32,303	231,612
Jack Hamilton	166,704	-	-	166,704

**Notes:**

- 1) The above severance amounts are calculated on base salary converted into U.S. dollars at the Bank of Canada annual average rates for 2023 Fiscal Year.
- 2) The value of Option-based awards is based on the outstanding Options at the market price on the last trading day of 2023 Fiscal Year being C\$0.015 per Share less the exercise price. As the exercise price of all Options were greater than the market price the value is nil.
- 3) Benefits due upon termination are, as required under Australian law, contributions of 11% of the severance amount payable to a registered superannuation fund for the benefit of the employee



## Employment, Consulting, and Management Agreements

The amounts in this section have been translated into U.S. dollars at the average exchange rate as indicated on page 9 of this Information Circular.

As of the date of this Information Circular, Andrew Dinning, Managing Director and Chief Executive Officer of the Company, was a party to an employment agreement with the Company (the “**Dinning Agreement**”). The Dinning Agreement commenced effective August 29, 2013, and has no fixed term. The Dinning Agreement sets forth certain instances where payments and other obligations arise on his termination of his employment. If the Company terminates Mr. Dinning’s employment without cause, Mr. Dinning will be entitled to two years’ salary, subject to a maximum payment amount of US\$ 465,054. If such a termination without cause of his employment had occurred on December 31, 2023, it is estimated that Mr. Dinning’s total severance payment would be US\$509,361. The Dinning Agreement provides that, in the event that there is a change of control of the Company and Mr. Dinning elects to terminate the Dinning Agreement, the Company will pay a severance payment equivalent to two years’ salary. If Mr. Dinning elects to terminate the Dinning Agreement due to a change of control, all unvested Options would be immediately vested and all vested Options will be exercisable for a period of 12 months prior to cancellation. If such a termination of his employment had occurred on December 31, 2023, it is estimated that Mr. Dinning’s total severance payment would be US\$509,361.

As of the date of this Information Circular, Lui Evangelista, the Chief Financial Officer of the Company, was a party to an employment agreement with the Company (the “**Evangelista Agreement**”). The Evangelista Agreement commenced on January 17, 2017 and has no fixed term. The Evangelista Agreement sets forth certain instances where payments and other obligations arise on termination of his employment. In the event of termination without cause, Mr. Evangelista is entitled to three months’ salary. If such a termination without cause of his employment had occurred on December 31, 2023, it is estimated that Mr. Evangelista’s total severance payment would be US\$52,741. In the event that Mr. Evangelista’s role changes following a change of control event and Mr. Evangelista consequently resigns, the Company shall be liable to pay Mr. Evangelista twelve months’ salary. All unvested Options would be immediately vested and all vested Options will be exercisable for a period of 12 months prior to cancellation. If such a termination of his employment had occurred on December 31, 2023, it is estimated that Mr. Evangelista’s total severance payment would be US\$184,651.

As of the date of this Information Circular, Paul Schmiede, the Vice President – Corporate Development of the Company, was a party to an employment agreement with the Company (the “**Schmiede Agreement**”). The Schmiede Agreement commenced effective October 11, 2013 and has no fixed term. The Schmiede Agreement sets forth certain instances where payments and other obligations arise on termination of his employment. The Schmiede Agreement provides that, in the event that there is a change of control of the Company and Mr. Schmiede elects to terminate the Schmiede Agreement, the Company will pay a severance payment equivalent to one year’s salary. If Mr. Schmiede elects to terminate the Schmiede Agreement due to a change of control, all unvested Options will be immediately vested and all vested Options will be exercisable for a period of 12 months prior to cancellation. If such a termination of his employment had occurred on December 31, 2023, it is estimated that Mr. Schmiede’s total severance payment would be US\$231,612. If the Company had terminated Mr. Schmiede’s employment without cause, Mr. Schmiede would have been entitled to one year’s salary. If such a termination without cause of his employment had occurred on December 31, 2023, it is estimated that Mr. Schmiede’s total severance payment would have been US\$231,612. On July 12, 2017, the Schmiede Agreement was amended to change the provision for termination without cause. In the event of such a termination, the Company will have the option of paying Mr. Schmiede: (i) one year’s salary; or (ii) three months’ salary, 1,000,000 Shares, and in the event the termination was associated with a change of control of the Company, the issuance of additional Shares to Mr. Schmiede equal in value to one-half of his annual base salary, each at a price equal to the 20-day volume weighted average trading price of the Shares.

As of the date of this Information Circular, John Hamilton, the Vice President – Exploration of the Company, was a party to an employment agreement with the Company (the “**Hamilton Agreement**”). The Hamilton Agreement commenced on January 1, 2014 and has no fixed term. The Hamilton Agreement sets forth certain instances where payments and other obligations arise on his termination of his employment. The Hamilton Agreement provides that, in the event that there is a change of control of the Company and Mr. Hamilton elects to terminate the Hamilton Agreement, the Company will pay a severance payment equivalent to one year’s salary. In accordance with the Option Plan, if Mr. Hamilton’s employment is terminated without cause, all vested Options are exercisable for a period of 12 months prior to cancellation and unvested Options are immediately cancelled. If Mr. Hamilton elects to terminate the Hamilton Agreement due to a change of control, all unvested Options will be immediately vested and all vested Options will be exercisable for a period of 12 months prior to cancellation. If such a termination of his employment had occurred on December 31, 2023, it is estimated that Mr. Hamilton’s total severance payment would be US\$166,704. If the Company terminates Mr. Hamilton’s employment without cause, Mr. Hamilton will be entitled to one year’s salary. If such a termination without cause of his employment had occurred on December 31, 2023, it is estimated that Mr. Hamilton’s total severance payment would have been US\$166,704.

### **Pension Plan Benefits**

Other than pension benefits as required under Australian law and described in the heading *Elements of the Company’s Compensation Program*, no other pension, retirement or deferred compensation plans, including defined contribution plans, have been instituted by the Company and none are proposed at this time.

## **DIRECTOR COMPENSATION**

Director compensation is determined by the Board, acting as a whole on an annual basis. The compensation for each of our non-management directors is US\$40,559 per year to the Chairman and US\$29,498 per year to the other non-management directors. The Company also reimburses directors for out-of-pocket expenses for attending meetings. Directors are also eligible to participate in the Option Plan and the Equity Incentive Plan. Director compensation values are determined based on the judgement of the Compensation and Corporate Governance Committee, having consideration to the roles and responsibilities of directors.

The following table discloses all amounts of compensation provided to the directors who are not NEOs for the 2023 Fiscal Year. All dollar amounts are in U.S. dollars.

<b>Name</b>	<b>Fees Earned (\$)</b>	<b>Share-Based Awards (\$)</b>	<b>Option-Based Awards (\$)<sup>2</sup></b>	<b>All Other Compensation (\$)</b>	<b>Total (\$)</b>
Simon Jackson	40,468	-	14,492	-	54,960
Adrian Byass	29,431	-	8,695	-	38,127
Steven Zaninovich	29,431	-	8,695	-	38,127

#### **Notes:**

- 1) Relevant disclosure regarding director and NEO compensation for Andrew Dining can be found under the heading “*Summary Compensation Table*” above.
- 2) The fair value of the Option grants is calculated using the Black-Scholes valuation model and are based on weighted average assumptions and estimates. Changes in assumptions can materially affect estimates of fair value. Incentive Options have a theoretical value, however until the Option is exercised, and the resulting Shares sold at a profit, it has no value that can be realized by the holder.

## Incentive Plan Awards

The following table discloses outstanding share-based and option-based awards as at December 31, 2023 for each of the directors who are not NEOs.

	Option-based Awards				Share-based Awards		
Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (C\$)	Option Expiration Date (yy/mm/dd)	Value of Unexercised In-The-Money Options <sup>1</sup> (\$)	Number of shares or units of shares that have not vested (#)	Market or payout value of share-based awards that have not vested (\$)	Market or payout value of vested share-based awards not paid out or distributed (\$)
Simon Jackson	500,000	A\$0.16	2026-04-20	-	-	-	-
	183,333	0.20	2025-01-19	-			
	166,667	0.35	2024-01-13	-			
Adrian Byass	300,000	A\$0.16	2026-04-20	-	-	-	-
	120,000	0.20	2025-01-19	-			
	150,000	0.35	2024-01-13	-			
Steven Zaninovich	300,000	A\$0.16	2026-04-20	-	-	-	-
	120,000	0.20	2025-01-19	-			
	150,000	0.35	2024-01-13	-			

Notes:

- 1) The value of unexercised in-the-money Options (both vested and unvested) at December 31, 2023 is the difference between the exercise price of the Options and the closing market price of the underlying Shares on December 31, 2023, which was \$0.015 per Share on the TSXV.

## Value Vested or Earned During the Year

The following table sets forth the details of the value vested or earned during the most recently completed financial year for each incentive plan award:

Name	Option-based awards Value vested during the year <sup>1</sup> (\$)	Share-based awards Value vested during the year (\$)	Non-equity incentive plan compensation Value vested during the year (\$)
Simon Jackson	-	-	-
Adrian Byass	-	-	-
Steven Zaninovich	-	-	-

Notes:

- 1) The value vested during the year of Option-based awards is the difference between the exercise price of the Options that vested during the year and the TSXV closing price of the Shares on the date of vesting.

## SECURITIES AUTHORIZED FOR ISSUANCE

The following table provides information regarding compensation plans under which securities of the Company are authorized for issuance in effect as at December 20, 2024.

	Number of securities to be issued upon exercise of outstanding Options, RSU's, PSU's and DSU's (#)	Weighted-average exercise price of outstanding options, RSU's, PSU's and DSU's (\$)	Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in the other columns) (#) <sup>1</sup>
Equity compensation plans approved by security holders <sup>1</sup>			
Option Plan	19,431,664	0.09	1,877,219
Equity Incentive Plan			
Restricted Share Unit Plan	-	-	15,167,217 <sup>2</sup>
Performance Share Unit Plan	-	-	15,167,217 <sup>2</sup>
Deferred Share Unit Plan	-	-	15,167,217 <sup>2</sup>
Equity compensation plans not approved by security holders	-	-	-

**Notes:**

- 1) The securities to be issued or available for future issuance, as applicable, are Shares. The combined total number of Shares issuable pursuant to any security-based compensation arrangement outstanding at any point in time may not exceed 10% of the then issued and outstanding Shares of the Company.
- 2) No securities have been issued under the Company's Equity Incentive Plan, nor has the Company set any cap on the number of restricted share units ("RSUs"), performance share units ("PSUs") or deferred share units ("DSUs") that may be issued, provided that the total number of RSUs, PSUs and DSUs may not exceed 15,167,217.

## INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

There is no indebtedness owing to the Company from any of our executive officer or directors or our former director or any subsidiary of ours or any associate of such person, including indebtedness that is the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by us or a subsidiary of ours.

## INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular, none of the informed persons of the Company, nor any associate or affiliate of the foregoing persons, has any material interest, direct or indirect, in any transaction since the commencement of the Company's last completed financial year, or in any proposed transaction which in either case, has or will materially affect the Company.

Applicable securities legislation defines, "informed person" to mean any of the following: (a) a director or executive officer of a reporting issuer; (b) a director or officer of a person or company that is itself an informed person or subsidiary of a reporting issuer; (c) any person or company who beneficially owns, directly or indirectly, voting securities of a reporting issuer or who exercises control or direction over voting securities of a reporting issuer or a combination of both carrying more than 10 percent of the voting rights attached to all outstanding voting securities of the reporting issuer other than voting securities held by the

person or company as underwriter in the course of a distribution; and (d) a reporting issuer that has purchased, redeemed or otherwise acquired any of its securities, for so long as it holds any of its securities.

### **MANAGEMENT CONTRACTS**

The management functions of the Company are not performed to any substantial degree by any person or corporation other than the directors and officers of the Company.

### **AUDITOR AND TRANSFER AGENT**

The auditor of the Company is HLB Mann Judd. The transfer agent and registrar for the Company is TSX Trust Company, 100 Adelaide Street West, Suite 301, Toronto, Ontario M5H 4H1.

### **INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON**

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's most recently completed financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted at the Meeting, exclusive of any interest arising from the ownership of Shares where the Shareholder will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of Shares.

### **OTHER MATTERS**

Our management is not aware of any other matters that will be brought before the Meeting other than those set forth in the Notice of Meeting. Should any other matters properly come before the Meeting, the Shares represented by the proxies solicited hereby will be voted on those matters in accordance with the best judgment of the persons voting such proxies.

### **ADDITIONAL INFORMATION**

Additional information regarding the Company and its business activities is available under the Company's profile on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). The Company's financial information is provided in the Company's audited consolidated financial statements and related management discussion and analysis for its most recently completed financial year and may be viewed on SEDAR+ at the website noted above. Shareholders of the Company may request copies of the Company's audited financial statements and related MD&A and of the Articles by contacting the Company's Chief Financial Officer and Company Secretary, Mr. Lui Evangelista at [info@saramaresources.com](mailto:info@saramaresources.com).

### **APPROVAL OF THE BOARD OF DIRECTORS**

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

DATED at Vancouver, British Columbia, December 20, 2024.

BY ORDER OF THE BOARD OF DIRECTORS

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ANDREW DINNING  
Chairman

## SCHEDULE “1” TERMS AND CONDITIONS OF PLACEMENT OPTIONS AND BROKER OPTIONS

1. **(Entitlement)**: Each Option entitles the holder to subscribe for one fully paid common share (**Share**) upon exercise of the Option. The Shares will be issued to the holder in the form of CHESS Depositary Interests (**CDIs**).
2. **(Expiry Date)**: The Options expire at 5:00pm (Perth time) on 30 November 2028.
3. **(Exercise Price)**: The Options have an exercise price of A\$0.09 each.
4. **(Expiry Date)**: An Option not exercised before the Expiry Date will automatically lapse on the Expiry Date.
5. **(Exercise Period)**: The Options are exercisable at any time and from time to time on after the date of issue and before the Expiry Date.
6. **(Quotation of the Options)**: The Company will not apply for quotation of the Options on any securities exchange.
7. **(Transferability)**: The Options are not transferable without the prior written consent of the Company (not to be unreasonably withheld or delayed).
8. **(Notice of Exercise)**: The Options may be exercised by notice in writing to the Company (**Notice of Exercise**) and payment of the Exercise Price for each Option being exercised in Australian currency by electronic funds transfer or other means of payment acceptable to the Company.

Any Notice of Exercise of an Option received by the Company will be deemed to be a notice of the exercise of that Option as at the date of receipt of the Notice of Exercise and the date of receipt of the payment of the Exercise Price for each Option being exercised in cleared funds (**Exercise Date**).

9. **(Timing of issue of CDIs on exercise)**: Within 5 Business Days after the Exercise Date the Company will, subject to paragraph 10:
  - (a) allot and issue the number of CDIs required under these terms and conditions in respect of the number of Options specified in the Notice of Exercise and for which cleared funds have been received by the Company;
  - (b) if required and subject to paragraph 10, give the Australian Securities Exchange (**ASX**) a notice that complies with section 708A(5)(e) of the *Corporations Act 2001* (Cth);
  - (c) if admitted to the official list of ASX at the time, apply for official quotation on ASX of CDIs issued pursuant to the exercise of the Options; and
  - (d) issue a substitute certificate in respect of the remaining Options (if applicable).
10. **(Restrictions on transfer of CDIs)**: If the Company is required but unable to give ASX a notice under paragraph 9(b), or such a notice for any reason is not effective to ensure that an offer for sale of the CDIs does not require disclosure to investors, CDIs issued on exercise of Options may not be traded (whether on ASX or any other securities exchange) and will be subject to a holding

lock until 12 months after their issue unless the Company, at its sole discretion, elects to issue a prospectus pursuant to section 708A(11) of the Corporations Act.

11. **(CDIs issued on exercise):** CDIs issued on exercise of the Options will rank equally with the then CDIs of the Company.
12. **(Reconstruction of capital):** If at any time the issued capital of the Company is reconstructed pursuant to a compromise or arrangement with shareholders, creditors or other persons or an amalgamation, arrangement or merger of the Company with or into any other body corporate, trust, partnership or other entity, all rights of an Option holder are to be changed in a manner consistent with the *Business Corporations Act* (British Columbia), the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSX Venture Exchange (**TSXV**), at the time of the reconstruction.
13. **(Participation in new issues):** There are no participation rights or entitlements inherent in the Options and holders will not be entitled to participate in new issues of capital offered to Shareholders during the currency of the Options without exercising the Options.
14. **(Entitlement to dividends):** The Options do not confer any entitlement to a dividend, whether fixed or at the discretion of the directors, during the currency of the Options without exercising the Options.
15. **(Entitlement to capital return):** The Options do not confer any right to a return of capital, whether in a winding up, upon a reduction of capital or otherwise, and similarly do not confer any right to participate in the surplus profit or assets of the Company upon a winding up, in each case, during the currency of the Options without exercising the Options.
16. **(Adjustments for reorganisation):** If there is any reorganisation of the issued share capital of the Company, whether by way of subdivision, consolidation or otherwise, the rights of the Option holder will be varied in accordance with the *Business Corporations Act* (British Columbia), the Listing Rules of the ASX and, if applicable the *Corporate Finance Policies* of the TSXV, at the time of the reorganisation.
17. **(Change in exercise price):** There will be no change to the exercise price of the Options or the number of CDIs over which the Options are exercisable in the event of the Company making a pro-rata issue of securities to the holders of Shares or CDIs in the Company (other than a bonus issue).
18. **(Adjustment for bonus issues of Shares):** If the Company makes a bonus issue of securities to existing Shareholders or CDI holders (i.e. a share split effected by way of a “push out”) (other than an issue in lieu or in satisfaction of dividends or by way of dividend reinvestment):
  - (a) the number of CDIs which must be issued on the exercise of an Option will be increased by the number of securities which the Option holder would have received if the Option holder had exercised the Option before the record date for the bonus issue; and
  - (b) no change will be made to the Exercise Price.
19. **(Voting rights):** The Options do not confer any right to vote at meetings of members of the Company, except as required by law, during the currency of the Options without first exercising the Options.

**APPENDIX “A”**  
**SUMMARY OF TERMS AND CONDITIONS OF OPTION PLAN**

1. *Eligibility*

The Option Plan allows the Company to grant Options to attract, retain and motivate qualified directors, officers, employees and consultants of the Company and its subsidiaries (collectively, the “**Option Plan Participants**”).

2. *Number of Shares Issuable*

The aggregate number of Shares that may be issued to Option Plan Participants under the Option Plan will be that number of Shares equal to 10% of the issued and outstanding Shares on the particular date of grant of the Option.

3. *Limits on Participation*

The 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 Shares that may be issued to any one Option Plan Participant (and where permitted pursuant to the policies of the TSXV, any company that is wholly owned by the Option Plan Participant) under the Option Plan, together with any other security-based compensation arrangements, within a twelve (12) month period, may not exceed 5% of the issued Shares calculated on the date of grant;
- (b) the maximum number of Shares that may be issued to insiders collectively under the Option Plan, together with any other security-based compensation arrangements, within a twelve (12) month period, may not exceed 10% of the issued Shares calculated on the date of grant; and
- (c) the maximum number of Shares that may be issued to insiders collectively under the Option Plan, together with any other security-based compensation arrangements, may not exceed 10% of the issued Shares at any time.

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 Option Plan Participants who perform investor relations activities must not exceed 2% of the issued and outstanding 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 Shares that may be granted to any one consultant under the Option Plan, together with any other security-based compensation arrangements, within a twelve (12) month period, may not exceed 2% of the issued Shares calculated on the date of grant.

4. *Administration*

The plan administrator of the Option Plan (the “**Option Plan Administrator**”) will be the Board or a committee of the Board, if delegated. The Option Plan Administrator will, among other things, determine which directors, officers, employees or consultants are eligible to receive Options under the Option Plan; determine conditions under which Options may be granted, vested or exercised, including the expiry date, exercise price and vesting schedule of the Options; establish the form of



option certificate (“**Option Certificate**”); interpret the Option Plan; and make all other determinations and take all other actions necessary or advisable for the implementation and administration of the Option Plan.

Subject to any required regulatory or shareholder approvals, the Option Plan Administrator may also, from time to time, without notice to or without approval of the Shareholders or the Option Plan Participants, amend, modify, change, suspend or terminate the Options granted pursuant thereto as it, in its discretion, determines appropriate, provided that no such amendment, modification, change, suspension or termination of the Option Plan or any Option granted pursuant thereto may materially impair any rights of an Option Plan Participant or materially increase any obligations of an Option Plan Participant under the Option Plan without the consent of such Option Plan Participant, unless the Option Plan Administrator determines such adjustment is required or desirable in order to comply with any applicable securities laws or stock exchange requirements or as otherwise permitted pursuant to the Option Plan.

All of the Options are subject to the conditions, limitations, restrictions, vesting, exercise and forfeiture provisions determined by the Option Plan Administrator, in its sole discretion, subject to such limitations provided in the Option Plan and will be evidenced by an Option Certificate. In addition, subject to the limitations provided in the Option Plan and in accordance with applicable law, the Option Plan Administrator may accelerate the vesting of Options, cancel or modify outstanding Options and waive any condition imposed with respect to Options or Shares issued pursuant to Options.

5. *Exercise of Options*

Options shall be exercisable as determined by the Option Plan Administrator at the time of grant, provided that no Option shall have a term exceeding ten (10) years so long as the Shares are listed on the TSXV.

Subject to all applicable regulatory rules, the vesting schedule for an Option, if any, shall be determined by the Option Plan Administrator. The Option Plan Administrator may elect, at any time, to accelerate the vesting schedule of an Option, and such acceleration will not be considered an amendment to such Option and will not require the consent of the Option Plan Participant in question. However, no acceleration to the vesting schedule of an Option granted to an Option Plan Participant performing investor relations services may be made without prior acceptance of the TSXV.

The exercise price of an Option shall be determined by the Option Plan Administrator and cannot be lower than the greater of: (i) the minimum price required by the TSXV; and (ii) the market value of the Shares on the applicable grant date.

An Option Plan Participant may exercise the Options in whole or in part through any one of the following forms of consideration, subject to applicable laws, prior to the expiry date of such Options, as determined by the Option Plan Administrator:

- (a) the Option Plan Participant may send a wire transfer, certified cheque or bank draft payable to the Company in an amount equal to the aggregate exercise price of the Shares being purchased pursuant to the exercise of the Option;
- (b) subject to approval from the Option Plan Administrator and the Shares being traded on the TSXV, a brokerage firm may be engaged to loan money to the Option Plan Participant in order for the Option Plan Participant to exercise the Options to acquire the Shares,

subsequent to which the brokerage firm shall sell a sufficient number of Shares to cover the exercise price of such Options to satisfy the loan. The brokerage firm shall receive an equivalent number of Shares from the exercise of the Options, and the Option Plan Participant shall receive the balance of the Shares or cash proceeds from the balance of such Shares; and

- (c) subject to approval from the Option Plan Administrator and the Shares being traded on the TSXV, consideration may be paid by reducing the number of Shares otherwise issuable under the Options, in lieu of a cash payment to the Company, an Option Plan Participant, excluding those providing investor relations services, only receives the number of Shares that is equal to the quotient obtained by dividing: (i) the product of the number of Options being exercised multiplied by the difference between the volume-weighted average trading price of the Shares and the exercise price of the Options, by (ii) the volume-weighted average trading price of the Shares.

If an exercise date for an Option occurs during a trading black-out period imposed by the Company to restrict trades in its securities, then, notwithstanding any other provision of the Option Plan, the Option shall be exercised no more than ten business days after the trading black-out period is lifted by the Company, subject to certain exceptions and the ASX Listing Rules.

#### 6. *Termination of Employment or Services and Change In Control*

The following describes the impact of certain events that may, unless otherwise determined by the Option Plan Administrator or as set forth in an Option Certificate, lead to the early expiry of Options granted under the Option Plan.

Termination by the Company for cause:	Forfeiture of all unvested Options. The Option Plan Administrator may determine that all vested Options shall be forfeited, failing which all vested Options shall be exercised in accordance with the Option Plan.
Voluntary resignation of an Option Plan Participant:	Forfeiture of all unvested Options. Exercise of vested Options in accordance with the Option Plan.
Termination by the Company other than for cause:	Acceleration of vesting of a portion of unvested Options in accordance with a prescribed formula as set out in the Option Plan. Forfeiture of the remaining unvested Options. Exercise of vested Options in accordance with the Option Plan.
Death or disability of an Option Plan Participant:	Acceleration of vesting of all unvested Options. Exercise of vested Options in accordance with the Option Plan.
Termination or voluntary resignation for good reason within twelve (12) months of a change in control:	Acceleration of vesting of all unvested Options. Exercise of vested Options in accordance with the Option Plan.

Any Options granted to an Option Plan Participant under the Option Plan shall terminate at a date no later than twelve (12) months from the date such Option Plan Participant ceases to be an Option Plan Participant.

In the event of a triggering event, which includes a change in control, dissolution or winding-up of the Company, a material alteration of the capital structure of the Company and a disposition of all or substantially all of the Company's assets, the Option Plan Administrator may, without the consent of the Option Plan Participant, cause all or a portion of the Options granted to terminate upon the occurrence of such event.

7. *Amendment or Termination of the Option Plan*

Subject to any necessary regulatory approvals, the Option Plan may be suspended or terminated at any time by the Option Plan Administrator, provided that no such suspension or termination shall alter or impact any rights or obligations under an Option previously granted without the consent of the Option Plan Participant.

The following limitations apply to the Option Plan and all Options thereunder as long as such limitations are required by the TSXV and, where applicable, the ASX:

- (a) any adjustment to Options, other than in connection with a security consolidation or security split, is subject to prior TSXV acceptance;
- (b) any amendment to the Option Plan is subject to prior TSXV acceptance, except for amendments to reduce the number of Shares issuable under the Option Plan, to increase the exercise price of Options or to cancel Options (for nil consideration); and
- (c) any amendments made to the Option Plan shall require regulatory and Shareholder approval, except for amendments to: (i) fix typographical errors; and (ii) clarify existing provisions of the Option Plan and which do not have the effect of altering the scope, nature and intent of such provisions.

Subject to the foregoing limitations and any necessary regulatory approvals, the Option Plan Administrator may amend any existing Options or the Option Plan or the terms and conditions of any Option granted thereafter, although the Option Plan Administrator must obtain written consent of the Option Plan Participant (unless otherwise excepted out by a provision of the Option Plan) where such amendment would materially decrease the rights or benefits accruing to an Option Plan Participant or materially increase the obligations of an Option Plan Participant.

