

**IMPACT SILVER CORP.**  
303 - 543 Granville Street  
Vancouver, British Columbia V6C 1X8  
Telephone #: (604) 664-7707

**NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS**

**NOTICE IS GIVEN THAT** the annual general meeting (the “**Meeting**”) of the shareholders of IMPACT Silver Corp. (the “**Company**”) will be held at 303 - 543 Granville Street, Vancouver, B.C., V6C 1X8 on Thursday, June 25, 2026 at 10:00 a.m. (Vancouver time) for the following purposes:

1. to receive the Company’s audited consolidated financial statements for the financial year ended December 31, 2025 and the auditor’s report thereon;
2. to fix the number of directors for the ensuing year at seven;
3. to elect directors for the ensuing year;
4. to appoint PricewaterhouseCoopers LLP, Chartered Professional Accountants, as the Company’s auditor for the ensuing fiscal year and to authorize the directors to set the auditor’s remuneration;
5. to approve the Company’s Omnibus Equity Incentive Plan, as more particularly described in the accompanying management information circular of the Company; and
6. to transact such other business as may properly be brought before the Meeting or any adjournment thereof,

all as more particularly set out in the attached Information Circular. The form of proxy accompanies this Notice. The Information Circular provides additional information relating to the matters to be dealt with at the Meeting and is deemed to form part of this Notice.

**The Company has opted to use the notice-and-access rules developed by Canadian Securities Administrators to reduce the volume of paper in the materials distributed for the Meeting. Instead of receiving the Information Circular with the form of proxy or voting instruction form, Shareholders received a notice-and-access notification with instructions for accessing the remaining Meeting materials online. The Information Circular and other relevant materials are available via the internet at <https://impactsilver.com/investors/investor-briefcase/> or on the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca).**

The Company’s Board of Directors has fixed May 5, 2026 as the record date for the determination of shareholders entitled to notice of and to vote at the Meeting and at any adjournment or postponement thereof. Each registered shareholder at the close of business on that date is entitled to such notice and to vote at the Meeting in the circumstances set out in the accompanying Information Circular. Registered shareholders who are unable to attend the meeting are requested to read the notes included in the enclosed form of Proxy and then to complete, date, sign and mail, e-mail or fax the Proxy, or to complete and submit the Proxy on the internet, in accordance with the instructions set out in the Proxy and in the Information Circular.

DATED at Vancouver, British Columbia, this 5<sup>th</sup> day of May, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

Per: (signed) *“Frederick W. Davidson”*

\_\_\_\_\_  
Name: Frederick W. Davidson

Title: Director, President & Chief  
Executive Officer

***If you are a non-registered shareholder of the Company and receive these materials through your broker or through another intermediary, please complete and return the materials in accordance with the instructions provided to you by your broker or by the other intermediary. Failure to do so may result in your shares not being eligible to be voted by proxy at the Meeting.***

**IMPACT SILVER CORP.**  
303 – 543 Granville Street  
Vancouver, British Columbia  
V6C 1X8

## **INFORMATION CIRCULAR**

**(Information is as at May 5, 2026, unless otherwise indicated)**

### **SOLICITATION OF PROXIES**

This Information Circular and the accompanying documents (collectively, the “**Meeting Materials**”) are furnished in connection with the solicitation of proxies by the management of IMPACT Silver Corp. (the “**Company**”) for use at the Annual General Meeting of Shareholders of the Company to be held on Thursday June 25, 2026 (the “**Meeting**”) at 10:00 a.m. (Vancouver Time), and any adjournment thereof at the time and place and for the purposes set forth in the accompanying Notice of Meeting. While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone by the directors and regular employees of the Company. All costs of solicitation will be borne by the Company.

These Meeting Materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the Company or its agent has sent these Meeting Materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary (as defined below) holding on your behalf. By choosing to send these Meeting Materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. (For further information relating to non-registered owners, see the discussion below under “INFORMATION FOR NON-REGISTERED (BENEFICIAL) OWNERS OF SHARES”).

### **NOTICE AND ACCESS**

The Company is using the notice and access process under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* for the delivery of the Meeting Materials to Shareholders. Accordingly, the Meeting Materials can be accessed by going to the Company’s website at [www.impactsilver.com](http://www.impactsilver.com) for a period of one year from the date of the Meeting, or by visiting the Company’s SEDAR+ profile at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders will receive a notice package from the Company that includes: (i) the relevant form of proxy or voting instruction form; and (ii) basic information about the Meeting and the matters to be voted on (a “**Notice and Access Notification**”), including instructions on how to obtain a paper copy of the Meeting Materials and a plain language explanation of how the notice and access system operates and how the Meeting Materials can be accessed online. Registered Shareholders and those beneficial Shareholders with existing instructions on their account to receive printed materials will receive a printed copy of the Meeting Materials with the notice package.

Shareholders who wish to receive paper copies of the Meeting Materials may request them by contacting the Company by telephone at (604) 664-7707 or by email at [inquiries@impactsilver.com](mailto:inquiries@impactsilver.com). To receive paper copies well in advance of the proxy deposit deadline, the Company must receive the request no later than Thursday June 4, 2026.

### **APPOINTMENT AND REVOCATION OF PROXIES**

The individuals named in the accompanying form of proxy are directors and/or officers of the Company. A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY INSERTING SUCH PERSON’S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY AND STRIKING OUT THE TWO PRINTED

NAMES OR BY COMPLETING ANOTHER PROXY. To be valid, a proxy must be in writing and executed by the shareholder or its attorney authorized in writing, unless the shareholder chooses to complete the proxy on the internet as described in the enclosed form of proxy. Completed proxies must be received by Computershare Investor Services – Proxy Department, 8<sup>th</sup> Floor, 100 University Avenue, Toronto, Ontario M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting or any adjournment thereof, or at the discretion of the Chair of the Meeting, delivered to the Chair of the Meeting prior to the commencement of the Meeting or an adjourned meeting.

A shareholder who has given a proxy may revoke it by an instrument in writing executed by the shareholder or by his or her attorney authorized in writing or, where the shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and to the Company's registrar and transfer agent or to the Company's head office at any time up to and including the last business day before the scheduled time of the Meeting or any adjournment, or to the Chair of the Meeting on the day of the Meeting or any adjournment. 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 (BENEFICIAL) OWNERS OF SHARES**

The shares owned by many shareholders of the Company are not registered on the records of the Company in the beneficial shareholders' own names. Rather, such shares are registered in the name of a securities dealer, bank or other intermediary, or in the name of a clearing agency (referred to in this Information Circular as an “**intermediary**” or “**intermediaries**”). Shareholders who do not hold their shares in their own names (referred to in this Information Circular as “**non-registered owners**”) should note that only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. A non-registered owner cannot be recognized at the Meeting for the purpose of voting his shares unless such holder is appointed by the applicable intermediary as a proxyholder.

Non-registered owners who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are referred to as “**NOBOs**”. Those non-registered owners who have objected to their intermediary disclosing ownership information about themselves to the Company are referred to as “**OBOs**”.

In accordance with applicable securities regulatory policy, the Company has elected to seek voting instructions directly from NOBOs. The Company is not sending the Notice and Access Notification directly to NOBOs in connection with the Meeting but rather has distributed copies of the Notice and Access Notification to the Intermediaries for distribution to NOBOs. The intermediaries (or their service companies) are responsible for forwarding the Notice and Access Notification to each OBO, unless the OBO has waived the right to receive them. **The Company does not intend to pay for intermediaries to forward to OBOs under National Instrument 54-101 the proxy-related materials and Form 54-101F7 – Request for Voting Instructions Made by Intermediary, and an OBO will not receive those materials unless the OBO's intermediary assumes the cost of delivery.**

Meeting Materials sent to non-registered owners who have not waived the right to receive Meeting Materials are accompanied by a request for voting instructions (a “**VIF**”). This form is provided instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a non-registered owner is able to instruct the registered shareholder how to vote on behalf of the non-registered owner. VIFs, whether provided by the Company or by an intermediary, should be completed and returned in accordance with the specific instructions noted on the VIF.

In either case, the purpose of this procedure is to permit non-registered owners to direct the voting of the shares which they beneficially own. If a non-registered owner who receives a VIF wishes to attend the Meeting or have someone else attend on his behalf, then the non-registered owner may request a legal proxy as set forth in the VIF, which will grant the non-registered owner or his nominee the right to attend and vote at the Meeting. **Should a non-registered holder who receives a VIF wish to attend the Meeting or have someone**

else attend on his/her behalf, the non-registered holder may request (in writing) to the Company or its intermediary, as applicable, without expense to the non-registered holder, that the non-registered holder or his/her nominee be appointed as proxyholder and have the right to attend and vote at the Meeting.

***IF YOU ARE A NON-REGISTERED OWNER AND WISH TO VOTE IN PERSON AT THE MEETING, PLEASE REFER TO THE INSTRUCTIONS SET OUT ON THE "REQUEST FOR VOTING INSTRUCTIONS" (VIF) THAT ACCOMPANIES THIS INFORMATION CIRCULAR.***

#### **EXERCISE OF DISCRETION**

Shares represented by proxy are entitled to be voted on a show of hands or any poll and, where a choice with respect to any matter to be acted upon has been specified in the form of proxy, the shares will be voted or withheld from voting in accordance with the specification so made.

SUCH SHARES WILL BE VOTED FOR EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. In the event that amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

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

None of the directors or executive officers of the Company, nor any person who has held such a position since the beginning of the last completed financial year of the Company, nor any proposed nominee for election as a director of the Company, nor any associate or affiliate of the foregoing persons, has any substantial or material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted on at the meeting other than the election of directors and the approval of the omnibus equity incentive plan (as defined herein) all described in this Information Circular, approval of which will be sought at the Meeting.

#### **VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF**

As at the date hereof, the Company has issued and outstanding 345,506,524 fully paid and non-assessable common shares, each share carrying the right to one vote. THE COMPANY HAS NO OTHER CLASSES OF VOTING SECURITIES.

Any shareholder of record at the close of business on May 5, 2026 who either personally attends the Meeting or who has completed and delivered a form of proxy in the manner and subject to the provisions described above shall be entitled to vote or to have his shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Company, there are no persons or companies who beneficially own, or control or directs, directly or indirectly, shares carrying 10% or more of the voting rights attached to all outstanding shares of the Company.

## SETTING THE NUMBER OF DIRECTORS

Directors of the Company are elected for a term of office that expires at the next annual general meeting of shareholders such that, if elected, each will serve until the close of the next annual general meeting, unless they resign or otherwise vacate office before that time in accordance with the Articles of the Company, or the provisions of the *Business Corporations Act* (British Columbia) (the “**Act**”). The Company currently has seven directors, all of whom are being recommended by management for re-election at the Meeting. It is proposed that the number of directors to be elected to hold office until the next annual general meeting of Shareholders or until their successors are elected or appointed be set at seven directors.

**The Company’s management recommends that the Shareholders vote IN FAVOUR of the resolution setting the number of directors at seven. Unless you give other instructions, the management proxyholders intend to vote FOR the resolution setting the number of directors at seven.**

## ELECTION OF DIRECTORS

**The persons named below will be presented for election at the Meeting as management’s nominees and the persons named in the accompanying form of proxy intend to vote For the election of these nominees.** Management does not contemplate that any of these nominees will be unable to serve as a director.

The Company has two committees, an Audit Committee and a Compensation Committee. Members of these committees are set out below.

The following table sets out the names of the nominees for election as directors, the province or state and the country in which each is ordinarily resident, all offices of the Company now held by each of them, their principal occupations, the period of time for which each has been a director of the Company, and the number of common shares of the Company beneficially owned, or controlled or directed by each, directly or indirectly, as at the date hereof.

<b>Name, Position, Province/State and Country of Residence</b> <sup>(1)(2)</sup>	<b>Principal Occupation or Employment</b> <sup>(1)</sup>	<b>Period as a Director of the Company</b>	<b>No. of Shares</b> <sup>(1)</sup>
<b>Frederick W. Davidson</b> British Columbia, Canada Chief Executive Officer, President and Director	Chartered Professional Accountant; President and Chief Executive Officer of the Company	Since August 1999	617,750
<b>George A. Gorzynski</b> British Columbia, Canada Vice President Exploration and Director	Geological Engineer; Exploration Consultant & Vice President Exploration of the Company	Since April 2004	305,500
<b>Jose Antonio de Jesus Olmedo</b> Atizapan de Zaragoza, Mexico Director	Geological Engineer, Mining, Economic and Marketing Independent Consultant	Since September 2021	Nil
<b>Victor A. Tanaka</b> <sup>(3)(4)</sup> British Columbia, Canada Director	Retired Geologist	Since March 1996	75,000
<b>Richard J. Mazur, P. Geo</b> <sup>(3)(4)</sup> British Columbia, Canada Director	Economic Geologist	Since May 1993	307,575
<b>Robert W. Lishman</b> California, USA Director	Financial Management	Since February 2016	175,000

Name, Position, Province/State and Country of Residence <sup>(1)(2)</sup>	Principal Occupation or Employment <sup>(1)</sup>	Period as a Director of the Company	No. of Shares <sup>(1)</sup>
Janet Meiklejohn <sup>(3)(4)</sup> British Columbia, Canada Director	Financial Management	Since August 2024	Nil

- (1) The information as to province/state and country of residence, principal occupation and shares beneficially owned is not within the knowledge of the management of the Company and has been furnished by the respective nominees.
- (2) None of the proposed nominees for election as a director is to be elected under any arrangement or understanding between the proposed director and any other person or company.
- (3) Member of the Audit Committee.
- (4) Member of the Compensation Committee.

### Orders & Bankruptcies

Other than as set out below regarding Mr. Davidson, none of the proposed nominees for election as a director of the Company:

- (a) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director, chief executive officer or chief financial officer of any company (including the Company) that:
- (i) was subject to a cease trade order or similar order or an order that denied the relevant company access to any exemption under securities legislation, which order was in effect for a period of more than 30 consecutive days (an “Order”) that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
  - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer,
- (b) is, as at the date of this Information Circular, or has been, within ten years before the date of this Information Circular, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets; or
- (c) has, within the ten years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director.

Frederick W. Davidson was a director and the chief executive officer of Energold Drilling Corp. (“Energold”) on September 16, 2019 when it announced that it had made a filing under the *Companies’ Creditors Arrangement Act* (Canada) (“CCAA”) to seek creditor protection. Energold’s interim management and financial adviser was Portage Point Partners and the Court appointed FTI Consulting Canada Inc. as monitor of Energold during the process. Mr. Davidson resigned as an officer of Energold on October 1, 2019 and as a director on October 7, 2019. On April 2, 2020, Energold announced that it had emerged from the CCAA process.

## **Penalties and Sanctions**

None of the proposed nominees for election as a director of the Company have been subject to any:

- (a) penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

## **EXECUTIVE COMPENSATION**

The Company is a venture issuer and chooses to present its executive compensation under Form 51-102F6 (with the exception of the performance graph disclosure which is not required for venture issuers). During the Company's most recently completed financial year ended December 31, 2025, the Company had three Named Executive Officers (as defined below): Frederick W. Davidson, the Company's CEO and President, George A. Gorzynski, the Company's Vice President Exploration, Jerry Huang, the Company's CFO until December 12, 2025, and Fernando Montoya, the Company's CFO effective December 12, 2025.

### **Compensation Discussion and Analysis**

#### *Compensation, Philosophy and Objectives*

Remuneration plays an important role in attracting, motivating, rewarding and retaining knowledgeable and skilled individuals to the Company's management team. The Company does not have a formal compensation program. The Compensation Committee meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis.

The Compensation Committee seeks to ensure that total compensation paid to all Named Executive Officers is fair and reasonable. In setting salaries, the Compensation Committee does not rely upon benchmarking, mathematical formulas or hierarchy. The Compensation Committee considers each officer's qualifications, experience and responsibilities within the Company. The Committee also looks at the positioning of each executive on an individual basis and the competitiveness and suitability of the mix of that senior officer's package for his individual circumstances. The Compensation Committee periodically reassesses salaries, considering such factors as an officer's increased level of experience, whether or not the officer's responsibilities have increased over the past year and the overall success of the Company for the prior year.

#### *Analysis of Elements*

Each Named Executive Officer is compensated as set out herein with the expectation that they will perform their responsibilities to their best ability and in the best interest of the Company.

The Company entered into an executive employment agreement with Mr. Davidson on September 1, 2009 (the "**Davidson Agreement**").

For the financial year ending December 31, 2025, the Company paid Mr. Davidson a salary of \$585,000 for his services as CEO and President (compared to \$360,000 for the financial year ended December 31, 2024). Mr. Davidson also earned an amount of \$17,250 for his services as a Director (See "Termination and Change of Control Benefits" for more information about Mr. Davidson's Agreement).

For the financial year ending December 31, 2025, Mr. Gorzynski earned a consulting fee of \$79,900 for his services as Vice President Exploration, of which \$5,000 was accrued and not Paid as of December 31, 2025

(compared to \$79,400 for the financial year ended December 31, 2024). Mr. Gorzynski also earned an amount of \$17,250 for his services as a Director.

For the financial year ending December 31, 2025 (for Mr. Huang's services as CFO to December 12, 2025), the Company paid Mr. Huang, directly and indirectly to a company owned by Mr. Huang, an aggregate of \$179,583 for his services as CFO, of which \$75,417 was accrued and not paid as of December 31, 2025 (compared to \$215,000 for the financial year ended December 31, 2024).

For the financial year ending December 31, 2025 (for Mr. Montoya's services as CFO from December 12, 2025 to December 31, 2025), the Company paid Mr. Montoya \$10,417.

The compensation described above was determined by the Compensation Committee of the Company.

### **Equity Compensation**

The Company considers the granting of equity compensation, including the granting of incentive stock options to be a significant component of executive compensation as it allows the Company to reward each Named Executive Officer's efforts to increase value for shareholders without requiring the Company to use cash from its treasury. Stock options are generally awarded to directors, officers, consultants and employees at the commencement of employment and periodically thereafter. The terms and conditions of the Company's stock option grants, including vesting provisions and exercise prices, are presently governed by the terms of the Company's 10% Omnibus Equity Incentive Plan (the "**Omnibus Plan**"), as approved by the Company's shareholders at its last Annual General Meeting of shareholders held on August 1, 2025 and the TSX Venture Exchange ("**TSXV**"), and as determined by the Board at the time of the grant. The purpose of granting equity compensation is to assist the Company in compensating, attracting, retaining and motivating the Named Executive Officers and Directors of the Company and to closely align the personal interests of such persons to that of the shareholders.

### **Eligibility**

All employees and directors of the Company or its designated affiliates are eligible to participate in the Omnibus Plan. In addition, subject to applicable laws, the Board may determine, in its discretion, which consultants are eligible to participate in the Omnibus Plan. However, PSUs may not be granted to non-employee directors of the Company or its designated affiliates and RSUs and PSUs may not be granted to consultants of the Company or its designated affiliates.

In addition, any Participants under the Omnibus Plan who are "**Investor Relations Service Providers**" (as defined in the policies of the TSXV) are not eligible to receive RSUs, PSUs (as defined herein) or DSUs (as defined herein).

### **Common Shares Subject to the Omnibus Plan and Limitation on Awards**

The maximum number of Common Shares available for issuance pursuant to the Omnibus Plan and any other security-based compensation arrangement of the Company shall not exceed 10% of the issued and outstanding Common Shares from time to time.

The Omnibus Plan is also subject to the following limitations:

- (a) the aggregate number of Common Shares issuable to "Insiders" (as defined in the policies of the TSXV) of the Company under the Omnibus Plan or any other security-based compensation arrangement of the Company shall not exceed 10% of the issued and outstanding Common Shares and the aggregate number of Common Shares issuable to Insiders of the Company under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not exceed 10% of the issued and outstanding Common Shares as at the date any award is granted to any

Insider of the Company (unless the Company has obtained disinterested shareholder approval in respect thereof);

- (b) the aggregate number of Common Shares issuable to any one Participant under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not at any time exceed 5% of the issued and outstanding Common Shares as at the date any award is granted to the Participant (unless the Company has obtained disinterested shareholder approval in respect thereof);
- (c) the aggregate number of Common Shares issuable to any one consultant under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not at any time exceed 2% of the issued and outstanding Common Shares as at the date any award is granted to the consultant; and
- (d) the aggregate number of Common Shares issuable to all persons retained to provide investor relations activities under the Omnibus Plan or any other security-based compensation arrangement of the Company, within a one-year period, shall not at any time exceed 2% of the issued and outstanding Common Shares as at the date any award is granted to the persons retained to provide investor relations activities.

If for any reason Common Shares subject to issuance on the exercise of stock options granted under the Omnibus Plan are not issued, for reasons including the termination, expiration or cancellation, such Common Shares will become available for additional grants under the Omnibus Plan. If any RSUs, PSUs or DSUs granted under the Omnibus Plan expire, terminate or are cancelled for any reason without being settled in the form of Common Shares issued from treasury, such Common Shares will become available for additional grants under the Omnibus Plan.

No Share Units may vest before the date that is one year following the date it is granted or issued, although vesting may be accelerated for a participant who dies or ceases to be an eligible Participant in connection with a change of control, take-over bid, RTO or similar transaction.

### **Stock Options**

The Board may grant stock options to any Participant under the Omnibus Plan at any time. The exercise price for stock options will be determined by the Board, but may not be less than the Discounted Market Price (as defined below, and, in the event that the Common Shares are not listed and posted for trading on any stock exchange, the fair market value of the Common Shares as determined by the Board in its sole and absolute discretion (the “**Market Value**”) on the date the stock option is granted). For the purposes of the Omnibus Plan the “Discounted Market Price” means if the Common Shares are listed only on the TSXV, the Market Value, less the maximum discount permitted under the TSXV policy applicable to stock options. Stock options must be exercised within a period fixed by the Board that may not exceed 10 years from the date of grant, except in a case where the expiry period falls during a blackout period, in which case the expiry period will be automatically extended until 10 business days after the end of the blackout period.

Subject to the terms of the Omnibus Plan and any option agreement, stock options granted under the Omnibus Plan may also be purchased by a Participant by way of a “cashless exercise method”, whereby the Company may have an arrangement with a brokerage firm pursuant to which the brokerage firm will loan money to a Participant to purchase Common Shares underlying the stock options. The brokerage firm then sells a sufficient number of Common Shares to cover the exercise price of the stock options in order to repay the loan made to the Participant. The brokerage firm receives an equivalent number of Common Shares from the exercise of the stock options and the Participant then receives the balance of Common Shares or the cash proceeds from the balance of such Common Shares.

The Omnibus Plan also provides for earlier termination of stock options on the occurrence of certain events, including but not limited to, termination of a Participant's employment.

Options granted to Investor Relations Service Providers must be vested in stages over a period of not less than 12 months with no more than  $\frac{1}{4}$  of the stock options vesting in any three-month period.

### **Restricted Share Units**

The Board may grant RSUs to any Participant (other than consultants) under the Omnibus Plan at any time. The terms and conditions of grants of Share Units, including the quantity, type of award, award date, vesting conditions, applicable vesting periods (the time period of which may be no earlier than one year following the award date, except as provided for in the Omnibus Plan) and other terms and conditions with respect to the award, as determined by the Board, will be set out in such Participant's RSU agreement. One RSU is equivalent to one Common Share.

An RSU account will be maintained for each Participant and each notional grant of RSUs, as granted to such Participant from time to time, will be credited to such Participant's account. RSUs that fail to vest with respect to a Participant, or that are paid out to the Participant are cancelled and will be removed from such Participant's account.

Upon the vesting and settlement of RSUs, the Company is entitled to elect, at the Board's sole discretion, to settle vested RSUs for their cash equivalent, Common Shares or a combination thereof. For purposes of determining the cash equivalent of RSUs on settlement, such calculation will be made on the settlement date based on the Market Value on the settlement date multiplied by the number of vested RSUs in the Participant's notional RSU account. For the purposes of determining the number of Common Shares from treasury to be issued and delivered to a Participant upon settlement of RSUs, such calculation will be made on the settlement date based on the whole number of Common Shares equal to the whole number of vested RSUs then recorded in the Participant's notional RSU account. If an RSU would otherwise expire during a blackout period, the term of such RSU shall automatically be extended until 10 business days after the end of the blackout period, however, in all cases, RSUs shall expire and be settled by no later than December 31 of the third calendar year commencing after the date of award.

### **Performance Share Units**

The Board may grant PSUs to any Participant (other than non-employee directors and consultants) under the Omnibus Plan at any time. The terms and conditions of grants of PSUs, including the quantity, type of award, award date, vesting conditions, applicable vesting periods (which may be no earlier than one year following the award date, except as provided for in the Omnibus Plan) and other terms and conditions with respect to the award, as determined by the Board, will be set out in such Participant's PSU agreement. PSUs are subject to the attainment of performance goals and may become vested PSUs based on a multiplier, which may be greater or less than 100%, subject to such percentage being no greater than 200%. A PSU account will be maintained for each Participant and each notional grant of PSUs, as granted to such Participant from time to time, will be credited to such Participant's account. PSUs that fail to vest with respect to a Participant, or that are paid out to the Participant are cancelled and will be removed from such Participant's account.

Upon the vesting and settlement of PSUs, the Company is entitled to elect, in the Board's sole discretion, to settle vested PSUs for their cash equivalent, Common Shares or a combination thereof. For purposes of determining the cash equivalent of PSUs on settlement, such calculation will be made on the settlement date based on the Market Value on the settlement date multiplied by the number of vested PSUs in the Participant's notional PSU account. For the purposes of determining the number of Common Shares from treasury to be issued and delivered to a Participant upon settlement of PSUs, such calculation will be made on the settlement date based on the whole number of Common Shares equal to the whole number of vested PSUs then recorded in the Participant's notional PSU account. If a PSU would otherwise expire during a blackout

period, the term of such Share Unit shall automatically be extended until 10 business days after the end of the blackout period, however, in all cases, Share Units shall expire and be settled by no later than December 31 of the third calendar year commencing after the date of award.

If the performance goals in respect of the vesting of PSUs determined by the Board at the time of granting the award with respect to a fiscal year are not met during such fiscal year, the PSUs which were scheduled to vest at the end of such fiscal year shall expire. Performance goals may be based upon the achievement of corporate, divisional, cluster or individual goals, and may be applied to performance relative to an index or comparator group, or on any other basis determined by the Board which may be measured over a specified period and may have a multiplier effect based on the level of achievement.

## **DSUs**

The Board may grant DSUs to any DSU Participant (being a non-employee director of the Company) under the Omnibus Plan at any time. In addition, subject to Board approval, a DSU Participant may elect, once each fiscal year, to be paid up to 100% of his or her annual board retainer (including any committee fees, attendance fees and retainers to committee chairs) in the form of DSUs with the balance, if any, being paid in cash in accordance with the Company's regular practices. A DSU Participant is entitled to terminate his or her participation in the Omnibus Plan.

One DSU is equivalent to one Common Share. Fractional DSUs are permitted under the Omnibus Plan. The number of DSUs granted at any particular time pursuant to the Omnibus Plan will be calculated by:

- (a) in the case of an elected amount by a DSU Participant, dividing (i) the dollar amount of the elected amount by (ii) the Market Value of a Common Share on the applicable award date; or
- (b) in the case of a grant of DSUs, dividing (i) the dollar amount of such grant by (ii) the Market Value of a Common Share on the date of grant. The Company shall maintain a notional account for each DSU Participant.

All DSUs recorded in a Participant's notional account will vest on the DSU termination date, being the day that the DSU Participant ceases to be a director of the Company for any reason.

Upon the settlement of DSUs, the number of Common Shares covered by the DSUs will be issued from treasury by the Company as fully paid non-assessable Common Shares based on the whole number of Common Shares equal to the whole number of DSUs then recorded in the DSU Participant's notional account (fractions of Common Shares will be settled in cash). If a DSU Participant gives notice to the Company of its election to receive cash pertaining to a DSU, the Company, with the approval of the Board, may agree to pay an amount in cash equal to the aggregate Market Value of the Common Shares as at the DSU termination date to be issued in place of issuing to the DSU Participant Common Shares under the DSU.

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

At the present time, the Company only has Options outstanding under the Omnibus Plan. In monitoring or adjusting the Option allotments (or other grants of equity compensation), the Board takes into accounts its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous option grants and the objectives set for the Named Executive Officers and the Board. The scale of Options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of Options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

- (a) parties who are entitled to participate in the Omnibus Plan;
- (b) the exercise price for each Option granted, subject to the provision that the exercise price cannot be lower than prescribed discount permitted by the TSXV from the market price on the date of grant;
- (c) the date on which each Option is granted;
- (d) the vesting period, if any, for each Option;
- (e) the other material terms and conditions of each Option grant; and
- (f) any re-pricing or amendment to an Option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Omnibus Plan. The Board reviews and approves grants of equity compensation generally on an annual basis and periodically during a financial year.

The Compensation Committee recommends equity compensation grants to the Board. During the financial year ended December 31, 2025, the Company granted Options to its Named Executive Officers or Directors.

### **Compensation Governance**

For more information about the Compensation Committee and its compensation policies, please see the “Corporate Governance – Compensation of Directors and the CEO”.

### **Summary Compensation Table**

The table below sets out particulars of compensation paid to the following executive officers (each of whom is a “**Named Executive Officer**”) for services to the Company during the three most recently completed financial years:

- (a) the individual who acted as the Company’s CEO or acted in a similar capacity for any part of the most recently completed financial year;
- (b) the individuals whom acted as the Company’s CFO or acted in a similar capacity for any part of the most recently completed financial year;
- (c) each of the Company’s three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was, individually, more than \$150,000; and
- (d) each individual who would be a Named Executive Officer under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of the financial year.

Name and principal position	Year	Salary <sup>(1)</sup> (\$)	Option-based awards (\$)	Non-equity incentive plan compensation (\$)		All other compensation <sup>(2)</sup> (\$)	Total Compensation (\$)
				Annual incentive plans	Long-term incentive plans		
Frederick W. Davidson, President and CEO	2025	585,000	153,447 <sup>(8)</sup>	Nil	Nil	17,250 <sup>(3)</sup>	755,697
	2024	360,000	Nil	Nil	Nil	16,500 <sup>(3)</sup>	376,500
	2023	398,000	Nil	Nil	Nil	16,500 <sup>(3)</sup>	414,500
George A. Gorzynski, Vice President Exploration	2025	79,900 <sup>(4)</sup>	102,298 <sup>(8)</sup>	Nil	Nil	17,250 <sup>(5)</sup>	199,448
	2024	79,400 <sup>(4)</sup>	Nil	Nil	Nil	16,500 <sup>(5)</sup>	95,900
	2023	63,000 <sup>(4)</sup>	Nil	Nil	Nil	16,500 <sup>(5)</sup>	79,500
Jerry Huang, Former CFO	2025	179,583 <sup>(6)</sup>	76,723 <sup>(8)</sup>	Nil	Nil	Nil	256,306
	2024	215,000 <sup>(6)</sup>	Nil	Nil	Nil	Nil	215,000
	2023	210,863 <sup>(6)</sup>	Nil	Nil	Nil	Nil	210,863
Fernando Montoya, CFO	2025	10,417 <sup>(7)</sup>	102,298 <sup>(8)</sup>	Nil	Nil	Nil	112,712

Notes:

- (1) This figure includes the dollar value of cash and non-cash base salary the Named Executive Officer earned during the relevant financial year.
- (2) Perquisites and other personal benefits have not been included as they do not reach the prescribed threshold of the lesser of \$50,000 or 10% of the total annual salary.
- (3) Mr. Davidson earned these amounts in his capacity as a director of the Company.
- (4) Consulting fees paid for Mr. Gorzynski's services as Vice President Exploration. He is not an employee of the Company.
- (5) Mr. Gorzynski earned these amounts in his capacity as a director of the Company.
- (6) Consulting fees paid for Mr. Huang's services as CFO. Mr. Huang was paid through a company owned by Mr. Huang. He is not an employee of the Company. For the year ended December 31, 2025, Mr. Huang was CFO until December 12, 2025.
- (7) Mr. Montoya remains the current CFO; however, for the financial year ended December 31, 2025, Mr. Montoya became CFO on December 12, 2025.
- (8) Refer to note 13(b) of the Company's audited financial statements for the year ended December 31, 2025 for information on determining the fair value of the stock options issued.

### Incentive Plan Awards

The Company has no long-term incentive plans other than its Omnibus Plan.

#### *Outstanding Option-Based Awards*

The following table sets forth details of all awards outstanding for the Named Executive Officers at the end of the most recently completed financial year, including awards granted to the Named Executive Officers in prior years.

Option-based Awards				
Name	Number of securities underlying unexercised options (#)	Option exercise price (\$)	Option expiration date	Value of unexercised in-the-money options (\$) <sup>(1)</sup>
Frederick W. Davidson	300,000	0.90	January 18, 2026	Nil
	300,000	0.48	October 8, 2026	Nil
	600,000	0.41	Dec. 24, 2030	Nil
George A. Gorzynski	300,000	0.90	January 18, 2026	Nil
	300,000	0.48	October 8, 2026	Nil
	400,000	0.41	Dec. 24, 2030	Nil
Jerry Huang	300,000	0.90	January 18, 2026	Nil
	300,000	0.48	October 8, 2026	Nil
	300,000	0.41	Dec. 24, 2030	Nil
Fernando Montoya	400,000	0.41	Dec. 24, 2030	Nil

(1) This amount is based on the difference between the market value of the securities underlying the options at the year ended December 31, 2025 being \$0.41, and the exercise price of the Option.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table sets forth details of the value vested or earned by the Named Executive Officers for incentive plan awards for the most recently completed financial year.

Name	Option-Based Awards – Value Vested During the Year (\$)	Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)
Frederick W. Davidson	153,447	Nil
George A. Gorzynski	102,298	Nil
Jerry Huang	76,723	Nil
Fernando Montoya	102,298	Nil

**Pension Plan Benefits**

The Company does not have any deferred compensation plan or pension plan that provides for payments or benefits at, following or in connection with retirement.

**Termination and Change of Control Benefits**

The Davidson Agreement is effective as of September 1, 2009 and will continue unless terminated in accordance with the terms of the Davidson Agreement. The Company may terminate the Davidson Agreement at any time without cause provided that the Company provides Mr. Davidson with severance payment in lieu of notice as outlined in the Davidson Agreement.

In the event that Mr. Davidson is terminated without cause by the Company or dies during the period of his employment, the Company will pay Mr. Davidson or his legal representative, as applicable, a severance payment which will consist of the following amounts:

- (a) the portion of Mr. Davidson's annual salary, at the rate in effect at the time of the notice of termination, then accrued to the date of termination which has not been paid to Mr. Davidson;
- (b) an amount equal to the amount, if any, of vacation pay and reimbursable expenses accrued to the date of termination which have not been paid to Mr. Davidson; and
- (c) an amount equal to 36 months' salary, at the rate in effect at the time of the notice of termination.

In the event of a Change of Control (as that term is defined below) of the Company if Mr. Davidson elects to terminate his employment within the period of 6 months following the date of the Change of Control, the Company will pay to Mr. Davidson, on or before the fifth business day following the Change of Control, the following amounts:

- (a) the portion of Mr. Davidson's annual salary, at the rate in effect at the time of the notice of termination, then accrued to the date of termination which has not been paid to Mr. Davidson;
- (b) an amount equal to the amount, if any, of vacation pay and reimbursable expenses then accrued to the date of termination which have not been paid to Mr. Davidson; and
- (c) an amount equal to 36 months' salary, at the rate in effect at the time of the notice of termination.

For the purposes of the Davidson Agreement, a Change of Control includes the occurrence of any of:

- (a) the purchase or acquisition of any common shares or securities of the Company convertible into common shares of the Company ("Convertible Securities") by a Holder (as defined below) which results in the Holder beneficially owning, or exercising control or direction over, common shares or Convertible Securities such that, assuming only the conversion of Convertible Securities beneficially owned or over which control or direction is exercised by the Holders, the Holders would beneficially own, or exercise control or direction over, common shares of the Company carrying the right to cast more than 50% of the votes attaching to all such common shares;
- (b) Incumbent Directors (as defined below) ceasing to constitute a majority of the Board;
- (c) approval by the shareholders of the Company of:
  - (i) an amalgamation, arrangement, merger or other consolidation or combination of the Company with another corporation pursuant to which the shareholders of the Company immediately thereafter do not own shares of the successor or continuing corporation which would entitle them to cast more than 50% of the votes attaching to all shares in the capital of the successor or continuing corporation which may be cast to elect directors of that corporation;
  - (ii) the liquidation, dissolution or winding up of the Company; or
  - (iii) the sale, lease or other disposition of all or substantially all of the assets of the Company.

Holder means a person, a group of persons or persons acting jointly or in concert or persons associated or affiliated, within the meaning of the Act with any such person, group of persons or any such persons acting jointly or in concert.

Incumbent Director means any member of the Company’s Board who was a member of the Company’s Board immediately prior to the occurrence of the transaction, transactions, elections or appointments giving rise to a Change of Control and any successor to an Incumbent Director who was recommended or elected or appointed to succeed any Incumbent Director by the affirmative vote of the directors, including a majority of the Incumbent Directors then on the Company’s Board.

Shares mean the common shares of the Company and any other shares of the Company which have the right to vote in respect of the election of directors.

The following tables show the estimated compensation that would have been payable to Mr. Davidson assuming termination and/or Change of Control events occurring on December 31, 2025:

Name	Payment Upon Termination without Cause	Payment Upon Change of Control or Upon Constructive Dismissal
Frederick W. Davidson	\$1,155,000 <sup>(1)(2)</sup>	\$1,155,000 <sup>(1)(2)</sup>

(1) Pursuant to the terms of Mr. Davidson’s Employment Agreement and a salary increase effective as of April 1, 2025, Mr. Davidson was paid an annual salary of \$385,000 for the financial year ended December 31, 2025.

(2) Plus, any accrued vacation pay to the date of termination.

### Director Compensation

The Company has seven directors, two of whom are also Named Executive Officers. For a description of the compensation paid to the Company’s Named Executive Officers who also act as directors, see “Summary Compensation Table”.

#### Director Compensation Table

The following table sets forth details of all amounts of compensation provided to the directors other than the Named Executive Officers (the “Other Directors”) for the Company’s most recently completed financial year.

Name	Fees Earned (\$)	Option-Based Awards <sup>(1)</sup> (\$)	Non-Equity Incentive Plan Compensation (\$)	All Other Compensation (\$)	Total Compensation (\$)
Victor A. Tanaka	22,125	76,723	Nil	Nil	98,848
Richard J. Mazur	22,125	76,723	Nil	Nil	98,848
Robert W. Lishman	17,250	76,723	Nil	Nil	93,973
Jose Antonio Olmedo	17,250	76,723	Nil	Nil	93,973
Janet Meiklejohn	22,125	76,723	Nil	Nil	98,848

(1) Refer to note 13(b) of the Company’s audited financial statements for the year ended December 31, 2025 for information on determining the fair value of the stock options issued.

Under the Company’s standard director compensation arrangements, Directors are compensated by the Company or its subsidiaries at \$15,000 per annum for their services in their capacity as directors, with an additional \$375 per meeting attended. As well, they are compensated for services as a consultant or an expert.

*Option-Based Awards and Non-Equity Incentive Plan Compensation*

The following table sets forth details of all awards outstanding for the Other Directors at the end of the most recently completed financial year, including awards granted to the Other Directors in prior years.

<b>Option-based Awards</b>				
<b>Name</b>	<b>Number of securities underlying unexercised options (#)</b>	<b>Option exercise price (\$)</b>	<b>Option expiration date</b>	<b>Value of unexercised in-the-money options (\$)<sup>(1)</sup></b>
Victor Tanaka	100,000	0.90	January 18, 2026	Nil
	100,000	0.48	October 8, 2026	Nil
	300,000	0.41	Dec. 24, 2030	Nil
Richard J. Mazur	100,000	0.90	October 8, 2026	Nil
	100,000	0.48	January 18, 2026	Nil
	300,000	0.41	Dec. 24, 2030	Nil
Robert W. Lishman	100,000	0.90	January 18, 2026	Nil
	100,000	0.48	October 8, 2026	Nil
	300,000	0.41	Dec. 24, 2030	Nil
Jose Antonio Olmedo	100,000	0.48	October 8, 2026	Nil
	300,000	0.41	Dec 24, 2030	Nil
Janet Meiklejohn	300,000	0.41	Dec. 24, 2030	Nil

(1) This amount is based on the difference between the market value of the securities underlying the options at the year ended December 31, 2025 being \$0.41, and the exercise price of the Option.

*Incentive Plan Awards – Value Vested or Earned During the Year*

The following table sets forth details of the value vested or earned by the Other Directors for incentive plan awards for the most recently completed financial year.

<b>Name</b>	<b>Option-Based Awards – Value Vested During the Year (\$)</b>	<b>Non-Equity Incentive Plan Compensation – Value Earned During the Year (\$)</b>
Victor A. Tanaka	76,723	Nil
Richard J. Mazur	76,723	Nil
Robert W. Lishman	76,723	Nil
Jose Antonio Olmedo	76,723	Nil
Janet Meiklejohn	76,723	Nil

## SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out, as of the end of the Company’s financial year ended December 31, 2025, all information required with respect to compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by securityholders <sup>(1)</sup>	8,530,000 <sup>(2)</sup>	\$0.36	24,490,401
Equity compensation plans not approved by securityholders	N/A	N/A	N/A
Total	8,530,000 <sup>(2)</sup>	\$0.36	24,490,401

(1) The Company has its Omnibus Plan that was approved by shareholders at the Company’s last AGM held on August 1, 2025.

(2) Subsequent to the financial year end, in January 2026, a total of 1,770,000 stock options expired unexercised.

## CORPORATE GOVERNANCE

National Policy 58-201 - *Corporate Governance Guidelines*, establishes corporate governance guidelines which apply to all public companies. The Company has reviewed its own corporate governance practices in light of these guidelines and, as prescribed by National Instrument 58-101 - *Disclosure of Corporate Governance Practices*, the Company discloses the following:

### Board of Directors

The Company’s Board of Directors facilitates its independent supervision over management through regular meetings of the Board, both with and without members of the Company’s management (including members of management who are also directors) being in attendance.

#### *Independence of Members of Board*

The Company’s Board consists of seven directors, five of whom are independent based upon the tests for independence set forth in National Instrument 52-110 – *Audit Committees (“NI 52-110”)*. Victor A. Tanaka, Richard J. Mazur, Janet Meiklejohn, Robert W. Lishman and Jose Antonio de Jesus Olmedo are independent. Frederick W. Davidson is not independent as he is the President and CEO of the Company. George A. Gorzynski is not independent as he is the Vice President Exploration of the Company.

The mandate of the Board, as prescribed by the Act, is to manage or supervise management of the Company’s business and affairs and to act with a view to the best interests of the Company. In doing so, the Board oversees the management of the Company’s affairs directly and through its committees.

### Management Supervision by Board

The Board has determined that the current constitution of the Board is appropriate for the Company’s current stage of development. Independent supervision of management is accomplished through choosing management who demonstrate a high level of integrity and ability and having strong independent Board members. The independent directors are, however, able to meet at any time without any members of management, including the non-independent directors, being present. Further supervision is performed

through the Audit Committee which is composed of a majority of independent directors who meet with the Company's auditors without management being in attendance. The independent directors exercise their responsibilities for independent oversight of management through their majority control of the Board. The Board may appoint a lead director to direct Board operations.

### Participation of Directors in Other Reporting Issuers

The following directors of the Company hold directorships in other reporting issuers as set out below:

Name of Director	Name of Other Reporting Issuer (or equivalent)
Frederick W. Davidson	N/A
George A. Gorzynski	N/A
Victor A. Tanaka	Westhaven Gold Corp. (TSXV:WHN)
Richard J. Mazur	Big Ridge Gold Corp. (TSXV:BRAU) Midnight Sun Mining Corp. (TSXV:MMA)
Robert W. Lishman	Ashley Gold Corp (CSE: ASHL)
Jose Antonio de Jesus Olmedo	N/A
Janet Meiklejohn	Geiger Energy Corporation (TSXV:BEEP) Jaguar Uranium Corp. (NYSE:JAGU)

### Board Mandate

The Board has not adopted a written mandate; however, it delineates certain roles and responsibilities as set out in its employment agreements.

### Position Descriptions

The Board has not adopted position descriptions for the Chair of the Board and for the chairs of each of its committees. The Board has adopted a position description for the CEO, as set forth in the Company's employment agreement with the CEO.

### Orientation and Continuing Education

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

- (a) information respecting the functioning of the Board, committees and copies of the Company's corporate governance policies;
- (b) access to recent, publicly filed documents of the Company, technical reports and the Company's internal financial information;
- (c) access to management and technical experts and consultants; and,
- (d) a summary of significant corporate and securities responsibilities.

Board members are encouraged to communicate with management, auditors and technical consultants; to keep themselves current with industry trends and developments and changes in legislation with management's assistance; and to attend related industry seminars and visit the Company's operations. Board members have full access to the Company's records.

### **Ethical Business Conduct**

The Board of Directors has adopted a written Business Conduct Policy. A copy of the Business Conduct Policy is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca) (filed April 28, 2017) or on request as indicated under “Additional Information” in this Information Circular.

The Board views good corporate governance as an integral component to the Company’s success and to meet responsibilities to shareholders.

The Board has adopted a series of policies in addition to the Business Conduct Policy (together, the “Policies”), concerning conduct of its employees and directors that are posted on its website at [www.impactsilver.com](http://www.impactsilver.com), under Policies of the Board. The Board has instructed its management and employees to abide by these Policies and to bring any breaches of these Policies to the attention of the Board. The Board conducts a continual review and updating of its Policies.

The Board requires that directors and executive officers who have an interest in a transaction or agreement with the Company promptly disclose that interest at any meeting of the Board at which the transaction or agreement will be discussed and abstain from discussions and voting in respect to same if the interest is material or if required to do so by applicable corporate or securities law.

### **Nomination of Directors**

The Board has responsibility for identifying potential Board candidates. The Board assesses potential Board candidates to fill perceived needs on the Board for required skills, expertise, independence and other factors. Members of the Board and representatives of the mining and financial services industries are consulted for possible candidates.

### **Compensation of Directors and the CEO**

The members of the Compensation Committee are Victor A. Tanaka, Janet Meiklejohn, and Richard J. Mazur, all of whom are independent. The Compensation Committee is responsible for determining compensation for the directors and senior management.

To determine compensation payable, the Compensation Committee reviews compensation paid to directors and CEOs of companies of similar size and stage of development in the mineral exploration industry and determines an appropriate compensation reflecting the need to provide incentive and compensation for the time and effort expended by the directors and senior management while taking into account the financial and other resources of the Company. In setting the compensation, the Compensation Committee annually reviews the performance of the CEO in light of the Company’s objectives and considers other factors that may have impacted the success of the Company in achieving its objectives.

The Board has not yet adopted a written charter for the Compensation Committee.

### **Other Board Committees**

As the directors are actively involved in the operations of the Company and the size of the Company’s operations does not warrant a larger board of directors, the Board has determined that additional committees are not necessary at this stage of the Company’s development.

### **Assessments**

The Board does not consider that formal assessments would be useful at this stage of the Company’s development. The Board conducts informal annual assessments of the Board’s effectiveness, the individual directors and each of its committees. To assist in its review, the Board conducts informal surveys of its

directors and receives reports from each committee respecting its own effectiveness.

## **AUDIT COMMITTEE**

### **Audit Committee's Charter**

The Audit Committee Charter was adopted by the Company's Audit Committee and the Board of Directors. The full text of the Company's Audit Committee Charter is attached as Appendix "1" to the Company's Information Circular dated April 18, 2019 which was filed on SEDAR on April 26, 2019 and can be viewed under the Company's profile at [www.sedarplus.ca](http://www.sedarplus.ca).

### **Composition of the Audit Committee**

As at the date hereof, the members of the Audit Committee are Janet Meiklejohn, Victor A. Tanaka and Richard J. Mazur. Each of the members of the Audit Committee is "independent" and "financially literate" as defined in NI 52-110.

The Audit Committee met four times during the most recently completed financial year.

### **Relevant Education and Experience**

The educational background or experience of the following Audit Committee members has enabled each to perform his responsibilities as an Audit Committee member and has provided the member with an understanding of the accounting principles used by the Company to prepare its financial statements, the ability to assess the general application of such accounting principles in connection with the accounting for estimates, accruals and reserves as well as experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising one or more individuals engaged in such activities and an understanding of internal controls and procedures for financial reporting:

**Janet Meiklejohn** (Chair of Audit Committee) has over 25 years of experience working with high-growth public and private companies in areas of corporate finance, marketing, and corporate governance. She is a CPA, CA, and CBV and earned her MBA (1990) from the Richard Ivey School of Business and has a Bachelor of Business Administration (1986) degree from the University of Regina. Ms. Meiklejohn is a former Institutional Equity Sales VP focused on the mining sector with leading Canadian investment banks including Desjardins Securities, National Bank, Salman Partners, and Macquarie Capital from 1997 to 2015. She was formerly Vice President Finance and Investor Relations with the Very Good Food Company, Chief Financial Officer of Empress Royalty Corp., and Chief Financial Officer of Canada Rare Earth Corp.

**Victor A. Tanaka** has been involved with public and private mining companies for over 50 years. He has a Bachelor of Science degree in Geology from McGill University. Mr. Tanaka also sits on the board of Westhaven Gold Corp.

**Richard J. Mazur** has been involved with public and private mining companies for over 40 years. He has an MBA (1985) from Queen's University and a Bachelor of Science degree in Geology (1975) from the University of Toronto. Mr. Mazur worked as a Project Geologist, Financial Analyst and Senior Executive in the resource sector over that period. He has been a director and an Audit Committee member of public resource companies for over 25 years. Mr. Mazur is currently the Director of Big Ridge Gold Corp. and Director of Midnight Sun Mining Corp.

### **Audit Committee Oversight**

At no time since the commencement of the Company's most recently completed financial year did the Board

of Directors of the Company decline to adopt a recommendation of the audit committee to nominate or compensate an external auditor.

### **Reliance on Certain Exemptions**

At no time since the commencement of the Company's most recently completed financial year has the Company relied on an exemption under section 2.4, 6.1.1(4), (5) or (6), or granted under Part 8 of NI 52-110.

### **Pre-Approval Policies and Procedures**

The Audit Committee has adopted specific policies and procedures for the engagement of non-audit services as described under the heading "External Auditors" in the Company's Audit Committee Charter.

### **External Auditors Service Fees (By Category)**

The table below sets out all fees billed by the Company's external auditors in each of the last two fiscal years for audit fees:

<b>Financial Year Ending</b>	<b>Audit Fees</b>	<b>Audit Related Fees</b>	<b>Tax Fees</b>	<b>All Other Fees</b>
December 31, 2025	\$432,000	Nil	Nil	Nil
December 31, 2024	\$430,550	Nil	Nil	Nil

### **Exemption for Venture Issuers**

The Company is relying upon the exemption in section 6.1 of NI 52-110, which exempts issuers whose shares are listed only on the TSXV from the requirements of Part 3 (Composition of Audit Committee) and Part 5 (Reporting Obligations).

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

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

### **INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS**

No director, executive officer, employee or former director, executive officer or employee or any of their respective associates or affiliates or any proposed nominee for election as a director of the Company is or has been at any time since the beginning of the last completed financial year, indebted to the Company or any of its subsidiaries nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding, provided by the Company or any of its subsidiaries.

### **INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS**

Other than as disclosed in this Information Circular, no informed person of the Company, proposed nominee for election as a director, or any associate or affiliate of the foregoing, had any material interest, direct or indirect, in any transaction or proposed transaction since the beginning of the Company's last completed financial year, which has materially affected or would materially affect the Company or any of its subsidiaries.

## MANAGEMENT CONTRACTS

No management functions of the Company or any of its subsidiaries are performed to any substantial degree by a person other than the directors or executive officers of the Company or its subsidiaries.

## PARTICULARS OF MATTERS TO BE ACTED UPON

### APPOINTMENT OF AUDITORS

Unless otherwise instructed, the proxies given in this solicitation will be voted for the appointment of PricewaterhouseCoopers LLP, Chartered Professional Accountants of Vancouver, British Columbia, as the Company's auditor to hold office until the next annual general meeting. The Company's Board of Directors is authorized to set the remuneration to be paid to the auditor.

PricewaterhouseCoopers LLP has acted as the Company's auditor since September 2025 after taking over from BDO Canada LLP. The Company's change of auditor package in respect of this change is included as Schedule "A".

### APPROVAL OF OMNIBUS EQUITY INCENTIVE PLAN

At the Meeting, shareholders will be asked to consider and, if thought advisable, pass an ordinary resolution (the "**Omnibus Plan Resolution**") approving the omnibus equity incentive plan of the Company (the "**Omnibus Equity Incentive Plan**" or "**Omnibus Plan**"). A full copy of the Omnibus Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Omnibus Plan from the Company prior to the Meeting on written request. The Omnibus Plan was originally approved by shareholders at the Company's last annual general meeting of shareholders on August 1, 2025.

The summary of the Omnibus Plan contained in this Information Circular under "*Executive Compensation – Equity Compensation*" does not purport to be a complete summary of the Omnibus Plan and is qualified in its entirety with reference to the full text of the Omnibus Plan. Readers should read this summary in conjunction with the full text of the Omnibus Plan. The Omnibus Plan is considered a "rolling up to 10%" plan under the policies of the TSXV.

#### Background & Purpose

The Company wishes to continue the Omnibus Plan to provide the Company with additional flexibility in awarding equity compensation. The Omnibus Equity Incentive Plan provides flexibility to the Company to grant equity-based compensation awards in the form of options ("**Options**"), restricted share units ("**RSUs**"), preferred shared units ("**PSUs**") and deferred share units ("**DSUs**"), as described in further detail below.

The objectives of the Omnibus Equity Incentive Plan are to, among other things, to promote a significant alignment between directors, officers, employees and consultants of the Company (collectively "**Participants**") and the long term growth objectives of the Company; to associate a portion of participants' compensation with the performance of the Company over the long term; and to attract, motivate and retain the key participants to drive the business success of the Company and its subsidiaries.

#### Recommendation of the Board

The Board recommends that shareholders vote in favour of the approval of the Omnibus Plan Resolution. **Unless such authority is withheld, the persons named in the enclosed Proxy intend to vote FOR the approval of the Omnibus Equity Incentive Plan.**

### Reasons for the Recommendation

In support of its recommendation to shareholders to vote **FOR** the Omnibus Plan Resolution, the Board considered that the Omnibus Plan is an efficient and effective plan to provide the Company with a share-related mechanism to (a) advance the interests of the Company by enhancing the ability of the Company and its subsidiaries to attract, motivate and retain employees, officers, directors, and consultants, (b) reward such persons for their sustained contributions and (c) encourage such persons to take into account the long-term corporate performance of the Company.

### Omnibus Equity Incentive Plan Resolution

At the Meeting, shareholders will be asked to pass an ordinary resolution approving the Omnibus Equity Incentive Plan in substantially the following form:

#### **“IT IS RESOLVED THAT:**

1. The Omnibus Equity Incentive Plan of the Company and reserving for issuance thereunder of up to 10% of the aggregate number of common shares of the Company as are issued and outstanding from time to time, is authorized and approved as the omnibus equity incentive plan of the Company and the Company has the ability to grant options and other awards under the Omnibus Equity Incentive Plan;
2. The options and other awards to be issued under the Omnibus Equity Incentive Plan are approved;
3. The Board is authorized to make such amendments to the Omnibus Equity Incentive Plan from time to time, in accordance with the terms of the Omnibus Equity Incentive Plan, as may be required by the applicable regulatory authorities, or as may be considered appropriate by the Board, in its sole discretion, provided always that such amendments be subject to the approval of the regulatory authorities, if applicable, and in certain cases, the approval of the shareholders; and
4. Any one officer of the Company is authorized and directed, for and on behalf of the Company to do and perform all acts and things as such individual, in his or her discretion, deems necessary or advisable in order to give effect to the intent of this resolution and the matters authorized hereby, including compliance with all securities laws and regulations and the rules and requirements of the stock exchanges on which the Company’s shares may be listed, such determination to be conclusively evidenced by the finalizing, signing or delivery of such document or agreement or the performing of such act or thing.”

In order to be effective, the foregoing ordinary resolutions must be approved by a simple majority of the votes cast by those shareholders of the Company who, being entitled to do so, vote in person or by proxy at the Meeting in respect of such resolution.

**Unless such authority is withheld, the persons named in the enclosed proxy intend to vote FOR the approval of the Omnibus Equity Incentive Plan.**

The Directors of the Company believe the passing of the foregoing ordinary resolution is in the best interests of the Company and recommend that shareholders of the Company vote in favor of the resolution.

#### **OTHER BUSINESS**

Management of the Company knows of no matters to come before the Meeting other than those referred to in

the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

**ADDITIONAL INFORMATION**

Additional information relating to the Company is available on SEDAR+ at [www.sedarplus.ca](http://www.sedarplus.ca). Shareholders may contact the Company at its offices located at 303 – 543 Granville Street, Vancouver, British Columbia V6C 1X8 or by telephone at 604-664-7707 to request copies of the Company’s financial statements and MD&A. Financial information is provided in the Company’s comparative financial statements and MD&A for its most recently completed financial year.

DATED at Vancouver, British Columbia, this 5<sup>th</sup> day of May, 2026.

**BY ORDER OF THE BOARD OF DIRECTORS**

Per: (signed) “Frederick W. Davidson”  
Name: Frederick W. Davidson  
Title: President & Chief Executive Officer

**SCHEDULE "A" – CHANGE OF AUDITOR PACKAGE**

**IMPACT SILVER CORP.**  
**NOTICE OF CHANGE OF AUDITORS PURSUANT TO**  
**NATIONAL INSTRUMENT 51-102**

To: Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission  
TSX Venture Exchange

And To: BDO Canada LLP, Chartered Professional Accountants  
PricewaterhouseCoopers LLP

IMPACT Silver Corp. (the “Company”) gives the following notice in accordance with Section 4.11 of National Instrument 51-102 *Continuous Disclosure Obligations* (“NI-102”) as follows:

1. BDO Canada LLP, Chartered Professional Accountants (“**Former Auditor**”) tendered their resignation, as auditors of the Company effective September 10, 2025 at the request of the Company’s management, and the directors of the Company have appointed PricewaterhouseCoopers LLP (“**Successor Auditor**”), as successor auditors in their place.
2. The resignation of the Former Auditor has been considered by the Board of Directors of the Company, and the appointment of Successor Auditor in their place have been approved by the Board of Directors of the Company.
3. There have been no modified opinions contained in the Former Auditor’s reports on any of the previous financial statements of the Company.
4. There have been no “reportable events” (as such term is defined in NI 51-102).

DATED September 10, 2025

IMPACT Silver Corp.

Per: /s/ Frederick W. Davidson

FREDERICK W. DAVIDSON  
President, Chief Executive Officer and Director



Tel: (604) 688-5421  
Fax: (604) 688-5132  
www.bdo.ca

BDO Canada LLP  
Royal Centre, 1055 West Georgia Street  
Unit 1100, P.O. Box 11101  
Vancouver, British Columbia  
V6E 3P3

September 10, 2025

Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission  
TSX Venture Exchange

Dear Sirs/Mesdames:

Re: IMPACT Silver Corp. (the "Company")

As required under section 4.11 of National Instrument 51-102, we have read the Company's Change of Auditor Notice dated September 10, 2025 ("the Notice").

We confirm our agreement with the information contained in the Notice pertaining to our firm.

Yours very truly,

*BDO Canada LLP*

Chartered Professional Accountants



September 15, 2025

To:  
Alberta Securities Commission  
British Columbia Securities Commission  
Ontario Securities Commission

We have read the statements made by IMPACT Silver Corp. in the attached copy of change of auditor notice dated September 10, 2025, which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102.

We agree with the statements concerning PricewaterhouseCoopers LLP in the change of auditor notice dated September 10, 2025.

Yours very truly,

**/s/PricewaterhouseCoopers LLP**

Chartered Professional Accountants

PricewaterhouseCoopers LLP  
250 Howe Street, Suite 1400, Vancouver, British Columbia, Canada V6C 3S7  
T.: +1 604 806 7000, F.: +1 604 806 7806, Fax to mail: [ca\\_vancouver\\_main\\_fax@pwc.com](mailto:ca_vancouver_main_fax@pwc.com)

"PwC" refers to PricewaterhouseCoopers LLP, an Ontario limited liability partnership.