

FORM OF PROXY
FOR USE AT THE ANNUAL & SPECIAL MEETING OF SHAREHOLDERS
TO BE HELD AT www.agmconnect.com/sgu2024 SEPTEMBER 6, 2024 AT 10:00AM
Please log in using your VOTER ID and MEETING ACCESS CODE shown on the reverse side of this proxy.

Proxies must be received by 10am EST September 4, 2024 to be valid.

VOTING METHOD	
INTERNET	Go to http://app.agmconnect.com and enter your VOTER ID and MEETING ACCESS CODE shown on reverse.
EMAIL	voteproxy@agmconnect.com
MAIL	AGM Connect 2704-401 Bay Street, Toronto, ON M5H 2Y4

The undersigned hereby appoints, Dan Denbow, President, CEO & Director of the Company, or failing him, Sarah Morrison, Corporate Secretary, or instead of either of them, the following appointee:

Please Print Appointee Name

Please Print Email of Appointee

as proxyholder on behalf of the undersigned with the power of substitution to attend, act and vote for and on behalf of the undersigned in all matters that may properly come before the Meeting and at any adjournment(s) or postponement(s) thereof, in accordance with voting instructions, if any, provided below.

~~PLEASE SEE VOTING GUIDELINES ON REVERSE~~

1. Number of Directors To set the number of Directors of the Company to six (6).	FOR	AGAINST
	<input type="checkbox"/>	<input type="checkbox"/>
2. Election of Directors	FOR	WITHHOLD
a. Paolo Lostritto	<input type="checkbox"/>	<input type="checkbox"/>
b. Dan Denbow	<input type="checkbox"/>	<input type="checkbox"/>
c. Stephen Timms	<input type="checkbox"/>	<input type="checkbox"/>
d. Lisa Davis	<input type="checkbox"/>	<input type="checkbox"/>
e. John Hayes	<input type="checkbox"/>	<input type="checkbox"/>
f. Matthew Goodman	<input type="checkbox"/>	<input type="checkbox"/>
3. Appointment of Auditors To appoint McGovern Hurley LLP as auditors of the Company and to authorize the board of directors of the Company to fix their remuneration.	FOR	WITHHOLD
	<input type="checkbox"/>	<input type="checkbox"/>
4. Approval of Stock Option Plan To consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Company's existing stock option plan for the ensuing year.	FOR	AGAINST
	<input type="checkbox"/>	<input type="checkbox"/>

Please Print Name

Signature of Shareholder

Dated

Please use the following information to vote your shares and attend the meeting:

VOTER ID	
MEETING ACCESS CODE	
NUMBER OF SHARES	

PROXY VOTING GUIDELINES

1. **THIS PROXY IS SOLICITED BY MANAGEMENT OF THE COMPANY.**
2. **THIS PROXY SHOULD BE READ IN CONJUNCTION WITH THE MEETING MATERIALS PRIOR TO VOTING.**
3. If you appoint the management nominees to vote your securities, they will vote in accordance with your instructions or, if no instructions are given, they will vote in favour of each resolution. If you appoint someone else to vote your securities, they will also vote in accordance with your instructions or, if no instructions are given, as they in their discretion choose.
4. Each shareholder has the right to appoint a person other than management designees specified to represent them at the meeting or any postponement or adjournment thereof. Such right may be exercised by completing the proxy appointee information section located on the front side of this proxy form page. The appointed proxyholder need not be a shareholder of the Corporation.
5. The proxy confers discretionary authority in respect of amendments or variations to matters identified in the Notice of Meeting or other matters that properly come before the meeting or any adjournment or postponement thereof.
6. To be valid, this proxy must be signed by the shareholder named on the front side of this proxy. If the shareholder is a Corporation, the proxy must be executed by an officer of the Corporation or an attorney duly authorized thereof.
7. If the proxy is not dated, it is deemed to bear the date of it's mailing to the shareholders of the Company.
8. To be valid, this proxy must be filed using one of the Voting Methods and must be received by AGM Connect before the date noted on the front side of this proxy, or in the case of any adjournment or postponement of the Meeting not less than 48 hours (Saturdays, Sundays, and Holidays in the city of Toronto, Ontario excluded) before the time of the adjournment or postponement of the meeting.

CONDITIONS

If any amendments or variations to the matters referred to above or any other matters identified in the notice of meeting are proposed at the Meeting or any adjournment(s) thereof, or if any other matters which are not known to management should properly come before the meeting or any adjournment(s) thereof, this proxy confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in according with the best judgement of such persons.

Late proxies may be accepted or rejected by the Chairman of the meeting in his or her sole discretion.



NOTICE OF ANNUAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that an annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares (“**Common Shares**”) in the capital of Signature Resources Ltd. (the “**Company**”) will be held at via www.agmconnect.com/sgu2024 on September 6, 2024 at 10:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements of the Company for the financial years ended October 31, 2022 and October 31, 2023, together with the reports of the auditors thereon;
2. to set the number of directors at six (6);
3. to elect the directors of the Company for the ensuing year;
4. to appoint McGovern Hurley LLP as auditors of the Company for the ensuing year and to authorize the board of directors of the Company (the “**Board**”) to fix their remuneration;
5. to consider and, if thought advisable, pass an ordinary resolution of Shareholders approving the Company's existing stock option plan for the ensuing year;
6. to transact such further and other business as may be properly brought before the Meeting or any adjournment(s) or postponement(s) thereof.

Shareholders are referred to the accompanying management information circular (the “**Information Circular**”) for more detailed information with respect to the matters to be considered at the Meeting. The Board has fixed **Tuesday, July 23, 2024**, as the record date (the “**Record Date**”). Only Shareholders whose names are entered on the register of the Company at the close of business on July 23, 2024, will be entitled to receive notice of and to vote at the Meeting, provided that, to the extent a Shareholder transfers the ownership of any Common Shares after the Record Date and the transferee of those Common Shares establishes ownership of such Common Shares and demands to be included in the list of Shareholders eligible to vote at the Meeting not later than ten days before the Meeting, such transferee will be entitled to vote those Common Shares at the Meeting.

Notice-and-Access

The Company is utilizing 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* and National Instrument 51-102 – *Continuous Disclosure Obligations*, for distribution of Meeting materials to registered and beneficial Shareholders.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions allow reporting issuers to post electronic versions of proxy-related materials (such as proxy circulars and annual financial statements) on-line, via the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than mailing paper copies of such materials to Shareholders. Electronic copies of the Information Circular, financial statements for the financial year ended October 31, 2022 and October 31, 2023 (“**Financial Statements**”) and management's discussion and analysis of the Company's results of operations and financial condition for 2022 (“**MD&A**”) may be found on the Company's SEDAR profile at www.sedarplus.ca and also at www.agmconnect.com/sgu2024

Obtaining Paper Copies of Materials

Shareholders with questions about notice-and-access can call AGM Connect, toll-free at 1-855-839-3715. Shareholders may

also obtain paper copies of the Information Circular, Financial Statements and MD&A's free of charge by contacting the Company. A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Company or AGM Connect, as applicable, no later than August 30, 2024, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies to AGM Connect or voting instruction forms to intermediaries, as applicable, before the Proxy Deadline.

Voting and Attending the Meeting

VOTING	IF YOU HAVE RECEIVED A PROXY FROM AGM CONNECT WITH A VOTER ID and MEETING ACCESS CODE		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
Voting Method	Registered Shareholders (shares are held in your name in a physical certificate or DRS statement)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)
Internet	Login to https://app.agmconnect.com/SGU2024 Using the Meeting Access Code and Voter ID provided to you complete the form to Submit Proxy		Go to www.proxyvote.com Enter the 16- digit control number printed on the VIF and follow the instructions on screen
Email	Complete, sign and date the proxy form and email to: voteproxy@agmconnect.com		N/A
Telephone	Call 1-855-839-3715 to register your vote for the 2024 Signature Resources Ltd. AGSM		N/A
Mail	Enter your voting instructions, sign, date and return the form to AGM Connect in the enclosed envelope		Enter your voting instructions, sign, date and return completed VIF in the enclosed postage paid envelope

ATTENDING THE MEETING	IF YOU HAVE RECEIVED PROXY FROM AGM CONNECT WITH A VOTER ID and MEETING ACCESS		IF YOU HAVE RECEIVED A PROXY OR VIF WITH A <u>16-DIGIT CONTROL NUMBER</u> FROM AN INTERMEDIARY
	Registered Shareholders (securities are held in your name in a physical certificate or DRS statement)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)	Non-Registered Shareholders (shares are held with a broker, bank, or other intermediary)
PRIOR TO THE MEETING	Follow the instructions at www.agmconnect.com/sgu2024/	Appoint yourself as proxyholder on your proxy and follow the instructions at www.agmconnect.com/sgu2024/	Appoint yourself as proxyholder as instructed herein and on the VIF.
	Following the proxy cut-off date use your existing AGM Connect Voter ID and Meeting Access Code to access the meeting.	Following the proxy cut-off date, your appointed proxyholder will be provided with an AGM Connect Voter ID and Meeting Access Code	AFTER submitting your proxy appointment, you MUST contact AGM Connect to obtain a Voter ID and Meeting Access Code at 1-855-839-3715 or voteproxy@agmconnect.com
JOINING THE VIRTUAL MEETING	Register and login at http://app.agmconnect.com Registered Shareholders or validly appointed Proxyholders will need to provide an email address, <i>AGM Connect Voter ID</i> and the <i>Meeting Access Code</i>		

Changes to the Meeting date and/or means of holding the Meeting may be announced by way of press release. Please monitor the Company press releases as well as the Company website at www.signatureresources.ca for updated information. An amended management information circular will not be mailed out in the event of changes to the Meeting.

DATED this July 23, 2024

BY ORDER OF THE BOARD OF DIRECTORS

/s/ "Sarah Morrison"
Sarah Morrison
Corporate Secretary

SIGNATURE RESOURCES LTD.
2704-401 Bay Street Toronto, ON
M5H 2Y4

INFORMATION CIRCULAR

in respect of an Annual General and Special Meeting to be held virtually on September 6, 2024

PURPOSE OF SOLICITATION

This Information Circular is furnished in connection with the solicitation of proxies by the management of Signature Resources Ltd. (“SGU” or the “Company”) for use at the annual general and special meeting (the “**Meeting**”) of the holders (“**Shareholders**”) of common shares in the capital of the Company (“**Common Shares**”). The Meeting will be held virtually on **September 6, 2024 at 10:00 a.m.** (Toronto time) via www.agmconnect.com/sgu2024, for the purposes set forth in the notice of meeting of Shareholders (the “**Notice of Meeting**”) accompanying this Information Circular. References in this Information Circular to the Meeting include any adjournment or postponements thereof.

Information contained herein is given as of **July 23, 2024** unless otherwise specifically stated.

It is expected that the solicitation of proxies will be primarily by mail, subject to the use of the Notice and Access provisions (as defined below) in relation to the delivery of the meeting materials, however, proxies may also be solicited by telephone, facsimile or in person by directors, officers and employees of the Company who will not be additionally compensated therefore. Brokers, nominees or other persons holding Common Shares in their names for others shall be reimbursed for their reasonable charges and expenses in forwarding proxies and proxy material to the beneficial owners of such Common Shares. The costs of soliciting proxies will be borne by the Company.

GENERAL INFORMATION RESPECTING THE MEETING

The Company is utilizing the notice-and-access mechanism (the “**Notice-and-Access Provisions**”) concerning the delivery of proxy-related materials to shareholders found in section 9.1.1 of National Instrument 51-102 – *Continuous Disclosure Obligations* (“**NI 51-102**”) in the case of registered Shareholders, and section 2.7.1 of NI 54-101 in the case of Beneficial Shareholders (as defined below).

The Notice-and-Access Provisions are a mechanism that allows reporting issuers other than investment funds to choose to deliver proxy-related materials (such as information circulars and annual financial statements) to registered holders and beneficial owners of securities by posting such materials on the System for Electronic Document Analysis and Retrieval (“**SEDAR**”) and one other website, rather than sending such materials by mail. Reporting issuers may still choose to continue to deliver such materials by mail, and beneficial owners will be entitled to request delivery of a paper copy of this Information Circular at the Company’s expense. The Company anticipates that notice-and-access will directly benefit the Company through a substantial reduction in both postage and material costs, and promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials.

To use Notice-and-Access Provisions, a reporting issuer must set the record date for notice of the meeting to be on a date that is at least 40 days prior to the meeting in order to ensure there is sufficient time for the meeting materials to be posted on the applicable website and other materials to be delivered to Shareholders. The Notice-and-Access provisions require a reporting issuer to provide basic information about the meeting and the matters to be voted on, explain how a shareholder can obtain a paper copy of the Meeting materials and explain the Notice-and-Access Provisions. All such matters are described in the Notice of Meeting. The Notice of Meeting has been delivered to Shareholders by the Company, along with the applicable voting document (a form of proxy in the case of registered Shareholders or a voting instruction form in the case of Beneficial Shareholders).

Electronic copies of this Information Circular, financial statements of the Company for the financial years ended October 31, 2022 and October 31, 2023 (the “**Financial Statements**”) and management’s discussion and analysis for 2023 (the “**MD&A**”) may be found on the Company’s SEDAR+ profile at www.sedarplus.ca and also at www.agmconnect.com/sgu2024

The Company will not use procedures known as “stratification” in relation to the use of Notice-and-Access Provisions. Stratification occurs when a reporting issuer using the Notice-and-Access Provisions provides a paper copy of this Information Circular to some Shareholders with the Notice of Meeting. In relation to the Meeting, all Shareholders will receive the required documentation under the Notice-and-Access Provisions, which will not include a paper copy of this Information Circular.

Shareholders are reminded to review this Information Circular before voting.

Shareholders with questions about notice-and-access can call AGM Connect, toll-free at 1-855-839-3715.

APPOINTMENT AND REVOCATION OF PROXIES

Enclosed herewith is a form of proxy (the “Form of Proxy”) for use at the Meeting. The people named in the Form of Proxy are Officers of the Company. A Shareholder submitting a proxy has the right to appoint a nominee (who need not be a Shareholder) to represent him or her at the Meeting other than the persons designated in the enclosed Form of Proxy by inserting the name of his or her chosen nominee in the space provided.

A Form of Proxy will not be valid for the Meeting unless it is signed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, it is executed by a duly authorized officer or attorney thereof. A Shareholder who is unable to attend the Meeting is requested to complete and sign the enclosed form of proxy and to deliver it to AGM Connect by mail or hand delivery to **2704-401 Bay Street, Toronto, ON M5H 2Y4**. In order to be valid and acted upon at the Meeting, the Form of Proxy must be received no later than 48 hours (excluding Saturdays, Sundays and statutory holidays) prior to the commencement of any adjourned Meeting. You may also send your proxies via email at voteproxy@agmconnect.com or vote your shares online at www.agmconnect.com/sgu2024.

If you are a Beneficial Shareholder of Common Shares and have received these materials through your broker, custodian, nominee or other intermediary, please complete and return the form of proxy or voting instruction form provided to you by your broker, custodian, nominee or other intermediary in accordance with the instructions provided therein.

A Shareholder who has given a proxy may revoke it prior to its use, in any manner permitted by law, including by instrument in writing executed by the Shareholder or by the Shareholder's attorney authorized in writing or, if the Shareholder is a corporation, executed by a duly authorized officer or attorney thereof and deposited at the registered office of the Company or the office of AGM Connect at any time prior to 10:00 a.m. September 4, 2023 (Toronto time), the last business day preceding the day of the Meeting at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting.

ADVICE TO BENEFICIAL HOLDERS OF COMMON SHARES

The information set forth in this section is of significant importance to many Shareholders who hold Common Shares through brokers and their nominees, as a substantial number of Shareholders do not hold Common Shares in their own name. Shareholders who hold their Common Shares through their brokers, intermediaries, trustees or other persons, or who otherwise do not hold their Common Shares in their own name (referred to herein as “**Beneficial Shareholders**”) should note that only proxies deposited by Shareholders who appear on the records maintained by the Company's registrar and transfer agent as registered holders of Common Shares will be recognized and acted upon at the Meeting. If Common Shares are listed in an account statement provided to a Beneficial Shareholder by a broker, those Common Shares will, in all likelihood, not be registered in the Shareholder's name. Such Common Shares will more likely be registered under the name of the Shareholder's broker or an agent of the broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co. (the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms). In the United States, the vast majority of such Common Shares are registered under the name Cede & Co. (the registration name for The Depository Trust Company, which acts as nominee for many United States brokerage firms). Common Shares held by brokers (or their agents) on behalf of a broker's client can only be voted or withheld at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the broker's clients. Each Beneficial Shareholder should therefore ensure that the voting instructions are communicated to the appropriate person well in advance of the Meeting.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is substantially similar to the instrument of proxy provided directly to the Registered Shareholders by the Company. However, its purpose is limited to instructing the Registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The Beneficial Shareholder is requested to complete and return the VIF to them by mail or facsimile.

Beneficial Shareholders who have not objected to their intermediary disclosing certain ownership information about themselves to the Company are called Non-Objecting Beneficial Owners (“**NOBOs**”). Beneficial Shareholders who have objected to their intermediary disclosing ownership information about themselves to the Company are called Objecting Beneficial Owners (“**OBOs**”). **In accordance with the requirements of NI 54-101, the Company has elected to send the Notice of Meeting and this Information Circular (collectively, the “Meeting Materials”) directly to NOBOs.**

The Meeting Materials are being sent to both Registered Shareholders and Beneficial Shareholders. If you are a Beneficial Shareholder, and the Company or its agent has sent these materials 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 holding on your behalf. By choosing to send these 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.

The Meeting Materials sent to the NOBOs who have not waived the right to receive meeting materials are accompanied by a VIF, instead of a proxy. By returning the VIF in accordance with the instructions noted on it, a NOBO can instruct the voting of the Common Shares owned by the NOBO. VIFs, whether provided by the Company or by an intermediary, should be completed and returned in accordance with the specific instructions of the VIF. The purpose of this procedure is to permit Beneficial Shareholders to direct the voting of the Common Shares which they beneficially own. Should a Beneficial Shareholder who receives a VIF wish to attend the Meeting or have someone else attend on the Beneficial Shareholder’s behalf, the Beneficial Shareholder may request a legal proxy as set forth in the VIF, which will grant the Beneficial Shareholder, or Beneficial Shareholder’s nominee, the right to attend and vote at the Meeting.

A Beneficial Shareholder who receives a VIF cannot use the form to vote Common Shares directly at the Meeting. The VIF must be returned to the intermediary (or instructions respecting the voting Common Shares must otherwise be communicated to the intermediary) well in advance of the Meeting in order to have the Common Shares voted. Although a Beneficial Shareholder may not be recognized at the Meeting for the purposed of voting Common Shares registered in the name of the broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the Registered Shareholder and vote Common Shares in that capacity. Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered holder, should visit www.agmconnect.com/sgu2024 well in advance of the Meeting to determine the steps necessary to permit them to indirectly vote their Common Shares as a proxyholder.

All references to Shareholders in this Information Circular and the accompanying VIF or proxy and Notice of Meeting are to Registered Shareholders unless specifically stated otherwise.

VOTING OF PROXIES

All Common Shares represented at the Meeting by properly executed proxies will be voted for or against, or withheld from voting, as the case may be, on any ballot that may be called, in accordance with the instructions given by the Shareholder, and, if the Shareholder specifies a choice with respect to any matter to be acted upon, the shares will be voted accordingly. **In the absence of any such instruction, the persons whose names appear on the printed Form of Proxy will vote in favour of all the matters set out thereon.** The enclosed Form of Proxy confers discretionary authority upon the persons named therein. If any other business or amendments or variations to matters identified in the Notice of Meeting properly comes before the Meeting, discretionary authority is conferred upon the person appointed in the proxy to vote in the manner they see fit, in accordance with their best judgment.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

The board of directors of the Company (the “**Board**”) has fixed **July 23, 2024**, as the record date. Holders of Common Shares at the close of business on July 23, 2024, are entitled to receive notice and vote at the Meeting on the basis of one vote for each Common Share held, except to the extent that: (i) a registered Shareholder has transferred the ownership of any Common Shares subsequent to July 23, 2024; and (ii) the transferee of those Common Shares produces properly endorsed share certificates, or otherwise establishes that he or she owns the Common Shares and demands, not later than ten days before the Meeting, that his or her name be included on the Shareholder list before the Meeting, in which case, the transferee shall be entitled to vote his or her Common Shares at the Meeting.

As at the date of this Information Circular the Company had 148,769,863 fully paid and non-assessable Common Shares issued and outstanding.

As at the date of this Information Circular, the directors and executive officers of SGU as a group beneficially owned, directly or indirectly, or exercised control or direction over, approximately 39,973,660 Common Shares, representing approximately 26.86% of the presently issued and outstanding Common Shares.

STATEMENT OF EXECUTIVE COMPENSATION

COMPENSATION DISCUSSION AND ANALYSIS

Introduction

The purpose of this Compensation Discussion and Analysis is to provide information about the Company's philosophy, objectives and processes regarding compensation paid to those who acted as the Chief Executive Officer (“**CEO**”) or the Chief Financial Officer (“**CFO**”) of the Company (or in similar capacities) and each of the next three most highly compensated executive officers of the Company whose total compensation was, individually, more than \$150,000 at the end of the applicable financial year (each a “**Named Executive Officer**” and collectively, the “**Named Executive Officers**”).

Compensation Philosophy and Objectives of the Compensation Program

SGU has a balanced approach to compensation, seeking to maintain low overhead costs and expenses so as to attain the lowest possible burn rate while it plans its exploration activities, and providing sufficient incentives to attract and retain talented management that can achieve the Company's objectives.

What the Compensation Program is Designed to Reward

The compensation program is intended to keep the Company's costs to a minimum while it continues to focus on its gold property in Ontario. In addition, the compensation program has been kept relatively simple while the Company is in the exploration stage. It is intended that the current Named Executive Officers will be appropriately compensated as the Company's exploration program advances.

Each executive officer is entitled to receive a base salary. Base salary is recognition for discharging job responsibilities and reflects the officer's performance over time, as well as that individual's particular experience and qualifications. An officer's base salary is reviewed by the Board on an annual basis and may be adjusted to take into account performance contributions for the year and to reflect sustained performance contributions over a number of years.

The Company entered into written consulting agreements with each of John Daniel (“Dan”) Denbow, Grove Corporate Services Ltd. and Hanych Geological Consultants Ltd. with regards to services provided by Dan Denbow as President and CEO, Rebecca Hudson as CFO and Walter Hanych as Chief Geologist.

The terms of the consulting agreements are described in this Information Circular under the heading “*Statement of Executive Compensation – Incentive Plan Awards – Termination of Employment or Change of Control*”.

In addition, officers are eligible under the Company's stock option plan (the “**Option Plan**”) to receive grants of stock options (the “**Options**”). For a summary of the Option Plan, see “*Securities Authorized for Issuance Under Equity Compensation Plans – Option Plan*”. The Option Plan is an important part of the Company's long-term incentive strategy for its officers, permitting them to participate in any appreciation of the market value of the Common Shares over a stated period of time. The Option Plan is intended to reinforce commitment to long-term growth in profitability and shareholder value. The size of stock option grants to officers is dependent on each officer's level of responsibility, authority and importance to the Company and the degree to which such officer's long-term contribution to the Company will be key to its long-term success.

Each Element of Compensation and Why the Company Chooses to Pay Each Element

The compensation program for the Named Executive Officers is comprised of base salaries and Options. The following table provides a broad overview of the elements of the Company's current executive compensation program:

ELEMENT	AWARD TYPE	OBJECTIVE	KEY FEATURES
Base Salaries	Salary	To provide a basic level of reward while the Company is in a preliminary exploration period	Non-discretionary fixed regular cash payments to compensate for day-to-day executive level responsibilities.
Options	Option-based award	To reward long-term performance by allowing Named Executive Officers to participate in the long-term market appreciation of the Common Shares.	Annual and special awards granted at market price and having a term of five years

How the Company Determines the Amount for Each Element

Base Salaries

As of the date hereof, the current Named Executive Officers have agreed to receive monthly salaries which are below the salary norms in the industry and of the general marketplace to reduce costs. Pursuant to the terms of the CEO Agreement with Dan Denbow, Mr. Denbow is paid a monthly fee of \$16,670 being \$200,040 per annum. Under the terms of the CFO Agreement with Grove Corporate Services Ltd. the monthly retainer paid to Grove Corporate Services Ltd. is \$5,600, being \$67,200 per annum and Walter Hanych is paid on an hourly basis as services are rendered. During fiscal 2023, Walter Hanych was paid \$41,760.

Options

Option grants are normally considered annually, and the number of Options granted to any particular individual is commensurate with the individual's performance and level of ongoing responsibility within the Company. In considering additional grants, the Board generally evaluates the number of Options an individual has been granted previously, the exercise price, value of the Options and the term remaining on those Options. Options granted to Named Executive Officers are granted upon the commencement of an individual's engagement with the Company, based on their level of responsibility within the Company. Additional grants are subject to certain key performance indicators being met and vesting is subject to an annual review by the Board and compliance with the limitations under the Company's Option Plan, which limits the number of options to 10% of the issued and outstanding shares of the Company.

Risk Assessment and Oversight

During fiscal 2023, the Board did not consider the implications of the risks associated with the Company's compensation policies and practices.

Hedging Activities

Although the Company does not have a policy which prohibits any Named Executive Officer or director from purchasing financial instruments designed to hedge or offset a decrease in market value of equity securities granted as compensation or held by the Named Executive Officer or director, no Named Executive Officer or director has entered into any such agreement.

Compensation Governance

The Company's executive compensation program is administered by the Board as a whole. All members of the Board possess the necessary experience and education and are familiar with compensation practices in the natural resource exploration

sector and understand the compensation matters relevant to the Company. In considering its executive compensation program, the Board performs the following analysis:

- reviews the compensation packages for the CEO and the other Named Executive Officers, including short- term and long-term incentive plan awards and grants;
- reviews the corporate goals, objectives and business performance measures which will be used in evaluating the CEO and the other Named Executive Officers;
- reviews the provision for effective succession for the Company's senior management team;
- reviews the grant of Options pursuant to the terms of the Option Plan; and
- annually reviews and ensures that compensation plans, in their design, structures and application have a clear link between pay and performance and do not encourage excessive risk taking.

The Board as a whole has evaluated the performance of the Named Executive Officers, reviewed compensation arrangements for the Named Executive Officers and directors and made awards under the incentive compensation plans.

SUMMARY COMPENSATION TABLE FOR NAMED EXECUTIVE OFFICERS

The following table provides information concerning compensation of the Named Executive Officers for the year ended October 31, 2023:

Name and principal Position	Year	Salary (\$)	Share-Based (\$)	Non-equity incentive Option-based awards (\$)	plan compensation		Pension Value (\$)	All other Compensation (\$)	Total compensation (\$)
					Annual incentive plan (\$)	Long-term incentive plan (\$)			
Dan Denbow ⁽¹⁾ <i>Interim CEO & Director</i>	2023	Nil	Nil	21,692	Nil	Nil	Nil	Nil	21,692
	2022	Nil	Nil	20,826	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Rebecca Hudson CFO ⁽²⁾⁽⁴⁾	2023	11,200	Nil	Nil	Nil	Nil	Nil	Nil	11,200
	2022	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2021	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
Donna McLean CFO ⁽³⁾⁽⁴⁾	2023	56,000	Nil	Nil	Nil	Nil	Nil	Nil	56,000
	2022	81,000	Nil	Nil	Nil	Nil	Nil	Nil	81,000
	2021	18,485	Nil	Nil	Nil	Nil	Nil	Nil	18,485
Walter Hanych <i>Chief Geologist</i>	2023	41,760	Nil	Nil	Nil	Nil	Nil	Nil	41,760
	2022	149,600	Nil	Nil	Nil	Nil	Nil	Nil	149,600
	2021	179,800	Nil	31,417	Nil	Nil	Nil	Nil	211,217

Notes:

- (1) During 2023 Dan Denbow was not paid a salary for this role as Interim CEO & Director.
- (2) On September 7, 2023 Rebecca Hudson was appointed as Chief Financial Officer of the Company.
- (3) On September 7, 2023 Donna McLean resigned as Chief Financial Officer of the Company.
- (4) Amount paid to Grove Corporate Services for fulfilling the Chief Financial Officer requirements.

INCENTIVE PLAN AWARDS

Outstanding Option-Based Awards

The following table sets forth all Option-based awards held by the Named Executive Officers which were outstanding as at October 31, 2023:

Name	Number of Securities Underlying Unexercised Options (#) ⁽²⁾	Option Exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options ⁽¹⁾ (\$)
Dan Denbow <i>Interim CEO and Director</i>	1,000,000	\$0.05	June 26, 2028	-

Notes:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares at October 31, 2023 and the exercise price of the Options. The closing price of the Company's Common Shares on the TSX Venture Exchange ("TSXV") on October 31, 2023 was \$0.025.
- (2) Under the Option Plan, the Board is authorized to grant Options to directors, senior officers, employees, consultants, consultant company or management company employees of the Company and its subsidiaries, such grants not exceeding 10% of the issued and outstanding Common Shares at any time. Options granted under the Option Plan are exercisable over a period not exceeding 10 years from the date granted. Exercise prices may not be less than the market price of the Common Shares at the time of the grant. An Option shall vest in the manner determined by the Board on the grant date.

Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information in respect of the value of awards granted to the Named Executive Officers of the Company pursuant to the Option Plan vested during the financial year ended October 31, 2023:

Name	Option-Based Awards - Value Vested During Year (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
Dan Denbow <i>Interim CEO and Director</i>	Nil ¹	-	-

Notes:

- (1) For this purpose, the Options are valued on the date of vesting. The "value vested" represents the aggregate dollar value that would have been realized if the Options had been exercised on the vesting date. This is calculated by multiplying the number of Common Shares that vested during the year by the difference between the market price of the Common Shares at the date of vesting and the exercise price of the Options. Options vested in the year were not in the money based on an exercise price of \$0.05 and a market price on the date of vesting of \$0.025.

Pension Plan Benefits

The Company has not established a pension plan, defined benefit plan or any retirement savings program for the Named Executive Officers or other employees of the Company.

Deferred Compensation Plans

The Company has not established a deferred compensation plan for the Named Executive Officers or other employees of the Company.

Termination of Employment or Change of Control

Other than as described below, no Named Executive Officers has an employment agreement or consulting agreement pursuant to which SGU would be obligated to make payments in the event of termination without “cause” or in the event of a “change of control”.

President & CEO Agreement – John Daniel (Dan) Denbow

On November 22, 2022, Dan Denbow was appointed Interim Chief Executive Officer of the Company following the resignation of Robert Vallis. During the period of November 22, 2022 through to June 30, 2024, Dan Denbow was not paid a salary or consulting fee for his role as Interim CEO of the Company. Effective July 9, 2024 the Company entered into a consulting agreement (the “Agreement”) with Dan Denbow, appointing him to the role of President and CEO.

Under the terms of the Agreement Dan Denbow will act as an independent contractor to the Company and will be paid a consulting fee of \$16,670 per month, effective as of July 1, 2024. The initial term, being 12 months, will automatically renew for a subsequent 12-month period unless either party provides notice of termination at least 90 days prior to the end of the Agreement’s current term. Pursuant to the Agreement, the contractor may be terminated for cause without notice, and will only be entitled to receive payment of the consulting fee through the effective date of the termination, plus any eligible expenses that may be payable under the Agreement. If the contractor is terminated without cause, in addition to unpaid fees and expenses the Company will be required to pay a lump sum fee of 2 months consulting fee. In the event of a change of control, the Company will be required to pay a lump sum fee of 12 months consulting fee, calculated at the highest rate of the consulting fee in the period in effect immediately preceding the change of control, which payment shall increase to 24 months consulting fee if the contractor serves as President and CEO of the Company for a minimum of 12 months.

CFO Agreement – Grove Corporate Services – Rebecca Hudson

Effective August 1, 2021, the Company and Grove Corporate Services Ltd. (“Grove”) entered into a business services agreement (the “BSA”) pursuant to which Ms. Donna McLean was appointed as Chief Financial Officer of the Company. The BSA was entered into for an initial term of six months; to continue on a monthly basis until such time as the contract is amended or terminated. Under the terms of the BSA, termination by the Company is subject to the following conditions (a) termination of services without notice or payment in lieu thereof, for cause, as that term is defined at common law (b) termination of the services on ninety (90) days written notice with such notice only to be given on the last day of any given calendar month and (c) in lieu of notice, the Company may elect to pay to GCS on the date of termination an amount equal to three (3) months’ fees payable, in addition to any amounts outstanding as of the date of termination. Further, under the terms of the BSA, the contract can also be terminated by Grove on ninety (90) days written notice with such notice only to be given on the last day of any given calendar month. On September 7, 2023 Donna McLean resigned as CFO of the Company and Rebecca Hudson was appointed. There was no change to the BSA with Grove.

Chief Geologist Agreement – Walter Hanych

On November 11, 2023 the consulting agreement in place with Hanych Geological Consultants Ltd. (the “CG Agreement”) expired. Upon the expiration of the CG Agreement, the Company entered into a new arrangement whereby the Company would be billed for services rendered and billed accordingly.

COMPENSATION OF DIRECTORS

Overview

The only arrangement under which directors are compensated by the Company and its subsidiaries for their services in their capacity as directors is that each director is eligible under the Option Plan to receive grants of Options, at the discretion of the entire Board.

Summary Compensation Table for Directors

The following table sets out all amounts of compensation provided to the directors of the Company (excluding directors who were also a Named Executive Officer) for the financial year ended October 31, 2023:

Name⁽¹⁾	Fees Earned (\$)	Option-based awards (\$)⁽¹⁾	All Other Compensation (\$)	Total (\$)
Paolo Lostritto	-	Nil	-	Nil
Lisa Davis	-	Nil	-	Nil
John Hayes	-	Nil	-	Nil
Dan Denbow ⁽²⁾	-	21,692	-	21,692
Stephen Timms	-	Nil	-	Nil
Robert Vallis ⁽²⁾	-	Nil	-	Nil
Priya Patil	-	Nil	-	Nil

Notes:

- (1) The Company follows the fair value method of accounting for all stock-based compensation arrangements. The values reported represent an estimate of the grant date fair value of the Options calculated in accordance with the Black-Scholes option pricing model. Please see the audited annual financial statements of the Company for the year ended October 31, 2023 for details regarding the assumptions underlying these Black-Scholes estimates. The Black-Scholes model is a pricing model that may or may not reflect the actual value of the Options. The Black-Scholes methodology was selected in order to maintain consistency with the Company's prior practice and because it is widely used by Canadian public companies for estimated option-based compensation.
- (2) Any compensation received by Mr. Denbow and Mr. Vallis is reflected in the Summary Compensation Table for Named Executive Officers, above.

Outstanding Option-Based Awards and Share-Based Awards

The following table sets forth all Option-based awards granted to directors (who are not also Named Executive Officers) during the year ended October 31, 2023:

Name	Number of Securities Underlying Unexercised Options (#)	Option exercise Price (\$)	Option Expiration Date	Value of Unexercised In-the-Money Options⁽¹⁾ (\$)
Paolo Lostritto	Nil	Nil	N/A	-
Lisa Davis	Nil	Nil	N/A	-
John Hayes	Nil	Nil	N/A	-
Den Denbow	1,000,000	\$0.05	June 26, 2028	-
Stephen Timms	Nil	Nil	N/A	-
Priya Patil	Nil	Nil	N/A	-

Notes:

- (1) Calculated by multiplying the number of Common Shares purchasable on exercise of the Options by the difference between the market price of the Common Shares on October 31, 2023 and the exercise price of the Options. The closing price of the Common Shares on the TSXV on October 31, 2023 was \$0.025.
- (2) Any compensation received by Mr. Denbow is reflected in the Summary Compensation Table for Named Executive Officers, above.

Director Compensation - Incentive Plan Awards - Value Vested or Earned During the Year

The following table sets forth information in respect of the value of awards granted to the directors of the Company, who are not also Named Executive Officers of the Company, pursuant to the Option Plan, which vested during the financial year ended October 31, 2023:

Name	Option-Based Awards - Value Vested During Year⁽¹⁾ (\$)	Share-Based Awards - Value Vested During Year (\$)	Non-Equity Incentive Plan Compensation Value Earned During Year (\$)
Paolo Lostritto	Nil	-	-
Lisa Davis	Nil	-	-
John Hayes	Nil	-	-
Den Denbow ⁽²⁾	Nil	-	-
Stephen Timms	Nil	-	-

Robert Vallis	Nil	-	-
Priya Patil	Nil	-	-

Notes:

- (1) For this purpose, the Options are valued on the date of vesting. The “value vested” represents the aggregate dollar value that would have been realized if the Options had been exercised on the vesting date. This is calculated by multiplying the number of Common Shares that vested during the year by the difference between the market price of the Common Shares at the date of vesting and the exercise price of the Options. Options vested in the year were not in the money based on an exercise price of \$0.05 and a market price on the date of vesting of \$0.025.
- (2) Any compensation received by Mr. Denbow is reflected in the Summary Compensation Table for Named Executive Officers, above.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS OPTION PLAN

The Option Plan, dated January 25, 2012, as amended, is the Company’s only securities-based compensation plan. It was last approved by Shareholders on September 6, 2023 and is required to be approved at the Meeting. The following description of the Option Plan is qualified in its entirety by the full text of the Option Plan, a copy of which will be supplied free of charge to any Shareholder upon written request made directly to the Company at its office located at 2704-401 Bay Street, Toronto, Ontario, M5H 2Y4, attention, Corporate Secretary.

The Option Plan was initially adopted by the Board on January 25, 2012, and was subsequently amended, following approval by the Shareholders, effective June 16, 2014, May 26, 2022 and September 6, 2023.

The purpose of the Option Plan is to advance the interests of the Company, its Shareholders and subsidiaries by attracting, retaining and motivating the performance of selected directors, officers, employees or consultants of the Company of high caliber and potential and to encourage and enable such persons to acquire and retain a proprietary interest in the Company by ownership of its stock. The Option Plan provides that, subject to the requirements of the TSXV, the aggregate number of securities reserved for issuance, set aside and made available for issuance under the Option Plan may not exceed 10% of the issued and outstanding shares of the Company at any point in time (including all Options granted by the Company to date, if applicable). The number of Common Shares which may be reserved in any 12-month period for issuance to any one person upon exercise of all Options held by that individual may not exceed 5% of the issued and outstanding Common Shares of the Company unless the Company has obtained disinterested shareholder approval. The number of Common Shares which may be reserved in any 12-month period for issuance to any consultant may not exceed 2% of the issued and outstanding Common Shares of the Company at the time of the grant. The Option Plan provides that Options issued to eligible persons conducting investor relations activities may not exceed 2% of the issued and outstanding Common Shares of the Company in any 12 month period and will vest in stages over 12 months with no more than ¼ of the Options vesting in any three-month period. The number of Common Shares which may be reserved in any 12-month period for issuance to Insiders may not exceed 10% of the issued and outstanding Common Shares of the Company at the time of the grant, and the aggregate number of Common Shares reserved for issuance to Insiders in any 12 month period shall not exceed 10% of the outstanding Common Shares at any point in time.

The vesting of any Options (subject to the approval of the Exchange if such vesting is mandatory under the policies of the Exchange), including the accelerated vesting thereof shall be on such conditions the Board deems advisable. There is to be no acceleration of vesting requirements to an Investor Relations Service Provider without prior written approval of the Exchange; and An Option may be exercised from time to time, and shall be deemed to be validly exercised by the Participant only upon the Participant's delivery to the Corporation at its registered office, a wire transfer, certified cheque or bank draft made payable to the Corporation for the aggregate exercise price for the number of Common Shares with respect to which the Option is being exercised.

Subject to approval from the Board and further subject to the Common Shares being traded on the Exchange, consideration may be paid by reducing the number of Common Shares otherwise issuable under the Options such that, in lieu of a cash payment to the Corporation, a Participant, excluding a person providing Investor Relations Activities, only receives the number of Common Shares that is equal to the quotient obtained by dividing: (i) the product of the number of Options being exercised by the difference between the VWAP of the underlying Common Shares and the Exercise Price of the subject Options, by (ii) the VWAP of the underlying Common Shares. The number of Common Shares delivered to the Participant from the exercise of the Options may be further reduced to satisfy applicable tax withholding obligations. In the event of a cashless exercise, the number of Options exercised, surrendered or converted, and not the number of Common Shares issued, must be included in calculating the limits set forth in Section 4.3 and in Section 2.2 of the Company’s Option Plan.

The Option Plan is administered by the Board, which will have full and final authority with respect to the granting of all Options thereunder. Options may be granted under the Option Plan to such directors, officers, employees or consultants of the Company

and its affiliates, if any, as the Board may from time to time designate. Options may also be granted to employees of management companies providing management services to the Company. The exercise price of any Options granted under the Option Plan shall be determined by the Board, but may not be less than the market price of the Company's shares on the TSXV on the date of the grant (less any discount permissible under TSXV rules) subject to a minimum price of \$0.05. The term of any Options granted under the Option Plan shall be determined by the Board at the time of grant but, subject to earlier termination in the event of dismissal for cause, termination other than for cause or in the event of death, the term of any Options granted under the Option Plan may not exceed ten years. If desired by the Board, Options granted under the Option Plan may be subject to vesting. Options granted under the Option Plan are not to be transferable or assignable other than by will or other testamentary instrument or pursuant to the laws of succession. Subject to certain exceptions, in the event that a director or officer ceases to hold office, Options granted to such director or officer under the Option Plan will expire 90 days after such director or officer ceases to hold office or such longer period as determined by the Board, always provided that the Board may, in its discretion, extend the date of such termination and the resulting period in which such Option remains exercisable to a date not exceeding the earlier of the Expiry Date and the date which is twelve months after such event. Subject to certain exceptions, in the event that an employee, consultant or management company employee ceases to act in that capacity in relation to the Company, Options granted to such employee, consultant or management company employee under the Option Plan will expire 90 days after such individual or entity ceases to act in that capacity in relation to the Company or such longer period as determined by the Board, always provided that the Board may, in its discretion, extend the date of such termination and the resulting period in which such Option remains exercisable to a date not exceeding the earlier of the Expiry Date and the date which is twelve months after such event. In the event of death of an option holder, Options granted under the Option Plan expire six months from the date of the death of the option holder, subject to the Board having the authority to extend the expiry date to a maximum of twelve months from the date of death of the option holder.

As of October 31, 2023 there were 5,060,000 Options outstanding pursuant to the Option Plan, representing approximately 6.2% of the issued and outstanding Common Shares as at October 31, 2023. See “*Particular Matters To Be Acted On – Approval of Option Plan*”.

EQUITY COMPENSATION PLAN INFORMATION AS AT OCTOBER 31, 2023

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))
Equity compensation plans approved by security holders ⁽¹⁾	5,060,000 0	0.42	3,029,967 ⁽²⁾
Equity compensation plans not approved by security holders	N/A	N/A	N/A
Total	5,060,000 0	0.42	3,029,967 ⁽²⁾

Notes:

- (1) The Company's only equity compensation plan is the Option Plan. The Option Plan provides for a rolling maximum limit of 10% of the outstanding Common Shares on the date of any grant of Options thereunder.
- (2) Based on a total of 80,899,672 Common Shares issued and outstanding as at October 31, 2023.

CORPORATE GOVERNANCE DISCLOSURE

Under National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("NI 58-101"), the Company is required to include in its information circular the disclosure required under Form 58-101F2 with respect to its corporate governance practices. In establishing its corporate governance practices, the Board has been guided by Canadian securities legislation and the TSXV guidelines for effective corporate governance, including National Policy 58-201 *Corporate Governance Guidelines* and other regulatory requirements such as National Instrument 52-110 *Audit Committees* ("NI 52-110").

Board

The Board is currently comprised of six (6) individuals, five (5) of whom are independent within the meaning of that term set out in NI 58-101. Dan Denbow, Interim CEO and director is not considered independent within the meaning of that term set out in NI 58-101.

Orientation and Continuing Education

The Company does not currently have an orientation or continuing education program for new directors.

Directorships

John Hayes is a Director and Chairman of Maritime Resources Corp. and Paolo Lostrillo is a Director of Sailfish Royalty Corp.

Ethical Business Conduct

The Board has found that the fiduciary duties placed on individual directors by the Company's governing corporate legislation and the common law, and the restrictions placed by applicable corporate legislation on an individual director's participation in decisions of the Board in which the director has an interest have been sufficient to ensure that the Board operates independently of management and in the best interests of the Company.

Under corporate legislation, a director is required to act honestly and in good faith with a view to the best interests of the Company and exercise the care, diligence and skill that a reasonably prudent person would exercise in comparable circumstances, and disclose to the board the nature and extent of any interest of the director in any material contract or material transaction, whether made or proposed, if the director is a party to the contract or transaction, is a director or officer (or an individual acting in a similar capacity) of a party to the contract or transaction or has a material interest in a party to the contract or transaction.

Nomination of Directors

The Board as a whole is responsible for identifying and evaluating qualified candidates for nomination to the Board. In identifying candidates, the Board considers the competencies and skills that the Board considers to be necessary for the Board as a whole to possess, the competencies and skills that the Board considers each existing director to possess, the competencies and skills each new nominee will bring to the Board and the ability of each new nominee to devote sufficient time and resources to his or her duties as a director. The Board also considers candidate independence and financial acumen in making recommendations for nomination.

Compensation

At this time, the Board as a whole reviews the compensation of the Named Executive Officers and the directors. See “*Information Concerning the Company - Statement of Executive Compensation*” above.

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 committee members. To assist in its review, the Board conducts informal surveys of its directors and committee members.

Board Committees

There are no committees of the Board other than the Audit Committee. The Audit Committee is comprised of Stephen Timms, Lisa Davis, Matthew Goodman. For further information relating to the Audit Committee, see “*Information Concerning the Company - Audit Committee Disclosure*” below.

AUDIT COMMITTEE DISCLOSURE

AUDIT COMMITTEE TERMS OF REFERENCE

The overall purpose of the Audit Committee is to ensure that the Company's management has designed and implemented an effective system of internal financial controls, to review and report on the integrity of the consolidated financial statements and related financial disclosure of the Company, and to review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, taxation matters and disclosure of financial information. It is the intention of the Board that through the involvement of the Audit Committee, the external audit will be conducted independently of the Company's management to ensure that the independent auditors serve the interests of Shareholders rather than the interests of management of the Company. The Audit Committee will act as a liaison to provide better communication between the Board and the external auditors. The Audit Committee will monitor the independence and performance of the Company's independent auditors. The charter of the Audit Committee is attached to this Information Circular as **Schedule “A”**.

COMPOSITION OF AUDIT COMMITTEE

As of the date hereof, the Audit Committee is comprised of Stephen Timms (Chair), Lisa Davis and Matthew Goodman. Each member of the Audit Committee is considered to be “financially literate” as such term is defined in NI 52-110, which includes the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the Company’s financial statements. All members of the Audit Committee are considered “independent” as such term is defined in NI 52-110.

The following sets out the education and experience of each director relevant to the performance of his or her duties as a member of the Audit Committee.

Stephen Timms Mr. Timms is currently an IBM Canada executive who brings 25+ years of his broad-based functional expertise in operations, business transformation, change management, corporate strategy and finance. Mr. Timms drives made-in-Canada innovation to IBM which helps accelerate social and economic growth in Canada through a proven model working cooperatively and collaboratively with industry, governments and academia. These initiatives leverage transformational and emerging technology including high-performance computing, advanced data analytics, AI and machine learning, digital trust technologies such as Blockchain, and now Quantum Computing. Mr. Timms is a results-oriented problem solver who has a proven ability to successfully analyze an organization’s critical business requirements, lead change, implement best practices, and execute disciplined performance management systems to drive successful business outcomes. In his career with IBM Mr. Timms has participated in numerous executive, management and leadership development courses.

Lisa Davis is the Chief Executive Officer of Peartree Securities Inc., a boutique financing and advisory firm focused on the junior Canadian resource sector. Drawing on the in-depth knowledge of securities regulation gained in part while on secondment to the Ontario Securities Commission Ms. Davis is also responsible for the legal and compliance aspects of the firm's business as well as for PearTree Financial Services Ltd., the originator and leading provider of flow through donation financing services in Canada. Prior to joining Peartree, Lisa was General Counsel for a specialized investment fund business with more than \$3B in assets under administration. A graduate of Osgoode Hall Law School, Ms. Davis was a partner at Fraser Milner Casgrain LLP (currently Dentons) where she specialized in corporate and securities law. Ms. Davis has earned the ICD.D designation from the Institute of Corporate Directors and has served as a Director of the Prospectors & Developers Association of Canada (PDAC) as well as a member of the PDAC’s Executive Committee and co-chair of the Finance & Taxation Committee of the PDAC.

Matthew Goodman Mr. Goodman has over 12 years of experience in capital markets and junior mining. Matthew joined Dundee Corporation in 2013 as a member of Goodman & Company, Investment Counsel, where he was responsible for evaluating strategic resource investment opportunities for Dundee Corporation and the Goodman Gold Trust. Matthew was a founding member of Dundee Private Equity and part of the team that launched the first Canadian Special Purpose Acquisition Company, raising over C\$100 million in its IPO. In September 2018, Mr. Goodman rejoined Goodman & Company, Investment Counsel, as an associate and, subsequently, as lead portfolio manager of the CMP and DGRC funds. Throughout Matthew's tenure at Dundee, he has been a part of the corporate development team, overseeing Dundee's most significant on-balance sheet assets. Matthew's prior background includes in-field mineral exploration and equity capital markets experience. Matthew is a CFA Charter holder and holds an Honors Bachelor of Arts degree, specializing in Global Economics and Microeconomic Analysis from York University.

AUDIT COMMITTEE OVERSIGHT

The Audit Committee reviews the interim and annual financial statements and related financial reporting of the Company. The members of the Audit Committee have direct access to the external auditors of the Company. The Audit Committee and the full Board reviews the unaudited quarterly financial statements and related management's discussion and analysis of financial results. At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Audit Committee to nominate or compensate an external auditor not adopted by the Board.

FEES CHARGED BY EXTERNAL AUDITORS

Fees billed from the Company's external auditor, McGovern Hurley LLP for the year ended October 31, 2023 are detailed below.

	Year Ended October 31, 2023
Category	(\$)
Audit Fees ⁽¹⁾	43,122
Audit-Related Fees ⁽²⁾	-
Tax Fees ⁽³⁾	4,280
All Other Fees ⁽⁴⁾	-
Totals	47,402

Notes:

- (1) "Audit Fees" include fees necessary to perform the annual audit and quarterly reviews of the Company's financial statements. Audit Fees include fees for review of tax provisions and for accounting consultations on matters reflected in the financial statements. Audit Fees also include audit or other attest services required by legislation or regulation, such as comfort letters, consents, reviews of securities filings and statutory audits.
- (2) "Audit-Related Fees" include services that are traditionally performed by the auditor. These audit-related services include employee benefit audits, due diligence assistance, accounting consultations on proposed transactions, internal control reviews and audit or attest services not required by legislation or regulation.
- (3) "Tax Fees" include fees for all tax services other than those included in "Audit Fees" and "Audit-Related Fees". This category includes fees for tax compliance, tax planning and tax advice. Tax planning and tax advice includes assistance with tax audits and appeals, tax advice related to mergers and acquisitions, and requests for rulings or technical advice from tax authorities.
- (4) "All Other Fees" include all other non-audit services.

All permissible categories of non-audit services require pre-approval by the Audit Committee, subject to certain statutory exemptions.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the directors or officers of the Company, nominees for election as a director of the Company, or associates of such persons have been indebted to the Company or any of its subsidiaries at any time since the beginning of the most recently completed fiscal year. No such person has 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 in respect of the purchase of securities or otherwise.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director or executive officer of SGU, proposed nominee for election as a director of the Company, Shareholder who beneficially owns more than 10% of the Common Shares, or any associates or affiliates of the foregoing persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any material transaction

since the commencement of the Company's last financial year. None of the foregoing persons has any interest in any proposed transaction which has materially affected or would materially affect the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED ON

No person who has been a director or an officer of the Company at any time since the beginning of its last completed financial year, no proposed nominee for election as a director of the Company nor any associate of any such director, director nominee or officer has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting, except as disclosed in this Information Circular.

PARTICULAR MATTERS TO BE ACTED ON

1. FINANCIAL STATEMENTS AND AUDITOR'S REPORT

The audited financial statements of the Company for the financial year ended October 31, 2023 (the “**Financial Statements**”), together with the auditor's reports thereon (the “**Auditor's Reports**”), will be presented to Shareholders at the Meeting.

2. FIX THE NUMBER OF DIRECTORS

At the Meeting, it is proposed that the number of directors of the Company be fixed at six (6). The term of office for each director is from the date of the Meeting at which he or she is elected until the next following annual meeting or until his or her successor is elected or appointed. Shareholders will be asked to vote on the following resolution, with or without variation:

“BE IT RESOLVED that the number of directors of the Company be fixed at six (6).”

3. ELECTION OF DIRECTORS

The Company’s articles provide for a flexible number of directors, subject to a minimum of three and a maximum of 12. At the Meeting, the Shareholders will be asked to consider, and, if thought fit, approve with or without variation a resolution electing six (6) directors to the Board, to serve until the next annual meeting of Shareholders or until their successors are elected or appointed. In order to be effective, this resolution requires the approval of not less than 50% of the votes cast by Shareholders represented at the Meeting in person or by proxy.

It is the intention of the persons named in the enclosed Form of Proxy, if not expressly directed to the contrary in such Form of Proxy, to vote such proxies FOR the election of each of the nominees specified below as directors of the Company. If, prior to the Meeting, any vacancies occur in respect to any proposed nominees herein submitted, the persons named in the enclosed Form of Proxy intend to vote FOR the election of any substitute nominee or nominees recommended by management of the Company and FOR the remaining proposed nominees. Management of SGU has been informed that each of the proposed nominees listed below is willing to serve as a director if elected.

The following table states the names of all persons proposed to be nominated for election as directors, the position or office now held by them, their principal occupation or employment, the date on which they became directors of SGU and the number of Common Shares of SGU beneficially owned directly or indirectly or over which they exercise control or direction as of July 23, 2024.

Name, Province and Country of Residence	Office Held	Principal Occupation ⁽¹⁾	Director Since	Number of Common Shares owned or controlled ⁽¹⁾
Paolo Lostritto Ontario, Canada	Chairman	Consultant and registered P.Eng in Ontario	Nov 2020	21,769,309
Dan Denbow, Texas, USA	President, CEO & Director	President, CEO & Director Signature Resources	Aug, 2021	16,140,000
Stephen Timms ^{(2) (3)} Ontario, Canada	Director	Business and Operations Executive IBM Canada Limited	Jul, 2015	2,250,000
Lisa Davis ⁽²⁾ Ontario Canada	Director	Chief Executive Officer Peartree Securities Inc.	Aug, 2021	285,714
John Hayes Ontario, Canada	Director	Director and Chairman Maritime Resources Corp.	Aug, 2021	290,000
Matthew Goodman Ontario, Canada ⁽²⁾	Director	Vice President, Investments Dundee Corporation	Dec 13, 2023	363,637

Notes:

- (1) Information about principal occupation, business or employment and number of Common Shares beneficially owned, directly or indirectly, or over which control or direction is exercised, not being within the knowledge of the Company, has been furnished by respective persons set forth above.
- (2) Member of the Audit Committee.
- (3) Chairman of the Audit Committee.

Biographical information about the proposed nominees is found below.

Paolo Lostritto, Chairman

Mr. Lostritto has an extensive background in mining capital markets and working with companies across the globe since 1997. He has helped assess different companies/projects and helped finance them as they advanced through exploration, development, and production. Some of the companies where Mr. Lostritto was involved early include: Kirkland Lake Gold, Novagold and Lake Shore Gold in 2004, Romarco Minerals in 2006, Victoria Gold and Volta Resources in 2009. Mr. Lostritto is a co-founder and board member of Interstellar Mining Inc which is focused on leveraging a leading Canadian space mining robotics group (Deltion Innovations Ltd.) along with Watts, Griffis, and McOuat Ltd.'s space mining group to develop and produce energy commercially for the rapidly growing space industry. Over his career, Mr. Lostritto was a Director of the Mining Equity Research at National Bank Financial and worked in equity research at Wellington West, Scotia Capital and TD Securities. He served as an Independent Director at Savary Gold Corp. which was sold to SEMAFO in 2019. Mr. Lostritto holds a Bachelor of Applied Science in Geological and Mineral Engineering in Rock Mechanics from the University of Toronto and he is a registered Professional Engineer in the Province of Ontario.

Dan Denbow, President, CEO & Director

Mr. Denbow has spent over 28 years in the capital markets with his most recent experience associated with USAA Investment Management Company. As a portfolio manager for USAA Mr. Denbow was responsible for managing over US\$4 billion in three strategies; a domestic dividend and global dividend strategy and the USAA Precious Metals and Minerals Fund. Dan and his team have received eight Lipper Fund awards, six Lipper Fund Achievement certificates, a TopGun Investment Mind award in 2018 from Brendan Wood International, and the USAA Precious Metals Fund was named the "Fund of the Decade" for the ten-year period ending 2009. Dan is also an independent director for the Denver Gold Group, a non-profit organization, and Gemdale Gold a private exploration company with properties located in Finland. Dan holds an MBA from Texas Christian University, Neeley School of Business and is a CFA charter holder

Stephen Timms, Director

Mr. Timms is currently an IBM Canada executive who brings 25+ years of his broad-based functional expertise in operations, business transformation, change management, corporate strategy and finance to the Signature's Board of Directors. Mr. Timms drives made-in-Canada innovation to IBM which helps accelerate social and economic growth in Canada through a proven model working cooperatively and collaboratively with industry, governments and academia. These initiatives leverage transformational and emerging technology including high-performance computing, advanced data analytics, AI and machine learning, digital trust technologies such as Blockchain, and now Quantum Computing. Mr. Timms is a results-oriented problem solver who has a proven ability to successfully analyze an organization's critical business requirements, lead change, implement best practices, and execute disciplined performance management systems to drive successful business outcomes. In his career with IBM Mr. Timms has participated in numerous executive, management, and leadership development courses.

Lisa Davis, Director

Ms. Davis is the Chief Executive Officer of Peartree Securities Inc., a boutique financing and advisory firm focused on the junior Canadian resource sector. Drawing on the in-depth knowledge of securities regulation gained in part while on secondment to the Ontario Securities Commission Lisa is also responsible for the legal and compliance aspects of the firm's business as well as for PearTree Financial Services Ltd., the originator and leading provider of flow through donation financing services in Canada. Prior to joining Peartree, Lisa was General Counsel for a specialized investment fund business with more than \$3B in assets under administration. A graduate of Osgoode Hall Law School, Lisa was a partner at Fraser Milner Casgrain LLP (currently Dentons) where she specialized in corporate and securities law. Lisa has earned the ICD.D designation from the Institute of Corporate Directors and has served as a Director of the Prospectors & Developers Association of Canada (PDAC) as well as a member of the PDAC's Executive Committee and co-chair of the Finance & Taxation Committee of the PDAC

John Hayes, Director

Mr. Hayes is a professional geologist with over 20 years of exploration, and many years of capital markets experience. John worked for ten years in mining equity research at BMO Capital Markets and at the time of his retirement in 2014 was a managing director covering global precious and base metal companies as they advanced projects from exploration to production. Most recently, Mr. Hayes served in senior roles at Pretium Resources and Osisko Mining. He is currently a Director and Chairman of Maritime Resources Corp. Mr. Hayes graduated from Memorial University of Newfoundland with an Honours Bachelor of Science in Geology (1989) and a Master of Science in Geology (1997). He also holds an MBA from Dalhousie University (2003) and is a member (P. Geo.) of the Professional Engineers and Geoscientists Newfoundland and Labrador.

Matthew Goodman, Director

Mr. Goodman has over 12 years of experience in capital markets and junior mining. Matthew joined Dundee Corporation in 2013 as a member of Goodman & Company, Investment Counsel, where he was responsible for evaluating strategic resource investment opportunities for Dundee Corporation and the Goodman Gold Trust. Matthew was a founding member of Dundee Private Equity and part of the team that launched the first Canadian Special Purpose Acquisition Company, raising over C\$100 million in its IPO. In September 2018, Mr. Goodman rejoined Goodman & Company, Investment Counsel, as an associate and, subsequently, as lead portfolio manager of the CMP and DGRC funds. Throughout Matthew's tenure at Dundee, he has been a part of the corporate development team, overseeing Dundee's most significant on-balance sheet assets. Matthew's prior background includes in-field mineral exploration and equity capital markets experience. Matthew is a CFA Charter holder and holds an Honors Bachelor of Arts degree, specializing in Global Economics and Microeconomic Analysis from York University.

Penalties or Sanctions

No proposed director of SGU has been subject to: (i) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority, nor has any proposed director ever entered into a settlement agreement with a securities regulatory authority, or (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable shareholder in deciding whether to vote for a proposed director.

Corporate Cease Trade Orders

No proposed director of SGU has, within the ten years prior to the date of this Information Circular, been a director, chief executive officer or chief financial officer of any company that, while such person was acting in that capacity (or after such person ceased to act in that capacity but resulting from an event that occurred while that person was acting in such capacity) was the subject of a cease trade order, an order similar to a cease trade order, or an order that denied the company access to any exemption under securities legislation for a period of more than 30 consecutive days.

Bankruptcies

No proposed director of SGU is at the date hereof, or has been within the ten years prior to the date of this Information Circular, a director or executive officer of any 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.

Personal Bankruptcies

No proposed director of SGU is as at the date hereof, or has within the ten years preceding 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 individual.

3. APPOINTMENT OF AUDITORS

At the Meeting, Shareholders will be asked to reappoint McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Company, to hold office until the next annual meeting of the Company at such remuneration as may be fixed by the Board. McGovern Hurley LLP, Chartered Professional Accountants, have been the Company's auditors since January 2, 2014.

It is the intention of the persons named in the enclosed Form of Proxy, if not expressly directed to the contrary in such Form of Proxy, to vote such proxies FOR the re-appointment of McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Company.

4. APPROVAL OF OPTION PLAN

The policies of the TSXV require all listed companies with a “rolling” stock option plan (such as the Option Plan), under which the maximum number of shares that may be reserved for issuance pursuant to the exercise of stock options is determined as a percentage of an issuer’s issued and outstanding shares, to obtain approval of their stock option plan at their annual meeting of shareholders. Accordingly, management of the Company will seek Shareholder approval of the Option Plan at the Meeting.

The Shareholders first approved the Company's Option Plan on June 16, 2014 and most recently re-approved the Option Plan on September 6, 2024. The terms of the Option Plan are described in this Information Circular under the heading “*Information Concerning the Company - Securities Authorized for Issuance under Equity Compensation Plans – Option Plan*”.

At the Meeting, Shareholders will be asked to consider and, if deemed advisable, pass an ordinary resolution re-approving the Option Plan. To be effective, the resolution must be passed by at least a majority of the votes cast at the Meeting. It is the intention of the persons named in the enclosed Form of Proxy, if not expressly directed to the contrary in such Form of Proxy, to vote such proxies FOR the approval of the Option Plan.

OTHER BUSINESS

Management is not aware of any other business to come before the Meeting other than as set forth in the Notice of Meeting of Shareholders. **If any other business properly comes before the Meeting, it is the intention of the persons named in the Form of Proxy to vote the Common Shares represented thereby in accordance with their best judgment on such matter.**

ADDITIONAL INFORMATION

Financial information relating to SGU is provided in the Company's Financial Statements and related MD&As for the financial year ended October 31, 2023, which are available on SEDAR+. Copies of this Information Circular, the Financial Statements and any interim financial statements of the Company subsequent to the Financial Statements may be obtained without charge by writing to the Corporate Secretary of the Company at:

Signature Resources Ltd. 2704-401
Bay Street
Toronto, ON M5H 2Y4
sarah@signatureresources.ca

Additional information relating to SGU is available on SEDAR+ at www.sedarplus.ca

APPROVAL

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

DATED at Toronto, Ontario as of the 23rd day of July 2024

**BY ORDER OF THE BOARD OF DIRECTORS OF
SIGNATURE RESOURCES INC.**

/s/ “Dan Denbow”

Dan Denbow

President, Chief Executive Officer & Director

SCHEDULE “A”

AUDIT COMMITTEE CHARTER

COMPOSITION, PROCEDURES AND ORGANIZATION

1. The Committee shall consist of at least three members of the Board of Directors (the “**Board**”).
2. At least two (2) members of the Committee shall be independent, and the Committee shall endeavor to appoint a majority of independent directors to the Committee, who in the opinion of the Board, would be free from a relationship which would interfere with the exercise of the Committee members' independent judgment. At least one (1) member of the Committee shall have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices applicable to the Company. For the purposes of this Charter, an individual is financially literate if he or she has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.
3. The Board, at its organizational meeting held in conjunction with each annual general meeting of the shareholders, shall appoint the members of the Committee for the ensuing year. The Board may at any time remove or replace any member of the Committee and may fill any vacancy on the Committee.
4. Unless the Board shall have appointed a chair of the Committee, the members of the Committee shall elect a chair and a secretary from among their number.
5. The quorum for meetings shall be a majority of the members of the Committee present in person or by telephone or other telecommunication device that permits all persons participating in the meeting to speak and to hear each other.
6. The Committee shall have access to such officers and employees of the Company and to the Company's external auditors, and to such information respecting the Company, as it considers to be necessary or advisable to perform its duties and responsibilities.
7. Meetings of the Committee shall be conducted as follows:
 - (a) the Committee shall meet at least four times annually at such times and at such locations as may be requested by the chair of the Committee. The external auditors or any member of the Committee may request a meeting of the Committee;
 - (b) the external auditors shall receive notice of and have the right to attend all meetings of the Committee; and
 - (c) management representatives may be invited to attend all meetings except private sessions with the external auditors.
8. The internal auditors and the external auditors shall have a direct line of communication to the Committee through its chair and may bypass management if deemed necessary. The Committee, through its chair, may contact directly any employee in the Company as it deems necessary, and any employee may bring before the Committee any matter involving questionable, illegal or improper financial practices or transactions.

ROLES AND RESPONSIBILITIES

9. The overall duties and responsibilities of the Committee shall be as follows:
 - (a) to assist the Board in the discharge of its responsibilities relating to the Company's accounting principles, reporting practices and internal controls and its approval of the Company's annual and quarterly consolidated financial statements and related financial disclosures;

- (b) to establish and maintain a direct line of communication with the Company's internal and external auditors and assess their performance;
 - (c) to ensure that the management of the Company has designed, implemented and is maintaining an effective system of internal financial controls; and
 - (d) to report regularly to the Board on the fulfillment of its duties and responsibilities.
10. The duties and responsibilities of the Committee as they relate to the external auditors shall be as follows:
- (a) to recommend to the Board a firm of external auditors to be engaged by the Company, and to verify the independence of such external auditors;
 - (b) to review and approve the fee, scope and timing of the audit and other related services rendered by the external auditors;
 - (c) review the audit plan of the external auditors prior to the commencement of the audit;
 - (d) to review with the external auditors, upon completion of their audit;
 - (e) review non-audit services provided by the external auditors:
 - (i) to discuss with the external auditors the quality and not just the acceptability of the Company's accounting principles; and
 - (ii) to implement structures and procedures to ensure that the Committee meets the external auditors on a regular basis in the absence of management.
11. The duties and responsibilities of the Committee as they relate to the internal control procedures of the Company are to:
- (a) review the appropriateness and effectiveness of the Company's policies and business practices which impact on the financial integrity of the Company, including those relating to internal auditing, insurance, accounting, information services and systems and financial controls, management reporting and risk management;
 - (b) review compliance under the Company's business conduct and ethics policies and to periodically review these policies and recommend to the Board changes which the Committee may deem appropriate;
 - (c) review any unresolved issues between management and the external auditors that could affect the financial reporting or internal controls of the Company; and
 - (d) periodically review the Company's financial and auditing procedures and the extent to which recommendations made by the internal audit staff or by the external auditors have been implemented.
12. The Committee is also charged with the responsibility to:
- (a) review the Company's quarterly statements of earnings, including the impact of unusual items and changes in accounting principles and estimates and report to the Board with respect thereto;
 - (b) review and approve the financial sections of:
 - (i) the annual report to Shareholders;
 - (ii) the annual information form, if required;

- (iii) annual and interim MD&A;
- (iv) prospectuses;
- (v) news releases discussing financial results of the Company; and
- (vi) other public reports of a financial nature requiring approval by the Board,
- (vii) and report to the Board with respect thereto;
- (c) review regulatory filings and decisions as they relate to the Company's consolidated financial statements;
- (d) review the appropriateness of the policies and procedures used in the preparation of the Company's consolidated financial statements and other required disclosure documents, and consider recommendations for any material change to such policies;
- (e) review and report on the integrity of the Company's consolidated financial statements;
- (f) review the minutes of any audit committee meeting of subsidiary companies;
- (g) review with management, the external auditors and, if necessary, with legal counsel, any litigation, claim or other contingency, including tax assessments that could have a material effect upon the financial position or operating results of the Company and the manner in which such matters have been disclosed in the consolidated financial statements;
- (h) review the Company's compliance with regulatory and statutory requirements as they relate to financial statements, tax matters and disclosure of financial information; and
- (i) develop a calendar of activities to be undertaken by the Committee for each ensuing year and to submit the calendar in the appropriate format to the Board following each annual general meeting of shareholders.

13. The Committee shall have the authority:

- (a) to engage independent counsel and other advisors as it determines necessary to carry out its duties,
- (b) to set and pay the compensation for any advisors employed by the Committee; and
- (c) to communicate directly with the internal and external auditor.

REQUEST FOR FINANCIAL STATEMENTS

SIGNATURE RESOURCES LTD.

FISCAL YEAR 2024

In accordance with National Instrument 51-102 – *Continuous Disclosure Obligations*, registered and beneficial shareholder may elect annually to receive interim (quarterly) financial statements and corresponding management discussion and analysis (“MD&A”) and/or annual financial statements and MD&A.

<input type="checkbox"/>	IF THIS IS AN ADDRESS CHANGE, PLEASE CHECK THE BOX AND PROVIDE YOUR NEW ADDRESS BELOW.	
New address:		
PLEASE SEND ME THE FOLLOWING:		
<input type="checkbox"/>	Annual Financial Statements with MD&A	<input type="checkbox"/> Interim Financial Statements with MD&A
SHAREHOLDER REGISTRATION (PLEASE PRINT)		
Name:		Street Address:
City:	Prov/State:	Postal/Zip Code:
Country:	Email Address:	
<p>If you wish to receive these documents by mail or email, please return this completed form to AGM Connect in the envelope provided or by email to support@agmconnect.com.</p> <p>Rather than receiving financial statements by mail, you may choose to view these documents on the SEDAR+ website at www.sedarplus.ca.</p>		<p><i>I HEREBY CERTIFY that I am a registered and/or beneficial holder of the Corporation, and as such, request that my name be placed on the Corporation's Mailing List in respect to its annual and/or interim financial statements and the corresponding MD&A for the current financial year.</i></p> <p>_____ Signed</p> <p>_____ Dated</p>

* By providing an e-mail address, you are consenting to the delivery of Corporation information and financial reports in PDF electronic format to the provided e-mail address. In the event that the electronic delivery fails, the documents will be sent by ordinary mail. In order to remove yourself from this list at any time (either email or ordinary mail) please send your written request to support@agmconnect.com.