ENVIROMINE INC.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

FOR THE

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

TO BE HELD ON

February 26, 2026

DATED AS OF JANUARY 30, 2026

ENVIROMINE INC.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE is hereby given that the annual general and special meeting ("**Meeting**") of the holders of common shares (the "**Common Shares**") of EnviroMine Inc. (the "**Corporation**") will be held in hybrid format at the offices of AGM Connect at 372 Bay Street, Suite 1800, Toronto, Ontario and online at www.AGMCMeeting.com on the **26th day of February 2026, at 2:00 p.m. (Toronto time)** for the following purposes:

1. to receive the audited financial statements of the Corporation for the financial years ending December 31, 2023, and December 31, 2024, and the auditor's report thereon;
2. to re-appoint RSM Canada LLP, as auditor of the Corporation for the ensuing year and authorize the directors to fix the auditor's remuneration;
3. to consider and, if thought appropriate, to pass with or without variation, a special resolution increasing the number of directors of the Corporation from two (2) to four (4);
4. to elect the board of directors comprising four directors;
5. to consider and, if thought appropriate, to pass, with or without variation, a special resolution pursuant to Section 125 (3) of the OBCA authorizing the directors of the Corporation to determine from time to time the number of directors of the Corporation;
6. to consider and, if thought appropriate, to pass, with or without variation, a special resolution of the shareholders, approving and enacting a new by-law to be described as By-Law No. 3 of the Corporation, providing for certain rights of first refusal and other rights and obligations among and between the holders of the common shares in the form of the draft By-Law No. 3 annexed hereto; and
7. to transact such other business as may properly come before the Meeting or any adjournment thereof.

The record date for the determination of Shareholders entitled to receive notice of and to vote at the Meeting is January 30, 2026 (the "**Record Date**"). Shareholders of the Corporation whose names have been entered in the register of Shareholders at the close of business on that date will be entitled to receive notice of and to vote at the Meeting.

Meeting Materials

Copies of the Information Circular, Financial Statements and MD&As.

A registered shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournment thereof in person are requested to date, execute and return the form of proxy for use at the Meeting or any adjournment thereof. A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and deposited with AGM Connect, 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9, on or before 2:00 p.m. on February 24, 2026 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof.

If a shareholder receives more than one proxy form because such shareholder owns shares registered under different names or addresses, each proxy form should be completed and returned as indicated on the proxy form.

Since it is desirable that as many shares as possible be represented and voted at the meeting, a shareholder who is unable to attend the meeting in person is urged to complete and return the enclosed form of proxy following the instructions therein.

The persons named in the enclosed form of proxy are each a director and/or officer of the Corporation. Every shareholder has the right to appoint a person or Corporation (who need not be a shareholder) to represent the shareholder at the Meeting, other than the persons designated in the enclosed form of proxy. If the shareholder wishes to appoint a person or Corporation other than the persons whose names are designated in the form of proxy, they may do so by inserting the name of the shareholder's chosen proxyholder in the space provided in the form of proxy.

The instrument appointing a proxy shall be in writing and shall be executed by the shareholder or by the shareholder's attorney authorized in writing or, if the shareholder is a corporation, under its corporate seal by an officer or attorney thereof duly authorized.

DATED at Toronto, Ontario, this 30th day of January 2026.

BY ORDER OF THE BOARD OF DIRECTORS

"Andrew Glatzmayer"
Andrew Glatzmayer
Chief Executive Officer

Enviromine Inc.

MANAGEMENT INFORMATION CIRCULAR

SOLICITATION OF PROXIES

This management information circular (this "Circular") is furnished in connection with the solicitation of proxies by the management and the directors of Enviromine Inc. (the "**Corporation**") for use at the annual general and special meeting of the shareholders of the Corporation (the "**Meeting**") to be held on February 26, 2026 at the offices of AGM Connect at 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9, and online at www.AGMCMeeting.com at 2:00 p.m. (Toronto time) and at any adjournment thereof for the purposes set forth in the notice of the Meeting (the "**Notice of Meeting**"). The solicitation of proxies will be made primarily by mail and may be supplemented by telephone or other personal contact by the directors, officers and employees on behalf of the directors and management of the Corporation, and the Corporation will bear the costs of this solicitation of proxies for the Meeting.

Unless otherwise indicated, the information contained in this Circular is given as at January 30, 2026.

GENERAL INFORMATION RESPECTING THE MEETING

Electronic copies of the Information Circular, financial statements for the financial years ended December 31, 2023 and December 31, 2024 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for 2024 ("**MD&As**") may be found at www.agmconnect.com/current-meetings/Enviro2026.

Shareholders are reminded to review this Information Circular before voting.

Shareholders may also obtain paper copies of this Information Circular, the Financial Statements and the MD&A free of charge by contacting AGM Connect at 1.855.839.3715 toll-free or upon request to the Corporation's Corporate Secretary.

A request for paper copies which are required in advance of the Meeting should be sent so that they are received by the Corporation or AGM Connect, as applicable, no later than February 16, 2026, in order to allow sufficient time for Shareholders to receive the paper copies and to return their form of proxies or voting instruction forms, as applicable, by their respective due dates.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the form of proxy accompanying this Proxy Circular are Andrew Glatzmayer or, failing him, Jon Armes.

A Shareholder has the right to appoint a person (who need not be a Shareholder) other than the persons named in the form of proxy accompanying this Proxy Circular to represent him or her at the Meeting. Such right may be exercised by inserting in the space provided for that purpose on the enclosed form of proxy the name of the person to be designated and striking out the names of the persons named in the form of proxy and inserting the name and **EMAIL ADDRESS** of the person to be appointed as proxyholder in the blank space provided on the form of proxy, or by completing another proper form of proxy. Such Shareholder should notify the nominee of the appointment, obtain his consent to act as proxy and should provide instructions on how the Shareholder's Common Shares are to be voted. In any case, the form of proxy should be dated and executed by the Shareholder or an authorized attorney in writing, with proof of such authorization attached where an attorney has executed the form of proxy.

A form of proxy will not be valid for the Meeting or any adjournment thereof unless it is completed and deposited with AGM Connect, 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 2W9, on or before 2:00 p.m. on February 24, 2026 or not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time set for the holding of the Meeting or any adjournment thereof. A Proxy given by a Shareholder for use at the Meeting may be revoked at any time prior to its use. In accordance with section 110(4) of the Act, in addition to revocation in any other manner permitted by law, a proxy may be revoked by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, if the Shareholder is a corporation, under its corporate seal or by an officer or attorney thereof duly authorized, and deposited with AGM Connect, 372 Bay Street, Suite 1800, Toronto, Ontario M5H 2W9, at any time up to and including the last business day preceding the day of the Meeting, or any adjournment thereof, at which the proxy is to be used, or with the Chairman of the Meeting on the day of the Meeting, or any adjournment thereof.

PROVISIONS RELATING TO VOTING OF PROXIES

The Common Shares represented by proxy in the enclosed form will be voted or withheld from voting by the designated proxy holder in accordance with the instructions of the Shareholder appointing him. If there is no direction by the Shareholder, those Common Shares will be voted for all proposals set out in the form of proxy. The form of proxy gives the person named in it the discretion to vote as they see fit on any amendments or variations to matters identified in the Notice, or any other matters, which may properly come before the Meeting. At the time of the printing of this Proxy Circular, the management of the Corporation knows of no other matters which may come before the Meeting other than those referred to in the Notice.

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

Except as disclosed herein, no Director or Senior Officer of the Corporation, nor proposed nominee for election of Director, nor each of their respective associates or affiliates, are aware of 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 other than the election of directors.

VOTING SECURITIES, RECORD DATE AND PRINCIPAL HOLDERS THEREOF

The Corporation is authorized to issue an unlimited number of Common Shares. Each Share entitles the holder of record to notice of and one vote on all matters to come before the Meeting. No group of Shareholders has the right to elect a specified number of directors, nor are there cumulative or similar voting rights attached to the Common Shares of the Corporation.

The directors of the Corporation have fixed January 30, 2026, as the record date (the "**Record Date**") for the determination of the persons entitled to receive notice of the Meeting. Shareholders of record as of the Record Date are entitled to vote their Common Shares except to the extent that they have transferred the ownership of any of their Common Shares after the Record Date, and the transferees of those Common Shares produce properly endorsed share certificates or otherwise establish that they own the Common Shares, and demand, not later than ten (10) days before the Meeting, that their name be included in the shareholder list before the Meeting, in which case the transferees are entitled to vote their Common Shares at the Meeting.

As of the date of this Circular, 32,623,030 Common Shares are issued and outstanding.

Principal Shareholder

To the best of the management of the Corporation's knowledge, based on publicly available information, as of the Record Date, there is no person or corporation that beneficially owns, controls, or directs, directly or indirectly, voting securities carrying ten percent (10%) or more of the voting rights attached to the voting securities of Enviromine Inc.

BUSINESS OF THE MEETING

I. Approval of Audited Financial Statements

The Corporation's audited financial statements for the fiscal years ended December 31, 2023, and 2024, and the reports of the auditors thereon, have been sent to registered Shareholders accompanying this Circular and will be submitted to the meeting of Shareholders. Receipt at the Meeting of the auditors' report and the Corporation's financial statements for this fiscal period will not constitute approval or disapproval of any matters referred to therein, and no action is required to be taken by Shareholders thereon. **PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL OF THE FINANCIAL STATEMENTS FOR THE YEARS ENDED December 31, 2023, and 2024 UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE APPROVAL OF SUCH FINANCIAL STATEMENTS**

II. Appointment of RSM Canada LLP to act as auditors.

Shareholders are being asked to re-appoint RSM Canada LLP to act as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the Board to fix their remuneration. **PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPOINTMENT OF RSM Canada LLP, AS AUDITORS OF THE CORPORATION TO HOLD OFFICE UNTIL THE NEXT ANNUAL MEETING OF SHAREHOLDERS AND THE AUTHORIZATION OF THE DIRECTORS TO FIX THE AUDITORS' REMUNERATION UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE APPOINTMENT OF RSM CANADA LLP.**

RSM Canada LLP was first appointed as auditors for the Corporation in 2024.

III. Special Resolution to Increase the number of Directors from two (2) to four (4)

The Corporation's articles presently provide for a flexible number of directors between three (3) and ten (10). Presently, the number is fixed by resolution of the shareholders at two (2). The Shareholders will be asked to approve a special resolution to fix the number of board members at four (4) pursuant to Section 125 (3) of the OBCA. **PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE APPROVAL INCREASING THE SIZE OF THE BOARD AND FIXING ITS NUMBER AT 4 UNLESS A SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT HIS OR HER SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT OF THE APPROVAL OF SUCH A RESOLUTION**

IV. Resolution to elect four directors.

Shareholders will be asked to consider and, if deemed advisable, to pass, with or without variation, a resolution to elect four (4) directors at the Meeting. Each director elected will hold office until the close of the next annual meeting of the Shareholders or until his successor is appointed or elected.

Management Director Nominees

The following table and the notes thereto set out the names of each nominee for election as a director of the Corporation as well as their province of residence, principal occupation, business or employment, the year they first became a director of the Corporation and the approximate number of voting securities of the Corporation beneficially owned, directly or indirectly, or over which control or direction is exercised by each of them as of the date hereof.

Name, Position, Province of Residence	Director Since	Principal Occupation during the Past Five Years	# of Common Shares Beneficially Owned, Directly or Indirectly, or Over Which Control or Direction is Exercised
Jon Armes Burlington, ON Canada	02/2017	Jonathan (Jon) Armes is a co-founder of Enviromine and has served as Chief Executive Officer and President of several public precious and base metals exploration companies. Jon is also a director of Argo Gold.	3,820,000
Andrew Glatzmayer Oakville, ON, Canada	01/2017	Andrew Glatzmayer is President & CEO as well as a co-founder and director of Enviromine and holds no other director/officer positions) Andrew has more than 25 years' experience in the institutional asset management sector.	4,100,000
Donald Lefresne Toronto, ON, Canada	n/a	Donald (Don) LeFresne is an experienced business advisor with experience working with Canadian chartered banks and other financial institutions	400,000
James Forbes Ancaster, ON Canada	n/a	James (Jim) Forbes is an experienced business leader with extensive management experience in advising clients in the mining and metals industries	1,320,000

Director Profiles

Further biographical information with respect to each nominee for election as a director is set forth below:

Jonathan Armes

Jonathan (Jon) Armes is a co-founder of Enviromine and served as Chief Executive Officer and President of Ophir Gold (MinKap Resources Inc.), a precious and base metals exploration Corporation based in Toronto, Ontario until 2021. Jon previously served as the President and Chief Executive Officer of ALX Uranium Corp. (formerly, Lakeland Resources Inc.) from 2010 to 2016. Jon has provided corporate development and investor relations consulting services to both public and private mining exploration companies for over 20 years. Jon graduated from the University of Guelph in 1993 with a Bachelor of Applied Science Degree.

Andrew Glatzmayer

Andrew Glatzmayer is the President and Chief Executive Officer of Enviromine Inc.
Andrew is a co-founder of Enviromine and has more than 25 years of experience in the institutional asset management sector. Andrew provided comprehensive, in-depth consulting and advice for RBC Wealth Management's global discretionary investment offering. Andrew was a key resource to Fund boards and investment committees, providing analysis and governance for sub-advised investment Funds. Andrew possesses strong managerial skills and proven leadership, collaborating with cross-functional teams in multiple jurisdictions. Andrew graduated in 1992 from Brock University with a BA in Economics.

Don LeFresne

Don has more than 30 years of financial services experience in a number of progressive positions at Royal Bank of Canada and CIBC. He has held several roles in capital markets and wealth management, with experience in derivatives and credit risk, hedge funds, investment research, and strategy. He has assisted and advised Enviromine management and has been instrumental in bringing other strategic partners to the table. Don has held his Chartered Financial Analyst (CFA) designation since 1999.

James Forbes
James (Jim) Forbes has extensive and broad experience in corporate finance, including the mining and metals industries. Jim spent 35 years with PricewaterhouseCoopers (PwC), during which he advised clients on all aspects of business management, including corporate governance, dispute resolution, and planning. Jim acted as Global Metals Leader with PwC between 2008 and 2016. Management is confident that Jim's broad experience in management and governance will benefit the management of the Corporation moving forward.

Additional Information Regarding the Directors
Each of the Directors has consented to being named as a nominee in this Circular. It is not contemplated that any of the nominees will be unable to stand for election to the Board of Directors of the Corporation or to serve as a director, if elected. If, for any reason, any of the nominees do not stand for election or are unable to serve as such, proxies in favour of the nominees will be voted for another nominee at the discretion of the persons named in the enclosed form of proxy or VIF, unless the Shareholder has specified in their proxy that their Common Shares are to be withheld from voting in the election of the directors.

PROXIES RECEIVED IN FAVOUR OF MANAGEMENT WILL BE VOTED FOR THE ELECTION OF THE ABOVE-NAMED NOMINEES, UNLESS THE SHAREHOLDER HAS SPECIFIED IN THE PROXY THAT THE SHARES ARE TO BE WITHHELD FROM VOTING IN RESPECT THEREOF. Management does not contemplate that any of the nominees will be unable to serve as a director of the Corporation for the ensuing year, however, **IF A NOMINEE IS FOR ANY REASON UNAVAILABLE TO SERVE AS A DIRECTOR OF THE CORPORATION FOR ANY REASON AT OR PRIOR TO THE MEETING OR ANY ADJOURNMENT THEREOF, PROXIES IN FAVOUR OF MANAGEMENT WILL BE VOTED IN FAVOUR OF THE REMAINING NOMINEES AND MAY BE VOTED FOR THE ELECTION OF ANY PERSON OR PERSONS IN PLACE OF ANY NOMINEES UNABLE TO SERVE AT THE DISCRETION OF THE PERSONS NAMED IN THE ENCLOSED FORM OF PROXY.**

V. Changing the Number of Directors between Shareholders' Meetings

In order to provide some flexibility in the future for the Board to add qualified individuals as members of the Board of Directors of the Corporation between meetings of the Shareholders and avoid the cost of calling a special meeting of the Shareholders to add such qualified individuals to the Board, the Shareholders will be asked to consider and, if thought advisable, to approve a special resolution to amend the Articles of the Corporation to authorize the Board from time to time between Shareholder meetings to increase or decrease the number of directors within the minimum and maximum numbers of directors provided for the Articles – currently a minimum of three (3) and a maximum of ten (10) – subject to the Corporation's governing statute.

THE FOREGOING SPECIAL RESOLUTION MUST BE APPROVED BY NO LESS THAN TWO-THIRDS (66 2/3%) OF THE VOTES CAST BY SHAREHOLDERS WHO VOTE IN PERSON OR BY PROXY IN RESPECT OF THE SPECIAL RESOLUTION AT THE MEETING. PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED IN FAVOUR OF THE FOREGOING SPECIAL RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN A PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING ON THE SPECIAL RESOLUTION.

VI. Special Resolution Enacting, Amending the Articles of the Corporation by Adding the Following Share Transfer Restrictions:

The Corporation requests that its shareholders consider and, if thought advisable, approve a special resolution in the form set out below:

BE IT RESOLVED AS A SPECIAL RESOLUTION THAT:

1. The articles of the Corporation shall be amended by adding the following share transfer restrictions to the Common shares:

"7 Restrictions on Share Transfer

1. Share Transfer Restrictions

1.1 The proposed transfer of the Common Shares of the Corporation by holders thereof is subject to compliance by Transferees with the provisions hereof.

2. Right of First Refusal ("ROFR")

2.1 If any shareholder wishes to transfer any shares **(Seller)**, such shares must first be offered to the other shareholders of the Corporation in the manner set out in these Articles before the Seller is able to transfer or agree to transfer such shares to a non-shareholder.

2.2 A Seller must first serve notice in writing **(Transfer Notice)** on the Corporation of their wish to make a transfer of their shares and must set out in the Transfer Notice:

2.2.1 the number and class of shares **(Sale Shares** and each one a **Sale Share)** which they wish to transfer;

2.2.2 the price per share at which the Seller wishes to transfer the Sale Shares **(Sale Price);** and

2.2.3 whether the Transfer Notice is conditional upon all of the Sale Shares being sold **(Total Transfer Condition).**

2.3 Each Transfer Notice shall:

2.3.1 relate to common shares only;

2.3.2 constitute the Corporation as the agent of the Seller for the sale of the Sale Shares; and

2.3.3 be irrevocable.

2.4 After the Transfer Notice is served on the Corporation by the Seller, the Corporation Secretary shall send an Offer Notice to all Shareholders within ten (10) clear working days after the date of service of the Transfer Notice.

2.5 An Offer Notice shall:

2.5.1 specify the Sale Price and number of Sale Shares;

2.5.2 contain the other details included in the Transfer Notice; and

2.5.3 provide an expiry date and deadline for response.

2.6 Each Shareholder shall have ten (10) days to respond to the Corporation Secretary to confirm whether they wish to participate in the transfer and indicate the maximum number of shares they wish to purchase at the Sale Price ("Application"). The number of shares in excess of their proportionate shareholding (as detailed below) multiplied by the number of Sale Shares will be considered as Excess Shares.

2.7 After the expiry date of the Offer Notice, the Corporation Secretary shall allocate the Sale Shares in accordance with the applications received save that:

2.7.1 if there are applications from Participating Shareholders for more shares than the number of Sale Shares available, they shall be allocated to each Participating Shareholder in proportion (as nearly as possible but without allocating to any shareholder more Sale Shares than the maximum number applied for by them) to the number of shares held by each Participating Shareholder to the total of all shares held by all Participating Shareholders; however, if any shareholders indicate that they would be willing to purchase a particular proportionate entitlement (Excess Shares), in which case, applications for Excess Shares shall be allocated in accordance with such applications, or in the event of competition among those applicants applying for Excess Shares in such proportions as equal (as nearly as may be) to the proportions of all the shares held by such shareholders;

2.7.2 if it is not possible to allocate any of the Sale Shares without involving fractions, they shall be allocated amongst them in such manner as the Corporation Secretary shall think fit; and

2.7.3 if the Transfer Notice contained a valid Total Transfer Condition, no allocation of Sale Shares shall be made unless all the Sale Shares are allocated.

2.8 The Corporation Secretary shall, within ten (10) clear working days of the expiry date of the Offer Notice, give notice in writing **(Allocation Notice)** to the Seller and to each person to whom Sale Shares have been allocated (each a **Buyer)** setting out:

2.8.1 the name and address of each Buyer;

2.8.2 the number and class of Sale Shares agreed to be purchased by each Buyer; and

2.8.3 the aggregate price payable for such shares.

2.9 Buyer and Seller must complete the transfer by providing confirmation of payment along with the complete and stamped share transfer form(s) to the Corporation Secretary in accordance with applicable regulation. Transfer of the shares shall not be completed until receipt of the duly completed and stamped transfer forms, return of the old share certificate to the Corporation, cancellation of the old share certificate and delivery of the relative share certificate(s) to that Buyer.

2.10 The Seller may, during the period of thirty working days immediately following the expiry date of the Offer Notice, sell all or any of these Sale Shares, for which an Allocation Notice has not been given, by way of bona fide sale to the proposed transferee named in the Transfer Notice or, if none was so named, to any transferee, in either case at any price per Sale Share which is not less than the Sale Price, without any deduction, rebate or allowance to the proposed transferee, provided that:

2.10.1 the Seller may not transfer such share, and the directors shall not register any transfer to a transferee who is not at that date a shareholder unless such transferee is first approved in writing by the directors; and

2.10.2 if the Transfer Notice contained a Total Transfer Condition, the Seller shall not be entitled, save with the written consent of the directors, to sell only some of the Sale Shares under this Article 2.1.

2.11 If a Seller fails for any reason (including death) to transfer any Sale Shares when required pursuant to this By Law, the directors may authorize any director of the Corporation (who shall be deemed to be irrevocably appointed as the attorney of the Seller for the purpose) to execute each necessary transfer of such Sale Shares and deliver it on the Seller's behalf The Corporation may receive the purchase money for such Sale Shares from the Buyer and shall upon receipt (subject, if necessary, to the transfer being duly stamped) register the Buyer as the holder of such Sale Shares. The Corporation shall hold such purchase money in a separate bank account on trust for the Seller but shall not be bound to earn or pay interest on any money so held. The Corporation's receipt for such purchase money shall be a good discharge to the Buyer who shall not be bound to see to the application of it, and after the name of the Buyer has been entered in the register of shareholders in purported exercise of the power conferred by this Article 2.11 the validity of the proceedings shall not be questioned by anyperson.

2.12 Notwithstanding any other provision of these Articles, no transfer of any Share shall be registered if it is to any minor, undischarged bankrupt, trustee in bankruptcy or person of unsound mind.

3. Right to refuse registration

3.1 The directors may refuse to register the transfer of a share if:

3.1.1 the share is not fully paid;

3.1.2 the transfer is not lodged at the Corporation's registered office or such other place as the directors have appointed;

3.1.3 the transfer is not accompanied by the certificate for the shares to which it relates, or such other evidence as the directors may reasonably require to show the transferor's right to make the transfer, or evidence of the right of someone other than the transferor to make the transfer on the transferor's behalf;

3.1.4 the transfer is in respect of more than one class of share; or

3.1.5 the transfer is in favour of more than four transferees.

3.2 If the directors refuse to register a transfer of a share they shall, as soon as practicable and in any event within two months after the date on which the transfer was lodged with the Corporation, send to the transferee notice of, and the reasons for, the refusal.

3.3 No fee may be charged for registering any instrument of transfer or other document relating to or affecting the title to any share.

4. Transmission of shares

4.1 If title to a share passes to a transferee, the Corporation may only recognize the transferee as having any title to that share.

4.2 Nothing in these By Law releases the estate of a deceased shareholder from any liability in respect of a share solely or jointly held by that shareholder.

5. Transferees' rights

5.1 A transferee who produces such evidence of entitlement to shares as the directors may properly require:

5.1.1 may, subject to the Articles, choose either to become the holder of those shares or to have them transferred to another person, and

5.1.2 subject to the Articles and pending any transfer of the shares to another person, has the same rights as the holder had.

5.2 But subject to Article (Methods of appointing directors), transferees do not have the right to attend or vote at a general meeting in respect of shares to which they are entitled, by reason of the holder's death or bankruptcy or otherwise, unless they become the holders of those shares

6. Exercise of transferees' rights

6.1 Transferees who wish to become the holders of shares to which they have become entitled must

notify the Corporation in writing of that wish.

6.2 If a transferee wishes to have a share transferred to another person, the transferee must execute an instrument of transfer in respect of it.

6.3 Any transfer made or executed under this Article is to be treated as if it were made or executed by the person from whom the transferee has derived rights in respect of the share, and as if the event which gave rise to the transmission had not occurred.

7. Transferees bound by prior notices

7.1 If a notice is given to a shareholder in respect of shares and a transferee is entitled to those shares, the transferee is bound by the notice if it was given to the shareholder before the transferee's name or the name of any person nominated under Article **Error! Reference source not found.** has been entered in the register of shareholders.

8. Drag along

8.1 If the holders of 50.1% of the shares in issue for the time being (**Selling Shareholders**) wish to transfer all (but not some only) of their shares (**Sellers' Shares**) to a bona fide purchaser on arm's length terms (**Proposed Buyer**), the Selling Shareholders may require all other Shareholders (**Called Shareholders**) to sell and transfer all their shares (**Called Shares**) to the Proposed Buyer (or as the Proposed Buyer directs) in accordance with the provisions of this Article (**Drag Along Option**).

8.2 The Selling Shareholders may exercise the Drag Along Option by giving written notice to that effect to the Called Shareholders (**Drag Along Notice**) at any time before the transfer of the Sellers' Shares to the Proposed Buyer. The Drag Along Notice shall specify:

8.2.1 that the Called Shareholders are required to transfer all their Called Shares pursuant to this article 8;

8.2.2 the person to whom the Called Shares are to be transferred;

8.2.3 the purchase price payable for the Called Shares which shall, for each Called Share, be an amount at least equal to the price per share offered by the Proposed Buyer for the Sellers' Shares; and

8.2.4 the proposed date of the transfer.

8.3 Once issued, a Drag Along Notice shall be irrevocable. However, a Drag Along Notice shall lapse if, for any reason, the Selling Shareholders have not sold the Sellers' Shares to the Proposed Buyer within 15 Business Days of serving the Drag Along Notice. The Selling Shareholders may serve further Drag Along Notices following the lapse of any particular Drag Along Notice.

8.4 No Drag Along Notice shall require a Called Shareholder to agree to any terms except those specifically set out in article 8.

8.5 Completion of the sale of the Called Shares shall take place on the Completion Date. Completion Date means the date proposed for completion of the sale of the Sellers' Shares unless:

8.5.1 all of the Called Shareholders and the Selling Shareholders agree otherwise in which case the Completion Date shall be the date agreed in writing by all of the Called Shareholders and the Selling Shareholders; or

8.5.2 that date is less than 15 Business Days after the date on which the Drag Along Notice is served, in which case the Completion Date shall be the 7th Business Day after service of the Drag Along Notice.

8.6 The proposed sale of the Sellers' Shares by the Selling Shareholders to the Proposed Buyer is subject to the rights of pre-emption set out in Article 8.3, but the sale of the Called Shares by the Called Shareholders shall not be subject to those provisions.

8.7 On or before the Completion Date, the Called Shareholders shall execute and deliver stock transfer forms for the Called Shares, together with the relevant share certificates (or a suitable indemnity for any lost share certificates) to the Corporation. On the Completion Date, the Corporation shall pay the Called Shareholders, on behalf of the Proposed Buyer, the amounts due pursuant to article 2.3 to the extent that the Proposed Buyer has put the Corporation in the requisite funds. The Corporation's receipt for the price shall be a good discharge to the Proposed Buyer. The Corporation shall hold the amounts due to the Called Shareholders in trust for the Called Shareholders without any obligation to pay interest.

8.8 To the extent that the Proposed Buyer has not, on the Completion Date, put the Corporation in funds to pay the purchase price due in respect of the Called Shares, the Called Shareholders shall be entitled to the return of the stock transfer forms and share certificates (or suitable indemnity) for the relevant Called

Shares and the Called Shareholders shall have no further rights or obligations under this article 8 in respect of their Shares.

8.9 If any Called Shareholder does not, on or before the Completion Date, execute and deliver (in accordance with article 8.7) transfer(s) in respect of all of the Called Shares held by it, each defaulting Called Shareholder shall be deemed to have irrevocably appointed any person nominated for the purpose by the Selling Shareholders to be its agent to execute all necessary transfer(s) on its behalf, against receipt by the Corporation (on trust for such holder) of the purchase price payable for the Called Shares, and to deliver such transfer(s) to the Proposed Buyer (or as it may direct) as the holder thereof. After the Proposed Buyer (or its nominee) has been registered as the holder of the Called Shares, the validity of such proceedings shall not be questioned by any person. Failure to produce a share certificate shall not impede the registration of shares under this article 8.9.

8.10 Upon any person, following the issue of a Drag Along Notice, becoming a Shareholder (or increasing an existing shareholding) including, without limitation, pursuant to the exercise of any option, warrant or other right to acquire or subscribe for, or to convert any security into, Shares (a **New Shareholder**), a Drag Along Notice shall be deemed to have been served on the New Shareholder on the same terms as the previous Drag Along Notice. The New Shareholder shall then be bound to sell and transfer all Shares acquired by it to the Proposed Buyer (or as the Proposed Buyer may direct) and the provisions of this article 8 shall apply with the necessary changes to the New Shareholder, except that completion of the sale of the Shares shall take place on the Completion Date or immediately upon the New Shareholder becoming a Shareholder of the Corporation, if later.

9. Tag along rights on a change of control

9.1 After going through the pre-emption procedure set out in Article 8.3, the provisions of article 9.1 to article 8.6 shall apply if, in one or a series of related transactions, one or more Sellers propose to transfer any of the shares (**Proposed Transfer**) which would, if carried out, result in any person (**Buyer**), and any person acting in concert with the Buyer, acquiring a Controlling Interest in the Corporation.

9.2 Before making a Proposed Transfer, a Seller shall procure that the Buyer makes an offer (**Offer**) to:

9.2.1 the other Shareholders to purchase all of the shares held by them;

9.2.2 the holders of any existing options to acquire shares (granted by the Corporation or under any share option arrangements established by the Corporation) that are already capable of exercise or that are expected to become capable of exercise before the Proposed Transfer, to purchase any shares acquired on the exercise of options at any time before the Proposed Transfer;

9.2.3 the holders of any warrants to subscribe for shares that are capable of exercise or that are expected to become capable of exercise before the Proposed Transfer, to purchase any shares acquired on the exercise of the subscription rights under such warrants at any time before the Proposed Transfer; and

9.2.4 the holders of any securities of the Corporation that are convertible into shares (**Convertible Securities**), to purchase any shares arising from the conversion of such Convertible Securities at any time before the Proposed Transfer, for a consideration in cash per share that is at least equal to the highest price per share offered or paid by the Buyer, or any person acting in concert with the Buyer, in the Proposed Transfer or in any related previous transaction in the past 6 months precding the date of the Proposed Transfer (**Specific Price**).

9.3 The Offer shall be made by written notice (**Offer Notice**), at least 10 Business Days before the proposed sale date (**Sale Date**). To the extent not described in any accompanying documents, the Offer Notice shall set out:

9.3.1 the identity of the Buyer;

9.3.2 the Specified Price and other terms and conditions of payment;

9.3.3 the Sale Date; and

9.3.4 the number of shares proposed to be purchased by the Buyer (**Offer Shares**).

9.4 If the Buyer fails to make the Offer to all of the holders of shares in the Corporation in accordance with article 8.2 and article 8.3, the Seller shall not be entitled to complete the Proposed Transfer, and the Corporation shall not register any transfer of shares effected in accordance with the Proposed Transfer.

9.5 If the Offer is accepted by any Shareholder (**Accepting Shareholder**) in writing within 10 Business Days of receipt of the Offer Notice, the completion of the Proposed Transfer shall be conditional on completion of the purchase of all the Offer Shares held by Accepting Shareholders.

9.6 The Proposed Transfer is subject to the pre-emption provisions of Article 4, but the purchase of Offer Shares from Accepting Shareholders shall not be subject to those provisions.

THE FOREGOING SPECIAL RESOLUTION MUST BE APPROVED BY NO LESS THAN TWO-THIRDS (66 2/3%) OF THE VOTES CAST BY SHAREHOLDERS WHO VOTE IN PERSON OR BY PROXY IN RESPECT OF THE SPECIAL RESOLUTION AT THE MEETING. PROXIES RECEIVED BY MANAGEMENT WILL BE VOTED IN FAVOUR OF THE FOREGOING SPECIAL RESOLUTION, UNLESS THE SHAREHOLDER HAS SPECIFIED IN A PROXY THAT HIS, HER OR ITS SHARES ARE TO BE WITHHELD FROM VOTING ON THE SPECIAL RESOLUTION

VII. OTHER BUSINESS

As at the date hereof, management of the Corporation knows of no amendments, variations, or other matters to be presented for action at the Meeting. If, however, any amendments, variations or other matters properly come before the Meeting or any postponement(s) or adjournment(s) thereof, or if any other matters, which are not now known to management of the Corporation should properly come before the Meeting or any postponement(s) or adjournment(s) thereof, the form of proxy or VIF confers discretionary authority on the person voting the proxy to vote on such amendments or variations or such other matters in the discretion of such person, whether or not the amendments, variations or other matters that come before the Meeting are or are not routine, and whether or not the amendments, variations or other matters that come before the Meeting are contested, the Corporation reserves the right to amend or supplement this Proxy Circular, form of proxy and VIF, as the case may be, as it sees fit in order to solicit proxies for any business to be transacted at the Meeting which is in addition to or a variation of the resolutions set out in the Circular.

OTHER BUSINESS

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ADDITIONAL INFORMATION

Shareholders of the Corporation may contact the Corporation at Enviromine Inc., c/o AGM Connect, 372 Bay Street, Suite 1800, Toronto, Ontario, M5H 4W9, to request copies of the Corporation's financial statements and management discussion and analysis. Financial information regarding the Corporation is provided in the Corporation's financial statements and management discussion and analysis for the most recently completed financial year.

APPROVAL

The contents of this Circular and the sending thereof to each director of the Corporation, the auditor of the Corporation and to the Shareholders of the Corporation have been approved by the Board.

DATED at Toronto, Ontario, this 30th day of January 2026.

"Andrew Glatzmayer"
President
Chief Executive Officer