

HIGH TIDE RESOURCES CORP.

NOTICE OF MEETING

AND

MANAGEMENT INFORMATION CIRCULAR

WITH RESPECT TO

THE ANNUAL GENERAL MEETING OF SHAREHOLDERS
TO BE HELD ON DECEMBER 3, 2026.

October 19, 2026

HIGH TIDE RESOURCES CORP.

NOTICE OF ANNUAL GENERAL MEETING OF SHAREHOLDERS

Notice is hereby given that an annual general meeting (the "**Meeting**") of the shareholders ("**Shareholders**") of High Tide Resources Corp. (the "**Corporation**") will be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 on December 3rd, 2026 at 11:00 a.m. (Toronto time), for the following purposes, all as more particularly described in the enclosed management information circular (the "**Circular**"):

1. to receive the Corporation's audited financial statements for the years ended June 30, 2026 and 2025, and the report of the auditors thereon;
2. to elect the directors of the Corporation for the ensuing year;
3. to appoint MNP LLP as the auditors of the Corporation for the ensuing year and to authorize the directors to fix their remuneration;
4. to transact such other business as may properly come before the Meeting or any adjournments or postponements thereof.

The record date for the determination of Shareholders entitled to receive notice of, and to vote at, the Meeting or any adjournments or postponements thereof is October 19, 2026 (the "**Record Date**"). Shareholders whose names have been entered in the register of Shareholders at the close of business on the Record Date will be entitled to receive notice of, and to vote, at the Meeting or any adjournments or postponements thereof.

We are inviting Shareholders to participate in the Meeting by dialing in to our conference line at: (800) 221-8656 (Canadian toll free); (800) 220-9875 (U.S. toll free); (302) 709-8332 (International toll free), followed by the Participant Code: 41913568#. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders attending via teleconference will not be able to vote their Common Shares during the Meeting. Shareholders who wish to have their votes counted must either submit their proxy or voting instruction form in advance of the Meeting in accordance with the instructions set out herein, or attend the Meeting in person.

A Shareholder may attend the Meeting in person or may be represented by proxy. Shareholders who are unable to attend the Meeting or any adjournments or postponements thereof in person are requested to complete, date, sign and return the accompanying form of proxy for use at the Meeting or any adjournments or postponements thereof. To be effective, the enclosed form of proxy must be deposited with Odyssey Trust Company ("**Odyssey**"), 1100 – 67 Yonge Street, Toronto ON M5E 1J8, voted online at: https://vote.odysseytrust.com by not later than 11:00 a.m. (Toronto time) on December 1, 2026 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time for holding the adjourned meeting. The Control Number that is printed on the form of proxy is required to vote online. The enclosed form of proxy may also be deposited with the secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

If you are a beneficial or non-registered holder of common shares in the capital stock of the Corporation 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 beneficial or non-registered Shareholder will not be recognized directly at the Meeting for the purposes of voting common shares registered in the name of his/her/its broker; however, a beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the common shares in that capacity.

Notice-and-Access

The Corporation 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. The resolutions to be voted on at the meeting, described in detail in the Circular, are listed below and which correspond to the sections within the Circular where disclosure regarding the matter can be found:

1. **Election of Directors** (page 5): electing the directors who will serve until the end of the Corporation's next annual shareholder meeting.
2. **Appointment of Auditors** (page 8): appointing MNP LLP as the Corporation's auditors and to authorize the directors to fix their remuneration.

Website Where Meeting Materials are Posted

The Notice-and-Access Provisions are a set of rules that 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 Circular, financial statements of the Corporation for the years ended June 30, 2026 and 2025 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for the 2026 fiscal year ("**MD&A**") may be found on the Corporation's SEDAR+ profile at www.sedarplus.ca and also on the Corporation's website at https://hightideresources.com/agm-materials/. The Corporation 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 the Circular to some Shareholders with this notice package. 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 the Circular. **Shareholders are reminded to review the Circular before voting.**

Obtaining Paper Copies of Materials

Shareholders who wish to obtain paper copies of the Circular, Financial Statements and MD&A free of charge or who have questions about notice-and-access can contact the Corporation's transfer agent, Odyssey, toll-free, via www.odysseycontact.com or by phone at 1- 888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). A request for paper copies should be made in advance of the Meeting such that the request is received by Odyssey by November 19, 2026, in order to allow sufficient time for Shareholders to receive the paper copies and to return their proxies or voting instruction forms to intermediaries not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) prior to the time set for the Meeting or any adjournments or postponements thereof. Any requests for paper copies received by Odyssey after November 19, 2026, will be delivered to Shareholders in accordance with applicable securities law.

PLEASE REVIEW THE CIRCULAR BEFORE VOTING.

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Jean-Francois Meilleur*"
Jean-Francois Meilleur
Chairman and Director

HIGH TIDE RESOURCES CORP.

MANAGEMENT INFORMATION CIRCULAR
ANNUAL GENERAL MEETING OF SHAREHOLDERS

High Tide Resources Corp. (the "**Corporation**") 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* ("**NI 54-101**") and National Instrument 51-102 – *Continuous Disclosure Obligations* ("**NI 51-102**") for distribution of this management information circular (the "**Circular**") to both registered and non-registered (or beneficial) holders ("**Shareholders**") of common shares of the Corporation ("**Common Shares**"). Further information on notice-and-access is contained below under the heading *General Information Respecting the Meeting – Notice-and-Access* and Shareholders are encouraged to read this information for an explanation of their rights.

GENERAL INFORMATION RESPECTING THE MEETING

Solicitation of Proxies

This Circular is furnished in connection with the solicitation of proxies by the management of the Corporation for use at the annual general meeting (the "**Meeting**") of Shareholders to be held at the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 on December 3rd, 2026 at 11:00 a.m. (Toronto time) for the purposes set forth in the accompanying Notice of Annual General Meeting of Shareholders. References in this Circular to the Meeting include any adjournment(s) or postponement(s) thereof.

It is expected that the solicitation of proxies will be primarily by mail, however, proxies may also be solicited by the officers, directors and employees of the Corporation by telephone, electronic mail or personally. These persons will receive no compensation for such solicitation other than their regular fees or salaries. The cost of soliciting proxies in connection with the Meeting will be borne directly by the Corporation.

The board of directors of the Corporation (the "**Board**") has fixed the close of business on October 19, 2026 as the record date (the "**Record Date**"), being the date for the determination of the registered Shareholders entitled to receive notice of, and to vote at, the Meeting. All duly completed and executed proxies must be received by the Corporation's registrar and transfer agent, Odyssey Trust Company ("**Odyssey**"), 1100 – 67 Yonge Street, Toronto ON M5E 1J8, voted online at: https://vote.odysseytrust.com by not later than 11:00 a.m. (Toronto time) on December 1, 2026 or, if the Meeting is adjourned, not later than 48 hours (excluding Saturdays, Sundays and statutory holidays in the City of Toronto, Ontario) before the time for holding the adjourned meeting. The Control Number that is printed on the form of proxy is required to vote online. The enclosed form of proxy may also be deposited with the secretary of the Corporation before the commencement of the Meeting or of any adjournment thereof. Notwithstanding the foregoing, the Chair of the Meeting has the discretion to accept proxies received after such deadline.

In this Circular, unless otherwise indicated, all dollar amounts "$" are expressed in Canadian dollars.

Unless otherwise stated, the information contained in this Circular is as at October 19, 2026.

We are inviting Shareholders to participate in the Meeting by dialing in to our conference line at: (800) 221-8656 (Canadian toll free); (800) 220-9875 (U.S. toll free); (302) 709-8332 (International toll free), followed by the Participant Code: 41913568#. Participants should dial in at least ten (10) minutes prior to the scheduled start time and ask to join the call. Shareholders cannot vote their common shares at the Meeting if attending via teleconference and must either vote prior to the Meeting or attend the Meeting in person in order to have their vote cast.

Notice-and-Access

As noted above, the Corporation is utilizing the Notice-and-Access Provisions under NI 54-101 and NI 51-102 for distribution of this Circular to all registered Shareholders and beneficial Shareholders.

The Notice-and-Access Provisions are a set of rules that 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 Circular, financial statements of the Corporation for the years ended June 30, 2026 and 2025 ("**Financial Statements**") and management's discussion and analysis of the Corporation's results of operations and financial condition for the 2026 fiscal year ("**MD&A**") may be found on the Corporation's SEDAR+ profile at www.sedarplus.ca and also on the Corporation's website at https://hightideresources.com/agm-materials/. The Corporation 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 Circular to some Shareholders with the notice package. 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 Circular. **Shareholders are reminded to review this Circular before voting.**

Although this Circular, the Financial Statements and the MD&A will be posted electronically online as noted above, Shareholders will receive paper copies of a "notice package" via prepaid mail containing the Notice of Meeting with information prescribed by NI 54-101 and NI 51-102, a form of proxy or voting instruction form, and a supplemental mail list return card for Shareholders to request they be included in the Corporation's supplemental mailing list for receipt of the Corporation's interim financial statements for the 2026 fiscal year.

The Corporation anticipates that using notice-and-access for delivery to all Shareholders will directly benefit the Corporation through a substantial reduction in both postage and material costs, and also promote environmental responsibility by decreasing the large volume of paper documents generated by printing proxy-related materials. Shareholders who wish to obtain paper copies of the Circular, Financial Statements and MD&A free of charge or who have questions about notice-and-access can contact the Corporation's transfer agent, Odyssey, via www.odysseycontact.com or by phone at 1- 888-290-1175 (toll-free within North America) or 1-587-885-0960 (direct from outside North America). A request for paper copies should be made in advance of the Meeting such that the request is received by Odyssey by November 19, 2026, in order to allow sufficient time for Shareholders to receive their paper copies and to return their form of proxy to Odyssey (in the case of registered Shareholders), or their voting instruction form to their intermediaries (in the case of Non-Registered Shareholders, as such term is defined herein) by its due date. Any requests for paper copies received by Odyssey after November 19, 2026 will be delivered to Shareholders in accordance with applicable securities law.

Voting of Proxies

The Common Shares represented by the accompanying form of proxy (if same is properly executed and is received at the offices of Odyssey at the address provided herein not later than 11:00 a.m. (Toronto time) on December 1st, 2026, or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting) will be voted at the Meeting, and, where a choice is specified in respect of any matter to be acted upon, will be voted or withheld from voting in accordance with the specification made on any ballot that may be called for.

In the absence of such specification, proxies in favour of management will be voted in favour of all resolutions described below. The enclosed form of proxy confers discretionary authority upon the persons named therein with respect to amendments or variations to matters identified in the Notice of Annual General Meeting of Shareholders and with respect to other matters which may properly come before the Meeting. At the time of printing of this Circular, management knows of no such amendments, variations or other matters to come before the Meeting. However, if any other matters that are not now known to management should properly come before the Meeting, the form of proxy will be voted on such matters in accordance with the best judgment of the named proxies.

Appointment of Proxies

The persons named in the enclosed form of proxy are officers and/or directors of the Corporation. **A Shareholder desiring to appoint some other person, who need not be a Shareholder, to represent him or her at the Meeting, may do so by inserting such person's name in the blank space provided in the enclosed form of proxy or by completing another proper form of proxy and, in either case, depositing the completed and executed proxy at the offices of Odyssey, at the address provided herein, not later than 11:00 a.m. (Toronto time) on December 1st, 2026 or in the case of any adjournment or postponement of the Meeting, not later than forty-eight (48) hours (excluding Saturdays, Sundays and statutory holidays in Toronto, Ontario) prior to the time set for the adjourned or postponed Meeting.**

A Shareholder forwarding the enclosed form of proxy may indicate the manner in which the appointee is to vote with respect to any specific item by checking the appropriate space. If the Shareholder giving the proxy wishes to confer a discretionary authority with respect to any item of business, then the space opposite the item is to be left blank. The Common Shares represented by the form of proxy submitted by a Shareholder will be voted in accordance with the directions, if any, given in the form of proxy.

To be valid, a form of proxy must be executed by a Shareholder or a Shareholder's attorney duly authorized in writing or, if the Shareholder is a body corporate, under its corporate seal or by a duly authorized officer or attorney.

Revocation of Proxies

A Shareholder who has submitted a form of proxy as directed hereunder may revoke it at any time prior to the exercise thereof. If a person who has given a proxy personally attends the Meeting at which that proxy is to be voted, that person may revoke the proxy and vote in person. In addition to the revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the Shareholder or his or her attorney or authorized agent and deposited with Odyssey, 1100 – 67 Yonge Street, Toronto ON M5E 1J8 (Attn: Proxy Department) (by hand or mail delivery) at any time up to and including the last business day preceding the day of the Meeting, or with the Chairman of the Meeting prior to the commencement of the Meeting on the day of the Meeting, and upon either of those deposits, the proxy will be revoked.

Only registered shareholders may revoke a proxy in this manner. Non-Registered Shareholders (as defined below) who wish to change their vote must arrange for their Intermediary (as defined below) to revoke the proxy on their behalf.

Voting by Non-Registered Shareholders

Only registered Shareholders or the persons they appoint as their proxies are permitted to vote at the Meeting. Most Shareholders are "non-registered" Shareholders ("**Non-Registered Shareholders**") because the Common Shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the Common Shares. Common Shares beneficially owned by a Non-Registered Shareholder are registered either: (i) in the name of an intermediary ("**Intermediary**") that the Non-Registered Shareholder deals with in respect of the Common Shares; or (ii) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc. ("**CDS**")) of which the Intermediary is a participant. In accordance with applicable securities law requirements, the Corporation will have distributed copies of the Notice of the Annual General Meeting of Shareholders, this Circular and the form of proxy (collectively, the **"Meeting Materials**") to the clearing agencies and Intermediaries for distribution to Non-Registered Shareholders.

Intermediaries are required to forward the Meeting Materials to Non-Registered Shareholders unless a Non-Registered Shareholder has waived the right to receive them. Intermediaries often use service companies to forward the Meeting Materials to Non-Registered Shareholders. Generally, Non-Registered Shareholders who have not waived the right to receive Meeting Materials will either:

(i) be given a voting instruction form **which is not signed by the Intermediary** and which, when properly completed and signed by the Non-Registered Shareholder and **returned to the Intermediary or its service company**, will constitute voting instructions (often called a "**voting instruction form**") which the Intermediary must follow. Typically, the voting instruction form will consist of a one-page pre-printed form. The majority of brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("**Broadridge**") in Canada. Broadridge typically prepares a machine-readable voting instruction form, mails those forms to Non-Registered Shareholders and asks Non-Registered Shareholders to return the forms to Broadridge or otherwise communicate voting instructions to Broadridge (by way of the Internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of the shares to be represented at the Meeting. Sometimes, instead of the one-page pre-printed form, the voting instruction form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label with a bar-code and other information. In order for this form of proxy to validly constitute a voting instruction form, the Non-Registered Shareholder must remove the label from the instructions and affix it to the form of proxy, properly complete and sign the form of proxy and

submit it to the Intermediary or its service company in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Shareholder who receives a voting instruction form cannot use that form to vote his or her Common Shares at the Meeting**; or

(ii) be given a form of proxy **which has already been signed by the Intermediary** (typically by a facsimile, stamped signature), which is restricted as to the number of shares beneficially owned by the Non-Registered Shareholder, but which is otherwise not completed by the Intermediary. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Shareholder when submitting the proxy. In this case, the Non-Registered Shareholder who wishes to submit a proxy should properly complete the form of proxy and deposit it with Odyssey, 1100 – 67 Yonge Street, Toronto ON M5E 1J8 (by hand or mail delivery).

In either case, the purpose of these procedures is to permit Non-Registered Shareholders to direct the voting of the Common Shares they beneficially own. Should a Non-Registered Shareholder who receives one of the above forms wish to vote at the Meeting, or any adjournment(s) or postponement(s) thereof, (or have another person attend and vote on behalf of the Non-Registered Shareholder), the Non-Registered Shareholder should strike out the persons named in the voting instruction form and insert the Non-Registered Shareholder or such other person's name in the blank space provided. **In either case, Non-Registered Shareholders should carefully follow the instructions of their Intermediary, including those regarding when and where the voting instruction form is to be delivered**.

A Non-Registered Shareholder may revoke a voting instruction form or a waiver of the right to receive the Meeting Materials and to vote which has been given to an Intermediary at any time by written notice to the Intermediary provided that an Intermediary is not required to act on a revocation of a voting instruction form or of a waiver of the right to receive Meeting Materials and to vote, which is not received by the Intermediary at least seven (7) days prior to the Meeting.

Non-Registered Shareholders fall into two categories: those who object to their identity being made known to the issuers of securities which they own ("**Objecting Beneficial Owners**" or "**OBOs**") and those who do not object to their identity being made known to the issuers of the securities they own ("**Non-Objecting Beneficial Owners**" or "**NOBOs**"). Subject to the provisions of NI 54-101, issuers may request and obtain a list of their NOBOs from intermediaries. Pursuant to NI 54-101, issuers may obtain and use the NOBO list in connection with any matter relating to the affairs of the issuer, including the distribution of proxy-related materials directly to NOBOs. The Corporation is not sending Meeting Materials directly to the NOBOs. The Corporation will use intermediaries and agents to send the Meeting Materials; however, it does not intend to pay for intermediaries to deliver the Meeting Materials to the OBOs. As more particularly outlined under the heading "Notice-and-Access", Meeting Materials will be sent to Non-Registered Shareholders using the Notice-and-Access Provisions.

All references to Shareholders in this Circular, instrument of Proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

Registered Shareholders

Registered holders of Common Shares shown on the Shareholders' list prepared as of the Record Date will be entitled to vote such Common Shares at the Meeting on the basis of one vote for each Common Share held.

Registered Shareholders may also, rather than returning by mail or hand delivery the form of proxy received from the Corporation, elect to submit a form of proxy by use of telephone or the Internet. Those registered holders electing to vote by telephone require a touch-tone telephone to transmit their voting preferences. Registered holders electing to vote by telephone or via the Internet must follow the instructions included in the form of proxy received from the Corporation.

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

Other than as disclosed herein, no director or executive officer of the Corporation who has held such position at any time since the beginning of the Corporation's last financial year, or each proposed nominee for election as a director of the Corporation, or associates or affiliates of the foregoing persons, have any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matters to be acted upon at the Meeting.

ABOUT THE CORPORATION

The Corporation was registered and incorporated in Ontario, Canada under the name High Tide Resources Corp. on October 18, 2018 under the Business Corporations Act (*Ontario*) (the "**OBCA**"). The Corporation's registered and head office is located at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4.

The principal business of the Corporation is the acquisition, exploration and development of mineral property interests in Canada, with a focus on the southern Labrador Trough area of Quebec and Newfoundland & Labrador. The Corporation's material property is known as the Labrador West Iron Project which is located near Labrador City in Newfoundland and Labrador, Canada.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The authorized share capital of the Corporation consists of an unlimited number of Common Shares without par value and as at the date hereof, there are 121,313,222 Common Shares issued and outstanding.

Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. All such holders of record of Common Shares on the Record Date are entitled either to attend and vote thereat in person the Common Shares held by them or, provided a completed and executed proxy shall have been delivered to the Corporation's transfer agent, Odyssey within the time specified in the attached Notice of Annual General Meeting of Shareholders, to attend and to vote thereat by proxy the Common Shares held by them.

Principal Holders of Voting Securities

To the knowledge of the directors and executive officers of the Corporation, the only holders of shares carrying more than 10% of the voting rights as at the date hereof are:

Name	Number of Common Shares Beneficially Owned, Controlled or Directed (Directly or Indirectly)[(1)]	Percentage of Outstanding Shares[(2)]
Altius Minerals Corporation[(3)]	15,923,511	13.13%
Avidian Gold Corp	14,842,020	12.23%

Notes:

(1) The information as to the number and percentage of Common Shares beneficially owned, controlled or directed, not being within the knowledge of the Corporation, has been obtained by the Corporation from publicly disclosed information and/or furnished by the Shareholder listed above.

(2) On a non-diluted basis.

(3) All of Altius Minerals Corporation's Common Shares are held by Altius Resources Inc., a wholly owned subsidiary of Altius Minerals Corporation.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Receipt of Financial Statements

The audited financial statements of the Corporation for the fiscal years ended June 30, 2026 and 2025 and the report of the auditors thereon, both of which accompany this Circular, will be submitted to the Meeting. Receipt at the Meeting of the auditor's report and the Corporation's audited financial statements for the fiscal years ended June 30, 2026 and 2025 will not constitute approval or disapproval of any matters referred to therein.

2. Election of Directors

At the Meeting, a total of four (4) directors, being Steve Roebuck, Carol Seymour, Joseph Poveromo, and Jean-Francois Meilleur will be proposed for election as directors of the Corporation. Each director elected will hold office until the close of the next annual meeting of Shareholders of the Corporation, or until his or her successor is duly elected unless prior thereto, he or she resigns, or his or her office becomes vacant by reason of death or other cause. 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.

Shareholders have the option to (i) vote for all of the directors of the Corporation listed in the table below; (ii) vote for some of the directors and withhold for others; or (iii) withhold for all of the directors. **Unless the Shareholder has specifically instructed in the enclosed form of proxy that the Common Shares represented by such proxy are to be withheld or voted otherwise, the persons named in the accompanying proxy will vote FOR the election of each of the proposed nominees set forth below as directors of the Corporation.**

Management does not contemplate that any of the nominees will be unable to serve as a director, but if that should occur for any reason prior to the Meeting, it is intended that discretionary authority shall be exercised by the persons named in the accompanying proxy to vote the proxy for the election of any other person or persons in place of any nominee or nominees unable to serve.

The following table states the name of each person nominated by management for election as a director, such person's principal occupation or employment, period of service as a director of the Corporation, and the approximate number of voting securities of the Corporation that such person beneficially owns, or over which such person exercises direction or control:

Name, and Province and Country of Residence	Principal Occupation [(1)]	Director Since	Common Shares Owned or Controlled[(1)]
Steve Roebuck *Ontario, Canada*	High Tide Resources Corp, President, February 1, 2022 to Present High Tide Resources Corp, CEO & Director, April 12, 2021 to Present High Tide Resources Corp., VP Exploration 01-2019 to Present Avidian Gold, CEO 03-2021 to Present Avidian Gold, President 01-2020 to 03-2021 Avidian Gold, VP Corporate Development 06-2019 to 01-2020 Geological Consultant, 03-2018 to 06-2019 Enforcer Gold, CEO 08-2016 to 03-2018	January 9, 2019	3,326,389 (2.74%)
Carol Seymour[(2)] *Newfoundland and Labrador, Canada*	Altius Resources Inc., Senior Geologist, 03-2011 to present Altius Resources Inc., Project Geologist, 03-2007 to 03-2020	April 12, 2021	100,000 (0.08%)
Joseph Poveromo[(2)] *Pennsylvania, United States of America*	President, Raw Materials & Ironmaking Global Consulting, 2009 - present	May 1, 2021	Nil (0%)
Jean-Francois Meilleur[(2)] *Quebec, Canada*	P.E. Partners, Managing Director, 2006 – present. Soma Gold Corp., Vice President, Capital Markets, 2024 – Present.	June 25, 2024	6,741,616 (5.56%)

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 Corporation, has been furnished by the respective persons set forth above.

(2) Member of the Audit Committee. Jean-Francois Meilleur is the Chair.

Steve Roebuck

Steve Roebuck received his Bachelor of Science degree from Concordia University in 1994 and is a registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL). Steve has a diverse background with both open pit and underground production experience having worked for Royal Oak Mines and BHP Billiton in the Northwest Territories and exploration experience working for

Placer Dome, Aur Resources and Advanced Explorations Inc (iron ore) in Quebec and Nunavut. More recently Steve has taken on executive roles having been President of Scorpio Gold and is currently President and CEO of Avidian and has extensive capital markets experience having raised over $15M for junior exploration companies.

Dr. Joseph Poveromo

Dr. Joseph Poveromo received his Bachelor of Science in Chemical Engineering from RPI in 1968 and his MSc. (1971) and Ph.D. (1974) in Chemical Engineering from SUNY (Buffalo). He is President of Raw Materials & Ironmaking Global Consulting. Joe is an internationally recognized steel industry authority on the technical and economic aspects of ironmaking (blast furnace and direct reduction), ironmaking raw materials (iron ore, coke) including sintering and pelletizing processes, iron ore mining, processing & properties, steelmaking metallics (merchant pig iron, DRI, HBI). Joe has extensive experience working in the Labrador Trough having worked for 15 years with ArcelorMittal Canada (the former Quebec Cartier Mining Company) as Director of Technology-International. During his time with Bethlehem Steel he served on the Technical Committee of IOC (Iron Ore Company of Canada). More recently, he has advised on a number of iron ore operations and projects in the region.

Jean-Francois Meilleur

Jean-François Meilleur graduated from HEC Montréal in 2003 with a bachelor's degree in finance. For the past 18 years, he has been a Managing Director at P.E. Partners, a small-cap Capital Market boutique, supporting entrepreneurs in navigating the capital markets. In that role, he has worked with dozens of junior explorers and taken on significant executive roles with Critical Elements, Quebec Precious Metals, and Soma Gold Corp.

Carol Seymour

Carol Seymour was born and raised in Labrador City and received a Bachelor of Science degree with Honors from Memorial University of Newfoundland in 2003. Since this time, she has been working as a geologist with Canadian junior mineral exploration companies where she has gained valuable work experience both in Canada and internationally in the mineral exploration field. Carol is a registered Professional Geoscientist with the Association of Professional Engineers and Geoscientists of Newfoundland and Labrador (PEGNL) and currently works as a senior geologist with Altius Resources Inc. Through her role with Altius and internships at the Iron Ore Company of Canada, she has gained extensive experience working throughout the Labrador Trough on various iron ore exploration projects and was the project geologist for Altius' Kami and Julienne Lake iron ore projects.

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Except as disclosed below, no proposed director of the Corporation is, as at the date of this Circular is, or within the 10 years prior to the date of this Circular has been, a director, chief executive officer or chief financial officer, of any company (including the Corporation) that:

(a) while that person was acting in that capacity was subject to:

  (i) a cease trade order (including any management cease trade order which applied to directors or executive officers of a company, whether or not the person is named in the order), or

  (ii) an order similar to a cease trade order, or

  (iii) an order that denied the relevant company access to any exemption under securities legislation,

that was in effect for a period of more than 30 consecutive days (an "**Order**"); or

(b) was subject to an Order that was issued after the director or executive officer ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer.

No individual set forth in the above table (or any personal holding company of any such individual), is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any

company (including the Corporation) that, while such individual 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.

No individual as set forth in the above table (or any personal holding company of any such individual), has, within the ten (10) years before the date of this 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 such individual.

No individual set forth in the above table (or any personal holding company of any such individual), has been subject to:

(a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or

(b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable investor in making an investment decision.

3. Appointment of Auditors

MNP LLP ("**MNP**") are the independent auditors of the Corporation. MNP was first appointed auditor of the Corporation on July 15, 2026, with the approval of the Board and the Audit Committee, following the resignation of McGovern Hurley LLP (the "**Predecessor Auditor**") at the request of the Corporation, effective July 15, 2026.

Each of MNP, the Predecessor Auditor and the Corporation have confirmed that the Predecessor Auditor has not expressed any modified opinions in the Predecessor Auditor's reports on the financial statements of the Corporation for the financial years ended June 30, 2026 and June 30, 2025, and that there have been no "reportable events" within the meaning of section 4.11(1) of NI 51-102. The change of auditor reporting package was filed on July 21, 2026 on the Corporation's SEDAR+ profile at www.sedarplus.ca and a copy of the same is attached hereto as Schedule "B", pursuant to section 4.11 of NI 51-102.

At the Meeting, Shareholders will be asked to consider and, if thought advisable, to pass an ordinary resolution to appoint MNP to serve as auditors of the Corporation until the next annual meeting of Shareholders and to authorize the directors of the Corporation to fix their remuneration as such. To be adopted, this resolution is required to be passed by the affirmative vote of a majority of the votes cast at the Meeting.

Unless the Shareholder has specifically instructed that his or her Common Shares are to be withheld from voting in connection with the appointment of MNP, the persons named in the accompanying proxy intend to vote FOR the appointment of MNP as the auditors of the Corporation to hold office until the next annual meeting of Shareholders or until a successor is appointed, and to authorize the Board to fix their remuneration.

4. Other Matters

Management of the Corporation knows of no amendment, variation or other matter to come before the Meeting other than the matters referred to in the notice of meeting accompanying this Circular. However, if any other matter properly comes before the Meeting, valid forms of proxy will be voted on such matter in accordance with the best judgment of the persons voting the proxy.

EXECUTIVE COMPENSATION

Named Executive Officers

For the purposes of this Circular, a Named Executive Officer ("**NEO**") of the Corporation means each of the following individuals:

(a) a chief executive officer ("**CEO**") of the Corporation;

(b) a chief financial officer ("**CFO**") of the Corporation;

(c) in respect of the Corporation and its subsidiaries, the most highly compensated executive officer other than the individuals identified in paragraphs (a) and (b) at the end of the most recently completed financial year whose total compensation was more than $150,000; and

(d) each individual who would be a NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Corporation, nor acting in a similar capacity, at the end of that financial year.

During the Corporation's most recently completed financial year, being the financial year ended June 30, 2026 (the "**Last Financial Year**"), the Corporation's NEOs were: Steve Roebuck, President, CEO and Director, and Donna McLean, CFO.

Oversight and Description of Director and Named Executive Officer Compensation

The Corporation does not have a formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The Board is responsible for ensuring that the Corporation has in place an appropriate plan for executive compensation, and for determining the compensation of the Corporation's directors and executive officers. The Board, as a whole, ensures that the total compensation paid to the Corporation's directors and NEOs is fair, reasonable, and consistent with the Corporation's compensation philosophy. For more information, see "*Statement of Corporate Governance – Compensation"*.

Compensation plays an important role in achieving short- and long-term business objectives that ultimately drive business success. The Corporation's compensation philosophy is to foster entrepreneurship at all levels of the organization through, among other things, the granting of stock options as a significant component of executive compensation. This approach is based on the assumption that the performance of the Common Share price over the long term is an important indicator of long-term performance.

The Corporation's compensation philosophy is based on the following fundamental principles:

1. *Compensation programs align with Shareholder interests* – the Corporation aligns the goals of directors and executive officers with maximizing long-term Shareholder value;

2. *Performance-sensitive* – compensation for directors and executive officers should be linked to the operating and market performance of the Corporation and should fluctuate with performance; and

3. *Offer market-competitive compensation to attract and retain talent* – the compensation program should provide market-competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives, and to attract new individuals of the highest calibre.

The objectives of the compensation program in compensating directors and NEOs were developed based on the above-mentioned compensation philosophy and are as follows:

- to attract and retain highly qualified executive officers;
- to align the interests of executive officers with Shareholders' interests and with the execution of the Corporation's business strategy;
- to evaluate performance on the basis of key measurements that correlate to long term Shareholder value; and
- to tie compensation directly to those measurements and rewards based on achieving and exceeding predetermined objectives.

The Corporation is an exploratory stage mining corporation and does not expect to be generating revenues from operations in the foreseeable future. As a result, the use of traditional performance standards, such as corporate profitability, is not considered by the Board to be appropriate in the evaluation of corporate or NEO performance. The

compensation of senior officers is also based, in part, on trends in the mineral exploration industry as well as achievement of the Corporation's business plans. The Board did not establish any quantifiable criteria during the Last Financial Year with respect to base compensation payable or the amount of equity compensation granted to NEOs and did not benchmark against a peer group of companies.

The Stock Option Plan

The Corporation maintains a stock option plan which was last approved by the shareholders on December 11, 2025 (the "**Stock Option Plan**"). The Stock Option Plan is designed to ensure compliance with the policies of the Canadian Securities Exchange ("**CSE**"). The Stock Option Plan is a rolling stock option plan that sets the number of Common Shares issuable thereunder at a maximum of 10% of the Common Shares issued and outstanding at the time of any grant.

The Stock Option Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, the option to purchase Common Shares.

The purpose of the Stock Option Plan is to advance the interests of the Corporation by encouraging the directors, officers, employees, management corporation employees and consultants of the Corporation, and of its subsidiaries and affiliates, if any, to acquire Common Shares in the share capital of the Corporation, thereby increasing their proprietary interest in the Corporation, encouraging them to remain associated with the Corporation and furnishing them with additional incentive in their efforts on behalf of the Corporation in the conduct of its affairs. The Stock Option Plan provides that, subject to the requirements of the CSE, the aggregate number of securities reserved for issuance will be 10% of the number of the Corporation's Common Shares issued and outstanding at the time such options are granted. The CSE policies provide that the term of a stock option may not be amended once it has been issued. If an option is cancelled prior to its expiry date, the Corporation must post notice of the cancellation and shall not grant new options to the same person until thirty (30) days have elapsed from the date of cancellation.

The Stock Option Plan will be administered by the Board, which will have full and final authority with respect to the granting of all options thereunder.

Eligible Optionees

To be eligible to receive a grant of options under the Stock Option Plan, regulatory authorities require an optionee to be either a director, officer, employee, consultant or an employee of a corporation providing management or other services to the Corporation or a subsidiary at the time the option is granted (each, a "**Participant**").

Options may be granted only to an individual eligible, or to a non-individual that is wholly-owned by individuals eligible, for an option grant. If the option is granted to a non-individual, it will not permit any transfer of its securities, nor issue further securities, to any individual or other entity as long as the option remains in effect.

Restrictions

The Stock Option Plan is a 10% rolling plan and the total number of Common Shares issuable upon exercise of options under the Stock Option Plan cannot exceed 10% of the Corporation's issued and outstanding Common Shares on the date on which an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the Stock Option Plan. The aggregate number of Common Shares which may be issued under the Stock Option Plan to any one particular Participant shall not exceed 50% of the said aggregate number of Common Shares allocated to and made available under the Stock Option Plan. Any options issued under the Stock Option Plan must comply with the provisions of National Instrument 45-106 *Prospectus Exempt Distributions* and any successor instrument.

Material Terms of the Stock Option Plan

The following description of the material features of the Stock Option Plan is qualified in its entirety by the full text of the Stock Option Plan. The material terms of the Stock Option Plan are as follows:

(a) persons who are bona fide employees, officers or directors of the Corporation or its affiliates, or who are providing services to the Corporation or its affiliates, are eligible to receive grants of options under the Stock Option Plan;

(b) consultants who are engaged to provide services to the Corporation or a subsidiary of the Corporation under a written contract and spend or will spend a significant amount of time and attention on the affairs and business of the Corporation or its subsidiaries, are eligible to receive grants of options under the Stock Option Plan;

(c) The judgement of the Board in designating Participants and the extent of their participation in the Stock Option Plan shall be final and conclusive, provided, however, that each designated Participant shall have the right not to participate in the Stock Option Plan;

(d) The rights of any Participant under the Stock Option Plan are personal to the said Participant and are not assignable and not transferable otherwise than (a) by will or by laws governing the devolution of property in the event of death of the Participant or (b) with the approval of the Board of Directors, to a Permitted Assign (as defined in the Stock Option Plan);

(e) The Corporation shall pay all costs of administering the Stock Option Plan;

(f) The exercise price of the shares purchased pursuant to stock options granted hereunder shall be determined in the discretion of the Board at the time of the granting of the stock option, provided that the exercise price shall not be lower than the "Market Price". "Market Price" of a Common Share means, on any given day: (i) where the Share is not listed on a recognized stock exchange, the fair market value of a Common Share on that day determined by the Board, in good faith; and (ii) where the Common Shares are listed on a recognized stock exchange, the closing price of the Common Shares on the stock exchange on the trading day immediately prior to the date the stock option is granted, or if, there is no reported trade of the Common Shares on the stock exchange on such date, the arithmetic average of the closing bid and the closing ask for the Common Share on the stock exchange on such date. For greater certainty, the Corporation will not grant options with an exercise price lower than the greater of the closing market prices of the Shares on (a) the trading day prior to the day of the grant of the stock options, and (b) the date of grant of the stock option;

(g) all options granted under the Stock Option Plan expire on a date not later than ten (10) years after the issuance of such options;

(h) if an optionee becomes physically or mentally disabled, retires with the consent of the Corporation or dies, any option granted may be exercised up to the full amount of the optioned shares by the Participant or the legal representative of the Participant, as the case may be up to and including nine (9) months following the disability, retirement or death, after which such option shall expire and terminate;

(i) In the event the Participant's employment by or engagement with (as a director or otherwise) the Corporation is terminated by the Corporation or the Participant for any reason other than the Participant's physical or mental disability, retirement with the consent of the Corporation or death before exercise of any options granted hereunder, the Participant shall have ninety (90) days from the date of such termination to exercise only that portion of the option such Participant is otherwise entitled to exercise at that time and thereafter such Participant's option shall expire and all rights to purchase shares hereunder shall cease and expire;

(j) in the case of an optionee being dismissed from employment or service for cause, the optionee shall have ninety (90) days from the date of such termination to exercise only that portion of the options such optionee is otherwise entitled to exercise at that time and thereafter such options shall expire and all rights to purchase shares hereunder shall cease and expire and be of no further force or effect;

(k) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Market Price (as defined in the Stock Option Plan);

Except as indicated in the table Summary Compensation Tables, below, no share-based awards and option-based awards have been given to any of the directors or officers of the Corporation during the fiscal year ended June 30, 2026. During the year ended June 30, 2026, 1,616,667 options were granted to directors and NEOs of the Corporation who were in such position during the year ended June 30, 2026. As of June 30, 2026, there were 7,141,667 options outstanding, of which 5,941,667 were fully vested and exercisable and as of the date hereof, there were 7,141,667 options outstanding, of which 5,941,667 were fully vested and exercisable.

The Restricted Share Unit Plan

The Board approved a restricted share unit plan (the "**RSU Plan**") for the Corporation on September 22, 2021.

The purpose of the restricted share unit plan is to attract and retain highly qualified officers, directors, key employees, consultants and other persons, and to motivate such officers, directors, key employees, consultants and other persons to serve the Corporation and its affiliates ("**Affiliates**") and to expend maximum effort to improve the business results and earnings of the Corporation, by providing to such persons an opportunity to acquire or increase a direct proprietary interest in the operations and future success of the Corporation. To this end, the RSU Plan provides for the grant of restricted share units ("**RSUs**"). Any of these awards of the RSUs may, but need not, be made as performance incentives to reward attainment of annual or long-term performance goals in accordance with the terms hereof (as such performance goals are specified in the award agreement, as may be applicable). The RSU Plan is intended to complement the Stock Option Plan by allowing the Corporation to offer a broader range of incentives to diversify and customize the rewards for management and staff to promote long term retention.

The RSU Plan provides that the Board may from time to time, in its discretion, grant to directors, officers, employees and consultants of the Corporation, or any subsidiary of the Corporation, RSUs. The RSU Plan provides for a fixed maximum limit of 4,600,000 Common Shares that are issuable pursuant to the RSU Plan. At the time a grant ("**Grant Date**") of RSUs is made, the Board may, in its sole discretion, establish a period of time (a "**Vesting period**") applicable to such RSUs. Each award of RSUs may be subject to a different Vesting period. The Board may, in its sole discretion, at the time a grant of RSUs is made, prescribe restrictions in addition to or other than the expiration of the Vesting period.

As of the date of this circular, no RSUs have been issued under the RSU Plan. As at the date hereof, the number of Common Shares remaining available for issuance under the plan is 4,600,000.

The RSU Plan is available to directors, employees and consultants which are collectively referred to in the RSU Plan as service providers of the Corporation, as determined by the Board (the "**Eligible Grantees**").

The RSU Plan is intended to complement the Stock Option Plan by allowing the Corporation to offer a broader range of incentives to diversify and customize the rewards to Eligible Grantees and to promote long term retention and greater alignment with the competitive market. The following information is intended to be a brief description and summary of the material features of the RSU Plan.

a) The RSU Plan provides for a fixed maximum limit whereby the total number of Common Shares to be allocated and made available under the RSU Plan cannot exceed 4,600,000 Common Shares.

b) The number of Common Shares issued or to be issued under the RSU Plan and all other security-based compensation arrangements, at any time, shall not exceed 20% of the total number of the issued and outstanding Common Shares of the Corporation.

c) Neither awards nor any rights under any such awards shall be assignable or transferable. If any Common Shares covered by an award are forfeited, or if an award terminates without delivery of any Common Shares subject thereto, then the number of Common Shares counted against the aggregate number of Common Shares available under the RSU Plan with respect to such award shall, to the extent of any such forfeiture or termination, again be available for making awards under the RSU Plan.

d) The RSU Plan shall terminate automatically after ten years and may be terminated on any earlier date or extended by the Board.

The Board may at any time, in its sole discretion and without the approval of Shareholders, amend, suspend, terminate or discontinue the RSU Plan and may amend the terms and conditions of any awards thereunder, subject to (a) any required approval of any applicable regulatory authority or the stock exchange on which the Common Shares are listed, and (b) approval of Shareholders of the Corporation, where required by law or by the stock exchange on which the Common Shares are listed, provided that Shareholder approval shall not be required for the following amendments and the Board may make changes which may include but are not limited to: (i) amendments of a 'housekeeping nature'; (ii) changes to vesting provisions; or (iii) changes to the term of the RSU Plan or awards made under the RSU Plan provided those changes do not extend the restriction period of any restricted share unit ("**RSU**") beyond the original expiry date or restriction period. The Board may amend, modify, or supplement the terms of any outstanding award.

Restricted Share Units

The RSU Plan provides that the Board of the Corporation may, from time to time, in its sole discretion, grant awards of RSUs to Eligible Grantees. Each RSU shall represent one Common Share of the Corporation. The Board may, in its sole discretion, establish a Vesting period applicable to such RSUs. Each award of RSUs may be subject to a different Vesting period. The Board may, in its sole discretion, prescribe restrictions in addition to or other than the expiration of the Vesting period, including the satisfaction of corporate or individual performance objectives, which may be applicable to all or any portion of the RSUs. The performance criteria will be established by the Board in its sole discretion. The Board may, in its sole discretion, revise the performance criteria. Notwithstanding the foregoing, (i) RSUs shall vest in full from a period beginning on the Grant Date to the date which is not later than three (3) years from the grant date; (ii) RSUs for which vesting may be accelerated by achieving performance targets shall vest in full from a period beginning on the grant date to the date which is not later than three (3) years from the grant date; and, (iii) at the election of an outside director at the time the award is granted, RSUs may vest in full from a period beginning on the grant date to the date which is not later than three (3) years from the grant date, and (b) if no election is made, upon the earlier of a change of control in accordance with Section 11.2 of the RSU Plan or his or her resignation from the Board.

Upon the expiration or termination of the Vesting period and the satisfaction of any other restrictions prescribed by the Board, the RSUs shall vest and shall be settled in either cash or Common Shares, as the Board or a committee designated by the Board, as may be applicable, may so determine, unless otherwise provided in the award agreement.

A cash payment shall be in the amount equal to the "Market Price" per share as defined in the policies of the applicable stock exchange on the trading day prior to the date of vesting, and certified funds shall be paid for the RSUs valued at the Market Price. A Common Share payment shall be for Common Shares issued by the Corporation from treasury and a share certificate for that number of Common Shares equal to the number of vested RSUs shall be free of all restrictions. The cash payment or Common Shares shall be delivered to the grantee or the grantee's beneficiary or estate, as the case may be.

If a grantee's employment is terminated with cause, the Corporation may, within thirty (30) days, annul an award if the grantee is an employee of the Corporation or an affiliate thereof. If a grantee's employment is terminated with or without cause, unless the Board otherwise provides in an award agreement or in writing after the award agreement is issued, any RSUs that have not vested and will not vest within thirty (30) days from the date of termination, or with respect to which all applicable restrictions and conditions have not lapsed, shall immediately be deemed forfeited. Upon the death of a grantee, any RSUs granted to said grantee which, prior to the grantee's death, have not vested, will immediately vest and the grantee's estate shall be entitled to receive payment in accordance with the terms of the RSU Plan.

Employment, Consulting, and Management Agreements

During the fiscal year ended June 30, 2026, no director or NEO received compensation under an employment, consulting or management agreement or other arrangement, except as set out under the headings "*Director and NEO Compensation, Excluding Compensation Securities*" and "*Stock Options and other Compensation Securities*".

Pension Plan Benefits, Termination and Change of Control Benefits

The Corporation does not maintain any defined benefit, contribution, or pension plans and no officer or director of the Corporation was eligible for any payments or other benefits in connection with retirement under any defined benefit, contribution, or pension plan during the fiscal year ended June 30, 2026, or at any time from June 30, 2026 to the date of this Circular.

There are no arrangements between any of the Corporation's officers and the Corporation which provide for benefits upon a change of control, severance, termination or constructive dismissal of such officer from the Corporation.

Director and NEO Compensation, Excluding Compensation Securities

The following information is presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, for the Corporation's financial years ended June 30, 2026, and 2025.

The following table provides information for the prior two years regarding compensation earned by directors and NEOs:

Name and Position	Year	Salary, consulting fee, retainer or commission ($)	Bonus ($)	Committee or meeting fees ($)	Value of perquisites ($)	Value of all other compensation ($)	Total compensation ($)
Steve Roebuck, *CEO, President, VP Exploration and Director*[1]	2026	$83,000	$nil	$nil	$nil	$nil	$83,000
	2025	$66,000	$nil	$nil	$nil	$nil	$66,000
Donna McLean, *CFO*	2026	$10,000	$nil	$nil	$nil	$nil	$10,000
	2025	$10,000	$nil	$nil	$nil	$nil	$10,000
Stephen Altmann, *Former Director*[2]	2026	$nil	$nil	$nil	$nil	$nil	$nil
	2025	$nil	$nil	$nil	$nil	$nil	$nil
Carol Seymour, *Director*	2026	$nil	$nil	$nil	$nil	$nil	$nil
	2025	$nil	$nil	$nil	$nil	$nil	$nil
Joseph Poveromo, *Director*	2026	$nil	$nil	$nil	$nil	$nil	$nil
	2025	$nil	$nil	$nil	$nil	$nil	$nil
Jean-Francois Meilleur, *Director*[3]	2026	$30,000	$nil	$nil	$nil	$nil	$30,000
	2025	$nil	$nil	$nil	$nil	$nil	$nil

Notes:

(1) Mr. Roebuck's salary pertained to his position as CEO and VP of Exploration. None of Mr. Roebuck's salary pertained to his capacity as a director of the Corporation.
(2) Stephen Altmann resigned as a director of the Corporation effective January 15, 2026.
(3) Mr. Meilleur's compensation arrangement provides a salary of $7,500 per month, beginning on March 1, 2026. His salary pertained to his position as the Chairman of the Corporation.

Stock Options and Other Compensation Securities

The following table sets out the compensation securities payable by the Corporation to each of the Corporation's directors and NEOs during the fiscal year ended June 30, 2026 and up until the date of this Circular.

Compensation Securities							
Name and position	**Type of compensation security**	**Number of compensation securities, number of underlying securities, and percentage of class**	**Date of issue or grant**	**Issue, conversion, or exercise price ($)**	**Closing price of security or underlying on date of grant ($)**	**Closing price of security or underlying security at year end ($)**	**Expiry date**
Steve Roebuck, *CEO, President, VP Exploration and Director*[(1)]	Stock options	200,000	October 1, 2025	$0.125	$0.115	$0.25	October 1, 2030
Donna McLean, *CFO*[(2)]	Stock options	50,000	October 1, 2025	$0.125	$0.115	$0.25	October 1, 2030
Stephen Altmann, *Former Director*[(3)]	Stock options	66,667	October 1, 2025	$0.125	$0.115	$0.25	October 1, 2030
Carol Seymour, *Director*[(4)]	Stock options	100,000	October 1, 2025	$0.125	$0.115	$0.25	October 1, 2030
Joseph Poveromo, *Director*[(5)]	Stock options	100,000	October 1, 2025	$0.125	$0.115	$0.25	October 1, 2030
Jean-Francois Meilleur[(6)], *Director*	Stock options	1,000,000	October 1, 2025	$0.125	$0.115	$0.25	October 1, 2030

Notes:

(1) Mr. Roebuck holds an aggregate of 1,150,000 options.
(2) Ms. McLean holds an aggregate of 300,000 Options.
(3) Mr. Altmann holds an aggregate of 66,667 Options.
(4) Ms. Seymour holds an aggregate of 550,000 Options.
(5) Mr. Poveromo holds an aggregate of 700,000 Options.
(6) Mr. Meilleur holds an aggregate of 1,000,000 Options.

Exercise of Compensation Securities by Directors and NEOs

Except as set out in the table below, no compensation securities were exercised by any NEO or director of the Corporation during the most recently completed fiscal year ended June 30, 2026.

The following table sets out each exercise of compensation securities by the Corporation's Named Executive Officers and directors during the fiscal year ended June 30, 2026:

Name and position	**Type of compensation security**	**Number of underlying securities exercised**	**Exercise price per security ($)**	**Date of exercise**	**Closing price per security on date of exercise ($)**	**Difference between exercise price and closing price on date of exercise ($)**	**Total value on exercise date ($)[(1)]**
Stephen Altmann, *Former Director*	Stock option	250,000	$0.150	January 23, 2026	$0.205	$0.055	$13,750
	Stock option	170,000	$0.100	January 23, 2026	$0.205	$0.105	$17,850

	Stock option	33,333	$0.125	January 23, 2026	$0.205	$0.08	$2,666.64

Notes:

(1) Dollar value is equal to the number of securities acquired on exercise multiplied by the difference between the closing price on the date of the exercise and the exercise or the base price of the options.

No compensation securities were re-priced, cancelled and replaced, extended, or otherwise materially modified during the Corporation's most recently completed fiscal year ended June 30, 2026.

Equity Compensation Plan Information

Stock Option Plan

The Stock Option Plan and the RSU Plan are the Corporation's only securities-based compensation plans. The Stock Option Plan was re-approved by the shareholders at the December 11, 2025 shareholder meeting, and is to be re-approved at the 2028 shareholder meeting as per CSE Policy 6 section 6.5(4).

Securities Authorized for Issuance Under Equity Compensation Plans

The following table sets forth information in respect of the Corporation's equity compensation plans under which equity securities of the Corporation are authorized for issuance, aggregated in accordance with all equity plans previously approved by the Shareholders and all equity plans not approved by Shareholders as at June 30, 2026:

Plan Category	Number of Securities to be Issued upon Exercise of Outstanding Options, Warrants and Rights (#)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights ($)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (#)
Equity compensation plans approved by securityholders	7,141,667	$0.12	4,989,655 (1)(2)
Equity compensation plans not approved by securityholders(1)(2)	N/A	N/A	N/A
Total	7,141,667	$0.12	4,989,655 (1)(2)

Notes:

(1) The Corporation's equity compensation plans are the option plan, a "rolling" stock option plan and the RSU Plan, a fixed restricted share unit plan. The number of Common Shares that may be reserved for issuance pursuant to the option plan is limited to 10% of the issued and outstanding Common Shares on the date of any grant of options thereunder. A fixed maximum of 4,600,000 Common Shares are issuable under the RSU Plan.

(2) Based on a total of 121,313,222 Common Shares issued and outstanding as of June 30, 2026.

INDEBTEDNESS OF DIRECTORS AND OFFICERS

None of the current or proposed directors or officers of the Corporation, nor any affiliate or associate of the current or proposed directors or officers of the Corporation, is or was indebted to the Corporation (or to another entity which is the subject of a guarantee support agreement, letter of credit, or other similar arrangement or undertaking provided by the Corporation) entered into in connection with a purchase of securities or otherwise per item 10.1 of National Instrument 51-102F5 – *Information Circular*, at any time since its incorporation.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No director, executive officer, proposed director, any person or company beneficially owning, controlling or directing, directly or indirectly, voting securities of the Corporation carrying more than ten percent (10%) of the voting rights attached to all outstanding voting securities of the Corporation, any directors or executive officers of any such company, or any associate or affiliate of the foregoing persons, have had a material interest, direct or indirect, in any transaction in which the Corporation has participated since the commencement of the most recently completed financial year end, or in any proposed transaction, that has materially affected or would materially affect the Corporation or any of its subsidiaries, except as disclosed in this Circular.

STATEMENT OF CORPORATE GOVERNANCE

Board of Directors

The Board and senior management consider good corporate governance to be central to the effective and efficient operation of the Corporation. The Board is committed to a high standard of corporate governance practices. The Board believes that this commitment is not only in the best interest of the Shareholders, but that it also promotes effective decision making at the Board level.

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* of the Canadian Securities Administrators ("**NI 58-101**") defines an "independent director" as a director who has no direct or indirect "material relationship" with the issuer. A "material relationship" is a relationship which, in the view of the Board, could be reasonably expected to interfere with the exercise of a member's independent judgment.

The Board currently consists of four (4) directors being Steve Roebuck, Carol Seymour, Joseph Poveromo and Jean-Francois Meilleur. Mr. Poveromo is independent within the meaning of NI 58-101. Mr. Roebuck is not independent as he is an executive officer of the Corporation, within the meaning of National Instrument 52-110 – *Audit Committees* of the Canadian Securities Administrators ("**NI 52-110**"), which provides the definition of "independence" for NI 58-110, and thereby has a "material relationship" with the Corporation. Mr. Meilleur is not independent as he is the Chairman of the Board, and thus classifies as an "executive officer" within the meaning of NI 52-110. Ms. Seymour is a senior geologist with Altius Resources Inc. and therefore has been deemed by the Board to have a "material relationship" with the Corporation. Each of the current directors of the Corporation will stand for election at the Meeting. A director is "independent", under s.1.4(1) of NI 52-110, if an individual does not have a direct or indirect material relationship with the issuer. Under s.1.4(3) of NI 52-110, individuals are considered to have a "material relationship" if, within the last three years, an individual was an employee or executive officer of the issuer. Section 1.1 of NI 52-110 defines "executive officer" as an individual who is (a) a chair of the entity; (b) a vice-chair of the entity; (c) the president of the entity; (d) a vice-president of the entity in charge of a principal business unit, division or function including sales, finance or production; (e) an officer of the entity who performs a policy-making function in respect of the entity; or (f) any other individual who performs a policy-making function in respect of the entity.

Other Public Company Directorships

Certain of the directors and proposed directors of the Corporation are also current directors of other reporting issuers (or equivalent) in a jurisdiction or a foreign jurisdiction as follows:

Name of Director	Other reporting issuer (or equivalent in a foreign jurisdiction)	Trading Market
Steve Roebuck	Avidian Gold Corp. Aureum Exploration Inc.	TSXV CSE
Jean-Francois Meilleur	Xcite Uranium Inc. Avidian Gold Corp. Bathurst Metals Corp.	CSE TSXV TSXV

Orientation and Continuing Education of Board Members

New members of the Board are provided with: (i) information respecting the functioning of the Board and its committees and a copy of the Corporation's corporate governance documents; (ii) access to all documents of the Corporation, including those that are confidential; and (iii) access to management.

The Board is responsible for providing a comprehensive orientation and education program for new directors which fully sets out:

- the role of the Board and its committees;
- the nature and operation of the business of the Corporation; and

- the contribution which individual directors are expected to make to the Board in terms of both time and resource commitments.

In addition, the Board is also responsible for providing continuing education opportunities to existing directors so that individual directors can maintain and enhance their abilities and ensure that their knowledge of the business of the Corporation remains current. Board members are encouraged to: (i) communicate with management and auditors; (ii) keep themselves current with industry trends and developments and changes in legislation with management's assistance; (iii) attend related industry seminars; and (iv) visit the Corporation's operations.

Ethical Business Conduct

The Board has adopted a written code of business conduct and ethics (the "**Code of Conduct**") to encourage and promote a culture of ethical business conduct amongst the directors, officers and employees of the Corporation. Copies of the Code of Conduct are available upon written request from the Chief Executive Officer of the Corporation. The Board is responsible for ensuring compliance with the Corporation's code of conduct. There have been no departures from the Corporation's Code of Conduct since its adoption.

In addition to those matters which, by law, must be approved by the Board, the approval of the Board is required for:

- the Corporation's annual business plan and budget;
- material transactions not in the ordinary course of business; and
- transactions which are outside of the Corporation's existing business.

To ensure the directors exercise independent judgment in considering transactions and agreements in which a director or officer has a material interest, all such matters are considered and approved by the independent directors. Any interested director would be required to declare the nature and extent of his interest and would not be entitled to vote at meetings of directors which evokes such a conflict.

The Corporation believes that it has adopted corporate governance procedures and policies which encourage ethical behaviour by the Corporation's directors, officers and employees.

Nomination of Directors

The Corporation has not established a nominating committee. The Board holds the responsibility for the appointment and assessment of directors.

The Board seeks to achieve a balance of knowledge, experience and capability among its members. When considering candidates for director, the Board takes into account a number of factors, including the following (although candidates need not possess all of the following characteristics and not all factors are weighted equally):

- personal qualities and characteristics, accomplishments and reputation in the business community;
- current knowledge and contacts in the countries and/or communities in which the Corporation does business and in the Corporation's industry sectors or other industries relevant to the Corporation's business; and
- ability and willingness to commit adequate time to Board and committee matters, and be responsive to the needs of the Corporation.

The Board will periodically assess the appropriate number of directors on the Board and whether any vacancies on the Board are expected due to retirement or otherwise. If vacancies are anticipated, or otherwise arise, or the size of the Board is expanded, the Board will consider various potential candidates for director. Candidates may come to the attention of the Board through current directors or management, stockholders or other persons. These candidates will be evaluated at regular or special meeting of the Board, and may be considered at any point during the year.

Majority Voting Policy

The Board believes that each director should have the confidence and support of the shareholders of the Corporation. To this end, the Board has unanimously adopted a majority voting policy (the "**Majority Voting Policy**").

Pursuant to the Majority Voting Policy, if, in an uncontested election of directors of the Corporation, any particular nominee for director receives a greater number of votes withheld than number of votes in favour of the nominee, then for purposes of this Policy the nominee shall be considered not to have received the support of the shareholders, even though duly elected as a matter of corporate law, and such nominee shall promptly tender his or her resignation to the Chairman of the Board following the meeting. For the purposes of the Majority Voting Policy, an "uncontested election" shall mean an election where the number of nominees for director shall be equal to the number of directors to be elected as determined by the Board.

Compensation

The Corporation has not established a compensation committee. The Board reviews the compensation of the directors and senior officers and makes recommendations regarding the granting of stock options to directors and senior officers, compensation for senior officers, and compensation for senior officers' and directors' fees, if any, from time to time. Senior officers and directors may be compensated in cash and/or equity for their expert advice and contribution towards the success of the Corporation. The form and amount of cash compensation will be evaluated by the Board, which will be guided by the following goals:

- compensation should be commensurate with the time spent by senior officers and directors in meeting their obligations and reflective of the compensation paid by companies similar to the Corporation in size, business and stage of development; and

- the structure of the compensation should be simple, transparent and easy for shareholders to understand. Shareholders will be given the opportunity to vote on all new or substantially revised equity compensation plans for directors as required by regulatory policies.

The Board:

- reviews and makes recommendations at least annually regarding the Corporation's remuneration and compensation policies, including short and long-term incentive compensation plans and equity-based plans, bonus plans, pension plans (if any), executive stock option plans including the Stock Option Plan and RSU Plan and grants and benefit plans;

- has sole authority to retain and terminate any compensation consultant to assist in the evaluation of director compensation, including sole authority to approve fees and other terms of the retention;

- reviews and approves at least annually all compensation arrangements with the senior executives of the Corporation;

- reviews and approves at least annually all compensation arrangements with the directors of the Corporation; and

- reviews the executive compensation sections disclosed in an annual management proxy circular distributed to the shareholders in respect of the Corporation's annual meetings of shareholders.

Other Board Committees

The Board has no standing committees other than the Audit Committee.

Assessment

The Board does not consider formal assessments useful given the stage of the Corporation's business and operations. However, the chairman of the Board meets annually with each director individually, which facilitates a discussion of

his contribution and that of other directors. When needed, time is set aside at a meeting of the Board for a discussion regarding the effectiveness of the Board and its committees. If appropriate, the Board then considers procedural or substantive changes to increase the effectiveness of the Board and its committees. On an informal basis, the chairman of the Board is also responsible for reporting to the Board on areas where improvements can be made. Any agreed upon improvements required to be made are implemented and overseen by the Board. A more formal assessment process will be instituted as, if, and when the Board considers it to be necessary.

AUDIT COMMITTEE

The Audit Committee is responsible for monitoring the Corporation's accounting and financial reporting practices and procedures, the adequacy of internal accounting controls and procedures, the quality and integrity of financial statements and for directing the auditors' examination of specific areas. The members of the Audit Committee are Jean-Francois Meilleur, Joe Poveromo, and Carol Seymour. Jean-Francois Meilleur is the chair of the Audit Committee. Mr. Poveromo is considered to be independent within the meaning of National Instrument 52-110 - *Audit Committees* ("**NI 52-110**"), as adopted by the Canadian Securities Administrators. Pursuant to section 6.1 of NI 52-110, the Corporation as a venture issuer is exempt from the requirement that each audit committee member be independent and has met the requirement that a majority of members are not executive officers, employees or control persons of the Corporation or an affiliate of the Corporation.

Each member of the Audit Committee is considered to be "financially literate" within the meaning of 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 Corporation's financial statements. The full text of the charter of the Audit Committee (the "**Audit Committee Charter**") is attached as Schedule "A" to this Circular.

Relevant Education and Experience

Each of the members of the Audit Committee has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee. Please see "*Particulars of Matters to be Acted Upon – Election of Directors"*.

Audit Committee Oversight

Since the commencement of the Corporation's most recently completed financial year, there has not been a recommendation of the Audit Committee to nominate or compensate an external auditor which was not adopted by the Board.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies or procedures for the engagement of non-audit services. Generally, management is responsible for ensuring that any required non-audit services are performed in a timely manner, subject to review by the Board of the Audit Committee.

External Auditor Services Fees

The following table discloses the fees billed to the Corporation by its external auditor during the last two completed financial years:

Financial Year Ending	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
June 30, 2026	$32,500	Nil	Nil	Nil
June 30, 2025	$28,000	Nil	$4,500	Nil

Notes:

(1) Aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements.

(2) The aggregate fees billed for assurance and related services that are reasonably related to the performance of the audit or review of the Corporation's financial statements and are not disclosed in the "Audit Fees" column.

(3) Aggregate fees billed for tax compliance, tax advice and tax planning professional services.

(4) No other fees were billed by the auditor of the Corporation other than those listed in the other columns.

Exemption

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 by virtue of its securities being listed only on the Canadian Securities Exchange and on no other stock exchanges enumerated in the NI 52-110, it is exempt from the requirements of Part 3 (*Composition of the Audit Committee*) and Part 5 (*Reporting Obligations*) of NI 52-110.

ADDITIONAL INFORMATION

Additional information relating to the Corporation may be found under the Corporation's profile on SEDAR+ at www.sedarplus.ca. Financial information about the Corporation may be found in the Corporation's consolidated financial statements and management's discussion and analysis ("**MD&A**") for its most recently completed financial year. Securityholders may contact the Corporation directly to request complimentary copies of the Corporation's financial statements and MD&A by telephone at +1 905 741 5458 or can access copies of such documents free of charge on SEDAR+.

APPROVAL

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

DATED this 19th day of October, 2026

BY ORDER OF THE BOARD OF DIRECTORS

(Signed) "*Jean-Francois Meilleur*"

Jean-Francois Meilleur
Chairman & Director

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

[Please see attached]

HIGH TIDE RESOURCES CORP.
AUDIT COMMITTEE CHARTER

This charter (the "**Charter**") sets forth the purpose, composition, responsibilities and authority of the Audit Committee (the "**Committee**") of the Board of Directors (the "**Board**") of High Tide Resources Corp. ("**High Tide**" or the "**Corporation**").

1.0 Mandate

The Committee shall:

(a) assist the Board in its oversight role with respect to the quality and integrity of the financial information;

(b) assess the effectiveness of the Corporation's risk management and compliance practices;

(c) assess the independent auditor's performance, qualifications and independence;

(d) assess the performance of the Corporation's internal audit function;

(e) ensure the Corporation's compliance with legal and regulatory requirements; and

(f) prepare such reports of the Committee required to be included in any Management Information Circular in accordance with applicable laws or the rules of applicable securities regulatory authorities.

2.0 Composition and Membership

The Committee shall be composed of not less than three members, each of whom shall be a director of the Corporation. A majority of the members of the Committee shall not be an officer or employee of the Corporation. A majority of the members shall satisfy the applicable independence requirements, and all members shall satisfy the experience requirements, of the laws governing the Corporation, the applicable stock exchanges on which the Corporation's securities are listed and applicable securities regulatory authorities.

Each member of the Committee shall be financially literate as such qualification is interpreted by the Board of Directors in its business judgment.

Members of the Committee shall be appointed or reappointed at the annual meeting of the Corporation and in the normal course of business will serve a minimum of three (3) years. Each member shall continue to be a member of the Committee until a successor is appointed, unless the member resigns, is removed or ceases to be a Director. The Board of Directors may fill a vacancy that occurs in the Committee at any time.

The Board of Directors or, in the event of its failure to do so, the members of the Committee, shall appoint or reappoint, at the annual meeting of the Corporation a Chairman among their number. The Chairman shall not be a former executive Officer of the Corporation. Such Chairman shall serve as a liaison between members and senior management.

The time and place of meetings of the Committee and the procedure at such meetings shall be determined from time to time by the members therefore provided that:

(a) a quorum for meetings shall be at least three members;

(b) the Committee shall meet at least quarterly;

(c) notice of the time and place of every meeting shall be given in writing or by telephone, facsimile, email or other electronic communication to each member of the Committee at least twenty-four (24) hours in advance of such meeting;

(d) a resolution in writing signed by all directors entitled to vote on that resolution at a meeting of the Committee is as valid as if it had been passed at a meeting of the Committee.

The Committee shall report to the Board of Directors on its activities after each of its meetings. The Committee shall review and assess the adequacy of this charter annually and, where necessary, will recommend changes to the Board of Directors for its approval. The Committee shall undertake and review with the Board of Directors an annual performance evaluation of the Committee, which shall compare the performance of the Committee with the requirements of this charter and set forth the goals and objectives of the Committee for the upcoming year. The performance evaluation by the Committee shall be conducted in such manner as the Committee deems appropriate. The report to the Board of Directors may take the form of an oral report by the chairperson of the Committee or any other designated member of the Committee.

3.0 Duties and Responsibilities

3.1 Oversight of the Independent Auditor

(a) Sole authority to appoint or replace the independent auditor (subject to shareholder ratification) and responsibility for the compensation and oversight of the work of the independent auditor (including resolution of disagreements between Management and the independent auditor regarding financial reporting) for the purpose of preparing or issuing an audit report or related work. The independent auditor shall report directly to the Committee.

(b) Sole authority to pre-approve all audit services as well as non-audit services (including the fees, terms and conditions for the performance of such services) to be performed by the independent auditor.

(c) Evaluate the qualifications, performance and independence of the independent auditor, including (i) reviewing and evaluating the lead partner on the independent auditor's engagement with the Corporation, and (ii) considering whether the auditor's quality controls are adequate and the provision of permitted non-audit services is compatible with maintaining the auditor's independence.

(d) Obtain and review a report from the independent auditor at least annually regarding: the independent auditor's internal quality-control procedures; any

material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities within the preceding five (5) years respecting one or more independent audits carried out by the firm; any steps taken to deal with any such issues; and all relationships between the independent auditor and the Corporation.

(e) Review and discuss with Management and the independent auditor prior to the annual audit the scope, planning and staffing of the annual audit.

(f) Ensure the rotation of the lead (or coordinating) audit partner having primary responsibility for the audit and the audit partner responsible for reviewing the audit as required by law.

(g) Review, as necessary, policies for the Corporation's hiring of partners, employees or former partners and employees of the independent auditor.

3.2 Financial Reporting

(a) Review and discuss with Management and the independent auditor the annual audited financial statements prior to the publication of earnings.

(b) Review and discuss with Management the Corporation's annual and quarterly disclosures made in Management's Discussion and Analysis. The Committee shall approve any reports for inclusion in the Corporation's Annual Report, as required by applicable legislation.

(c) Review and discuss, with Management and the independent auditor, Management's report on its assessment of internal controls over financial reporting and the independent auditor's attestation report on Management's assessment.

(d) Review and discuss with Management the Corporation's quarterly financial statements prior to the publication of earnings.

(e) Review and discuss with Management and the independent auditor at least annually significant financial reporting issues and judgments made in connection with the preparation of the Corporation's financial statements, including any significant changes in the Corporation's selection or application of accounting principles, any major issues as to the adequacy of the Corporation's internal controls and any special steps adopted in light of material control deficiencies.

(f) Review and discuss with Management and the independent auditor at least annually reports from the independent auditors on: critical accounting policies and practices to be used; significant financial reporting issues, estimates and judgments made in connection with the preparation of the financial statements; alternative treatments of financial information within generally accepted accounting principles that have been discussed with Management, ramifications of the use of such alternative disclosures and treatments, and the treatment

preferred by the independent auditor; and other material written communications between the independent auditor and Management, such as any management letter or schedule of unadjusted differences.

(g) Discuss with the independent auditor at least annually any "Management" or "internal control" letters issued or proposed to be issued by the independent auditor to the Corporation.

(h) Review and discuss with Management and the independent auditor at least annually any significant changes to the Corporation's accounting principles and practices suggested by the independent auditor, internal audit personnel or Management.

(i) Discuss with Management the Corporation's earnings press releases, including the use of "pro forma" or "adjusted" non-GAAP information, as well as financial information and earnings guidance (if any) provided to analysts and rating agencies.

(j) Review and discuss with Management and the independent auditor at least annually the effect of regulatory and accounting initiatives as well as off-balance sheet structures on the Corporation's financial statements.

(k) Review and discuss with the Chief Executive Officer and the Chief Financial Officer the procedures undertaken in connection with the Chief Executive Officer and Chief Financial Officer certifications for the annual filings with applicable securities regulatory authorities.

(l) Review disclosures made by the Corporation's Chief Executive Officer and Chief Financial Officer during their certification process for the annual filing with applicable securities regulatory authorities about any significant deficiencies in the design or operation of internal controls which could adversely affect the Corporation's ability to record, process, summarize and report financial data or any material weaknesses in the internal controls, and any fraud involving Management or other employees who have a significant role in the Corporation's internal controls.

(m) Discuss with the Corporation's General Counsel at least annually any legal matters that may have a material impact on the financial statements, operations, assets or compliance policies and any material reports or inquiries received by the Corporation or any of its subsidiaries from regulators or governmental agencies.

3.3 Oversight of Risk Management

(a) Review and approve periodically Management's risk philosophy and risk management policies.

(b) Review with Management at least annually reports demonstrating compliance with risk management policies.

(c) Review with Management the quality and competence of Management appointed to administer risk management policies.

(d) Review reports from the independent auditor at least annually relating to the adequacy of the Corporation's risk management practices together with Management's responses.

(e) Discuss with Management at least annually the Corporation's major financial risk exposures and the steps Management has taken to monitor and control such exposures, including the Corporation's risk assessment and risk management policies.

3.4 Oversight of Regulatory Compliance

(a) Establish procedures for the receipt, retention and treatment of complaints received by the Corporation regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters.

(b) Discuss with Management and the independent auditor at least annually any correspondence with regulators or governmental agencies and any published reports which raise material issues regarding the Corporation's financial statements or accounting.

(c) Meet with the Corporation's regulators, according to applicable law.

(d) Exercise such other powers and perform such other duties and responsibilities as are incidental to the purposes, duties and responsibilities specified herein and as may from time to time be delegated to the Committee by the Board of Directors.

4.0 Funding for the Independent Auditor and Retention of Other Independent Advisors

The Corporation shall provide for appropriate funding, as determined by the Committee, for payment of compensation to the independent auditor for the purpose of issuing an audit report and to any advisors retained by the Committee. The Committee shall also have the authority to retain and, at High Tide's expense, to set and pay the compensation for such other independent counsel and other advisors as it may from time to time deem necessary or advisable for its purposes. The Committee also has the authority to communicate directly with internal and external auditors.

5.0 Procedures for Receipt of Complaints and Submissions Relating to Accounting Matters

1. The Corporation shall inform employees on the Corporation's intranet, if there is one, or via a newsletter or e-mail that is disseminated to all employees at least annually, of the officer (the "**Complaints Officer**") designated from time to time by the Committee to whom complaints and submissions can be made regarding accounting, internal accounting controls or auditing matters or issues of concern regarding questionable accounting or auditing matters.

2. The Complaints Officer shall be informed that any complaints or submissions so received must be kept confidential and that the identity of employees making complaints or submissions shall be kept confidential and shall only be communicated to the Committee or the Chair of the Committee.

3. The Complaints Officer shall be informed that he or she must report to the Committee as frequently as such Complaints Officer deems appropriate, but in any event no less frequently than on a quarterly basis, prior to the quarterly meeting of the Committee called to approve interim and annual financial statements of the Corporation.

4. Upon receipt of a report from the Complaints Officer, the Committee shall discuss the report and take such steps as the Committee may deem appropriate.

5. The Complaints Officer shall retain a record of a complaint or submission received for a period of six (6) years following resolution of the complaint or submission.

6.0 Procedures for Approval of Non-Audit Services

1. The Corporation's external auditors shall be prohibited from performing for the Corporation the following categories of non-audit services:

    (a) bookkeeping or other services related to the Corporation's accounting records or financial statements;

    (b) financial information systems design and implementation;

    (c) appraisal or valuation services, fairness opinion or contributions-in-kind reports;

    (d) actuarial services;

    (e) internal audit outsourcing services;

    (f) management functions;

    (g) human resources;

    (h) broker or dealer, investment adviser or investment banking services;

    (i) legal services;

    (j) expert services unrelated to the audit; and

    (k) any other service that the Canadian Public Accountability Board determines is impermissible.

2. In the event that the Corporation wishes to retain the services of the Corporation's external auditors for tax compliance, tax advice or tax planning, the Chief Financial Officer of the Corporation shall consult with the Chair of the Committee, who shall have the authority to approve or disapprove on behalf of the Committee, such non-audit services. All other non-audit services shall be approved or disapproved by the Committee as a whole.

3. The Chief Financial Officer of the Corporation shall maintain a record of non-audit services approved by the Chair of the Committee or the Committee for each fiscal year and provide a report to the Committee no less frequently than on a quarterly basis.

7.0 Reporting

The Chairman will report to the Board at each Board meeting on the Committee's activities since the last Board meeting. The Committee will annually review and approve the Committee's report for inclusion in the Annual Information Form. The Secretary will circulate the minutes of each meeting of the Committee to the members of the Board.

8.0 Access to Information and Authority

The Committee will be granted unrestricted access to all information regarding High Tide that is necessary or desirable to fulfill its duties and all directors, officers and employees will be directed to cooperate as requested by members of the committee**.**

9.0 Review of Charter

The Committee will annually review and assess the adequacy of this Charter and recommend any proposed changes to the Board for consideration.

Dated: September 28, 2021
Approved by: Audit Committee
Board of Directors

SCHEDULE "B"

CHANGE OF AUDITOR REPORTING PACKAGE.

[Please see attached]

NOTICE OF CHANGE OF AUDITOR

TO: Ontario Securities Commission
British Columbia Securities Commission

AND TO: McGovern Hurley LLP
MNP LLP

TAKE NOTICE THAT High Tide Resources Corp. (the "**Company**") hereby provides notice pursuant to National Instrument 51-102 *Continuous Disclosure Obligations* ("**NI 51-102**") of a change of auditor, pursuant to which McGovern Hurley LLP (the "**Former Auditor**") resigned as auditor of the Company, at the Company's request, effective the 15th day of July, 2026 and MNP LLP (the "**Successor Auditor**") was appointed as auditor of the Company effective the 15th day of July, 2026.

TAKE FURTHER NOTICE THAT:

(a) the Company's board of directors and audit committee have considered and approved the resignation of the Former Auditor and the appointment of the Successor Auditor;

(b) the Company will ask the shareholders of the Company to ratify the appointment of the Successor Auditor at the next annual general meeting of the shareholders of the Company;

(c) there have been no modified opinions in the Former Auditor's reports in connection with the audits of the Company's two most recently completed fiscal years; and

(d) there are no reportable events, including disagreements, consultations or unresolved issues, as such terms are defined in NI 51-102.

DATED as of the 15th day of July, 2026.

HIGH TIDE RESOURCES CORP.

(s) *"Donna McLean"*
Name: Donna McLean
Title: Chief Financial Officer

McGovern Hurley

Audit. Tax. Advisory.

July 21, 2026

Alberta Securities Commission
British Columbia Securities Commission

Dear Sirs/Madams:

We have reviewed the information contained in the Notice of Change of Auditor of High Tide Resources Corp. dated July 15, 2026 (the "Notice"), which we understand will be filed pursuant to Section 4.11 of National Instrument 51-102. Based on our knowledge as of the date hereof, we agree with the statements contained in the Notice. We have no basis to agree or disagree with the comments in the notice relating to the successor auditor.

Yours truly,

McGovern Hurley LLP

McGovern Hurley LLP

Chartered Professional Accountants
Licensed Public Accountants

251 Consumers Road, Suite 800
Toronto, Ontario
M2J 4R3
mcgovernhurley.com
t. 416-496-1234

July 16, 2026

TO:

British Columbia Securities Commission
Ontario Securities Commission

Dear Sirs/Madams:

Re: High Tide Resources Corp (the "Company")

Pursuant to National Instrument 51-102 *Continuous Disclosure Obligations*, we have reviewed the information contained in the Notice of Change of Auditor of the Company dated July 15, 2026 ("the **Notice**") and, based on our knowledge of such information at this time, we agree with the statements made in the Notice pertaining to our firm. We advise that we have no basis to agree or disagree with the comments in the Notice relating to McGovern Hurley LLP.

Yours very truly,

MNP LLP
Chartered Professional Accountants
Licensed Public Accountants