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MANAGEMENT INFORMATION CIRCULAR
AS AT AND DATED MAY 20, 2025
(unless otherwise noted)

This Management Information Circular ("**Information Circular**") accompanies the Notice of the 2025 Annual General and Special Meeting ("**Notice of Meeting**") of holders of common shares ("**shareholders**") of **Azucar Minerals Ltd.** (the "**Company**"), scheduled to be held in the Board Room at Suite 210 – 1333 Johnston Street, Vancouver, B.C. V6H 3R9 on June 26, 2025 at 11:00 a.m. (Vancouver time) (the "**Meeting**") and is furnished in connection with a solicitation of proxies for use at that Meeting and at any adjournment or postponement thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR
IS BEING SOLICITED BY MANAGEMENT OF THE COMPANY

Solicitations will be made by mail and possibly supplemented by telephone, electronic means or other personal contact to be made without special compensation by directors, officers and regular employees of the Company. The Company does not reimburse shareholders' nominees or agents for the cost incurred in obtaining from their principals authorization to execute forms of proxy. It is not anticipated that any solicitation will be made by specially engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. No director of the Company has informed management in writing that they intend to oppose any action intended to be taken by management at the Meeting.

The recent Canada Post labour disruption may impact the timing of delivery of physical copies of this Information Circular and other Meeting Materials (as defined below). Meeting Materials are posted under the Company's profile on SEDAR+ at www.sedarplus.ca and on the Company's website at www.almadenminerals.com. Shareholders are encouraged to access the Meeting Materials directly through these websites or may contact the registrar and transfer agent of the Company, Computershare Investor Services Inc. ("**Computershare**"), to request electronic copies. In the event that the Canada Post labour disruption ends prior to the Meeting, the Company will mail the Meeting Materials in the ordinary course, but there can be no assurance that the Meeting Materials will be received by the shareholders prior to the Meeting.

E-mails providing a proxy with the voting control number and instructions for voting will be sent by Computershare to registered shareholders who have consented to receive materials electronically. Registered shareholders who do not receive an e-mail from Computershare with their proxy by June 3, 2025, should contact Computershare's investor centre at 1-800-564-6253 (8:30 a.m. to 8:30 p.m. EST; Monday to Friday) to request their proxies and voting control numbers.

Beneficial shareholders, shareholders who hold their investment through an Intermediary (as defined below), and have not received their information, should contact their Intermediary.

No person has been authorized to give any information or to make any representation other than as contained in this Information Circular in connection with the solicitation of proxies. If given or made, such information or representation must not be relied upon as having been authorized by the Company. The delivery of this Information Circular shall not create, under any circumstances, any implication that there has been no change in the information set forth herein since the date of this Information Circular. This Information Circular does not constitute the solicitation of a proxy by anyone in any jurisdiction in which such solicitation is not authorized, or in which the person making such solicitation is not qualified to do so, or to anyone to whom it is unlawful to make such an offer of solicitation.

APPOINTMENT OF PROXYHOLDER

Only shareholders whose names appear on the records of the Company ("registered shareholders**") or duly appointed proxyholders are permitted to vote at the Meeting.** Those registered shareholders

so desiring may be represented by proxy at the Meeting. The persons named in the form of proxy accompanying this Information Circular are directors and/or officers of the Company ("**Management Appointees**"). **A registered shareholder has the right to appoint a person or company (who, subject to the exceptions in the Company's Articles, must be a shareholder) to attend and act on the registered shareholder's behalf at the Meeting other than the Management Appointees.** To exercise this right, the shareholder must either insert the name of the desired person or company in the blank space provided in the form of proxy accompanying this Information Circular and strike out the names of the Management Appointees or submit another proper form of proxy.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are not registered shareholders because the shares they own are not registered in their names. More particularly, a person is not a registered shareholder in respect of shares which are held on behalf of that person (the "**Non-Registered Holder**") but which are registered either: (a) in the name of an intermediary (an "**Intermediary**") that the Non-Registered Holder deals with in respect of the shares including, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSP's, RRIF's, RESP's and similar plans; or (b) in the name of a clearing agency (such as the Canadian Depository for Securities Limited ("**CDS**")) of which the Intermediary is a participant. In accordance with current securities regulatory policy, the Company has distributed proxy-related materials for the Meeting (collectively, the "**Meeting Materials**") to the clearing agencies and Intermediaries.

Current securities regulatory policy requires Intermediaries to forward the Meeting Materials to, and to seek voting instructions from, Non-Registered Holders unless a Non-Registered Holder has waived the right to receive them. Intermediaries will often use service companies to forward the Meeting Materials to Non-Registered Holders. Generally, Non-Registered Holders who have not waived the right to receive Meeting Materials will either:

- (a) 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 Holder but which is otherwise not completed. Because the Intermediary has already signed the form of proxy, this form of proxy is not required to be signed by the Non-Registered Holder when submitting the proxy. In this case, the Non-Registered Holder who wishes to submit a proxy should otherwise properly complete this form of proxy and **submit it to the Company, c/o Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, fax number: 1 (416) 263-9261; or**
- (b) more typically, be given a voting instruction or proxy authorization form **which is not signed by the Intermediary**, and which, when properly completed and signed by the Non-Registered Holder and **returned to the Intermediary or its service company (such as Broadridge Financial Solutions Inc.)**, will constitute voting instructions (often called a "**proxy authorization form**") which the Intermediary must follow. Typically, the proxy authorization form will consist of a one page pre-printed form. Sometimes, instead of the one page pre-printed form, the proxy authorization form will consist of a regular printed proxy form accompanied by a page of instructions which contains a removable label containing a bar-code and other information. In order for this proxy form to validly constitute a proxy authorization form, the Non-Registered Holder must remove the label from the instructions and affix it to the proxy form, properly complete and sign the proxy form and return it to the Intermediary or its service company, or otherwise communicate voting instructions to the Intermediary or its service company (by way of telephone or the Internet, for example) in accordance with the instructions of the Intermediary or its service company. **A Non-Registered Holder cannot use a proxy authorization form to vote shares directly at the Meeting.**

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own.

The Meeting Materials are being sent to both registered and non-registered shareholders. If you are a Non-Registered Holder and the Company or its agent has sent the Meeting Materials directly to you as a

non-objecting beneficial owner under National Instrument 54-101 *Communication with Beneficial Owners of Securities of a Reporting Issuer* (“**NI 54-101**”), your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding shares on your behalf. By choosing to send the Meeting Materials to you directly, the Company (and not the Intermediary holding shares on your behalf) has assumed responsibility for (i) delivering the Meeting Materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions. The Company does not intend to pay for Intermediaries to forward to objecting beneficial owners under NI 54-101 the Meeting Materials and Form 54-101F7 – *Request for Voting Instructions Made by Intermediary*, and in the case of an objecting beneficial owner, the objecting beneficial owner will not receive the Meeting Materials unless the Intermediary holding the shares on behalf of the objecting beneficial owner assumes the cost of delivery. The Company does not reimburse Intermediaries, CDS or agents for the costs incurred in obtaining authorization from Non-Registered Holders to execute forms of proxy.

Non-Registered Holders cannot be recognized at the Meeting for purposes of voting their shares in person or by way of depositing a form of proxy. If you are a Non-Registered Holder and wish to vote in person at the Meeting, please see the voting instructions you received or contact your Intermediary well in advance of the Meeting to determine how you can do so.

Non-Registered Holders should carefully follow the voting instructions they receive, including those on how and when voting instructions are to be provided, in order to have their shares voted at the Meeting.

DEPOSIT AND VOTING OF PROXIES

To be effective, the instrument of proxy must be dated and signed by the registered shareholder or by the registered shareholder’s attorney authorized in writing. In the case of a registered shareholder that is a corporation, the proxy must be dated and executed under its corporate seal or signed by the authorized representative, a duly authorized person or attorney for the corporation. A corporation may appoint, by instrument in writing, a person to act as its authorized representative at the Meeting and for that purpose, the instrument appointing the authorized representative must be received at the same place and at least the number of days specified to receive the proxies or be deposited with the chair of the Meeting (the “**Chair**”), or a person designated by the Chair, prior to commencement of the Meeting (see also the accompanying form of proxy for instructions as to the use of telephone and internet voting). Completed forms of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited either at the office of Computershare Investor Services Inc., Proxy Department, 100 University Avenue, 8th Floor, Toronto, Ontario, M5J 2Y1, or at the head office of the Company at Suite 210, 1333 Johnston Street, Vancouver, British Columbia, Canada V6H 3R9, not less than 48 hours, Saturdays, Sundays and holidays excepted, prior to the time of the holding of the Meeting or any adjournment or postponement thereof, or with the Chair, or with a person designated by the Chair, prior to the commencement of the Meeting. Late proxies may be accepted or rejected by the Chair in the Chair’s discretion, and the Chair is under no obligation to accept or reject any particular late proxy.

THE SHARES REPRESENTED BY A PROPERLY EXECUTED AND DEPOSITED PROXY WILL BE VOTED OR WITHHELD FROM VOTING ON EACH MATTER REFERRED TO IN THE NOTICE OF MEETING IN ACCORDANCE WITH THE INSTRUCTIONS GIVEN (PROVIDED SUCH INSTRUCTIONS ARE CERTAIN) ON ANY BALLOT THAT MAY BE CALLED FOR AND, IF A CHOICE IS SPECIFIED WITH RESPECT TO ANY MATTER TO BE ACTED UPON AT THE MEETING, THE SHARES WILL BE VOTED OR WITHHELD FROM VOTING ACCORDINGLY. **WHERE NO CHOICE IS SPECIFIED IN RESPECT OF ANY MATTER TO BE ACTED UPON, THE SHARES REPRESENTED BY THE PROXY WILL BE VOTED IN FAVOUR OF SUCH MATTER.** THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR GIVES THE PERSON OR COMPANY NAMED AS PROXYHOLDER DISCRETIONARY AUTHORITY REGARDING AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING AND OTHER MATTERS THAT MAY PROPERLY COME BEFORE THE MEETING OR ANY ADJOURNMENT OR POSTPONEMENT THEREOF, UNLESS PROHIBITED BY LAW. IN THE EVENT THAT AMENDMENTS OR VARIATIONS TO MATTERS IDENTIFIED IN THE NOTICE OF MEETING ARE PROPERLY BROUGHT BEFORE THE MEETING OR ANY OTHER BUSINESS IS PROPERLY BROUGHT BEFORE THE MEETING, IT IS THE INTENTION OF THE MANAGEMENT APPOINTEES TO VOTE IN ACCORDANCE WITH THEIR BEST JUDGMENT ON SUCH MATTERS OR

BUSINESS ON ANY BALLOT THAT MAY BE CALLED FOR. AT THE TIME OF PRINTING THIS INFORMATION CIRCULAR, MANAGEMENT KNOWS OF NO SUCH AMENDMENTS, VARIATIONS OR OTHER MATTERS WHICH MAY BE BROUGHT BEFORE THE MEETING.

REVOCABILITY OF PROXY

In addition to revocation in any other manner permitted by law, a proxy may be revoked by instrument in writing executed by the registered shareholder or the registered shareholder's attorney authorized in writing, or if the registered shareholder is a corporation, by a duly authorized officer or attorney thereof, and deposited either at the registered office of the Company at any time up to and including the last business day preceding the day of the Meeting, or any adjournment or postponement thereof, or deposited with the Chair, or with a person designated by the Chair, prior to the commencement of the Meeting, or any adjournment or postponement thereof, and upon either of such deposits the proxy is revoked.

Only registered shareholders have the right to revoke a proxy. Non-Registered Holders who wish to change their vote must arrange for their Intermediaries to revoke the proxy on their behalf.

VOTING SECURITIES AND PRINCIPAL HOLDERS THEREOF

The Company's authorized share structure consists of an unlimited number of common shares without par value (the "**Common Shares**"). There are 73,829,025 Common Shares issued and outstanding as at the date of this Information Circular. The directors have determined that all shareholders of record as of the 20th day of May, 2025 (the "**Record Date**") will be entitled to receive notice of and to vote at the Meeting. A quorum for the Meeting is two individuals who are shareholders, proxy holders representing shareholders or duly authorized representatives of corporate shareholders personally present and representing shares aggregating not less than 10% of the issued shares of the Company carrying the right to vote at the Meeting.

At the Meeting, on a show of hands, every registered shareholder entitled to vote and present in person, by proxy or by authorized representative has one vote and on a ballot, every registered shareholder entitled to vote on that ballot has one vote for every whole share held by that shareholder and a fractional vote in proportion to any fraction of a share held by that shareholder. Shares represented by proxy will only be voted as to the number of shares represented if a poll or ballot is called for. A poll or ballot may be requested by a registered shareholder or proxyholder present and entitled to vote at the Meeting or required because the number of votes attached to shares represented by proxies that are to be voted against a matter is greater than 5% of the votes attached to all shares that are entitled to be voted and to be represented at the Meeting.

To the knowledge of the directors or executive officers of the Company, as at the date of this Information Circular, no person or company beneficially owns, or controls or directs, directly or indirectly, voting securities carrying 10% or more of the outstanding voting rights attached to all shares of the Company other than Almadex Minerals Ltd. (TSXV: DEX) ("**Almadex**") which beneficially owns and controls 14,044,056 common shares of the Company representing 19.02% of the issued Common Shares of the Company.

STATEMENT OF EXECUTIVE COMPENSATION

"**executive officer**" means an individual who is a chair, vice-chair, or president of the Company, a chief executive officer or chief financial officer of the Company, a vice-president in charge of a principal business unit, division or function including sales, finance or production of the Company and an individual who is performing a policy-making function in respect of the Company.

"**named executive officer**" or "**NEO**" means each of the following individuals:

- (a) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief executive officer, including an individual performing functions similar to a chief executive officer;
- (b) each individual who, in respect of the Company, during any part of the most recently completed financial year, served as chief financial officer, including an individual performing functions similar to a chief financial officer;

- (c) in respect of the Company 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 for that financial year; and
- (d) each individual who would be a named executive officer under paragraph (c) but for the fact that the individual was not an executive officer of the Company, and was not acting in a similar capacity, at the end of that financial year;

At the end of the Company's most recently completed financial year, the Company had two named executive officers, Morgan Poliquin, the Company's chief executive officer ("**CEO**"), and Korm Trieu, the Company's chief financial officer ("**CFO**"). There were no other executive officers of the Company whose total compensation was more than \$150,000 during the financial year ended December 31, 2024.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

Table of Compensation Excluding Compensation Securities							
Name and position	Year (1)	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Morgan Poliquin ⁽²⁾⁽³⁾⁽⁴⁾ CEO, President and Director Paid by Company ⁽⁴⁾ Paid by Almaden ⁽⁴⁾	2024	25,875	Nil	Nil	Nil	Nil	25,875
		Nil	Nil				
		25,875	Nil				
	2023	17,250	Nil	Nil	Nil	Nil	17,250
		Nil	Nil				
		17,250	Nil				
Korm Trieu ⁽³⁾⁽⁴⁾ CFO Paid by Company ⁽⁴⁾ Paid by Almaden ⁽⁴⁾	2024	18,750	Nil	Nil	Nil	Nil	18,750
		Nil	Nil				
		18,750	Nil				
	2023	12,500	Nil	Nil	Nil	Nil	12,500
		Nil	Nil				
		12,500	Nil				
Duane Poliquin ⁽⁴⁾⁽⁵⁾ Director and Chair Paid by Company ⁽⁴⁾ Paid by Almaden ⁽⁴⁾	2024	14,400	Nil	Nil	Nil	Nil	14,400
		Nil	Nil				
		14,400	Nil				
	2023	7,200	Nil	Nil	Nil	Nil	7,200
		Nil	Nil				
		7,200	Nil				
Douglas McDonald ⁽⁴⁾⁽⁶⁾ Director and Executive VP Paid by Company ⁽⁴⁾ Paid by Almaden ⁽⁴⁾	2024	18,750	Nil	Nil	Nil	Nil	18,750
		Nil	Nil				
		18,750	Nil				
	2023	12,500	Nil	Nil	Nil	Nil	12,500
		Nil	Nil				
		12,500	Nil				
Grant Hendrickson Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil
Fuad Sillem Director	2024	Nil	Nil	Nil	Nil	Nil	Nil
	2023	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

- (1) Ended December 31.
- (2) Morgan Poliquin did not receive any compensation for his position as a Director.
- (3) Morgan Poliquin and Korm Trieu, each a NEO, are not employees of the Company.
- (4) Morgan Poliquin, Korm Trieu, Duane Poliquin and Douglas McDonald, all of whom are acting as NEOs and/or directors of the Company, are employed by Almaden Minerals Ltd. ("**Almaden**"), a company providing external management services to the Company pursuant to an Administrative Services Agreement dated May 15, 2015, as amended December 16, 2015 (the "**Administrative Services Agreement**") – see below under the heading "Employment, Consulting and Management Agreements". In light of the Administrative Services Agreement, Almaden paid compensation to such individuals (and the Company reimbursed Almaden), as set forth herein.

- (5) Duane Poliquin did not receive any compensation for his position as a Director.
 (6) Douglas McDonald did not receive any compensation for his position as a Director.

Stock Options and Other Compensation Securities Granted or Issued in the Most Recently Completed Financial Year

Compensation Securities ⁽¹⁾							
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 security on date of grant (\$)	Closing price of security or underlying security at year end (\$)	Expiry Date
Fuad Sillem <i>Director</i>	Stock Option ⁽²⁾	400,000/ 400,000/ 0.54%	May 10, 2024	0.04	0.04	0.025	May 10, 2029

Notes:

(1)

Compensation Securities and Underlying Securities Held on the Last Day of the Most Recently Completed Financial Year End			
Name and position	Type of compensation security	Total number of compensation securities held at year end	Total number of underlying securities held at year end
Morgan Poliquin <i>CEO, President and Director</i>	Stock Options	1,800,000	1,800,000
Korm Trieu <i>CFO</i>	Stock Options	600,000	600,000
Duane Poliquin <i>Director and Chair</i>	Stock Options	775,000	775,000
Douglas McDonald <i>Director and Executive Vice President</i>	Stock Options	600,000	600,000
Grant Hendrickson <i>Director</i>	Stock Options	400,000	400,000
Fuad Sillem <i>Director</i>	Stock Options	400,000	400,000

- (2) None of these compensation securities have been repriced, cancelled and replaced, had its term extended or otherwise been materially modified in the most recently completed financial year and there are no vesting provisions of these compensation securities nor any restrictions or conditions for converting, exercising or exchanging the compensation securities other than that they must be exercised within the time limited therefor.

During fiscal year 2024, no directors or NEOs exercised any compensation securities.

Stock option plans and other incentive plans

The Company has a Stock Option Plan (the “**Plan**”) in place for the purpose of attracting and motivating directors, officers, employees and consultants of the Company and advancing the interests of the Company by affording such persons the opportunity to acquire an equity interest in the Company through rights granted under the Plan. The Plan is a “rolling” plan that provides that the aggregate number of shares reserved for issuance under it, and all of the Company’s other previously established and outstanding incentive stock option plans or grants, is 10% of the Company’s issued Common Shares at the time of the grant of a stock option under the Plan. There are no stock option agreements made outside of the Plan nor any plan providing for the grant of stock appreciation rights, deferred share units or restricted stock units nor any other incentive plan or portion of a plan under which awards are granted.

Under the Plan, the option exercise price must not be less than the last closing price of the Common Shares on the TSX Venture Exchange (the “**Exchange**”) at the time of grant, less the applicable discount permitted by the policies of the Exchange. An option granted under the Plan must be exercised within the period permitted by the policies of the Exchange, which is currently a maximum of 10 years from the date of granting. Within this period, the board of directors of the Company (the “**Board**”) may determine the limitation period during which an option may be exercised and, notwithstanding that none is required by the

policies of the Exchange otherwise than for persons performing investor relations services because the Plan is a “rolling” plan, whether a particular grant will have a minimum vesting period. As a “rolling” plan, it requires yearly approval of the Exchange and shareholders and any amendment to the Plan other than for a limited number of circumstances will require the approval of the Exchange and may require shareholder approval. At the Meeting, shareholders will be asked to re-approve the Plan.

Employment, Consulting and Management Agreements

The Company is party to the Administrative Services Agreement pursuant to which Almaden is engaged and appointed the Company's sole and exclusive manager and provides office space, executive management, marketing support, technical oversight, and financial/corporate secretary duties, amongst other administrative services, billed on a monthly basis. Monthly billings are based on an allocation of approximately 8% (2023 – 5%) of the salary and employment expenses of existing Almaden staff (Chair, President and CEO, Executive Vice President, CFO, Senior Geologist, Controller, Administrator, Marketing support) and 8% (2023 – 5%) of rent, or approximately \$13,000 (2023 - \$6,500) per month. The Administrative Services Agreement provides for adjustment of expenses and rent based on reasonable estimates of time allocation between the Company and Almaden (i.e., an exploration discovery by the Company could significantly change the proportion of executive time required to be spent on the Company). Any additional expenses (such as IT expenses, office supplies, etc.) are charged monthly at cost. The Administrative Services Agreement has an initial five year term, subject to automatic renewal annually thereafter (unless six months' advance notice of intent to terminate is given). The Administrative Services Agreement includes a Change of Control (defined below) clause. If either party is subject to a Change of Control during the term of the Administrative Services Agreement, the Administrative Services Agreement shall automatically terminate within 48 hours of the Change of Control unless agreed to in writing by both parties. The target of the Change of Control shall then pay the other party \$2 million as compensation for the unplanned termination of Almaden's engagement and significant disruption to the Company's business. “**Change of Control**” means the date upon which, without the written concurrence of the target of the Change of Control, any person (as that term is defined in the *Securities Act* (British Columbia)) makes and does not withdraw a take-over bid (as that term is defined in the *Securities Act* (British Columbia)) or acquires, directly or indirectly, that number of Common Shares of the target which equals or exceeds twenty percent (20%) of the then issued Common Shares of the target. During the most recently completed financial year, compensation paid to the NEOs was paid by Almaden and charged back to the Company pursuant to the terms of the Administrative Services Agreement with the exception of grants of stock options by the Company.

Almaden is a reporting company whose shares are listed on the Toronto Stock Exchange and the OTCQB. The NEOs and 3 of the 5 directors of the Company are officers and/or directors of Almaden.

Oversight and Description of Director and Named Executive Officer Compensation

The compensation committee of the Board (the “**Compensation Committee**”) exercises general responsibility regarding overall compensation of NEOs and directors of the Company. In assessing the compensation of its NEO's, including the CEO and the CFO, the Company does not have in place any formal compensation objectives, criteria or analysis; instead, it relies mainly on Board discussions. The Company's compensation policy with respect to NEO's is designed to recognize and reward individual performance and the specific roles and responsibilities of different executive positions as well as to provide a competitive level of compensation. The Company does not have a pension plan or any other form of retirement compensation.

The Company's compensation plan consists of (i) base salary, (ii) a discretionary bonus plan, and (iii) stock options. The Compensation Committee and the Board are aware that the Canadian Securities Administrators regard incentive stock options as compensation in the year of grant. The Company believes the elements and objectives of its compensation practices are consistent with the intent of the objectives of the Canadian securities regulators and are necessary in a competitive market for qualified personnel.

Base salaries for NEO's of the Company are evaluated and established to retain executives with experience and skills required to achieve strategic and organizational goals. In the past, base salaries have been reviewed in connection with similar industry and size companies and current market demands for skilled personnel. Subsequent individual and corporate performance are also taken into account.

Incentive bonuses, in the form of cash payments, are designed to add a variable component of compensation based on Company and individual performance for NEOs. Cash incentive bonuses are awarded to NEOs based on performance, attainment of strategic objectives, development of project objectives, and the operating performance of assets related to the fiscal year. Cash flow objectives and reserve growth objectives are considered in the context of available capital and a changing regulatory environment.

Director compensation for non-NEO directors has been made in the form of directors' fees proposed by management and discussed by the Board at the inception of the years presented. The amounts determined have been made on the basis of the remuneration designed to cover attendance at meetings, principally for meetings regularly scheduled for each year. Non-NEO directors have not been awarded non-equity incentive compensation for the years presented. From time to time, the Board has elected not to take the recommendations of management in the case of non-NEO directors' fees.

It is the Company's intent for stock options to continue to be the principal form of long-term variable compensation incentive. Implementation of a new stock option plans and amendments to the existing Plan are the responsibility of the Compensation Committee. The Company takes into consideration outstanding options in granting new options. The amounts of options granted are related to individual performance and are used as incentives to attract, retain and motivate highly qualified individuals.

Based on the recommendations of the Compensation Committee, the Board determines the compensation in the form of stock options to its NEO's, as well as to its directors. Stock options are granted in accordance with the current Plan at an exercise price of not less than the last closing price on the Exchange of the Common Shares at the time of grant of such options, less permitted discount, if any. The Plan provides that the aggregate number of Common Shares subject to options under the Plan shall not exceed 10% of the Common Shares issued and outstanding of the Company. The normal term of the options is five years from the date of grant. In the event of death of an optionee, the optionee's estate may exercise options held by the deceased optionee for a period of 12 months following the date of death or the expiry date, whichever is earlier, and in the event of permanent disability of an optionee, such optionee may exercise options held by such optionee for a period of 6 months after the date of permanent disability or the expiry date, whichever is earlier, and if an optionee's employment, office, term as a director or engagement as a consultant is ended or expires otherwise than by termination for cause or by removal, such optionee may exercise options held by such optionee for a period of 30 days following the effective date of such resignation or the expiry date, whichever is earlier.

Termination and Change of Control Benefits

The Company is party to officer agreements (the "**Officer Agreements**") with certain officers of the Company (an "**Officer Party**") which provide for termination payments in certain circumstances.

Pursuant to the Officer Agreements:

(a) "**Change of Control**" means the occurrence of any of the following events:

- (i) an acquisition, directly or indirectly, by any person or group of persons acting in concert, as such terms are defined in the *Securities Act* (British Columbia), who are dealing at arm's length with the existing shareholders of the Company, of more than 50% of the voting shares of the Company (including securities of the Company on which conversion will become voting shares);
- (ii) a merger, amalgamation or other business combination of the Company with or into another entity, or any other corporate reorganization, if more than 50% of the combined voting power of the continuing or surviving entity's securities outstanding immediately thereafter are owned by persons who are dealing at arm's length with the existing shareholders of the Company and were not security holders of the Company immediately prior to such merger, amalgamation, business combination or reorganization;
- (iii) a change in the composition of the Company's Board of Directors which occurs at a single meeting of the shareholders of the Company or upon the execution of a shareholder's resolution, such that individuals who are members of the Board of Directors immediately

prior to such meeting or resolution (the “**Original Board**”) cease to constitute a majority of the Board of Directors as constituted immediately prior to such meeting or resolution, without the Original Board having approved of such change; and

- (iv) the sale, transfer or disposition by the Company of all or substantially all of the assets of the Company to a company dealing at arm’s length with the Company,

provided that:

- (v) an event will not constitute a Change of Control if its sole purpose is to change the jurisdiction of incorporation of the Company, to undertake a corporate reorganization, or to create a holding company or other corporation, partnership or trust that will be owned by one or more of the persons who held the Company’s securities immediately before such event; and
- (vi) a Change of Control will be deemed not to have occurred with respect to the Officer Party if the Officer Party is the acquirer or part of the acquiring group that consummates the Change of Control; and

- (b) “**Change of Control Period**” means the three (3) month period before and the twelve (12) month period following the effective date of a Change of Control.

The Company has entered into separate Officer Agreements dated October 4, 2024 with each of Duane Poliquin, Morgan Poliquin, Douglas McDonald and Korm Trieu. The Officer Agreements will automatically terminate on the effective date of a Change of Control (the “**Automatic Termination**”). Pursuant to each of the Officer Agreements, in the event of a Change of Control and the Automatic Termination, the Company will pay Morgan Poliquin and Duane Poliquin three times their then current Base Salary, and the Company will pay Douglas McDonald and Korm Trieu two times their then current Base Salary, less applicable deductions and withholdings (the “**Change of Control Bonus**”), as full and final payment with respect to any potential claims for pay in lieu of notice, severance pay, damages or compensation in respect of notice of termination of the applicable Officer Agreement or for loss of office or otherwise. The Officer Agreements define “base salary” as that salary determined in the respective Officer’s employment contract with Almaden (“**Base Salary**”).

Pursuant to each of the Officer Agreements, the Company may terminate the Officer Agreement at any time prior to the effective date of a Change of Control, without notice, by providing the Officer Party one of the following, as applicable:

- (a) if the termination occurs during the Change of Control Period, a one-time lump sum payment equal to the applicable Change of Control Bonus, payable within 15 days of termination; or
- (b) if the termination occurs outside of the Change of Control Period:
 - (i) for Duane Poliquin and Morgan Poliquin, a one-time lump sum payment equal to two times their then current Base Salary, less applicable deductions and withholdings; or
 - (ii) for Douglas McDonald and Korm Trieu, a one-time lump sum payment equal to twelve months of their then current Base Salary, less applicable deductions and withholdings,

as full and final payment with respect to any potential claims for pay in lieu of notice, severance pay, damages or compensation in respect of notice of termination of the applicable Officer Agreement or for loss of office or otherwise.

Pension Disclosure

The Company does not provide a pension to a director or named executive officer.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets out the number of the Company's Common Shares to be issued and remaining available for future issuance under the Plan and individual stock option grants outside the Company's current Plan at the end of the Company's most recently completed financial year:

As at Year End December 31, 2024	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 (excluding securities reflected in column (a))
Plan Category	(a)	(b)	(c)
Equity compensation plans approved by security holders	5,829,000 Common Shares	\$0.08	1,553,903 Common Shares
Equity compensation plans not approved by security holders	Nil	Nil	Nil
Total	5,829,000 Common Shares	\$0.08	1,553,903 Common Shares

Note:

- (1) The Company's current Plan limits the number of option shares to 10% of the total number of issued Common Shares.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

None of the current or former directors, executive officers or employees of the Company or any of its subsidiaries, no proposed nominee for election as a director of the Company, and no associate or affiliate of any of them is or has been indebted to the Company or any of its subsidiaries at any time since the beginning of the Company's most recently completed financial year nor has any such person been indebted to any other entity where such indebtedness is the subject of a guarantee, support agreement, letter of credit or similar arrangement or understanding provided by the Company.

CORPORATE GOVERNANCE

National Policy 58-201 *Corporate Governance Guidelines* establishes corporate governance guidelines (the "**Guidelines**") which apply to all public companies in Canada. National Instrument 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires issuers to disclose their governance practices in accordance with NI 58-101. The Company is a "venture issuer" within the meaning of NI 58-101. The Company has reviewed its own corporate governance practices in light of the Guidelines and, as prescribed in NI 58-101, discloses below its corporate governance practices.

The Board

The Board is currently comprised of 5 directors. Messrs. Hendrickson and Sillem are considered to be "independent" directors for the purposes of NI 58-101. Messrs. D. Poliquin, M. Poliquin and D. McDonald are not independent as they have been determined to have a material relationship with the Company.

Certain of the directors are directors of other reporting issuers (or the equivalent) in Canada or foreign jurisdictions, as set out below:

Director	Name of Issuer(s)
Duane Poliquin	Almaden Minerals Ltd. and Almadex Minerals Ltd.
Morgan Poliquin	Almaden Minerals Ltd. and Almadex Minerals Ltd.
Douglas McDonald	Almadex Minerals Ltd.
Grant Hendrickson	Mineral Hill Industries Ltd.

The Company's independent directors are not expected to hold regularly scheduled meetings at which non-independent directors and members of management are not in attendance. In order to facilitate open and candid discussion among independent directors, from time to time as circumstances dictate, the non-independent directors and any representatives of management in attendance at meetings of the Board are expected to be excused.

The Board is of the view that appropriate structures and procedures are in place to allow the Board to function independently of management while continuing to provide the Company with the benefit of having a chair with extensive experience and knowledge of the Company's business.

Mandate of the Board

The mandate of the Board is to supervise the management of the business and affairs of the Company and to act with a view to the best interests of the Company. In fulfilling its mandate, the Board, among other matters, is responsible for:

- (a) adopting a strategic planning process and approving, on at least an annual basis, a strategic plan, taking into account the risk and opportunities of the Company's business;
- (b) identifying the principal risks of the Company's business and implementing appropriate systems to manage such risks;
- (c) satisfying itself, to the extent reasonably feasible, of the integrity of the CEO and other executive officers (if any) and ensuring that all such officers create a culture of integrity throughout the Company and developing programs of succession planning (including appointing, training and monitoring senior management);
- (d) creating the Company's internal control and management information systems and creating appropriate policies for matters including communications, securities trading, privacy, audit, whistleblowing and codes of ethical conduct;
- (e) managing its affairs including selecting its chair, nomination of candidates for election to the Board, constituting committees of the Board and determining director compensation; and
- (f) engaging any necessary internal and/or external advisors.

Position Descriptions

The Board has approved written position descriptions for the Company's chair of the Board and the Company's CEO and CFO.

Orientation and Continuing Education and Nomination of Directors

The Board has appointed the Nomination and Corporate Governance Committee, which is comprised of a majority of independent directors. The mandate of this committee includes the following duties and responsibilities:

- (a) recommend to the Board written mandates or terms of reference for the Board and for each of the committees of the Board, and a code of business ethics for all directors, officers and employees of the Company;
- (b) review the composition and size of the Board and its committee structure and make recommendations to the Board for changes;
- (c) recruit new directors, develop lists of candidates, interview and recommend new directors to the Board; and
- (d) recommend to the Board an orientation and education program for new directors.

Ethical Business Conduct

The Board's responsibilities are governed by the *Business Corporations Act* (British Columbia), the Articles of the Company, the mandate of the Board and the various codes of conduct adopted by the Board. The Board has adopted a Code of Business Conduct and Ethics for Directors, a Code of Business Ethics applicable to all employees, officers and consultants of the Company, a Securities Trading Policy relating to trading and confidentiality obligations of employees, officers and directors of the Company, and a

Whistleblower Policy. In addition the CEO and CFO of the Company specifically acknowledge the obligation to adhere to and advocate the establishment of standards reasonably necessary to deter wrongdoing and to promote full, fair, timely and understandable disclosure in reports and documents that the Company files with, or submits to, securities regulators and in other public communications made by the Company, compliance with the laws, rules and regulations of federal, provincial and local governments and other appropriate regulatory agencies, and prompt reporting to the Company's Audit Committee of any violation of this code of which the CEO or CFO have actual knowledge.

Board Nomination

The Board is responsible for approving directors for nomination and election and filling vacancies among the directors. In connection with the nomination or appointment of individuals as directors, the Board will consider the competencies and skills required by the Board, the competencies and skills of the existing directors and the appropriate size of the Board. In all cases the Board will consider the recommendations of the Nomination and Corporate Governance Committee and the Compensation Committee. The Nomination and Corporate Governance Committee and the Compensation Committee are composed of a majority of independent directors.

Assessments

Pursuant to its mandate, the Nomination and Corporate Governance Committee established and administers a process for assessing the effectiveness of the Board as a whole, the committees of the Board, the chair of the Board, the committee chairs and individual directors. The Nomination and Corporate Governance Committee reports regularly to the Board on all of its activities and findings.

Director Term Limits and Other Mechanisms of Board Renewal

The Company has not adopted term limits or other mechanisms for Board renewal. Given the composition of the Board, the Company does not consider it is yet appropriate to force any term limits or other mechanisms of Board renewal at this time.

Policies Regarding the Representation of Women on the Board

The Company plans to formulate a written policy with respect to the identification and nomination of women directors (the "**Diversity Policy**"). The Diversity Policy will require that the Board consider diversity on the Board from a number of aspects, including but not limited to gender, age, ethnicity and cultural diversity. In addition, when assessing and identifying potential new members to join the Board or the Company's executive team, the Board shall consider the current level of diversity on the Board and the executive team. As the Diversity Policy has not yet been adopted, the Company is not yet able to measure its effectiveness.

Consideration of the Representation of Women in the Director Identification and Selection Process

Pursuant to the Diversity Policy, the Board will consider and evaluate the representation of women on the Board when identifying and nominating candidates for election and re-election to the Board. The Company will focus its search for new directors purely based on the qualification of potential candidates, regardless of their gender.

Consideration of the Representation of Women in Executive Officer Appointments

Pursuant to the Diversity Policy, the Board will consider and evaluate the representation of women in the Company's executive officer positions when identifying and nominating candidates for appointment as executive officers. The Company will focus its search for new executive officers purely based on the qualification of potential candidates, regardless of their gender.

Targets Regarding the Representation of Women on the Board and in Executive Officer Positions

The Company has not established a target for the representation of women on the Board or in executive officer positions of the Company by a specific date. The Company does not think it is appropriate to set targets because the Company focuses its search for new directors and executive officers purely based on the qualification of potential candidates, regardless of their gender.

Number of Women on the Board and in Executive Officer Positions

As at the date of this Information Circular, none of the directors or executive officers of the Company are women.

Environmental and Social

The Company is aware of the increasing focus on environmental and social issues, and continues to place great importance on these areas. To date, the Board has tracked these subjects through regular updates by management throughout the year. The Board believes that its existing reporting standards are both effective and appropriate to the Company's size and business operations. As the Company's El Cobre Project continues exploration, the Board may consider more formal structures to monitor and provide guidance on the environmental and social aspects relating to the El Cobre Project.

Nomination and Corporate Governance Committee

The Company has formed the Nomination and Corporate Governance Committee comprised of Grant Hendrickson, Fuad Sillem and Morgan Poliquin. Grant Hendrickson and Fuad Sillem are independent within the meaning of NI 58-101. In accordance with its mandate, the Nomination and Corporate Governance Committee is expected to:

- (a) recommend to the Board written mandates or terms of reference for the Board and for each of the committees of the Board, and a code of business ethics for all directors, officers and employees of the Company;
- (b) review the composition and size of the Board and its committee structure and make recommendations to the Board for changes;
- (c) recruit new directors, develop lists of candidates, interview, and recommend new directors to the Board;
- (d) recommend to the Board an orientation and education program for new directors;
- (e) report to the Board, in the manner and to the extent the Nomination and Corporate Governance Committee deems appropriate, on the effectiveness of the performance of the Board as a whole, the committees of the Board and the contribution of individual directors, including specifically reviewing areas in which the Board's effectiveness may be enhanced taking into account the suggestions of all directors, the Guidelines and rules which are in effect by regulatory bodies or other sources which the Nomination and Corporate Governance Committee deems appropriate;
- (f) recommend to the Board the approval of the engagement of any outside expert by a director at the expense of the Company when that is appropriate and necessary for the purpose of allowing that director to discharge such director's duties and responsibilities;
- (g) review related-party transactions to ensure that the Company's interests are protected and that they are appropriately disclosed, where required, in external documents;
- (h) review and recommend disclosure describing the governance of the Company included in any annual information circular or annual report;
- (i) establish guidelines for corporate disclosures in news releases that enhance their credibility and impact and monitor adherence thereto, other than those disclosures reviewed by the Audit Committee; and
- (j) undertake other assignments related to corporate governance that may be requested by the Board.

Compensation Committee

The Company has formed a Compensation Committee comprised of Grant Hendrickson, Fuad Sillem and Duane Poliquin. Grant Hendrickson and Fuad Sillem are independent within the meaning NI 58-101. In accordance with its mandate, the Compensation Committee is expected to:

- (a) review the Company's overall compensation strategy and objectives;
- (b) review and assess the CEO's performance against pre-agreed objectives and recommend to the Board the compensation of the CEO (in each case, without the CEO being present during the deliberations and vote);
- (c) review performance assessments of the Company's other officers and, upon the advice of the CEO, recommend to the Board the compensation of the officers;
- (d) review and recommend to the Board policies related to providing the Company stock to executives and employees (e.g., stock option plan, share purchase plan);
- (e) review executive appointments, employment agreements and terminations;
- (f) review senior management succession plans and participate in the recruitment of executives, especially succession to the CEO;
- (g) review and recommend to the Board the amount and form of directors' compensation; and
- (h) review and recommend the disclosures describing executive compensation and development.

Other Committees

The Company has only 3 committees, namely, the Audit Committee, the Compensation Committee and the Nomination and Corporate Governance Committee.

AUDIT COMMITTEE

Audit Committee Charter

The full text of the charter of the Audit Committee is attached to this Information Circular as Schedule "A".

Summary

The primary function of the Audit Committee is to assist the Board in fulfilling its oversight responsibilities, primarily through overseeing management's conduct of the Company's accounting and financial reporting process and systems of internal accounting and financial controls; selecting, retaining and monitoring the independence and performance of the Company's external auditor, including overseeing the audits of the Company's financial statements, and approving any non-audit services; and providing an avenue of communication among the external auditor, management and the Board.

Composition of the Audit Committee

The Audit Committee is comprised of Grant Hendrickson, Fuad Sillem and Douglas McDonald, each of whom is financially literate. Grant Hendrickson and Fuad Sillem are independent within the meaning of National Instrument 52-110 *Audit Committees*.

Relevant Education and Experience

Douglas McDonald has over two decades of experience in the resources and foreign trade and resource policy arenas. Prior to joining the Company, Doug worked with an investment dealer where he advised numerous mineral resource companies regarding merger and acquisition opportunities, and assisted them in accessing the capital markets. He also spent five years as a Foreign Service officer with the Canadian government, where he focused on international trade issues, in particular in terms of their impact on the resources industry.

Doug graduated from the University of British Columbia with a Bachelor of Commerce degree and a Masters of Applied Science degree specializing in mineral economics.

Fuad Sillem has extensive corporate development experience in the mining industry and has worked for mining companies listed on the Alternative Investment Market, the Toronto Stock Exchange and the Financial Times Stock Exchange. Fuad is a founder and partner of Silvertree Partners, a London and Toronto based specialist corporate services provider to the natural resources industry. Prior to this, he spent over ten years with the Dragon Group, a leading mining finance, management and venture capital group which has incubated a number of mining projects in Africa, the Former Soviet Union and Latin America. Mr. Sillem has a Bachelor of Arts in International Business from Regents University London and is a member of the Chartered Financial Analyst society of the United Kingdom and the Society of Mining and Metallurgy.

Grant Hendrickson served as Chief Geophysicist with Ivanhoe Mines Mongolia Inc. from 2002-2008, where he held overall responsibility for the geophysical work which played an important role in the discovery of the Oyu Tolgoi deposit. The main part of this very large porphyry copper/gold system was found at depths greater than a kilometre, and geophysics played a leading role in the discovery. From 2008 to 2016, Mr. Hendrickson was the Director of Exploration with Goviex Gold Inc., Ibex Mongolia, and High Power Ventures Mongolia. Prior to his work with Ivanhoe, Mr. Hendrickson was Managing Director of Delta Geoscience Ltd. from April 1986 to January 2005, and Director and Co-Founder of Praxis Goldfields Inc (2000-2007).

External Auditor Service Fees

Audit Fees

For the year ended December 31, 2023, the Company's external auditor, Davidson & Company LLP, charged the Company \$31,500 including sales tax for audit fees. For the year ended December 31, 2024, the Company's external auditor, Davidson & Company LLP, charged the Company \$34,650 including sales tax for audit fees.

Audit Related Fees

For the year ended December 31, 2023, the Company's external auditor, Davidson & Company LLP, charged the Company \$Nil including sales tax for audit related fees. For the year ended December 31, 2024, the Company's external auditor, Davidson & Company LLP, charged the Company \$Nil including sales tax for audit related fees.

Tax Fees

For the year ended December 31, 2023, the Company's external auditor, Davidson & Company LLP, charged the Company \$Nil including sales tax for tax services. For the year ended December 31, 2024, the Company's external auditor, Davidson & Company LLP, charged the Company \$Nil including sales tax for tax services.

All Other Fees

For the year ended December 31, 2023, the Company's external auditor, Davidson & Company LLP, charged the Company \$384 including sales tax for other fees regarding the Canadian Public Accountability Board. For the year ended December 31, 2024, the Company's external auditor, Davidson & Company LLP, charged the Company \$423 including sales tax for other fees regarding the Canadian Public Accountability Board.

The Company, as a "venture issuer", is relying on the exemption in section 6.1 of National Instrument 52-110 *Audit Committees*.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Except as otherwise disclosed herein, no: (a) director, proposed director or executive officer of the Company; (b) person or company who beneficially owns, or controls or directs, directly or indirectly, common shares, or a combination of both, carrying more than ten per cent of the voting rights attached to the outstanding common shares of the Company (an "Insider"); (c) director or executive officer of a person or company that is itself an Insider or subsidiary of the Company; or (d) any associate or affiliate of any of

the foregoing, has had any material interest, direct or indirect, in any transaction since the commencement of the Company's most recently completed financial year, or in any proposed transaction that has materially affected or would materially affect the Company, except with respect to an interest arising from the ownership of Common Shares of the Company where such person or company will receive no extra or special benefit or advantage not shared on a pro-rata basis by all holders of Common Shares of the Company.

MANAGEMENT CONTRACTS

Except as provided in the Administrative Services Agreement with Almaden described above under the heading "Statement of Executive Compensation – Employment, Consulting and Management Agreements", there are no management functions of the Company that are, to any substantial degree, performed other than by the directors or executive officers of the Company. The Company is also party to Officer Agreements with certain officers of the Company as described above under the heading "Statement of Executive Compensation – Termination and Change of Control Benefits".

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

Except as otherwise set out herein, none of the directors or executive officers of the Company, no management proposed nominee for election as a director of the Company, none of the persons who have been directors or executive officers of the Company since the commencement of the Company's last financial year and no associate or affiliate of any of the foregoing has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon at the Meeting.

PARTICULARS OF MATTERS TO BE ACTED UPON

1. Appointment of Auditor

Davidson & Company, LLP, Chartered Professional Accountants, ("**Davidson**"), was first appointed auditor of the Company effective October 9, 2015.

Shareholders will be asked to vote for the re-appointment of Davidson to serve as auditor of the Company for the Company's fiscal year ending December 31, 2025.

2. Election of Directors

Each director of the Company is elected annually and holds office until the next annual general meeting of the shareholders unless that person ceases to be a director before then. **Unless such authority is withheld, the Management Appointees intend to vote the shares represented by proxy for the election of the nominees herein listed on any poll or ballot that may be called for.**

The Company's Articles include Advance Notice Provisions. The Advance Notice Provisions include a framework by which a deadline is fixed by which holders of record of the Company's Common Shares must submit director nominations to the Company prior to any annual or special meeting of shareholders and sets forth the information that a shareholder must include in the timely notice to the Company's registered office for the notice to be in proper written form. Only persons who are nominated in accordance with the procedures in the Advance Notice Provisions are eligible for election as directors of the Company.

MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES HEREIN LISTED WILL BE UNABLE TO SERVE AS A DIRECTOR. IN THE EVENT THAT PRIOR TO THE MEETING ANY VACANCIES OCCUR IN THE SLATE OF NOMINEES HEREIN LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY THE MANAGEMENT APPOINTEES, IF NAMED IN THE PROXY, TO VOTE THE SHARES REPRESENTED BY PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS DIRECTORS UNLESS THE SHAREHOLDER HAS SPECIFIED THAT THE SHARES REPRESENTED BY PROXY ARE TO BE WITHHELD FROM VOTING IN THE ELECTION OF DIRECTORS.

Management proposes that the number of directors for the Company remain at five (5) for the ensuing year, subject to such increases as may be permitted by the Articles of the Company, and that each of the following persons be nominated for election as a director of the Company for the ensuing year. Information concerning these persons, as furnished by the individual nominees, is as follows:

Name, Jurisdiction of Residence and Present Office Held	Director Since	Number of Shares Beneficially Owned, or Controlled or Directed, Directly or Indirectly, as at the Date of this Information Circular ⁽¹⁾	Principal Occupation and if not at Present an Elected Director, Occupation during the Past Five (5) Years
Duane Poliquin⁽³⁾ British Columbia, Canada Chair of the Board	April 10, 2015	2,308,641	Registered Professional Geological Engineer; Chair and Director of the Company; and Chair and Director of Almaden Minerals Ltd. and Almadex Minerals Ltd.
Morgan Poliquin⁽⁴⁾ British Columbia, Canada President and CEO	April 10, 2015	4,414,188	Registered Professional Geological Engineer; President, CEO and Director of the Company; and President, CEO and Director of Almaden Minerals Ltd. and Almadex Minerals Ltd.
Douglas McDonald⁽²⁾ British Columbia, Canada <i>Director and Executive Vice President</i>	May 14, 2015	784,200	Director and Executive Vice President of the Company and Almadex Minerals Ltd. Executive Vice President of Almaden Minerals Ltd.
Grant Hendrickson^{(2) (3) (4)} British Columbia, Canada	February 6, 2019	Nil	Registered Professional Geologist, Geophysicist
Fuad Sillem⁽²⁾⁽³⁾⁽⁴⁾ London, England	June 29, 2021	500,000	Partner, Silvertree Partners LLP, a London-based specialist corporate services provider for the natural resources industry

Notes:

- (1) Does not include any securities that may be purchased under outstanding stock options held by the individual disclosed elsewhere herein nor any securities that may be purchased under outstanding share purchase warrants.
- (2) Denotes member of the Audit Committee.
- (3) Denotes member of the Compensation Committee.
- (4) Denotes member of the Nomination and Corporate Governance Committee.

To the knowledge of management of the Company, no proposed director (including any personal holding company of a proposed director):

- (a) is, as at the date of this Information Circular, or has been, within the preceding 10 years, a director, chief executive officer or chief financial officer of any company (including the Company) that,
- (i) was subject to a cease trade or similar order (including a management cease trade order whether or not such person was named in the order) or 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**”) while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer.
 - (ii) was subject to an Order that was issued after the proposed director ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while that person was acting in the capacity as director, chief executive officer or chief financial officer;
- (b) is, as at the date of this Information Circular, or has been within the preceding 10 years, a director or executive officer of any company (including the Company) that, while that person was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets;

- (c) has, within the 10 years before the date of this Information Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of the proposed director;
- (d) has been subject to:
 - (i) 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 since December 31, 2000, or before December 31, 2000 the disclosure of which would likely be important to a reasonable security holder in deciding whether to vote for a proposed director; or
 - (ii) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director; or
- (e) is to be elected under any arrangement or understanding between the proposed director and any other person or company, except the directors and executive officers of the Company acting solely in such capacity.

3. **Rolling Stock Option Plan**

At the Meeting, the shareholders will be asked to approve the Plan. Policy 4.4 (the “**Policy**”) of the Exchange requires shareholder approval and acceptance for filing of the Plan by the Exchange at the time of its implementation and, because it is a “rolling up to 10%” stock option plan, on a yearly basis.

The principal purposes of the Plan are to provide the Company with the advantages of the incentive inherent in share ownership on the part of employees, officers, directors and consultants responsible for the continued success of the Company; to create in such individuals a proprietary interest in, and a greater concern for, the welfare and success of the Company; to encourage such individuals to remain with the Company; and to attract new employees, officers, directors and consultants to the Company. Furthermore, the Plan is expected to benefit shareholders by enabling the Company to attract and retain skilled and motivated personnel by offering such personnel an opportunity to share in any increase in value of the Common Shares resulting from their efforts.

The Plan is a “rolling up to 10%” plan that provides that the aggregate number of Common Shares reserved for issuance under it, and all of the Company’s other Security Based Compensation Plans (as that term is defined in the Policy), in aggregate, is that number of Common Shares as is equal to 10% of the Company’s issued Common Shares at the time of the grant of a stock option under the Plan or the date of issuance of any other Security Based Compensation (as that term is defined in the Policy) under any of such other Security Based Compensation Plans. As of the date of this Information Circular, the Company has no Security Based Compensation Plans other than the Plan.

The persons eligible to be granted stock options under the Plan (the “**Eligible Persons**”) are Directors, Officers (including, for purposes of National Instrument 45-106 – *Prospectus Exemptions*, Executive Officers), and Employees of the Company or of any of its subsidiaries (and issuers, all of the voting securities of which are beneficially owned by one or more Directors, Officers or Employees), Consultants and Management Company Employees (as all such terms are defined in the Policy).

Under the Plan, the Board has the authority to approve the grant by the Company of options under the Plan, including the authority to:

- (i) determine the Employees, Officers, Directors, Consultants or Management Company Employees to whom options will be granted, based on the eligibility criteria set out in the Plan;
- (ii) determine the terms and provisions of the agreement evidencing the option grant (the “**Option Agreement**”) which shall be entered into with each optionee (which need not be

identical with the terms of any other Option Agreement) and which shall not be inconsistent with the terms of the Plan;

- (iii) determine when options will be granted (the “**Date of Grant**”);
- (iv) determine the number of Common Shares subject to each option;
- (v) determine whether a particular grant will have a vesting schedule; under the Plan, the vesting of options is at the discretion of the Board, provided however that, if the Common Shares are listed in Canada only on the Exchange, options granted to any Investor Relations Service Provider (as that term is defined in the Policy) shall vest in four (4) stages over twelve (12) months with no more than one-quarter ($\frac{1}{4}$) of such options vesting no sooner than three (3) months after the Date of Grant and, thereafter, no more than one-quarter ($\frac{1}{4}$) of such options vesting no sooner than on each of the six (6), nine (9) and twelve (12) month anniversaries of the Date of Grant and provided further that the vesting schedule for options granted to Investor Relations Service Providers cannot be accelerated without the prior written approval of the Exchange;
- (vi) determine the option exercise price, which must not be less than the Discounted Market Price (as that term is defined in the policies of the Exchange, as applied in the Policy);
- (vii) determine the Term (as defined below) within which each option must be exercised within the period permitted by the policies of the Exchange, which, subject to extension of up to a maximum 10 business days from the expiry of a Blackout Period (as defined below) if the expiration date of an option falls within a Blackout Period, is currently a maximum of 10 years from the Date of Grant. Within this period, the Board may determine the limitation period during which an option may be exercised (the “**Term**”).

The Plan defines a “**Blackout Period**” as a formal blackout period self-imposed by the Company pursuant to its internal trading policies as a result of the bona fide existence of undisclosed Material Information (as such term is defined in the policies of the Exchange), which shall expire following the general disclosure of such undisclosed Material Information.

The Plan includes:

- provisions permitting Cashless Exercise and Net Exercise (as those terms are defined in the Policy) of options granted under the Plan;
- provisions for termination of options, subject to extension for a Blackout Period, in the event of the death of an optionee (options terminate on the earlier of 12 months following the date of death and the expiry of the Term of the option), the cessation of an optionee’s employment or engagement as a service provider, for cause, or the removal from office of a Director or Officer (options terminate immediately), an optionee becoming Disabled (as defined in the Plan) (options terminate on the earlier of 6 months after the optionee becomes Disabled and the expiry of the Term of the option), the ending or expiry of an optionee’s employment, office, term as a Director or engagement as a service provider other than by reason of termination for cause or by removal (options terminate on the earlier of 30 days after such termination and the expiry of the Term of the option) and, in the event the Company proposes to amalgamate, merge or consolidate with or into any other company (other than with a wholly owned subsidiary of the Company) or to liquidate, dissolve or wind up, or in the event an offer to purchase the Common Shares of the Company or any part thereof shall be made to all the holders of Common Shares of the Company (a “**Take-Over Offer**”), the Company shall have the right, upon written notice to each optionee holding options under the Plan (other than options held by Investor Relations Service Providers whose vesting schedule cannot be accelerated without the prior written approval of the Exchange), to permit the exercise of all such options within the 30 day period next following the date of such notice and to determine that, upon expiration of such 30 day period, all rights of the optionees to such options or to exercise the same (to the extent not thereto exercised) shall terminate;

- a provision that, if options granted under the Plan are exercised or are surrendered, terminate or expire without being exercised in whole or in part, new options may be granted covering the Common Shares under such options, but the number of such Common Shares shall be included in the calculation of any limitations on the grant of options set out in the Plan;
- a provision that, except as to a Qualified Successor or Guardian (as those terms are defined in the Plan) or as otherwise permitted by applicable securities laws or the policies of the Exchange, options are non-assignable and non-transferable; and
- provisions to the effect that, until the issuance of a certificate evidencing Common Shares with respect to which an option has been exercised, no right to vote or receive dividends or any other rights as a shareholder shall exist with respect to such Common Shares, notwithstanding the exercise of an option, and no adjustment will be made for a dividend or other right for which the record date is prior to the date such certificate is issued except in the case of an alteration in capital structure, or an amalgamation, merger or arrangement, of the Company, and then subject to the approval of the Exchange, or in the case of a Take-Over Offer.

As a “rolling up to 10%” plan, any amendment to the Plan will, except as noted below, require the approval of the Exchange and may require shareholder approval. In particular, the Plan provides that, subject to the approval of the Exchange, if required, and a term of the Plan authorizing the Board with respect to amendment of the terms and provisions of the Plan or an Option Agreement, provided the Board obtains:

- (a) the consent of the optionee in the case of amendment to an Option Agreement; and
- (b) if required, the approval of any stock exchange on which the Common Shares are listed and shareholder approval, the Board may terminate, suspend or discontinue the Plan at any time or amend or revise the terms of the Plan or an outstanding option; provided, however, that, notwithstanding the generality of the foregoing, the power of the Board to amend without Exchange acceptance for filing or, if required, further shareholder approval shall be limited to the following:
 - (i) amendments to fix typographical errors or, provided the Company issues a news release outlining the terms of the amendment, to reduce the number of Common Shares that may be issued under the Plan or an outstanding option, to increase the exercise price of an option or to cancel an option; and
 - (ii) amendments to clarify existing provisions that do not have the effect of altering the scope, nature and intent of such provisions;

and nothing in the Plan shall be construed as authorizing the Board to make amendments to the Plan or outstanding options, without Exchange acceptance for filing thereof, and, if required, shareholder approval, to effect;

- (c) any amendment, other than a reduction, to the number of Common Shares issuable under the Plan;
- (d) any change to the Eligible Persons to be granted options under the Plan;
- (e) any change to the limitations under the Plan on the number of options that may be granted to any one person or any category of persons;
- (f) the method for determining the option price; and
- (g) the expiry and termination provisions applicable to options.

Furthermore, amendments to the terms of previously granted options are subject to acceptance for filing of such amendments by the Exchange, if required, and any amendments to options held by Insiders:

- (h) that would have the effect of decreasing the exercise price of, or extending the term of, such options; or

- (i) that results in a benefit to an Insider (and if the Company cancels any option and within one (1) year grants or issues new Security Based Compensation to the same person, the Policy considers that an amendment);

are subject to disinterested shareholder approval.

In accordance with the policies of the Exchange and the terms of the Plan, the Plan is annually subject to its acceptance for filing by the Exchange and the approval of the Company's shareholders. Under the policies of the Exchange and the terms of the Plan, if the grants of options under the Plan, together with all of the Company's other Security Based Compensation Plans and grants or issuances of Security Based Compensation, could result at any time in:

- (a) the aggregate number of Common Shares issuable pursuant to options granted to Insiders of the Company (as a group) at any point in time exceeding 10% of the issued Common Shares of the Company;
- (b) the aggregate number of Common Shares issuable pursuant to options granted to Insiders of the Company (as a group) within any 12-month period exceeding 10% of the issued Common Shares of the Company, calculated as at the date any Security Based Compensation is granted or issued to any Insider of the Company; or
- (c) the aggregate number of Common Shares issuable pursuant to options granted to any one person (and companies wholly owned by that person) within any 12-month period exceeding 5% of the issued Common Shares of the Company, calculated as at the date any Security Based Compensation is granted or issued to that person;

"disinterested shareholder approval" must be obtained.

Disinterested interested approval means approval by a majority of the votes cast at a shareholders' meeting other than votes attaching to shares of the Company beneficially owned by Insiders of the Company to whom options may be granted under the Plan and associates and affiliates of such persons. The term "Insiders" is defined in the policies of the Exchange and generally includes directors and senior officers of the Company and its subsidiaries and holders of greater than 10% of the voting securities of the Company. The terms "associates" and "affiliates" are also defined in the policies of the Exchange.

As the Plan does not permit these limits to be exceeded specifically without disinterested shareholder approval, at the Meeting the Company will be seeking shareholder approval, but not disinterested shareholder approval, of the Plan.

As noted above, the policies of the Exchange and the Plan also provide that "disinterested shareholder approval" will be required for any individual stock option grant or issuance of Security Based Compensation that would result in any of the limitations set forth above being exceeded and any amendment to stock options held by Insiders of the Company that would have the effect of decreasing the exercise price or extending the term of such stock options, but no such grants, issuances or amendments are being brought before the Meeting.

If shareholder approval of the Plan or a modified version thereof is not obtained, the Company will not implement the Plan and will not grant options under it. Even if approved, the Board may determine not to implement the Plan.

The Plan will be available for inspection at the Meeting. Management of the Company considers it desirable and in the best interests of the Company to implement the Plan for the granting of future stock options to Directors, Officers, Employees and Consultants (as defined in the Policy) and recommends that the shareholders approve the Plan.

4. Option-Joint Venture Agreement with Almadex

Pursuant to an option-joint venture exploration agreement (the "**Option-Joint Venture Agreement**") dated April 30, 2025 (the "**Effective Date**") between the Company and Almadex, Almadex proposes to grant the Company the sole, exclusive and irrevocable option to acquire a 60% interest in three of Almadex's

wholly-owned blocks of mineral claims in Nevada, United States (the “**Option**”): the Pilot, Confusion Hills and Red Ring prospects (the “**Projects**”). The Pilot Project also includes recently optioned claims internal to the Almadex claim block.

Subject to receipt of TSX Venture Exchange (“**TSXV**”) and requisite shareholder approval (as further detailed below), the Company can exercise the Option for a Project by:

- (i) making the following cash payments to Almadex:
 - (A) \$100,000 USD, upon acceptance by the Exchange and minority shareholder approval by the Company; and
 - (B) \$300,000 USD for each Project which the Company wishes to exercise the Option, after the completion of certain exploration requirements (as described below) but not later than the exercise of the Option; and
- (ii) completing the following exploration activities on the Projects:
 - (A) at least 2,000 metres of drilling in the aggregate on one or more of the Projects, within eighteen (18) months of the Effective Date; and
 - (B) at least 3,000 metres of drilling on the specific Project which the Company wishes to exercise the Option, within five (5) years of the Effective Date.

In addition to the above, upon at least 15,000 metres of drilling being completed on a specific Project either during the Option period or thereafter, the Company shall make a cash payment of \$750,000 USD to Almadex.

Pilot Project

The Pilot Project covers an area of hydrothermal alteration developed in folded sedimentary rocks that have been intruded by tonalite porphyry bodies exposed in drainages. In 2024 Almadex conducted extensive alteration and geologic mapping along with soil sampling, induced polarization geophysics and a drone-based magnetics survey. The alteration is dominated by pyrophyllite and white mica. Recently Almadex finalised an option agreement for claims internal to the claim block where mining for turquoise has been carried out historically and is ongoing. A drill permit for the Pilot Project has been recently approved.

Confusion Hills Project

The Confusion Hills high sulphidation prospect covers a large alteration zone developed in volcanic rocks. On April 15, 2025, Almadex announced that to date 107 grab rock samples had been taken from outcrop, subcrop and float (grab samples are selected samples and may not represent true underlying mineralisation). A drill permit has been approved for the Confusion Hills prospect.

Red Ring Project

The Red Ring prospect covers an area of hydrothermal alteration developed in volcanic rocks adjacent to carbonate rocks. Preliminary rock sampling returned high values of pathfinder trace elements typically associated with the lithocap alteration identified. Soil sampling conducted in 2024 also highlighted areas of anomalous trace elements indicative of a high sulphidation environment above or near a porphyry system.

For more information regarding the Projects, see the Company’s news release dated May 1, 2025.

Related Party Transaction and TSX Venture Exchange Acceptance

As a reporting issuer, the Company is subject to Multilateral Instrument 61-101 – *Protection of Minority Security Holders in Special Transactions* (“**MI 61-101**”), which regulates transactions that raise the potential for conflicts of interest, including related party transactions. MI 61-101 regulates certain types of transactions to ensure equality of treatment among securityholders when, in relation to a transaction, there are persons in a position that could cause them to have an actual or reasonably perceived conflict of interest or informational advantage over other securityholders. If MI 61-101 applies to a proposed transaction, then the applicable reporting issuer may be required to, among other things: (i) provide enhanced disclosure in

documents sent to securityholders; (ii) obtain disinterested shareholder approval; or (iii) obtain a formal valuation of the securities being acquired.

As the Option-Joint Venture Agreement involves the acquisition from a “related party” (as defined in MI 61-101) of the Company, the acquisition is a “related party transaction” under MI 61-101. Almadex is a related party as it beneficially owns and controls 14,044,056 common shares of the Company representing 19.02% of the issued common shares of the Company. In addition, Almadex is a Non-Arm’s Length Party (as defined in Exchange Policy 1.1 – *Interpretation*) pursuant to TSXV Policy 5.3 – *Acquisitions and Dispositions of Non-Cash Assets* (“**TSXV Policy 5.3**”).

In light of the foregoing, the Company is seeking disinterested shareholder approval for the Option-Joint Venture Agreement as the entering into of the Option-Joint Venture Agreement by the Company is considered a Reviewable Transaction and a Fundamental Acquisition (as defined in TSXV Policy 5.3) and subject to section 5.15 and 5.16 of TSXV Policy 5.3. Accordingly, the Company must obtain disinterested shareholder approval to approve the Option-Joint Venture Agreement as required by the Exchange and MI 61-101. Disinterested shareholder approval means shareholder approval by ordinary resolution, being the majority of the votes cast by shareholders voting at the Meeting, excluding votes attaching to Common Shares beneficially owned, or over which control or direction is exercised, by: (i) Almadex; (ii) directors, officers and other affiliated entities of Almadex; and (iii) and other shareholders required to be excluded pursuant to MI 61-101 (the “**Interested Parties**”).

As of the Record Date, for the purposes of MI 61-101, to the knowledge of the Company, after reasonably inquiry, the following Interested Parties of the Company own or exercise control or direction over the following Common Shares, as determined in accordance with MI 61-101

Name	Common Shares
Almadex Minerals Ltd.	14,044,056
Morgan Poliquin	4,414,188
Korm Trieu	504,500
Duane Poliquin	2,308,641
Douglas McDonald	784,200
Lawrence Segerstrom	24,000

The Company is relying on the specified markets exemption from the formal valuation requirement set forth in subsection 5.5(b) of MI 61-101 as the Company does not have securities listed on the Toronto Stock Exchange, the New York Stock Exchange, the American Stock Exchange, the NASDAQ Stock Market, or a stock exchange outside of Canada and the United States. To the knowledge of the directors and executive officers of the Company, after reasonable inquiry, there have been no prior valuations (as defined in MI 61-101) in respect of the Company in the 24 months prior to the date of this Information Circular and no *bona fide* prior offer (as contemplated in MI 61-101) that relates to the transactions contemplated by the Option-Joint Venture Agreement that has been received by the Company during the 24 months before the execution of the Option-Joint Venture Agreement.

The Company shares management and directors with Almadex, and the independent directors of both the Company and Almadex unanimously approved the Option-Joint Venture Agreement, with the non-independent directors declaring their interest and abstaining.

Shareholders (other than the Interested Parties) will be asked to vote on the following resolution:

“NOW THEREFORE BE IT RESOLVED, as an ordinary resolution of disinterested shareholders, that:

1. the approval of the Option-Joint Venture Agreement dated April 30, 2025 between the Company and Almadex Minerals Ltd., a “related party” of the Company, as more particularly described in the Company’s Management Information Circular dated May 20, 2025, is hereby ratified, confirmed and approved; and
2. any director or officer of the Company (an “**Authorized Person**”) is hereby authorized to execute under corporate seal or otherwise, and deliver all such other documents and to

perform and to do all other acts and things as the Authorized Person, in the Authorized Person's sole discretion, may consider necessary, advisable or useful for the purpose of giving effect to these resolutions, execution as aforesaid to be conclusive evidence of this and such Authorized Person's approval."

Management of the Company believes that the approval of the Option-Joint Venture Agreement as described above is in the best interests of the Company and recommends that shareholders vote FOR the ordinary resolution approving the Option-Joint Venture Agreement. Unless the shareholder has specifically instructed in the form of proxy or voting instruction form that the Common Shares represented by such proxy or voting instruction form are to be voted against the approval of the Option-Joint Venture Agreement, the persons named in the proxy or voting instruction form will vote FOR the approval of the Option-Joint Venture Agreement.

MANAGEMENT IS NOT AWARE OF ANY OTHER MATTER TO COME BEFORE THE MEETING OTHER THAN AS SET FORTH IN THE NOTICE OF MEETING. IF ANY OTHER MATTER PROPERLY COMES BEFORE THE MEETING, IT IS THE INTENTION OF THE MANAGEMENT APPOINTEES TO VOTE THE SHARES REPRESENTED BY THE FORM OF PROXY ACCOMPANYING THIS INFORMATION CIRCULAR ON ANY BALLOT THAT MAY BE CALLED FOR IN ACCORDANCE WITH THEIR BEST JUDGMENT ON SUCH MATTER.

ADDITIONAL INFORMATION

Additional information relating to the Company can be found at www.sedarplus.ca and on the Company's website at www.azucarminerals.com. Financial information is provided in the Company's comparative financial statements and Management Discussion and Analysis for its most recently completed financial year. A copy of the following documents may be obtained by a shareholder, without charge, upon request to the CEO of the Company at Azucar Minerals Ltd., Suite 210, 1333 Johnston Street, Vancouver, British Columbia, Canada, V6H 3R9, Phone: (604) 689-7644, Fax: (604) 689-7645.

- (a) the consolidated financial statements of the Company for the financial year ended December 31, 2024 together with the accompanying report of the auditor thereon and related Management Discussion and Analysis and any interim financial statements of the Company for periods subsequent to December 31, 2024 and related Management Discussion and Analysis; and
- (b) this Information Circular.

BY ORDER OF THE BOARD OF DIRECTORS OF AZUCAR MINERALS LTD.

"Morgan Poliquin"

Morgan Poliquin
President and CEO

SCHEDULE "A"
CHARTER
OF THE
AUDIT COMMITTEE
OF THE
BOARD OF DIRECTORS
OF
AZUCAR MINERALS LTD.

AZUCAR AUDIT COMMITTEE CHARTER

Purpose

To assist the Board of Directors of the Company (the “**Board**”) in fulfilling its oversight responsibilities for the financial reporting process, the system of internal control over financial reporting, the audit process, and the company’s process for monitoring compliance with laws and regulations and this code of conduct (the “**Charter**”).

This Charter is created in order to define the Committee’s objectives, the range of its authority, the scope of its activities and its duties and responsibilities. It is intended to give Committee members, management and external auditors a clear understanding of their respective roles. The Committee and the Board will review and assess the adequacy of this Charter annually.

Rules and Regulations

The Committee and its members are governed by the relevant laws, regulations and rules respecting audit committees to which the Company is subject, as promulgated by federal, state or provincial governments, the Securities and Exchange Commission, the Canadian Securities Commissions and Administrators and any other regulatory body or exchange or organized marketplace.

Authority

The Committee has authority to conduct or authorize investigations into any matters within its scope of responsibility. It is empowered to:

- With the consent of the Board, retain outside counsel, accountants or others to advise the Committee or assist in the conduct of an investigation.
- Seek any information it requires from employees – all of whom are directed to cooperate with the Committee’s requests – or external parties.
- Meet with Company officers, external auditors or outside counsel, as necessary.
- The Committee is responsible for recommending to the Board the compensation of the external auditors.
- Subject to the requirements of the Business Corporations Act (British Columbia), the Board maintains the ultimate authority to submit proposals to the shareholders of the Company for the appointment or removal of the external auditors and the determination of such external auditors’ compensation.
- Approval of non-audit services by the Auditors
- The Committee approves or pre-approves all non-audit services (as defined in the Sarbanes-Oxley Act of 2002, Multilateral Instrument 52-110 and any other applicable audit committee rules, regulations and policies) rendered by the external auditors of the Company for the benefit of the Company or any of its subsidiaries. The Committee may establish policies and procedures for the pre-approval of non-audit services in accordance with applicable audit committee rules.

Composition

The Committee will consist of at least two and no more than four members of the Board. The Board will appoint committee members and the committee chair.

The majority of the Committee members must be independent, and each member must be financially literate, as defined by applicable regulation and the Board. If, upon appointment, a member of the committee is not financially literate as required, the person will be provided a three month period in which to achieve the required level of literacy.

Meetings

The Committee will meet at least once a year, with authority to convene additional meetings, as circumstances require. All Committee members are expected to attend each meeting, in person or via tele- or video-conference. The Committee will invite members of management, auditors or others to attend

meetings and provide pertinent information, as necessary. It will hold private meetings with auditors (see below) and executive sessions. Minutes will be prepared.

Responsibilities

The Committee will carry out the following responsibilities.

Financial Statements

- Review significant accounting and reporting issues, including complex or unusual transactions and highly judgmental areas, and recent professional and regulatory pronouncements, and understand their impact on the financial statements.
- Review with management and the auditors the results of the audit, including any difficulties Encountered.
- Review the annual financial statements, and consider whether they are complete, consistent with information known to Committee members, and reflect appropriate accounting principles.
- Review other sections of the annual report before release and consider the accuracy and completeness of the information.
- Review with management and the auditors all matters required to be communicated to the Board under generally accepted auditing standards.
- Understand how management develops interim financial information, and the nature and extent of auditor involvement.
- Review interim financial reports with management before filing with regulators, and consider whether they are complete and consistent with the information known to Committee members.

Internal Control

- Consider the effectiveness of the Company's internal control over annual and interim financial reporting, including information technology security and control.
- Understand the scope of auditors' review of internal control over financial reporting, and obtain reports on significant findings and recommendations, together with management's responses.

Audit

- Review the auditors' proposed audit scope and approach, significant accounting policies, audit conclusions regarding significant accounting estimates/reserves and proposed fee arrangements for ongoing and special projects.
- Review the performance of the auditors, and exercise final approval on the appointment or discharge of the auditors.
- Review and confirm the independence of the auditors by obtaining statements from the auditors on relationships between the auditors and the Company, including non-audit services, and discussing the relationships with the auditors.
- On a regular basis, meet separately with the auditors to discuss any matters that the Committee or auditors believe should be discussed privately.
- The Committee is responsible for overseeing the work of any external auditors engaged for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Corporation, including the resolution of disagreements between management and external auditors regarding financial reporting.
- The Committee will review with management and the external auditors the Company's compliance with laws and regulations having to do with accounting and financial matters.

Compliance

- Review the effectiveness of the system for monitoring compliance with laws and regulations and the results of management's investigation and follow-up (including disciplinary action) of any instances of non-compliance.
- Review the findings of any examinations by regulatory agencies, and any auditor observations.
- Review the process for communicating the code of conduct to Company personnel, and for monitoring compliance therewith.
- Obtain regular updates from management and Company legal counsel regarding compliance matters.

Reporting Responsibilities

- Regularly report to the Board about Committee activities, issues and related recommendations.
- Provide an open avenue of communication between the auditors and the Board.
- Review any other reports the company issues that relate to Committee responsibilities.

Other Responsibilities

- The Committee shall establish procedures for the receipt, retention, and treatment of complaints received by the Company regarding accounting, internal accounting controls, or auditing matters, and the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.
- Perform other activities related to this charter as requested by the Board.
- Institute and oversee special investigations as needed.
- Review and assess the adequacy of the Committee charter annually, requesting Board approval for proposed changes.
- Confirm annually that all responsibilities outlined in this charter have been carried out.
- Evaluate the Committee's and individual members' performance on a regular basis.
- The Committee approves all services to be rendered by the Board or by related entities to such directors (related party transactions).