

KLONDIKE SILVER CORP.

NOTICE IS HEREBY GIVEN that an annual general and special meeting of the shareholders ("Shareholders") of Klondike Silver Corp. (the "Corporation") will be held virtually at:

<https://us05web.zoom.us/j/85967070768?pwd=upvchphwoKVPamcbFDEliSoxB36ilz.1>

on Wednesday, December 17, 2025 at 10:00 a.m. (PST), for the following purposes, all as more particularly described in the enclosed/attached management information circular (the "Information Circular"):

1. To consider the audited financial statements of the Company for the years ended March 31, 2024 and March 31, 2025, together with the auditor's reports thereon; Dilver
2. To fix the number of directors at three (3);
3. To elect directors for the ensuing year;
4. To appoint the auditors of the Company for the ensuing year and to authorize the directors to determine their remuneration.
5. To consider, and if thought fitting, approve the renewal of the Company's stock option plan, as detailed in the accompanying Information Circular.
6. To transact such other business as may properly come before the Meeting, or at any adjournment thereof.

Specific details of the above items of business are contained in the Information Circular of Management which accompanies this Notice of Meeting and should be read in advance of the Meeting.

The directors of the Company have fixed December 11, 2025 as the record date for determining shareholders entitled to receive notice of and to vote at the Meeting. Only shareholders of record at the close of business on such date will be entitled to notice of and to vote at the Meeting.

Shareholders who are unable to attend the Meeting in person are requested to complete, date, and sign the enclosed **form of proxy** (or voting instruction form, if applicable) and return it in accordance with the instructions set out therein. To be valid, proxies must be received by the Company's transfer agent, Computershare Investor Services Inc., Proxy Department, 8th Floor, 100 University Avenue, Toronto, Ontario, M5J 2Y1, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time for holding the Meeting, or any adjournment thereof. Proxies delivered after that time will not be accepted.

DATED at Vancouver, British Columbia, this 21st day of November, 2025

By Order of the Board of Directors,

KLONDIKE SILVER CORP.

[Signed] "Tom Kennedy" – Chief Executive Officer, director

KLONDIKE SILVER CORP. INFORMATION CIRCULAR

This Information Circular (the “**Information Circular**”) is furnished in connection with the solicitation of proxies by management of KLONDIKE SILVER CORP. (the “**Company**”) for use at the combined 2024 and 2025 Annual General and Special Meeting of shareholders of the Company (collectively the “**Meeting**”) to be held on Wednesday, December 17, 2025 at 10:00 am (PST) in virtual format.

The address of the meeting is: <https://us05web.zoom.us/j/85967070768?pwd=upvchphwoKVPamcbFDEliSoxB36ilz.1>

In this Circular, references to “the Company”, “we” and “our” refer to Klondike Silver Corp. “common shares” means common shares without par value in the capital of the Company. “Beneficial Shareholders” means shareholders who do not hold common shares in their own name and “intermediaries” refers to brokers, investment firms, clearing houses and similar entities that own securities on behalf of Beneficial Shareholders.

GENERAL PROXY INFORMATION

The solicitation of proxies will be primarily by mail, but proxies may be solicited personally or by telephone by directors, officers and regular employees of the Company at nominal cost. The Company will bear all costs of this solicitation.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying form of proxy (the “Proxy”) are directors and/or officers of the Company. A registered shareholder has the right to appoint a person (who need not be a shareholder) other than the persons named as the proxy of the shareholder and may exercise this right either by inserting that person’s name in the blank space provided in the Proxy and striking out the other names or by completing another proper form of proxy. To be effective, Proxies must be deposited at the office of the Company’s registrar and transfer agent, Computershare Trust Company of Canada, 100 University Avenue, Toronto, Ontario, M5J 2Y1, FACSIMILE: (within North America) 1-866-249-7775, (outside North America) (416) 263-9524, not less than 48 hours (excluding Saturdays, Sundays and holidays) before the time of the Meeting or adjournment thereof.

Proxies given by registered shareholders for use at the Meeting may be revoked at any time before their use. In addition to revocation in any other manner permitted by law, a Proxy may be revoked by depositing an instrument in writing signed by the registered shareholder, or by the registered shareholder’s attorney duly authorized in writing, at the registered office of the Company, 1100-1111 Melville Street, Vancouver, British Columbia V6E 3V6 on or before the last business day preceding the day of the Meeting, or any adjournment thereof, or with the chair of the Meeting on the day of the Meeting, or any adjournment thereof.

VOTING AND DISCRETION OF PROXYHOLDER

The common shares of the Company represented by the Proxies solicited by management of the Company pursuant to this Information Circular will be voted or withheld from voting in accordance with the directions contained therein, provided your directions are clear. **If no directions are given, the proxyholder nominated by management will vote the shares represented by your proxy in accordance with their judgement. The Proxy confers discretionary authority on the persons named therein in respect of amendments or variations to the matters referred to in the Notice and in respect of other matters that may properly come before the Meeting, or any adjournment thereof.**

As at the date of this Information Circular, management knows of no such amendments or variations or other matters that may properly come before the Meeting but, if any such amendments, variations or other matters are properly brought before the Meeting, the persons named in the Proxies will vote thereon in accordance with their best judgment.

NON-REGISTERED SHAREHOLDERS

Only registered shareholders or duly appointed proxyholders are permitted to vote at the Meeting. Most shareholders of the Company are “non-registered” shareholders because the shares they own are not registered in their names but are instead registered in the name of the brokerage firm, bank or trust company through which they purchased the shares. 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 (Intermediaries include, among others, banks, trust companies, securities dealers or brokers and trustees or administrators of self-administered RRSPs, RRIFs, RESPs and similar plans); or (b) in the name of a clearing agency (such as CDS Clearing and Depository Services Inc., of which the Intermediary is a participant).

These Meeting Materials are being sent to both registered shareholders and Non-Registered Holders. If you are a Non-Registered Holder, and the Company or its agent has sent these materials to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the Intermediary holding on your behalf.

Non-Registered Holders who have not objected to their Intermediary disclosing certain ownership information about themselves to the Company are referred to as “NOBOs”. Those Non-Registered Holders who have objected to their Intermediary disclosing ownership information about themselves to the Company are referred to as “OBOs”.

In accordance with the requirements of National Instrument 54-101 of the Canadian Securities Administrators, the Company has elected to send the Notice, this Circular and the Proxy (collectively, the “Meeting Materials”) directly to the NOBOs, and indirectly through Intermediaries to the OBOs. The Intermediaries (or their service companies) are responsible for forwarding the Meeting Materials to each OBO, unless the OBO has waived the right to receive them. **The Company does not intend to pay for an Intermediary to deliver to OBOs, therefore an OBO will not receive the materials unless the OBO’s Intermediary assumes the costs of delivery.**

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

In either case, the purpose of this procedure is to permit Non-Registered Holders to direct the voting of the shares which they beneficially own. Should a Non-Registered Holder who receives a VIF wish to attend the Meeting or have someone else attend on his or her behalf, the Non-Registered Holder may request a legal proxy as set forth in the VIF, which will grant the Non-Registered Holder or his or her nominee the right to attend and vote at the Meeting.

Please return your voting instructions as specified in the VIF. Non-Registered Holders should carefully follow the instructions set out in the VIF, including those regarding when and where the VIF is to be delivered.

VOTING SHARES

The record date for the determination of shareholders entitled to receive notice of and vote at the Meeting has been fixed at December 11, 2025. The affirmative vote of a majority of the votes cast at the Meeting is required for approval of an ordinary resolution, and the affirmative vote of two-thirds of the votes cast at the Meeting is required for approval of a special resolution.

To the knowledge of the directors and executive officers of the Company, no persons beneficially own, directly or indirectly, or exercise control or direction over Common Shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company.

Common Shares

The authorized capital of the Company consists of an unlimited number of common shares without par value. As at the date of this Information Circular, **268,882,107** common shares are issued and outstanding.

Each common share of the Company carries the right to one vote, and all common shares may be voted at the Meeting.

ELECTION OF DIRECTORS

The directors of the Company are elected annually and hold office until the next annual general meeting of the shareholders or until their successors are appointed or elected in accordance with the *Business Corporations Act* (British Columbia) and the Company’s articles. In the absence of instructions to the contrary, the enclosed Proxy will be voted for the three (3) nominees listed herein.

THE MANAGEMENT DOES NOT CONTEMPLATE THAT ANY OF THE NOMINEES WILL BE UNABLE TO SERVE AS A DIRECTOR.

IN THE EVENT THAT, PRIOR TO THE MEETING, ANY VACANCIES OCCUR IN THE NAMED NOMINEES LISTED, IT IS INTENDED THAT DISCRETIONARY AUTHORITY SHALL BE EXERCISED BY MANAGEMENT TO VOTE THE PROXY FOR THE ELECTION OF ANY OTHER PERSON OR PERSONS AS DIRECTORS.

Name, Country of Residence and Present Position with Company	Principal Occupation	Period From Which Nominee Has Been Director	Number of Common Shares Beneficially Owned⁽¹⁾
THOMAS J. KENNEDY ⁽²⁾ B Com, JD Canada, CEO & Director	Businessman and director of other mineral exploration companies.	April 24, 2013	0
GLEN D. HARDER ⁽²⁾ BA - Economics, JD Canada, Director	Senior securities lawyer; director of mineral exploration companies.	December 17, 2024	80,000
RONALD COOMBES Canada, Director ⁽²⁾	Mining Executive, entrepreneur.	December 17, 2024	0

Notes:

(1) The information as to shares beneficially owned directly or indirectly or over which a director exercises control or direction, was provided by the individual.

(2) Member of the audit committee.

Corporate Cease Trade Orders or Bankruptcies

No proposed director of the Company is or has been, within the past 10 years, a director, chief executive officer or chief financial officer of any company that, while the person was acting in that capacity, other than that listed:

- (a) was subject to an order that was issued while the proposed director was acting in the capacity as director, chief executive officer or chief financial officer; or
- (b) 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.

No proposed director of the Company is or has been, within the past 10 years, a director or executive officer of any company that, while that person was acting in that capacity or within a year of that person ceasing to act in that capacity, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or was subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets.

No proposed director of the Company has, within the past 10 years, become 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 the assets of the proposed director.

Thomas Kennedy was a director of the Bigg Digital Assets Inc., a CSE listed Company on May 3, 2021, at which time the British Columbia Securities Commission (“BCSC”) issued a cease trade order (“CTO”) against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended December 31, 2020. The CTO was revoked by the BCSC on July 12, 2020.

Thomas Kennedy was a director of the Golden Pursuit Resources Ltd., a TSXV listed Company on February 3, 2022, at which time the British Columbia Securities Commission (“BCSC”) issued a cease trade order (“CTO”) against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended September 30, 2022. The CTO was revoked by the BCSC on February 14, 2022.

Thomas J. Kennedy was a director of Rift Valley Resources Corp. a TSXV listed Company on May 8, 2023, at which time the British Columbia Securities Commission (“BCSC”) issued a cease trade order (“CTO”) against the Company for failure to file comparative financial statements and related Management’s Discussion and Analysis for the year ended December 31, 2022. The CTO is still in effect.

Advance Notice Provisions

The Company’s articles include advance notice provisions (the “Advance Notice Provisions”). Under the Advance Notice Provisions, advance notice to the Company must be made in circumstances where nominations of persons for election to the Board are made by shareholders other than pursuant to a requisition of shareholders or a proposal made in accordance with the Business Corporations Act (British Columbia).

Among other things, the Advance Notice Provisions indicate that: (a) in the case of an annual meeting of shareholders, notice to the Company must be made not less than 30 and not more than 65 days prior to the date of the annual meeting; provided, however, that in the event that the annual meeting is to be held on a date that is less than 50 days after the date on which the first public announcement of the date of the annual meeting was made, notice may be made not later than close of business on the 10th day following such public announcement; and (b) in the case of a special meeting of shareholders (which is not also an annual meeting), notice to the Company must be made not later than the close of business on the 15th day following the day on which the first public announcement of the date of the special meeting was made. The Advance Notice Provisions also set out the information that the shareholder notice must contain, for an effective nomination to occur.

No person will be eligible for election as a director of the Company unless nominated in accordance with the provisions of the Advance Notice Provisions

APPOINTMENT OF AUDITOR AND REMUNERATION OF AUDITOR

Management of the Company nominates Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants of Vancouver, British Columbia as auditors of the Company to hold office until the next Annual General Meeting of Shareholders, at a remuneration to be fixed by the directors. Dale Matheson Carr-Hilton LaBonte LLP Chartered Professional Accountants became auditors of the Company on August 11, 2022.

Unless otherwise instructed, the proxies given in this solicitation will be voted for the re-appointment of Dale Matheson Carr-Hilton LaBonte LLP.

AUDIT COMMITTEE

Pursuant to Section 224(l) of the *Business Corporations Act* (British Columbia), the policies of the TSXV and National Instrument 52-110 (“NI 52-110”) *Audit Committees*, the Company is required to have an Audit Committee comprised of not less than three directors, a majority of whom are not officers, control persons or employees of the Company or an affiliate of the Company. NI 52-110 requires the Company, as a venture issuer, to disclose annually in its information circular certain information concerning the constitution of its audit committee and its relationship with its independent auditor in accordance with Form 52-110F2 of NI 52-110.

Audit Committee Charter

Mandate

The primary function of the audit committee (the “**Committee**”) is to assist the Board (the “**Board**”) of the Company in fulfilling its financial oversight responsibilities. The Committee reviews the financial reports and other financial information provided by the Company to regulatory authorities and its shareholders and reviews the Company’s systems

of internal controls regarding finance and accounting including our auditing, accounting and financial reporting processes.

The Committee's primary duties and responsibilities are to:

- Serve as an independent and objective party to monitor the Company's financial reporting and internal control system and review the Company's financial statements.
- Review and appraise the performance of the Company's external auditors.
- Provide an open avenue of communication among the Company's auditors, financial and senior management and the Board.

Composition

The Committee is comprised of three directors as determined by the Board, the majority of who are free from any relationship that, in the opinion of the Board, would interfere with the exercise of their independent judgment as a member of the Committee. At least one member of the Committee should have accounting or related financial management expertise. All members of the Committee that are not financially literate will work towards becoming financially literate to obtain a working familiarity with basic finance and accounting practices. For the purposes of the Audit Committee Charter, the definition of "financially literate" is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can presumably be expected to be raised by the Company's financial statements.

The members of the Committee are elected by the Board at its first meeting following the annual shareholders' meeting. Unless a Chair is elected by the full Board, the members of the Committee may designate a Chair by a majority vote of the full Committee membership.

Meeting

The Committee is to meet at least once annually, or more frequently as circumstances dictate and may pass motions or resolutions in writing. As part of its job to foster open communication, the Committee is to meet at least annually with the Chief Financial Officer and the external auditors in separate sessions.

Responsibilities and Duties

To fulfill its responsibilities and duties, the Committee shall:

Documents/Reports Review

- (a) Review and update the Charter annually.
- (b) Review the Company's financial statements, MD&A and any annual and interim earnings press releases before the Company publicly discloses this information and any reports or other financial information (including interim financial statements), which are submitted to any governmental body, or to the public, including any certification, report, opinion, or review rendered by the external auditors.

External Auditors

- (a) Review annually, the performance of the external auditors who shall be ultimately accountable to the Board and the Committee.
- (b) Recommend to the Board the selection and, where applicable, the replacement of the external auditors nominated annually for shareholder approval.
- (c) Review with management and the external auditors the audit plan for the year-end financial statements and intended template for such statements.
- (d) Review and pre-approve all audit and audit-related services and the fees and other compensation related thereto, and any non audit services, provided by the Company's external auditors.

Provided pre-approval of the non-audit services is presented to the Committee's first scheduled meeting following such approval, such authority may be delegated by the Committee to one or more independent members of the Committee.

Financial Reporting Processes

- (a) In consultation with the external auditors, review with management the integrity of the Company's financial reporting process, both internal and external.
- (b) Consider the external auditors' judgments about the quality and appropriateness of the Company's accounting principles as applied in its financial reporting.
- (c) Consider and approve, if appropriate, changes to the Company's auditing and accounting principles and practices as suggested by the external auditors and management.
- (d) Following completion of the annual audit, review separately with management and the external auditors any significant difficulties encountered during the course of the audit, including any restrictions on the scope of work or access to required information.
- (e) Review any significant disagreement among management and the external auditors in connection with the preparation of the financial statements.
- (f) Review with the external auditors and management the extent to which changes and improvements in financial or accounting practices have been implemented.
- (g) Review any complaints or concerns about any questionable accounting, internal accounting controls or auditing matters.
- (h) Review certification process.
- (i) Establish a procedure for the confidential, anonymous submission by employees of the Company of concerns regarding questionable accounting or auditing matters.

Other

- (a) Review any related-party transaction.

Composition of Audit Committee

The following are the members of the Audit Committee:

	Independent ⁽¹⁾	Financially Literate ⁽¹⁾
Thomas J. Kennedy	N	Y
Ronald Coombes	Y	Y
Glen D. Harder	Y	Y

⁽¹⁾ As defined by NI 52-110

Relevant Education and Experience

Thomas J. Kennedy

Mr. Kennedy is a businessman with experience in financial matters, he has an understanding of accounting principles used to prepare financial statements and varied experience as to the general application of such accounting principles, as well as the internal controls and procedures necessary for financial reporting, garnered from his past workings.

Ronald Coombes

Ronald Alan Coombes was the founder of International Bethlehem Mining Corp., founded in 1995, where the titles held included President, Chief Operating Officer & Director from 1995 to 2014. Current jobs include President, CEO & Non-Independent Director at Providence Gold Mines, Inc. since 2017; President & Director at Coombes & Sons Administration, Inc.; Director at Klondike Silver Corp.; and President at Columbia Yukon Explorations, Inc. Former jobs include President & Chief Executive Officer at Brooklyn Ventures Corp.; Chairman at Orphan Boy Resources, Inc.; President & Director at VAR Resources Corp. from 2013 to 2014; Director at East West Resource Corp. from 2009 to 2010; President & Director at BC Moly Ltd. from 2012 to 2014; Independent Director at Golden Band sources, Inc. from 2013 to 2016; Director at World Famous Pizza Co. Ltd.; President & Director at Rainy Mountain Royalty Corp. from 2009 to 2014; Independent Director at Lincoln Gold Mining, Inc. 2013 to 2025 and Chief Operating Officer at Copper Lake Resources Ltd. from 2014 to 2015.

Glen D. Harder

Mr. Harder has been a member of the British Columbia Law Society since 1986 and is a senior securities lawyer, with a primary focus on natural resources law and green technology. He is the principal of Harder & Company, a Vancouver law firm operating in the junior mining space. He is currently a director and committee member of other public mining companies.

Each member of the Audit Committee has adequate education and experience that would provide the member with:

- (a) an understanding of the accounting principles used by the Company to prepare its financial statements, and the ability to assess the general application of those principles in connection with estimates, accruals and reserves;
- (b) experience preparing, auditing, analyzing or evaluating financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of issues that can reasonably be expected to be raised by the Company's financial statements, or experience actively supervising individuals engaged in such activities; and
- (c) an understanding of internal controls and procedures for financial reporting.

Audit Committee Oversight

At no time since the commencement of the Company's most recently completed financial year was a recommendation of the Committee to nominate or compensate an external auditor not adopted by the Board.

Reliance on Certain Exemptions

At no time since the commencement of the Company's most recently completed financial year has the Company relied on the exemption in Section 2.4 of NI 52-110 (*De Minimis Non-audit Services*), or an exemption from NI 52-110, in whole or in part, granted under Part 8 of NI 52-110.

Pre-Approval Policies and Procedures

The Committee has adopted specific policies and procedures for the engagement of non-audit services as described above under the heading "External Auditors".

External Auditor Service Fees (By Category)

The table below sets out all fees billed by the Company's external auditor in each of the last two fiscal years. In the table "Audit Fees" are fees billed by the Company's external auditor for services provided in auditing the Company's financial statements for the fiscal year. "Audit-Related Fees" are fees not included in Audit Fees that are billed by the auditor for assurance and related services that are reasonably related to the performance of the audit or review of the Company's financial statements. "Tax Fees" are fees billed by the Company's external auditors for professional services rendered for tax compliance, tax advice and tax planning. "All Other Fees" are fees billed by the external auditor for products and services not included in the foregoing categories:

Financial Year Ended	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
May 31, 2025	\$45,000 ⁽¹⁾	Nil	\$Nil	\$Nil
May 31, 2024	\$38,000	Nil	\$Nil	\$Nil

1. Approximation

The Company is a "venture issuer" as defined in NI 52-110 and is relying on the exemption in section 6.1 of NI 52-110 relating to Parts 3 (*Composition of Audit Committee*) and 5 (*Reporting Obligations*).

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular, a Named Executive Officer (“NEO”) of the Company means each of the following individuals:

- (a) a CEO of the Company, or an individual who acted in a similar capacity during the years ended May 31, 2024 and May 31, 2025, regardless of the amount of compensation;
- (b) a CFO of the Company, or an individual who acted in a similar capacity during the year years ended May 31, 2024 and May 31, 2025, regardless of the amount of compensation;
- (c) each of the three most highly compensated executive officers, or the three most highly compensated individuals acting in a similar capacity, other than the CEO and CFO, at the end of the most recently completed financial years whose total compensation was, individually, more than \$150,000, as determined in accordance with subsection 1.3(6) of Form 51-102F6, for that financial year; and
- (d) each individual who would be an NEO under paragraph (c) above but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

During the years ended May 31, 2024 and May 31, 2025, the Company had two NEOs: Thomas J. Kennedy, CEO and Laurence A. Smoliak, CFO. The total compensation awarded, paid to or earned by the NEOs from the Company for the three most recently completed financial years of the Company is set out below in the Summary Compensation Table.

COMPENSATION DISCUSSION AND ANALYSIS

The Company does not have a formal Compensation Committee. The Company’s Board informally discusses and approves the compensation to the NEOs, ensuring that total compensation paid to all NEOs is fair and reasonable and is consistent with the Company’s compensation philosophy.

The Company does not generate operating cash flows and relies on equity financings to fund its exploration and corporate activities.

Therefore, as the Company seeks to attract, retain and motivate highly skilled and experienced executive officers, it must at the same time consider current market and industry circumstances and the Company’s liquidity and ability to raise further capital.

Executive Compensation Philosophy and Objectives

The Company’s principal goal is to create value for its shareholders. The Company’s compensation philosophy reflects this goal, and is based on the following fundamental principles:

- 1 *Compensation programs align with shareholder interests* – the Company aligns the goals of executives with maximizing long term shareholder value;
- 2 *Performance sensitive* – compensation for executive officers should be linked to operating and market performance of the Company and fluctuate with the performance; and
- 3 *Offer market competitive compensation to attract and retain talent* – the compensation program should provide market competitive pay in terms of value and structure in order to retain existing employees who are performing according to their objectives and to attract new individuals of the highest calibre.

The Company does not have a formal compensation program with set benchmarks; however, the Company does have an informal program designed to encourage, compensate and reward employees on the basis of individual and corporate performance, both in the short and the long term, and to align the interests of executive officers with the interest of the Company’s shareholders. This alignment of interests is achieved by making long term equity-based incentives through the granting of stock options, a significant component of executive compensation (on the assumption that the performance of the Company’s common share price over the long term is an important indicator of long term performance).

The objectives of the compensation program in compensating the NEOs are derived from the above-mentioned compensation philosophy and are as follows: to attract, motivate and retain highly skilled and experienced executive

officers; to align the interests of executive officers with shareholders' interests and with the execution of the Company business strategy; and, to tie compensation directly to measurements and rewards based on achieving and exceeding performance expectations.

Competitive Compensation

The Company is dependent on individuals with specialized skills and knowledge related to the exploration for and development of mineral prospects, corporate finance and management. Therefore, the Company seeks to attract, retain and motivate highly skilled and experienced executive officers by providing competitive compensation. The Board reviews data related to compensation levels and programs of various companies that are similar in size to the Company and operate within the mining exploration and development industry. The Board also relies on the experience of its members as officers and/or directors at other companies in similar lines of business as the Company in assessing compensation levels. These other companies are identified below under the heading "Statement of Corporate Governance Practices".

The purpose of this process is to:

- understand the competitiveness of current pay levels for each executive position relative to companies with similar revenues and business characteristics;
- identify and understand any gaps that may exist between actual compensation levels and market compensation levels; and
- establish a basis for developing salary adjustments and short-term and long-term incentive awards.

Elements of Executive Compensation

A combination of fixed and variable compensation is used to motivate executives to achieve overall corporate goals. For the financial years ended May 31, 2024 and May 31, 2025, the three basic components of executive officer compensation were:

- base salary;
- annual incentives (cash bonus); and
- option-based awards (long term compensation).

Base salary comprises the portion of executive compensation that is fixed, whereas annual incentives and option based compensation represent compensation that is "at risk" and thus may or may not be paid to the respective executive officer depending on: (i) whether the executive officer is able to meet or exceed his or her applicable performance expectations; (ii) market performance of the Company's common shares; and, (iii) the Company's liquidity and ability to raise further capital in the prevailing economic environment.

No specific formulae have been developed to assign a specific weighting to each of these components. Instead, the Board reviews each element of compensation for market competitiveness, and it may weigh a particular element more heavily based on the NEO's role and responsibilities within the Company. The focus is on remaining competitive in the market with respect to 'total compensation' as opposed to within any one component of executive compensation.

The Board reviews and approves on an annual basis the cash compensation, performance and overall compensation package of each NEO, with appropriate abstentions for conflict, if applicable.

Base Salary

The Board approve the salary ranges for the NEOs. Base salaries are set with the goal of being competitive with corporations of a comparable size and at the same stage of development, thereby enabling the Company to compete for and retain executives critical to the Company's long-term success. In determining the base salary of an executive officer, the Board places equal weight on the following criteria:

- the particular responsibilities related to the position;

- salaries paid by comparable businesses;
- the experience level of the executive officer; and
- his or her overall performance or expected performance (in the case of a newly hired executive officer).

The Board makes an assessment of these criteria, and using this information together with budgetary guidelines and other internally generated planning and forecasting tools, performs an annual assessment of the compensation of all executive officer and employee compensation levels. To date, comparative data for the Company's peer group has been accumulated internally, without the use of any external independent consultants or compensation specialists.

For employees of the Company, management is responsible for preparing an individual evaluation process for each employee and then conducting reviews on an annual basis. The evaluation framework is objective where a number of factors are judged for each employee.

Annual incentives (Cash Bonus)

Executive officers are eligible for an annual discretionary bonus, payable in cash. The Board approves such annual incentives and assesses each active NEO's performance and his or her respective contribution to the Company's success, and after taking into account the financial and operating performance of the Company, makes a decision.

In the financial years ended May 31, 2024 and May 31, 2025 the Board paid no bonus to any of the NEOs or other employees in light of the prevailing economic conditions and the Company's desire to preserve capital.

Option based awards (Long-Term Compensation)

The Company believes that it is important to award incentive stock options as part of an overall compensation package. Encouraging its executive officers and employees to become shareholders of the Company is the best way to align their interests with those of the Company's shareholders.

Equity participation is accomplished through the Company's stock option plan ("Stock Option Plan"), which is designed to give each option holder an interest in preserving and maximizing shareholder value in the longer term, to enable the Company to attract and retain individuals with experience and ability, and to reward individuals for current performance and expected future performance.

The Company considers stock option grants when reviewing executive officer compensation packages as a whole. Stock options granted to NEOs during the most recently completed financial year, are disclosed below under the heading, "*Executive Compensation - Summary Compensation Table*".

Option-Based Awards

The Company's Stock Option Plan provides for the grant of stock options to directors, executive officers and key employees and consultants of the Company and its subsidiaries for the purpose of advancing the interests of the Company and its shareholders through the motivation, attraction and retention of these individuals. It is generally recognized that stock option plans aid in attracting, retaining and encouraging these individuals due to the opportunity offered to them to acquire a proprietary interest in the Company.

The Company determines the ranges of stock option grants for each level of executive officer, the key employees to whom it recommends that grants be made, and the terms and conditions of the options forming part of such grants, and makes recommendations to the Board accordingly. Individual grants are determined by an assessment of an individual's current and expected future performance, level of responsibilities and the importance of the position and contribution to the Company. The existing number and terms of the outstanding options are taken into account when granting new options. The exercise price, the term, and vesting provisions, if any, will be determined by the directors of the Company, subject to the applicable policies of the TSXV.

Details of the Company's Stock Option Plan are provided under **"PARTICULARS OF MATTERS TO BE ACTED UPON."**

Summary Compensation Table

As at May 31, 2024, and May 31, 2025 - the ends of the most recently completed financial years of the Company, the Company had two Named Executive Officers, whose name and positions held within the Company are set out in the summary compensation table below.

The compensation for the Named Executive Officers for the Company's three most recently completed financial years is as set out below:

Name and Principal Position	Year Ended May 31	Consulting /Salary ⁽¹⁾ (\$)	Share Based awards (\$)	Option Based awards (\$) ⁽²⁾	Non-Equity incentive plan compensation		Pension Value (\$)	All other Compensation (\$)	Total Compensation (\$)
					Annual incentive plans (\$)	Long term incentive plans (\$)			
Thomas J. Kennedy, CEO	2025	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	2,000,000	Nil	Nil	Nil	Nil	Nil
Laurence A. Smoliak, CFO ⁽¹⁾	2025	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	2,000,000	Nil	Nil	Nil	Nil	Nil

1. Subsequent to May 31, 2025, Mr. Smoliak received \$7,400 in professional fees.

Long-Term Incentive Plan Awards

Long term incentive plan awards ("LTIP") means "a plan providing compensation intended to motivate performance over a period greater than one financial year". LTIP awards do not include option or SAR plans or plans for compensation through shares or units that are subject to restrictions on resale. No LTIP awards were made to the Named Executive Officers during the most recently completed financial year.

Outstanding Option-based Awards

Stock Options

The Company has a formal Stock Option Plan, previously approved by the shareholders of the Company. The Company does not have any outstanding share—based awards. During the financial years ended May 31, 2024 and May 31, 2025 the following stock options were outstanding to the Named Executive Officers:

NEO Name	Number of Securities Underlying Unexercised Options (#)	Option Exercise Price (\$/Security)	Option Expiration Date	Value of Unexercised in-the-money Options
Thomas Kennedy	2,000,000	\$0.05	June 26, 2026	\$0.00
Laurence Smoliak	2,000,000	\$0.05	June 26, 2026	\$0.00

Aggregated Options – Value Vested or Earned during the Most Recently Completed Financial Year

The following table sets forth details of the value of option-based awards that vested or were earned during the most recently completed financial year ended May 31, 2025:

Name	Option based awards – Value Vested During Year ⁽¹⁾
Thomas Kennedy	\$0.00
Laurence Smoliak	\$0.00

- (1) The dollar value that would have been realized is calculated by determining the difference between the market price of the underlying securities on the vesting date and the exercise or base price of the options under the option-based award.

Pension Plans

The Company does not provide retirement benefits for directors or executive officers.

Termination of Employment, Changes in Responsibility and Employment Contracts

There are no employment contracts between the Company and the Named Executive Officers, except as referred to under the heading “Management Contracts” below.

The Company has no plans or arrangements in respect to compensation to its executive officers which would result from the resignation, retirement or any other termination of the executive officers’ employment with the Company or from a change of control of the Company or a change in the executive officers’ responsibilities following a change in control, where in respect of an executive officer the value of such compensation exceeds \$100,000.

Compensation of Directors

There are no arrangements under which directors were compensated by the Company and its subsidiaries during the most two most recently completed financial years for their services in their capacity as directors or consultants, other than as described below.

The following table sets forth compensation awarded or paid to, or earned by, the other directors of the Company in all capacities for services provided to the Company during the financial years ended May 31, 2024 and May 31, 2025:

				Non-Equity incentive plan compensation		Pension Value	All other Compensation	Total Compensation
Director's Name	Fees Earned (\$)	Share Based awards	Option based awards (\$)	Annual incentive plans (\$)	Long term incentive plans(\$)	(\$)	(\$)	(\$)
Glen D. Harder ⁽¹⁾	2025 \$13,825 2024 \$4,200	Nil	Nil	Nil	Nil	Nil	Nil	\$13,825 \$4,200
Ronald Coombes	Nil	Nil	Nil	Nil	Nil	Nil	Nil	Nil

- (1) Legal fees billed by a company controlled by director.

Outstanding Option-based Awards

At financial May 31, 2025 there were no stock options outstanding to directors other than Tom Kennedy (CFO) as noted above.

Aggregated Options – Value Vested or Earned during the Most Recently Completed Financial Year

Please see above.

EQUITY COMPENSATION PLAN INFORMATION

The following table sets out those securities of the Company which have been authorized for issuance under equity compensation plans:

Plan Category	Number of securities to be issued upon exercise of outstanding options	Weighted-average exercise price of outstanding options	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	5,100,000	\$0.05	21,788,210
Equity compensation plans not approved by securityholders	See note below	N/A	Nil
Total	5,100,000	\$0.05	21,788,210

The 10% revolving Option Plan will be renewed by shareholders at the AGM – thereafter, subject to regulatory approval, 21,788,210 options will remain for allocation under the Plan.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

Other than as disclosed herein, none of the current or former directors, executive officers, employees of the Company or the proposed nominees for election to the Board, nor any associate and affiliate of such persons, are or have been indebted to the Company since the beginning of the financial years of the Company ended May 31, 2024 and May 31, 2025.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as stated herein, no informed person, director, executive officer, nominee for director, any person who beneficially owns, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company, nor any associate or affiliate of such persons, has any material interest, direct or indirect, by way of beneficial ownership of securities or otherwise, in any transactions or any proposed transactions which has materially affected or would materially affect the Company.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101, *Disclosure of Corporate Governance Practices*, requires all companies to provide certain annual disclosure of their corporate governance practices with respect to the corporate governance guidelines (the “Guidelines”) adopted in National Policy 58-201. These Guidelines are not prescriptive, but have been used by the Company in adopting its corporate governance practices. The Company’s approach to corporate governance is set out below.

Board

The Board consists of Three (3) directors: Thomas J. Kennedy, Glen D. Harder and Ronald Coombes.

The Guidelines suggest that the Board of every listed company should be constituted with a majority of individuals who qualify as “independent” directors. A director is “independent” if the individual has no direct or indirect material relationship with the Company which could, in the view of the Company’s Board, be reasonably expected to interfere with the exercise of a director’s independent judgment whether on the Board or a committee of the Board.

Notwithstanding the foregoing, an individual who is, or has been within the last three years, an employee or executive officer of the Company is considered to have a material relationship with the Company. Glen Harder and Ronald Coombes are independent - Thomas Kennedy is an executive officer of the Company and is therefore not independent.

Directorships

In addition to their positions on the Board, the following directors also serve as directors of the following reporting issuers:

Name of Director	Reporting Issuer
Thomas J. Kennedy	Blende Silver Corp., Engineer Gold Mines Ltd., Golden Cariboo Resources Ltd., Golden Pursuit Resources Ltd., Providence Gold Mines Ltd. and Rift Valley Resources Corp.
Glen D. Harder	Blende Silver Corp., Engineer Gold Mines Ltd. and Golden Cariboo Resources Ltd.
Ronald Coombes	Providence Gold Mines Inc.

Orientation and Continuing Education

The Company does not provide a formal orientation and education program for new directors; however, any new directors will be given the opportunity to familiarize themselves with the Company, the current directors and members of management. Directors are also encouraged and given the opportunity for continuing education.

Ethical Business Conduct

The Board has not, to date, adopted a formal written Code of Business Conduct and Ethics. The current limited size of the Company's operations, and the small number of officers and employees, allow the Board to monitor, on an ongoing basis, the activities of management and to ensure that the highest standard of ethical conduct is maintained. As the Company grows in size and scope, the Board anticipates that it will formulate and implement a formal Code of Business Conduct and Ethics.

Nomination of Directors

The Board selects new nominees to the Board, although a formal process has not been adopted. The nominees are generally the result of recruitment efforts by the Board members, including both formal and informal discussions among Board members and the CEO. The Board monitors, but does not formally assess, the performance of individual Board members or committee members or their contributions.

Compensation Committee

The Board has not, to date, constituted a compensation committee. The Board determines compensation as described above under the heading "Compensation Discussion & Analysis".

Other Board Committees

The Company has one standing committee, the Audit Committee. Please refer to the "Audit Committee" section.

Assessments

The Board does not, at present, have a formal process in place for assessing the effectiveness of the Board as a whole, its committees or individual directors, but will consider implementing one in the future should circumstances warrant. Based on the Company's size, its stage of development and the limited number of individuals on the Board, the Board considers a formal assessment process to be inappropriate at this time. The entire Board is responsible for selecting new directors and assessing current directors. A proposed director's credentials are reviewed in advance of a Board meeting by one or more members of the Board prior to the proposed director's nomination.

PARTICULARS OF OTHER MATTERS TO BE ACTED UPON

Re-Approval of Stock Option Plan

As of the date hereof, the Company's only incentive plan is the Stock Option Plan adopted by the shareholders at the Company's annual general meeting last held on November 22, 2023. No Options have been granted in subsequent years and new options remain subject approval of the Stock Option plan by shareholders and the TSXV.

The following Stock Option Plan will be proposed to shareholders for approval - it was established to provide incentive to directors, officers and employees and consultants. As a 10% rolling plan, the aggregate number of Common Shares issuable as options under the Stock Option Plan may be up to 10% of the Company's issued and outstanding Common Shares on the date on which an option is granted, less Common Shares reserved for issuance on exercise of options then outstanding under the Stock Option Plan. The purpose of the Stock Option Plan is to advance the interests of the Company by encouraging equity participation in the Company through the acquisition of Common Shares of the Company. The Stock Option Plan is administered by the Board and options are granted at the discretion of the Board to eligible optionees (an "Optionee").

Particulars of the Stock Option Plan

A full copy of the Stock Option Plan will be available at the Meeting for review by shareholders. Shareholders may also obtain copies of the Stock Option Plan from the Company prior to the meeting on written request. The following is a summary of the material terms of the Stock Option Plan:

- (a) the Company must not grant to a director, officer, employee, management company employee, consultant, or consultant company Options, together with all other security based compensation granted in any 12 month period that exceeds 5% of the outstanding Shares, unless the Company has obtained by a majority of the votes cast by the Shareholders eligible to vote at a shareholders' meeting, excluding votes attaching to Shares beneficially owned by Insiders and their Associates ("**Disinterested Shareholder Approval**");
- (b) the Company must not grant an Options, together with all other security based compensation, where the aggregate number of Shares reserved for issuance to insiders exceeds 10% of the outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
- (c) the Company must not grant an Options, together with all other security based compensation, where the number issued to insiders in any 12 month period exceeds 10% of the outstanding Shares, unless the Company has obtained Disinterested Shareholder Approval to do so;
- (d) the aggregate number of Options, together with all other security based compensation, granted to all persons conducting Investor Relations Activities in any 12 month period must not exceed 2% of the outstanding Shares calculated at the date of the grant, without the prior consent of the TSXV;
- (e) the Company must not grant aggregate Options, together with all other security based compensation, to any one consultant in any 12 month period that exceeds 2% of the outstanding Shares calculated at the date of the grant of the option, without the prior consent of the TSXV;
- (f) the exercise price of an option granted to an insider must not be reduced, nor the expiry date extended unless the Company has obtained Disinterested Shareholder Approval to do so;
- (g) persons who are Service Providers to the Company or its affiliates are eligible to receive grants of options under the Stock Option Plan;
- (h) options granted under the Stock Option Plan are non-assignable and non-transferable and are issuable for a period of up to 10 years;

- (i) where a grant is made to an optionee who is an employee, consultant, consultant company or management company employee, the Issuer and the Participant are responsible for ensuring and confirming that the Participant is a bona fide Employee, Consultant or Management Company Employee, as the case may be, of the Company or its affiliates;
- (j) any Option granted to an Optionee other than a director or officer of the Company, will expire within thirty (30) days after the Optionee ceases to be employed by or provide services to the Company, but only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (k) any Option granted to an Optionee that is a director or officer of the Company, will expire within the earlier of:
 - (i) thirty (30) days after the date the Optionee ceased to be a director or officer of the Company, (ii) the date of expiration of the term otherwise applicable to such Option, and (iii) such shorter period as the Company determines is reasonable, and only to the extent that such Option has vested at the date the Optionee ceased to be so employed by or to provide services to the Company;
- (l) if an Optionee dies, any vested option held by him or her at the date of death will become exercisable by the Optionee's lawful personal representatives, heirs or executors until the earlier of thirty (30) days after the date of death of such Optionee and the date of expiration of the term otherwise applicable to the option;
- (m) in the case of an Optionee being dismissed from employment or service for cause, the Optionee's options, whether or not vested at the date of dismissal, will immediately terminate without any right of exercise;
- (n) the exercise price of each option will be set by the Board on the effective date of the option and will not be less than the Discounted Market Price (as defined in the policies of the TSXV);
- (o) vesting of options shall be at the discretion of the Board, subject to the requirements of the policies of the TSXV (including any vesting requirements for persons performing Investor Relations Activities (as defined in the policies of the TSXV)), and will generally be subject to: (i) the Service Provider remaining employed by or continuing to provide services to the Company or its affiliates, as well as, at the discretion of the Board, achieving certain milestones which may be defined by the Board from time to time or receiving a satisfactory performance review by the Company or its affiliates during the vesting period; or (ii) the Service Provider remaining as a director of the Company or its affiliates during the vesting period;
- (p) the Company may withhold and remit income tax payable upon the exercise of stock options to comply with the *Income Tax Act* (Canada);
- (q) the Company, may from time to time, implement such procedures and conditions as it determines appropriate with respect to the withholding and remittance of taxes imposed under applicable law, or the funding of related amounts for which liability may arise under such applicable law; and
- (r) the Board reserves the right in its absolute discretion to amend, suspend, terminate or discontinue the Stock Option Plan with respect to all Shares in respect of options which have not yet been granted under the Stock Option Plan.

The foregoing is only a summary of the salient features of the Stock Option Plan. A copy of the Stock Option Plan may be inspected at the offices of the Company, during normal business hours and at the Meeting. In addition, a copy of the Stock Option Plan will be mailed, free of charge, to any holder of Common Shares who requests a copy.

The Company is required, pursuant to the policies of the TSXV, annually, to obtain shareholder approval of the Stock Option Plan.

Accordingly, the shareholders of the Company will be asked to approve the following ordinary resolution,

“RESOLVED, as an ordinary resolution, that:

1. the Stock Option Plan, being a “rolling” stock option plan, as described in the Company’s Information Circular dated November 21, 2025 (the “Information Circular”), and the grant of options thereunder in accordance therewith, be approved;
2. the number of Common Shares reserved for issuance under the Stock Option Plan shall be no more than 10% of the Company’s issued and outstanding share capital at the time of any stock option grant;
3. the board of directors of the Company be authorized to make any changes to the Stock Option Plan, as may be required or permitted by the TSXV; and
4. any director or officer of the Company is hereby authorized and directed for and in the name of and on behalf of the Company to execute or cause to be executed, whether under corporate seal of the Company or otherwise, and to deliver or cause to be delivered all such documents, and to do or cause to be done all such acts and things as in the opinion of such director or officer may be necessary or desirable in connection with the foregoing.”

An ordinary resolution is a resolution passed by the shareholders of the Company at a general meeting by a simple majority of the votes cast in person or by proxy.

The Board recommends that shareholders vote in favour of the above resolution. Unless otherwise directed, or where the instructions are unclear, the persons named in the enclosed Proxy intend to vote FOR the ratification and approval of the share option plan until the next annual meeting of the Company.

OTHER MATTERS

Management of the Company knows of no other matters to come before the meeting other than those referred to in the Notice. Should any other matters properly come before the Meeting, the shares represented by the Proxy solicited hereby will be voted in accordance with the best judgment of the persons voting the Proxy.

ADDITIONAL INFORMATION

Additional information concerning the Company can be found on SEDAR+ at www.sedarplus.ca

These securityholder materials are being sent to both registered and non-registered owners of the securities. If you are a non-registered owner, and the issuer or its agent has sent these materials directly to you, your name and address and information about your holdings of securities, have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf.

By choosing to send these materials to you directly, the issuer (and not the intermediary holding on your behalf) has assumed responsibility for (i) delivering these materials to you, and (ii) executing your proper voting instructions. Please return your voting instructions as specified in the request for voting instructions.

Financial information relating to the Company is provided in the Company’s audited financial statements (“Financial Statements”) and the management discussion and analysis (“MD&A”) for the years ended May 31, 2024 and May 31, 2025. Shareholders may download the Financial Statements and MD&A from SEDAR (www.sedarplus.ca). Additional financial information may be obtained by any shareholder free of charge by contacting the Company.

DATED at Vancouver, British Columbia this 21st day of November, 2025

BY ORDER OF THE BOARD KLONDIKE SILVER CORP.

/s/ “Thomas Kennedy”
Thomas J. Kennedy, CEO

