

GOLDEN HORSE MINERALS LIMITED

INFORMATION CIRCULAR

(Information as at October 7, 2024 unless otherwise stated herein)

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GOLDEN HORSE MINERALS LIMITED
INFORMATION CIRCULAR
FOR THE NOVEMBER 12, 2024
ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

Unless otherwise specified herein, this information is given as of October 7, 2024.

SOLICITATION OF PROXIES

This information circular (this "**Information Circular**") is furnished in connection with the solicitation of proxies by the management of Golden Horse Minerals Limited (the "**Company**") for use at the Annual General and Special Meeting (the "**Meeting**") of the shareholders of the Company, to be held at the time and place and for the purposes set forth in the accompanying Notice of Meeting and at any adjournment thereof.

PERSONS OR COMPANIES MAKING THE SOLICITATION

The enclosed instrument of proxy is solicited by management. Solicitations will be made by mail and possibly supplemented by telephone or other personal contact to be made without special compensation by regular officers and employees of the Company. The Company may reimburse shareholders' nominees or agents (including brokers holding shares on behalf of clients) for the cost incurred in obtaining authorization from their principals to execute the instrument of proxy. No solicitation will be made by specifically engaged employees or soliciting agents. The cost of solicitation will be borne by the Company. None of the directors of the Company have advised management in writing that they intend to oppose any action intended to be taken by management as set forth in this Information Circular.

APPOINTMENT AND REVOCATION OF PROXIES

The persons named in the accompanying instrument of proxy are directors or officers of the Company. A shareholder has the right to appoint a person to attend and act for him on his behalf at the Meeting other than the persons named in the enclosed instrument of proxy. To exercise this right, a shareholder shall strike out the names of the persons named in the instrument of proxy and insert the name of his nominee in the blank space provided or complete another instrument of proxy. The completed instrument of proxy must be dated and signed and the duly completed instrument of proxy must be deposited with the Company's transfer agent, Computershare Investor Services Inc., Attention: Proxy Department, by: (i) mail at 100 University Avenue, 8th Floor, Toronto, ON, M5J 2Y1; (ii) faxing a signed and dated proxy within North America to 1-866-249-7775 or from outside North America to 416-263-9524; or (iii) using any other method described in the proxy, such as internet voting, by following the instructions for such method set out in the proxy, in which case you will need the control number set out in the proxy; in each case, not later than 4:00 p.m. (Vancouver time) on November 7, 2024, or, if the meeting is adjourned, not later than 48 hours, excluding Saturdays, Sundays and holidays, preceding the time of such adjourned meeting.

The instrument of proxy must be signed by the shareholder or by his duly authorized attorney. If signed by a duly authorized attorney, the instrument of proxy must be accompanied by the original power of attorney or a notarially certified copy thereof. If the shareholder is a corporation, the instrument of proxy must be signed by a duly authorized attorney, officer, or corporate representative, and must be accompanied by the original power of attorney or document whereby the duly authorized officer or corporate representative derives his power, as the case may be, or a notarially certified copy thereof.

The Chairman of the Meeting has discretionary authority to accept proxies which do not strictly conform to the foregoing requirements.

In addition to revocation in any other manner permitted by law, a shareholder may revoke a proxy by (a) signing a proxy bearing a later date and depositing it at the place and within the time aforesaid, (b) signing and dating a written notice of revocation (in the same manner as the instrument of proxy is required to be executed as set out in the notes to the instrument of proxy) and either depositing it at the place and within the time aforesaid or with the Chairman of the Meeting on the day of the Meeting or on the day of any adjournment thereof, or (c) registering with the scrutineer at the Meeting as a shareholder present in person, whereupon such proxy shall be deemed to have been revoked.

VOTING OF SHARES AND EXERCISE OF DISCRETION OF PROXIES

On any poll, the persons named in the enclosed instrument of proxy will vote the shares in respect of which they are appointed and, where directions are given by the shareholder in respect of voting for or against any resolution, will do so in accordance with such direction.

In the absence of any direction in the instrument of proxy, it is intended that such shares will be voted in favour of the resolutions placed before the Meeting by management and for the election of the management nominees for directors and auditor, as stated under the headings in this Information Circular. The instrument of proxy enclosed, when properly completed and deposited, confers discretionary authority with respect to amendments or variations to the matters identified in the Notice of Meeting and with respect to any other matters which may be properly brought before the Meeting. At the time of printing of this Information Circular, the management of the Company is not aware that any such amendments, variations or other matters are to be presented for action at the Meeting. However, if any such amendments, variations or other matters should properly come before the Meeting, the proxies hereby solicited will be voted thereon in accordance with the best judgement of the nominee.

ADVICE TO BENEFICIAL HOLDERS OF SHARES

The information set forth in this section is of significant importance to many shareholders who do not hold their shares in their own name. Only proxies deposited by shareholders whose names appear on the records of the Company as the registered holders of shares can be recognized and acted upon at the Meeting. If shares are listed in your account statement provided by your broker, then in almost all cases those shares will not be registered in your name on the Company's records. Such shares will likely be registered under the name of your broker or an agent of that broker. In Canada, the vast majority of such shares are registered under the name of CDS & Co., the registration name for The Canadian Depository for Securities Limited, which acts as nominee for many Canadian brokerage firms. Shares registered in the name of your broker or its nominee can only be voted by the broker or nominee, and can only be voted by them in accordance with your written instructions. Without specific instructions, your broker or their nominee is prohibited from voting your shares.

Applicable regulatory policy requires your broker to seek voting instructions from you in advance of a shareholders' meeting. Every broker has its own mailing procedures and provides its own return instructions, which you should carefully follow in order to ensure that your shares are voted at the Meeting. In some cases, a form of proxy is supplied by your broker that is identical to the form of proxy provided to registered shareholders. However, its purpose is limited to instructing the registered shareholder how to vote on your behalf. The majority of brokers now delegate responsibility for obtaining instructions from clients to other parties, who mail a scannable Voting Instruction Form in lieu of the form of proxy provided by the Company. The Voting Instruction Form will name the same persons as the proxy to represent the shareholder at the Meeting. A shareholder has the right to

appoint a person (who need not be a shareholder of the Company) other than the persons designated in the Voting Instruction Form, to represent the shareholder at the Meeting. To exercise this right, the shareholder should insert the name of the desired representative in the blank space provided in the Voting Instruction Form. You are asked to complete and return the Voting Instruction Form by mail or facsimile. Alternately, you can provide your voting instructions by telephone or internet by following the instructions contained in the Voting Instruction Form. The results of all voting instructions received are tabulated, and appropriate instructions are provided respecting the voting of shares to be represented at the Meeting. If you receive a Voting Instruction Form, it cannot be used as a proxy to vote shares directly at the Meeting. It must be returned in accordance with the instructions therein well in advance of the Meeting in order to have the shares voted, or to appoint an alternative representative to attend at the Meeting in person to vote such shares.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

As of October 3, 2024 (the "**Record Date**"), 45,835,332 common shares of the Company (the "**Common Shares**") were issued and outstanding, each share carrying the right to one vote. At a general meeting of the Company, on a show of hands, every shareholder present in person has one vote and, on a poll, every shareholder has one vote for each Common Share of which he, she or it is the holder.

Only shareholders of record at the close of business on the Record Date who either personally attend the Meeting or who complete and deliver an instrument of proxy in the manner and subject to the provisions set out under the heading "**Appointment and Revocation of Proxies**" will be entitled to have his or her shares voted at the Meeting or any adjournment thereof.

To the knowledge of the directors and executive officers of the Company, only the following beneficially own, or control or direct, directly or indirectly, shares carrying more than 10% of the voting rights attached to all outstanding shares of the Company:

Name of Shareholder	Number of Shares	Percentage of Outstanding
John L.C. Jones	8,157,769 ⁽¹⁾	17.80%
Mostia Dion Nominees Pty Ltd	6,341,575	13.84%

⁽¹⁾ 5,465,621 of these shares are registered in the name of Surveyor Resources Pty Ltd.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as disclosed elsewhere in this Information Circular, none of the directors or executive officers of the Company, no 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 completed financial year and no associate or affiliate of any of the foregoing persons 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.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

For the purposes of this Information Circular, "informed person" means:

- (a) a director or executive officer of the Company;

- (b) a director or executive officer of a person or company that is itself an informed person or subsidiary of the Company;
- (c) any person or company who beneficially owns, directly or indirectly, voting securities of the Company or who exercises control or direction over voting securities of the Company, or a combination of both, carrying more than 10% of the voting rights attached to all outstanding voting securities of the Company, other than voting securities held by the person or company as underwriter in the course of a distribution; and
- (d) the Company if it has purchased, redeemed or otherwise acquired any of its own securities, for so long as it holds any of its securities.

No informed person, no proposed director of the Company and no associate or affiliate of any such informed person or proposed director, has any material interest, direct or indirect, in any material transaction since the commencement of the Company's last completed financial year or in any proposed transaction, which, in either case, has materially affected or will materially affect the Company or any of its subsidiaries.

STATEMENT OF EXECUTIVE COMPENSATION

For the purposes of this Information Circular:

"Board" means the board of directors of the Company;

"CEO" of the Company means each individual who served as Chief Executive Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"CFO" of the Company means each individual who served as Chief Financial Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"COO" of the Company means each individual who served as Chief Operating Officer of the Company, or acted in a similar capacity, for any part of the most recently completed financial year;

"executive officer" of the Company means an individual who is the Chairman or Vice-Chairman of the Board, the President, a Vice-President in charge of a principal business unit, division or function including sales, finance or production, or an individual performing a policy-making function in respect of the Company;

"incentive plan" means any plan providing compensation that depends on achieving certain performance goals or similar conditions within a specified period;

"incentive plan award" means compensation awarded, earned, paid, or payable under an incentive plan; and

"Named Executive Officers" means:

- (a) each CEO;
- (b) each CFO;
- (c) each of the Company's 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 year whose total compensation was, individually, more than \$150,000, as determined in prescribed manner, for that financial year; and

- (d) each individual who would have been included under paragraph (c) 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 the most recently completed financial year.

Compensation Discussion and Analysis

The primary objectives of the Company's compensation strategy are, (i) to provide fair compensation to the Company's executive officers, in light of their qualifications, experience and duties with the Company and compensation received by their industry peers, (ii) to provide incentive to executive officers to sustain and improve corporate performance, and (iii) generally to align the interests of the executive officers and senior employees with those of the Company's shareholders. The strategy is also intended to ensure that the Company has in place programs to attract, retain and develop management of a high caliber and provide a process for the orderly succession of management.

The process for determining executive compensation is straightforward. Compensation is discussed and awarded by the Board without reference to any specific pre-determined goals, benchmarks or other criteria. As the Company's CEO is a member of the Board, executive officers have a degree of input into compensation issues considered by the Board. The primary goal in making specific compensation awards is to reward performance, both individually and corporately, and to provide incentive for future performance.

In keeping with the relatively simple compensation structure adopted by most venture issuers, the Company's executive compensation has two primary components, cash compensation and Awards under the Equity Incentive Plan (each as hereinafter defined). Cash compensation is given only to the Company's CEO and CFO and is determined by the Board. The primary goal in setting cash compensation is to provide sufficient compensation to motivate the recipient to continue with the Company. Otherwise, cash compensation is determined primarily on an *ad hoc* basis for both incumbent executive officers and new hires. The amounts paid to Named Executive Officers for the year ended December 31, 2023, as disclosed in the Summary Compensation Table below, were considered appropriate in meeting the Company's compensation objectives for the year. It is anticipated that the Company's future compensation awards will continue to be influenced by the objectives of the Company to reward performance and provide incentive, set forth in the foregoing.

Awards are awarded by the Board on an *ad hoc* basis and are weighted more towards the incentive element of the Company's compensation strategy. The Company considers the use of Awards to be significant in attracting, motivating and retaining employees at all levels. The Company has adopted and shareholders have approved the Equity Incentive Plan under which specific grants of Awards are made. In making specific grants to individuals, a number of factors are considered including, but not limited to (i) the number of Awards already held by the individual, (ii) a fair balance between the number of Awards held by the individual and the other executives and employees of the Company, in light of their respective duties and responsibilities, and (iii) the value of the Awards as a component of the individual's overall compensation package. Total awards are also limited by the number of Awards available for grant from time to time under the Equity Incentive Plans. Awards awarded to a specific director are not voted on by that director.

Summary Compensation Table

The following table contains information about the compensation paid to, or earned by, the Named Executive Officers and Directors during the financial years ended December 31, 2023 and

December 31, 2022:

Table of compensation excluding compensation securities							
Name and position	Year	Salary, consulting fee, retainer or commission (\$)	Bonus (\$)	Committee or meeting fees (\$)	Value of perquisites (\$)	Value of all other compensation (\$)	Total compensation (\$)
Graeme Sloan <i>Chairman and Interim CEO</i> ⁽¹⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Martin Bouwmeester <i>CFO</i> ⁽²⁾	2023	41,905	Nil	Nil	Nil	Nil	41,905
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Josh Conner <i>COO</i> ⁽³⁾	2023	182,834	Nil	Nil	Nil	19,807	202,641
	2022	Nil	Nil	Nil	Nil	Nil	Nil
John L.C. Jones <i>Director</i>	2023	39,542	Nil	Nil	Nil	Nil	39,542
	2022	Nil	Nil	Nil	Nil	27,735	27,735
James Harris <i>Director</i>	2023	19,733	Nil	Nil	Nil	Nil	19,733
	2022	Nil	Nil	Nil	Nil	13,868	13,868
Jonathan Lea <i>Director</i> ⁽⁴⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Paul Andre Huet <i>Director</i> ⁽⁵⁾	2023	Nil	Nil	Nil	Nil	Nil	Nil
	2022	Nil	Nil	Nil	Nil	Nil	Nil
Robert Williams <i>Former CFO</i> ⁽⁶⁾	2023	27,023	Nil	Nil	Nil	Nil	27,023
	2022	35,011	Nil	Nil	Nil	Nil	35,011
Kerry Griffin <i>Former Director</i> ⁽⁷⁾	2023	26,175	Nil	Nil	Nil	Nil	26,175
	2022	4,666	Nil	Nil	Nil	13,868	18,534
Brian Cole <i>Former Director, Corporate Secretary</i> ⁽⁸⁾	2023	11,281	Nil	Nil	Nil	Nil	11,281
	2022	7,340	Nil	Nil	Nil	9,176	16,516

(1) Mr. Graeme Sloan was appointed as Chairman and Interim CEO on November 22, 2022. He resigned as Interim CEO on June 1, 2024.

(2) Mr. Martin Bouwmeester was appointed CFO on October 10, 2023.

(3) Mr. Josh Conner was appointed COO on February 14, 2023.

(4) Mr. Jonathan Lea was appointed as a director on October 10, 2023. He resigned as a director on June 20, 2024.

(5) Mr. Paul Andre Huet was appointed as a director on October 18, 2023.

(6) Mr. Robert (Bob) Williams resigned as CFO on October 10, 2023.

(7) Mr. Kerry Griffin resigned as a director on October 9, 2023.

(8) Mr. Brian Cole was appointed as a director and Corporate Secretary on May 4, 2022 and ceased to be a director and Corporate Secretary on April 10, 2023.

Stock options and other compensation securities

The following table sets forth details of all stock options and other compensation securities awarded to each Named Executive Officer and director of the Company during the financial year ended December 31, 2023.

Compensation Securities							
Name and position	Type of compensation security	Number of compensation securities, number of underlying securities, and percentage of class ⁽¹⁾	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
Graeme Sloan <i>Chairman and Interim CEO</i>	Stock options	375,000 stock options 375,000 Common Shares (6.8%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	914,232 performance rights 914,232 Common Shares (23.0%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027
		170,489 performance rights 170,489 Common Shares (4.3%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2028
		170,489 performance rights 170,489 Common Shares (4.3%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2029
Martin Bouwmeester <i>CFO</i>	Stock options	100,000 stock options 100,000 Common Shares (1.8%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	227,500 performance rights 227,500 Common Shares (5.7%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027
Josh Conner <i>COO</i>	Stock options	375,000 stock options 375,000 Common Shares (6.8%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	914,232 performance rights 914,232 Common Shares (23.0%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027

		170,489 performance rights 170,489 Common Shares (4.3%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2028
		170,489 performance rights 170,489 Common Shares (4.3%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2029
John L.C. Jones <i>Director</i>	Stock options	37,500 stock options 37,500 Common Shares (0.7%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	118,750 performance rights 118,750 Common Shares (3.0%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027
James Harris <i>Director</i>	Stock options	37,500 stock options 37,500 Common Shares (0.7%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	118,750 performance rights 118,750 Common Shares (3.0%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027
Jonathan Lea <i>Director</i>	Stock options	37,500 stock options 37,500 Common Shares (0.7%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	118,750 performance rights 118,750 Common Shares (3.0%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027
Paul Andre Huet <i>Director</i>	Stock options	500,000 stock options 500,000 Common Shares (9.1%)	30 November 2023	\$0.39	\$0.56	\$0.48	30 November 2028
	Performance rights	256,250 performance rights 256,250 Common Shares (6.4%)	30 November 2023	Not applicable	\$0.56	\$0.48	30 November 2027

(1) All amounts set out in this table reflect the 4:1 consolidation undertaken by the Company effective July 17, 2024. Percentage of class calculations based on 45,835,332 Common Shares issued and outstanding as at the date hereof.

No Named Executive Officer or director of the Company exercised any compensation securities during the most recently completed financial year.

Director Compensation

Non-executive directors may be compensated by director's fees in cash if approved by the Board and management of the Company. The granting of Awards under the Equity Incentive Plan provides a link between director compensation and the price of the Common Shares. Awards may be awarded to directors when they are first elected by shareholders or appointed by the Board and periodically thereafter. In making a determination as to whether a grant of Awards is appropriate, and if so, the number of Awards that should be granted and any performance conditions, the Board as a whole gives consideration to: (i) the number and terms of outstanding Awards held by the director; (ii) current and expected future contributions of the director; (iii) the potential dilution to shareholders and the cost to the Company; (iv) general industry standards; and (v) the limits imposed by the terms of the Equity Incentive Plan. The Company currently considers the granting of Awards to be the best method of compensating directors as it allows the Company to reward each director's efforts to increase value for shareholders without requiring the Company to use cash from its treasury.

Narrative Discussion

The Equity Incentive Plan originally received approval from the Company's directors on September 3, 2021 and was most recently approved by shareholders on December 29, 2023. Under the Equity Incentive Plan, the Board is authorized to grant incentive stock options and performance rights to certain directors, senior officers, employees and consultants of the Company. The purpose of the Equity Incentive Plan is to attract and retain employees, consultants, officers or directors to the Company and to motivate them to advance the interests of the Company by affording them with the opportunity to acquire an equity interest in the Company through Awards granted under the Equity Incentive Plan. A copy of the Equity Incentive Plan is available on request from the Company. For more details on the Equity Incentive Plan, see "*Particulars of Matters to be Acted Upon – Approval of the Equity Incentive Plan*".

The Board periodically reviews (such review to be performed at least annually) the status of the Company's equity incentive plans and is responsible for setting and amending any equity incentive plans and individual grants, such as stock option or performance right grants, under any equity incentive plan. When considering new Award grants to directors, officers, employees and consultants, the Board takes into consideration previous grants made as well as the number of shares reserved for issuance under the Equity Incentive Plan. Following their annual review, the Board is proposing increasing the number of Common Shares reserved for issuance on redemption of performance rights. See "*Particulars of Matters to be Acted Upon – Approval of the Equity Incentive Plan*".

Employment, consulting and management agreements

The Company has employment or consulting agreements with Named Executive Officers for the financial year ended December 31, 2023 as follows:

The Company is party to an employment agreement with Josh Conner, COO. Pursuant to the agreement, Mr Conner is paid an annual salary of A\$275,000 exclusive of superannuation. At the discretion of the Board, Mr Conner will be entitled to participate in the Company's EIP.

The Company is also party to a consulting agreement with Vestigen Pty Ltd ("**Vestigen**"), pursuant to which Martin Bouwmeester fulfills the duties of Company Secretary and Chief Financial Officer of the Company. Martin Bouwmeester is an employee and director of Vestigen.

Until September 30, 2024, Vestigen was paid A\$1,200 per day and from October 1, 2024, Vestigen is paid A\$13,000 per month, in addition to A\$1,200 per day for any additional services carried out with the approval of the Board. At the discretion of the Board, Vestigen will be entitled to participate in the Company's EIP.

Termination and Change of Control Benefits

Mr Conner's employment agreement sets out that, in addition to summary termination, the Company or Mr Conner may terminate the agreement for any reason by giving the other party 3 months' notice, or in the Company's case, by paying the Mr Conner 3 months of salary in lieu of notice (being approximately A\$92,000). If a change of control of the Company occurs: (i) Mr Conner will receive a bonus payment comprising a lump sum of 12 months of salary (being A\$275,000) and (ii) subject to compliance with the stock exchange and any regulatory or shareholder approvals required, any securities of the Company granted under the EIP and that are held at the date of the change of control, shall immediately vest and be dealt with in accordance terms of the EIP.

The Company's contract with Vestigen is unlimited in term but the Company may terminate the agreement at any time without notice if Vestigen (i) ceases to be actively engaged in the provision of his services (ii) commits any serious or persistent breach of the provisions of the agreement, (iii) engages in serious or wilful misconduct, (iv) engages in conduct which in the Company's opinion would bring the Company into disrepute. The Company or Vestigen may terminate the agreement for any reason by giving the other party 3 months' notice or in the Company's case, by paying Vestigen 3 months of the contractor's fees in lieu of notice (being approximately A\$39,000). The agreement sets out that, if a change of control of the Company occurs: (i) Vestigen will receive a payment comprising a lump sum of 12 months of contractor's fees (being approximately A\$156,000) and (ii) subject to compliance with the ASX Listing Rules and any regulatory or shareholder approvals required, any securities of the Company granted under the EIP and that are held at the date of the change of control, shall immediately vest and be dealt with in accordance terms of the EIP.

Pension Plan Benefits

No pension or retirement benefit plans have been instituted by the Company and none are proposed at this time.

CORPORATE GOVERNANCE

General

"**Corporate Governance**" refers to the process and structure used to direct and manage the business and affairs of a corporation. The objective is to enhance shareholder value, including ensuring the financial viability of the business. Corporate governance processes and structures define the division of power among the shareholders, the Board and management, and establish ways to ensure accountability. They also take into account how the direction and management of the business will affect other stakeholders such as employees, customers, suppliers and communities.

The Canadian Securities Administrators have adopted two National Instruments, 58-201 *Corporate Governance Guidelines* ("**NI 58-201**") and 58-101 *Disclosure of Corporate Governance Practices* ("**NI 58-101**").

NI 58-201 sets forth a set of guidelines or "best practices" for reporting issuers to consider when evaluating their own corporate governance practices. Recognizing that not all of the guidelines set forth in NI 58-201 will be appropriate for all companies, full implementation of the guidelines is not mandated by either NI 58-201 or the TSX Venture Exchange (the "**TSXV**"). NI 58-101 mandates the

disclosure of the corporate governance practices actually implemented by a reporting company, in certain prescribed disclosure documents.

As the business of the Company is straightforward, the Company is at an early stage of development and its Board is relatively small, the Company's Corporate Governance practices are at an early stage of evolution. The following describes the Company's approach to corporate governance, in compliance with NI 58-101.

Board of Directors

The Company's Board currently consists of a total of five directors, Graeme Sloan, John L.C. Jones, Nicholas Anderson, Paul Andre Huet and James Harris. Graeme Sloan is not independent as was appointed as Interim CEO on November 22, 2022 and served in that role until June 1, 2024 and is also chairman of the Board. Nicholas Anderson is not independent as he is the Company's Managing Director and CEO since June 1, 2024. John L.C. Jones is not independent as he is an immediate family member of an individual who served as Chief Executive Officer within the last three years and is a significant shareholder of the Company. Paul Andre Huet and James Harris are independent directors.

In carrying out its responsibilities, the Board has no formal procedures designed to facilitate the exercise of independent supervision over management, relying instead on the integrity of the individual members of its management team to act in the best interests of the Company and its shareholders.

Directorships

Paul Andre Huet is a director of Culico Metals Inc., listed on the TSXV.

Graeme Sloan is a director of Kali Metals Limited, listed on the ASX.

Orientation and Continuing Education

Although the Company does not have a formal orientation process for new members of the Board, the Company orients and educates new Board members by providing background information, conducting personal meetings and responding to questions during the early stages of a new Board member's involvement with the Company.

While the Company does not have a formal process of continuing education for directors, the Company expects existing and new Board members to have a familiarity with the business of minerals exploration and development. Professional advisors may be invited to attend Board meetings, as needed. The Company also relies on the relatively straightforward nature of its business, and the established qualifications and expertise of its Board members.

Ethical Business Conduct

On July 5, 2024, the Board approved a Code of Conduct (the "**Code**"), to be adopted effective as of the date the Company is listed on the ASX, which summarizes the standards of business conduct that must guide the actions of all Golden Horse personnel. The Code applies to all directors, officers, and employees of the Company, as well as its consultants and contractors. The Code is meant to ensure that such persons conduct the Company's business and affairs honestly and with integrity, use high ethical standards, and deal fairly and professionally with the Company's security holders, customers, suppliers, competitors and employees.

Each person who responsible for complying with the Code must: (i) act in accordance with the Company's values and the best interests of Golden Horse; (ii) act with integrity – being honest, ethical, fair and trustworthy in all business dealings and relationships; (iii) comply with all laws and regulations that apply to Golden Horse and its operations and avoid any illegal or unethical activity; (iv) act ethically and responsibly; (v) avoid conflicts between the Company's interests and personal interests; (vi) treat fellow staff members with respect and not engage in bullying, harassment, discrimination or other forms of detrimental conduct; (vii) deal with customers and suppliers fairly; (viii) protect the Company's business assets; (ix) not take advantage of the property or information of the Company or its customers for personal gain or to cause detriment to the Company or its customers; (x) not take advantage of their position or the opportunities arising therefrom for personal gain; and (xi) report breaches of the Code to an appropriate person in the Company as set out in section 18 of the Code.

Upon the Company's listing on the ASX, a copy of the Code will be made available on the Company's website at www.goldenhorseminerals.com.

Board Mandate

On July 5, 2024, the Board approved a Board Charter (the "**Board Charter**"), to be adopted effective as of the date the Company is listed on the ASX, which summarizes the Board's responsibilities with respect to its stewardship and general supervision of the management of the business and affairs of the Company in order to create enduring and sustainable shareholder value. The Board seeks to discharge such responsibilities by reviewing, discussing and approving the Company's strategic plans and organizational structure, and by supervising management to oversee that the strategic planning and organizational structure, and to enhance and preserve the business of the Company and its underlying value.

The Board is ultimately responsible for all matters relating to the operation of Golden Horse. The Board's role is to manage or supervise the management of the business and affairs of Golden Horse. In governing Golden Horse, directors must: (i) act honestly and in good faith with a view to the best interests of Golden Horse; (ii) exercise the care, diligence and skill that a reasonably prudent individual would exercise in comparable circumstances; (iii) act in accordance with the *Business Corporations Act* (British Columbia) ("**BCBCA**") and the regulations thereunder; and (iv) act in accordance with its constating documents. The Board Charter sets out in greater detail the nature of the Board's functions, matters relating to its composition and appointment of directors, descriptions and responsibilities for certain key members of the Board and management, conflicts of interest, independence matters and certain other matters within the purview of the Board.

Upon the Company's listing on the ASX, a copy of the Board Charter is available on the Company's website at www.goldenhorseminerals.com.

Nomination of Directors

On July 5, 2024, the Board adopted a Remuneration and Nomination Committee Charter (the "**RN Committee Charter**"), to be adopted effective as of the date the Company is listed on the ASX. The Board does not anticipate appointing a Remuneration and Nomination Committee (the "**RN Committee**") and pursuant to the provisions of both the RN Committee Charter and the Board Charter, the Board as a whole will perform the role of the RN Committee with respect to the nomination of directors. The Board, with guidance from external consultants (where appropriate), will identify candidates with appropriate skills, experience, expertise and diversity in order to discharge its mandate effectively and to maintain the necessary mix of expertise on the Board. The Board will assess nominations of new directors against a range of criteria including the candidate's background,

experience, gender, professional skills, personal qualities and whether their skills and experience will complement the existing Board. New directors are to be provided with a formal letter of appointment to the Board setting out the key terms and conditions of the appointment, together with any other documents that Golden Horse considers relevant to the appointment.

The composition and structure of the Board are primarily governed by the Company's constating documents and the laws governing corporations in jurisdictions where the company operates, including the BCBCA. The Board will regularly review the composition and structure and performance of the Board. The Board aims to have a board of directors which has, at all times, the appropriate mix of skills, experience, expertise and diversity relevant to the Company's businesses and the Board's duties and responsibilities.

Upon the Company's listing on the ASX, a copy of the RN Committee Charter is available on the Company's website at www.goldenhorseminerals.com.

Compensation

As noted above, as of the date of this Information Circular, the Board has not yet implemented the RN Committee Charter and the Board Charter, and at present the Board as a whole is performing the role of the RN Committee with respect to compensation matters including: (i) evaluating and approving the remuneration packages (including fixed remuneration, short term and long-term incentives and any other benefits or arrangements) of the officers and directors; (ii) ensure the incentives for the officers and directors encourages them to pursue growth and success without rewarding conduct contrary to the Company's risk appetite; (iii) evaluating and approving the remuneration arrangements for non-executive directors; (iv) monitoring compliance with the non-executive director remuneration pool, or as subsequently amended by shareholders, and recommending any changes to the pool; and (v) engagement of external remuneration consultants. The Board is also responsible for overseeing the short-term and long-term incentive programs of the Company, including the Equity Incentive Plan.

Further particulars concerning the compensation of the Company's directors and officers are set forth under the heading "**Compensation Discussion and Analysis**".

Other Board Committees

The Board has no committees other than its Audit Committee.

Assessments

The Board Charter sets out the principles by which the Board will assess the effectiveness and contribution of the Board, its committees or individual directors. The Board will regularly review its performance, its committees and each director, using where necessary an external consultant, against appropriate measures. Each year, Golden Horse will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period. Each year, the Board will review the performance of the persons performing the function of Chief Executive Officer and Managing Director (if any) and any other senior management against guidelines approved by the Board. Each year, Golden Horse will disclose in its annual report whether such a performance evaluation has been undertaken during or in respect of that period. Each year the Company will disclose a statement detailing the mix of skills and diversity which the Board is looking to achieve in relation to the membership of the Board (often referred to as a "skills matrix").

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

The following table sets forth details of the Company's compensation plans under which equity securities of the Company are authorized for issuance at the end of the Company's financial year ended December 31, 2023 (after giving effect to the 4:1 consolidation of the Company).

Plan Category	Number of securities to be issued upon exercise of outstanding options, warrants and rights	Weighted-average exercise price of outstanding options, warrants and rights	Number of securities remaining available for future issuance under equity compensation plans
Equity compensation plans approved by securityholders	7,285,327	\$0.214	1,560,706
Equity compensation plans not approved by securityholders	Nil	Nil	Nil
Total	7,285,327	\$0.214	1,560,706

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No executive officer, director, employee, former executive officer, former director, former employee, proposed nominee for election as a director, or associate of any such person has been indebted to the Company or its subsidiaries at any time since the commencement of the Company's last completed financial year. No guarantee, support agreement, letter of credit or other similar arrangement or understanding has been provided by the Company or its subsidiaries at any time since the beginning of the most recently completed financial year with respect to any indebtedness of any such person.

AUDIT COMMITTEE AND RELATIONSHIP WITH AUDITOR

National Instrument 52-110 of the Canadian Securities Administrators ("**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, as set forth in the following.

The Company's Audit Committee is governed by an Audit Committee Charter. A copy of the Audit Committee Charter is attached as Schedule "A" to this Information Circular.

The Company's current Audit Committee is comprised of James Harris (Chair), John Jones (Director) and Graeme Sloan (Director). As defined in NI 52-110, James Harris is "independent". As defined in NI 52-110, all of the Audit Committee members are "financially literate". The experience of the Audit Committee members is set forth in the following.

James Harris, Director

Mr. Harris is an experienced executive in the management of construction and engineering projects in Australia and overseas. Mr. Harris has worked for 10 years for both Alcoa of Australia Ltd., which operates one of the world's largest integrated bauxite mining, alumina refining and aluminum smelting systems, and the United Group Limited, an Australian engineering company. Mr. Harris has been the non-executive Chairman of Integrated Project Solutions Pty Ltd., an Australian design and construction management provider, a non-executive director of Hagglunds Drives Pty Ltd. and a non-executive director Biodiesel Producers Ltd. Mr. Harris is the former Managing Director and Chairman

of Silver Swan Group Ltd. and was a non-executive director of Caravel Minerals Limited. Mr. Harris is qualified as a Fellow of the Australian Institute of Company Directors. Mr. Harris's qualifications are in Legal Studies and Public Administration.

Mr Harris is considered independent.

John Jones, Director

John was a Director of Canadian listed company Altan Nevada Minerals Limited (now Helius Minerals Limited TSXV: HHH) from 2011 to 2023. John was a Director of Troy Resources Ltd (ASX: TRY) from 1988 to 2020, serving as its Chairman from 1988 until 2008. John was a Director of Anglo Australian Resources NL (now Astral Resources NL ASX: AAR) from 1990 until 2021, serving as its Chairman from 1990 until late 2020. He was formerly a Director and Chairman of North Kalgurli Mines Ltd and was a founding director of Jones Mining NL and Money Mining NL. Mr Jones has been a member of the Australasian Institute of Mining and Metallurgy since 1977 and his guidance and involvement in six public companies has led to the discovery of four deposits and the development of ten mines within Australia and overseas. John was named a Member of the Order of Australia in 2018 for his lifelong service to the mining, pastoral and transport industries.

Mr Jones is not considered independent.

Graeme Sloan, Director

Graeme is a qualified Mining Engineer with over 35 years' experience as a Managing Director/CEO, Non-Executive Director, Chairman and member of Audit, Risk and Sustainability committees and General Manager of Operations. He has held roles in corporate affairs, operational management, technical and project development and has worked in Australia, North and South America holding senior technical roles for ASX, TSX and AIM listed companies. He has also worked in most commodities including base metals, gold, and mineral sands. Graeme has a demonstrable record in building companies through organic and M&A activity, operational performance, management and developing funding alternatives. Graeme has also completed an international program on Competent Boards: Environmental, Social, and Governance (ESG), underscoring his commitment to responsible mining practices. Mr Sloan is also a Non-Executive Director of Kali Metals (ASX: KM1).

Mr Sloan is not considered independent.

Narrative

Since the commencement of the Company's most recently completed financial year, the Board has not failed to adopt a recommendation of the Audit Committee to nominate or compensate an external auditor.

Since the commencement of the Company's most recently completed financial year, the Company has not relied on the exemptions contained in sections 2.4 or 8 of NI 52-110. NI 52-110 provides that the Audit Committee must pre-approve all non-audit services to be provided by the Company's auditor. Section 2.4 provides an exemption from this requirement where the total amount of fees related to the non-audit services are not expected to exceed 5% of the total fees payable to the auditor in the fiscal year in which the non-audit services were provided. Section 8 permits a company to apply to a securities regulatory authority for an exemption from the requirements of NI 52-110, in whole or in part.

No specific policies or procedures have been adopted with respect to the provision of non-audit services by the Company's external auditor, although under the Company's Audit Committee Charter,

such services are required to be pre-approved by the Audit Committee, unless exempted under NI 52-110.

In the following table, "audit fees" are fees billed by the Company's external auditor for services provided in auditing the Company's annual financial statements for the subject 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 auditor for professional services rendered for tax compliance, tax advice and tax planning. "All other fees" are fees billed by the auditor for products and services not included in the foregoing categories.

The fees billed to the Company by its auditor in each of the last two fiscal years, by category, are as follows:

Financial Year Ending	Audit Fees	Audit Related Fees	Tax Fees ⁽¹⁾	All Other Fees
December 31, 2023	\$99,657	Nil	Nil	Nil
December 31, 2022	\$42,620	Nil	Nil	Nil

⁽¹⁾ Fees incurred for the preparation and filing of tax returns.

The Company is relying on the exemption provided by section 6.1 of NI 52-110, which provides that the Company, as a venture issuer, is not required to comply with Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

PARTICULARS OF MATTERS TO BE ACTED UPON

Number of Directors

Management intends to propose for adoption an ordinary resolution that the number of directors of the Company be fixed at **FOUR** (4), subject to such increase as may be permitted by the articles of the Company. In connection with shareholder approval for setting the number of directors of the Company, management will place the following proposed resolution before the shareholders at the Meeting for their consideration:

"BE IT RESOLVED, as an ordinary resolution, that the number of directors of the Company be set at four (4)."

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares represented thereby **FOR** the resolution fixing the number of directors of the Company at four (4).

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. In the absence of instructions to the contrary, the shares represented by proxy will, on a poll, be voted for the nominees herein listed. Management does not contemplate that any of the nominees will be unable to serve as a director.

The following table sets out the names and residences of the persons proposed to be nominated for election as directors, the positions and offices which they presently hold with the Company, their

respective principal occupations and the number of shares of the Company which each beneficially owns, or controls or directs, directly or indirectly, as of the date of this Information Circular:

Name of Nominee, Residence and Present Positions Held	Principal Occupation	Director Since	Number of Shares Beneficially Owned, Controlled or Directed
GRAEME SLOAN ⁽¹⁾ Western Australia, Australia Chairman	Chairman 2022-present and Interim CEO of the Company, 2022-present. Managing Director, Australian Operations of Karora Resources 2019-2022. Consultant and Board Advisor.	November 2022	75,625
NICHOLAS ANDERSON Victoria, Australia Director	Managing Director and CEO of the Company, 2024-present. Director of Kin Mining 2018-present.	June 2024	62,500
JAMES (JIM) HARRIS ⁽¹⁾⁽²⁾ Western Australia, Australia Director	Director of the Company, November 2019-present	November 2019	93,024
BRETT DUNNACHIE Western Australia, Australia Proposed Director	Chief Corporate Officer and senior management roles with Emerald Resources NL, 2019 – present.	n/a	Nil

⁽¹⁾ Member of the Audit Committee.

⁽²⁾ Denotes independent director.

Other than as set out below, to the knowledge of the Company, no proposed director of the Company is, or within the 10 years before the date of this Information Circular has been, a director, Chief Executive Officer or Chief Financial Officer of any company that:

- (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 of director, Chief Executive Officer or Chief Financial Officer.

For the purposes of the foregoing, "**order**" means:

- (a) a cease trade order, including a management cease trade order whether or not the proposed director was named in the order;
- (b) an order similar to a cease trade order; or
- (c) an order that denied the relevant company access to any exemption under securities legislation

Cease Trade Order

The Company was subject to a cease trade order (the "**CTO**") issued by the British Columbia Securities Commission ("**BCSC**") for failure to file the Company's audited financial statements and

management's discussion and analysis for the financial year ended December 31, 2020 and related certifications (collectively, the "**2020 Financial Statements**") by the prescribed date under applicable securities laws. The CTO was revoked by the BCSC on June 4, 2021 following the filing of the 2020 Financial Statements by the Company with the applicable regulatory authorities.

The Company was subject to a CTO issued by the BCSC for failure to file the Company's audited financial statements and management's discussion and analysis for the financial year ended December 31, 2021 and related certifications (collectively, the "**2021 Financial Statements**") by the prescribed date under applicable securities laws. The CTO was revoked by the BCSC on June 20, 2022 following the filing of the 2021 Financial Statements by the Company with the applicable regulatory authorities.

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

No proposed director of the Company or personal holding company of a proposed director 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.

No proposed director of the Company or personal holding company of a proposed director has been subject to:

- (a) any penalties or sanctions imposed by a court relating to securities legislation or by a securities regulatory authority or has entered into a settlement agreement with a securities regulatory authority; or
- (b) any other penalties or sanctions imposed by a court or regulatory body that would likely be considered important to a reasonable securityholder in deciding whether to vote for a proposed director.

The above information was provided by management of the Company.

Appointment of Auditor

At the Meeting, shareholders will be asked to pass an ordinary resolution authorizing the appointment of BDO Audit Pty Ltd, Chartered Accountants ("**BDO**"), located at Level 9, Mia Yellagonga Tower 2, 5 Spring Street, Perth WA, 6000, Australia, as the Company's auditors to hold office until the next annual meeting of shareholders or until a successor is appointed, and to authorize the Board to fix the auditors' remuneration. The appointment of BDO as auditors of the Company and the authorization of the Board to fix their remuneration must be approved by a majority of the votes cast at the Meeting. BDO has served as the Company's auditors since August 2021.

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares represented thereby **FOR** the resolution appointing BDO as auditors of the Company for the ensuing year and to authorize the directors to fix BDO's remuneration and the terms of their engagement.

Approval of the Amended Equity Incentive Plan

At the last Annual General Meeting, shareholders re-approved Company's equity incentive plan, including certain amendments thereto (the "**Equity Incentive Plan**" or "**EIP**"), enabling the Board to grant stock options (each, the "**Options**") and performance rights (the "**Performance Rights**"), together with the Options and stock options issued pursuant to the Company's previous stock option plan, the "**Awards**") to certain directors, senior officers, employees and consultants of the Company pursuant to the terms of the EIP.

The purpose of the EIP is to, among other things: (a) promote further alignment of interests between the directors, officers, employees and consultants of the Company and the shareholders of the Company, and; (b) allow such directors, officers, employees and consultants to participate in the success of the Company over the short, medium and long term through the grant of Awards.

Policy 4.4. of the TSXV Manual ("**TSXV Policy 4.4**") provides that if an issuer has elected to implement one security-based compensation plan that includes both a "rolling" stock option plan and a "fixed" security-based compensation plan, then the issuer must annually obtain shareholder approval of such plan. As the Equity Incentive Plan contains both a "rolling" stock option plan and a "fixed" performance rights plan, the Company must seek shareholder approval of the Equity Incentive Plan at every annual meeting of shareholders.

At the Meeting, the Company must seek disinterested shareholder approval of the EIP in accordance with Section 5.3(a) of TSXV Policy 4.4 as the number of outstanding Options and Performance Rights granted under the EIP to Insiders (as defined in the TSXV Manual) as a group exceeds 10% of the Company's issued and outstanding Common Shares. As at the date of this Information Circular, including the CEO Awards, there are 1,982,500 Options and 3,984,170 Performance Rights issued and outstanding to Insiders as a group, representing approximately 13.02% of the issued and outstanding Common Shares as of the Record Date. As further noted below, since the CEO Awards are also being issued to an Insider, this will mean the number of Awards granted to Insiders (as a group) in any 12-month period and at any time will exceed 10% of the Company's issued Common Shares calculated on the applicable grant date of the CEO Awards and also requires disinterested shareholder approval.

In addition, on October 7, 2024, the Board approved the following amendment to the EIP, to be effective on receipt of the necessary approvals from the TSXV and disinterested shareholders:

1. In section 8.1(b) EIP, the Board has approved an increase to the number of Common Shares reserved for issuance on the redemption of performance rights from 3,987,500 Common Shares (after applying the effect of the 4:1 share consolidation of the Company since its previous annual general meeting) to 4,583,500 Common Shares. Such number of Common Shares is equal to approximately 10% of the Company's issued and outstanding Common Shares as of the Record Date and the date of the amendment passed by the Board.

A summary of material terms and conditions of the EIP is set out below and is qualified in its entirety by the EIP, a copy of which is available on request from the Company. Capitalized terms used but otherwise not defined in this summary shall have the meanings given to them in the EIP.

Eligible Participant

The eligible participants ("**Participants**") under the EIP are directors, officers, employees and consultants of the Company or an Affiliate (as defined in the BCBCA) of the Company as the Board may designate from time to time as eligible to participate in the EIP. Participants retained to provide Investor Relations Activities may not be granted Performance Rights under the EIP.

Types of Awards

Under the EIP, Options to purchase Common Shares or CHES Depositary Interests, which represents a beneficial interest in one Common Share if the Company is ever listed on the ASX (each, a "CDI"), as well as Performance Rights to receive Common Shares or CDIs in accordance with the provisions of the EIP may be granted.

Maximum Term of Options

Options granted under the EIP will be for a term not exceeding 10 years following the applicable date of grant of such Option.

Option Exercise Price

The Option exercise price per Share that is subject of any Option shall be fixed by the Board when such Option is granted and shall be in compliance with Applicable Law and the Regulatory Rules. The EIP does not have any method or formula for calculating prices, values or amounts thereunder. For greater certainty, the minimum exercise price of an Option must not be less than the Discounted Market Price (as defined in the TSXV Policies). Further, these same principles with respect to minimum exercise price apply to any other Security Based Compensation whose value is initially tied to market price.

Performance Period and Vesting Hurdles

The Board will at the time of the grant of Performance Rights or Options determine the Performance Period applicable to each grant of Performance Rights or Options. The Board may at the time of the grant determine Vesting Hurdles applicable to each grant of Performance Rights or Options, if any.

Vesting of Performance Rights

Unless otherwise specified by the Board, Performance Rights granted to an Eligible Participant in respect of a Performance Period shall vest at the end of the Performance Period upon the achievement of the Vesting Hurdles for that Performance Period, or shall vest on such other date established by the Board to be as soon as practicable following the Performance Period allowing for a final determination of the achievement of the Vesting Hurdles, in accordance with the vesting schedule established by the Board at the time of the grant and as set out in the written acknowledgement delivered to the holder of the Performance Rights.

The authority of the Board in respect of vesting of Performance is subject to the TSXV Policies whereby no Performance Right may vest before the first anniversary of the grant date of such Performance Right, provided that acceleration of vesting may be expressly permitted by this Plan for an Eligible Participant who dies or who ceases to be a Participant under this Plan in connection with a change of control, take-over bid, RTO (as defined in the TSXV Policies) or similar transaction.

Vesting of Options

Unless otherwise specified by the Board or in the Option Grant Notice, Options granted to an Eligible Participant in respect of a Performance Period shall vest at the end of the Performance Period upon the achievement of the Vesting Hurdles for that Performance Period, or shall vest on such other date established by the Board to be as soon as practicable following the Performance Period allowing for a final determination of the achievement of the Vesting Hurdles, in accordance with the vesting schedule established by the Board at the time of the grant and as set out in the Option Grant Notice. For the avoidance of doubt, if specified by the Board in the Option Grant Notice, Options granted to

an Eligible Participant may specify that neither a Performance Period nor Vesting Hurdles apply to such grant of Options.

Administration

The EIP shall be administered by the Board. The Board may also, by ordinary resolution, appoint a committee of its members to administer this EIP (a "**Committee**") and any action or decision required to be taken by the Board under this EIP may be taken by such Committee where the Board has delegated authority to such Committee.

Limits on Entitlement

The total number of Common Shares or CDIs issued or reserved for issuance pursuant to Options granted under all securities-based compensation arrangements of the Company, including the EIP and the Existing Plan (collectively, the "**Plans**"), shall not exceed 10% of the issued and outstanding Common Shares from time to time, unless determined otherwise by the Board at any time and the necessary approvals from shareholders or regulatory authorities have been received.

The aggregate maximum number of Common Shares (including those underlying CDIs) issuable pursuant to the redemption of Performance Rights under the EIP is currently 3,987,500 Common Shares, however, such amount will be increased to 4,583,500 Common Shares should the amended EIP be approved by disinterested shareholders at the Meeting.

Individual Limits

Unless the Company has obtained the requisite disinterested shareholder approval as set out in the TSXV's Corporate Finance Manual and any other policies, bulletins or rules of the TSXV which are applicable to the Company (the "**TSXV Policies**"):

- the number of Common Shares or CDIs at any time reserved for issuance to any one Participant under the Plans may not exceed 5% of the Company's issued Common Shares from time to time;
- the number of Common Shares or CDIs at any time reserved for issuance to Insiders (as defined in the TSXV Policies) as a group under the Plans may not exceed 10% of the Company's issued Common Shares from time to time;
- the number of Awards grants to Insiders (as a group) in any 12-month period must not exceed 10% of the Company's issued Common Shares calculated on the applicable grant date of such Award; and
- the number of Awards granted to any one Participant in any 12-month period must not exceed 5% of the Company's issued Common Shares, calculated on the applicable grant date of such Award.

The aggregate number of Awards granted to any one Consultant (as such term is defined in the TSXV Policies) in any 12-month period must not exceed 2% of the Company's issued Common Shares calculated on the applicable grant date of such Award.

The aggregate number of Options granted to all Participants retained to provide Investor Relations Activities in any 12-month period shall not exceed 2% of the Company's issued Common Shares calculated on the applicable grant date of such Option. Further, Options granted to Participants

retained to provide Investor Relations Activities shall vest in stages over a period of not less than 12 months with no more than one-quarter of such Awards vesting in any three-month period.

Lapse of Options and Performance Rights

Options and Performance Rights shall be automatically cancelled and the Participant will have no further right, title or interest in such Performance Rights, Options or any underlying Common Share or CDI if they: (i) fail to vest at the end of the Performance Period; (ii) are redeemed or exercised (as applicable); or (iii) are vested but are not redeemed or exercised (as applicable) for a Common Share or a CDI by the end of the redemption period or the exercise period (as applicable).

Good Leaver

The Board may determine that if a Participant ceases employment or association with the Company or an Affiliate of the Company as a Good Leaver:

- (i) the unvested Options and Performance Rights granted to the Participant shall continue to vest in accordance with their original schedule established by the Company's Board at the time of grant unless otherwise specified in the terms of the relevant Options or Performance Rights; and
- (ii) the vested Options and vested Performance Rights granted to the Participant shall remain exercisable or redeemable (respectively) within, but only within the earlier to occur of the period until the expiry date of the vested Options or whichever of the following alternatives applies:
 - a. in the case of death, the period of 90 days following the date of death of the Participant;
 - b. in the case of retirement, disability or termination without Cause, the period of 6 months following the termination date; or
 - c. in all other circumstances (other than as a Bad Leaver), the period of 3 months following the termination date.

"Good Leaver" means, unless the Company's Board determines otherwise, any Participant who ceases to be employed by or to hold an office with the Company or an Affiliate of the Company (such that the Participant no longer holds even one office or employment with the Company or an Affiliate of the Company), or ceases to be associated with, due to any of the following: (i) genuine redundancy; (ii) retirement; (iii) disability; (iv) death; (v) any other reason which the Company's Board determines, on a case by case basis, in its absolute discretion results in the relevant Participant being a "good leaver"; or (vi) termination of employment without Cause.

Bad Leaver

Unless otherwise determined by the Board, if:

- (i) the employment, or other office, of a Participant with the Company or an Affiliate of the Company is terminated for Cause; or
- (ii) the Participant terminates his or her employment, or other office, with the Company or an Affiliate of the Company for any reason other than as a Good Leaver,

then the:

- (iii) Options granted to such Participant that are not vested Options shall cease vesting and shall be automatically cancelled as at the termination date;
- (iv) Options granted to such Participant shall not be entitled to be exercised for Common Shares or CDIs or otherwise, whether vested or unvested, and any such Options recorded in the Option register shall be automatically cancelled as at the termination date; and
- (v) Performance Rights granted to such Participant shall be automatically cancelled as at the termination date and will not be entitled to be issued any Common Shares or CDIs on account of Performance Rights relating to the Performance Period(s) in which the Participant's employment terminates whether vested or unvested.

Change of Control

The Board may, in its absolute discretion, determine that all or a specified number of Performance Rights and/or Options that have been granted to Participants shall vest such that vested Performance Rights and/or vested Options may participate in the Change of Control; *provided that* Options held by a Participant retained to provide Investor Relations Activities may not be accelerated without the prior approval of the TSXV. Where the Board makes such a determination, the Board will give written notice to each Participant of the number of Performance Rights and/or Options that vest and those Performance Rights may be redeemed for Common Shares and Options exercised for Common Shares, within such period as the Company's Board shall determine appropriate.

Transferability of Performance Rights and Options

No Performance Rights or Option granted under the EIP shall be assignable or transferable unless permitted by the Company's Board, and then only the following transfers would be permitted, subject to compliance with applicable laws: (i) for a Participant resident in Canada, to a Participant's registered retirement savings plan ("**RRSP**") or registered retirement income fund ("**RRIF**"), provided that the Participant is, during the Participant's lifetime, the sole beneficiary of the RRSP or RRIF; (ii) to a trustee, custodian or administrator acting on behalf of or for the benefit of the Participant or the Participant's spouse; or (iii) a personal holding corporation, partnership, trust (including a self-managed superannuation fund) or other entity controlled by the Participant.

Adjustments

In the event of any stock dividend, stock split, combination, exchange of shares, consolidation, spin-off or other capital reorganization or distribution (other than normal cash dividends) of corporate assets to shareholders, or any other similar changes affecting the Common Shares, the terms of Options and Performance Rights and the rights of the holders of Options and Performance Rights will be varied in accordance with the Regulatory Rules that apply to the reorganisation at the time of the reorganisation.

Any Options and Performance Rights issued pursuant to an entitlement following a stock dividend are subject to the limitations on grants to individuals and groups contained in this Plan and the Company shall have the right to settle the issuance of any such additional Options and Performance Rights for cash where it does have sufficient Common Shares available for issue in accordance with the limitations on grants and issuance set out in this Plan.

No adjustments will be made to the number of Common Shares or CDIs redeemable under vested

Performance Rights or exercisable under Vested Options (nor to the exercise price of Options) if the Company makes an issue of Common Shares or other securities *pro rata* to existing shareholders or CDI holders.

Amendment of the EIP

The Board (for which these purposes does not include reference to a Committee) may at any time, and from time to time, and without shareholder approval, amend any provision or terminate the EIP that is an amendment to fix typographical errors or amendments to clarify the existing provisions of the EIP that do not substantively alter the scope, nature and intent of the provisions.

Notwithstanding the above, and any approvals required by the ASX or TSXV to a proposed amendment of the EIP, neither the Board (nor a Committee) shall be permitted to amend:

- (i) the definition of Participant or the persons eligible to participate in the EIP;
- (ii) the number of Common Shares and CDIs issuable pursuant to the EIP;
- (iii) the limitations applicable to the EIP as set out in Section 8.2 of the EIP;
- (iv) the method for determining the exercise price of Options set out in Section 5.2(a) of the EIP;
- (v) the maximum term of Options;
- (vi) the expiry and termination provisions in respect of Performance Rights and Options;
- (vii) the exercise price of any Option issued under the EIP to an Insider where such amendment reduces the exercise price of such Option,

in each case without first having obtained the approval of a majority of the shareholders voting at a duly called and held meeting of holders of Common Shares (excluding votes held by any Insider or person benefiting from the proposed amendment when necessary in accordance with applicable rules).

Compliance with Regulatory Rules

The EIP will be subject to the ASX Listing Rules and the TSXV Policies (collectively, the "**Regulatory Rules**"), and any approvals required under the Regulatory Rules.

In connection with the required disinterested shareholder approval of the Equity Incentive Plan, including the aforementioned amendment approved by the Board on October 7, 2024, management will place the following proposed ordinary resolution (the "**EIP Resolution**") before disinterested shareholders at the Meeting for their consideration.

To be passed, a majority of the votes cast at the Meeting in person or by proxy by disinterested shareholders, being votes cast by shareholders at the Meeting excluding Insiders and any of their respective Associates and Affiliates (as such terms are defined in the TSXV Manual), must be voted in favour of the EIP Resolution. As of the date of this Information Circular, Insiders and their respective Associates and Affiliates that will be excluded from voting on this resolution hold an aggregate of 9,952,148 Common Shares, representing an aggregate of approximately 21.71% of the Company's

current issued and outstanding Common Shares.

"BE IT RESOLVED, as an ordinary resolution of disinterested shareholders, that:

1. notwithstanding that the number of outstanding Options and Performance Rights granted under the Equity Incentive Plan to Insiders (as defined in the TSXV Manual) as a group, being 1,982,500 Options and 3,984,170 Performance Rights, currently exceeds 10% of the Company's issued and outstanding Common Shares (being 13.02%) and further that the grant of the CEO Awards means the number of Awards granted to Insiders in any 12-month period and at any time will exceed 10% of the Company's issued and outstanding Common Shares calculated on the applicable grant date of the CEO Awards, the amended Equity Incentive Plan of the Company, including the reserving for issuance under the Equity Incentive Plan (and all other security-based compensation arrangements of the Company) at any time of a maximum of 10% of the issued and outstanding Common Shares of the Company for the issuance of stock options, subject to regulatory approval, all as more particularly described in the management information circular of the Company dated October 7, 2024, is ratified, confirmed and approved;
2. the aggregate number of Common Shares issuable on the redemption of Performance Rights under the Equity Incentive Plan is fixed and limited to 4,583,500 Common Shares;
3. any one director or officer of the Company is hereby authorized to execute and deliver on behalf of the Company all such documents and instruments and to do all such other acts and things as in such director or officer's opinion may be necessary to give effect to the matters contemplated by these resolutions;
4. any acts taken prior to the effective date of this resolution by any director or officer of the Company in connection with this resolution is hereby approved, ratified and confirmed; and
5. notwithstanding that this resolution be passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable to the directors."

Approval of Grant of Stock Options, Performance Rights and Inducement Shares to Managing Director and CEO

On October 7, 2024, subject to disinterested shareholder approval discussed below, the Board approved the following grants to Nicholas Anderson, the Company's recently appointed Managing Director and CEO (the "**CEO**"):

- (i) 120,000 Options in accordance with the EIP;
- (ii) 600,000 Performance Rights in accordance with the EIP; and
- (iii) 2,000,000 Common Shares pursuant to Section 6.4 (*One Time Payments as Inducements or Severance*) of TSXV Policy 4.4 (the "**Inducement Shares**").

The Stock Options have been granted and will vest upon the Company listing on the Australian Securities Exchange (the "**ASX**") (expected to occur in the fourth quarter of 2024) and the Performance Rights have also been granted, although none will vest for a period of at least 12 months from their date of grant subject to certain performance criteria being met, however, in each case, none of the Stock Options are permitted to be exercised and none of the Performance Rights may

be redeemed by any holder thereof unless and until at the Meeting disinterested shareholders approve the grant of the Stock Options and Performance Rights (together, the "**CEO Awards**"). In addition, the Inducement Shares have not yet been issued and will only be issued to the CEO on receipt of the necessary disinterested shareholder approval.

Accordingly, at the Meeting, the Company will seek disinterested shareholder approval of the grant of the CEO Awards in accordance with Section 5.3(a) of TSXV Policy 4.4 as the number of outstanding Options and Performance Rights granted under the EIP to Mr. Anderson, an Insider (as defined in the TSXV Manual), along with all the other Awards currently issued and outstanding to all other Insiders, exceeded 10% of the Company's issued and outstanding Common Shares prior to the issuance of the CEO Awards. As at the date of this Information Circular, including the CEO Awards, there are 1,982,500 Options and 3,984,170 Performance Rights issued and outstanding to Insiders as a group, representing approximately 13.02% of the issued and outstanding Common Shares as of the Record Date. In addition, at the Meeting, the Company will seek disinterested shareholder approval of the issuance of the Inducement Shares pursuant to the requirements of Section 6.1 of TSXV Policy 4.4 as the number of Inducement Shares to be issued to the CEO will exceed 1% of the issued and outstanding Common Shares as of the Record Date and the expected date of issuance, being promptly following this Meeting if such disinterested shareholder approval is received.

The CEO Awards and the Inducement Shares were approved by the Board as means to (a) promote further alignment of interests between the CEO and the shareholders of the Company; (b) allow the CEO to participate in the success of the Company over the short, medium and long term through the grant of the CEO Awards and the Inducement Shares; and (c) conserve cash by issuing the Inducement Shares rather than a cash bonus to entice the CEO to join management of the Company.

Each of the Stock Options issued to the CEO is exercisable for one common share at an exercise price of C\$0.39 per common share for a period of five years and will vest if and when the Company completes its listing on the ASX. None of these Stock Options issued to the CEO may be exercised prior to receipt of the disinterested shareholder approval approving the grant of the CEO Awards being sought at the Meeting. If such disinterested shareholder approval is not received at the Meeting, such Stock Options granted to the CEO will be cancelled.

Each of the Performance Rights granted to the CEO is subject to certain time and performance vesting provisions with 30% of the Performance Rights vesting after one year from their date of grant providing certain performance hurdles are met, an additional 30% vesting two years from their date of grant providing certain other performance hurdles are met and the remaining 40% of the performance rights will vest three years from the date of grant providing certain other performance hurdles are met.

In connection with the required disinterested shareholder approval of the grant of the CEO Awards and the Inducement Shares, management will place the following proposed ordinary resolution before disinterested shareholders at the Meeting for their consideration. To be passed, a majority of the votes cast at the Meeting in person or by proxy by disinterested shareholders, being votes cast by shareholders at the Meeting excluding the CEO and any of his Associates and Affiliates (as such terms are defined in the TSXV Manual), must be voted in favour of this resolution. As of the date of this Information Circular, the CEO and his Associates and Affiliates that will be excluded from voting on this resolution hold an aggregate of 62,500 Common Shares, representing an aggregate of approximately 0.14% of the Company's current issued and outstanding Common Shares.

"BE IT RESOLVED, as an ordinary resolution of disinterested shareholders, that:

1. the grant of an aggregate of 720,000 CEO Awards, exercisable or redeemable into common shares of the Company, to Nicholas Anderson (the "**CEO**"), which are in excess of the 10% limit on the grant of Awards to Insider (as a group) set out in the Equity Incentive Plan in any 12-month period and at any point in time calculated on the date of grant of the CEO Awards, all as more particularly described in the management information circular of the Company dated October 7, 2024 (the "**Circular**"), is ratified, confirmed and approved;
2. the issuance of 2,000,000 Inducement Shares to the CEO, which are in excess of the limitations set out in Section 6.4 (*One Time Payments as Inducements or Severance*) of TSXV Policy 4.4, all as more particularly described in the Circular, is ratified, confirmed and approved;
3. any acts taken prior to the effective date of this resolution by any director or officer of the Company in connection with this resolution is hereby approved, ratified and confirmed;
4. any one director or officer of the Company is hereby authorized to execute and deliver on behalf of the Company all such documents and instruments and to do all such other acts and things as in such director or officer's opinion may be necessary to give effect to the matters contemplated by these resolutions; and
5. notwithstanding that this resolution be passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable to the directors."

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares of disinterested shareholders represented thereby **FOR** the resolution approving the grants of the Insider Awards.

Approval of Control Person

On September 3, 2024, the Company announced that it had entered into a binding term sheet with ASX-listed Emerald Resources NL ("**Emerald**") to acquire a strategic tenement package in the Southern Cross area (the "**Southern Cross Tenements**") from Emerald subsidiary, Emerald Resources (WA) Pty Ltd ("**Emerald WA**") and all of the shares in Emerald WA subsidiary, Broken Hill Metals Pty Ltd ("**Broken Hill Metals**"), which holds several tenements in and around the Southern Cross area (collectively with the "**Southern Cross Tenements**", the "**Project**") (the "**Acquisition**").

If the Acquisition is completed, Emerald will own approximately 41% of the issued and outstanding Common Shares and will become a Control Person of the Company. A "**Control Person**" (as defined the TSXV Policies) means any company or individual that holds or is one of a combination of persons that holds a sufficient number of any of the securities of an issuer so as to affect materially the control of that issuer, or that holds more than 20% of the outstanding voting shares of an issuer, except where there is evidence showing that the holder of those securities does not materially affect the control of the issuer. Accordingly, at this Meeting, the Company is seeking disinterested shareholder approval of Emerald becoming a Control Person upon completion of the Acquisition.

The Acquisition has not closed as of the date of this Information Circular but the Company has received the conditional approval of the TSXV in respect of the Acquisition. Closing is expected to occur promptly after this Meeting, subject to the Company fulfilling all of the conditions set out in the TSXV's conditional approval letter in respect of same.

As consideration for the Acquisition, subject to the satisfaction of various conditions precedent outlined below, the Company shall issue Emerald 32,000,000 Shares at deemed issue price of A\$0.25 per Share ("**Consideration Shares**"). No finder's fee is being paid in connection with the Acquisition.

In addition, the following deferred consideration will be payable by the Company to Emerald on achievement of the following milestones (such form of payment to be made at the election of the Company):

- A\$1,000,000 in cash or A\$1,000,000 of Common Shares to Emerald at a 30-day volume-weighted average price ("**VWAP**"), subject to a minimum deemed issue price of C\$0.195 per Common Share (the "**TSXV Floor Price**"), at the time of releasing a JORC resource of 250,000 ounces of gold in respect of the Project within five years of closing;
- A\$1,000,000 in cash or A\$1,000,000 of Common Shares to Emerald at a 30-day VWAP, subject to the TSXV Floor Price, at the time of releasing a JORC resource of 500,000 ounces of gold in respect of the Project within five years of closing; and
- A\$1,000,000 in cash or A\$1,000,000 of Common Shares to Emerald at a 30-day VWAP, subject to the TSXV Floor Price, at the time of announcing a decision to mine in respect of the Project within eight years of closing.

The TSXV Floor Price is only applicable so long as the Company remains listed on the TSXV.

Completion of the Acquisition is subject to the following conditions precedent:

- execution of a binding agreement for the secured loan provided by Emerald to the Company (*complete*);
- the Company receiving confirmation from ASX that its structure and operations are suitable for admission following lodgement of an in-principal advice application in accordance with ASX Listing Rule 1.1 condition 1;
- the Company receiving conditional approval from ASX for admission to the official list and those conditions being to the reasonable satisfaction of Golden Horse;
- all necessary third-party approvals and regulatory consents being obtained in relation to the transfer of the Broken Hill Metals shares and Southern Cross Tenements to Golden Horse;
- approval of the TSXV of the Acquisition and issuance of the Consideration Shares; and
- receipt of Company shareholder approval of the Acquisition in accordance with TSXV Policies (together, the "**Conditions**").

The Company and Emerald have agreed to use their best endeavours to ensure the Conditions are satisfied on or before November 15, 2024.

For more information about the Acquisition, please see the Company's press releases dated September 3 and October 11, 2024, copies of which have been filed under its profile at SEDAR+ (www.sedarplus.ca) and is available on its website (<https://goldenhorseminerals.com/>).

About Emerald

Emerald is a leading Australian gold producer on the ASX with a market capitalization of approximately A\$2.5 billion as of the date of this Information Circular. Emerald has a highly experienced management team with a proven track record of recognizing and successfully developing projects quickly and cost efficiently. The Acquisition once completed, will result in Emerald becoming a major shareholder of Golden Horse, demonstrating the caliber of gold assets that Golden Horse controls within its portfolio. Emerald's experience of rapidly developing projects was demonstrated by being presented with the prestigious 2024 Digger of the Year award at the recent Diggers and Dealers conference. Subject to completion of the Acquisition, the Company will welcome EMR as its largest shareholder and would look forward to working with Emerald towards delivering value to shareholders.

Shareholder Approval

In connection with the required shareholder approval of the Transaction and for Emerald Resources NL becoming a Control Person of the Company, management will place the following proposed ordinary resolution before disinterested shareholders of the Company at the Meeting for their consideration. To be passed, a majority of the votes cast at the Meeting in person or by proxy by disinterested shareholders, being votes cast by shareholders at the Meeting excluding Emerald any of its Associates and Affiliates (as such terms are defined in the TSXV Manual) must be voted in favour of this resolution. As of the date of this Information Circular, to the knowledge of management of the Company, Emerald and its Associates and Affiliates (including Emerald WA and Broken Hills Metals) do not own any of the Company's current issued and outstanding Common Shares or securities convertible into Common Shares.

"BE IT RESOLVED, as an ordinary resolution of disinterested shareholders, that:

1. the creation of a new Control Person of the Company, as such term is defined in the policies of the TSX Venture Exchange, being Emerald Resources NL, subject to regulatory approval, as more particularly described in the Company's management information circular of the Company dated October 7, 2024, is ratified, confirmed and approved;
2. any one director or officer of the Company is hereby authorized to execute and deliver on behalf of the Company all such documents and instruments and to do all such other acts and things as in such director or officer's opinion may be necessary to give effect to the matters contemplated by these resolutions;
3. any acts taken prior to the effective date of this resolution by any director or officer of the Company in connection with this resolution is hereby approved, ratified and confirmed; and
4. notwithstanding that this resolution be passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable to the directors."

Approval of Delisting from TSXV

The Company intends to apply to voluntarily delist its Common Shares from the TSXV (the "**Delisting**"). Shareholders will be asked at the Meeting to consider, and if thought fit, to pass, with or without variation, a resolution authorizing the Company to make an application to voluntarily delist the Common Shares from the TSXV (the "**Delisting Resolution**"). The implementation of the Delisting is conditional upon the Company obtaining any necessary regulatory approvals. The Delisting Resolution also provides that the Board is authorized, in its sole discretion, to determine not to proceed with the

proposed Delisting, without further approval of the shareholders. In particular, the Board may determine not to present the Delisting Resolution to the Meeting or, if the Delisting Resolution is presented to the meeting and approved by the shareholders of the Company, the Board may determine after the Meeting not to proceed with completion of the proposed Delisting.

Reasons for the Delisting

Management believes that, subject to the Company becoming listed on the ASX, proceeding with the Delisting is in the best interests of the Company (and its shareholders) as the cost and complexities involved in maintaining a dual listing on the TSXV and the ASX would not be expected to benefit the Company (or its shareholders) due to the Company suffering increased costs and decreased flexibility in having to comply with the rules of two stock exchanges which are significantly different. Management believes that listing on the ASX gives the Company the best opportunity to fully maximize its potential as all of the Company's assets and management are in Australia, its management has deep experience and connections in the Australian market and the majority of its shareholders are already located in Australia. Simply put, other than its listing on the TSXV and the fact the Company was originally incorporated in British Columbia, the Company has no meaningful nexus to Canada. The Company has never and is not expected to have significant trading volumes on the TSXV and all shareholders (including those based in Canada) will have access to a far more liquid market once the Company is listed on the ASX. In addition, shareholders will have access to substantially similar information as they currently receive as the disclosure requirements of an ASX listed company are not dissimilar to that of a TSXV company. Furthermore, initially following the Delisting, the Company expects it will continue to be a reporting issuer in Canada and will thus continue to make a number of filings on SEDAR+, in addition to all of the documents it will be required to file with the ASX which are also made publicly available to shareholders. The Company is not currently, and management does not foresee it will in the future, benefit from a TSXV listing and maintaining the TSXV listing after the Company becomes listed on the ASX will only increase costs and make it more complicated for the Company to pursue its business objectives.

Resolution

At the Meeting, shareholders will be asked to consider and, if thought fit, to pass, with or without variation, a resolution authorizing the Company to make an application to voluntarily delist its common shares from the TSXV as an ordinary resolution, subject to such amendments, variations or additions as may be approved at the Meeting.

The Board recommends that shareholders vote **FOR** the Delisting Resolution. To be effective, the Delisting Resolution requires the affirmative vote of (i) at least a majority of the votes cast on the Delisting Resolution at the Meeting, present in person, or represented by proxy, and entitled to vote at the Meeting; and (ii) "majority of the minority shareholder approval" obtained in accordance with the requirements of the TSXV, being at least a majority of the votes cast on the Delisting Resolution at the Meeting excluding votes attaching to Common Shares held by Promoters, directors, officers or other Insiders of the Issuer and their Associates and Affiliates, whether in person or by proxy. As of the date of this Information Circular, Promoters, directors, officers or other Insiders of the Issuer and their Associates and Affiliates that will be excluded from voting on this resolution hold an aggregate of 16,293,723 Common Shares, representing an aggregate of approximately 35.55% of the Company's current issued and outstanding Common Shares. There can be no assurance that the requisite shareholder approval of the Delisting Resolution will be obtained.

In connection with the required shareholder approval of the Delisting Resolution, management will place the following proposed ordinary resolution before the shareholders of the Company at the Meeting for their consideration.

"BE IT RESOLVED, as an ordinary resolution, that:

1. the Company is hereby authorized to apply to voluntarily delist the Company's Common Shares from the TSX Venture Exchange;
2. any one director or officer of the Company is hereby authorized to execute and deliver on behalf of the Company all such documents and instruments and to do all such other acts and things as in such director or officer's opinion may be necessary to give effect to the matters contemplated by this resolution;
3. any acts taken prior to the effective date of this resolution by any director or officer of the Company in connection with this resolution is hereby approved, ratified and confirmed; and
4. notwithstanding that this resolution be passed by the shareholders of the Company, the directors of the Company are hereby authorized and empowered to revoke this resolution, without any further approval of the shareholders of the Company, at any time if such revocation is considered necessary or desirable to the directors."

The persons named in the accompanying proxy instrument (if named and absent contrary directions) intend to vote the shares represented thereby **FOR** the Delisting Resolution authorizing the Company to apply to voluntarily delist the Company's Common Shares from the TSXV.

ADDITIONAL INFORMATION

Additional Information concerning the Company is available on SEDAR+ at www.sedarplus.ca. Financial Information concerning the Company is provided in the Company's comparative financial statements and Management's Discussion and Analysis for the financial year ended December 31, 2023.

Shareholders wishing to obtain a copy of the Company's financial statements and Management's Discussion and Analysis may contact the Company as follows:

Ground Floor, 34 Colin Street, West Perth, Western Australia, 6005 or by email at info@goldenhorseminerals.com.au.

BOARD APPROVAL

The contents of this Information Circular have been approved and its mailing has been authorized by the directors of the Company.

DATED at Perth, Western Australia, this 7th day of October, 2024.

ON BEHALF OF THE BOARD

"Graeme Sloan"
Chairman

SCHEDULE "A"

AUDIT COMMITTEE CHARTER

PURPOSE OF THE COMMITTEE

The purpose of the Audit Committee (the "**Committee**") of the board of directors (the "**Board**") of the Company is to provide an open avenue of communication between management, the Company's independent auditor and the Board and to assist the Board in its oversight of: (a) the integrity, adequacy and timeliness of the Company's financial reporting and disclosure practices; (b) the Company's compliance with legal and regulatory requirements related to financial reporting; and (c) the independence and performance of the Company's independent auditor.

The Committee shall also perform any other activities consistent with this Charter, the Company's articles and governing laws as the Committee or Board deems necessary or appropriate.

The Committee shall consist of at least three directors. Members of the Committee shall be appointed by the Board and may be removed by the Board in its discretion. The members of the Committee shall elect a Chairman from among their number. A majority of the members of the Committee must not be officers or employees of the Company or of an affiliate of the Company. The quorum for a meeting of the Committee is a majority of the members who are not officers or employees of the Company or of an affiliate of the Company. With the exception of the foregoing quorum requirement, the Committee may determine its own procedures.

The Committee's role is one of oversight. Management is responsible for preparing the Company's financial statements and other financial information and for the fair presentation of the information set forth in the financial statements in accordance with generally accepted accounting principles ("**GAAP**"). Management is also responsible for establishing internal controls and procedures and for maintaining the appropriate accounting and financial reporting principles and policies designed to assure compliance with accounting standards and all applicable laws and regulations.

The independent auditor's responsibility is to audit the Company's financial statements and provide its opinion, based on its audit conducted in accordance with generally accepted auditing standards, that the financial statements present fairly, in all material respects, the financial position, results of operations and cash flows of the Company in accordance with IFRS.

The Committee is responsible for recommending to the Board the independent auditor to be nominated for the purpose of preparing or issuing an auditor's report or performing other audit, review or attest services for the Company, and for recommending the compensation of the independent auditor. The Committee is also directly responsible for the evaluation of and oversight of the work of the independent auditor. The independent auditor shall report directly to the Committee.

AUTHORITY AND RESPONSIBILITIES

In addition to the foregoing, in performing its oversight responsibilities the Committee shall:

1. Monitor the adequacy of this Charter and recommend any proposed changes to the Board.
2. Review the appointments of the Company's Chief Financial Officer and any other key financial executives involved in the financial reporting process.

3. Review with management and the independent auditor the adequacy and effectiveness of the Company's accounting and financial controls and the adequacy and timeliness of its financial reporting processes.
4. Review with management and the independent auditor the annual financial statements and related documents and review with management the unaudited quarterly financial statements and related documents, prior to filing or distribution, including matters required to be reviewed under applicable legal or regulatory requirements.
5. Where appropriate and prior to release, review with management any news releases that disclose annual or interim financial results or contain other significant financial information that has not previously been released to the public.
6. Review the Company's financial reporting and accounting standards and principles and significant changes in such standards or principles or in their application, including key accounting decisions affecting the financial statements, alternatives thereto and the rationale for decisions made.
7. Review the quality and appropriateness of the accounting policies and the clarity of financial information and disclosure practices adopted by the Company, including consideration of the independent auditor's judgment about the quality and appropriateness of the Company's accounting policies. This review may include discussions with the independent auditor without the presence of management.
8. Review with management and the independent auditor significant related party transactions and potential conflicts of interest.
9. Pre-approve all non-audit services to be provided to the Company by the independent auditor, unless exempted under National Instrument 52-110.
10. Monitor the independence of the independent auditor by reviewing all relationships between the independent auditor and the Company and all non-audit work performed for the Company by the independent auditor.
11. Establish and review the Company's procedures for the:
 - a. receipt, retention and treatment of complaints regarding accounting, financial disclosure, internal controls or auditing matters; and
 - b. confidential, anonymous submission by employees regarding questionable accounting, auditing and financial reporting and disclosure matters.
12. Conduct or authorize investigations into any matters that the Committee believes is within the scope of its responsibilities. The Committee has the authority to retain independent counsel, accountants or other advisors to assist it, as it considers necessary, to carry out its duties, and to set and pay the compensation of such advisors at the expense of the Company.
13. Perform such other functions and exercise such other powers as are prescribed from time to time for the audit committee of a reporting company in Parts 2 and 4 of Multilateral Instrument 52-110 of the Canadian Securities Administrators, the Business Corporations Act (British Columbia) and the articles of the Company.