



INFORMATION CIRCULAR

(Containing information as of October 10, 2024)

SOLICITATION OF PROXIES

THIS INFORMATION CIRCULAR IS FURNISHED IN CONNECTION WITH THE SOLICITATION OF PROXIES BY THE MANAGEMENT OF GOLDON RESOURCES LTD. (THE “COMPANY”) FOR USE AT THE ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS OF THE COMPANY (AND ANY ADJOURNMENT THEREOF) (THE “MEETING”) TO BE HELD ON THURSDAY, NOVEMBER 14, 2024 AT THE TIME AND PLACE AND FOR THE PURPOSES SET FORTH IN THE ACCOMPANYING NOTICE OF MEETING.

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally or by telephone or e-mail by the regular employees of the Company at nominal cost. Arrangements will also be made with clearing agencies, brokerage houses and other financial intermediaries to forward proxy solicitation material to the beneficial owners of common shares of the Company pursuant to the requirements of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer*. All costs of solicitation by management will be borne by the Company.

The contents and the sending of this Information Circular have been approved by the directors of the Company.

APPOINTMENT AND REVOCATION OF PROXIES

The purpose of a proxy is to designate persons who will vote the proxy on a Shareholder's behalf in accordance with the instructions given by the Shareholder in the proxy. The individuals named in the accompanying form of proxy are the President and Secretary, respectively, of the Company and have been designated by the directors of the Company. **A SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT THE SHAREHOLDER AT THE MEETING HAS THE RIGHT TO DO SO, EITHER BY STRIKING OUT THE NAMES OF THOSE PERSONS NAMED IN THE ACCOMPANYING FORM OF PROXY AND INSERTING THE DESIRED PERSON'S NAME IN THE BLANK SPACE PROVIDED IN THE FORM OF PROXY OR BY COMPLETING ANOTHER FORM OF PROXY. A PROXY WILL NOT BE VALID UNLESS THE COMPLETED FORM OF PROXY IS RECEIVED BY THE COMPANY'S REGISTRAR AND TRANSFER AGENT, COMPUTERSHARE INVESTOR SERVICES INC., PROXY DEPARTMENT, 100 UNIVERSITY AVENUE, 8TH FLOOR, TORONTO, ONTARIO, M5J 2Y1, OR BY FAX WITHIN NORTH AMERICA TO (866) 249-7775, AND OUTSIDE NORTH AMERICA TO (416) 263-9524, NOT LESS THAN 48 HOURS (EXCLUDING SATURDAYS, SUNDAYS AND HOLIDAYS) BEFORE THE TIME FOR HOLDING THE MEETING OR ANY ADJOURNMENT THEREOF.** Proxies received

after that time may be accepted by the Chairman of the Meeting in the Chairman's discretion, but the Chairman is under no obligation to accept late proxies.

A Shareholder who has given a proxy may revoke it by an instrument in writing executed by the Shareholder or by his attorney authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of the corporation, and delivered to the registered office of the Company, Suite 2300, Bentall 5, 550 Burrard Street, Vancouver, BC, V6C 2B5, at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, any reconvening thereof, or to the Chairman of the Meeting on the day of the Meeting or, if adjourned, any reconvening thereof or in any other manner provided by law. A proxy may also be revoked by a registered Shareholder personally attending at the Meeting and voting their shares. A revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation. **ONLY REGISTERED SHAREHOLDERS HAVE THE RIGHT TO REVOKE A PROXY. NON-REGISTERED SHAREHOLDERS WHO WISH TO CHANGE THEIR VOTE MUST, AT LEAST SEVEN DAYS BEFORE THE MEETING, ARRANGE FOR THEIR RESPECTIVE NOMINEES TO REVOKE THE PROXY ON THEIR BEHALF.**

VOTING OF PROXIES

The shares represented by proxies will, on any poll where a choice with respect to any matter to be acted upon has been specified in the form of proxy, be voted in accordance with the specification made. **SUCH SHARES WILL ON A POLL BE VOTED IN FAVOUR OF EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED BY THE SHAREHOLDER.**

The enclosed form of proxy when properly completed and delivered and not revoked confers discretionary authority upon the person appointed proxy thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to other matters which may properly come before the Meeting. If amendments or variations to matters identified in the Notice of Meeting are properly brought before the Meeting or any further or other business is properly brought before the Meeting, it is the intention of the persons designated in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. At the time of the printing of this Information Circular, the management of the Company knows of no such amendment, variation or other matter which may be presented to the Meeting.

ADVICE TO NON-REGISTERED OR BENEFICIAL HOLDERS

THE INFORMATION SET FORTH IN THIS SECTION IS OF SIGNIFICANT IMPORTANCE TO MANY SHAREHOLDERS, AS A SUBSTANTIAL NUMBER OF SHAREHOLDERS DO NOT HOLD THEIR SHARES IN THEIR OWN NAME. Shareholders who do not hold their shares in their own name (referred to in this Information Circular as "Beneficial Shareholders") should note that 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 the shares are listed in an account statement provided to a Beneficial Shareholder by a broker, then in almost all cases those shares will not be registered in the Beneficial Shareholder's own name on the records of the Company. Such shares will more likely be registered in the name of the Beneficial Shareholder's broker or an agent of that broker. In Canada, the vast majority of shares are registered in 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 held by brokers or their agents or nominees can only be voted (for or against resolutions) upon the instructions of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting shares for the brokers' clients. **THEREFORE, EACH BENEFICIAL SHAREHOLDER SHOULD ENSURE THAT VOTING INSTRUCTIONS ARE**

COMMUNICATED TO THE APPROPRIATE PERSON WELL IN ADVANCE OF THE MEETING.

Applicable regulatory policy requires brokers to seek voting instructions from Beneficial Shareholders in advance of Shareholders' meetings. Every broker has its own mailing procedures and provides its own return instructions to clients, which should be carefully followed by Beneficial Shareholders to ensure that their shares are voted at the Meeting. In certain cases, the form of proxy supplied to a Beneficial Shareholder by its broker (or the agent of the broker) is identical to the Proxy provided to Registered Shareholders; however, its purpose is limited to instructing the Registered Shareholder (that is, the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. Most Canadian brokers now delegate responsibility for obtaining instructions from clients to Broadridge Financial Solutions, Inc. ("Broadridge"), as their agent. Broadridge typically prepares a machine-readable voting instruction form, mails that form to the Beneficial Shareholders and asks Beneficial Shareholders to return the instruction forms to Broadridge. Alternatively, Beneficial Shareholders can either call Broadridge's toll-free telephone number to vote their shares or access Broadridge's dedicated voting website at www.proxyvotecanada.com to deliver their voting instructions. Broadridge then tabulates the results of all instructions received and provides instructions respecting the voting of shares to be represented at the Meeting. **A BENEFICIAL SHAREHOLDER RECEIVING A VOTING INSTRUCTION FORM FROM BROADRIDGE CANNOT USE THAT FORM TO VOTE SHARES DIRECTLY AT THE MEETING. VOTING INSTRUCTIONS MUST BE PROVIDED TO BROADRIDGE (IN ACCORDANCE WITH THE INSTRUCTIONS SET FORTH ON THE BROADRIDGE FORM) WELL IN ADVANCE OF THE MEETING TO HAVE THE SHARES VOTED. IF YOU HAVE ANY QUESTIONS RESPECTING THE VOTING OF SHARES HELD THROUGH A BROKER OR OTHER INTERMEDIARY, PLEASE CONTACT THAT BROKER OR OTHER INTERMEDIARY FOR ASSISTANCE.**

Beneficial Shareholders fall into two categories – those who object to their identity being made known to the issuers of securities which they own ("Objecting Beneficial Owners" or "OBOs") and those who do not object to their identity being made known to the issuers of the securities they own ("Non-Objecting Beneficial Owners" or "NOBOs"). Subject to the provisions of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of a Reporting Issuer* ("NI 54-101"), issuers may request and obtain a list of their NOBOs from intermediaries via their transfer agent. Pursuant to NI 54-101, issuers may obtain and use the NOBO list for distribution of proxy-related materials directly (not via Broadridge) to such NOBOs.

These proxy-related materials are being sent to both registered and non-registered owners of the securities by ordinary mail. The Company is not relying on the notice-and-access provisions of NI 54-101. If you are a non-registered owner and the Company or its agent has sent these materials directly to you, your name and address and information about your holdings of securities have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding on your behalf. By choosing to send these materials to you directly, the Company (and not the intermediary holding on your behalf) has assumed responsibility for: (i) delivering these materials to you, and (ii) executing your proper voting instructions as specified in the request for voting instructions.

The Company's decision to deliver proxy-related materials directly to its NOBOs will result in all NOBOs receiving a scannable Voting Instruction Form ("VIF") from the Company's registrar and transfer agent, Computershare Investor Services Inc. ("Computershare"). Please complete and return the VIF to Computershare in the envelope provided. In addition, instructions in respect of the procedure for telephone and internet voting can be found in the VIF. Computershare will tabulate the results of the VIFs received from the Company's NOBOs and will provide appropriate instructions at the Meeting with respect to the

shares represented by the VIFs received by Computershare. For purposes of the Meeting, NOBOs will be otherwise treated the same as registered owners.

The Company's OBOs can expect to receive their materials related to the Meeting from Broadridge or their brokers or their broker's agents as set out above. If a reporting issuer does not intend to pay for an intermediary to deliver materials to OBOs, OBOs will not receive the materials unless their intermediary assumes the cost of delivery. The Company does not intend to pay for intermediaries to deliver the proxy-related materials to the Company's OBOs.

Although a Beneficial Shareholder may not be recognized directly at the Meeting for the purposes of voting shares registered in the name of his or her broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the shares in that capacity by following the procedure described below. **BENEFICIAL SHAREHOLDERS WHO WISH TO ATTEND THE MEETING AND INDIRECTLY VOTE THEIR SHARES AS PROXYHOLDER FOR THE REGISTERED SHAREHOLDER SHOULD ENTER THEIR OWN NAMES IN THE BLANK SPACE ON THE FORM OF PROXY PROVIDED TO THEM AND RETURN THE SAME TO THEIR BROKER (OR THE BROKER'S AGENT) IN ACCORDANCE WITH THE INSTRUCTIONS PROVIDED BY SUCH BROKER.**

All references to Shareholders in this Information Circular, the accompanying Proxy and the Notice are to registered Shareholders unless specifically stated otherwise.

VOTING SHARES AND PRINCIPAL HOLDERS THEREOF

Authorized capital: Unlimited common shares without par value

Issued and outstanding: 46,575,201 common shares without par value

Only Shareholders of record at the close of business on October 10, 2024 (the "Record Date") who either personally attend the Meeting or who have completed and delivered a form of proxy in the manner and subject to the provision described above shall be entitled to vote or to have their shares voted at the Meeting. The Articles of the Company provide that a quorum for the transaction of business at the Meeting is two persons who are, or who represent by proxy, shareholders who, in the aggregate, hold at least 5% of the issued shares entitled to be voted at the meeting.

On a show of hands, every Shareholder present in person at the Meeting and entitled to vote, and every proxyholder duly appointed by a holder of a share who would have been entitled to vote shall have one vote. On a poll, every Shareholder present in person at the Meeting or represented by proxy shall have one vote for each share of which such Shareholder is the registered holder.

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

EXECUTIVE COMPENSATION

"Named Executive Officers" means: the Chief Executive Officer ("CEO") and Chief Financial Officer ("CFO") of the Company, regardless of the amount of compensation of that individual; the Company's most highly compensated executive officer, other than the CEO and CFO, at the end of the most recently completed financial year whose total compensation was more than \$150,000 for that financial year; and

each individual who would be a Named Executive Officer but for the fact that the individual was neither an executive officer of the Company, nor acting in a similar capacity, at the end of that financial year.

The Company had two Named Executive Officers – its Chief Executive Officer and Chief Financial Officer – at the end of the most recently completed financial year. The Company’s Named Executive Officers are compensated by way of fees paid to the Named Executive Officers or to private companies controlled by the Named Executive Officers, and by way of incentive stock options from time to time.

Director and Named Executive Officer Compensation, Excluding Compensation Securities

The following table summarizes the compensation (excluding compensation securities) paid to, awarded to or earned by the Named Executive Officers and any director who is not a Named Executive Officer for each of the Company’s two most recently completed financial years:

Compensation Excluding Compensation Securities							
Name and Position	Year ¹	Salary,	Consulting Fee,	Retainer or	Bonus	Committee or	Value of
		Commission	(\$)	(\$)	(\$)	Meeting Fees	Perquisites
		(\$)	(\$)	(\$)	(\$)	(\$)	(\$)
Michael Romanik	2024	60,000 ³	-	-	-	-	60,000
CEO and director ²	2023	60,000 ³	-	-	-	-	60,000
Jeff Smulders	2024	9,000	-	-	-	-	9,000
CFO and director ²	2023	9,000	-	-	-	-	9,000

1. Financial years ended June 30.

2. No compensation was paid to the Named Executive Officer in respect of his position as a director.

3. Includes amounts paid to Anacott Capital Corporation, a private corporation controlled by Michael Romanik.

Stock Options and Other Compensation Securities

No compensation securities were granted or issued to Named Executive Officers or directors during the most recently completed financial year.

The following table summarizes the total amount of compensation securities and underlying securities held by each Named Executive Officer or director on June 30, 2023, the last day of the most recently completed financial year end:

Compensation Securities Held		
Name and Position	Number of Compensation	Number of Underlying
	Securities Held, June 30, 2024	Securities, June 30, 2024
Michael Romanik, CEO and director	175,000	175,000
Jeff Smulders, CFO and director	175,000	175,000
James Darcel, director	175,000	175,000
Brian Doutaz, director	175,000	175,000

No compensation securities were exercised by a Named Executive Officer or director during the most recently completed financial year.

Stock Option Plans and Other Incentive Plans

The Company adopted, and its Shareholders approved on November 9, 2023, a “rolling” stock option plan (the “Stock Option Plan”) whereby up to a maximum of 10% of the outstanding shares of the Company as

of the date of grant are reserved for the grant and issuance of incentive stock options. Under the Stock Option Plan, the exercise price of a stock option may not be set at less than the minimum price permitted by the TSX Venture Exchange (the “Exchange”), and the stock options may be exercisable for a period of up to 10 years. The aggregate number of stock options granted to any one individual during any twelve-month period may not exceed 5% of the issued shares of the Company, or 2% in the case of consultants and investor relations representatives.

The term of a stock option will expire 120 days following the date the optionee ceases to be a director, officer, employee or eligible consultant of the Company, unless the optionee was engaged in investor relations activities in which case, within 30 days after the cessation of such services. In the event of the death of the optionee, a stock option will be exercisable only within one year after death.

Stock options granted under the Stock Option Plan shall vest and may be exercised during the option period in such manner as the Board of Directors of the Company may determine. In circumstances where the optionee is engaged in investor relations activities, however, 25% of the stock option will be exercisable as of and from the date which is three months after the date of grant and a further 25% will be exercisable every three months thereafter.

A copy of the Stock Option Plan will be mailed to any Shareholder requesting the plan.

The Shareholders will be asked to pass an ordinary resolution to re-approve the Stock Option Plan (see *Particulars of Matters to be Acted Upon*).

Employment, Consulting and Management Agreements and Oversight

The compensation of Named Executive Officers and directors is determined by the Board of Directors, with directors having a direct or indirect interest abstaining from the decision. Such compensation is not tied to performance criteria.

The Company provided no compensation to the directors in their capacity as directors for the Company’s most recently completed financial year. Given the Company’s size and its stage of development, it has chosen to compensate its directors primarily with stock options rather than with director fees. The Company uses stock option grants to attract, motivate and retain its executive officers and directors, and to align their interests with the long-term interests of the Company.

SECURITIES AUTHORIZED FOR ISSUANCE UNDER EQUITY COMPENSATION PLANS

As of the end of the Company’s most recently completed financial year, the Company had the following compensation plans under which equity securities of the Company are authorized for issuance:

Plan Category	Number of Securities to be Issued Upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted-Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance Under Equity Compensation Plans (Excluding Securities Reflected in Column (a)) (c)
Equity compensation plans approved by the Shareholders	1,915,000	\$0.49	2,307,520
Equity compensation plans not approved by the Shareholders	-	-	-
Total	1,915,000	\$0.49	2,307,520

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

No present or former director, executive officer or employee of the Company is as of the date hereof indebted directly or indirectly to the Company, other than routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

Other than as set forth in this Information Circular and other than transactions carried out in the ordinary course of business of the Company or any of its subsidiaries, none of the directors, executive officers, proposed directors of the Company or informed persons of the Company, nor any associate or affiliate of any of the foregoing persons had, since the commencement of the Company's most recently completed financial year, any material interest, direct or indirect, in any transactions or proposed transactions which materially affected or would materially affect the Company.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Information Circular, no person who has been a director or executive officer of the Company at any time since the beginning of the Company's last financial year 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.

MANAGEMENT CONTRACTS

Management functions of the Company are performed by the directors and executive officers of the Company, or private companies controlled by such directors or executive officers and are not to any substantial degree performed by any other person or corporation.

AUDIT COMMITTEE

Audit Committee's Charter

The Company's Audit Committee mandate and responsibilities are set out in the Committee's charter, which is available from SEDAR+ at www.sedarplus.ca or, upon written request, the Company will provide a copy of such document free of charge to a Shareholder of the Company. The text of such charter is incorporated herein by reference.

Composition of the Audit Committee

As of the date hereof, the following are the members of the Audit Committee:

Name	Relationship with the Company ⁴	Financial Experience ⁵
Jeff Smulders	Not Independent	Financially Literate
James Darcel	Independent	Financially Literate
Brian Doutaz	Independent	Financially Literate

4. A member of the Audit Committee is generally considered independent if the member has no direct or indirect material relationship with the Company, which could, in the view of the Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

5. An individual is generally considered financially literate if that person has the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the Company's financial statements.

Relevant Education and Experience

The members of the Audit Committee each have several years of experience as businesspeople, audit committee members, directors or officers of public companies and have a working knowledge of the requirements of financial and corporate reporting.

Audit Committee Oversight

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

Preapproval Policies and Procedures

The Audit Committee is authorized by the Board of Directors to review the performance of the Company's auditor and approve, in advance, provision of services other than auditing and to consider the independence of the external auditor, including a review of the range of services provided in the context of all consulting services bought by the Company. The Audit Committee is authorized to approve in writing any non-audit services or additional work which the Chairman of the Audit Committee deems is necessary, and the Chairman will notify the other members of the Audit Committee of such non-audit or additional work and the reasons for such non-audit work for the Committee's consideration, and if thought appropriate, approval in writing.

Audit Fees

The aggregate fees billed by the Company's external auditor in respect of each of the last two financial years for audit, audit-related, tax and other fees are as follows:

Financial Year Ended	Audit Fees	Audit-Related Fees	Tax Fees	All Other Fees
June 30, 2024	\$25,466 (est.)	Nil	\$2,000 (est.)	Nil
June 30, 2023	\$25,466	Nil	\$2,000	Nil

Exemption

The Company is relying upon the exemption in section 6.1 of National Instrument 52-110 with respect to the composition of the Audit Committee and its reporting obligations.

CORPORATE GOVERNANCE

Board of Directors

Directors are considered to be independent if they have no direct or indirect material relationship with the Company. A material relationship is a relationship which could, in the view of the Company's Board of Directors, be reasonably expected to interfere with the exercise of a member's independent judgment.

Michael Romanik and Jeff Smulders are considered to have material relationships with the Company – and are therefore not independent – because they are executive officers of the Company.

Brian Doutaz and James Darcel are considered to be independent.

Directorships

Two of the Company's directors are also directors of the following other reporting issuers:

Director	Other Reporting Issuers
Michael Romanik	Metalsource Mining Inc., Ramp Metals Inc. and Silver Dollar Resources Inc.
Jeff Smulders	Silver Dollar Resources Inc.

Orientation and Continuing Education

Based on their previous experience, new directors are oriented to the Company's business and industry and the responsibilities of directors by management or the Company's Board of Directors. The Company provides continuing education for its directors as the need arises.

Ethical Business Conduct

The Company's directors must comply with the standards of conduct and fiduciary responsibilities in the *Business Corporations Act* (British Columbia), the *Securities Act* (British Columbia), the *Securities Act* (Alberta), the policies of the TSX Venture Exchange and common law.

Nomination of Directors

The Board of Directors considers the Company's size when it considers the number of directors to recommend to its Shareholders for election at its annual general meeting, taking into account the number required to carry out the Board's duties effectively and efficiently. The Board does not have a nominating committee; these functions are performed by the Board as a whole.

Compensation

The Company's directors are typically not compensated for serving as directors, save for being granted stock options from time to time pursuant to the Company's stock option plan. The Board as a whole determines the compensation for the Chief Executive Officer and Chief Financial Officer based on the compensation arrangements of comparable companies.

Other Board Committees

The Board has no committees other than the Audit Committee.

Assessments

The board does not, at present, have a formal process for assessing its effectiveness, its committee or its individual directors.

PARTICULARS OF MATTERS TO BE ACTED UPON

Election of Directors

The Board of Directors presently consists of four directors and it is intended to determine the number of directors at four and to elect four directors for the ensuing year.

It is the intention of the management designees, if named as proxy, to vote for fixing the number of directors to be elected at the Meeting at four (4), unless the Shareholder has specified in its proxy that its shares are to be voted against the resolution.

The term of office of each of the present directors expires at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and the persons named in the accompanying form of proxy intend to vote for the election of these nominees. Management does not contemplate that any of these nominees will be unable to serve as a director. Each director elected will hold office until the next annual general meeting of the Company or until his successor is elected or appointed,

unless his office is earlier vacated in accordance with the Articles of the Company or with the provisions of the *Business Corporations Act* (British Columbia).

In the following table and notes thereto is stated the name of each person proposed to be nominated by management for election as a director, the province and country in which they are ordinarily resident, all offices of the Company now held by them, their principal occupation, the period of time for which they have been a director of the Company, and the number of common shares of the Company beneficially owned by them, directly or indirectly, or over which they exercise control or direction, as at the date hereof.

Name, Position and Place of Residence ⁶	Principal Occupation and, if Not at Present an Elected Director, Occupation During the Past 5 Years ⁶	Previous Service as a Director	Number of Shares ^{7,8}
ROMANIK, Michael President, Chief Executive Officer and director Manitoba, Canada	President, Chief Executive Officer and director of GoldON Resources Ltd.	Since April 30, 2008	2,820,320
SMULDERS, Jeff Chief Financial Officer and director ⁹ British Columbia, Canada	Chartered Professional Accountant	Since June 26, 2007	490,000
DARCEL, James director ⁹ Manitoba, Canada	Independent financial analyst and consultant	Since December 17, 2007	-
DOUTAZ, Brian director ⁹ British Columbia, Canada	President of Anina International Capital Corp., a private British Columbia company	Since March 9, 2016	270,000

6. The information as to place of residence and principal occupation, not being within the knowledge of the Company, has been furnished by the respective directors individually.

7. The information as to shares beneficially owned or over which a director exercises control or direction, not being within the knowledge of the Company, has been furnished by the respective directors individually.

8. Includes shares beneficially owned or controlled or directed, directly or indirectly, by the director.

9. Denotes member of the Audit Committee.

It is the intention of the management designees, if named as proxy, to vote for the election of the said persons to the Board, unless the Shareholder has specified in its proxy that its shares are to be voted against the election of such person as a director.

To the knowledge of the Company, no director or proposed director of the Company is or has been, within the previous 10 years, a director, chief executive officer, chief financial officer or other executive officer of any company that:

- a) was subject to a cease trade order or similar order that was issued while acting in such capacity or that was subject to an order that was issued after ceasing to act in such capacity and which resulted from an event that occurred while acting in such capacity; or
- b) became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, became subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold its assets while acting in such capacity or within a year of ceasing to act in such capacity.

To the knowledge of the Company, no director or proposed director of the Company has, within the previous 10 years, 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 his assets.

To the knowledge of the Company, no director or proposed director of the Company has been subject to 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 has been subject to 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.

Appointment of Auditor

Unless such authority is withheld, the persons named in the accompanying proxy intend to vote for the appointment of Crowe MacKay LLP, Chartered Professional Accountants, as auditor of the Company and to authorize the directors to fix their remuneration. Crowe MacKay LLP was first appointed auditor of the Company on October 10, 2006.

It is the intention of the management designees, if named as proxy, to vote for the appointment of Crowe MacKay, LLP, Chartered Professional Accountants, as auditor of the Company for the ensuing year, at a remuneration to be fixed by the Board, unless the Shareholder has specified in its proxy that its shares are to be withheld from voting on the appointment of auditor.

Re-Approval of Stock Option Plan

Pursuant to Exchange policy, all Exchange-listed companies are required to adopt a stock option plan prior to granting stock options. The Board of Directors of the Company has established such a plan dated November 9, 2023 (the “Stock Option Plan”). The purpose of the Stock Option Plan is to attract and motivate directors, officers, employees and consultants providing services to the Company and to further the Company’s charitable goals among Eligible Charitable Organizations (collectively, “Eligible Participants”), and thereby advance the Company’s interests by affording such persons with an opportunity to acquire an equity interest in the Company through the issuance of stock options. The Company is currently listed on Tier 2 of the Exchange and has adopted a “rolling” stock option plan reserving a maximum of 10% of the issued shares of the Company at the time of the stock option grant.

The Exchange’s policies and the terms of the Stock Option Plan authorize the Board of Directors to grant stock options to Eligible Participants generally on the following terms:

1. The aggregate number of shares which may be issued pursuant to stock options granted under the Stock Option Plan, unless otherwise approved by shareholders, may not exceed that number which is equal to 10% of the shares of the Company issued and outstanding at the time of the grant.
2. The number of shares subject to each stock option will be determined by the Board of Directors, provided that the aggregate number of securities pursuant to all security-based compensation, including stock options granted under the Stock Option Plan, to:
 - (a) insiders, as a group, at any point in time may not exceed 10% of the issued shares of the Company unless the Stock Option Plan is approved by a majority of the votes cast by “disinterested shareholders” (as defined below) at the Meeting;
 - (b) insiders, as a group, during any 12-month period may not exceed 10% of the issued shares of the Company unless disinterested shareholder approval has been obtained;

- (c) any one individual during any 12-month period may not exceed 5% of the issued shares of the Company unless disinterested shareholder approval has been obtained;
- (d) any one consultant during any 12-month period may not exceed 2% of the issued shares of the Company; and
- (e) all Eligible Participants engaged to provide investor relations activities during any 12-month period may not exceed 2% of the issued shares of the Company

in each case calculated as at the date of grant of the stock option, including all other shares under option to such person at that time.

3. The maximum number of options that may be granted to Eligible Charitable Organizations may not exceed 1% of the issued shares of the Company. The number of shares issuable pursuant to options granted to Eligible Charitable Organizations are not included in the limits otherwise set out in the Stock Option Plan.
4. An Eligible Charitable Organization is defined in the Exchange's policies as generally a "charitable organization" or "public foundation" which is a "registered charity," as those terms are, in turn, defined in the *Income Tax Act* (Canada).
5. The exercise price of a stock option will be determined by the Board of Directors of the Company, but may not be set at less than the Discounted Market Price, as defined by the policies of the Exchange. Once the exercise price has been determined and the stock option has been granted, the exercise price of a stock option may, in the case of stock options held by insiders, be reduced only if disinterested shareholder approval has been obtained.
6. Stock options shall vest and may be exercised during the option period in such manner as the Board of Directors of the Company may determine. In circumstances where the Eligible Participant is engaged in investor relations activities, however, 25% of the stock option will be exercisable as of and from the date which is three months after the date of grant and a further 25% will be exercisable every three months thereafter.
7. Stock options may be exercisable for a period of up to 10 years from the date of grant. Once the expiration date has been determined and the stock option has been granted, the term of an option may, in the case of stock options held by insiders, be extended only if disinterested shareholder approval has been obtained.
8. An option granted to an Eligible Charitable Organization must expire on or before the earlier of the date that is 10 years from the date of grant and 90 days after the date the optionee ceases to be an Eligible Charitable Organization.
9. If an Eligible Participant ceases to be a director, officer, employee and consultant of the Company for any reason, other than death, the stock option may not be exercised after 120 days following such cessation. If the Eligible Participant was engaged in investor relations activities, the stock option may not be exercised after 30 days following cessation of such services. In the event of the death of an Eligible Participant, the stock option may be exercised within one year of the date of death.
10. The stock options are non-assignable and non-transferable.
11. On the occurrence of a takeover bid, issuer bid or going-private transaction, the Board of Directors will have the right to accelerate the date on which any stock option becomes exercisable.

A copy of the Stock Option Plan will be mailed to any Shareholder requesting the Plan.

The Stock Option Plan is subject to Exchange acceptance and Shareholder approval. Any amendments to the Stock Option Plan must be approved by the Exchange and, if necessary, by the disinterested shareholders of the Company prior to becoming effective.

“Disinterested shareholders” are holders of outstanding common shares of the Company entitled to vote and represented in person or by proxy, excluding votes attaching to outstanding common shares beneficially owned by insiders of the Company and their associates to whom shares may be issued pursuant to the Stock Option Plan.

Shareholders will be asked to pass an ordinary resolution, in substantially the following form (subject to such changes as may be required by counsel or regulatory authorities) to approve the Stock Option Plan:

“RESOLVED as an ordinary resolution that, subject to the acceptance of the TSX Venture Exchange (the “Exchange”):

1. the Company’s stock option plan dated November 9, 2023 (the “Stock Option Plan”) as described in the Company’s Information Circular reserving up to a maximum of 10% of the number of currently outstanding shares of the Company for the grant of stock options to directors, officers, employees, consultants providing services to the Company, and Eligible Charitable Organizations be and is hereby ratified, confirmed and approved;
2. the Board of Directors of the Company be authorized in its absolute discretion to administer the Stock Option Plan and amend or modify the Stock Option Plan in accordance with its terms and conditions and with the policies of the Exchange; and
3. any one director or officer of the Company be and is hereby authorized and directed to do all such acts and things and to execute and deliver, under the corporate seal of the Company or otherwise, all such deeds, documents, instruments and assurances as in his opinion may be necessary or desirable to give effect to the foregoing resolutions, including, without limitation, making any changes to the Stock Option Plan required by the Exchange or applicable securities regulatory authorities and to complete all transactions in connection with the administration of the Stock Option Plan.”

It is the intention of the management designees, if named as proxy, to vote for the Stock Option Plan unless the Shareholder has specified in its proxy that its shares are to be voted against the resolution. Management of the Company recommends that Shareholders vote in favour of the Stock Option Plan resolution at the Meeting.

In the event such Shareholder approval is not obtained, then the Company may not grant any further stock options under the Stock Option Plan. Any outstanding stock options will not be affected.

ADDITIONAL INFORMATION

Additional information relating to the Company is available on SEDAR+ at www.sedarplus.ca and on the Company’s website at www.goldonresources.com. Shareholders may also contact the Company to request copies of its comparative annual financial statements and Management’s Discussion and Analysis, which contain financial information for the Company’s most recently completed financial year.

ANY OTHER MATTERS

Management of the Company knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Information Circular. However, if any other matters properly come before the Meeting, it is the intention of the persons named in the form of proxy accompanying this Information Circular to vote the same in accordance with their best judgment of such matters.

DATED at Victoria, British Columbia, this 10th day of October, 2024

BY ORDER OF THE BOARD OF DIRECTORS

Signed "*Michael Romanik*"
Michael Romanik, President and CEO