NEW BREAK RESOURCES LTD.

Notice of Annual General and Special Meeting of Shareholders

To be Held on December 14, 2026

AND

Management Information Circular

November 9, 2026

IMPORTANT NOTICE

THE NEW BREAK RESOURCES LTD. ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS WILL BE HELD ON DECEMBER 14, 2026, IN THE OFFICES OF PETERSON MCVICAR LLP at 110 YONGE STREET, SUITE 1601, TORONTO, ON M5C 1T4. THE CORPORATION'S SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE PRIOR TO THE MEETING BY ANY OF THE MEANS DESCRIBED IN THE CIRCULAR.

TABLE OF CONTENTS

SOLICITATION OF PROXIES	1
INFORMATION FOR NON-REGISTERED SHAREHOLDERS	2
INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON	3
VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES	3
PARTICULARS OF MATTERS TO BE ACTED UPON	4
GENERAL	4
1. ELECTION OF DIRECTORS	4
2. RE-APPOINTMENT OF AUDITORS	6
3. STOCK OPTION PLAN	6
OTHER BUSINESS	8
STATEMENT OF EXECUTIVE COMPENSATION AND RELATED MATTERS	8
DIRECTORS COMPENSATION	12
INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS	13
INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS	13
STATEMENT OF CORPORATE GOVERNANCE PRACTICES	13
DISCLOSURE RELATING TO DIVERSITY	16
AUDIT COMMITTEE	17
ADDITIONAL INFORMATION	19
SCHEDULE “A”	A-1
SCHEDULE “B”	B-1

NEW BREAK RESOURCES LTD.

NOTICE OF ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

NOTICE IS HEREBY GIVEN that the annual general and special meeting (the "**Meeting**") of shareholders of New Break Resources Ltd. ("**New Break**" or the "**Corporation**") will be held at 110 Yonge Street, Suite 1601, Toronto, Ontario M5C 1T4, on the 14th day of December 2026 at the hour of 11:00 a.m. (Toronto time), for the following purposes:

1. to receive the audited financial statements of the Corporation for the year ended December 31, 2025, together with the report of the auditors thereon;
2. to elect directors of the New Break Resources Ltd. for the ensuing year;
3. to re-appoint McGovern Hurley LLP, Chartered Professional Accountants, as auditors of the Corporation and to authorize the directors to fix their remuneration;
4. to consider, and if thought advisable, to approve an ordinary resolution re-approving the Corporation's Stock Option Plan, as more particularly described in the Management Information Circular of the Corporation dated November 9, 2026 (the "**Circular**");
5. to transact such further or other business as may properly come before the Meeting or any adjournment or postponements thereof.

The nature of the business to be transacted at the Meeting is described in further detail in the accompanying Circular. The Circular is deemed to form part of this Notice of Meeting. Please read the Circular carefully before you vote on the matters being transacted at the Meeting.

The Record Date for the determination of New Break shareholders entitled to receive notice of and to vote their New Break common shares is November 9, 2026. New Break shareholders whose names have been entered in the register of shareholders of New Break at the close of business on that date will be entitled to receive notice of and to vote their New Break common shares.

The Meeting will be held in the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4.

The form of proxy, financial statement request form and a return envelope accompany this Notice of Meeting. Copies of the Circular, the audited financial statements of New Break for the years ended December 31, 2025 and 2024, and the auditors' report thereon, and accompanying MD&A (as such term is defined in the Circular) for the year ended December 31, 2025, are available to the public on the Corporation's website at https://www.newbreakresources.ca/investors/financial-reports/.

ALL NEW BREAK SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE PRIOR TO THE MEETING BY ANY OF THE MEANS DESCRIBED IN THE CIRCULAR.

New Break shareholders are requested to either: (i) date and sign the form of proxy and return it to New Break's transfer agent, TSX Trust Company ("**TSX Trust**"), 100 Adelaide Street West, Suite 301, Toronto, ON M5H 4H1; or (ii) complete the form of proxy online at https://www.voteproxyonline.com/pxlogin. In order to be valid, proxies must be completed online or be received by TSX Trust Company by 11:00 a.m. (Toronto time) on Thursday, December 10, 2026.

If you are a beneficial holder of New Break common shares and received these materials through your broker or another intermediary, please complete and return the form of proxy provided to you in accordance with the instructions provided therein.

The instrument appointing a proxy must be in writing and must be executed by the New Break shareholder or his or her attorney authorized in writing or, if the New Break shareholder is a corporation, under its corporate seal by a duly authorized officer or attorney thereof.

The persons named in the enclosed form of proxy are directors and/or officers of New Break. Each New Break shareholder has the right to appoint a proxyholder other than such persons, who need not be a shareholder, to attend and to act for them and on their behalf at the Meeting. To exercise such right, the names of the nominees of management should be crossed out and the name of the Shareholder's appointee should be legibly printed in the blank space provided.

DATED at Toronto, Ontario, this 9th day of November, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(*signed*) "*Michael Farrant*"

President and Chief Financial Officer

NEW BREAK RESOURCES LTD.

MANAGEMENT INFORMATION CIRCULAR

ANNUAL GENERAL AND SPECIAL MEETING OF SHAREHOLDERS

As of November 9, 2026 (unless indicated otherwise)

SOLICITATION OF PROXIES

This Management Information Circular (the "**Circular**") is furnished in connection with the solicitation of proxies by the management of New Break Resources Ltd. ("**New Break**" or the "**Corporation**") for use at the Annual General and Special Meeting of holders ("**Shareholders**") of common shares ("**Common Shares**") of the Corporation and any adjournment thereof to be held at 11:00 a.m. (Toronto time) on December 14, 2026 (the "**Meeting**") for the purposes set forth in the accompanying Notice of Meeting. The enclosed proxy is being solicited by the management of the Corporation. Unless otherwise stated, all information in this Management Information Circular is current as of November 9, 2026, and all references to dollars, "$" or "C$" are to Canadian dollars.

The Meeting will be held in the offices of Peterson McVicar LLP at 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4.

While it is expected that the solicitation will be primarily by mail, proxies may be solicited personally, by facsimile or by telephone by the regular employees of the Corporation at nominal cost. All costs of solicitation by management will be borne by the Corporation.

The contents and the sending of this Circular have been approved by the directors of the Corporation. All dollar amounts referenced are expressed in Canadian dollars.

ALL NEW BREAK SHAREHOLDERS ARE STRONGLY ENCOURAGED TO VOTE PRIOR TO THE MEETING BY ANY OF THE MEANS DESCRIBED BELOW.

APPOINTMENT OF PROXYHOLDER

The individuals named as proxyholders in the accompanying form of proxy are directors and/or officers of the Corporation. **A REGISTERED SHAREHOLDER WISHING TO APPOINT SOME OTHER PERSON (WHO NEED NOT BE A SHAREHOLDER) TO REPRESENT HIM OR HER 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 AND SIGNING AND DATING THE PROXY, OR BY COMPLETING ANOTHER FORM OF PROXY.** A proxy will not be valid unless the completed form of proxy is received by TSX Trust Company ("**TSX Trust**) online at https://www.voteproxyonline.com/pxlogin or at 100 Adelaide Street West, Suite 301, Toronto, Ontario, M5H 4H1 by 11:00 a.m. (Toronto time) on Thursday, December 10, 2026 or, with respect to any matters to be dealt with at any adjournment of the Meeting, before the time of the re-commencement of the adjourned Meeting. Proxies delivered after such time(s) will not be accepted.

REVOCATION OF PROXIES

In addition to revocation by any other manner permitted by law, a Shareholder who has given a proxy may revoke it prior to its use by an instrument in writing executed by the Shareholder or by his attorney duly authorized in writing or, where the Shareholder is a corporation, by a duly authorized officer or attorney of such corporation, and delivered to the registered office of the Corporation, at c/o Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4 (Attention: Peter Georges) at any time up to and including the last business day preceding the day of the Meeting, or if adjourned, preceding 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 revocation of a proxy does not affect any matter on which a vote has been taken prior to the revocation.

VOTING OF PROXIES

The Common Shares represented by a properly executed proxy in favour of persons designated as proxyholders in the enclosed form of proxy will:

(a) be voted or withheld from voting in accordance with the instructions of the person appointing the proxyholder on any ballot that may be called for; and

(b) 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 specifications made on such proxy.

SUCH SHARES WILL BE VOTED **FOR** EACH MATTER FOR WHICH NO CHOICE HAS BEEN SPECIFIED.

The enclosed form of proxy, when properly completed and delivered and not revoked, confers discretionary authority upon the person appointed proxyholder thereunder to vote with respect to amendments or variations of matters identified in the Notice of Meeting, and with respect to any other matters which may properly come before the Meeting. In the event that 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 by management as proxyholders in the enclosed form of proxy to vote in accordance with their best judgment on such matters or business. As at the date of this Circular, the management of the Corporation knows of no such amendment, variation or other matter that may be presented to the Meeting.

INFORMATION FOR NON-REGISTERED SHAREHOLDERS

Only registered Shareholders or proxyholders duly appointed by registered Shareholders are permitted to vote at the Meeting. Some shareholders of the Corporation are "non-registered" shareholders because the Common Shares they own are not registered in their names but are instead registered in the name of a brokerage firm, bank or other intermediary or in the name of a clearing agency. Shareholders who do not hold their Common Shares in their own name (referred to herein as "Beneficial Shareholders") should note that only registered Shareholders are entitled to vote at the Meeting. If Common Shares are listed in an account statement provided to a shareholder by a broker, then in almost all cases those Common Shares will not be registered in such shareholder's name on the records of the Corporation. Such Common Shares will more likely be registered under the name of the shareholder's broker or an agent of that broker. In Canada, the vast majority of such Common Shares are registered under the name of CDS & Co. (the registration name for CDS Clearing and Depositary Services Inc., which company acts as nominee for many Canadian brokerage firms). Common Shares held by brokers (or their agents or nominees) on behalf of a broker's client can only be voted (for or against resolutions) at the direction of the Beneficial Shareholder. Without specific instructions, brokers and their agents and nominees are prohibited from voting Common 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**.

Existing regulatory policy requires brokers and other intermediaries to seek voting instructions from Beneficial Shareholders in advance of shareholders' meetings. The various brokers and other intermediaries have their own mailing procedures and provide their own return instructions to clients, which should be carefully followed by Beneficial Shareholders in order to ensure that their Common Shares are voted at the Meeting. Often the form of proxy supplied to a Beneficial Shareholder by its broker is identical to the form of proxy provided by the Corporation to the registered Shareholders. However, its purpose is limited to instructing the registered Shareholder (i.e. the broker or agent of the broker) how to vote on behalf of the Beneficial Shareholder. The majority of brokers now delegate the responsibility for obtaining instructions from clients to Broadridge Financial Solutions Inc. ("**Broadridge**"). Broadridge typically prepares a machine-readable voting instruction form, mails those forms to the Beneficial Shareholders and asks Beneficial Shareholders to return the forms to Broadridge, or otherwise communicate voting instructions to Broadridge (by way of the internet or telephone, for example). Broadridge then tabulates the results of all instructions received and provides appropriate instructions respecting the voting of Common Shares to be represented at the Meeting. **A Beneficial Shareholder who receives a Broadridge voting instruction form cannot use that form to vote Common Shares directly at the Meeting. The voting instruction form must be returned to Broadridge (or instructions respecting the voting of Common Shares must be communicated to Broadridge well in advance of the Meeting) in order to have the Common Shares voted.**

This Circular and accompanying materials are being sent to both registered Shareholders and Beneficial Shareholders. Beneficial Shareholders fall into two categories – those who object to their identity being known to the issuers of securities which they own ("**Objecting Beneficial Owners**", or "**OBO's**") 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 "**NOBO's**"). Subject to the provision of National Instrument 54-101 – *Communication with Beneficial Owners of Securities of Reporting Issuers*, issuers may request and obtain a list of their NOBO's from intermediaries via their transfer agents. If you are a Beneficial Shareholder, and the Corporation or its agent has sent these materials directly to you, your name, address and information about your holdings of Common Shares have been obtained in accordance with applicable securities regulatory requirements from the intermediary holding the Common Shares on your behalf. The Company is sending Meeting materials directly to the NOBOs. The Company also intends to pay for intermediaries to deliver the Meeting materials to the OBOs.

The Corporation's OBO's can expect to be contacted by Broadridge or their broker or their broker's agents as set out above.

Although Beneficial Shareholders may not be recognized directly at the Meeting for the purposes of voting Common Shares registered in the name of their broker, a Beneficial Shareholder may attend the Meeting as proxyholder for the registered Shareholder and vote the Common Shares in that capacity. **Beneficial Shareholders who wish to attend the Meeting and indirectly vote their Common Shares as proxyholder for the registered Shareholder should enter their own names in the blank space on the proxy or voting instruction card 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 Circular and the accompanying form of proxy and Notice of Meeting are to registered Shareholders unless specifically stated otherwise.

INTEREST OF CERTAIN PERSONS IN MATTERS TO BE ACTED UPON

Other than as set forth in this Circular, no person who has been a director or executive officer of the Corporation at any time since January 1, 2025, being the beginning of the Corporation's last completed financial year, nor any proposed nominee for election as a director of the Corporation, nor any associate or affiliate of any of the foregoing, has or has had any material interest, directly or indirectly, by way of beneficial ownership of securities or otherwise, in any matter to be acted upon.

VOTING SECURITIES AND PRINCIPAL HOLDERS OF VOTING SECURITIES

The Corporation is authorized to issue an unlimited number of Common Shares without par value. As at November 9, 2026, the Corporation had 93,346,100 issued and outstanding Common Shares. Each Common Share entitles the holder thereof to one vote on all matters to be acted upon at the Meeting. Only Shareholders of record at the close of business (Toronto time) on November 9, 2026 (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 provisions described above shall be entitled to vote or to have their Common Shares voted at the Meeting.

To the knowledge of the directors and executive officers of the Corporation, there are no persons or companies who beneficially own, or exercise control or direction over, directly or indirectly, Common Shares carrying more than ten percent (10%) of the voting rights attached to all outstanding Common Shares other than as set forth below:

Name of Shareholder	Number of Shares Owned	Percentage of Outstanding Shares Held (%)
John Ross Quigley and Patricia Quigley[(1)]	23,090,300	24.74%

Notes:

(1) John Ross Quigley and Patricia Quigley (together, a "Control Person") beneficially own or exercise control or direction over 23,090,300 Shares, 1,500,000 Common Share purchase warrants ("**Warrants**") and 500,000 options.

PARTICULARS OF MATTERS TO BE ACTED UPON

GENERAL

Unless otherwise directed, it is the intention of management's proxyholders to vote proxies **FOR** the resolutions set forth herein. **All ordinary resolutions require, for the passing of the same, a simple majority of the votes cast at the Meeting by the Shareholders.**

1. ELECTION OF DIRECTORS

There are five (5) directors to be elected at the Meeting.

The term of office of each of the present directors expires immediately prior to the election of directors at the Meeting. The persons named below will be presented for election at the Meeting as management's nominees and management's proxyholders will vote **FOR** the election of these nominees, unless otherwise instructed on the proxy form. Management does not contemplate that any of these nominees will be unable to serve as a director and all proposed directors have confirmed their willingness to serve or continue to serve as directors. Each director elected will hold office until the next annual general meeting of the Corporation or until his or her successor is elected or appointed, unless his or her office is earlier vacated in accordance with the Articles of the Corporation or the provisions of the CBCA.

The following table and notes thereto sets out the name of each person proposed to be nominated by management for election as a director, the province or state and country in which he or she is ordinarily resident, all offices of the Corporation now held by him, his principal occupation, the period of time for which he has been a director of the Corporation and the number of Common Shares beneficially owned by him, directly or indirectly, or over which he exercises control or direction, as at November 9, 2026:

Name and Municipality of Residence[2]	Age	Position with Company	Principal Occupation for Five Preceding Years [2]	Director/ Officer of the Company Since	Number of Common Shares Held (%)[1]
Michael Farrant [6] *Toronto, ON* *Canada*	57	President, CFO and Director	New Break – President and Director (March 2019 to present), CEO (October 2021 to February 2025) and CFO (March 2019 to October 2021 and February 2025 to present); CFO of NewOrigin Gold Corp. (October 2022 to November 2024); CFO of Palamina Corp. (November 2022 to present), CFO of Colt Silver Corp. (October 2026 to present) and CFO of Argo Gold Inc. (November 2019 to June 2022).	March 1, 2019	5,189,000 (5.6%)
Mark Fedosiewich[4] [6] *Ottawa, ON* *Canada*	66	Director (Independent)	President and CEO of Vior Inc. from October 2017 to January 2025, Director from December 2017 to present and Chairman from December 2024 to present.	October 22, 2025	1,850,000 (2.0%)
William Love *Waterloo, ON* *Canada*	68	CEO and Director	New Break – Director (April 2014 to July 2021), Vice-President, Exploration (March 2019 to February 2025) and CEO (February 2025 to present); President and Director of Dorchester Copper Inc. from July 2021 to present and Director of Rich Copper Exploration Company from July 2021 to present, both private companies.	February 21, 2025	1,789,500 (1.9%)

Thomas Puppendahl[3] [5] *Singapore*	60	Director (Independent)	Founder and Managing Partner of Emerging Markets Advisers Pte. Ltd. and Chancery Asset Management Pte. Ltd., strategic advisory firms in Singapore; Founder and Director of various gold mining companies with operations in Brazil, Finland and the U.S.A.	March 1, 2019	1,050,000 (1.1%)
Andrew Thomson[4] *Burlington, ON Canada*	60	Director (Independent)	President, CEO and Director of Palamina Corp. from June 2015 to present; President, CEO and Director of Colt Silver Corp. from September 2026 to present, President and CEO of NewOrigin Gold Corp. from January 2021 to February 2024 and Director from January 2021 to November 2024; Director of Winshear Gold Corp. from September 2019 to June 2025; Director of Montero Mining & Exploration Inc. from January 2011 to January 2026.	October 22, 2025	1,298,150 (1.4%)

Notes:
(1) Based on 93,346,100 Common Shares issued and outstanding as at the date hereof.
(2) The information, not being within the knowledge of the Corporation, has been furnished by the respective officer or director.
(3) Chair of the Audit Committee.
(4) Member of the Audit Committee.
(5) Chair of the Compensation, Governance and Nominating Committee.
(6) Member of the Compensation, Governance and Nominating Committee.

As of November 9, 2026, the directors and executive officers of the Corporation, as a group, beneficially own, directly or indirectly, 11,176,650 Common Shares representing approximately 12.0% of the issued and outstanding Common Shares on a non-diluted basis (and 14,676,650 Common Shares representing approximately 15.2% of the issued and outstanding Common Shares on a fully diluted basis).

Corporate Cease Trade Orders, Bankruptcies, Penalties or Sanctions

Michael Farrant was CFO, William Love was the Vice-President, Business Development, and Thomas Puppendahl was a Director of Sage Gold Inc. when it was subject to a management cease-trade order ("**MCTO**") issued by the OSC dated May 1, 2018, for failure to file annual financial information for the financial year ended December 31, 2017 and interim financial information for the period ended March 31, 2018 by the required deadlines. The financial information in question was filed and the cease trade order was lifted on July 10, 2018.

On July 30, 2018, the Ontario Superior Court of Justice Commercial List issued a Court Order against Sage Gold Inc., appointing Deloitte Restructuring Inc. as receiver over all of the assets, undertakings and properties of Sage Gold Inc. The Court Order was issued in favour of the applicant, CRH Funding II Pte. Ltd., who had alleged that Sage Gold Inc. had become insolvent and as such, was unable to fulfill its obligations to the applicant under a gold prepayment agreement. Despite brief terms in their respective roles, Mr. Farrant served as CFO, Mr. Love served as Vice-President, Business Development and Mr. Puppendahl served as a non-executive director of Sage Gold Inc. at the time of its receivership.

Other than as described above, no director or executive officer of the Corporation is or has been, within ten (10) years before the date of this Circular, a director, chief executive officer or chief financial officer of any company (including the Corporation) that:

a) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days that was issued while such individual was acting in the capacity as director, chief executive officer or chief financial officer; or

b) was subject to a cease trade order, an order similar to a cease trade order or an order that denied the relevant company access to any exemption under securities legislation, that was in effect for a period of more than 30 consecutive days, that was issued after such individual ceased to be a director, chief executive officer or chief financial officer and which resulted from an event that occurred while such proposed director was acting in the capacity as director, chief executive officer or chief financial officer.

Other than as described above, no director or executive officer of the Corporation is, as of the date of this Circular, or has been within ten (10) years before the date of this Circular, a director or executive officer of any company (including the Corporation) that, while such individual was acting in that capacity, or within a year of that person ceasing to act in that capacity, became bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency or was subject to or instituted any proceedings, arrangement or compromise with creditors or had a receiver, receiver manager or trustee appointed to hold its assets.

Other than as described above, no director or executive officer of the Corporation has, within the ten (10) years before the date of this Circular, become bankrupt, made a proposal under any legislation relating to bankruptcy or insolvency, or become subject to or instituted any proceedings, arrangement or compromise with creditors, or had a receiver, receiver manager or trustee appointed to hold the assets of such individual.

Other than as described in this Circular, no director or executive officer of the Corporation has been subject to:

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

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

UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE RESOLUTION SET FORTH BELOW.

At the Meeting, New Break Shareholders will be asked to consider, and if thought appropriate, to pass a resolution, the text of which is as follows:

> "**BE IT RESOLVED THAT** Mr. Farrant, Mr. Fedosiewich, Mr. Love, Mr. Puppendahl, and Mr. Thomson are elected as directors of the Corporation to hold office until the next annual general meeting of shareholders of the Corporation."

2. RE-APPOINTMENT OF AUDITORS

McGovern Hurley LLP, Chartered Professional Accountants, of Toronto, Ontario was first appointed auditors to the Corporation in September 2020.

UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE RESOLUTION SET FORTH BELOW.

At the Meeting, New Break Shareholders will be asked to consider, and if thought appropriate, to pass on ordinary resolution, the text of which is as follows:

> "**BE IT RESOLVED THAT** as an ordinary resolution of the holders of common shares of New Break Resources Ltd. (the "**Corporation**"):
>
> 1. McGovern Hurley LLP, Chartered Professional Accountants is re-appointed as auditors of New Break to hold office until the next annual general meeting of shareholders of the Corporation; and
>
> 2. the remuneration of the auditors shall be fixed by the Board of Directors of the Corporation."

3. STOCK OPTION PLAN

New Break maintains an incentive stock option plan for the Corporation (the "**Plan**") in the form attached to the Circular in Schedule "A". The Plan was re-approved by New Break Shareholders at the annual meeting of Shareholders of the Corporation on December 31, 2025. A summary of the Plan is set out below. At the Meeting, the Shareholders will be asked to re-approve the Plan for the ensuing year (the "**Plan Resolution**"). Capitalized terms not otherwise defined below have the meaning set forth in the Plan.

Purpose. The purpose of the Plan is to attract and retain superior directors, officers, consultants, employees and other persons or companies engaged to provide ongoing services to the Corporation or its affiliate entities, to provide an incentive for such persons to put forth maximum effort for the continued success and growth of the Corporation, and in combination with these goals, to encourage their equity participation in the Corporation and to attract new directors, officers, employees and consultants.

Eligible Participants. Any director, officer, consultant, or employee of the Corporation or of a related entity of the Corporation is eligible to participate.

Number of Ordinary Shares Reserved. The maximum aggregate number of Common Shares reserved for issuance under the Plan shall not exceed 10% of the issued and outstanding Common Shares from time to time. If any Option expires or otherwise terminates for any reason (including exercise of the Option), the number of Common Shares in respect of which the option expired or terminated will again be available for purposes under the Plan.

Maximum Percentage to Insiders. Including all other security-based compensation arrangements, no more than 10% of the issued and outstanding Common Shares will be issuable to insiders of the Corporation at any time pursuant to the Plan, and no more than 10% of the issued and outstanding Common Shares will be issued to insiders within a one-year period.

Limitations on Individual Grants. The total number of Common Shares that may be reserved for issuance to any one person pursuant to Options granted under the Plan in any one year shall not exceed 5% of the Common Shares outstanding on the grant date of the Options.

Determination of Exercise Price. The Board shall determine, in its sole discretion, the Option Price applicable to each Option, provided that the Option Price shall not be less than the volume weighted average trading price of the Common Shares for the five trading days immediately preceding the day the Option is granted, as calculated in accordance with the rules and policies of the exchange on which the Common Shares are listed and in any case not less than the minimum acceptable price to such exchange.

Vesting. The Board in its sole discretion may determine and impose terms upon which each Option shall become vested in respect of Common Shares including without limitation the terms under which vesting of the Option may be accelerated.

Accelerated Vesting. If a Change of Control occurs as defined in the Plan, all unvested Options shall immediately become vested and may thereon be exercised in whole or in part by the option holder, subject to any required approval by any stock exchange on which the Common Shares may be listed.

Term. Each Option granted will have a term specified by the Board, up to a maximum of five years from the date of grant.

Termination of Employment. Should an option holder cease to be an eligible person during the term of an Option for any reason other than death, or cause, the option will be exercisable for a maximum of 90 days thereafter, or until option expiry, whichever comes first. If an option holder dies during the term of an Option while in employment, engagement, or while a director of the Corporation or its related entity, such Option will be exercisable by the optionee's estate for a maximum of twelve months from the date of the optionee's death, or until Option expiry, whichever comes first. If an option holder ceases to be an eligible person under the Plan as a result of being terminated for cause, the term of any Options held will be deemed to expire immediately upon termination.

Non-Transferable. An Option issued under the Plan is non-assignable and non-transferrable.

Amendments Requiring Shareholder Approval. If the amendment of an Option requires regulatory or shareholder approval required by the Exchange, such amendment may be made prior to such approvals being given, but no such amended Options may be exercised unless or until such approvals are given.

As at the date of this Circular, the Corporation has granted the total of 5,850,000 stock options under the Plan to directors, officers and consultants of the Corporation.

The foregoing information is intended to be a brief summary of the key features of the plan and is qualified in its entirety by reference to the full text of the plan appended hereto as Schedule "A".

In order to be adopted, the Plan Resolution must be approved by simple majority of the votes cast by the holders of the Common Shares, either present in person or represented by proxy at the Meeting.

THE NEW BREAK BOARD UNANIMOUSLY RECOMMENDS THAT THE NEW BREAK SHAREHOLDERS VOTE IN FAVOUR OF THE APPROVAL OF THE OPTION PLAN. UNLESS OTHERWISE INSTRUCTED, IT IS THE INTENTION OF THE PERSONS DESIGNATED AS PROXYHOLDERS IN THE ENCLOSED PROXY TO VOTE IN FAVOUR OF THE APPROVAL OF THE OPTION PLAN.

Accordingly, the Corporation's shareholders will be asked to approve the following ordinary resolution:

> **"BE IT RESOLVED,** as an ordinary resolution, that:
>
> 1. the Stock Option Plan of the Corporation, as described in the management information circular of the Corporation dated November 9, 2026, be and is hereby ratified, confirmed and re-approved.
> 2. the board of directors of the Corporation be authorized to make any changes to the Stock Option Plan as may be required by the Canadian Securities Exchange from time to time; and
> 3. any one director or officer of the Corporation be and is hereby authorized and directed to do all such things and to execute and deliver all documents and instruments as may be necessary or desirable to carry out the terms of this resolution."

OTHER BUSINESS

Management of the Corporation knows of no matters to come before the Meeting other than those referred to in the Notice of Meeting accompanying this Circular. **However, if any other matters properly come before the Meeting, it is the intention of the management proxyholders to vote on the same in accordance with their best judgment on such matters.**

STATEMENT OF EXECUTIVE COMPENSATION AND RELATED MATTERS

In accordance with the requirements of National Instrument 51-102 - *Continuous Disclosure Obligations,* the Canadian Securities Administrators have issued guidelines on executive compensation disclosure for venture issuers as set out in Form 51-102F6V. The objective of the disclosure is to communicate the compensation the Corporation paid, made payable, awarded, granted, gave or otherwise provided to each named executive officer and director for the financial year, and the decision-making process relating to compensation. The disclosure will provide insight into executive compensation as a key aspect of the overall stewardship and governance of the Corporation and will help shareholders of the Corporation understand how decisions about executive compensation are made. The Corporation's approach to executive compensation is set forth below.

The Corporation does not have a formal compensation program. The Board meets to discuss and determine management compensation, without reference to formal objectives, criteria or analysis. The general objectives of the Corporation's compensation strategy are to: (a) compensate management in a manner that encourages and rewards a high level of performance and outstanding results with a view to increasing long-term shareholder value; (b) align management's interests with the long-term interests of shareholders; (c) provide a compensation package that is commensurate with other mining companies to enable the Corporation to attract and retain talent; and (d) ensure that the total compensation package is designed in a manner that takes into account the constraints that the Corporation is under by virtue of the fact that it is a mining company without a history of earnings.

The Board, as a whole, ensures that total compensation paid to all Named Executive Officers (as hereinafter defined) is fair and reasonable. A "Named Executive Officer" ("**NEO**") includes: (i) the Corporation's Chief Executive Officer; (ii) the Corporation's Chief Financial Officer; (iii) each of the three most highly compensated executive officers, other than the CEO and CFO, who were serving as executive officers as at the end of the most recently completed financial year of December 31, 2025, and whose total compensation was more than $150,000; and (iv) any additional individuals for whom disclosure would have been required except that the individual was not serving as an officer of the Corporation at the end of the most recently completed financial year. The Board relies on the experience of its members as officers and directors with other junior mining companies in assessing compensation levels.

Given the stage in the development of the Corporation and considering the junior mineral exploration industry as a whole, the Corporation does not maintain objective performance criteria and goals for its executives. The Board appointed a Compensation, Governance and Nominating Committee ("CGN Committee"), effective September 8, 2021. The following sets out the Corporation's approach to executive compensation.

The executive compensation program is composed of fixed and variable elements of compensation; base salary, indirect compensation (benefits), discretionary bonus and long-term incentives in the form of stock options. Current compensation levels are not necessarily reflective of compensation levels associated with other publicly traded companies.

In the future, the Board or the CGN Committee may consider the total compensation program in addition to single elements of compensation. Total compensation levels may reflect both the marketplace (to ensure competitiveness) and the responsibility of each position (to ensure internal equity). The Board and CGN Committee believes these elements of compensation, when combined, form an appropriate mix of compensation, and provide competitive salary, link the majority of the executives' compensation to corporate and individual performance (which induces and rewards behavior that creates long-term value for Shareholders and other stakeholders). While the Corporation has not yet adopted this methodology in evaluating compensation, the following sets out the Corporation's future planned approach to executive compensation.

Cash Salary

The Corporation's compensation payable to the NEOs is based upon, among other things, the responsibility, skills and experience required to carry out the functions of each position held by each NEO and varies with the amount of time spent by each NEO in carrying out his or her functions on behalf of the Corporation. Base salary is used to provide the NEOs a set amount of money during the year with the expectation that each NEO will perform his responsibilities to the best of his ability and in the best interests of the Corporation.

In particular the Chief Executive Officer's compensation will be determined by time spent on: (i) the Corporation's current mineral properties; (ii) reviewing potential mineral properties that the Corporation may acquire and negotiating, on behalf of the Corporation; and (iii) new business ventures. The Chief Financial Officer's compensation is primarily determined by time spent in reviewing and or preparing the Company's financial statements, compliance reporting and supporting the executive team.

Long Term Compensation and Option-Based Awards

The Corporation has no long-term compensation and incentive plans other than its Stock Option Plan. The Company's directors, officers, employees and certain consultants are entitled to participate in the Stock Option Plan. The Stock Option Plan is designed to encourage share ownership and entrepreneurship on the part of the senior management and other employees. The Board believes that the Stock Option Plan aligns the interests of the NEO and the Board with shareholders by linking a component of executive compensation to the longer-term performance of the Common Shares.

Options are granted by the Board. In monitoring or adjusting the Option allotments, the Board takes into account its own observations on individual performance (where possible) and its assessment of individual contribution to shareholder value, previous Option grants and the objectives set for the NEOs and the Board. The scale of Options is generally commensurate to the appropriate level of base compensation for each level of responsibility.

In addition to determining the number of Options to be granted pursuant to the methodology outlined above, the Board also makes the following determinations:

a) parties who are entitled to participate in the Stock Option Plan;

b) the exercise price for each Option granted, subject to the provision that the exercise price cannot be lower than the prescribed discount permitted by the CSE from the market price on the date of grant;

c) the date on which each Option is granted;

d) the vesting period, if any, for each Option;

e) the other material terms and conditions of each Option grant; and

f) any re-pricing or amendment to an Option grant.

The Board makes these determinations subject to and in accordance with the provisions of the Stock Option Plan. The Board reviews and approves grants of Options on an annual basis and periodically during a financial year. A summary of the Option grants to NEOs is provided below. See "*Director and Named Executive Officer*

Compensation – Incentive Plan Awards".

The Corporation has not imposed minimum share ownership requirements on its directors and the Named Executive Officers.

As of the date of this Circular, the Corporation's directors had not, collectively, considered the implications of any risks associated with the Corporation's compensation policies applicable to its executive officers.

The Corporation has not, to date, adopted a policy restricting its executive officers and directors from purchasing financial instruments, including, for greater certainty, prepaid variable forward contracts, equity swaps, collars, or units of exchange funds, which are designed to hedge or offset a decrease in market value of equity securities granted as compensation or held, directly or indirectly, by executive officers or directors. As of the date of this Circular, entitlement to grants of incentive stock options under the Corporation's Stock Option Plan are the only equity-based security elements awarded to executive officers and directors.

Employment, Consulting and Management Agreements

All of the NEO's serve the Corporation as Consultants. The Corporation did not have any consulting agreements with any of its NEOs until it entered into the following consulting agreements, effective October 1, 2021:

Michael Farrant, President and Chief Executive Officer until February 18, 2025, President, Chief Financial Officer and Corporate Secretary from February 18, 2025 to present

Mr. Farrant's consulting agreement, effective October 1, 2021, includes consulting fees of $9,000 per month (the "Base Amount") and in lieu of participation in a health benefits plan sponsored by the Corporation Mr. Farrant may be reimbursed for benefit related expenditures, to a maximum of $10,000 per annum. Mr. Farrant is eligible to be awarded an annual bonus and stock options, subject to a performance assessment in the Board's sole discretion. In the event of termination without cause by the Corporation, the Corporation shall make a payment to the Executive equal to twelve (12) months of the Base Amount. In addition, all vested stock options of the Corporation shall be dealt with in accordance with Option Plan. For further clarity, vested stock options shall remain outstanding for a period of eighteen (18) months from the date of payment of the Severance Amount, or such longer period as may be approved by the Board, subject to regulatory approval including the approval of the stock exchange on which the common shares of the Corporation are trading, if applicable. In addition, the health benefits provided under the agreement shall continue to remain in force for a period of twelve (12) months following the date of payment of the Severance Amount.

Jim O'Neill, CFO and Corporate Secretary until November 30, 2024

Mr. O'Neill, through a company controlled by him, and pursuant to a consulting agreement was eligible for, in the event of termination without cause by the Corporation, a payment equal to two (2) months of the base consulting fees of $3,500 per month.

Director and Named Executive Officer Compensation

The following information, presented in accordance with National Instrument Form 51-102F6V – *Statement of Executive Compensation – Venture Issuers*, sets forth all annual and long-term compensation for services paid to or earned by each NEO and director for the Company's two most recently completed financial years ended December 31, 2025 and 2024.

Name and position	Year	Consulting Fees	Committee or Meeting Fees	Value of Perquisites	Share-Based Awards[12]	Other Compensation	Total Compensation
Michael Farrant *Director, President, CEO, CFO and Corporate Secretary* [1] [2]	2025	$108,000	Nil	Nil	$129,750	$10,000	$247,750
	2024	$108,000	Nil	Nil	Nil	$8,169	$116,169
William Love *CEO and Vice President, Exploration* [1] [3]	2025	$90,000	Nil	Nil	$129,750	$5,833	$225,533
	2024	$90,000	Nil	Nil	Nil	$9,037	$99,037
James O'Neill *CFO and Corporate Secretary* [4]	2025	N/A	N/A	N/A	N/A	N/A	N/A
	2024	$38,500	Nil	Nil	Nil	Nil	$38,500
Mark Fedosiewich *Director* [5]	2025	Nil	Nil	Nil	$129,750	Nil	$129,750
	2024	N/A	N/A	N/A	N/A	N/A	N/A
Thomas Puppendahl *Director*	2025	Nil	Nil	Nil	$64,875	Nil	$64,875
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Thomson *Director* [6]	2025	Nil	Nil	Nil	$129,750	Nil	$129,750
	2024	N/A	N/A	N/A	N/A	N/A	N/A
Ashley Kirwan *Director* [7]	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Andrew Malim *Director and Chair* [8]	2025	Nil	Nil	Nil	$64,875	Nil	$64,875 [9]
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Gordon Morrison *Director* [10]	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil
Michael Skutezky *Director* [11]	2025	Nil	Nil	Nil	Nil	Nil	Nil
	2024	Nil	Nil	Nil	Nil	Nil	Nil

Notes:

(1) Other compensation is for the reimbursement of health benefit related expenditures.
(2) Mr. Farrant was appointed as President effective March 26, 2019 and as CEO effective October 1, 2021. Mr. Farrant resigned as CEO and was appointed as CFO and Corporate Secretary effective February 27, 2025.
(3) Mr. Love was appointed as a director effective February 21, 2025 and as CEO effective February 27, 2025.
(4) Mr. O'Neill ceased to be CFO and Corporate Secretary effective November 30, 2024.
(5) Mr. Fedosiewich was appointed as a director effective October 22, 2025.
(6) Mr. Thomson was appointed as a director effective October 22, 2025.
(7) Ms. Kirwan was appointed as a director effective September 1, 2020 and resigned February 8, 2025.
(8) Mr. Malim, was appointed as a director effective April 11, 2022 and was appointed Board Chair effective April 20, 2022. Mr. Malim did not stand for re-election at the last AGM and ceased to be a director effective December 31, 2025.
(9) These 250,000 options granted on October 21, 2025, expired unexercised on March 31, 2026 in accordance with the terms of the Plan.
(10) Mr. Morrison was appointed as a director effective January 4, 2024 and resigned February 8, 2025.
(11) Mr. Skutezky was appointed as a director effective April 18, 2014 and resigned February 22, 2025.
(12) Black-Scholes grant date fair value of stock options. Options vested immediately.

Incentive Plan Awards

The following table sets forth all outstanding share based and option-based awards to the NEOs as at the fiscal year ended December 31, 2025.

Name and position	Number of compensation securities, number of underlying securities[1][5]	Date of issue or grant[1]	Issue, conversion or exercise price	Price of security or underlying security on date of grant[2]	Price of security or underlying security at December 31, 2025 [3]	Expiry date	Exercised Date
Michael Farrant, *Director, President CFO and Corporate Secretary*	500,000 stock options	Oct. 21, 2025	$0.285	$0.285	$0.27	Oct. 21, 2030	N/A
William Love, *Director and CEO*	500,000 stock options	Oct. 21, 2025	$0.285	$0.285	$0.27	Oct. 21, 2030	N/A
Mark Fedosiewich, *Director*	500,000 stock options	Oct. 21, 2025	$0.285	$0.285	$0.27	Oct. 21, 2030	N/A
Andrew Malim *Director*	250,000 stock options	Oct. 21, 2025	$0.285	$0.285	$0.27	March 31, 2026 [4]	N/A
Thomas Puppendahl, *Director*	250,000 stock options	Oct. 21, 2025	$0.285	$0.285	$0.27	Oct. 21, 2030	N/A
Andrew Thomson, *Director*	500,000 stock options	Oct. 21, 2025	$0.285	$0.285	$0.27	Oct. 21, 2030	N/A

Notes:

(1) On October 21, 2025, stock options were granted at an exercise price of $0.285 per common share, exercisable for five years, with an expiry date of October 21, 2030, and vested immediately. The number of stock options granted allows the optionee to purchase that same number of underlying securities at the exercise price, prior to the expiry date. None of these options have been exercised.

(2) Closing price of the common shares of the Corporation on the Canadian Securities Exchange on October 21, 2025.

(3) Closing price of the common shares of the Corporation on the Canadian Securities Exchange on December 31, 2025.

(4) Mr. Malim ceased to be a director effective December 31, 2025. The 250,000 stock options granted on October 21, 2025 expired 90 days thereafter on March 31, 2026, unexercised, in accordance with the terms of the Plan.

(5) Unless otherwise indicated, no Compensation Security has been re-priced, cancelled, replaced, had its term extended, or otherwise been materially modified, in the most recently completed financial year.

DIRECTORS COMPENSATION

The Board established its Compensation, Governance and Nominating Committee ("CGN Committee"), effective September 8, 2021. The responsibilities of the CGN Committee were temporarily suspended from February 8 to November 28, 2025, in favour of the full Board, until two new independent directors could be identified and appointed to the Board to replace two directors who had resigned on February 8, 2025. The Board upon the recommendation of the CGN Committee, has the responsibility of determining compensation for directors and NEOs. The objective in determining such compensation is to ensure that the Corporation can attract and retain experienced and qualified individuals to serve as directors. In the financial years ended December 31, 2025 and 2024, the Corporation compensated its executive and non-executive directors as indicated in the above through the grant of incentive stock options.

Incentive Plan Awards

Share-Based Awards, Option-Based Awards and Non-Equity Incentive Plan Compensation

The Corporation granted shared-based or option-based awards, or other non-equity incentive plan compensation to directors in the year ended December 31, 2025. The status of option-base awards outstanding for each director as of December 31, 2025, is included in the above Director and Named Executive Officer Compensation Table.

The following table sets out particulars of the compensation plans under which equity securities of the Corporation are authorized for issuance as of December 31, 2025.

Plan Category	A Number of securities to be issued upon exercise of outstanding options, warrants and rights	B Weighted-average exercise price of outstanding options, warrants and rights	C Number of securities remaining available for future issuance under equity compensation plans (excluding securities reflected in column (A))
Equity compensation plans approved by securityholders	6,250,000	$0.22	2,748,210
Equity compensation plans not approved by security holders	Nil	N/A	N/A
Total	6,250,000		2,748,210

Value Vested or Earned During the Year

There were no option-based or share-based awards for which there was a value that vested, as the market price of the underlying security equaled the exercise price on the vesting date, and no non-equity incentive plan compensation was provided to non-executive directors in 2025.

INDEBTEDNESS OF DIRECTORS AND EXECUTIVE OFFICERS

At no time during the year ended December 31, 2025 (being the Corporation's last completed financial year), was any director, executive officer, employee, proposed management nominee for election as a director of the Corporation or any associate of any such director, executive officer, or proposed management nominee of the Corporation or any former director, executive officer or employee of the Corporation indebted to the Corporation or indebted to another entity where such indebtedness is or has been the subject of a guarantee, support agreement, letter of credit or other similar arrangement or understanding provided by the Corporation, other than for routine indebtedness.

INTEREST OF INFORMED PERSONS IN MATERIAL TRANSACTIONS

No informed person (as defined in National Instrument 51-102 – *Continuous Disclosure Obligations*), proposed director of the Corporation, or any associate or affiliate of any informed person or proposed director of the Corporation has, since January 1, 2025 (being the commencement of the Corporation's last completed financial year), had any material interest, direct or indirect, in any transactions which materially affected or would materially affect the Corporation.

STATEMENT OF CORPORATE GOVERNANCE PRACTICES

National Instrument 58-101 – *Disclosure of Corporate Governance Practices* ("**NI 58-101**") requires issuers, such as the Corporation, to provide disclosure with respect to their corporate governance practices in accordance with Form 58-101F2. The required disclosure for the Corporation is set out below.

Board of Directors

The Board is currently composed of five (5) directors, three (3) being independent directors, as follows:

Name	Position	Director Since	Independent / Non-Independent
Michael Farrant	President, CFO and Director	March 1, 2019	Non-Independent
William Love	CEO and Director	February 21, 2025	Non-Independent
Mark Fedosiewich	Director	October 22, 2025	Independent
Thomas Puppendahl	Director	March 1, 2019	Independent
Andrew Thomson	Director	October 22, 2025	Independent

Of the proposed directors, Messrs. Fedosiewich, Puppendahl and Thomson are considered to be "independent" within the meaning of applicable securities legislation. Mr. Farrant is not independent by virtue of serving as the Corporation's President, CFO and Corporate Secretary. Mr. Love is not independent by virtue of serving as the Corporation's CEO.

Directorships in Other Reporting Issuers

The following directors hold directorships in other reporting issuers:

Michael Farrant was elected as a director of Palamina Corp. (TSX-V: PA) on July 9, 2025.

Mark Fedosiewich was elected as a director of Vior Inc. (TSX-V: VIO) on December 21, 2017.

Andrew Thomson was appointed as a director of Palamina Corp. (TSX-V: PA) effective June 9, 2015, and was appointed as a director of Colt Silver Corp. (TSX-V: COLT) effective September 30, 2026.

Orientation and Continuing Education

All new directors are provided with comprehensive information about New Break. Directors have the opportunity to meet with senior management to obtain insight into the operations of New Break. New directors are briefed on the Corporation's current property holdings, ongoing exploration programs and mining operations, overall strategic plans, short, medium and long-term corporate objectives, financials status, general business risks and mitigation strategies, and existing Corporation policies. Senior management also makes regular presentations to the Board at its meetings and all directors are encouraged to communicate directly with management and other staff.

The skills and knowledge of the Board as a whole is such that no formal continuing education process is currently deemed required. The Board is comprised of individuals with varying backgrounds, who have, both collectively and individually, extensive experience in running and managing public companies, particularly in the natural resource sector and involving Canadian mineral properties. It is the Corporation's view that all current members of the Board are well-versed and educated in the factors critical to the success of New Break. Board members are encouraged to communicate with management, auditors and technical consultants to keep themselves current with industry trends and developments and changes in legislation, with management's assistance. Board members have full access to the Corporation's records. Reference is made to the table under the heading "Election of Directors" for a description of the current principal occupations of the members of the Board.

Ethical Business Conduct

The Board expects management to operate the business of the Corporation in a manner that enhances Shareholder value and is consistent with the highest level of integrity. Management is expected to execute the Corporation's business plan and to meet performance goals and objectives. Directors and senior officers are bound by the provisions of the Corporation's articles and the CBCA which sets forth resolutions for any conflicts of interest. In particular, any director who has a material interest in a particular transaction is required to disclose such interest and to refrain from voting with respect to the approval of any such transaction.

The Board has adopted a written code of business conduct and ethics (the "**Code of Conduct**") to encourage and promote a culture of ethical business conduct amongst the directors, officers and employees of the Corporation. A copy of the Code of Conduct is available on the Corporation's website at www.newbreakresources.ca and under the Corporation's profile on SEDAR+ at www.sedarplus.ca. The Board is responsible for ensuring compliance with

the Corporation's Code of Conduct. The Code of Conduct was adopted after the end of the previous financial year, and there have been no departures from the Corporation's Code of Conduct since its adoption.

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

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

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

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

Securities Trading Policy

The Corporation has adopted a securities trading policy (the "**Securities Trading Policy**"), pursuant to which, the Corporation shall, among other things, institute blackout periods in certain circumstances. The Securities Trading Policy also provides that any person possessing material non-public information regarding the Corporation should not engage in any transactions related to the Corporation's securities until two trading days after such information has been publicly disclosed. The Securities Trading Policy has additional restrictions regarding short-swing trades, short sales, call options and put options, as well as purchasing on margin. Persons to whom the Securities Trading Policy applies may not engage in any transactions involving the Corporation's securities during a blackout period.

Compensation, Governance and Nominating Committee (the "CGN Committee")

The Corporation constituted its CGN Committee and approved its charter effective September 8, 2021. The CGN Committee is currently comprised of Mr. Farrant, Mr. Fedosiewich and Mr. Puppendahl, who is Chair of the CGN Committee. The three primary areas of responsibility of the CGN Committee are summarized as follows:

Compensation: The overall purpose is to implement and oversee human resources and compensation policies and best practices for recommendation to the Board for approval and implementation. The responsibilities of the CGN Committee generally include: (1) reviewing and making recommendations to the Board regarding all share incentive awards; (2) developing an executive compensation strategy to attract, retain and motivate senior management to achieve superior results; (3) reviewing and appraising the performance of the executive officers of the Corporation (4) reviewing short-term and long-term talent management and succession planning

Governance: The CGN Committee is responsible for reviewing the corporate governance policies and practices of the Corporation generally and making recommendations thereon to the directors of the Corporation, including reviewing and making recommendations to the Board of the Corporation on developing the approach of the Corporation to corporate governance issues and practices, including an annual review of the charters fand performance of the Board and its committees.

Nomination: The CGN Committee is also responsible for proposals for new nominees to the Board and conducting such background reviews, assessments, interviews and other procedures as it believes necessary to ascertain the suitability of a particular nominee.

Assessment

The CGN Committee has the on-going responsibility to assess (i) the effectiveness and contribution of the individual directors including the Chairman of the Board and committee chairman of the Corporation on an ongoing basis; (ii) the effectiveness of the directors of the Corporation as a whole; and (iii) the effectiveness of the committees of directors of the Corporation and the mandates of each of such committees.

DISCLOSURE RELATING TO DIVERSITY

Background

On May 1, 2018, amendments were made to the *Canada Business Corporations Act* (the "CBCA"), the governing corporate legislation of New Break. These amendments now require the Corporation to provide disclosure relating to its diversity policies and practices relating to its board of directors and senior management team. Supporting regulations were issued on June 22, 2019.

In addition to disclosure as to whether the Corporation has term limits for its directors, the Corporation must disclose, at a minimum, information on the representation of the following four "designated groups" as defined under the *Employment Equity Act*: women, Indigenous peoples (First Nations, Inuit, and Metis), persons with disabilities, and members of "visible minorities".

Prescribed Information

The following is the prescribed information required under amendments and the Corporation's response thereto:

1. *Indicate whether the Corporation has adopted term limits for the directors on its board or other mechanisms of board renewal and, as the case may be, a description of those term limits or mechanisms or the reasons why it has not adopted them.*

The Corporation does not have term limits for its directors and has chosen not to adopt any such term limits. The Corporation is aware of the positive impacts of bringing new perspectives to the Board, and therefore considers adding new members from time to time; however, it values continuity on the Board of Directors and the in-depth knowledge of the Corporation held by those members who have a long-standing relationship with the Corporation, especially at these early stages in the Corporation.

2. *Indicate whether the Corporation has adopted a written policy relating to the identification and nomination of members of designated groups for directors and, if it has not adopted a written policy, the reasons why it has not adopted the policy.*

The Corporation does not currently have a written policy relating to the identification and nomination of individuals who are members of "designated groups" as directors. In its current composition, none of the members of the Board of the Corporation is a woman, and no members identify as Aboriginal peoples (as that term is used in section 3 of the *Employment Equity Act*), persons with disabilities, or members of "visible minorities". As of the date hereof, given the size and stage of the Corporation in its development, the Corporation has not felt that such a policy was needed. The Board believes that a diverse and inclusive environment that values a variety of backgrounds, skills and experience will best ensure that Board members provide the necessary range of perspectives, experience and expertise required to provide leadership needed to achieve the Corporation's goals.

3. *(i) Indicate whether or not the board of directors or its nominating committee considers the level of the representation of designated groups on the board in identifying and nominating candidates for election or re-election to the board and, as the case may be, how that level is considered or the reasons why it is not considered; and*

   (ii) whether or not the Corporation considers the level of representation of designated groups when appointing members of senior management and, as the case may be how that level is considered or the reasons why it is not considered.

When the Board selects candidates for executive or senior management positions or for director positions, it considers not only the qualifications, personal qualities, business background and experience of the candidates, it also considers the composition of the group of nominees, to best bring together a selection of candidates allowing the Corporation's management or Board, as the case may be to perform efficiently and act in the best interest of the Corporation and its shareholders. The Corporation is aware of the benefits of diversity at the executive and senior management levels and on the Board, and therefore the level of representation of members of "designated groups" is one of several factors taken into consideration during the search process for executive and senior management positions or for directors.

4. *Indicate whether or not the Corporation or its board of directors has adopted target numbers or percentages (either a specific percentage or a range) for members of designated groups to hold positions on the board or be a member of senior management by a specific date.*

The Corporation has not adopted a "target" number or percentage of individuals who are members of "designated groups" on the Board or in executive or senior management positions. The Corporation considers candidates based on their qualifications, personal qualities, business background and experience, and does not feel that targets necessarily result in the identification or selection of the best candidates. In addition, as set forth above under the response to #2, given the size and stage of the Corporation in its development, the Corporation is of the position that it must maintain flexibility in determining the composition of its Board and executive management team.

AUDIT COMMITTEE

Pursuant to the provisions of Multilateral Instrument 52-110 – Audit Committees ("**MI 52-110**"), which came into force on March 30, 2004, the Corporation is required to disclose certain information concerning its Audit Committee including the Audit Committee's charter, the composition of the Audit Committee and is relationship with its independent auditors. Such information is set forth below.

Audit Committee's Charter

The directors of the Company established an Audit Committee on September 1, 2020 and have adopted a charter for the Audit Committee (the "**Audit Committee Charter**") as of that date, which sets out the Audit Committee's mandate, organization, powers and responsibilities. The full text of the Audit Committee Charter is attached hereto as Schedule "B" to this Circular.

Composition of Audit Committee

The members of the Audit Committee are Thomas Puppendahl (Chairperson), Mark Fedosiewich, and Andrew Thomson. Each of Mr. Puppendahl, Mr. Fedosiewich and Mr. Thomson are independent (as defined in National Instrument 52-110 – *Audit Committees* ("**NI 52-110**") adopted by the Canadian Securities Administrators). All members are financially literate (as defined in NI 52-110).

Name of Member	Independent[(1)]	Financially Literate[(2)]
Thomas Puppendahl	Yes	Yes
Mark Fedosiewich	Yes	Yes
Andrew Thomson	Yes	Yes

Notes:

(1) To be considered independent, a member of the Audit Committee must not have any direct or indirect "material relationship" with the Corporation. A "material relationship" is a relationship which could, in the view of the Board, be reasonably expected to interfere with the exercise of a member's independent judgment. In addition, a member must not have been an Executive Officer within the preceding three-year period and must not currently be receiving fees for consultancy or advisory services other than in connection with Board related commitments.

(2) To be considered financially literate, a member of the Audit Committee must have 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 Corporation's financial statements.

Relevant Education and Experience

Each of the members of the Audit Committee has extensive education and experience relevant to the performance of their responsibilities as members of the Audit Committee.

Thomas Puppendahl

Mr. Puppendahl has over 30 years' experience in global capital markets as a strategist, portfolio manager, investment banker and analyst. He is a managing partner of Chancery Asset Management Pte. Ltd., an independent strategic advisory firm based in Singapore and a co-founder of several gold mining companies including Amapá Minerals Holdings Inc. (TSX AMAP), Gold Road International p.l.c. (Euronext Oslo: GOLDR) and Laiva Gold Inc., a private company with plans to go public on the Canadian Securities Exchange. Mr. Puppendahl worked in mergers and acquisitions, private equity, emerging markets and management consulting with Merrill Lynch, Ermgassen & Co. and the Monitor Group in London and Mumbai. Mr. Puppendahl holds Master's degrees in both Physics and Business Administration from RWTH Aachen University, Germany.

Mark Fedosiewich

Mr. Fedosiewich currently serves as the Chairman of the Board of TSX-V listed Vior Inc., after serving as its President and CEO from 2017 to 2024. He is an Honours Bachelor of Commerce graduate who was involved in the investment industry for over 30 years in a number of senior advisory positions with several prominent investment firms.

Andrew Thomson

Mr. Thomson currently serves as the President and CEO of TSX-V listed Palamina Corp. and TSX-V listed Colt Silver Corp., where he oversees the exploration efforts in both companies, of large gold and copper-silver focused properties in Peru. Prior to that, he served as President and CEO of Soltoro Ltd., which defined a significant silver resource on the El Rayo silver project in southwestern Mexico and was acquired by Agnico Eagle Mines Limited in 2015. Mr. Thomson is an entrepreneur who has been actively exploring in Latin America since 1993.

Audit Committee Oversight

At no time since the commencement of the Corporation's most recently completed financial year have any recommendations by the Audit Committee respecting the appointment and/or compensation of the Corporation's external auditors not been adopted by the Board of the Corporation.

Pre-Approval Policies and Procedures

The Audit Committee has not adopted any specific policies and procedures in relation to the engagement of non-audit services as described in the Audit Committee Charter.

External Auditor Service Fees (By Category):

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

Financial Year Ending	Audit Fees[(1)]	Audit Related Fees[(2)]	Tax Fees[(3)]	All Other Fees[(4)]
December 31, 2025	$31,030[(5)]	$nil	$4,280[(6)]	$nil
December 31, 2024	$28,890[(5)]	$nil	$3,745[(6)]	$nil

Notes:

(1) The aggregate fees billed for professional services rendered by the auditor for the audit of the Corporation's annual financial statements and the review of the Corporation's interim financial statements, if any.

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

(3) The aggregate fees billed for tax compliance, tax advice, and tax planning services. The services performed for the fees paid under this category are exclusively for tax return preparation fees.

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

(5) 2025 audit fees relate of the audit of the financial statements for the year ended December 31, 2024. 2024 audit fees relate of the audit of the financial statements for the year ended December 31, 2023.

(6) 2025 fees were $4,280 for the preparation and filing of the 2024 corporate income tax return. 2024 fees were $3,745 for the preparation and filing of the 2023 income tax returns.

Exemption

Since the Corporation is a "Venture Issuer" pursuant to NI 52-110 (its securities are not listed or quoted on any of the Toronto Stock Exchange, a market in the United States of America, or a market outside of Canada and the United States of America), it is exempt from the requirements of Part 3 (Composition of the Audit Committee) and Part 5 (Reporting Obligations) of NI 52-110.

ADDITIONAL INFORMATION

Additional information regarding the Corporation and its business activities is available under the Corporation's profile on the SEDAR+ website located at www.sedarplus.ca and on its website at www.newbreakresources.ca. The Corporation's financial information is provided in the Corporation's audited financial statements and related management's discussion and analysis for its most recently completed financial year and may be viewed on the Corporation's website at www.newbreakresources.ca. Copies of the Corporation's financial statements and related management's discussion and analysis are available upon request, free of charge to Shareholders of the Corporation, by contacting the President, Michael Farrant at 416-278-4149 or by e-mail at info@newbreakresources.ca or by mail at the Corporation's principal office located at Peterson McVicar LLP, 110 Yonge Street, Suite 1601, Toronto, ON M5C 1T4.

DATED at Toronto, Ontario, this 9th day of November, 2026.

BY ORDER OF THE BOARD OF DIRECTORS

(*signed*) "*Michael Farrant*"

President and Chief Financial Officer

SCHEDULE "A"

STOCK OPTION PLAN

NEW BREAK RESOURCES LTD.



NEW BREAK RESOURCES LTD.

INCENTIVE STOCK OPTION PLAN

Dated: February 1, 2019

NEW BREAK RESOURCES LTD.
INCENTIVE STOCK OPTION PLAN

ARTICLE 1
GENERAL

1.1 Purpose

The purpose of this Plan is to advance the interests of NEW BREAK RESOURCES LTD. (the "**Company**") by (i) providing Eligible Persons with additional incentive; (ii) encouraging stock ownership by Eligible Persons; (iii) increasing the proprietary interest of Eligible Persons in the success of the Company; (iv) encouraging Eligible Persons to remain with the Company or its Affiliates; and (v) attracting new employees, officers, directors and Consultants to the Company or its Affiliates.

1.2 Administration

(a) The Board will administer this Plan. Where applicable all references hereinafter to the term "**Board**" will be deemed to be references to the Committee. Notwithstanding the foregoing, if at any time the Committee has not been appointed by the Board, this Plan will be administered by the Board and in such event references herein to the Committee shall be construed to be a reference to the Board.

(b) Subject to the limitations of this Plan, the Board has the authority: (i) to grant Options to purchase Shares to Eligible Persons; (ii) to determine the terms, including the limitations, restrictions and conditions, if any, upon such grants; (iii) to interpret this Plan and to adopt, amend and rescind such administrative guidelines and other rules and Regulations relating to this Plan as it may from time to time deem advisable, subject to required prior approval by any applicable regulatory authority and/or stock exchange; and (iv) to make all other determinations and to take all other actions in connection with the implementation and administration of this Plan as it may deem necessary or advisable. The Board's guidelines, rules, Regulations, interpretations and determinations will be conclusive and binding upon all parties.

1.3 Interpretation

For the purposes of this Plan, the following terms will have the following meanings unless otherwise defined elsewhere in this Plan:

"Act" means the *Securities Act* (Ontario):

"Affiliate" means any corporation that is an affiliated entity of the Company;

"Affiliated Entity" means with respect to the Company, a person or company that controls or is controlled by the Company or that is controlled by the same person or company that controls the Company. A company shall be deemed to be controlled by another person or company or by two or more companies if,

(a) voting securities of the first-mentioned company carrying more than 50 per cent of the votes for the election of directors are held, otherwise than by way of security only, by or for the benefit of the other person or company or by or for the benefit of the other companies; and

(b) the votes carried by such securities are entitled, if exercised, to elect a majority of the board of directors of the first-mentioned company.

"Associate", where used to indicate a relationship with any person or company, means: (i) any company of which such person or company beneficially owns, directly or indirectly, voting securities carrying more

than 10 per cent of the voting rights attached to all voting securities of the company for the time being outstanding; (ii) any partner of that person or company; (iii) any trust or estate in which such person or company has a substantial beneficial interest or as to which such person or company serves as trustee or in a similar capacity; (iv) any relative of that person who resides in the same home as that person; (v) any person who resides in the same home as that person and to whom that person is married, or any person of the opposite sex or the same sex who resides in the same home as that person and with whom that person is living in a conjugal relationship outside marriage; or (vi) any relative of a person mentioned in clause (v) who has the same home as that person;

"Blackout Period" means an interval of time during which the Company has determined that one or more Participants may not trade any securities nor exercise any Options of the Company because they may be in possession of confidential information pertaining to the Company;

"Board" means the Board of Directors of the Company;

"Business Day" means a day on which trading occurs on the Exchange;

"Change of Control" means the occurrence of any one or more of the following events:

(a) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisition involving the Company or any of its Affiliates and another corporation or other entity, as a result of which the holders of Shares immediately prior to the completion of the transaction hold less than 50% of the outstanding shares of the successor corporation after completion of the transaction;

(b) the sale, lease, exchange or other disposition, in a single transaction or a series of related transactions, of assets, rights or properties of the Company and/or any of its Subsidiaries which have an aggregate fair market value greater than 50% of the fair market value of the assets, rights and properties of the Company and its Subsidiaries on a consolidated basis to any other person or entity, other than a disposition to a wholly-owned subsidiary of the Company in the course of a reorganization of the assets of the Company and its subsidiaries;

(c) a resolution is adopted to wind-up, dissolve or liquidate the Company;

(d) any person, entity or group of persons or entities acting jointly or in concert (an **"Acquiror"**) acquires or acquires control (including, without limitation, the right to vote or direct the voting) of Voting Securities of the Company which, when added to the Voting Securities owned of record or beneficially by the Acquiror or which the Acquiror has the right to vote or in respect of which the Acquiror has the right to direct the voting, would entitle the Acquiror and/or associates and/or affiliates of the Acquiror (as such terms are defined in the Act) to cast or to direct the casting of 20% or more of the votes attached to all of the Company's outstanding Voting Securities which may be cast to elect directors of the Company or the successor corporation (regardless of whether a meeting has been called to elect directors);

(e) as a result of or in connection with: (A) a contested election of directors, or; (B) a consolidation, merger, amalgamation, arrangement or other reorganization or acquisitions involving the Company or any of its affiliates and another corporation or other entity, the nominees named in the most recent management information circular of the Company for election to the Board (or replacements designated by such nominees) shall not constitute a majority of the Board; or

(f) the Board adopts a resolution to the effect that a Change of Control as defined herein has occurred or is imminent.

"Committee" means the Company's Compensation Committee or such other committee constituted for the purpose of overseeing matters related to compensation, duly appointed by the Board from time to time;

"Company" means New Break Resources Ltd.;

"Consultants" means individuals, including advisors, other than employees and officers and directors of the Company or an Affiliated Entity that are engaged to provide consulting, technical, management or other services to the Company or any Affiliated Entity under a written contract between the Company or the Affiliated Entity and the individual or a company of which the individual consultant is an employee or shareholder or a partnership of which the individual consultant is an employee or partner;

"CSE" means the Canadian Securities Exchange;

"Eligible Person" means, subject to the Regulations and to all applicable law, any employee, officer, director, or Consultant of (i) the Company or (ii) any Affiliated Entity (and includes any such person who is on a leave of absence authorized by the Board or the board of directors of any Affiliated Entity);

"Exchange" means collectively, the CSE, the TSX-V or the TSX;

"Insider" means an insider as defined in the Act;

"Option" means a right granted to an Eligible Person to purchase Shares pursuant to the terms of this Plan;

"Participant" means an Eligible Person to whom an Option has been granted;

"Plan" means the Company's Incentive Stock Option Plan, as same may be amended from time to time;

"Regulations" means the regulations made pursuant to this Plan, as same may be amended from time to time;

"Retirement" in respect of a Participant means the Participant ceasing to be an employee, officer, director or Consultant of the Company or an Affiliated Entity after attaining a stipulated age in accordance with the Company's normal retirement policy or earlier with the Company's consent;

"Retirement Date" means the date that a Participant ceases to be an employee, officer, director or Consultant of the Company or an Affiliated Entity due to the Retirement of the Participant;

"Shares" means the common shares in the capital of the Company;

"Subsidiary" means a corporation which is a subsidiary of the Company as defined under the Act;

"Termination" means: (i) in the case of an employee, the termination of the employment of the employee with or without cause by the Company or an Affiliated Entity or cessation of employment of the employee with the Company or an Affiliated Entity as a result of resignation or otherwise other than the Retirement of the employee; (ii) in the case of an officer or director, the removal of or failure to re-elect or re-appoint the individual as an officer or director of the Company or an Affiliated Entity (other than through the Retirement of an officer); and (iii) in the case of a Consultant, the termination of the services of a Consultant by the Company or an Affiliated Entity (other than through the Retirement of a Consultant);

"Termination Date" means the date on which a Participant ceases to be an Eligible Person due to the Termination of the Participant;

"Transfer" includes any sale, exchange, assignment, gift, bequest, disposition, mortgage, charge, pledge, encumbrance, grant of security interest or other arrangement by which possession, legal title or beneficial ownership passes from one person to another, or to the same person in a different capacity, whether or not voluntary and whether or not for value, and any agreement to effect any of the foregoing;

"TSX" means the Toronto Stock Exchange;

"TSX-V" means the TSX Venture Exchange; and

"Voting Securities" means Shares and/or any other securities (other than debt securities) that carry a voting right either under all circumstances or under some circumstances that have occurred and are continuing.

Words importing the singular number include the plural and vice versa and words importing the masculine gender include the feminine.

This Plan is to be governed by and interpreted in accordance with the laws of the Province of Ontario.

1.4 Shares Reserved under the Share Option Plan

(a) The aggregate maximum number of Shares available for issuance under this Plan and all of the Company's other security-based compensation arrangements at any given time is 10% of the Company's issued and outstanding Shares as at the date of grant of an Option under the Plan, subject to adjustment or increase of such number pursuant to Section 3.2. Any Shares subject to an Option which has been granted under the Plan and which have been cancelled, repurchased, expired, terminated or exercised in accordance with the terms of the Plan will again be available under the Plan.

(b) The aggregate number of Shares issued to Insiders of the Company within any twelve-month period, or issuable to Insiders of the Company at any time, under the Plan and any other security-based compensation arrangement of the Company, may not exceed 10% of the total number of issued and outstanding Shares of the Company at such time. The aggregate number of Shares reserved for issuance pursuant to Options granted to any one person or entity within any twelve-month period under all security-based compensation arrangements shall not exceed 5% of the total number of Shares then outstanding.

(c) For purposes of this Section 1.4, the number of Shares then outstanding shall mean the number of Shares outstanding on a non-diluted basis immediately prior to the proposed grant of the applicable Option.

ARTICLE 2
OPTION GRANTS AND TERMS OF OPTIONS

2.1 Grants

Subject to this Plan, the Board will have the authority to determine the limitations, restrictions and conditions, if any, in addition to those set out in this Plan, applicable to the exercise of an Option, including, without limitation, the nature and duration of the restrictions, if any, to be imposed upon the sale or other disposition of Shares acquired upon exercise of the Option, and the nature of the events, if any, and the duration of the period in which any Participant's rights in respect of Shares acquired upon exercise of an Option may be forfeited. An Eligible Person may receive Options on more than one occasion under this Plan and may receive separate Options on any one occasion.

2.2 Exercise of Options

(a) Options granted must be exercised no later than 5 years after the date of grant or such lesser period as the applicable grant or Regulations may require.

(b) Where the expiry date for an Option occurs during a Blackout Period, the expiry date for such Option shall be extended to the date that is 10 Business Days following the end of such Blackout Period.

(c) The Board may determine when any Option will become exercisable and may determine that the Option will be exercisable in instalments or pursuant to a vesting schedule. Notwithstanding the foregoing, unless the Board determines otherwise, and subject to the other provisions of this Plan, Options issued pursuant to this Plan are subject to a vesting schedule as follows:

(i) 1/5 upon grant;

(ii) 1/5 upon the three month anniversary of grant;

(iii) 1/5 upon the six month anniversary of grant;

(iv) 1/5 upon the nine month anniversary of grant; and

(v) 1/5 upon the one year anniversary of grant.

(d) No fractional Shares may be issued and in a circumstance that results in a Participant otherwise becoming entitled to a fraction of a Share, a downward adjustment shall be made to the next whole Share.

(e) A minimum of 100 Shares must be purchased by a Participant upon exercise of Options at any one time, except where the remainder of Shares available for purchase pursuant to Options granted to such Participant totals less than 100.

(f) The date on which an Option will be deemed to have been granted under this Plan will be the date on which the Committee authorizes the grant of such Option or such other future date as may be specified by the Committee at the time of such authorization.

2.3 Option Price and Date

The Board will establish the exercise price of an Option at the time each Option is granted. If the Shares are listed for trading on the CSE, or another stock exchange where the majority of the trading volume and value of the Shares occurs, the exercise price for an Option established by the Board shall not be less than the volume weighted average trading price (calculated in accordance with the rules and policies of the CSE) of the Shares on the CSE, or another stock exchange where the majority of the trading volume and value of the Shares occurs, for the five trading days immediately preceding the day the Option is granted.

2.4 Termination, Retirement or Death

(a) In the event of the Termination with cause of a Participant, each Option held by the Participant will cease to be exercisable on the earlier of the expiry of its term and the Termination Date, or such longer or shorter period as determined by the Board. In the event of the Termination without cause or Retirement of a Participant, each Option held by the Participant will cease to be exercisable on the earlier of the expiry of its term and 90 days after the Termination Date or Retirement Date, as the case may be, or such longer or shorter period as determined by the Board. For greater certainty, such determination of a longer or shorter period may be made at any time subsequent to the date of grant of the Options, provided that no Option shall remain outstanding for any period which exceeds the earlier of: (i) the expiry date of such Option; and (ii) 36 months following the Termination Date or Retirement Date, as the case may be, of the Participants. The Board may delegate authority to the Chief Executive Officer of the Company to make any determination with respect to the expiry or termination date of Options held by any departing Participant, other than a departing non-management director or the Chief Executive Officer. If any portion of an Option has not vested on the Termination Date or Retirement Date, as the case may

be, the Participant may not, after the Termination Date or Retirement Date, as the case may be, exercise such portion of the Option which has not vested, provided that the Board may determine at any time, including for greater certainty at any time subsequent to the date of grant of the Options, that such portion of the Option vests automatically or pursuant to a vesting schedule determined by the Board. The Board may delegate authority to the Chief Executive Officer to make any determination with respect to vesting of Options or any portion thereof held by any departing Participant, other than a departing non-management director or the Chief Executive Officer.

(b) If a Participant dies, the legal representatives of the Participant may exercise the Options held by the Participant within a period after the date of the Participant's death as determined by the Board, and for greater certainty such determination may be made at any time subsequent to the date of grant of the Options, provided that no Option shall remain outstanding for any period which exceeds the earlier of (i) the expiry date of such Option; and (ii) 12 months following the date of death of the Participant, but only to the extent the Options were by their terms exercisable on the date of death. The Board may determine at any time, including for greater certainty at any time subsequent to the date of grant of the Options, that such portion of the Option vests automatically or pursuant to a vesting schedule determined by the Board. The Board may delegate authority to the Chief Executive Officer to make any determination with respect to the expiry or termination date of Options or vesting of Options or any portion thereof held by any deceased Participant, other than a departing non-management director or the Chief Executive Officer. If the legal representative of a Participant who has died exercises the Option of the Participant in accordance with the terms of this Plan, the Company will have no obligation to issue the Shares until evidence satisfactory to the Company has been provided by the legal representative that the legal representative is entitled to act on behalf of the Participant to purchase the Shares under this Plan.

2.5 Option Agreements

Each Option must be confirmed, and will be governed, by an agreement in a form (which may, but need not be, in the form of Schedule "A" hereto) determined by the Board and signed on behalf of the Company and the Participant.

2.6 Payment of Option Price

The exercise price of each Share purchased under an Option must be paid in full by bank draft or certified cheque at the time of exercise, and upon receipt of payment in full, but subject to the terms of this Plan, the number of Shares in respect of which the Option is exercised will be duly issued as fully paid and non-assessable. Share certificates representing the number of Shares in respect of which the Option has been exercised will be issued only upon payment in full of the relevant exercise price, including any applicable withholding tax pursuant to section 3.8 of this Plan, to the Company.

2.7 Acceleration of Vesting

In the event of a Change of Control, all Options outstanding shall be immediately exercisable, notwithstanding any determination of the Board pursuant to Section 2.2 hereof, if applicable. Notwithstanding the vesting schedule for an Option that is specified in an agreement granting an Option or in this Plan, the Committee shall have the right with respect to any one or more Participants in this Plan to accelerate the time at which an option may be exercised.

2.8 Merger and Acquisition

In the event of a transaction or proposed transaction that results or will result in a Change of Control:

(a) subject to Section 2.7, the Committee may, in a fair and equitable manner, determine the manner in which all unexercised Options granted under this Plan will be treated including, without limitation, requiring the acceleration of the time for the exercise of such rights by the Participants, the time for the fulfillment of any conditions or restrictions on such exercise, and the time for the expiry of such Options;

(b) the Committee or any company which is or would be the successor to the Company or which may issue securities in exchange for Shares upon the transaction becoming effective may offer any Participant the opportunity to obtain a new or replacement option over any securities into which the Options are exercisable, on a basis proportionate to the number of Shares under Option and at a proportionate Exercise Price (and otherwise substantially upon the terms of the Option being replaced, or upon terms no less favourable to the Participant) including, without limitation, the periods during which the Option may be exercised and expiry dates; and in such event, the Participant shall, if he accepts such offer, be deemed to have released his Option over the Shares and such Option shall be deemed to have lapsed and be cancelled; or

(c) the Committee may exchange for or into any other security or any other property or cash, any Option that has not been exercised, upon giving to the Participant to whom such Option has been granted at least 30 days written notice of its intention to exchange such Option, and during such notice period, the Option, to the extent it has not been exercised, may be exercised by the Participant without regard to any vesting conditions attached thereto, and on the expiry of such notice period, the unexercised portion of the Option shall lapse and be cancelled.

Subsections (a), (b) and (c) of this Section 2.8 are intended to be permissive and may be utilized independently of, successively with, or in combination with each other and Section 2.7, and nothing therein contained shall be construed as limiting or affecting the ability of the Committee to deal with Options in any other manner. All determinations by the Committee under this Section 2.8 will be final, binding and conclusive for all purposes.

2.9 Amendment of Option Terms

Subject to the prior approval of any applicable regulatory authorities and/or stock exchange (as required) and the consent of the Participant affected thereby, the Board may amend or modify any outstanding Option in any manner to the extent that the Board would have had the authority to initially grant the Option as so modified or amended, including without limitation, to change the date or dates as of which, or the price at which, an Option becomes exercisable, provided however, that the consent of the Participant shall not be required where the rights of the Participant are not adversely affected.

ARTICLE 3
MISCELLANEOUS

3.1 Prohibition on Transfer of Options

Options are personal to each Participant. Without the permission of the Company, no Participant may deal with any Options or any interest in them or Transfer any Options now or hereafter held by the Participant. A purported Transfer of any Options without the permission of the Company will not be valid and the Company will not issue any Share upon the attempted exercise of improperly transferred Options.

3.2 Capital Adjustments

If there is any change in the outstanding Shares by reason of a stock dividend or split, recapitalization, consolidation, combination or exchange of shares, or other fundamental or similar corporate change, the Board will make, subject to any prior approval required of relevant stock exchanges or other applicable regulatory authorities, if any, an appropriate substitution or adjustment in (i) the exercise price of any unexercised Options under this Plan; (ii) the number or kind of shares or other securities

reserved for issuance pursuant to this Plan; and (iii) the number and kind of shares subject to unexercised Options theretofore granted under this Plan; provided, however, that no substitution or adjustment will obligate the Company to issue or sell fractional shares. In the event of the reorganization of the Company or the amalgamation or consolidation of the Company with another corporation, the Board may make such provision for the protection of the rights of Eligible Persons and Participants as the Board in its discretion deems appropriate. The determination of the Board, as to any adjustment or as to there being no need for adjustment, will be final and binding on all parties. No fractional Shares may be issued and in a circumstance that results in a Participant otherwise becoming entitled to a fraction of a Share, a downward adjustment shall be made to the next whole Share.

The grant of an Option shall not affect in any way the right or power of the Company to make adjustments, reclassifications, reorganizations or changes of its capital or business structure or to merge, consolidate, dissolve or liquidate, or to sell or transfer all or any part of its business or assets.

3.3 Non-Exclusivity

Nothing contained herein will prevent the Board from adopting other or additional compensation arrangements for the benefit of any Eligible Person or Participant, subject to any required regulatory or shareholder approval.

3.4 Renegotiation of Options

Subject to the prior consent of the Exchange, an Option, to the extent that it has not been exercised, may be renegotiated in accordance with the rules and policies of the Exchange.

3.5 Amendment and Termination

Subject to the requisite shareholder and regulatory approvals set forth under subparagraphs 3.5(a) and (b) below, the Board may from time to time amend or revise the terms of the Plan or may discontinue the Plan at any time provided however that no such amendment or revision may, without the consent of the Optionee, in any manner adversely affect his rights under any Option theretofore granted under the Plan.

(a) The Board may, subject to receipt of requisite shareholder and regulatory approval, including disinterested shareholder approval where so required, make the following amendments to the Plan:

(i) any amendment to the number of securities issuable under the Plan, including an increase to the fixed maximum percentage of securities issuable under the Plan. A change to a fixed maximum percentage which was previously approved by shareholders will not require additional shareholder approval;

(ii) any change to the definition of the Eligible Persons which would have the potential of broadening or increasing insider participation;

(iii) the addition of any form of financial assistance;

(iv) any amendment to a financial assistance provision which is more favourable to Participants;

(v) any addition of a cashless exercise feature, payable in cash or securities which does not provide for a full deduction of the number of underlying securities from the Plan reserve;

(vi) the addition of a deferred or restricted share unit or any other provision which results in participants receiving securities while no cash consideration is received by the Company (other than a cashless exercise as discussed in Section 3.5(b)(vi) of this Plan;

(vii) a discontinuance of the Plan;

(viii) with respect to Insiders, any of the following: (i) a reduction in the exercise price of options or other entitlements held by Insiders; (ii) extension to the term of options held by Insiders; and (iii) changes to the Insider participation limits;

(ix) any grant of additional powers to the board of directors to amend the Plan or entitlements not specifically referred to herein; and

(x) any other amendments that may lead to significant or unreasonable dilution in the Company's outstanding securities or may provide additional benefits to Eligible Persons, especially insiders of the Company, at the expense of the Company and its existing shareholders.

(b) The Board may, subject to receipt of requisite regulatory approval, where required, in its sole discretion make all other amendments to the Plan that are not of the type contemplated in subparagraph 3.5(a) above including, without limitation:

(i) amendments of a "housekeeping" or clerical nature;

(ii) a change to the vesting provisions of a security or the Plan;

(iii) amendments to reflect any requirements of any regulatory authorities to which the Company is subject, including the Exchange;

(iv) a change to the termination provisions of a security or the Plan which does not entail an extension beyond the original expiry date;

(v) amendments pursuant to Sections 2.7 and 2.8;

(vi) the addition of a cashless exercise feature, payable in cash or securities, which provides for a full deduction of the number of underlying securities from the Plan reserve; and

(vii) amendments to reflect changes to applicable laws or regulations.

(c) Notwithstanding the provisions of subparagraph 3.5(b), the Company shall additionally obtain requisite shareholder approval in respect of amendments to the Plan that are contemplated pursuant to section subparagraph 3.5(b), to the extent such approval is required by any applicable laws or regulations.

3.6 No Rights as Shareholder

Nothing herein or otherwise shall be construed so as to confer on any Participant any rights as a shareholder of the Company with respect to any Shares reserved for the purpose of any Option.

3.7 Employment

In the case of employees, nothing contained in this Plan shall confer upon any Participant any right with respect to employment or continuance of employment with the Company or any of its

subsidiaries, or interfere in any way with the right of the Company or any of its subsidiaries to terminate the Participant's employment at any time. Participation in this Plan by a Participant is voluntary.

3.8 Securities Regulation and Tax Withholding

(a) Where necessary to effect exemption from registration of the Shares under securities laws applicable to the securities of the Company, a Participant shall be required, upon the acquisition of any Shares pursuant to the Plan, to acquire the Shares with investment intent (i.e. for investment purposes) and not with a view to their distribution, and to present to the Board an undertaking to that effect in a form acceptable to the Board. The Board may take such other action or require such other action or agreement by such Participant as may from time to time be necessary to comply with applicable securities laws. This provision and/or the granting of any Option shall in no way obligate the Company to undertake the registration of any Options or the Shares under any securities laws applicable to the securities of the Company.

(b) The Board and the Company may take all such measures as they deem appropriate to ensure that the Company's obligations under the withholding provisions under income tax laws applicable to the Company and other provisions of applicable laws are satisfied with respect to the issuance of Shares or the grant or exercise of Options under this Plan.

(c) Issuance, transfer or delivery of certificates for Shares purchased pursuant to this Plan may be delayed, at the discretion of the Board, until the Board is satisfied that the applicable requirements of securities and income tax laws have been met.

3.9 No Representation or Warranty:

The Company makes no representation or warranty as to the future market value of any Shares issued in accordance with the provisions of this Plan.

3.10 Compliance with Legislation

The Board may postpone or adjust any exercise of any Option or the issue of any Shares pursuant to this Plan as the Board in its discretion may deem necessary in order to permit the Company to effect or maintain registration of this Plan or the Shares issuable pursuant thereto under the securities laws of any applicable jurisdiction, or to determine that the Shares and this Plan are exempt from such registration. The Company is not obligated by any provision of this Plan or any grant hereunder to sell or issue Shares in violation of any applicable law. In addition, if the Shares are listed on a stock exchange, the Company will have no obligation to issue any Shares pursuant to this Plan unless the Shares have been duly listed, upon official notice of issuance, on a stock exchange on which the Shares are listed for trading.

3.11 Effective Date

This Plan shall be effective on February 1, 2019, subject to shareholder approval by ordinary resolution at the Company’s next annual general or special general meeting of shareholders.

SCHEDULE "B"

AUDIT COMMITTEE CHARTER

NEW BREAK RESOURCES LTD.

MANDATE

The primary mandate of the audit committee (the "Audit Committee") of the Board of Directors of the Company (the "Board") is to assist the Board in overseeing the Company's financial reporting and disclosure. This oversight includes:

(a) reviewing the financial statements and financial disclosure that is provided to shareholders and disseminated to the public;

(b) reviewing the systems of internal controls to ensure integrity in the financial reporting of the Company; and

(c) monitoring the independence and performance of the Company's external auditors and reporting directly to the Board on the work of the external auditors.

COMPOSITION AND ORGANIZATION OF THE COMMITTEE

1. The Audit Committee must have at least three directors.
2. The majority of the Audit Committee members must not be executive officers, employees, control persons of the Company or any of its associates or affiliates.[1]
3. Every Audit Committee member must be financially literate. Financial literacy is the ability to read and understand a set of financial statements that present a breadth and level of complexity of accounting issues that are generally comparable to the breadth and complexity of the issues that can reasonably be expected to be raised by the issuer's financial statements.[2]
4. The Board will appoint from themselves the members of the Audit Committee on an annual basis for one-year terms. Members may serve for consecutive terms.
5. The Board will also appoint a chair of the Audit Committee (the Chair of the Audit Committee) for a one-year term. The Chair of the Audit Committee may serve as the chair of the committee for any number of consecutive terms.
6. A member of the Audit Committee may be removed or replaced at any time by the Board. The Board will fill any vacancies in the Audit Committee by appointment from among members of the Board.

MEETINGS

7. The Audit Committee will meet at least four (4) times per year. Special meetings may be called by the Chair of the Audit Committee as required.
8. Quorum for a meeting of the Audit Committee will be two (2) members in attendance.
9. Members may attend meetings of the Audit Committee by teleconference, videoconference, or by similar communication equipment by means of which all persons participating in the meeting can communicate with each other.

---

[1] National Instrument 52-110 *Audit Committees* section 6.1.1(3)

2 National Instrument 52-110 *Audit Committees* section 1.4

10. The Audit Committee Chair will set the agenda for each meeting, after consulting with management and the external auditor. Agenda materials such as draft financial statements must be circulated to Audit Committee members for members to have a reasonable time to review the materials prior to the meeting.

11. Minutes of the Audit Committee meetings will be accurately recorded, with such minutes recording the decisions reached by the committee. Minutes of each meeting must be distributed to members of the Board, the Chief Executive Officer, the Chief Financial Officer and the external auditor.

RESPONSIBILITIES OF THE COMMITTEE

The Audit Committee will perform the following duties:

External Auditor

(a) select, evaluate and recommend to the Board, for shareholder approval, the external auditor to examine the Company's accounts, controls and financial statements;

(b) evaluate, prior to the annual audit by external auditors, the scope and general extent of their review, including their engagement letter, and the compensation to be paid to the external auditors and recommend such payment to the Board;

(c) obtain written confirmation from the external auditor that it is objective and independent within the meaning of the Rules of Professional Conduct/Code of Ethics adopted by the provincial institute or order of Chartered Accountants to which it belongs;

(d) recommend to the Board, if necessary, the replacement of the external auditor;

(e) meet at least annually with the external auditors, independent of management, and report to the Board on such meetings; and

(f) pre-approve any non-audit services to be provided to the Company by the external auditor and the fees for those services;

Financial Statements and Financial Information

(a) review and discuss with management and the external auditor the annual audited financial statements of the Company and recommend their approval by the Board;

(b) review and discuss with management, the quarterly financial statements and recommend their approval by the Board;

(c) review and recommend to the Board for approval the financial content of the annual report;

(d) review the process for the certification of financial statements by the Chief Executive Officer and Chief Financial Officer;

(e) review the Company's management discussion and analysis, annual and interim earnings or financial disclosure news releases, and audit committee reports before the Company publicly discloses this information;

(f) review annually with external auditors, the Company's accounting principles and the reasonableness of managements judgments and estimates as applied in its financial reporting; and

(g) review and consider any significant reports and recommendations issued by the external auditor, together with management's response, and the extent to which recommendations made by the external auditors have been implemented.

Risk Management, Internal Controls and Information Systems

(a) review with the external auditors and with management, the general policies and procedures used by the Company with respect to internal accounting and financial controls;

(b) review adequacy of security of information, information systems and recovery plans;

(c) review management plans regarding any changes in accounting practices or policies and the financial impact thereof;

(d) review with the external auditors and, if necessary, legal counsel, any litigation, claim or contingency, including tax assessments, that could have a material effect upon the financial position of the Company and the manner in which these matters are being disclosed in the financial statements;

(e) discuss with management and the external auditor correspondence with regulators, employee complaints, or published reports that raise material issues regarding the Company's financial statements or disclosure;

(f) assisting management to identify the Company's principal business risks; and

(g) review the Company's insurance, including directors' and officers' coverage, and provide recommendations to the Board;

Other

(a) review Company loans to employees/consultants; and

(b) conduct special reviews and/or other assignments from time to time as requested by the Board.

PROCESS FOR HANDLING COMPLAINTS REGARDING FINANCIAL MATTERS

The Audit Committee shall establish a procedure for the receipt, retention and follow-up of complaints received by the Company regarding accounting, internal controls, financial reporting, or auditing matters.

The Audit Committee shall ensure that any procedure for receiving complaints regarding accounting, internal controls, financial reporting, or auditing matters will allow the confidential and anonymous submission of concerns by employees.

REPORTING

The Audit Committee will report to the Board on:

(a) the external auditor's independence;

(b) the performance of the external auditor and the Audit Committee's recommendations;

(c) regarding the reappointment or termination of the external auditor;

(d) the adequacy of the Company's internal controls and disclosure controls;

(e) the Audit Committee's review of the annual and interim financial statements;

(f) the Audit Committee's review of the annual and interim management discussion and analysis;

(g) the Company's compliance with legal and regulatory matters to the extent they affect the financial statements of the Company; and

(h) all other material matters dealt with by the Audit Committee.

AUTHORITY OF THE COMMITTEE

The Audit Committee will have the resources and authority, appropriate to discharge its duties and responsibilities. The Audit Committee may at any time retain outside financial, legal or other advisors at the expense of the Company without approval of management.

The external auditor will report directly to the Audit Committee.

EFFECTIVE DATE

This Charter was implemented by the Board on **September 1, 2020.**